CHONG SING
Holdings FinTech Group Limited 中新

CHONG SING HOLDINGS FINTECH GROUP LIMITED
中新控股科技集團有限公司

(Incorporated in the Cayman Islands with limited liability 於開曼群島註冊成立的有限公司)
Stock Code 股份代號：8207

Annual Report 年報
2018

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE "STOCK EXCHANGE" AND "GEM", RESPECTIVELY)

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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

*This annual report, for which the directors of Chong Sing Holdings FinTech Group Limited (the "**Company**" and the "**Directors**", respectively) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM for the purposes of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this annual report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this annual report misleading.*

香港聯合交易所有限公司GEM（分別為「聯交所」及「GEM」）的特色

GEM的定位，乃為相比其他於聯交所上市的公司帶有較高投資風險的中小型公司提供一個上市的市場。有意投資的人士應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。

由於GEM上市公司普遍為中小型公司，在GEM買賣的證券可能會較於聯交所主板買賣的證券承受較大的市場波動風險，同時無法保證在GEM買賣的證券會有高流通量的市場。

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

*本年報的資料乃遵照GEM證券上市規則而刊載，旨在提供有關中新控股科技集團有限公司（「**本公司**」）之資料。本公司的董事（「**董事**」）願就本年報的資料共同及個別地承擔全部責任。董事在作出一切合理查詢後，確認就彼等所知及所信，本年報所載資料在各重要方面均屬準確完備，並無誤導或欺詐成份；且並無遺漏任何其他事項，足以令致本年報所載任何陳述或本年報產生誤導。*

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Glossary
詞彙

Unless the context otherwise requires, the capitalized terms used under Corporate Information, Financial Highlights, Vice Chairman's Statement, Management Discussion and Analysis, Biographical Details of Directors and Senior Management, Corporate Governance Report, Report of the Directors, Environmental, Social and Governance Report and Financial Summary shall have the respective meanings set out below.

除文義另有所指外，公司資料、財務摘要、副主席報告、管理層討論與分析、董事及高級管理層之履歷詳情、企業管治報告、董事會報告、環境、社會及管治報告以及財務概要所用詞彙應具有以下所載的各項涵義。

"2018 AGM"		the AGM held on Tuesday, 8 May 2018
「二零一八年股東週年大會」	指	於二零一八年五月八日(星期二)舉行的股東週年大會
"2019 AGM"		the AGM to be held on Tuesday, 7 May 2019
「二零一九年股東週年大會」	指	將於二零一九年五月七日(星期二)舉行的股東週年大會
"AGM(s)"		annual general meeting(s) of the Company
「股東週年大會」	指	本公司股東週年大會
"Articles of Association"		articles of association of the Company
「章程細則」	指	本公司之章程細則
"Audit Committee"		audit committee of the Board
「審核委員會」	指	董事會審核委員會
"Board"		board of Directors
「董事會」	指	董事會
"CG Code"		corporate governance code contained in Appendix 15 to the GEM Listing Rules
「企業管治守則」	指	GEM上市規則附錄十五所載之企業管治守則
"Chairman"		chairman of the Board
「主席」	指	董事會主席
"Chief Executive Officer"		chief executive officer of the Company
「首席執行官」	指	本公司之首席執行官
"close associate(s)"		has the meaning ascribed thereto under the GEM Listing Rules
「緊密聯繫人」	指	具有GEM上市規則所賦予的涵義
"Company Secretary"		company secretary of the Company
「公司秘書」	指	本公司之公司秘書
"controlling shareholder(s)"		has the same meaning ascribed to it under the GEM Listing Rules
「控股股東」	指	具有GEM上市規則所賦予的涵義

Glossary
詞彙

"CSF" or "Company" or "Chong Sing Holdings"		Chong Sing Holdings FinTech Group Limited, incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed and traded on GEM (Stock code: 8207)
「CSF」或「本公司」或「中新控股」	指	中新控股科技集團有限公司，一間於開曼群島註冊成立之有限公司，其已發行股份於GEM上市及買賣（股份代號：8207）
"Director(s)"		director(s) of the Company
「董事」	指	本公司董事
"EGM(s)"		extraordinary general meeting(s) of the Company
「股東特別大會」	指	本公司股東特別大會
"Executive Committee"		executive committee of the Board
「執行委員會」	指	董事會執行委員會
"Executive Director(s)" or "ED(s)"		executive Director(s)
「執行董事」	指	執行董事
"FinTech"		financial technology
「金融科技」	指	金融科技
"GEM"		GEM operated by the Stock Exchange
「GEM」	指	聯交所營運的GEM
"GEM Listing Rules"		Rules Governing the Listing of Securities on GEM made by the Stock Exchange from time to time
「GEM上市規則」	指	聯交所不時制訂的GEM證券上市規則
"General Mandate"		general and unconditional mandate granted to the Directors to allot, issue and deal with additional securities of the Company (including amongst others, offers, agreements, options, warrants or similar rights in respect thereof) by the Shareholders at general meetings of the Company)
「一般授權」	指	股東於本公司股東大會上授予董事一般及無條件授權以配發、發行及處置本公司額外證券（其中包括有關要約、協議、購股權、認股權證或類似權利）
"Group"		the Company and its subsidiaries
「本集團」	指	本公司及其附屬公司

Glossary
詞彙

"HKFRS(s)"		the Hong Kong Financial Reporting Standard issued by the Hong Kong Institute of Certified Public Accountants
「香港財務報告準則」	指	香港會計師公會頒佈之香港財務報告準則
"HK$"		Hong Kong dollars, the lawful currency of Hong Kong
「港元」	指	港元，香港法定貨幣
"Hong Kong"		the Hong Kong Special Administrative Region of the PRC
「香港」	指	中國香港特別行政區
"Independent Auditor"		independent auditor of the Company
「獨立核數師」	指	本公司獨立核數師
"Independent Non-executive Director(s)" or "INED(s)"		independent non-executive Director(s)
「獨立非執行董事」	指	獨立非執行董事
"Nomination Committee"		nomination committee of the Board
「提名委員會」	指	董事會提名委員會
"Non-executive Director(s)" or "NED(s)"		non-executive Director(s)
「非執行董事」	指	非執行董事
"PRC" or "China"		the People's Republic of China and, for the purpose of this annual report, excluding Hong Kong, the Macau Special Administrative Region and Taiwan
「中國」	指	中華人民共和國，就本年報而言，不包括香港、澳門特別行政區及台灣
"Register of Members"		register of members of the Company
「股東名冊」	指	本公司股東名冊
"Remuneration Committee"		remuneration committee of the Board
「薪酬委員會」	指	董事會薪酬委員會
"RMB"		Renminbi, the lawful currency of the PRC
「人民幣」	指	人民幣，中國法定貨幣
"SFO"		Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) as amended from time to time
「證券及期貨條例」	指	不時予以修訂的證券及期貨條例（香港法例第571章）

Glossary
詞彙

"Shanghai Jifu" 「上海即富」	指	Shanghai Jifu Xinxi Jishu Fuwu Co., Ltd.* 上海即富信息技術服務有限公司
"SGD" 「新加坡元」	指	Singapore dollars, the lawful currency of the Republic of Singapore 新加坡元，新加坡共和國法定貨幣
"Share(s)" 「股份」	指	ordinary share(s) of par value of HK$0.02 each in the share capital of the Company 本公司股本中每股面值0.02港元之普通股
"Shareholder(s)" 「股東」	指	holder(s) of the Share(s) 股份持有人
"SME(s)" 「中小企業」	指	small and medium-sized enterprise(s) 中小型企業
"Stock Exchange" 「聯交所」	指	The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司
"subsidiary(ies)" 「附屬公司」	指	has the same meaning ascribed to it under the GEM Listing Rules 具有GEM上市規則所賦予的涵義
"UCF Pay" 「先鋒支付」	指	先鋒支付有限公司 (UCF Pay Limited*) (formerly known as 大連先鋒商務服務有限公司 (UCF Business Services Co., Limited*) 先鋒支付有限公司（前稱大連先鋒商務服務有限公司）
"US$" 「美元」	指	United States dollars, the lawful currency of the United States 美元，美國法定貨幣
"VND" 「越南盾」	指	Vietnamese dong, the lawful currency of Vietnam 越南盾，越南法定貨幣
"Year" 「本年度」	指	year ended 31 December 2018 截至二零一八年十二月三十一日止年度
"%" 「%」或「百分比」	指	per cent. or percentage 百分比

* *For identification purpose only*

* *僅供識別*

Corporate Information
公司資料

DIRECTORS

董事

Executive Directors

Mr. Phang Yew Kiat
(Vice-chairman and Chief Executive Officer)
Mr. Chng Swee Ho
Mr. Sheng Jia
Mr. Yang Jianhui

執行董事

彭耀傑先生
（副主席兼首席執行官）
莊瑞豪先生
盛佳先生
楊建輝先生

Non-executive Directors

Mr. Li Mingshan *(Chairman)*
(Resigned on 1 March 2019)
Mr. Li Gang
Mr. Zhang Zhenxin
Ms. Zhou Youmeng *(Resigned on 1 March 2019)*
Mr. Wong Sai Hung *(Resigned on 5 February 2018)*
Ms. Li Shuang *(Appointed on 1 March 2019)*

非執行董事

李明山先生*（主席）*
（於二零一九年三月一日辭任）
李剛先生
張振新先生
周友盟女士*（於二零一九年三月一日辭任）*
黃世雄先生*（於二零一八年二月五日辭任）*
李爽女士*（於二零一九年三月一日獲委任）*

Independent Non-executive Directors

Mr. Ge Ming
Dr. Ou Minggang
Dr. Wang Songqi
Dr. Yin Zhongli

獨立非執行董事

葛明先生
歐明剛博士
王松奇博士
尹中立博士

COMPANY SECRETARY

Mr. Kwok Siu Man *(A fellow of The Hong Kong Institute of Chartered Secretaries)*

公司秘書

郭兆文先生*（香港特許秘書公會之資深會員）*

COMPLIANCE OFFICER

Mr. Chng Swee Ho

合規主任

莊瑞豪先生

AUTHORISED REPRESENTATIVES

Mr. Phang Yew Kiat
Mr. Kwok Siu Man

法定代表

彭耀傑先生
郭兆文先生

Corporate Information
公司資料

AUDIT COMMITTEE

Mr. Ge Ming *(Chairman)*
Dr. Ou Minggang
Dr. Wang Songqi
Dr. Yin Zhongli

審核委員會

葛明先生*(主席)*
歐明剛博士
王松奇博士
尹中立博士

NOMINATION COMMITTEE

Dr. Ou Minggang *(Chairman)*
Mr. Ge Ming
Dr. Wang Songqi
Dr. Yin Zhongli

提名委員會

歐明剛博士*(主席)*
葛明先生
王松奇博士
尹中立博士

REMUNERATION COMMITTEE

Dr. Yin Zhongli *(Chairman)*
Mr. Ge Ming
Dr. Ou Minggang
Dr. Wang Songqi

薪酬委員會

尹中立博士*(主席)*
葛明先生
歐明剛博士
王松奇博士

PRINCIPAL BANKERS

China Merchants Bank Hong Kong Branch
21/F, Bank of America Tower
12 Harcourt Road
Central, Hong Kong

China Construction Bank Corporation
(Shanghai Nanjing West Road Sub-branch)
No. 577-587, Nanjing West Road
Shanghai, The People's Republic of China

主要往來銀行

招商銀行香港分行
香港中環
夏慤道12號
美國銀行中心21樓

中國建設銀行股份有限公司
(上海南京西路支行)
中華人民共和國上海
南京西路577-587號

Corporate Information
公司資料

INDEPENDENT AUDITOR

SHINEWING (HK) CPA Limited
Certified Public Accountants
43/F, Lee Garden One
33 Hysan Avenue
Causeway Bay, Hong Kong

獨立核數師

信永中和(香港)會計師事務所有限公司
執業會計師
香港銅鑼灣
希慎道33號
利園一期43樓

LEGAL ADVISER

Derek Tsang Law Office
22/F., Somptueux Central
52 Wellington Street, Central
Hong Kong

法律顧問

曾日華律師行
香港
中環威靈頓街52號
Somptueux Central 二十二樓

REGISTERED OFFICE

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

註冊辦事處

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Rooms 3533-39, Level 35
Two Pacific Place
88 Queensway
Hong Kong

香港主要營業地點

香港
金鐘道88號
太古廣場二座
35樓3533-39室

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN THE PRC

Room E-F, 28F, Mirae Asset Tower
No. 166 Lujiazui Ring Road
Pudong, Shanghai
The PRC
Postal Code 200120

總辦事處及中國主要營業地點

中國
上海浦東新區
陸家嘴環路166號
未來資產大廈28樓E-F室
郵編200120

Corporate Information
公司資料

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN CAYMAN ISLANDS

SMP Partners (Cayman) Limited
Royal Bank House, 3rd Floor
24 Shedden Road
P.O. Box 1586
Grand Cayman, KY1-1110
Cayman Islands

於開曼群島的主要股份過户及登記處

SMP Partners (Cayman) Limited
Royal Bank House, 3rd Floor
24 Shedden Road
P.O. Box 1586
Grand Cayman, KY1-1110
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited
Level 22, Hopewell Centre
183 Queen's Road East
Hong Kong

香港股份過户登記分處

卓佳證券登記有限公司
香港
皇后大道東183號
合和中心22樓

WEBSITE

www.csfgroup.com

網站

www.csfgroup.com

STOCK CODE

08207

股份代號

08207

INVESTOR RELATIONS CONTACT

ir@csfgroup.com

投資者關係聯繫方式

ir@csfgroup.com

Financial Highlights
財務摘要

		For the year ended 31 December 截至十二月三十一日止年度		
		2018	2017	**Changes**
		二零一八年	二零一七年	**變動**
		RMB'000	RMB'000	
		人民幣千元	人民幣千元	
OPERATING RESULTS	**經營業績**			
Turnover	營業額	**2,545,187**	4,805,010	**-47.0%**
(Loss) profit for the year	年度(虧損)溢利	**(836,441)**	1,098,448	**-176.1%**
(Loss) profit attributable to owners of the Company	本公司擁有人應佔(虧損)溢利	**(857,619)**	803,013	**-206.8%**
Non-GAAP (loss) profit attributable to owners of the Company	本公司擁有人應佔非公認會計原則(虧損)溢利	**(966,295)**	619,276	**-256.0%**

		RMB	RMB	**Changes**
		人民幣	人民幣	**變動**
(Losses) earnings per share	每股(虧損)盈利			
– basic	一基本	**(3.76) cents分**	3.65 cents分	**-203.0%**
– diluted	一攤薄	**(3.76) cents分**	3.49 cents分	**-207.7%**
Non-GAAP (losses) earnings per share	每股非公認會計原則(虧損)盈利			
– basic	一基本	**(4.23) cents分**	2.82 cents分	**-250.0%**
– diluted	一攤薄	**(4.23) cents分**	2.69 cents分	**-257.2%**

		At 31 December 於十二月三十一日		
		2018	2017	**Changes**
		二零一八年	二零一七年	**變動**
		RMB'000	RMB'000	
		人民幣千元	人民幣千元	
FINANCIAL POSITION	**財務狀況**			
Total assets	總資產	**11,681,530**	12,323,588	**-5.2%**
Bank balances and cash	銀行結餘及現金	**391,809**	969,249	**-59.6%**
Total liabilities	負債總額	**5,872,427**	6,757,172	**-13.1%**
Net assets	資產淨值	**5,809,103**	5,566,416	**4.4%**

Vice Chairman's Statement
副主席報告

Dear Shareholders,

On behalf of the Board, I am pleased to present to you our annual results for the year ended 31 December 2018.

The FinTech industry, especially the payment, consumer finance and online investment sectors, have been building up enormous domestic customer base in recent years. However, 2018 witnessed the beginning of the revolution in the industry as the financial technology companies in the banking industry accelerated their paces in market penetration and many technology companies including the internet giants started their transformation. Despite the strict supervision and challenges faced by digital transformation, the innovation of FinTech has never stopped and the industry is heading into a more healthy and orderly development stage. During the year, strong domestic supervision and various implementations of regulatory measures have led to industry consolidations that benefit and provide opportunities to industry leaders. Meanwhile, as China's economy maintained its steady growth and the consumer spending steadily increased, the penetration of internet consumer finance and cross-border payment services provided by the payment agencies will further drive the development of the industry.

In 2018, we focused on optimization of our existing businesses and risk management, particularly the core business segments of third party payments and online investment and technology-enabled lending. UCF Pay and Shanghai Jifu, the two payment platforms of the Group, achieved rapid business growth while the technical output and business optimization of our overseas companies were further enhanced. K&R International, a newly acquired subsidiary of the Company, also experienced strong growth through the development of new payment products and service platforms. In September 2018, the Company was officially connected to the Faster Payment System (FPS) which was launched by the Hong Kong Monetary Authority, allowing free flow of funds with the commercial banks in Hong Kong. Weshare, an online investment and technology-enabled lending platform of the Group, relied on instant microcredit to provide quality customers with consumer finance services in large amount in instalments. It has launched the Weshare Financial Cloud Platform (掌眾金融雲平台) based on the new-generation big data-driven structure "Ru Lai Risk Management (如來風控)", and has reinforced its leading position in the industry.

各位股東：

本人謹代表董事會，欣然提呈本集團截至二零一八年十二月三十一日止年度的全年業績。

近幾年來在支付、消費金融、在線投資等互聯網金融板塊在國內已獲得廣大的消費者。然而2018年迎來金融科技的變革之年。銀行系金融科技公司加快佈局，眾多科技公司包括互聯網巨頭同時開啟轉型突圍。儘管在強監管下，許多企業經歷了數字化轉型的挑戰，但金融科技的創新並未止步，行業進入了更為健康有序的發展階段。在這一年裡國內監管力度加強，多項監管措施落地，行業整頓加速進行，都促成了行業集中度的提升，為行業領先企業創造了更多機會和價值。同時中國經濟一直保持平穩發展，居民消費水平也穩步提高，從而帶來的互聯網消費金融和支付機構跨境支付業務滲透率提高將會進一步推動行業的發展。

二零一八年，我們專注於現有業務的優化提升和風險管控，特別是在第三方支付和科技驅動貸款核心業務板塊上。集團旗下支付平台先鋒支付和上海即富都實現了業務快速的增長，並成功加強海外公司的技術輸出和業務優化。新收購的僑達國際也通過開發了全新支付產品及服務平台經歷了飛躍地增長。公司在二零一八年九月正式接入香港金融管理局發起的快速支付系統「轉數快」(FPS)系統，實現與香港各家商業銀行的資金互通。集團旗下科技驅動貸款平台掌眾金服依托小額快貸向優質客群提供大額分期的消費金融服務，同時推出以新一代大數據「如來風控」為核心的掌眾金融雲平台，並鞏固了行業的領軍地位。

Vice Chairman's Statement
副主席報告

To optimize the Group's business portfolio and achieve significant value creation, the Group disposed of 33.8% of its shares of Singapore Life Pte. Limited this year, representing a gain of approximately US$33 million to the Company for the year.

在以優化本集團之業務組合和實現重大價值的前提下，本集團在今年出售了Singapore Life Pte. Limited的33.8%的股份，共產生約3,300萬美元的年度收益。

As at the end of 2018, the total number of registered users of the Group topped 84 million, representing a year-on-year growth of 15%. In 2018, the Group recorded a total transaction volume of more than RMB4.1 trillion, representing a year-on-year growth of 60%. However, given the worsening market condition, significant impairment in the Blockchain segment, and the adoption of new accounting standard, the Group's reported loss for the year attributable to owners of the Company of RMB858 million. Furthermore, loss per share is RMB3.76 cents.

截至二零一八底，本集團註冊用戶總數達到8,400萬以上，同比增長15%。二零一八年的總交易量超過人民幣4.1萬億元，同比增長60%。然而由於市況嚴重惡化，區塊鏈投資出現的重大減值和新的香港財務報告準則，本集團今年股東應佔虧損為人民幣8.58億元，此外每股虧損為人民幣3.76分。

Looking forward to 2019, the strong regulatory measures will continue to be implemented along with the industry consolidation. As a result, there will be a small number of industry players and FinTech companies can only survive if they maintain their rapid growth and become the market leader in their evolution towards standardized operation. The Group will continue to advance its compliance with the regulatory requirements, and strengthen the application and reliability of its major technology systems (big data, artificial intelligence, cloud computing, blockchain technology, etc.), to upgrade risk management and improve business efficiency. We will continue to expand our business scope and enrich our product features, especially in the areas of cross-border RMB payment business, payment within smart city development and consumer financial products. Meanwhile, the Group will continue to consolidate its presence in the international market, by further developing its capability and exporting its financial technologies to the world, and aim to build up an industrial ecosystem and increase our overall value.

展望二零一九年，強監管將繼續落地，伴隨行業不斷整合，少數將引領潮流。金融科技公司只有在規範化的道路上具備領先的發展優勢，才能保持極速發展而不被淘汰出局。本集團將繼續努力強化合規化建設，積極配合監管機構要求，同時加強和完善主要技術系統（大數據，人工智能，雲計算，區塊鏈技術等）的應用和可靠性從而強化智能風控，提高業務效率。我們會進一步拓展業務模式，豐富產品功能。尤其在跨境人民幣支付業務，支付與智慧城市建設合作和消費金融產品等領域發力。同時，本集團還將繼續擴大國際市場版圖，持續增強金融科技輸出世界的能力，打造產業生態圈，實現整體價值升級。

Phang Yew Kiat
Vice Chairman and Chief Executive Officer
Hong Kong, 26 March 2019

副主席兼首席執行官
彭耀杰
香港，二零一九年三月二十六日

BUSINESS REVIEW

Industry Trends

The FinTech industry in the PRC has experienced the major reshuffle in 2018, and "compliance" has become the main theme of development for the industry. The implementation of various regulatory measures and acceleration in the industry compliance have contributed to the industry consolidation, which in turn is beneficial to the leading platforms. With the development of the industry and advancement in technologies on big data and artificial intelligence, intelligent risk control has gradually emerged within the industry. This has enhanced business efficiency and reduced platform risks. The introduction of regulatory policies was conducive to the healthy development of the industry. The FinTech industry will maintain fast and healthy development in compliance with laws under the governance and protection of regulatory authorities.

By leveraging on its comprehensive business qualifications and risk management capabilities, the FinTech platforms of the Company and its subsidiaries (the "**Group**") have received affirmation and recognition from the regulatory authorities (such as the People's Bank of China) and industry associations (such as the National Internet Finance Association of China). In 2018, we have focused on the development of payment and technology-enabled lending business and risk management, and have leveraged our technical expertise and business optimisation experience with our Southeast Asian operations. By the end of 2018, the number of total registered users of the Group reached more than 84 million, representing a year-on-year growth of 15%. The Group recorded a total transaction volume of more than RMB4,100 billion in 2018, representing a year-on-year growth of 60%. With our ever-growing FinTech service ecosystem, the Group will continue to maintain and consolidate its market leading position.

業務回顧

行業趨勢

中國金融科技行業在二零一八年經歷了一次洗牌，「合規」成為整個行業發展的主旋律。多項監管措施落地和行業合規化進程加快也促成了行業集中度上升，頭部平台優勢突顯。隨著行業的發展和大數據人工智能技術的成熟，智能風控已經逐漸在行內興起，從而提高了業務效率和降低了平台的風險。監管政策的不斷出台有助於行業發展逐漸趨於良性。未來在監管的保駕護航之下，互聯網金融將繼續保持高速、合規、健康的發展。

本公司及其附屬公司(「**本集團**」)各金融科技平台憑借齊全的業務資質、完備的風險管控能力獲得監管機構(如中國人民銀行)以及行業協會(如中國互聯網金融協會等)的肯定和認可。二零一八年，我們專注於支付和科技驅動貸款業務的提升和風險管控，並成功對東南亞地區的業務進一步加強技術輸出和業務優化。截至二零一八底，本集團註冊用戶總數達到8,400萬以上，同比增長15%。本集團在二零一八年的總交易量超過人民幣4.1萬億元，同比增長60%。憑借我們不斷豐富的金融科技服務生態系統，本集團將繼續保持和鞏固行業領先地位。

BUSINESS REVIEW (Continued)

業務回顧(續)

Operational Review

營運回顧

Third party payment

第三方支付

Our wholly-owned subsidiary UCF Pay Limited (「**UCF Pay**」) has dedicated to be a domestic leading service platform of internet financial transaction, and to provide customers with integrated solutions for online + offline payment featuring "secure, convenient, speedy" service. The total transaction volume of UCF Pay in 2018 reached around RMB675.2 billion, representing a year-on-year growth of approximately 7%. As of the end of 2018, the number of UCF Pay's accumulated active users reached 5.32 million. UCF Pay's current business include: basic payment service and featured industry solutions including bank custody for online lending, direct banking, industry chain finance, cloud-based online lending platform and electronic wallet.

本公司全資附屬公司先鋒支付有限公司(「**先鋒支付**」)始終致力於打造國內一流的互聯網金融交易服務平台,為客戶提供「安全、方便、快捷」的在線+線下交易支付整體解決方案。二零一八年,先鋒支付總交易量達到約人民幣6,752億元,同比增長約7%。截至二零一八年底,先鋒支付累計活躍用戶數達532萬。先鋒支付目前業務範圍涵蓋基礎支付服務及網貸銀行存管、直銷銀行、產業鏈金融、網貸雲平台、雲錢包等特色行業解決方案。

Shanghai Jifu, our mobile point of sale ("**POS**") provider which is 35% owned by the Group, recorded a total transaction volume of RMB3,430.2 billion in 2018, representing a year-on-year growth of approximately 84%. The accumulated number of registered users reached 20.08 million as of the end of December 2018. Shanghai Jifu has been focusing on the promotion of DianPOS (點刷) /MPOS and Point POS (點POS) business and has received positive market feedbacks, resulting in the substantial growth in both transaction volume and number of new registered users.

我們的移動銷售點(「**POS**」)供貨商上海即富(本集團擁有其35%權益)於二零一八年錄得總交易量人民幣34,302億元,同比增長約84%。截至二零一八年十二月底之累計註冊用戶總數達2,008萬。上海即富重點推廣點刷/MPOS和點POS業務,市場反饋強烈,交易量和新增註冊用戶數量增速得到質的飛躍。

Since March 2018, K&R International Limited ("**K&R International**") has adopted effective strategies to improve its performance under the guidance of the Group's management. Besides developing new payment products and service platforms to satisfy the needs of customers and optimize their experiences, K&R International has also strived to improve its products and services and has cooperated with corporate clients and business partners in different sectors. Meanwhile, K&R International has been officially connected to the Faster Payment System (FPS) which was launched by the Hong Kong Monetary Authority in September 2018, and has enabled the free flow of funds with commercial banks in Hong Kong.

僑達國際有限公司(「**僑達國際**」)自二零一八年三月以來,在中新集團管理層的指導下,採取有效的改善策略。除開發了全新支付產品及服務平台以滿足客戶需要及優化其體驗外,公司還致力於提升自己的產品實力及服務能力,更與不同業務範疇的企業客戶及合作夥伴展開具體的業務合作。同時,僑達國際在二零一八年九月正式接入香港金融管理局發起的快速支付系統「轉速快」(FPS)系統,實現與香港各家商業銀行的資金互通。

BUSINESS REVIEW (Continued)

Operational Review (Continued)

Third party payment (Continued)

Amigo Technologies Joint Stock Company ("**Amigo Technologies**") (in which the Group holds a 51% interest), our payment services provider in Vietnam, recorded a total transaction volume of VND204 trillion in 2018, representing a year-on-year growth of around 27%. In 2018, Amigo Technologies' total number of transactions was approximately 194 million, representing a year-on-year growth of approximately 40%. The growth rate was largely driven by COD (cash-on-delivery) services.

Online investment and technology-enabled lending

As of the end of December 2018, Weshare, our consumer finance platform, had approximately 28 million accumulated registered users, and accumulated transaction volume of RMB10.6 billion in 2018. Weshare focused on instant microcredit, and reassessed previous credit users. It has been providing quality customers with large amount in installments and consumer finance services as well as has launched Weshare e-loan (掌e貸) and Weshare Buy (掌buy優選商城). Meanwhile, Weshare has upgraded its financial cloud platform, with the launch of the new generation of big data-driven "Ru Lai risk management (如來風控)" to deliver integrated technology for internet credit. Based on its solid presence in the domestic market, Weshare has expanded its business to the Southeast Asia region and Russia by constructing localised online platform with a view to provide local users with internet financial services.

* The English translation of the Chinese names or words is for information purpose only and shall not be regarded as the official English translation of such Chinese names or words.

業務回顧(續)

營運回顧(續)

第三方支付(續)

本集團的越南支付服務供貨商Amigo Technologies Joint Stock Company(「**Amigo Technologies**」,本集團持有51%權益)於二零一八年之交易總量達到越南盾204萬億,同比增長約27%。二零一八年,Amigo Technologies之總交易筆數約為1.94億筆,同比增長約40%。有關強勁增長主要由COD(貨到付款)服務驅動。

在線投資及科技驅動貸款

截至二零一八年底,我們的消費金融平台掌眾已累計註冊用戶約2,800萬。二零一八年,掌眾累計促成交易額人民幣106億元。掌眾依托小額快貸,針對歷史授信用戶進行重新定義,面向優質客群提供大額分期和消費金融服務,推出了掌e貸和掌buy優選商城業務。同時,迭代升級金融雲平台,推出以新一代大數據「如來風控」為核心的掌眾金融雲平台,對外輸出互聯網信貸整體技術。在深耕國內市場的基礎上,掌眾還將業務拓展至東南亞、俄羅斯等地,構建了本土化在線平台,為當地使用者提供互聯網金融服務。

BUSINESS REVIEW (Continued)

業務回顧(續)

Operational Review (Continued)

營運回顧(續)

Significant investments

重大投資

Significant investments were mainly classified into two categories, including a) financial assets through other comprehensive income and b) financial assets through profit or loss/held for trading investment.

重大投資過往主要分為二類,包括a)計入其他全面收益之金融資產以及b)計入損益/持作買賣投資之金融資產。

a) *Details of significant financial assets through other comprehensive income:*

a) *計入其他全面收益之重大金融資產之詳情:*

		At 31/12/2018 於二零一八年十二月三十一日				
		Fair value 公平值 RMB'000 人民幣千元	Shareholdings held 所持股權 % 百分比	Investment costs 投資成本 RMB'000 人民幣千元	Principal business 主要業務	Size to total assets 佔總資產規模 % 百分比
BitFury Group Limited ("BitFury")	Unlisted	191,284	3.27%	148,762	Blockchain business	1.6%
BitFury Group Limited (「BitFury」)	非上市	191,284	3.27%	148,762	區塊鏈業務	1.6%
Havenport Asset Management Pte. Ltd.	Unlisted	107,803	40.6%	82,186	Asset management service	0.9%
Havenport Asset Management Pte. Ltd.	非上市	107,803	40.6%	82,186	資產管理服務	0.9%
中新黑龍江互聯網小額貸款有限公司	Unlisted	252,000	4%	200,000	Online lending services	2.2%
中新黑龍江互聯網小額貸款有限公司	非上市	252,000	4%	200,000	網貸服務	2.2%
共青城嘉騰明創創業投資合伙企業	Unlisted	17,347	3.88%	15,000	Equity investment, asset management and consultancy services	0.15%
共青城嘉騰明創創業投資合夥企業	非上市	17,347	3.88%	15,000	股本投資、資產管理及諮詢服務	0.15%
Wellrich Investment Fund Limited	Unlisted#	32,228	6.25%	32,232	Investment fund	0.3%
Wellrich Investment Fund Limited	非上市#	32,228	6.25%	32,232	投資基金	0.3%
北京智博滙晶教育科技有限公司	Unlisted#	10,000	6.67%	10,000	Education consultancy and technology development	0.08%
北京智博匯晶教育科技有限公司	非上市#	10,000	6.67%	10,000	教育諮詢及技術開發	0.08%
Others 其他		16,028 16,028		16,028 16,028		0.14% 0.14%
Total 合計		**626,690 626,690**		**504,208 504,208**		**5.37% 5.37%**

New financial assets were added during the year ended 31 December 2018.

於截至二零一八年十二月三十一日止年度新增之新金融資產。

BUSINESS REVIEW (Continued)

業務回顧(續)

Operational Review (Continued)

營運回顧(續)

Significant investments (Continued)

重大投資(續)

a) *Details of significant financial assets through other comprehensive income: (Continued)*

Particulars of significant financial assets through other comprehensive income

a) *計入其他全面收益之重大金融資產之詳情:(續)*

計入其他全面收益之重大金融資產之詳情

Havenport Asset Management Pte. Ltd.

During the year ended 31 December 2018, we made additional investment in Havenport Asset Management Pte. Ltd., pursuant to which the Group increased its shareholdings from 19.9% as at 31 December 2017 to 40.6% as at 31 December 2018.

Havenport Asset Management Pte. Ltd.

於截至二零一八年十二月三十一日止年度,我們追加投資Havenport Asset Management Pte. Ltd.,據此,本集團將其股權由二零一七年十二月三十一日的19.9%增加至二零一八年十二月三十一日的40.6%。

b) *Details of significant financial assets through profit or loss/held for trading investments:*

b) *計入損益/持作買賣投資之重大金融資產之詳情:*

		At 31/12/2018 於二零一八年十二月三十一日				
		Fair value 公平值 RMB'000 人民幣千元	Shareholdings 所持股權 % 百分比	Investment costs 投資成本 RMB'000 人民幣千元	Principal business 主要業務	Size to total assets 佔總資產規模 % 百分比
NCF Wealth Holdings Limited ("NCF Wealth")	Unlisted	829,152	8.81%	64,953	Online investment and technology-enabled lending service	7.10%
NCF Wealth Holdings Limited (「NCF Wealth」)	非上市	829,152	8.81%	64,953	在線投資及科技驅動貸款服務	7.10%
Money market fund	Unlisted	96,387	N/A	95,000	N/A	0.82%
貨幣市場基金	非上市	96,387	不適用	95,000	不適用	0.82%
Private equity fund	Unlisted#	172,616	N/A	172,616	Investment fund	1.48%
私募基金	非上市#	172,616	不適用	172,616	投資基金	1.48%
360 Finance, Inc.	Nasdaq Listed (QFIN)#	55,118	0.42%	25,000	P2P financing platform and other loan facilitation services business	0.47%
360金融集團	納斯達克上市(QFIN)#	55,118	0.42%	25,000	P2P融資平台及其他貸款中介服務業務	0.47%
Others		90,675		42,901		0.77%
其他		90,675		42,901		0.77%
Total		**1,243,948**		**400,470**		**10.64%**
總計:		**1,243,948**		**400,470**		**10.64%**

New financial assets made during the year ended 31 December 2018.

於截至二零一八年十二月三十一日止年度收購之新金融資產。

BUSINESS REVIEW (Continued)

Operational Review (Continued)

Significant investments (Continued)

b) Details of significant financial assets through profit or loss/held for trading investments (Continued)

Particulars of significant financial assets through profit or loss/held for trading investments

i) Money market fund

It represents the money market fund products which were highly liquid open-ended with non-guaranteed variable expected return, managed mainly by CCB Principal Asset Management Co., Ltd., China Universal Asset Management Co., and Beijing Panguqidian Investment Management Ltd. During the year ended 31 December 2018, a net gain on disposal of money market fund and remeasurement to fair value of RMB9.1 million was recorded and no dividend income was recognised.

ii) 360 Finance, Inc

During the year ended 31 December 2018, the Group invested in equity shares of listed company in Nasdaq. In relation to such equity investments, the Group recorded a net gain on disposal of listed share investments and remeasurement to fair value of RMB30.1 million and no dividend income was received from the listed share investments.

iii) Private equity fund

During the year, the Group invested in short-term financial instruments, through two professional asset management Companies, at investment costs at RMB172.6 million, and the Group can redeem at any time according to the capital liquidity.

業務回顧(續)

營運回顧(續)

重大投資(續)

b) 計入損益╱持作買賣投資之重大金融資產之詳情(續)

計入損益╱持作買賣投資之重大金融資產之詳情

i) 貨幣市場基金

指高流通、開放式且無擔保可變預期回報之貨幣市場基金產品,主要由建信基金管理有限責任公司、匯添富基金管理有限公司及Beijing Panguqidian Investment Management Ltd.管理。截至二零一八年十二月三十一日止年度錄得出售貨幣市場基金之收益淨額及對公平值重新計量人民幣9,100,000元,且概無確認股息收入。

ii) 360金融集團

截至二零一八年十二月三十一日止年度,本集團投資於納斯達克上市公司之股本證券。就該等股本投資而言,本集團錄得出售上市股份投資收益淨額及對公平值重新計量人民幣30,100,000元,且概無來自上市股份投資之股息收入。

iii) 私募基金

年內,本集團通過兩家專業資產管理公司投資短期金融工具,投資成本為人民幣172,600,000元,且本集團可根據資本流動性隨時贖回。

BUSINESS REVIEW (Continued)

Operational Review (Continued)

Significant investments (Continued)

b) *Breakdown of significant financial assets through profit or loss/held for trading investments (Continued)*

Particulars of significant financial assets through profit or loss/held for trading investments

iv) NCF Wealth Holdings Limited

The Group invested in NCF Wealth Holdings Limited at an investment cost of RMB65 million in total in 2015. A fair value gain of RMB296.1 million was recorded on 1 January 2018 as an opening adjustment under HKFRS 9, and further fair value gain of RMB468 million was recorded for the year ended 31 December 2018. Such fair value gain was primarily attributable to the increase in the investee's equity valuation in recent financing rounds by third party institutional investors, and the growth in the investee's profitability and overall financial performance. Financial asset at fair value through profit or loss is stated at fair values based on the valuations performed by independent professional valuers.

Through equity investments, securities and fund investment, the Group targets to capture sound investment opportunities and diversity risk exposure from time to time. Such investments form part of our Group's cash management activities to enhance rate of returns when there is available cash for which no long-term utilisation plan has been formulated.

業務回顧(續)

營運回顧(續)

重大投資(續)

b) *計入損益/持作買賣投資之重大金融資產之詳情(續)*

計入損益/持作買賣投資之重大金融資產之詳情

iv) NCF Wealth

本集團於二零一五年以投資成本總計人民幣65,000,000元投資NCF Wealth。本集團於二零一八年一月一日根據香港財務報告準則第9號入賬公平值收益人民幣296,100,000元作為期初調整,並於截至二零一八年十二月三十一日止年度進一步入賬公平值收益人民幣468,000,000元。該公平值收益乃主要由於投資對象於近期第三方機構投資人之融資項目之股權估值增加,以及投資對象之盈利能力及整體財務表現增長所致。按公平值計入損益之金融資產乃根據獨立專業估值師所進行之估值按公平值列賬。

透過股本投資、證券及基金投資,本集團預期把握不時出現之穩健投資機會及分散風險。倘有可動用現金但並無制定長期使用計劃時,該等投資屬本集團現金管理活動之一部分,以提升報酬率。

FINANCIAL REVIEW

財務回顧

Revenues

For the year ended 31 December 2018, the Group reported revenues of approximately RMB2,545.2 million, a decrease of 47% year-on-year. The decrease was primarily attributable to the decrease in revenue from online investment and technology-enabled lending services, due to a decrease in transaction volume on our key online consumer lending platform, Weshare, offsetting a growth in revenue from blockchain services during the year ended 31 December 2018. The following table sets forth the Group's revenues by segment of business for the years ended 31 December 2017 and 2018.

收入

截至二零一八年十二月三十一日止年度，本集團錄得收入約為人民幣2,545,200,000元，較去年下降47%。下降乃主要由於在線投資及科技驅動貸款服務收入因我們的主要網上消費貸款平台掌眾金服之交易量下降而減少，抵銷了區塊鏈服務於截至二零一八年十二月三十一日止年度的收入增長。下表載列本集團截至二零一七年及二零一八年十二月三十一日止年度按業務分部劃分之收入。

		For the year ended 31 December 截至十二月三十一日止年度			
		2018 二零一八年		2017 二零一七年	
		RMB'000 人民幣千元	**% of total revenues 佔總收入百分比**	RMB'000 人民幣千元	% of total revenues 佔總收入百分比
Traditional loans and financing	傳統貸款及融資	**554,960**	**21.8**	557,093	11.6
Third party payment service	第三方支付服務	**360,433**	**14.2**	338,950	7.0
Online investment and technology-enabled lending service	在線投資及科技驅動貸款服務	**959,723**	**37.7**	3,334,003	69.4
Blockchain services	區塊鏈服務	**420,341**	**16.5**	289,063	6.0
Others	其他	**249,730**	**9.8**	285,901	6.0
Total	總計	**2,545,187**	**100.0**	4,805,010	100.0

FINANCIAL REVIEW (Continued)

Revenues (Continued)

Traditional loans and financing income

Traditional loans and financing income mainly includes interest income, financial consultancy service income and gain on transfer of right on interest on loan receivable, which were derived from the Group's loan financing services including entrusted loans, pawn loans and other loans secured with assets or guarantees. It generated approximately 21.8% of the Group's total revenues and recorded a decrease of approximately 0.38% to approximately RMB555.0 million for the year ended 31 December 2018. The traditional loans and financing income slightly decreased due to a decrease in the gain on transfer of rights on interest on loan receivables, offsetting an increase in the average size of our loan portfolio during the year ended 31 December 2018.

Third party payment service income

The third party payment business, which included the provision of online payment transactions, payment system consultancy and related services of UCF Pay and payment transaction service of Amigo Technologies as well as K&R International, generated revenues of approximately RMB360.4 million for the year ended 31 December 2018, an increase of approximately 6.3% year-on-year. It represented approximately 14.2% of the Group's total revenues, of which UCF Pay, Amigo Technologies and K&R International reported revenue of approximately RMB345.9 million, RMB12.7 million and RMB1.8 million, respectively. The increase reflected a significant growth in total transaction volume on our core third party payment platform UCF Pay to RMB675.2 billion for the year ended 31 December 2018, an increase of 7% year-on-year.

財務回顧(續)

收入(續)

傳統貸款及融資收入

傳統貸款及融資收入主要包括利息收入、財務諮詢服務收入及轉讓應收貸款利息權利之收益,該等收入產生自本集團之貸款融資服務,包括委託貸款、典當貸款及以資產或擔保作抵押之其他貸款。其收入佔本集團總收入之約21.8%並錄得下降約0.38%至截至二零一八年十二月三十一日止年度之約人民幣555,000,000元。傳統貸款及融資收入小幅下降乃由於轉讓應收貸款利息權利之收益減少,抵銷了我們的貸款組合平均規模於截至二零一八年十二月三十一日止年度擴大的影響。

第三方支付服務收入

截至二零一八年十二月三十一日止年度,第三方支付業務(包括先鋒支付的提供網上支付交易、支付系統諮詢及相關服務以及Amigo Technologies及僑達國際之支付交易服務)產生之收入為約人民幣360,400,000元,同比增長約6.3%。其佔本集團總收入之約14.2%,其中先鋒支付、Amigo Technologies及僑達國際分別錄得收入約人民幣345,900,000元、人民幣12,700,000元及人民幣1,800,000元。該增長反映我們的核心第三方支付平台先鋒支付之總交易量大幅增長至截至二零一八年十二月三十一日止年度之人民幣6,752億元,同比增長7%。

FINANCIAL REVIEW (Continued)

Online investment and technology-enabled lending service income

Our online investment and technology-enabled lending service income mainly includes income generated by our 48%-owned online consumer lending platform Weshare. For the year ended 31 December 2018, the Group's online investment and technology-enabled lending business recorded revenues of approximately RMB959.7 million, representing a decrease of approximately 71.2% year-on-year. It represented approximately 37.7% of the Group's total revenues, of which Weshare reported revenues of approximately RMB923.4 million. The decrease in the business segments revenue was mainly due to a decrease in transaction volumes across the online consumer lending platform Weshare.

Blockchain services

Blockchain segment contributed approximately RMB420.3 million of revenue to the Group for the year ended 31 December 2018. It was primarily generated from the blockchain transaction verification services from the Group's industrial-level datacenters.

Others

Others included social gaming service income, exhibition service income and IT solution income generated by our 51%-owned subsidiary Shenzhen Qiyuan Tianxia Technology Company Limited* (深圳起源天下科技有限公司) ("**Qiyuan**"), 51%-owned subsidiary Glory Metro Holdings Limited ("**Glory Metro**") and our 51%-owned subsidiary Amigo Technologies, respectively. The social gaming business, exhibition business and IT solution business contributed approximately RMB9.9 million, RMB40.8 million and RMB199.0 million of revenue to the Group, respectively for the year ended 31 December 2018.

* The English translation of the Chinese names or words is for information purpose only and shall not be regarded as the official English translation of such Chinese names or words.

財務回顧(續)

在線投資及科技驅動貸款服務收入

在線投資及科技驅動貸款服務收入主要包括來自我們擁有48%權益之在線消費貸款平台掌眾金服之收入。於截至二零一八年十二月三十一日止年度,本集團之在線投資及科技驅動貸款業務錄得之收入為約人民幣959,700,000元,同比下降約71.2%。其佔本集團總收入約37.7%。其中,掌眾金服錄得收入約人民幣923,400,000元。該業務分部之收入下降主要歸因於網上消費借貸平台掌眾金服之交易量下降。

區塊鏈服務

截至二零一八年十二月三十一日止年度,區塊鏈分部為本集團貢獻收入約人民幣420,300,000元,主要來自本集團工業級數據中心的區塊鏈交易審核服務。

其他

其他包括由我們分別擁有51%權益之附屬公司深圳起源天下科技有限公司(「**起源**」)、盛都控股有限公司(「**盛都**」)及Amigo Technologies貢獻之社交遊戲服務收入、展覽服務收入及IT解決方案收入。於截至二零一八年十二月三十一日止年度,社交遊戲業務、展覽業務及IT解決方案業務為本集團貢獻收入約人民幣9,900,000元、人民幣40,800,000元及人民幣199,000,000元。

FINANCIAL REVIEW (Continued)

Interest expenses

Interest expenses mainly comprised interest due on bank and other loans, Hong Kong dollar-denominated convertible bonds, US$-denominated convertible bonds, RMB-denominated corporate bonds and HK$-denominated corporate bonds. The Group's interest expenses increased by approximately 2.3% year-on-year to approximately RMB392.3 million for the year ended 31 December 2018. As at 31 December 2018, the Group's balances for external funding was RMB3,288.1 million, of which bank and other borrowings amounted to approximately RMB1,551.6 million (31 December 2017: approximately RMB1,760.1 million); and corporate bonds and convertible bonds amounted to approximately RMB1,736.5 million (31 December 2017: approximately RMB1,366.9 million).

Other income and gain or loss

Other income and gain or loss mainly comprised bank interest income, other interest income and government grants. The Group's other gains or losses which mainly comprised fair value changes of financial assets/held for trading investments through profit or loss as well as a net gain on disposal of plant and equipment and hashing power amounting to approximately RMB547.5 million and RMB227.0 million, respectively.

Administrative and other operating expenses

The Group's administrative and other operating expenses primarily comprised salaries and staff welfare, intermediary handling charges for third party payment services, bank and financing charges, sales and marketing related expenses, provision for financial guarantee and rental expenses. As a result of a significant increase in provision for the loan receivable in traditional loans and financing business due to the adoption of Hong Kong Financial Reporting Standard 9 – Financial Instruments and the volatile economic environment as well as the depreciation for crypto currencies mining computer equipment, the Group's administrative and other operating expenses increased by approximately 18.4% to approximately RMB3,849.3 million for the year ended 31 December 2018.

財務回顧(續)

利息開支

利息開支主要包括銀行及其他貸款、以港元計值之可換股債券、以美元計值之可換股債券、以人民幣計值之公司債券及以港元計值之公司債券之應付利息。本集團之利息開支同比增加約2.3%至截至二零一八年十二月三十一日止年度之約人民幣392,300,000元。於二零一八年十二月三十一日,本集團的外部資金結餘為人民幣3,288,100,000元,其中銀行及其他借貸為約人民幣1,551,600,000元(二零一七年十二月三十一日:約人民幣1,760,100,000元);及公司債券及可換股債券為約人民幣1,736,500,000元(二零一七年十二月三十一日:約人民幣1,366,900,000元)。

其他收入及收益或虧損

其他收入及收益或虧損主要包括銀行利息收入、其他利息收入及政府津貼。本集團的其他收益或虧損(主要包括計入損益的金融資產/持作買賣投資的公平值變動,以及出售廠房及設備及算力之收益淨額)約人民幣547,500,000元及人民幣227,000,000元。

行政及其他經營開支

本集團之行政及其他經營開支主要包括薪金及員工福利、第三方支付服務之中介手續費、銀行及融資費用、銷售及市場推廣相關開支,財務擔保撥備及租金開支。由於採納香港財務報告準則第9號－金融工具及經濟環境變化,傳統貸款及融資業務之應收貸款撥備大幅增加,加上加密貨幣挖礦電腦設備折舊,本集團之行政及其他經營開支增加約18.4%至截至二零一八年十二月三十一日止年度之約人民幣3,849,300,000元。

FINANCIAL REVIEW (Continued)

Share-based payment expenses

Share-based payment expenses of the Group for the year ended 31 December 2018 decreased by approximately 55.7% to approximately RMB71.2 million. The decrease in such expenses represented the fair value of certain share options which were granted in earlier years and had been amortised over the vesting periods.

Share of results of associates

Share of results of associates for the year ended 31 December 2018 decreased to net loss of approximately RMB69.9 million. The year-on-year decrease was mainly attributable to a share of net loss from our 21.46% equity interest in Ping An Securities Group (Holdings) Limited, offsetting a share of net gain from our 35.0% equity interest in Shanghai Jifu.

Loss for the year ended 31 December 2018

The loss for the year ended 31 December 2018 was approximately RMB836.4 million, representing a decrease of approximately 176.1% year-on-year as compared to a profit of approximately RMB1,098.4 million for the year ended 31 December 2017.

The decrease was mainly due to a decrease in turnover of approximately RMB2,259.8 million, increase impairments on financial assets, goodwill and intangible assets of approximately RMB1,234.6 million, RMB100.0 million, and RMB9.7 million, respectively, offsetting decreases in tax expense and share-based payment expense of approximately RMB422.5 million and approximately RMB89.5 million, respectively, a gain on disposal of PPE and hashing power and disposal of an associate of approximately RMB227.0 million and approximately RMB225.1 million, respectively, and increases in change in fair value of preference shares of a subsidiary and financial assets through profit or loss of approximately RMB121.6 million and RMB547.5 million, respectively.

Loss attributable to owners of the Company

Loss attributable to owners of the Company for the year ended 31 December 2018 was approximately RMB857.6 million, a decrease of approximately 206.8% as compared to a profit attributable to owners of the Company of approximately RMB803.0 million for the year ended 31 December 2017. Excluding the non-recurring gain on disposal of subsidiaries, net loss on deemed disposal of subsidiaries, gain on deemed disposal of associates, gain on disposal of an associate, share-based payment expenses and certain other non-cash items, loss attributable to owners of the Company under non-generally accepted accounting principles ("**GAAP**") for the year ended 31 December 2018 was approximately RMB966.3 million, a decrease of approximately 256.0% as compared to a profit attributable to owners of the Company of approximately RMB619.3 million for the year ended 31 December 2017.

財務回顧(續)

以股份支付之開支

截至二零一八年十二月三十一日止年度,本集團以股份支付之開支減少約55.7%至約人民幣71,200,000元。該開支減少指於早年授出之部分購股權之公平值,於歸屬期間被攤銷。

應佔聯營公司業績

截至二零一八年十二月三十一日止年度,應佔聯營公司業績減少至虧損淨額約人民幣69,900,000元。同比減少主要由於我們於平安證券集團(控股)有限公司之21.46%權益之應佔虧損淨額,抵銷我們於上海即富之35%權益之應佔收益淨額。

截至二零一八年十二月三十一日止年度虧損

截至二零一八年十二月三十一日止年度虧損為約人民幣836,400,000元,較截至二零一七年十二月三十一日止年度溢利約人民幣1,098,400,000元同比減少約176.1%。

該減少乃主要由於營業額減少約人民幣2,259,800,000元、金融資產、商譽及無形資產減值分別增加約人民幣1,234,600,000元、人民幣100,000,000元及人民幣9,700,000元,抵銷稅項開支及以股份支付之開支分別減少約人民幣422,500,000元及約人民幣89,500,000元,出售物業、廠房及設備及算力以及出售一間聯營公司之收益分別約人民幣227,000,000元及約人民幣225,100,000元,一間附屬公司之優先股及計入損益之金融資產之公平值變動分別增加約人民幣121,600,000元及人民幣547,500,000元。

本公司擁有人應佔虧損

截至二零一八年十二月三十一日止年度,本公司擁有人應佔虧損為約人民幣857,600,000元,較截至二零一七年十二月三十一日止年度之本公司擁有人應佔溢利約人民幣803,000,000元減少約206.8%。撇除出售附屬公司之非經常性收益、視作出售附屬公司之虧損淨額、視作出售聯營公司之收益、出售一間聯營公司之收益、以股份支付之開支及若干其他非現金項目,截至二零一八年十二月三十一日止年度,根據非一般公認會計原則(「**公認會計原則**」),本公司擁有人應佔虧損為約人民幣966,300,000元,較截至二零一七年十二月三十一日止年度之本公司擁有人應佔溢利約人民幣619,300,000元減少約256.0%。

FINANCIAL REVIEW (Continued)

財務回顧(續)

Reconciliations of non-GAAP measures to the nearest comparable GAAP measures

The table below sets forth a reconciliation of our profit attributable to owners of the Company to non-GAAP profit (loss) attributable to owners of the Company for the year indicated:

非一般公認會計原則計量與最近可比較一般公認會計原則計量之對賬

下表載列於所示年度本公司擁有人應佔溢利與本公司擁有人應佔非一般公認會計原則溢利(虧損)之對賬:

		For the year ended 31 December 截至十二月三十一日止年度	
		2018 二零一八年	2017 二零一七年
		(Unaudited) (未經審核)	(Unaudited) (未經審核)
		RMB'000 人民幣千元	RMB'000 人民幣千元
(Loss) profit attributable to owners of the Company	本公司擁有人應佔(虧損)溢利	**(857,619)**	803,013
Adjustments for:	就下列各項調整:		
Share-based payment expenses	以股份支付之開支	**71,235**	160,684
Gain on disposal of subsidiaries	出售附屬公司之收益	**(42,760)**	(408,098)
Income tax arising from gain on deemed/ disposal of subsidiaries	視作/出售附屬公司之收益產生之所得稅	**60,493**	46,417
Net loss on deemed disposal of subsidiaries	視作出售附屬公司之虧損淨額	**68,563**	(3,303)
Change in fair value of investment property	投資物業之公平值變動	**–**	(2,000)
Gain on deemed disposal of an associate	視作出售一間聯營公司之收益	**(5,373)**	–
Gain on disposal of an associate	出售一間聯營公司之收益	**(225,050)**	–
Change in fair value of preference share of a 48%-owned subsidiary	一間持有48%之附屬公司之優先股之公平值變動	**(35,784)**	22,563
Non-GAAP (loss) profit attributable to owners of the Company	本公司擁有人應佔非一般公認會計原則(虧損)溢利	**(966,295)**	619,276

The Company's management believes that the non-GAAP financial measures provide investors with useful supplementary information to assess the performance of the Group's core operations by excluding certain non-cash items and certain impact of acquisition or disposal transactions.

本公司管理層認為,非一般公認會計原則財務計量透過撇除若干非現金項目及收購或出售交易之若干影響為投資者提供有用之補充資料以評估本集團核心業務之表現。

OUTLOOK AND STRATEGIES FOR 2019

Third party payment

In 2019, UCF Pay will focus on: 1) the compliance work in relation to customers, business and systems; 2) active corporation with regulatory institutions to conduct various checks and relevant compliance requirements; 3) constantly enhancing the reliability of key technical systems; and 4) increasing the processing capacities of the payment business to provide better and more compliant payment solutions. In addition, UCF Pay will cooperate with companies engaged in smart cities to provide payment solutions and integrate travel, education, tourism, medical and other resources across various industries into city systems and services. This will improve resource utilization, optimize city management and services and the living quality of citizens.

As for the export of FinTech solutions, UCF Pay will continue to support financial institutions such as domestic small and medium-sized banks and small loan companies, maintain and improve custody solutions for online loans of banks, and actively expand bank fund custody business for platform-based enterprises in e-commerce, logistics and merchandising industries. Meanwhile, UCF Pay will leverage advanced technologies, including artificial intelligence, big data and cloud computing, and improve solutions for financial industries such as direct banking, smart credit risk control system and cloud platform for online lending. As for the cross-border RMB payment business, UCF Pay will continue to intensify the development in vertical sectors, and focus on three market segments, namely cross-border e-commerce, travelling tickets and boarder trade. This will further optimize the business model of cross-border RMB payment, enrich product functions and improve its performance. Since UCF Pay's expansion into the international markets, it has already established the presence in Southeast Asia and will continue to offer products to meet the local demand. Meanwhile, it also plans to expand the mobile payment market in the Middle East with preliminary focus on Saudi Arabia.

Shanghai Jifu will focus on promoting smart POS, which provides convenient and integrated payment services, the core advantages for Shanghai Jifu. The company plans to capture its growth potential in payment market and explore customers' financial needs to offer comprehensive financial services for small and micro businesses. The transition from the payment segment to the financial sector will transform the business from payment to "payment+".

2019年展望及戰略

第三方支付

先鋒支付二零一九年的工作重點是：1)不斷加強客戶、業務、系統等方面合規化建設；2)積極配合監管機構的各類項檢查及相關合規化要求；3)不斷加強主要技術系統的可靠性；及4)加大系統對支付業務的處理能力，為客戶提供更好、更合規的支付解決方案。除此之外，先鋒支付將與智慧城市建設公司合作提供支付解決方案，將跨行業整合出行、教育、旅遊、醫療等各行業資源，共同集成城市的組成系統和服務，以提升資源運用的效率，優化城市管理和服務，改善市民生活質量。

在金融科技解決方案輸出方面，先鋒支付將繼續與國內中小銀行、小貸公司等金融機構深入合作，持續維護完善銀行網貸資金存管解決方案，積極拓展電商行業、物流行業、連鎖行業等平台型企業銀行資金存管業務，同時結合人工智能、大數據、雲計算等前沿技術，進一步完善拓展直銷銀行、智能信貸風控系統、網貸雲平台等金融行業解決方案。跨境人民幣支付業務：二零一九將繼續深耕垂直領域，聚焦跨境電商、旅運客票及邊境貿易三大細分市場，進一步優化跨境人民幣支付業務模式，豐富產品功能，提升業績。國際業務繼二零一八年先鋒支付走出國門，開拓國際支付業務以來，已在東南亞地區完成前期佈局，二零一九年將深挖當地需求；同時，還將拓展中東地區的移動支付市場，前期將以沙特為重點拓展區域。

上海即富將重點推廣智能POS。智能POS集合便民服務與聚合支付於一體，上海即富將以其為核心業務，把握支付市場的增長潛力、挖掘客戶的金融需求，為小微企業打造全方位的金融服務體系，從支付領域跨界到金融領域，從而完成支付向「支付+」的轉型。

OUTLOOK AND STRATEGIES FOR 2019 (Continued)

2019年展望及戰略(續)

Third party payment (Continued)

In 2019, K&R International will focus on:

1) e-wallet account products. To meet customers' demands for mobile payment service, the company plans to launch the first virtual product to help expand the use cases supported by the prepaid card of Global Payment (環球通), and to prepare for future mobile payment offerings;

2) issuance of theme based prepaid cards. It plans to issue theme based prepaid cards including health, food and travel in the second half of 2019. Theme based prepaid cards will be used to provide quality services such as discounts and priority services to targeted customer groups;

3) expansion of sales channels & optimisation of top-up channels; and

4) export of FinTech capabilities on stored value facilities. By adopting Open Application Programming Interface (API) model based on Soft Development Kit (SDK), K&R International will actively expand to serve platform-based enterprises such as large e-commerce companies, telecommunication operators and innovation-driven catering content providers. Leveraging Electronic Know Your Consumer (EKYC) products dedicated to artificial intelligence and effective anti-money laundering mechanism, FinTech on stored value facilities will be exported to enhance customer loyalty. The product line of K&R International will be expanded from Business to Consumer (B2C) model to Business to Business to Consumer (B2B2C) model.

As part of the alliance with Vietnam Post, Amigo Technologies has been developing a consumer finance module on top of the current Paypost financial platform with Vietnam Post based on big data technology. We target to launch the product in the second quarter of this year with features such as credit scoring, loan disbursement via branches and mobile wallet.

第三方支付(續)

僑達國際二零一九年的工作重點:

1) 電子錢包賬戶產品。為滿足客戶對移動支付服務的需要,計劃今年推出首個虛擬產品,以助開拓現時環球通預付卡未能支持的場景,為日後實現移動支付作準備;

2) 發行主題卡。計劃在2019年下半年陸續推出多種主題預付卡,包括健康,餐飲及旅遊相關主題卡。針對來各特定客群,透過使用主題預付卡提供折扣優惠及優先服務,為客戶提供優質服務;

3) 增加銷售渠道和優化充值渠道;及

4) 儲值工具金融科技能力輸出。僑達國際採用基於軟件開發套裝(SDK)的開放式應用編程接口(API)模式,積極拓展大型電商、電信運營商、創新餐飲內容服務商等平台型企業。結合人工智能領域的電子版認識客戶(EKYC)產品,及有效的反洗錢機制,向其提供儲值工具能力輸出,增加其客戶粘度。將僑達國際的產品線從單一的企業對消費者(B2C)模式,拓展至企業對企業對消費者(B2B2C)模式。

作為與越南郵政聯盟的一部分,Amigo Technologies正與越南郵政基於大數據技術開發在當前的Paypost金融平台上應用的消費金融模塊。我們計劃於本年度第二季度推出該產品,該產品具有信用評分、分支機構放款及移動錢包等特色。

OUTLOOK AND STRATEGIES FOR 2019 (Continued)

Online investment and technology-enabled lending

Weshare will establish a five-in-one product and business system containing "instant microcredit, large amount of installments, Weshare Buy, cloud software as a service (SaaS) platform and traffic distribution platform" to invigorate traditional financial services and connect to a new consumption ecosystem. Weshare will further strengthen its capabilities in inclusive finance serving the public, open platform, efficient value delivery, data-driven operation, and consumer financing. In terms of the business development, Weshare will pivot on Weshare Buy to promote the integration of the internet credit and scenario consumption, establish online scenario operation model and serve users directly to improve their experience. Weshare will continue to deliver its technology capabilities in Weshare cloud platform and cooperate with high quality partners to jointly create consumer finance products. Those products will provide corporate customers with multiple core value services covering data, technology, risk control and asset management, and deepen multi-sectors collaboration. Moreover, Weshare will further expand its global presence and continue to export FinTech to the world. It will keep strengthening the development of artificial intelligence application and blockchain technology in the credit facilitation and reporting areas, gradually build itself into an industrial router and create an industrial ecosphere for its value realisation.

2019年展望及戰略(續)

在線投資及科技驅動貸款

掌眾將打造「小額快貸、大額分期、掌buy優選商城、雲軟件即服務(SaaS)平台、流量分發平台」五位一體的產品業務體系，利用科技賦能傳統金融服務、連接消費新生態；未來將持續增強服務大眾的普惠金融能力，開放平台能力，高效價值傳遞能力，數據驅動能力及消費金融能力。業務上以掌buy優選商城為抓手，推動互聯網信貸與場景消費深度融合，打通線上線場景運營模式，下沉服務至用戶，不斷提升用戶體驗；持續對外輸出掌眾金融雲平台科技能力，聯合優秀合作夥伴共同打造消費金融產品，為企業客戶提供包括流量、技術、風控、資產管理等多方面核心價值服務，深入展開多業態合作。同時，掌眾還將進一步擴大國際市場版圖，持續增強金融科技輸出世界的能力；持續加大人工智能、區塊鏈技術在信貸及徵信領域的應用，逐漸升級成為產業路由器，打造產業生態圈，實現價值升級。

ADOPTION OF HKFRS 9 "FINANCIAL INSTRUMENTS"

The Group had elected to present in other comprehensive income for the fair value changes in respect of certain of the Group's unlisted equity instruments amounting to approximately RMB364,558,000 as they are held for medium or long-term strategic purpose, and reclassified them to financial assets at fair value through other comprehensive income ("**FVTOCI**") upon initial application of HKFRS 9. The Group measures them at fair value at the end of subsequent reporting periods with fair value gains or losses to be recognised as other comprehensive income and accumulated in the investment revaluation reserve, which will not be reclassified to profit or loss when they are derecognised. On initial application of HKFRS 9, an amount of approximately RMB100,832,000 representing the difference between the previous carrying amount and the fair value was adjusted to investments revaluation reserve at 1 January 2018.

For the remaining available-for-sale unlisted equity investments carried at cost less impairment amounting to approximately RMB64,953,000, the Group has not elected the option for designation at FVTOCI and reclassified them to financial assets at fair value through profit or loss ("**FVTPL**"). The Group measures them at fair value at the end of subsequent reporting periods with fair value gains or losses to be recognised in profit or loss. Accordingly, the difference between the previous carrying amount and the fair value relating to these investments amounting to approximately RMB302,641,000 was adjusted to retained earnings as at 1 January 2018 upon initial application of HKFRS 9.

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

During the year ended 31 December 2018, the Group's source of funds was mainly from cash generated from operations and new borrowings. As at 31 December 2018, the Group had bank balances and cash of approximately RMB391.8 million (31 December 2017: approximately RMB969.2 million), of which 62.1%, 26.4%, 0.2%, 4.4% and 6.9% were denominated in RMB, US$, SGD, VND and HK$ respectively.

採納香港財務報告準則第9號「金融工具」

本集團已選擇就本集團若干非上市股本工具約人民幣364,558,000元於其他全面收益內呈列公平值變動，因該等非上市股本工具持有作中長期策略目的，並於首次應用香港財務報告準則第9號後重新分類為按公平值計入其他全面收益(「**按公平值計入其他全面收益**」)之金融資產。本集團於其後報告期末按公平值計量該等投資，並將公平值收益或虧損確認為其他全面收益及於投資重估儲備累計，其於終止確認時不會重新分類至損益。於首次應用香港財務報告準則第9號時，約人民幣100,832,000元指過往賬面值與公平值的差額，並於二零一八年一月一日調整至投資重估儲備。

就餘下以成本減減值列賬的可供出售非上市股本投資約人民幣64,953,000元而言，本集團並無選擇指定按公平值計入其他全面收益及將其重新分類為按公平值計入損益(「**按公平值計入損益**」)之金融資產。本集團於隨後報告期末按公平值計量彼等，並將於損益確認公平值收益或虧損。因此，與此等投資相關的過往賬面值與公平值的差額約人民幣302,641,000元，於二零一八年一月一日首次應用香港財務報告準則第9號時調整至保留盈利。

流動資金、財務資源及資本架構

截至二零一八年十二月三十一日止年度，本集團之資金來源主要來自營運及新借貸之現金。於二零一八年十二月三十一日，本集團之銀行結餘及現金約為人民幣391,800,000元(二零一七年十二月三十一日：約人民幣969,200,000元)，其中62.1%、26.4%、0.2%、4.4%及6.9%分別以人民幣、美元、新加坡元、越南盾及港元計值。

As at 31 December 2018, the Group had interest-bearing borrowings, which mainly comprised corporate bonds, convertible bonds, bank and other borrowings, amounted to approximately RMB3,288 million (31 December 2017: approximately RMB3,127 million). The gearing ratio, representing the ratio of total borrowings to total assets of the Group, was 0.28 as at 31 December 2018 (31 December 2017: 0.25). Hence, the Group has sufficient financial ability to meet its redemption obligations under the convertible bonds.

於二零一八年十二月三十一日，本集團有計息借貸（主要包括公司債券、可換股債券、銀行借貸及其他借貸）達約人民幣3,288,000,000元（二零一七年十二月三十一日：約人民幣3,127,000,000元）。於二零一八年十二月三十一日，以本集團總借貸與總資產之比率列示之資產負債比率為0.28（二零一七年十二月三十一日：0.25）。因此，本集團有足夠財務能力履行其於可換股債券項下之贖回責任。

During the year under review, the Group did not use any financial instruments for hedging purposes.

於回顧年度內，本集團並無使用任何金融工具作對沖用途。

BORROWINGS AND BANK OVERDRAFTS

借貸及銀行透支

The Group had approximately RMB1,551.6 million in borrowings or bank overdrafts as at 31 December 2018 (31 December 2017: approximately RMB1,760.1 million).

於二零一八年十二月三十一日，本集團有約人民幣1,551,600,000元之借貸或銀行透支（二零一七年十二月三十一日：約人民幣1,760,100,000元）。

INDEBTEDNESS AND CHARGE ON ASSETS

負債及資產抵押

As at 31 December 2018, the Group had long term borrowings amounting to approximately RMB35.1 million (31 December 2017: approximately RMB115.2 million) and short term borrowings amounting to RMB1,516.5 million (31 December 2017: RMB1,644.9 million), of which RMB545 million was interest-bearing at fixed rate, and secured by share charges on certain wholly-owned subsidiaries; RMB38.3 million was interest-bearing at fixed rate, and secured by bank deposits of RMB40 million. The remaining borrowings amounting to RMB968.3 million were unsecured and interest-bearing at fixed rates and floating rates.

於二零一八年十二月三十一日，本集團之長期借貸約為人民幣35,100,000元（二零一七年十二月三十一日：約人民幣115,200,000元）及短期借貸為人民幣1,516,500,000元（二零一七年十二月三十一日：人民幣1,644,900,000元），其中人民幣545,000,000元為按固定利率計息及以就若干全資附屬公司設立之股份押記作抵押；人民幣38,300,000元為按浮動利率計息及以銀行存款人民幣40,000,000元作抵押。餘下借貸人民幣968,300,000元為無抵押及按固定及浮動利率計息。

As at 31 December 2018, the Group had long term unsecured corporate bonds in an aggregate principal amount of RMB379 million (31 December 2017: RMB61.7 million) and short term unsecured corporate bonds in an aggregate principal amount of RMB185.1 million (31 December 2017: Nil).

於二零一八年十二月三十一日，本集團之長期無抵押公司債券本金總額為人民幣379,000,000元（二零一七年十二月三十一日：人民幣61,700,000元）及短期無抵押公司債券本金總額為人民幣185,100,000元（二零一七年十二月三十一日：零）。

As at 31 December 2018, the Group did not have long term unsecured liability component of convertible bonds (31 December 2017: RMB1,035.3 million) and short-term unsecured liability component of convertible bonds amounting to RMB1,172.4 million (31 December 2017: 269.8 million).

於二零一八年十二月三十一日，本集團並沒有長期無抵押可換股債券之債務部分（二零一七年十二月三十一日：人民幣1,035,300,000）及短期無抵押可換股債券之債務部分為人民幣1,172,400,000元（二零一七年十二月三十一日：269,800,000元）。

EXERCISE OF CONVERSION OR SUBSCRIPTION RIGHTS

During the year ended 31 December 2018, the Company allotted 28,768,000 ordinary shares (2017: 100,689,748 ordinary shares) to a subscriber of 3-year 7% Convertible Bonds with an aggregate principal amount of HK$1,000,000,000 (the "**7% Convertible Bonds A**") as a result of the exercise in part of the 7% Convertible Bonds A in the principal amount of approximately HK$20,000,000 (2017: HK$70,000,000).

During the year ended 31 December 2018, the Company allotted 576,923,075 ordinary shares to a subscriber of 6% Convertible Bond with an aggregate principal amount of HK$300,000,000 (the "**6% Convertible Bond**") as a result of the exercise in full of the 6% Convertible Bond in the principal amount of HK$300,000,000.

During the year ended 31 December 2017, the Company allotted 54,392,000 ordinary shares to certain subscribers of 3-year 7% Convertible Bonds with an aggregate principal amount of HK$100,000,000 (the "**7% Convertible Bonds B**") as a result of the exercise in part of the 7% Convertible Bonds B in the principal amount of approximately HK$37,813,000.

During the year ended 31 December 2017, the Company allotted 22,373,417 ordinary shares to certain subscribers of 3-year 5.9% plus 3-month LIBOR Convertible Bonds with an aggregate principal amount of US$45,000,000 (the "**US$ Convertible Bonds**") as a result of the exercise in part of the US$ Convertible Bonds in the principal amount of approximately US$2,000,000.

For details of the 7% Convertible Bonds A, the 7% Convertible Bonds B and the US$ Convertible Bonds, please refer to note 39 to the consolidated financial statements of this annual report.

During the year under review, there was no redemption of the 7% Convertible Bonds A, the 7% Convertible Bonds B and the US$ Convertible Bonds.

行使換股或認購權

於截至二零一八年十二月三十一日止年度，本公司因行使約本金額20,000,000港元（二零一七年：70,000,000港元）之部分已完成發行本金總額為1,000,000,000港元之3年期7%可換股債券（「**7%可換股債券A**」）而配發28,768,000股普通股（二零一七年：100,689,748股普通股）予一名7%可換股債券A認購方。

於截至二零一八年十二月三十一日止年度，本公司因行使本金額300,000,000港元之全部已完成發行本金總額為300,000,000港元之6%可換股債券（「**6%可換股債券**」）而配發576,923,075股普通股予一名6%可換股債券認購方。

於截至二零一七年十二月三十一日止年度，本公司因行使約本金額37,813,000港元之部分已完成發行本金總額為100,000,000港元之3年期7%可換股債券（「**7%可換股債券B**」）而配發54,392,000股普通股予若干7%可換股債券B認購方。

於截至二零一七年十二月三十一日止年度，本公司因行使約本金額2,000,000美元之部分已完成發行本金總額為45,000,000美元之3年期5.9%另加三個月倫敦同業拆息可換股債券（「**美元可換股債券**」）而配發22,373,417股普通股予若干美元可換股債券認購方。

7%可換股債券A、7%可換股債券B及美元可換股債券的詳情，請參閱本年報綜合財務報表附註39。

於回顧年度內，概無贖回7%可換股債券A、7%可換股債券B及美元可換股債券。

PLANNED AND ACTUAL USE OF NET PROCEEDS IN RESPECT OF THE CONVERTIBLE BONDS ISSUED BY THE COMPANY IN THE FINANCIAL YEAR ENDED 31 DECEMBER 2016

Set out below is a summary of the planned use of the net proceeds in respect of the convertible bonds issued by the Company in the financial year ended 31 December 2016:

有關本公司於截至二零一六年十二月三十一日止財政年度發行之可換股債券之所得款項淨額計劃及實際用途

以下載列有關本公司於截至二零一六年十二月三十一日止財政年度發行之可換股債券之所得款項淨額之計劃用途概要：

Date of announcement 公告日期	Event 事件	Net proceeds raised 所籌集之所得款項淨額 (approximately) (概約)	Intended use of proceeds 所得款項擬定用途
9 May 2016	Issue of 7% unsecured convertible bonds due 2019 of an aggregate principal amount of HK$1,000 million under the General Mandate	HK$983,300,000	The Group's general working capital and/or for the purpose of financing future acquisitions of the Group (if any)
二零一六年五月九日	根據一般授權發行本金總額為1,000,000,000港元之於二零一九年到期之7厘無抵押可換股債券	983,300,000港元	本集團之一般營運資金及／或為本集團之未來收購提供資金（如有）
30 June 2016	Issue of (i) floating rate unsecured convertible bonds due 2019 of an aggregate principal amount of US$45 million and (ii) 7% unsecured convertible bonds due 2019 of an aggregate principal of HK$100 million under the General Mandate	HK$446,700,000	The Group's general working capital and/or for the purpose of financing future acquisitions of the Group (if any)
二零一六年六月三十日	根據一般授權發行(i)本金總額為45,000,000美元之於二零一九年到期之浮息無抵押可換股債券及(ii)本金總額為100,000,000港元之於二零一九年到期之7厘無抵押可換股債券	446,700,000港元	本集團之一般營運資金及／或為本集團之未來收購提供資金（如有）

PLANNED AND ACTUAL USE OF NET PROCEEDS IN RESPECT OF THE CONVERTIBLE BONDS ISSUED BY THE COMPANY IN THE FINANCIAL YEAR ENDED 31 DECEMBER 2016 (Continued)

Breakdown of the actual use of net proceeds from convertible bonds issued by the Company in the financial year ended 31 December 2016 is shown below:

有關本公司於截至二零一六年十二月三十一日止財政年度發行之可換股債券之所得款項淨額計劃及實際用途(續)

本公司於截至二零一六年十二月三十一日止財政年度發行之可換股債券之所得款項淨額實際用途明細如下:

	Utilized in 2016 於二零一六年獲動用 (approximately) (概約) HK$ 港元
Financing acquisitions of the Group 為本集團收購提供資金	491,900,000
The Group's general working capital 本集團之一般營運資金	938,100,000
	1,430,000,000

MATERIAL ACQUISITIONS OR DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES

During the year ended 31 December 2018, the Group has completed the following important transactions:

- the acquisition of 100% of the equity interest in the issued share capital of K&R International from a third party independent to the Group, at a total consideration of approximately HK$109,988,000 (equivalent to approximately RMB87,946,000) satisfied by cash. K&R International is engaged in the provision of third party payment services in Hong Kong.

- the acquisition of 51% equity interest in the issued share capital of Glory Metro from a third party independent to the Group, at a total consideration of RMB178,500,000 satisfied by cash. Glory Metro is engaged in the provision of exhibition services in Hong Kong and the PRC.

重大收購或出售附屬公司及聯屬公司

於截至二零一八年十二月三十一日止年度,本集團已完成下列重要交易:

- 向獨立於本集團的第三方收購僑達國際已發行股本的100%股權,代價總額為約109,988,000港元(相等於約人民幣87,946,000元),以現金支付。僑達國際於香港從事提供第三方付款服務。

- 向獨立於本集團的第三方收購盛都已發行股本的51%股權,代價總額為人民幣178,500,000元,以現金支付。盛都於香港及中國從事提供展覽服務。

MATERIAL ACQUISITIONS OR DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES (CONTINUED)

- the disposal of its 100% equity interest in 上海深隆商務諮詢有限公司 to independent third parties for a total cash consideration of approximately RMB407,542,000.
- the disposal of its approximately 33.8% equity interest in Singapore Life Pte. Ltd. to an independent third party for a total cash consideration of approximately US$52,760,000 (equivalent to approximately RMB371,661,000).

重大收購或出售附屬公司及聯屬公司(續)

- 向獨立第三方出售於上海深隆商務諮詢有限公司的100%股權，現金代價總額約為人民幣407,542,000元。
- 向獨立第三方出售於Singapore Life Pte. Ltd.股權的約33.8%，現金代價總額約為52,760,000美元(相等於約人民幣371,661,000元)。

FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS AND EXPECTED SOURCES OF FUNDING

Save as disclosed under "Management Discussion and Analysis" in this report, there was no specific plan for material investments or capital assets as at 31 December 2018.

重大投資或資本資產及預計資金來源之未來計劃

於二零一八年十二月三十一日，除於本報告「管理層討論與分析」所披露者外，概無重大投資或資本資產之具體計劃。

CONTINGENT LIABILITIES

As at 31 December 2018, the Group had no significant contingent liabilities (31 December 2017: Nil).

或然負債

於二零一八年十二月三十一日，本集團並無重大或然負債(二零一七年十二月三十一日：無)。

CAPITAL COMMITMENTS

As at 31 December 2018, the Group had the following capital commitments:

資本承擔

於二零一八年十二月三十一日，本集團有以下資本承擔：

		2018 **二零一八年** **RMB'000** **人民幣千元**	2017 二零一七年 RMB'000 人民幣千元
Capital expenditure contracted but not provided for in respect of:	有關以下項目之已訂約但未撥備之資本開支：		
Acquisition of plant and equipment or intangible assets	收購廠房及設備或無形資產	**5,624**	12,242

FOREIGN EXCHANGE EXPOSURE

The Group operates mainly in Hong Kong and the PRC. For the operations in Hong Kong, most of the transactions are denominated in HK$ and US dollars. The exchange rate of US dollars against HK$ is relatively stable and the related currency exchange risk is considered minimal. For the operations in the PRC, most of the transactions are denominated in RMB. Given the floating level of RMB against HK$ during the period under review, no financial instrument was used for hedging purposes.

The Group is mainly exposed to the fluctuation of HK$ against RMB as certain of its bank balances, other borrowing and corporate bonds are denominated in HK$ which is not the functional currency of the relevant group entities. The Group has not made other arrangement to hedge against the exchange rate risk. However, the Directors and management will continue to monitor the foreign exchange exposure and will consider utilizing applicable derivatives to hedge out the exchange risk when necessary.

外匯風險

本集團主要於香港及中國營運。就香港之營運而言，大部分交易以港元及美元計值。美元兑港元之匯率相對穩定，相關貨幣匯兑風險被視為極低。就中國之營運而言，大部分交易以人民幣計值。鑑於回顧期間用人民幣兑港元之波動水平，並無使用金融工具作對沖用途。

由於本集團若干銀行結餘，其他借貸及公司債券以港元計值，而港元並非相關集團實體之功能貨幣，故本集團主要面對港元兑人民幣波動的風險。本集團並未作出其他安排以對沖匯率風險。然而，董事及管理層將持續監察外匯風險，並將在有需要時考慮採用適當衍生工具對沖外匯風險。

TREASURY POLICIES

The Group adopts a conservative approach towards its treasury policies. The Group strives to reduce exposure to credit risk by performing ongoing credit evaluations of the financial conditions of its customers. To manage liquidity risk, the Directors closely monitor the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and commitments can meet its funding requirements.

庫務政策

本集團採納穩健庫務政策。本集團透過對客戶財務狀況進行持續信貸評估，竭力降低信貸風險。為管理流動資金風險，董事會密切監察本集團之流動資金狀況，以確保本集團資產、負債及承擔的流動資金結構可應付其資金需求。

EMPLOYEES AND REMUNERATION POLICIES

As at 31 December 2018, the Group had a total of 1,133 staff and 11 contractors (2017: 1,454 staff and 15 contractors). Total staff costs (including Directors' emoluments) were approximately RMB442.3 million and total share options benefit to contractors were RMB33.7 million for the year ended 31 December 2018 (2017: RMB471.3 million and RMB82.6 million, respectively). Remuneration is determined by reference to the market conditions and the performance, qualifications and experience of individual employees. Year-end bonuses based on individual performance will be paid to employees as recognition of and reward for their contributions. Other benefits include contributions to a statutory mandatory provident fund scheme, social insurance together with housing provident funds, Central provident fund scheme and a mandatory social security for its employees in Hong Kong, the PRC, Singapore and Vietnam, respectively. Periodic training programmes were provided to enhance the knowledge of the staff.

The Group operates a share option scheme for the purpose of providing incentives and rewards to eligible Directors, employees and contractors of the Group, who contribute to the success of the Group's operations.

僱員及薪酬政策

於二零一八年十二月三十一日，本集團合共有1,133名僱員及11名外判商（二零一七年：1,454名僱員及15名外判商）。截至二零一八年十二月三十一日止年度，員工總成本（包括董事酬金）約為人民幣442,300,000元及向外判商提供之購股權福利合共為人民幣33,700,000元（二零一七年：分別為人民幣471,300,000元及人民幣82,600,000元）。薪酬乃經參考市況及個別僱員表現、資歷及經驗而釐定。僱員按個別表現獲發年終花紅，作為對其貢獻的表彰及獎勵。其他福利包括分別為香港、中國、新加坡及越南僱員向法定強制性公積金計劃、社會保險連同住房公積金、中央退休金計劃及強制性社保作出供款。本集團提供定期培訓計劃，藉以強化員工的知識能力。

本集團設立購股權計劃，以向為本集團成功經營作出貢獻之本集團合資格董事、僱員及外判商提供獎勵及回報。

Biographical Details of Directors and Senior Management as at 26 March 2019
董事及高級管理層於二零一九年三月二十六日之履歷詳情

Mr. Phang Yew Kiat
彭耀傑先生
Vice-chairman,
Chief Executive Officer and
Executive Director
副主席、首席執行官及
執行董事

Mr. Sheng Jia
盛佳先生
Executive Director
執行董事

Mr. Chng Swee Ho
莊瑞豪先生
Executive Director
執行董事

Mr. Yang Jianhui
楊建輝先生
Executive Director
執行董事

Mr. Li Gang
李剛先生
Non-executive Director
非執行董事

Mr. Zhang Zhenxin
張振新先生
Non-executive Director
非執行董事

Ms. Li Shuang
李爽女士
Non-executive Director
非執行董事

Mr. Ge Ming
葛明先生
Independent Non-executive
Director
獨立非執行董事

Dr. Ou Minggang
歐明剛博士
Independent Non-executive
Director
獨立非執行董事

Dr. Wang Songqi
王松奇博士
Independent Non-executive
Director
獨立非執行董事

Dr. Yin Zhongli
尹中立博士
Independent Non-executive
Director
獨立非執行董事

Biographical Details of Directors and Senior Management as at 26 March 2019
董事及高級管理層於二零一九年三月二十六日之履歷詳情

Mr. Phang Yew Kiat
彭耀傑先生

DIRECTORS 董事

Vice-chairman, Chief Executive Officer and Executive Director 副主席、首席執行官兼執行董事

Mr. Phang Yew Kiat（彭耀傑先生）, aged 50, was appointed as the Deputy Chairman and an Executive Director on 23 December 2013 and a Co-Chairman of the Company on 17 March 2014. Mr. Phang has been the Vice-chairman and the Chief Executive Officer of the Company since 7 July 2014 and has been appointed as an Authorised Representative of the Company since 18 September 2014. Mr. Phang is also directors of certain subsidiaries of the Company. Mr. Phang is an independent non-executive director of Chuan Holdings Limited* (Stock Code: 1420) since May 2016. Mr. Phang has over 20 years of experience in the banking and finance industry and served in senior management positions at various financial institutions. Mr. Phang is the chairman of United Nations – Economic and Social Commission for Asia and the Pacific (ESCAP) Business Advisory Council Task Force on Digital Economy.

Mr. Phang was the principal director of the Standard Chartered Private Bank from January 2011 to June 2012. In June 2009, Mr. Phang was appointed as the general manager for SME businesses for Standard Chartered Bank Singapore and Malaysia. In 2005, Mr. Phang was a founding member (as the senior representative of Standard Chartered Bank) of China Bohai Bank in the PRC and acted as an executive director and deputy chief executive officer of China Bohai Bank from 2006 to 2009, with full responsibilities for the consumer banking business (including both personal and SME businesses). Under Mr. Phang's leadership, full service internet banking solutions was launched in April 2007. Mr. Phang obtained a Master's degree in Business Administration in International Business from the University of Bristol in June 1995, and a Bachelor's degree of Engineering in Microelectronic Systems Engineering from the faculty of Technology of the University of Manchester in July 1993. Mr. Phang has also attended executive education training at world leading business schools, namely Harvard Business School, Stanford Business School, Columbia Business School and INSEAD.

彭耀傑先生，50歲，於二零一三年十二月二十三日獲委任為本公司之副主席兼執行董事，及於二零一四年三月十七日獲委任為本公司之聯席主席。彭先生自二零一四年七月七日起為本公司之副主席兼首席執行官及自二零一四年九月十八日起獲委任為本公司之授權代表。彭先生亦為本公司若干附屬公司的董事。彭先生自二零一六年五月起為川控股有限公司*（股份代號：1420）之獨立非執行董事。彭先生於銀行及金融界獲得逾20年經驗，並曾於多間金融機構擔任高級管理層職務。彭先生是聯合國亞洲及太平洋經濟社會委員會（亞太經社會）商業諮詢委員會數字經濟工作組主席。

彭先生自二零一一年一月至二零一二年六月期間出任渣打私人銀行首席董事。於二零零九年六月，彭先生獲委任為渣打銀行之新加坡及馬來西亞中小企業業務總經理。於二零零五年，彭先生為於中國之中國渤海銀行之創始成員（作為渣打銀行之高級代表），並自二零零六年至二零零九年期間出任中國渤海銀行之執行董事兼副行政總裁，全權負責個人銀行業務（包括個人及中小企業業務）。在彭先生的領導下，全方位的網上銀行理財方案於二零零七年四月推出。彭先生於一九九五年六月獲布裡斯托爾大學頒授國際商業專業工商管理碩士學位及於一九九三年七月獲曼徹斯特大學技術學院頒授微電子系統工程專業工程學士學位。彭先生亦已參加全球頂級商學院即哈佛大學商學院、斯坦福大學商學院、哥倫比亞大學商學院及歐洲工商管理學院之高管教育培訓。

* *a company listed on the Stock Exchange*
* *於聯交所上市的公司*

Biographical Details of Directors and Senior Management as at 26 March 2019
董事及高級管理層於二零一九年三月二十六日之履歷詳情

Mr. Sheng Jia
盛佳先生

DIRECTORS (Continued) 董事(續)

Executive Director 執行董事

Mr. Sheng Jia (盛佳先生), aged 38, was appointed as an Executive Director on 23 December 2013. Mr. Sheng is also directors of certain subsidiaries of the Company. Mr. Sheng has been the chief executive officer of NCF Group Limited since July 2013. Mr. Sheng has extensive experience in design, research and development of web search and related products, and has over 8 years' experience in leading global search infrastructure teams in renowned multinational software companies. Mr. Sheng was appointed as the product manager of Google Inc. in 2010 and was responsible for the global product search and product infrastructure business. Mr. Sheng was one of the founders of Yunrang (Beijing) Information Technology Limited^, which was established in 2010.

Mr. Sheng obtained a Master's degree in Computer Science from the University of Toronto in 2005, and a Bachelor's degree of Computer Science and Technology from Tsinghua University in 2002.

盛佳先生，38歲，於二零一三年十二月二十三日獲委任為執行董事。盛先生獲委任為本公司若干附屬公司的董事。盛先生自二零一三年七月起為網信集團有限公司之首席執行官。盛先生於網絡搜索及相關產品之設計及研發方面擁有豐富經驗，並於國際知名軟件公司之全球領先搜索基礎架構團隊方面擁有逾8年經驗。盛先生曾於二零一零年獲委任為Google Inc.之產品經理，負責全球產品搜索及產品基礎架構業務。盛先生為於二零一零年成立之雲壤(北京)信息技術有限公司之創辦人之一。

盛先生於二零零五年獲多倫多大學頒授計算機科學系碩士學位及於二零零二年獲清華大學頒授計算機科學與技術系學士學位。

^ *English translation or transliteration for Chinese name for identification purposes only.*
^ *該等中文名稱或詞匯之英文翻譯僅供參考。*

Mr. Chng Swee Ho
莊瑞豪先生

DIRECTORS (Continued) 董事(續)

Executive Director 執行董事

Mr. Chng Swee Ho (莊瑞豪先生), aged 50, was appointed as an Executive Director on 17 March 2014. He was also appointed as the Compliance Officer of the Company on 18 September 2014. Mr. Chng is directors of certain subsidiaries of the Company. Mr. Chng has obtained 26 years' experience in consulting, investment and banking and provided advisory services to clients from a wide range of financial sectors in North America, Europe and more than 10 countries in Asia.

Mr. Chng was an independent director of Beiqi Foton Motor Co., Ltd.# (SSE Code: 600166) from December 2014 to December 2016. He was the Greater China managing partner of A.T. Kearney from 2012 to March 2016. Mr. Chng was a partner of Bain & Company, Inc. during 2007 to 2011 and was a partner of The Boston Consulting Group, Greater China during 2003 to 2006. Mr. Chng obtained a Bachelor's degree in Accountancy from Nanyang Technological University of Singapore in May 1992.

莊瑞豪先生，50歲，於二零一四年三月十七日獲委任為執行董事。彼亦於二零一四年九月十八日獲委任為本公司之合規主任。莊先生獲委任為本公司若干附屬公司的董事。莊先生於諮詢、投資及銀行業務方面獲得26年經驗，並為於北美、歐洲及亞洲逾十個國家之金融行業之多名客戶提供顧問服務。

莊先生自二零一四年十二月至二零一六年十二月為北汽福田汽車股份有限公司#(上海證券代碼：600166)之獨立董事。莊先生自二零一二年至二零一六年三月曾為A.T. Kearney之大中華區管理合夥人。莊先生曾於二零零七年至二零一一年期間為Bain & Company, Inc.之合夥人及於二零零三年至二零零六年期間則為The Boston Consulting Group大中華區之合夥人。莊先生於一九九二年五月獲新加坡南洋理工大學頒發會計學士學位。

\# *a company listed on Shanghai Stock Exchange*
\# *於上海證券交易所上市的公司*

Mr. Yang Jianhui
楊建輝先生

DIRECTORS (Continued) 董事(續)

Executive Director 執行董事

Mr. Yang Jianhui (楊建輝先生), aged 48, was appointed as an Executive Director on 8 November 2017. Mr. Yang is a senior vice president of UCF Holdings Group Limited. Mr. Yang obtained a bachelor's degree in Finance from Dongbei University of Finance and Economics in 1994. Mr. Yang has over 24 years of experience in operation and management in the financial sector. He was a deputy general manager of the marketing department of China UnionPay Co., Ltd.^ and a general manager of the marketing department of E-Capital Transfer Co., Ltd.^

楊建輝先生，48歲，於二零一七年十一月八日獲委任為執行董事。楊先生為先鋒控股集團有限公司高級副總裁。楊先生於一九九四年自東北財經大學取得金融學學士學位。楊先生於金融界擁有逾24年經營及管理經驗。彼曾為中國銀聯股份有限公司^市場拓展部副總經理及證通股份有限公司^市場拓展部總經理。

^ *English translation or transliteration for Chinese name for identification purposes only.*
^ *該等中文名稱或詞匯之英文翻譯僅供參考。*

Mr. Li Gang
李剛先生

DIRECTORS (Continued) 董事(續)

Non-executive Director 非執行董事

Mr. Li Gang(李剛先生), aged 61, was appointed as a Non-executive Director on 17 November 2014.

Mr. Li was a chairman of Jilin Yongda Group Co., Ltd.(吉林永大集團股份有限公司)+ (SZSE Code: 002622.SZ) from June 2015 to August 2016. He was a non-executive director and a member of the remuneration committee of the board of directors of PCCW Limited* (Stock Code: 0008) from November 2011 to August 2014. Mr. Li was a vice president of China United Network Communications Corporation Limited from February 2009 to June 2014.

Mr. Li was a vice president of China Unicom (Hong Kong) Limited* ("Unicom HK") (Stock Code: 762) from April 2006 to February 2009 and was a senior vice president of Unicom HK from February 2009 to June 2014. From April 2006 to October 2008, he was an executive director of Unicom HK. From August 1999 to December 2005, he served as the vice-chairman, general manager and chairman of Guangdong Mobile Communication Co., Limited and the chairman and general manager of Beijing Mobile Communication Co., Limited. From May 2000 to December 2005, he was an executive director of China Mobile (Hong Kong) Limited. Mr. Li joined 中國聯合網絡通信集團有限公司 (China United Network Communications Group Company Limited) in December 2005 and served as its vice president.

Mr. Li holds a Master's degree in Business Administration from Jinan University, PRC. He has worked in the telecommunications industry for a long period of time and has deep management experience.

李剛先生,61歲,於二零一四年十一月十七日獲委任為非執行董事。

李先生於二零一五年六月至二零一六年八月擔任吉林永大集團股份有限公司+(深證代號:002622.SZ)之董事長。彼於二零一一年十一月至二零一四年八月期間任電訊盈科有限公司(股份代號:0008)之非執行董事及董事會薪酬委員會成員。李先生於二零零九年二月至二零一四年六月期間擔任中國聯合網絡通信有限公司之副總裁。

李先生於二零零六年四月起至二零零九年二月期間曾擔任中國聯合網絡通信(香港)股份有限公司*(「中國聯通香港」)(股份代號:762)副總裁,並於二零零九年二月至二零一四年六月期間曾為中國聯通香港高級副總裁。於二零零六年四月起至二零零八年十月期間,彼亦為中國聯通香港執行董事。於一九九九年八月至二零零五年十二月期間,彼曾先後擔任廣東移動通信有限責任公司副董事長、總經理及董事長,以及北京移動通信有限責任公司董事長及總經理。於二零零零年五月至二零零五年十二月期間,彼為中國移動(香港)有限公司執行董事。李先生於二零零五年十二月加入中國聯合網絡通信集團有限公司擔任副總裁。

李先生持有中華人民共和國暨南大學工商管理碩士學位。彼長期在電信行業工作,具有豐富的管理經驗。

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Biographical Details of Directors and Senior Management as at 26 March 2019
董事及高級管理層於二零一九年三月二十六日之履歷詳情

Mr. Zhang Zhenxin
張振新先生

DIRECTORS (Continued) 董事(續)

Non-executive Director 非執行董事

Mr. Zhang Zhenxin (張振新先生), aged 47, was appointed as a Non-executive Director on 12 July 2015. He is currently one of the substantial shareholders of the Company.

Mr. Zhang is the chairman of UCF Holdings Group Limited (先鋒控股集團有限公司) (formerly known as "China UCF Group Co. Limited 中國先鋒金融集團有限公司"). He was a director of Shenzhen Keybridge Communications Co., Ltd. (深圳鍵橋通訊技術股份有限公司)+ (SZSE Code: 002316) from June 2015 to September 2016. He was the general manager of the business and securities department of Dalian Shenyin & Wanguo Securities Co., Ltd.. He was also the chairman of Lianhe Chuangye Guarantee Group Co., Ltd.^ (聯合創業擔保集團有限公司). Mr. Zhang graduated from the Dongbei University of Finance and Economics in the PRC with a Master's degree in economics.

張振新先生，47歲，於二零一五年七月十二日獲委任為非執行董事。彼現為本公司之主要股東之一。

張先生現為先鋒控股集團有限公司(前稱「中國先鋒金融集團有限公司」)之董事長。彼於二零一五年六月至二零一六年九月曾擔任深圳鍵橋通訊技術股份有限公司+(深證代號：002316)之董事。彼曾出任申銀萬國證券股份有限公司大連之營業部總經理。彼亦曾出任聯合創業擔保集團有限公司之董事長。張先生畢業於中國東北財經大學，並取得經濟學碩士學位。

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^ *該等中文名稱或詞匯之英文翻譯僅供參考。*

Mr. Li Shuang
李爽女士

DIRECTORS (Continued) 董事(續)

Non-executive Director 非執行董事

Ms. Li Shuang (李爽女士), aged 48, was appointed as a Non-executive Director on 1 March 2019. Ms. Li is currently the deputy secretary and president of Shanghai Xinhua Distribution Group Co. Ltd. ("Xinhua Distribution"), and a director of Shanghai Xinhua Media Co. Ltd# ("Xinhua Media") (SSE Code: 600825) and Xinhua Distribution and Shanghai United Media Group are shareholders of Xinhua Media. Ms. Li is also a representative of Shanghai 15th People's Congress, and the president of Shanghai Book Publishing Industry Association. Prior to her current role, Ms. Li was the executive vice president and chief financial officer of Xinhua Distribution. She has extensive managerial experience and served in many senior leadership positions in the industry. Ms. Li obtained her bachelor's degree in economics from Shanghai University of Finance and Economics in 1992 and became a non-professional member of certified public accountant in 2009. Ms. Li is also the chairman of the board of directors of Jiefang Media (UK) Co. Limited, a substantial shareholder of the Company.

李爽女士,48歲,於二零一九年三月一日獲委任為非執行董事。李女士現為上海新華發行集團有限公司(「新華發行」)黨委副書記、總裁,及上海新華傳媒股份有限公司#(「新華傳媒」)(上海證券代碼:600825)的董事。新華發行和上海報業集團是新華傳媒的股東。李女士也是上海市第十五屆人民代表大會代表,上海市書刊發行行業協會會長。在擔任現職之前,她曾擔任新華發行常務副總裁、財務總監職務。李女士從事企業管理多年,擁有豐富的管理經驗。李女士於一九九二年獲得上海財經大學會計專業經濟學學士,於二零零九年成為註冊會計師非職業會員。李女士也是解放傳媒(英國)有限公司(「解放傳媒」)的董事會主席。解放傳媒為本公司的主要股東。

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Biographical Details of Directors and Senior Management as at 26 March 2019
董事及高級管理層於二零一九年三月二十六日之履歷詳情

Mr. Ge Ming
葛明先生

DIRECTORS (Continued) 董事(續)

Independent Non-executive Director 獨立非執行董事

Mr. Ge Ming (葛明先生), aged 67, was appointed as an Independent Non-executive Director, the chairman of the Audit Committee and a member of each of the Remuneration Committee and the Nomination Committee on 18 September 2014. Mr. Ge is a Certified Public Accountant and a senior fellow of the Chinese Institute of Certified Public Accountants. Mr. Ge is also a senior accountant as certified by the Ministry of Finance of the PRC and an overseas member of the Society of Chinese Accountants & Auditors. Mr. Ge graduated with a Master's degree in Accountancy from the Research Institute for Fiscal Science, Ministry of Finance of the PRC, after his study during the period from 1979 to 1982.

Mr. Ge has over 33 years of experience in the field of auditing and advisory services and has assisted in the listing of various PRC companies on the Stock Exchange. Mr. Ge has been an independent non-executive director of Ping An Insurance (Group) Company of China Ltd.* (Stock Code: 2318) since June 2015. Mr. Ge is an independent director of Focus Media Information Technology Co., Ltd. (分眾傳媒信息技術股份有限公司)+ (SZSE Code: 002027) since January 2016. Mr. Ge has been an independent non-executive director of AsiaInfo Technologies Limited* (Stock Code: 1675) since August 2018. Mr. Ge served as an independent director of Shanghai Zhenhua Heavy Industries Co., Ltd.# (SSE Code: 600320) from April 2015 to November 2016. Mr. Ge was an independent non-executive director of Asia Investment Finance Group Limited* (Stock Code: 33) from May 2017 to December 2018. Mr. Ge also served as an independent non-executive director of Shunfeng International Clean Energy Limited (formerly known as Shunfeng Photovoltaic International Limited)* (Stock Code: 1165) from January 2011 to February 2013. Mr. Ge was a partner of Ernst & Young Hua Ming LLP and retired from his position in August 2014.

葛明先生，67歲，於二零一四年九月十八日獲委任為獨立非執行董事、審核委員會主席、薪酬委員會及提名委員會各自之成員。葛先生為註冊會計師及中國註冊會計師協會高級會計師。葛先生亦獲中國財政部授予高級會計師資格及為香港華人會計師公會之海外會員。葛先生於一九七九年至一九八二年期間於中國財政部財政科學研究所修讀會計學碩士課程並於一九八二年畢業。

葛先生擁有逾33年之審計及顧問服務行業經驗並協助多間中國公司於聯交所上市。葛先生自二零一五年六月起為中國平安保險(集團)股份有限公司*(股份代號：2318)之獨立非執行董事。葛先生自二零一六年一月起為分眾傳媒信息技術股份有限公司+(深證代號：002027)之獨立董事。葛先生自二零一八年八月起為亞信科技控股有限公司*(股份代號：1675)之獨立非執行董事。葛先生於二零一五年四月至二零一六年十一月擔任上海振華重工(集團)股份有限公司#(上海證券代碼：600320)之獨立董事。葛先生於二零一七年五月至二零一八年十二月為亞投金融集團有限公司*(股份代號：33)之獨立非執行董事。葛先生亦曾於二零一一年一月至二零一三年二月擔任順風國際清潔能源有限公司(前稱順風光電國際有限公司)*(股份代號：1165)之獨立非執行董事。葛先生曾為安永華明會計師事務所合夥人並於二零一四年八月退任彼之職位。

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Dr. Ou Minggang
歐明剛博士

DIRECTORS (Continued) 董事(續)

Independent Non-executive Director 獨立非執行董事

Dr. Ou Minggang (歐明剛博士), aged 51, was appointed as an Independent Non-executive Director and a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee on 8 October 2015. He was also appointed as the chairman of the Nomination Committee on 11 October 2015. Dr. Ou is also an independent non-executive director of a subsidiary of the Company. Dr. Ou is currently a director of International Finance Department and International Finance Research Institute of China Foreign Affairs University and has been teaching in China Foreign Affairs University since 2002. Dr. Ou was awarded a Bachelor's degree in Economics from Zhongnan University of Finance and Economics in 1989 and a Master's degree in Economics from Hunan Institute of Finance and Economics (now known as Hunan University) in 1999. Dr. Ou obtained his Doctorate in Economics from the Chinese Academy of Social Sciences in 2002. Dr. Ou was a visiting scholar of Brunel University London from January 2011 to November 2011.

歐明剛博士,51歲,於二零一五年十月八日獲委任為獨立非執行董事,以及審核委員會、薪酬委員會及提名委員會各自之成員。彼亦於二零一五年十月十一日獲委任為提名委員會之主席。歐博士亦為本公司一家附屬公司的獨立非執行董事。歐博士現任外交學院國際金融系及國際金融研究中心主任,歐博士自二零零二年起於外交學院任教。歐博士於一九八九年獲中南財經大學經濟學學士學位,並於一九九九年獲湖南財經學院(現稱:湖南大學)經濟學碩士學位。歐博士於二零零二年獲中國社會科學院經濟學博士學位。歐博士於二零一一年一月至二零一一年十一月在倫敦布魯內爾大學作訪問學者。

Dr. Wang Songqi
王松奇博士

DIRECTORS (Continued) 董事(續)

Independent Non-executive Director 獨立非執行董事

Dr. Wang Songqi (王松奇博士), aged 66, was appointed as an Independent Non-executive Director, a member of each of the Audit Committee, Remuneration Committee and Nomination Committee on 27 June 2017. Dr. Wang is a professor and a tutor of doctoral students of Graduate School of Chinese Academy of Social Sciences. Dr. Wang obtained a bachelor's degree in Economics from the Department of Finance of Jilin College of Finance and Trade in 1982. Dr. Wang obtained a master's degree in Economics from Tianjin Finance and Economics Institute in 1985 and obtained a doctorate degree in Economics from Renmin University of China in 1989.

Dr. Wang has been an independent director of Ping An Bank Co., Ltd.+ (Stock Code: 000001.SZ) since January 2014.

王松奇博士,66歲,於二零一七年六月二十七日獲委任為獨立非執行董事,以及審核委員會、薪酬委員會及提名委員會各自之成員。王博士為中國社會科學院研究生院之教授及博士生導師。王博士於一九八二年獲吉林財貿學院財政金融系授予經濟學學士學位。王博士於一九八五年獲天津財經學院授予經濟學碩士學位及於一九八九年獲中國人民大學授予經濟學博士學位。

王博士自二零一四年一月起擔任平安銀行股份有限公司+(深證代號:000001.SZ)之獨立董事。

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Dr. Yin Zhongli
尹中立博士

DIRECTORS (Continued) 董事(續)

Independent Non-executive Director 獨立非執行董事

Dr. Yin Zhongli (尹中立博士), aged 52, was appointed as an Independent Non-executive Director and a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee on 11 October 2015. He was also appointed as the chairman of the Remuneration Committee on 27 June 2017. Dr. Yin is currently a deputy director of the Institute of Finance and Banking of Institute of Finance and Banking of Chinese Academy of Social Sciences. Dr. Yin obtained a Doctorate in Agricultural Economics and Management from the Graduate House of Chinese Academy of Social Sciences in 2003.

Dr. Yin was an independent director of Guangbo Group Stock Co., Ltd.^ (廣博集團股份有限公司)+ (SZSE Code: 002103.SZ) from November 2011 to February 2017 and Beijing Jingxi Culture and Tourism Co., Ltd.^(北京京西文化旅游股份有限公司)+ (SZSE Code: 000802.SZ) from March 2015 to September 2016.

尹中立博士,52歲,於二零一五年十月十一日獲委任為獨立非執行董事,以及審核委員會、薪酬委員會及提名委員會各自之成員。尹博士於二零一七年六月二十七日獲委任為薪酬委員會主席。尹博士現任中國社會科學院金融研究所之金融市場研究室副主任。尹博士於二零零三年於中國社會科學院研究生院獲得農業經濟與管理學博士學位。

尹博士於二零一一年十一月至二零一七年二月曾擔任廣博集團股份有限公司^+(深證代號:002103.SZ)之獨立董事,並於二零一五年三月至二零一六年九月曾擔任北京京西文化旅遊股份有限公司^+(深證代號:000802.SZ)之獨立董事。

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Biographical Details of Directors and Senior Management as at 26 March 2019
董事及高級管理層於二零一九年三月二十六日之履歷詳情

SENIOR MANAGEMENT 高級管理層

Mr. Tam Kwok Ho, Ronald（譚國豪先生）, aged 37, was appointed as the Chief Financial Officer of the Company on 1 May 2016. He is directors of certain subsidiaries of the Company. Mr. Tam joined the Company in April 2015 as Vice President of Corporate Finance and is responsible for the Group's overall capital markets, mergers and acquisitions and investor relations activities. Mr. Tam has over 16 years of experience in advising companies on capital raising, mergers and acquisitions, private equity investments and corporate finance. Prior to joining the Company, Mr. Tam was an executive director at Daiwa Capital Markets Hong Kong Limited, where he was the head of General Industrials Investment Banking for Greater China, and was previously a director at Crosby Capital Partners, with a focus on private equity and special situations investments in the metals and mining sector. Mr. Tam commenced his investment banking career at Goldman Sachs in Hong Kong where he spent six years in its Equity Capital Markets and Corporate Finance groups, and advised corporate clients and financial sponsors on equity, equity-linked, and M&A transactions across industries in Asia. Mr. Tam graduated magna cum laude with a Bachelor of Arts degree in Economics and Computer Science from Yale University in 2002.

譚國豪先生，37歲，於二零一六年五月一日獲委任為本公司首席財務官。彼獲委任為本公司若干附屬公司的董事。譚先生於二零一五年四月加入本公司擔任企業融資部副總裁並負責本集團之整體資本市場、併購及投資者關係業務。譚先生於就集資、併購、私募股權投資及企業融資向公司提供意見方面擁有逾16年經驗。於加入本公司之前，譚先生曾擔任大和資本市場香港有限公司之執行董事，彼為該公司面向大中華區之一般工業投資銀行業務之主管，此前彼曾擔任Crosby Capital Partners之董事，專注於金屬及採礦行業私募股權及特殊情況投資。譚先生於香港高盛開展其投資銀行業務事業，彼於該公司之股本市場及企業融資組合領域工作了六年，並就股本、股本相連及亞洲跨行業併購交易向企業客戶及財務資助人提供意見。譚先生於二零零二年以優等成績畢業於耶魯大學，持有經濟與計算機科學文學學士學位。

Mr. Liu Gang（劉剛先生）, aged 44, joined UCF Pay（先鋒支付）, a subsidiary of the Company, as the Chief Executive Officer in December 2013. Mr. Liu has over 17 years' extensive working and management experience in the areas of payment, consultancy and telecommunications. He was the senior vice president of Shanghai Hanyin Information Technology Co., Ltd.（上海瀚銀信息技術有限公司）from 2009 to 2012, fully responsible for the payment business department of the company. He was also the head of Tenpay Mobile Payment Centre of Tencent（騰訊財付通移動支付中心）, responsible for the research and development, operation and business development of mobile payment and O2O payment products, and for key projects such as WeChat payment, WeChat red pocket, QQ Wallet and Tenpay App. Mr. Liu studied at the Beijing Information Technology Institute from August 1993 to July 1997 and obtained a Bachelor's degree with a major in Information Management and Information Systems.

劉剛先生，44歲，於二零一三年十二月加入本公司之附屬公司先鋒支付擔任首席執行官。劉先生於支付、諮詢及通訊領域擁有逾17年之豐富工作及管理經驗。彼自二零零九年起至二零一二年期間擔任上海瀚銀信息技術有限公司之高級副總裁，全面負責該公司支付業務部。彼亦曾為騰訊財付通移動支付中心之總監，負責手機支付及O2O支付產品之研發、運營以及業務發展，及主要項目，如微信支付、微信紅包、QQ錢包及財付通應用。劉先生自一九九三年八月至一九九七年七月期間於北京信息科技學院學習並獲頒信息管理及信息系統學士學位。

Corporate Governance Report
企業管治報告

The Board hereby presents this Corporate Governance Report for the Year.

董事會謹此呈列本年度之企業管治報告。

CORPORATE GOVERNANCE PRACTICES

The Company acknowledges the important roles of its Board in providing effective leadership and direction to the business of the Group, and ensuring transparency and accountability of the Company's operations. The Board sets appropriate policies and implements corporate governance practices appropriate to the conduct and growth of the Group's business.

The Company has applied the principles and code provisions as set out in the "Corporate Governance Code and Corporate Governance Report" contained in Appendix 15 to the GEM Listing Rules.

In the opinion of the Board, the Company has complied with all the applicable code provisions set out in the CG Code save for the deviations as disclosed in this annual report. Key corporate governance principles and practices of the Company are summarized below.

企業管治常規

本公司深明董事會對於就本集團之業務提供有效領導及指引，以確保本公司經營之透明度及問責性之重要性。董事會制定適當政策，並推行適用於本集團業務進程及增長之企業管治常規。

本公司已應用GEM上市規則附錄十五所載「企業管治守則及企業管治報告」載列之原則及守則條文。

董事會認為，除本年報所披露之偏離情況外，本公司已遵守企業管治守則所載之所有適用守則條文。本公司之主要企業管治原則及常規概述如下。

A. THE BOARD

A.1 RESPONSIBILITIES AND DELEGATION

The overall management and control of the Company's business are vested in the Board. The Board is responsible for establishing policies, strategies and plans, providing leadership in creating value and overseeing the Company's financial performance on behalf of the Shareholders. All Directors carry out their duties in good faith and in compliance with applicable laws and regulations, taking decisions objectively and acting in the interests of the Company and the Shareholders at all times.

A. 董事會

A.1 責任及職權委託

本公司業務的整體管理及監控由董事會負責。董事會負責制定政策、策略及計劃，代表股東領導本公司創造價值並監察本公司之財務表現。全體董事均忠誠履行職責，遵守適用法例及規例，作出客觀決定，並且時刻按符合本公司及股東利益之方式行事。

A. THE BOARD (Continued)

A.1 RESPONSIBILITIES AND DELEGATION (Continued)

The Board reserves for its decisions all major matters of the Company, including the approval and monitoring of all policy matters, overall strategies and budgets, internal control and risk management systems, material transactions (in particular those involving conflict of interests), financial information, appointment of Directors and other significant financial and operational matters.

All Directors have full and timely access to all relevant information as well as the advice and services of the senior management, with a view to ensuring that the Board procedures and all applicable laws and regulations are followed. Each Director is able to seek independent professional advice in appropriate circumstances at the Company's expenses, upon making a reasonable request to the Board.

The Board has delegated a schedule of responsibilities to the Chief Executive Officer and senior management of the Company. These responsibilities include implementing decisions of the Board and directing and co-ordinating day-to-day operation and management of the Company.

The delegated functions and responsibilities are periodically reviewed by the Board. Approval has to be obtained from the Board prior to any significant transactions being entered into by the foregoing officers and senior management.

A. 董事會(續)

A.1 責任及職權委託(續)

董事會保留其在本公司所有重大事宜之決策權,包括批准及監察所有政策事務、整體策略及預算、內部監控及風險管理系統、重大交易(尤其是牽涉利益衝突之交易)、財務資料、董事的委任及其他重大財務及營運事宜。

全體董事可全面及適時取得所有相關資料以及獲得高級管理層之意見及服務,務求確保董事會程序及所有適用法例及規例得到遵守。各董事可於適當情況下,向董事會提出合理要求而尋求獨立專業意見,費用由本公司承擔。

董事會已向首席執行官及本公司高級管理層委派責任列表。該等責任包括執行董事會的決策及領導及協調本公司的日常營運和管理。

董事會定期審核所委派的職能及責任。上述主管人員及高級管理層訂立任何重大交易前,須先獲董事會批准。

A. THE BOARD (Continued)

A.2 BOARD COMPOSITION

The Board comprised the following Directors during the Year and up to the date of this annual report:

Executive Directors
Mr. Phang Yew Kiat *(Vice-chairman and Chief Executive Officer)*
Mr. Chng Swee Ho
Mr. Sheng Jia
Mr. Yang Jianhui

Non-executive Directors
Mr. Li Mingshan *(Chairman) (resigned on 1 March 2019)*

Mr. Li Gang
Mr. Zhang Zhenxin
Ms. Zhou Youmeng *(resigned on 1 March 2019)*
Mr. Wong Sai Hung *(resigned on 5 February 2018)*
Ms. Li Shuang *(appointed on 1 March 2019)*

Independent Non-executive Directors
Mr. Ge Ming
Dr. Ou Minggang
Dr. Wang Songqi
Dr. Yin Zhongli

A list of all Directors (by category) is set out under the section headed "Corporate Information" in this annual report and is also disclosed in all corporate communications issued by the Company pursuant to the GEM Listing Rules from time to time. During the Year, the INEDs are expressly identified in all corporate communications of the Company. There is no relationship between the former Chairman and the Chief Executive Officer. There was no financial, business, family or other material relationship among the Directors. The biographical details of the Directors are set out under the section headed "Biographical Details of Directors and Senior Management" in this annual report.

A. 董事會(續)

A.2 董事會的組成

於本年度及直至本年報日期,董事會由下列董事組成:

執行董事
彭耀傑先生(*副主席兼首席執行官*)
莊瑞豪先生
盛佳先生
楊建輝先生

非執行董事
李明山先生(*主席*)
(*於二零一九年三月一日辭任*)
李剛先生
張振新先生
周友盟女士(*於二零一九年三月一日辭任*)
黃世雄先生(*於二零一八年二月五日辭任*)
李爽女士(*於二零一九年三月一日委任*)

獨立非執行董事
葛明先生
歐明剛博士
王松奇博士
尹中立博士

全體董事名單(按職務類別分類)載於本年報「公司資料」一節,亦在本公司根據GEM上市規則不時刊發之所有公司通訊中披露。於本年度,獨立非執行董事在本公司所有公司通訊中有明確識別。前任主席與首席執行官之間概無關係。董事之間概無財務、業務、家庭或其他重大關係。董事之履歷資料詳情載於本年報「董事及高級管理層之履歷詳情」一節。

A. THE BOARD (Continued)

A.2 BOARD COMPOSITION (Continued)

During the Year, save as disclosed below, the Board has at all times met the requirements of the GEM Listing Rules relating to the appointment of at least three INEDs with at least one of them possessing appropriate professional qualifications and accounting and related financial management expertise as required under the GEM Listing Rules.

Upon the appointment of Mr. Yang Jianhui as an ED on 8 November 2017, the Company did not have sufficient INEDs representing at least one-third of the Board under Rule 5.05A of the GEM Listing Rules. Immediately after the resignation of Mr. Wong Sai Hung as a NED on 5 February 2018, the Company has fulfilled the aforesaid requirements of Rule 5.05A of the GEM Listing Rules.

The Board has maintained the necessary balance of skills and experience appropriate for the business requirements and objectives of the Group and for the exercise of independent judgement. Each ED supervises areas of the Group's business in accordance with his expertise. The INEDs bring different business and financial expertise, experiences and independent judgement to the Board and they are invited to serve on the Board committees of the Company. Through participation in Board meetings, taking the lead in managing issues involving potential conflicts of interests and/or serving on the Board committees, the INEDs have made contributions to the effective operation of the Company and provided adequate checks and balances to safeguard the interests of both the Group and the Shareholders.

The Company has received a written annual confirmation from each INED of his independence pursuant to the requirements of the GEM Listing Rules. Based on such confirmation and not aware of the occurrence of any event that would impair the independence of the INEDs, the Company considers all INEDs to be independent in accordance with the independence guidelines set out in the GEM Listing Rules.

A. 董事會(續)

A.2 董事會的組成(續)

於本年度,除下文所披露者外,董事會時刻符合GEM上市規則委任至少三名獨立非執行董事之規定,其中至少一名須具備GEM上市規則所規定之適當專業資格、會計及相關的財務管理專長。

於楊建輝先生於二零一七年十一月八日獲委任為執行董事後,本公司未能根據GEM上市規則第5.05A條擁有相當於董事會至少三分之一的足夠獨立非執行董事。緊隨黃世雄先生於二零一八年二月五日辭任非執行董事後,本公司符合GEM上市規則第5.05A條之上述規定。

董事會根據本集團業務要求及目標以及作出獨立判斷維持適當所需技巧與經驗。各執行董事根據其專長監督本集團業務之特定範疇。獨立非執行董事為董事會提供不同的業務及財務專長、經驗及獨立判斷,且彼等會獲邀為本公司董事會轄下各委員會提供服務。透過參與董事會會議、在管理涉及潛在利益衝突事宜上承擔領導工作及/或為董事會轄下各委員會提供服務,獨立非執行董事對本公司之有效營運貢獻良多,並發揮充分之制衡作用,以保障本集團及股東之利益。

本公司已收到每名獨立非執行董事根據GEM上市規則的規定所作出有關其獨立性之年度書面確認書。根據有關確認書及基於並無發現任何有損獨立非執行董事獨立性的情況,本公司認為,根據GEM上市規則所列之獨立性指引,所有獨立非執行董事均具獨立性。

A. THE BOARD (Continued)

A. 董事會(續)

A.3 CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The roles and duties of the Chairman and the Chief Executive Officer are carried out by different individuals.

The former Chairman, Mr. Li Mingshan, resigned as the Chairman and a NED of the Company effective from 1 March 2019. The former Chairman had provided leadership for the Board and ensures its effectiveness in all aspects during his tenure of office. With the support of the senior management, the former Chairman had also been responsible for ensuring that the Directors received adequate, complete and reliable information in a timely manner and appropriate briefing on issues arising at the Board meetings.

The Chief Executive Officer is Mr. Phang Yew Kiat, who is in charge of the Company's day-to-day management and operations and focuses on implementing the objectives, policies and strategies approved and delegated by the Board.

A.3 主席及首席執行官

主席及首席執行官之職位及職務由不同人士擔任。

前任主席李明山先生已辭任本公司主席及非執行董事，於二零一九年三月一日生效。前任主席在任期內，領導董事會並確保其在所有方面均有效力。在高級管理層的支持下，前任主席亦已負責確保董事及時收取足夠、完整而可靠之資料及董事會會議上所提出事項之適當簡報。

首席執行官為彭耀傑先生，彼負責本公司的日常管理及經營，並專注實施董事會批准及委派之目標、政策及策略。

A.4 APPOINTMENT AND RE-ELECTION OF DIRECTORS

Each of the EDs is engaged on a service agreement with the Company for a term of three years. The Company has also issued a letter of appointment for a term of three years to each of the NEDs.

In accordance with article 84(2) of the Articles of Association, one-third of the Directors for the time being shall retire from office by rotation provided that every Director shall be subject to retirement at an AGM at least once every three years. All of the retiring Directors, being eligible, will offer themselves for re-election at the 2019 AGM. The Board may from time to time and at any time appoint any person to be a Director, either to fill a casual vacancy of the Board, or as an addition to the existing Board. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of the Shareholders after his/her appointment, and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following AGM and shall then be eligible for re-election.

A.4 委任及重選董事

各執行董事均與本公司訂有為期三年的服務協議。本公司亦向各非執行董事發出任期為三年的委任函。

根據章程細則第84(2)條之規定，現時三分之一的董事須輪值退任，惟每名董事須至少每三年於股東週年大會上輪值退任一次。所有退任董事將符合資格於二零一九年股東週年大會上膺選連任。董事會可不時及隨時委任任何人士為董事，以填補董事會之臨時空缺或作為現有董事會之新增成員。董事會委任以填補臨時空缺之任何董事將任職直至彼獲委任後之首次股東大會為止，並將於該大會上重選連任，而獲董事會委任作為現有董事會之新增成員之任何董事將僅任職至下屆股東週年大會，屆時將符合資格膺選連任。

A. THE BOARD (Continued)

A.4 APPOINTMENT AND RE-ELECTION OF DIRECTORS (Continued)

Pursuant to the aforesaid provisions of the Articles of Association, five Directors, namely Ms. Li Shuang, Mr. Phang Yew Kiat, Mr. Sheng Jia, Mr. Li Gang and Mr. Ge Ming, shall retire at the forthcoming 2019 AGM and, being eligible, will offer themselves for re-election thereat. A circular which contains detailed information of the retiring Directors pursuant to the GEM Listing Rules will be sent to the Shareholders in due course.

The procedures and process of appointment, re-election and removal of the Directors are laid down in the Articles of Association. The Company has established a Nomination Committee which is responsible for reviewing the Board composition, monitoring the appointment and succession planning of the Directors and assessing the independence of the INEDs. The criteria for selection of the Directors are mainly based on the professional qualification, experience and time commitment to the Company of the candidates. Details of the Nomination Committee and its work performed during the Year are set out in the section headed "Board Committees" below.

A.5 INDUCTION AND CONTINUOUS PROFESSIONAL DEVELOPMENT FOR DIRECTORS

All Directors received induction on the first occasion of his/her appointment, so as to ensure that he/she has appropriate understanding of the business and operations of the Group and that he/she is sufficiently aware of his/her responsibilities and obligations under the GEM Listing Rules and relevant regulatory requirements.

The existing Directors are continually updated with legal and regulatory developments, and the business and market changes to facilitate the discharge of their responsibilities.

A. 董事會(續)

A.4 委任及重選董事(續)

根據上述章程細則條文，李爽女士、彭耀傑先生、盛佳先生、李剛先生及葛明先生等五位董事須於二零一九年應屆股東週年大會上退任，並符合資格於大會上膺選連任。一份根據GEM上市規則載有將退任董事之詳盡資料之通函將適時寄發予股東。

委任、重選及罷免董事之手續及程序已列入章程細則。本公司已成立提名委員會，及提名委員會負責檢討董事會的組成、監控董事委任及繼任方案及評估獨立非執行董事之獨立性。董事甄選標準主要根據候選人之專業資格、經驗及對本公司付出之時間而定。提名委員會及其於本年度所進行工作之詳情載於下文「董事會轄下的委員會」一節。

A.5 董事入職培訓及持續專業發展

所有董事均於首次獲委任時獲得入職指導，以確保彼適當了解本集團的業務及營運，並且充分意識到彼於GEM上市規則項下的責任及義務及相關監管規定。

現任董事不斷掌握最新的法律及監管發展，以及了解最新的業務及市場變化，以便履行彼等的職責。

A. THE BOARD (Continued)

A.5 INDUCTION AND CONTINUOUS PROFESSIONAL DEVELOPMENT FOR DIRECTORS (Continued)

According to the records maintained by the Company, the Directors have participated in continuous professional development by attending the training provided by the Company and presented by the external professional and/or reading materials during the Year.

A. 董事會(續)

A.5 董事入職培訓及持續專業發展(續)

根據本公司所保存之記錄,董事於本年度通過出席由本公司提供並由外部專業人士主持的培訓及/或閱覽資料而參與持續專業發展。

		Reading Materials 閱覽資料	Attended training provided by the Company 參加公司提供的培訓
EDs	***執行董事***		
Mr. Phang Yew Kiat	彭耀傑先生		✓
Mr. Chng Swee Ho	莊瑞豪先生		✓
Mr. Sheng Jia	盛佳先生		✓
Mr. Yang Jianhui	楊建輝先生		✓
NEDs	***非執行董事***		
Mr. Li Mingshan (resigned on 1 March 2019)	李明山先生 *(於二零一九年三月一日辭任)*		✓
Mr. Li Gang	李剛先生		✓
Mr. Zhang Zhenxin	張振新先生		✓
Ms. Zhou Youmeng (resigned on 1 March 2019)	周友盟女士 *(於二零一九年三月一日辭任)*		✓
INEDs	***獨立非執行董事***		
Mr. Ge Ming	葛明先生		✓
Dr. Ou Minggang	歐明剛博士	✓	✓
Dr. Wang Songqi	王松奇博士		✓
Dr. Yin Zhongli	尹中立博士		✓

Note: The training record above was not applicable to Mr. Wong Sai Hung who resigned as a NED on 5 February 2018 and Ms. Li Shuang who was appointed as a NED on 1 March 2019.

附註: 以上培訓記錄不適用於黃世雄先生(已於二零一八年二月五日辭任非執行董事)及李爽女士(於二零一九年三月一日獲委任非執行董事)。

A. THE BOARD (Continued)

A. 董事會(續)

A.6 BOARD MEETINGS

A.6 董事會會議

A.6.1 Board Practices and Conduct of Meetings

Schedules for regular Board meetings are normally agreed with the Directors in advance in order to ensure their attendance. In addition, notice of at least 14 days is given for a regular Board meeting. For other Board meetings, reasonable notice is generally given.

Draft agenda of each of the Board meetings is usually sent to all Directors together with the notice in order to give them an opportunity to include any other matters in the agenda for discussion at the meeting.

Board papers together with all appropriate, complete and reliable information are sent to all Directors at least 3 days before each regular Board meeting to provide them with materials relating to the transactions to be discussed in the meeting in order to enable them to make informed decisions. The Board and each Director also have separate and independent access to the senior management whenever necessary.

During the Year, the former Chairman, the Chief Executive Officer and other relevant senior management have normally attended the regular Board meetings and, where necessary, other Board and Board committee meetings to advise on business developments, financial and accounting matters, statutory compliance, corporate governance and other major aspects of the Group.

The Compliance Department of the Company is responsible to keep the minutes of all Board and Board committee meetings. Draft minutes are normally circulated to the Directors for comments within a reasonable time after each meeting and the final version is open for the Directors' inspection.

A.6.1 董事會會議之常規及進程

為確保董事出席會議，常規董事會會議的時間表一般會事先與董事協定。此外，常規董事會會議最少有十四天的通知期。至於其他董事會會議，一般亦會發出合理通知。

各董事會會議的草擬議程一般會連同有關通告發送予所有董事，讓彼等有機會將任何其他事宜納入議程以於會議中討論。

每次舉行常規董事會會議，均於最少三天前向所有董事發送董事會文件連同所有適當、完整及可靠資料，向彼等提供關於將於會議上討論的事務的材料，以使董事可作出知情決定。董事會及每名董事於有需要時，亦有自行接觸高級管理層之獨立途徑。

於本年度，前任主席、首席執行官及其他相關高級管理層一般會出席常規董事會會議，並於有需要時出席其他董事會及董事委員會會議，就本集團的業務發展、財務及會計事宜、規例的遵守、企業管治及其他主要方面提供意見。

本公司之合規部門負責所有董事會及董事委員會會議的會議記錄。每次會議後一般會於合理時間內向董事發送會議記錄初稿以供董事評註，而最後定稿可供各董事查閱。

A. THE BOARD (Continued)

A. 董事會(續)

A.6 BOARD MEETINGS (Continued)

A.6 董事會會議(續)

A.6.1 Board Practices and Conduct of Meetings (Continued)

According to current Board practice, any material contract, transaction or arrangement which involves a conflict of interest for a substantial shareholder (as defined in the GEM Listing Rules) of the Company, a Director or the Chief Executive Officer, will be considered and dealt with by the Board at a duly convened Board meeting. The Articles of Association contain provisions requiring the Directors to abstain from voting and not to be counted in the quorum at meetings for approving contracts, transactions or arrangements in which such Directors or any of their associates (as defined in the GEM Listing Rules) have a material interest.

A.6.1 董事會會議之常規及進程(續)

根據現行董事會常規,涉及本公司主要股東(定義見GEM上市規則)、董事或首席執行官利益沖突之任何重大合約、交易或安排,將在正式召開的董事會會議上由董事會審議及處理。章程細則載有條文,規定如董事或彼等任何聯繫人(定義見GEM上市規則)在合約、交易或安排中有重大利益,則有關董事在批准有關合約、交易或安排的會議上須放棄投票,亦不得計入會議之法定人數。

A.6.2 Directors' Attendance Records

The Board meets regularly for reviewing and approving the financial and operating performance, and considering and approving the overall strategies and policies of the Company. Additional meetings are held when significant events or important issues are required to be discussed and resolved.

A.6.2 董事之出席記錄

董事會定期舉行會議,以審閱及批准財務及經營表現,及審議及批准本公司之整體策略及政策。當有重大事件或重要事項需要討論及議決,董事會會額外舉行會議。

A. THE BOARD (Continued)

A. 董事會(續)

A.6 BOARD MEETINGS (Continued)

A.6 董事會會議(續)

A.6.2 Directors' Attendance Records (Continued)

During the Year, the Board held four regular Board meetings at approximately quarterly intervals on 21 March 2018, 9 May 2018, 7 August 2018 and 6 November 2018 respectively, and the AGM on 8 May 2018. Two additional Board meetings were held and attended by certain EDs, NEDs and INEDs during the normal course of business throughout the Year. The attendance of each Director during the Year is as follows:

A.6.2 董事之出席記錄(續)

於本年度內,董事會分別於二零一八年三月二十一日、二零一八年五月九日、二零一八年八月七日及二零一八年十一月六日舉行四次常規董事會會議(大約每季度舉行一次),並於二零一八年五月八日舉行股東週年大會。於整個本年度內,若干執行董事、非執行董事及獨立非執行董事於日常業務中舉行及出席了兩次額外董事會會議。於本年度內,各董事之出席記錄如下:

		Number of regular Board meetings attended/ Eligible to attend 出席常規董事會會議／合資格出席常規董事會會議次數	2018 AGM attended/ Eligible to attend 出席二零一八年股東週年大會／合資格出席二零一八年股東週年大會次數
EDs	***執行董事***		
Mr. Phang Yew Kiat	彭耀傑先生	6/6	1/1
Mr. Chng Swee Ho	莊瑞豪先生	5/6	1/1
Mr. Sheng Jia	盛佳先生	6/6	1/1
Mr. Yang Jianhui	楊建輝先生	6/6	1/1
NEDs	***非執行董事***		
Mr. Li Mingshan *(resigned on 1 March 2019)*	李明山先生*(於二零一九年三月一日辭任)*	3/6	0/1
Mr. Li Gang	李剛先生	6/6	1/1
Mr. Zhang Zhenxin	張振新先生	5/6	0/1
Ms. Zhou Youmeng *(resigned on 1 March 2019)*	周友盟女士*(於二零一九年三月一日辭任)*	5/6	1/1
INEDs	***獨立非執行董事***		
Mr. Ge Ming	葛明先生	6/6	1/1
Dr. Ou Minggang	歐明剛博士	6/6	1/1
Dr. Wang Songqi	王松奇博士	6/6	0/0
Dr. Yin Zhongli	尹中立博士	6/6	1/1

Note: The attendance record above was not applicable to Mr. Wong Sai Hung who resigned as a NED on 5 February 2018 and Ms. Li Shuang who was appointed as a NED on 1 March 2019.

附註: 以上出席記錄不適用於黃世雄先生(已於二零一八年二月五日辭任非執行董事)及李爽女士(於二零一九年三月一日獲委任非執行董事)。

A. THE BOARD (Continued)

A. 董事會(續)

A.6 BOARD MEETINGS (Continued)

A.6 董事會會議(續)

A.6.2 Directors' Attendance Records (Continued)

All businesses transacted at the Board meetings were well-documented. Minutes of the Board meetings of the Directors are kept by the Company and are available to all Directors.

During the Year, the 2018 AGM was held on 8 May 2018. The attendance of each Director thereof is set out on page 58 of this annual report.

Pursuant to code provision A.6.7 of the CG Code, the independent non-executive directors and other non-executive directors should attend general meetings and develop a balanced understanding of the views of shareholders. Code provision E.1.2 of the CG Code requires the Chairman to attend the AGM. Due to other business commitments which must be attended by Mr. Li Mingshan who was the then Chairman and also a NED, he was not able to attend the 2018 AGM. Mr. Phang Yew Kiat, the Vice-Chairman, an executive Director and the Chief Executive Officer, acted as the chairman of the 2018 AGM to ensure an effective communication with the Shareholders. Mr. Li Mingshan had enquired about the questions raised and the opinions expressed by the Shareholders at the 2018 AGM.

A.6.2 董事之出席記錄(續)

於董事會會議處理的所有事項均妥為記錄。董事的董事會會議記錄由本公司保存,並可供全體董事查閱。

於本年度內,二零一八年股東週年大會於二零一八年五月八日舉行。各董事之出席記錄載於本年報第58頁。

根據企業管治守則之守則條文第A.6.7條,獨立非執行董事及其他非執行董事應出席股東大會,以對股東之意見有公正之了解。企業管治守則之守則條文第E.1.2條規定,主席須出席股東週年大會。由於李明山先生(時任主席兼非執行董事)必須參加其他商業事務,彼未能出席二零一八年股東週年大會。副主席、執行董事兼首席執行官彭耀傑先生擔任二零一八年股東週年大會主席,以確保與股東進行有效溝通。李明山先生已查詢股東於二零一八年股東週年大會上提出之問題及表達之意見。

A. THE BOARD (Continued)

A.7 REQUIRED STANDARD OF DEALINGS

The Company has adopted its securities dealing code (the "**Own Code**") regarding dealings in the Company's securities by the Directors, senior management and certain employees of the Group (who are likely to be in possession of unpublished inside information in relation to the Company or its securities) on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules (the "**Required Standard of Dealings**"). A specific enquiry has been made by the Company with each of those who were the Directors during the Year and all of them have confirmed that they had complied with the required standards set out in the Required Standard of Dealings and the Own Code throughout the Year.

No incident of non-compliance of the Required Standard of Dealings and the Own Code by the Directors, senior management and relevant employees was noted by the Company.

When the Company is aware of any restricted period for dealings in the Company's securities, the Company will notify the Directors, senior management and relevant employees in advance.

A. 董事會(續)

A.7 交易必守準則

本公司已就本集團董事、高級管理層及若干僱員(彼等極有可能掌握有關本公司或其證券的未公佈內幕消息)買賣本公司證券自行採納一套證券買賣行為守則(「**自訂守則**」),其條款並不比GEM上市規則第5.48條至第5.67條所載交易的規定準則(「**交易必守準則**」)寬鬆。本公司已向於本年度內之本公司全體董事作出具體查詢,而彼等均已確認於整個本年度內一直遵守交易必守準則及自訂守則所載規定準則。

本公司並無發現董事、高級管理層及有關僱員有任何不遵守交易必守準則及自訂守則之事件。

倘若本公司知悉任何有關買賣本公司證券的限制期,本公司將會事先通知其董事、高級管理層及有關僱員。

B. BOARD COMMITTEES

The Board has established four Board committees, namely the Executive Committee, the Audit Committee, the Nomination Committee and the Remuneration Committee, for overseeing particular aspects of the Company's affairs. The Audit Committee, the Nomination Committee, and the Remuneration Committee have been established with defined written terms of reference, which are published on the respective websites of the Company and the Stock Exchange, and are available to the Shareholders upon request. All the Board committees should report to the Board on their decisions or recommendations made.

The practices, procedures and arrangements in conducting meetings of the Board committees are in line with, so far as practicable, those of the Board meetings set out in sub-section A.6.1 above.

All Board committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances, at the Company's expenses.

B. 董事會轄下的委員會

董事會已成立四個董事會轄下的委員會，分別為執行委員會、審核委員會、提名委員會及薪酬委員會，藉以監督本公司事務之特定方面。審核委員會、提名委員會及薪酬委員會成立時均訂有明確的書面職權範圍，此等資料已刊發於本公司及聯交所各自之網站，並於股東要求時可供查閱。董事會轄下各委員會應向董事會匯報彼等所作決定或建議。

董事會轄下各委員會舉行會議的常規、程序及安排，在實際可行情況下均與上文第A.6.1分節所載有關董事會會議的常規、程序及安排貫徹一致。

董事會轄下各委員會均獲得充足資源以履行彼等的職責，並可於適當情況下在提出合理要求後徵詢獨立專業意見，費用由本公司承擔。

B.1 EXECUTIVE COMMITTEE

The Executive Committee comprises all the EDs including Mr. Phang Yew Kiat acting as the chairman. The Executive Committee operates as a general management committee under the direct authority of the Board to increase the efficiency for the business decision. It monitors the execution of the Company's strategic plans and operations of all business units of the Group and discusses and makes decisions on matters relating to the management and day-to-day operations of the Company.

B.1 執行委員會

執行委員會由全體執行董事組成，包括由彭耀傑先生擔任該委員會的主席。執行委員會為直屬於董事會之一般管理委員會，以提高業務決策效率。執行委員會監察本公司策略性計劃之執行及本集團全部業務單位之營運，並就有關本公司管理及日常運作之事宜作出討論及決策。

B. BOARD COMMITTEES (Continued)

B.2 AUDIT COMMITTEE

The Audit Committee currently comprises a total of four members, namely Mr. Ge Ming (chairman), Dr. Ou Minggang, Dr. Wang Songqi and Dr. Yin Zhongli. All of them are INEDs. The chairman of the Audit Committee also possesses the appropriate accounting and financial management expertise as required under Rule 5.28 of the GEM Listing Rules. None of the members of the Audit Committee is a former partner of the Company's existing external auditor.

The principal duties of the Audit Committee are to (i) review the financial statements and reports and consider any significant or unusual items raised by the Company's staff responsible for the accounting and financial reporting function, compliance officer or external auditor before submission to the Board; (ii) review the Company's relationship with the external auditor by reference to the work performed by the external auditor, their remuneration and terms of engagement, and make recommendation to the Board on the appointment, reappointment and removal of the external auditor; and (iii) review the adequacy and effectiveness of the Company's financial reporting, internal control and risk management systems and associated procedures.

During the Year, the Audit Committee met seven times. Two of the meetings were attended by the external auditor and the Audit Committee members under a private session without the EDs. Apart from the said meetings, matters requiring the Audit Committee's approval were arranged by means of circulation of written resolutions. During the Year, the Audit Committee performed the following major tasks:

- Review and discussion of the relevant draft quarterly, half-yearly and annual financial statements, results announcements and reports, the related accounting principles and practices adopted by the Group and the relevant audit findings;
- Review and discussion of the financial reporting, internal control and risk management systems of the Group;
- Review of the effectiveness of the internal audit function;

B. 董事會轄下的委員會(續)

B.2 審核委員會

審核委員會目前共包括四名成員，即葛明先生(主席)、歐明剛博士、王松奇博士及尹中立博士。彼等均為獨立非執行董事。審核委員會主席亦具備GEM上市規則第5.28條所規定之適當會計及財務管理專長。概無審核委員會成員為本公司現任外聘核數師的前合夥人。

審核委員會的主要職能為(i)審閱財務報表及報告，並於向董事會提呈前考慮本公司負責會計及財務報告職能的職員、合規主任或外聘核數師提出的任何重大或非尋常項目；(ii)參考外聘核數師執行的工作檢討本公司與外聘核數師的關係、彼等之薪酬及其委聘條款，並就委任、續聘及罷免外聘核數師向董事會提出建議；及(iii)檢討本公司的財務報告、內部監控及風險管理系統及相關制度的充足性和有效性及相關程序。

於本年度內，審核委員會曾舉行七次會議。其中兩次會議由外聘核數師及審核委員會成員出席且並無執行董事出席的情況下在私下進行。除上述會議外，需要審核委員會批准之事宜均透過書面決議案方式傳閱處理。於本年度內，審核委員會執行以下主要任務：

- 審閱及討論有關草擬季度、半年度及年度財務報表、業績公告及報告、本集團採納的相關會計原則及慣例及相關核數發現；
- 審閱及討論本集團的財務報告、內部監控及風險管理系統；
- 審閱內部審計職能之成效；

B. BOARD COMMITTEES (Continued)

B.2 AUDIT COMMITTEE (Continued)

- Discussion and recommendation of the re-appointment of the external auditor; and

- Review of the Company's continuing connected transaction for the Year pursuant to the GEM Listing Rules.

During the Year, the attendance of each member of the Audit Committee is as follows:

		Number of meetings attended/ Eligible to attend 出席會議／合資格出席會議次數
Mr. Ge Ming *(chairman)*	葛明先生*(主席)*	7/7
Dr. Ou Minggang	歐明剛博士	7/7
Dr. Wang Songqi	王松奇博士	7/7
Dr. Yin Zhongli	尹中立博士	7/7

There is no disagreement between the Board and the Audit Committee regarding the re-appointment of external auditor.

The terms of reference of the Audit Committee setting out its role and responsibilities are available on the respective websites of the Stock Exchange and the Company.

B.3 NOMINATION COMMITTEE

Pursuant to the CG Code, the Company has established the Nomination Committee which comprises a total of four members, namely Dr. Ou Minggang (chairman), Mr. Ge Ming, Dr. Wang Songqi and Dr. Yin Zhongli, all of whom being INEDs.

The principal duties of the Nomination Committee are to (i) review the Board composition; (ii) identify qualified individuals to become members of the Board; (iii) monitor the appointment and succession planning of the Directors; and (iv) assess the independence of the INEDs.

B. 董事會轄下的委員會(續)

B.2 審核委員會(續)

- 討論及建議續聘外聘核數師；及

- 根據GEM上市規則審閱本公司於本年度之持續關連交易。

於本年度內，審核委員會各成員之出席記錄如下：

董事會與審核委員會在續聘外聘核數師之事宜上並無意見分歧。

載列審核委員會職能及職責之職權範圍於聯交所及本公司各自之網站可供查閱。

B.3 提名委員會

本公司已根據企業管治守則成立共由四名成員，即歐明剛博士(主席)、葛明先生、王松奇博士及尹中立博士(均為獨立非執行董事)組成之提名委員會。

提名委員會的主要職責包括(i)檢討董事會的組成；(ii)物色可成為董事會成員的合資格人選；(iii)監控董事委任及繼任方案；及(iv)評估獨立非執行董事的獨立性。

B. BOARD COMMITTEES (Continued)

B.3 NOMINATION COMMITTEE (Continued)

During the Year, the Nomination Committee met once. During the Year, the Nomination Committee performed the following major tasks:

- Review and discussion of the existing structure, size and composition of the Board to ensure that it has a balance of expertise, skills and experience appropriate to the requirements for the business of the Group;
- Assessment of the independence of the existing INEDs; and
- Recommendation on the re-appointment of the retiring Directors at the 2018 AGM pursuant to the Articles of Association.

During the Year, the attendance of each member of the Nomination Committee is as follows:

B. 董事會轄下的委員會(續)

B.3 提名委員會(續)

於本年度內,提名委員會曾舉行一次會議。於本年度內,提名委員會已執行以下主要任務:

- 檢討及討論董事會的現存架構、人數及組成,以確保其根據本集團業務而具備適當所需專長、技巧及經驗;
- 評估現任獨立非執行董事的獨立性;及
- 根據章程細則於二零一八年股東週年大會上就續聘退任董事提出建議。

於本年度內,提名委員會各成員之出席記錄如下:

		Number of meeting attended/ Eligible to attend 出席會議／合資格出席會議次數
Dr. Ou Minggang *(chairman)*	歐明剛博士*(主席)*	1/1
Mr. Ge Ming	葛明先生	1/1
Dr. Wang Songqi	王松奇博士	1/1
Dr. Yin Zhongli	尹中立博士	1/1

The terms of reference of the Nomination Committee setting out its role and responsibilities are available on the respective websites of the Stock Exchange and the Company.

載列提名委員會職能及職責之職權範圍於聯交所及本公司各自之網站可供查閱。

B. BOARD COMMITTEES (Continued)

B. 董事會轄下的委員會(續)

B.4 REMUNERATION COMMITTEE

The Remuneration Committee comprises a total of four members, namely Dr. Yin Zhongli (chairman), Mr. Ge Ming, Dr. Ou Minggang and Dr. Wang Songqi. All of them are INEDs.

The principal duties of the Remuneration Committee are to (i) make recommendations to the Board on the Company's policy and structure for remuneration of all the Directors and senior management and the establishment of a formal and transparent procedure for developing a policy on such remuneration; (ii) make recommendations to the Board on the remuneration packages of the EDs and senior management; and (iii) review and approve performance-based remuneration proposals by reference to the corporate goals and objectives resolved by the Board from time to time.

Pursuant to code provision B.1.5 of the CG Code, the remuneration of the members of the senior management by band for the Year is set out below:

B.4 薪酬委員會

薪酬委員會共包括四名成員，即尹中立博士（主席）、葛明先生、歐明剛博士及王松奇博士。彼等均為獨立非執行董事。

薪酬委員會的主要職責包括(i)就本公司董事及高級管理層之薪酬政策及架構提出建議及就設立正式而具透明度的程序以制定有關薪酬政策向董事會提出建議；(ii)就執行董事及高級管理層的薪酬組合向董事會提出建議；及(iii)參考董事會不時議決的公司目的及目標檢討及批准以表現為本的薪酬建議。

根據企業管治守則的守則條文第B.1.5條，於本年度按薪酬組別劃分之高級管理層薪酬載列如下：

In the band of **組別介乎**		**Number of individuals** **人數**
Nil to HK$1,000,000	零至1,000,000港元	0
HK$1,000,001 to HK$2,000,000	1,000,001港元至2,000,000港元	1
HK$2,000,001 to HK$3,000,000	2,000,001港元至3,000,000港元	0
HK$3,000,001 to HK$4,000,000	3,000,001港元至4,000,000港元	1

Details of the remuneration of each Director for the Year are set out in note 14 to the consolidated financial statements contained in this annual report.

各董事於本年度之薪酬詳情載於本年報所載綜合財務報表附註14。

During the Year, the Remuneration Committee met once and performed the following major tasks:

- Review and making of recommendation on the payment of a year-end bonus and a special bonus to the Directors and senior management of the Group; and
- Review and making of recommendation on the current remuneration package of the Directors and senior management of the Group.

於本年度內，薪酬委員會曾舉行一次會議，並已執行以下主要任務：

- 就向本集團董事及高級管理層支付年終花紅及特別花紅作出檢討及提出建議；及
- 就本集團董事及高級管理層的現行薪酬組合作出檢討及提出建議。

B. BOARD COMMITTEES (Continued)

B.4 REMUNERATION COMMITTEE (Continued)

During the Year, the attendance of each member of the Remuneration Committee is as follows:

B. 董事會轄下的委員會(續)

B.4 薪酬委員會(續)

於本年度內,薪酬委員會各成員之出席記錄如下:

		Number of meeting attended/ Eligible to attend 出席會議／合資格出席會議次數
Dr. Yin Zhongli *(chairman)*	尹中立博士(*主席*)	1/1
Mr. Ge Ming	葛明先生	1/1
Dr. Ou Minggang	歐明剛博士	1/1
Dr. Wang Songqi	王松奇博士	1/1

The terms of reference of the Remuneration Committee setting out its role and responsibilities are available on the respective websites of the Stock Exchange and the Company.

載列薪酬委員會職能及職責之職權範圍於聯交所及本公司各自之網站可供查閱。

C. BOARD DIVERSITY POLICY

The Board has adopted a Board diversity policy on 13 March 2014, which sets out the approach to achieve diversity on the Board. The Company considers that diversity of Board members can be achieved through consideration of a number of aspects, including but not limited to gender, age, cultural and educational background, professional experience, skills and knowledge. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard to the benefits of diversity on the Board.

C. 董事會成員多元化政策

董事會已於二零一四年三月十三日採納董事會成員多元化政策,其中載有實現董事會成員多元化之方法。本公司認為可透過多方面考慮實現董事會成員多元化,包括但不限於性別、年齡、文化及教育背景、專業經驗、技能及知識。董事會所有委任將用人唯才,並在考慮候選人時以客觀標準充分顧及董事會成員多元化之裨益。

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

The Directors have acknowledged their responsibilities for preparing the consolidated financial statements of the Group for the Year.

The Board is responsible for presenting a balanced, clear and understandable assessment of quarterly, interim and annual reports, price-sensitive announcements and other disclosures required under the GEM Listing Rules and other regulatory requirements. The management has provided such explanation and information to the Board as necessary to enable the Board to make an informed assessment of the financial information and position of the Group, and put forward to the Board for approval.

The Directors were not aware of any material uncertainties relating to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. Please refer to note 1 to the consolidated financial statements.

D. 董事就財務報表作出財務申報之責任

董事已確認彼等對於編製本集團於本年度的綜合財務報表之責任。

董事會負責根據GEM上市規則及其他監管規定呈列對季度、中期及年報所作的平衡、清晰及易於理解之評估、有關價格敏感資料之公告及其他披露資料。管理層已向董事會提供所需的解釋及資料，以便董事會就本集團財務資料及狀況作出知情評估，並提呈董事會審批。

董事並不知悉任何有關可對本公司持續經營之能力構成重大疑問之事件或狀況之重大不明朗因素。請參閱綜合財務報表附註1。

E. RISK MANAGEMENT AND INTERNAL CONTROLS

The Board has conducted adequate risk management and internal control systems (including the internal audit function) of the Group to safeguard the interests of the Shareholders and the Group's assets and, with the support of the Audit Committee, has reviewed the adequacy and effectiveness of such system on an ongoing basis at least annually. The senior management has reviewed and evaluated the control process and monitors any risk factors on a regular basis and reports to the Board and the Audit Committee on any findings and measures to address the variances and identified risks.

E. 風險管理及內部監控

董事會已開展本集團充足之風險管理及內部監控系統（包括內部審計職能），以保障股東利益及本集團資產，並在審核委員會的支持下至少每年按持續基準檢討該系統之充足性及有效性。高級管理層已定期檢討及評估監控程序和監察任何風險因素，並向董事會及審核委員會匯報任何發現及以處理有關偏差及已識別之風險之措施。

E. RISK MANAGEMENT AND INTERNAL CONTROLS (Continued)

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

The objectives of the risk management and internal control systems include:

- to strengthen the Group's risk management and internal control in compliance with the GEM Listing Rules requirements;
- to establish and constantly improve the risk management and internal control systems;
- to implement a top-down and group-wide risk management system that covers every aspect of the business; and
- to keep baseline risks within the acceptable range.

The Group has complied with the code provisions C.2.4 in relation to the risk management and internal control set out in Appendix 15 to the GEM Listing Rules by having adopted a three-tier risk management approach to identify, assess, mitigate and handle risks. At the first line of defence, business units are responsible for identifying, assessing and monitoring risks associated with each business or deal. The management, as the second line of defence, defines rule sets and models, provides technical support, develops new systems and oversees portfolio management. It ensures that risks are within the acceptable range and that the first line of defence is effective. As the final line of defence, the Audit Committee, with the professional advices and opinions from the Group's internal audit function, ensures that the first and second lines of defence are effective through constant inspection and monitoring.

The Company has reviewed the need for an internal audit function during the Year and considered it appropriate to outsource the internal audit function. Accordingly, the Company has engaged an external independent professional company to perform internal audit services to the Group for the Year.

E. 風險管理及內部監控(續)

風險管理及內部監控系統乃旨在管理而非消除未能達成業務目標之風險，且僅可就重大錯誤陳述或損失提供合理而非絕對之保證。

風險管理及內部監控系統之目標包括：

- 根據GEM上市規則規定加強本集團之風險管理及內部監控；
- 建立及持續提升風險管理及內部監控系統；
- 實施由上而下並適用於全集團之風險管理系統，其涵蓋業務之各個方面；及
- 維持基線風險在可接受範圍內。

本集團已透過採納三級風險管理方法以識別、評估、降低及處理風險，遵守GEM上市規則附錄十五所載有關風險管理及內部監控之守則條文第C.2.4條。在第一道防線，業務單位負責識別、評估及監察與每項業務或交易有關之風險。作為第二道防線，管理層界定規則組合及模型、提供技術支持、制定新制度及監督組合管理並確保風險在可接受範圍內及第一道防線行之有效。作為最後一道防線，審核委員會在本集團內部審計職能之專業建議及意見下透過持續檢查及監控確保第一道防線及第二道防線行之有效。

於本年度內，本公司已檢討內部審計職能的需求，並認為將內部審計職能外包乃屬適當。因此，本公司已委聘外部獨立專業公司為本集團執行本年度內部審計服務。

E. RISK MANAGEMENT AND INTERNAL CONTROLS (Continued)

The aim of internal control is to reasonably guarantee the compliance of its operation and management with regulations and laws, assets security, and authenticity and integrity of financial report and related information, improve the efficiency and effectiveness of operating activities and promote the realization of development strategy of the Group.

During the Year, the Board has conducted a review of the effectiveness of the risk management and internal control systems (including the internal audit functions) of the Group to ensure that the systems in place are effective and adequate.

E. 風險管理及內部監控(續)

內部監控旨在合理保證公司經營管理合規合法、資產安全、財務報告及相關資料真實完整，提高經營活動之效率及成效，以及促進本集團實現發展策略。

於本年度內，董事會已檢討本集團風險管理及內部監控系統(包括內部審計職能)之成效，以確保該等系統屬有效及充足。

F. INDEPENDENT AUDITOR AND ITS REMUNERATION

The statement of the Independent Auditor about their reporting responsibilities and opinion for the Group's financial statements for the Year is set out in the section headed "Independent Auditor's Report" in this annual report.

The Directors acknowledge that they are responsible for overseeing the preparation of the financial statements which give a true and a fair view of the state and results of the Group.

The fees paid/payable to SHINEWING (HK) CPA Limited, the Independent Auditor, in respect of audit services and non-audit services for the Year are analyzed below:

F. 獨立核數師及其酬金

獨立核數師有關彼等申報責任之聲明及其對於本集團於本年度的財務報表所發表意見，載於本年報「獨立核數師報告」一節。

董事知悉彼等須負責監督財務報表之編製，令有關財務報表真實且公平地反映本集團的狀況及業績。

於本年度，就獨立核數師信永中和(香港)會計師事務所有限公司提供之審計服務及非審計服務而支付／應付的費用分析如下：

Type of services provided by the Independent Auditor 獨立核數師提供的服務種類		**Fees paid/payable 已付／應付費用 HK$ 港元**
Audit services	*審計服務*	3,200,000
Non-audit services	*非審計服務*	
– Professional services rendered in connection with the review of interim financial information	－就有關中期財務資料之檢討所提供之專業服務	600,000
– Others	－其他	350,000
TOTAL:	合計：	4,150,000

There have been no changes of the Independent Auditor in the preceding three years.

過往三年並無更換獨立核數師。

G. CORPORATE GOVERNANCE FUNCTIONS

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

(a) to develop and review the Company's policies and practices on corporate governance;

(b) to review and monitor the training and continuous professional development of the Directors and senior management of the Company;

(c) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;

(d) to develop, review and monitor the code of conduct applicable to employees and the Directors of the Company; and

(e) to review the Company's compliance with the CG Co's annual reports.

During the Year and up to the date of this annual report, the Board has reviewed and performed the said (a), (b), (c), (d) and (e) corporate governance functions.

G. 企業管治職能

董事會整體負責履行企業管治職能，其包括：

(a) 制定及檢討本公司有關企業管治之政策及常規；

(b) 檢討及監察本公司董事及高級管理層之培訓及持續專業發展；

(c) 檢討及監察有關本公司遵守法律及監管規定之政策及常規；

(d) 制定、檢討及監察適用於本公司僱員及董事之行為守則；及

(e) 檢討本公司遵守企業管治守則之年報。

於本年度內及截至本年報日期，董事會已檢討及履行上述第(a)、(b)、(c)、(d)及(e)項企業管治職能。

H. SHAREHOLDERS' RIGHTS

As one of the measures to safeguard Shareholders' interests and rights, separate resolutions are proposed at Shareholders' meetings on each substantial issue, including the election of individual Directors, for Shareholders' consideration and voting. Besides, various rights of Shareholders, including the right to propose resolutions, are contained in the Articles of Association.

H. 股東權利

作為其中一項保障股東利益及權利的措施，在股東大會上分別就每項重大議題（包括選舉個別董事）提呈決議案以供股東考慮及投票。此外，股東的各種權利（包括提呈決議案的權利）載於章程細則。

H. SHAREHOLDERS' RIGHTS (Continued)

A summary of certain rights of the Shareholders is disclosed below:

Procedures for convening EGMs and putting forward proposals at general meetings

Each general meeting other than an AGM shall be called an EGM. General meetings may be held in any part of the world as may be determined by the Board. According to article 58 of the Articles of Association, any one or more members 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 EGM to be called by the Board for the transaction of any business specified in such requisition; and such EGM 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 EGM, 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.

Any requisition to convene an EGM or proposal to be put forward at the general meeting can be addressed to the Company's principal place of business in Hong Kong for the attention of the Company Secretary. The requisitionists must state in their requisition their names and respective shareholding in the Company and the objects of the EGM to be convened, and such request must be signed by all the requisitionists. Upon receipt, the Company will verify the requisitionists' particulars and if the request is in order, the Company will convene the EGM in accordance with the Articles of Association.

Procedures for proposing a person for election as a Director

The procedures for proposing a person for election as a Director are posted under the Investor Relations section of the Company's website at www.csfgroup.com.

H. 股東權利(續)

股東之若干權利概要披露如下:

召開股東特別大會及於股東大會上提呈建議之程序

股東週年大會以外之各股東大會均稱為股東特別大會。股東大會可在董事會決定之世界任何地方舉行。根據章程細則第58條,任何一位或以上於遞呈要求日期持有不少於本公司繳足股本(附帶於本公司股東大會上投票之權利)十分之一之股東於所有時間均有權透過向董事會或公司秘書發出書面要求,要求董事會召開股東特別大會,以處理有關要求中指明之任何事項;且該股東特別大會應於遞呈該要求後兩(2)個月內舉行。倘遞呈後二十一(21)日內,董事會未有召開該股東特別大會,則遞呈要求人士可按同樣方式作出此舉,而遞呈要求人士因董事會未有召開大會而合理產生之所有開支應由本公司償付予要求人。

任何召開股東特別大會之要求或將於股東大會提呈之建議可送交本公司香港主要營業地點,並註明公司秘書收。遞呈要求人士必須於要求中提供其名稱及各自於本公司之持股以及指明將予召開之股東特別大會之目的,且此要求須經全體遞呈要求人士簽署。本公司收訖要求後將核實遞呈要求人士之資料,倘若要求符合程序,本公司將根據其章程細則召開股東特別大會。

提名一名人士選任董事之程序

提名一名人士選任董事之程序登載於本公司網站www.csfgroup.com投資者關係部分。

I. COMMUNICATIONS WITH SHAREHOLDERS

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

The Company maintains a website at "www.csfgroup.com" as a communication platform with the Shareholders and investors, where the Group's business developments and operations, financial information, corporate governance practices and other information are available for public access.

Shareholders should direct their enquiries about their shareholdings or their notification of change of correspondence address or their dividend/distribution instructions to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited and for other enquiries, Shareholders and investors may also write directly to the Company's principal place of business in Hong Kong at Rooms 3533-39, Level 35, Two Pacific Place, 88 Queensway, Hong Kong or via email to "ir@csfgroup.com". Enquiries are dealt with in an informative and timely manner.

The Board considers that general meetings of the Company provide an important channel for the Shareholders to exchange their views with the Board. The Chairman as well as the chairmen and/or other members of the Board committees will endeavor to be available at the meetings to answer any questions raised by the Shareholders.

The Company continues to enhance communication and relationship with its investors. Designated senior management officers maintain regular dialogues with institutional investors and analysts to keep them informed of the Group's developments.

I. 與股東之溝通

董事會相信，透明及適時地披露本集團資料將有助股東及投資者作出最佳投資決定，並可使彼等加深對本集團業務表現及策略的了解。此舉亦對發展及維繫與本公司的現有及潛在投資者之持續投資者關係至為重要。

本公司設有網站「www.csfgroup.com」作為與股東及投資者溝通之平台，可供公眾人士瀏覽有關本集團業務發展及營運、財務資料、企業管治常規及其他資料的資訊。

股東應向本公司之香港股份過戶登記分處卓佳證券登記有限公司查詢有關其持股或通知其通訊地址變動或作出其股息／分派指示之事宜，及就其他查詢而言，股東及投資者亦可直接致函本公司之香港主要營業地點（地址為香港金鐘道88號太古廣場二座35樓3533-39室）或透過電郵「ir@csfgroup.com」查詢。本公司會適時處理有關查詢及提供相關資訊。

董事會認為本公司股東大會為股東與董事會交換意見的重要渠道。主席及董事會轄下各委員會主席及／或其他成員將盡量出席會議，回答股東提出的任何問題。

本公司持續加強與投資者的溝通及關係。本公司指派高級管理層與機構投資者及分析師保持定期對話，讓彼等了解本集團的發展。

J. COMPANY SECRETARY

Mr. Kwok Siu Man ("**Mr. Kwok**") has been appointed as the Company Secretary since 7 July 2014. All Directors have access to the advice and services of the Company Secretary to ensure that Board procedures as well as all applicable law, rules and regulations are followed.

Mr. Kwok was nominated by Boardroom Corporate Services (HK) Limited ("**Boardroom**") to assume such office and Boardroom has been providing certain corporate secretarial services to the Company pursuant to an engagement letter entered into between the Company and Boardroom. The primary person at the Company with whom Mr. Kwok has been contacting in respect of company secretarial matters is Mr. Yu Wai Cheong, the Financial Controller of the Company.

Mr. Kwok had delivered and attended over 15 hours' relevant professional training during the Year pursuant to rule 5.15 of the GEM Listing Rules.

J. 公司秘書

郭兆文先生(「**郭先生**」)自二零一四年七月七日起獲委任為公司秘書。全體董事均可獲得公司秘書之意見及服務,以確保董事會程序以及所有適用法例、規則及法規已獲遵從。

郭先生已獲寶德隆企業服務(香港)有限公司(「**寶德隆**」)提名擔任有關職務,而寶德隆一直根據本公司與寶德隆訂立之委聘函,向本公司提供若干公司秘書服務。與郭先生就公司秘書事務保持聯絡之首要人士為本公司之集團財務總監余偉昌先生。

郭先生已根據GEM上市規則第5.15條於本年度履行及參加15個小時以上之相關專業培訓。

K. INSIDE INFORMATION

With respect to the procedures and internal controls for the handling and dissemination of price-sensitive information, the Company is aware of its obligations under Part XIVA of the SFO and the GEM Listing Rules and has established the inside information/price-sensitive information disclosure policy (the "**Disclosure Policy**") with close regard to the "Guidelines on Disclosure of Inside Information" issued by the Securities and Futures Commission of Hong Kong.

The Disclosure Policy includes, among other things:

(a) only designated persons are authorised to communicate the Company's corporate matters with investors, analysts, the media or other members of the investment community;

(b) Directors or senior management shall report to the Chief Executive Officer any potential/suspected inside information as soon as practicable for him to consult (if appropriate) the Board thereafter for determining the nature of developments, and if required, making appropriate disclosure;

K. 內幕消息

就處理及發佈股價敏感資料之程序及內部監控而言,本公司知悉其於證券及期貨條例第XIVA部及GEM上市規則項下之責任,並因應香港證券及期貨事務監察委員會頒佈之「內幕消息披露指引」而制訂內幕消息／股價敏感資料之披露政策(「**披露政策**」)。

披露政策包括(其中包括):

(a) 僅指定人士獲授權與投資者、分析師、媒體或投資者其他成員交流本公司之公司事宜;

(b) 董事或高級管理層須於實際可行情況下盡快向首席執行官匯報任何潛在／疑似內幕消息以供其隨後諮詢(如適用)董事會以釐定事態發展之性質,及如需要,作出適當披露;

K. INSIDE INFORMATION (Continued)

(c) disclosure of inside information must be made in a manner that can provide for equal, timely and effective access by the public to the disclosed inside information; and

(d) inside information must be kept strictly confidential until a public announcement is made and shall be disseminated in accordance with the requirements of the GEM Listing Rules before it is released via other channels.

K. 內幕消息(續)

(c) 披露內幕消息須以可為公眾人士提供平等、及時及有效地獲取所披露內幕消息的途徑之方式作出;及

(d) 內幕消息須嚴格保密,直至作為公告為止,並須於透過其他渠道刊發前根據GEM上市規則規定發佈。

L. CONSTITUTIONAL DOCUMENTS

During the Year, there was no change in the Company's constitutional documents.

L. 憲章文件

於本年度,本公司之憲章文件概無任何變動。

M. DIVIDEND POLICY

Shareholders will be entitled to receive dividends as declared by the Board, which will consider various factors, including the financial condition, capital requirements and earnings of the Group, in order to determine in their discretion the payment and amount of any such dividends.

Dividends may be paid only out of the Company's distributable profits as permitted under the relevant laws. To the extent that profits are distributed as dividends, such portion of profits will not be available to be reinvested in our operations. There can be no assurance that the Company will be able to declare or distribute any dividend in the amount set out in any plan of the Board or at all. The dividend distribution record in the past may not be used as a reference or basis to determine the level of dividends that may be declared or paid by the Company in the future. The Board will review the dividend policy from time to time and there can be no assurance that dividends will be paid in any particular amount for any given period.

M. 股息政策

股東有權收取董事會宣派的股息,董事會在酌情決定派付股息及有關金額時需考慮多項因素,包括經集團的財務狀況、資本需求及盈利。

根據有關法例及本公司細則的規定,股息僅可從可分派溢利派付。用作分派股息的溢利不可重新投資於我們的業務。本公司並不保證可按董事會的計劃所述數額宣派或分派股息,甚至根本不會宣派或分派股息。本公司過往的股息分派記錄未必會作為決定本公司日後宣派或派付股息多寡的參考或基準。董事會將不時檢討股息政策,但並不保證在任何特定期間內將以任何特定金額支付股息。

The Board is pleased to present its report and the audited consolidated financial statements of the Group for the Year.

董事會欣然呈列本集團本年度的年報及經審核綜合財務報表。

PRINCIPAL ACTIVITIES

The Company acts as an investment company. The principal activities of the Company's subsidiaries are the provision of traditional financing services and related financing consultancy services including entrusted loan service, real estate-backed loan service, pawn loan service, other loan service and mircofinance service, and internet financing services including third party payment service, online investment and technology-enabled lending services and related activities on loan portfolio management, as well as provision of social gaming, IT solution services and provision of blockchain service.

主要業務

本公司是一間投資公司。本公司附屬公司之主要業務為提供傳統融資服務及相關融資諮詢服務(包括委託貸款服務、房地產抵押貸款服務、典當貸款服務、其他貸款服務及小額融資服務)、以及互聯網融資服務(包括第三方支付服務)、在線投資及科技驅動貸款服務以及貸款組合管理之相關業務,以及提供社交遊戲、IT解決方案服務及提供區塊鏈服務。

RESULTS AND DIVIDENDS

The Group's results for the Year and the state of affairs of the Company and the Group at 31 December 2018 are set out in the consolidated financial statements on pages 232 to 481 of this annual report.

The Board has resolved not to recommend the payment of any final dividend for the Year (2017: Nil).

業績及股息

本集團於本年度的業績及本公司與本集團於二零一八年十二月三十一日的事務狀況載於本年報第232頁至第481頁的綜合財務報表。

董事會已議決不就本年度派發任何末期股息(二零一七年:無)。

DONATIONS

Charitable and other donations made by the Group during the Year amounted to RMB20.3 million (2017: RMB51,000).

捐款

本集團於本年度內作出之慈善及其他捐款額為人民幣20,300,000元(二零一七年:人民幣51,000元)。

BUSINESS REVIEW

A review of the business of the Group during the Year is provided in the Management Discussion and Analysis on pages 13 to 19 of this annual report, and a discussion on the Group's future business development is provided in the Management Discussion and Analysis on pages 26 to 28 of this annual report. Description of possible risks and uncertainties that the Group may be facing can be found in the note 5 to the consolidated financial statements. An analysis of the Group's performance during the Year using financial key performance indicators is provided in the Financial Highlights on page 10 of this annual report. Also, the Company's communications with its investors are contained in the Corporate Governance Report on page 72 of this annual report.

業務回顧

本集團於本年度內之業務回顧載於本年報第13至第19頁之管理層討論與分析，本集團日後業務發展之討論載於本年報第26至第28頁之管理層討論與分析。本集團可能面臨之潛在風險及不確定因素載述於本年報綜合財務報表附註5內。使用財務關鍵表現指標對本集團於本年度之表現所作分析乃於本年報第10頁的財務摘要提供。此外，本公司與其投資者之溝通載於本年報第72頁之企業管治報告。

Sustainability and Environmental Initiatives

The Group is committed to sustainable development of the environment and our society. We work to advance environmental and social progress and conduct business in a way that creates value for our clients and employees. The Group complies with all relevant environmental regulations and practice "Reduce, Reuse and Recycle" with the following initiatives:

- Promotes the knowledge of environmental protection to staff and advocates to sort their trash into separate bins.
- Saves power by implementing automatic lights off during nonbusiness hours.
- Adjusts the air conditioning and refrigeration system to low settings when necessary.

For further details, please refer to the Environmental, Social and Governance Report of this annual report.

可持續性及環保措施

本集團致力於環境及我們社會之可持續性發展。我們透過為我們客戶及僱員創造價值之方式，致力推進環保及社會進步。本集團遵守所有相關環保法規，踐行「減少、重複及循環利用」，並推行以下措施：

- 向員工普及環保知識，倡導將垃圾進行分類。
- 節能降耗，於非營業時間內實行自動熄燈。
- 如必需，將空調及製冷系統調至低檔。

有關進一步詳情，請參閱本年報之環境、社會及管治報告。

Relationships with Key Stakeholders

The Group recognizes that our employees, customers and business associates are keys to our sustainability journey. We strive to achieve corporate sustainability through engaging our employees, providing quality services for our customers, collaborating with business partners and supporting our community.

The Company places a significant emphasis on human capital. The Company provides a fair workplace and constant physical exercise training classes, and promotes non-discrimination and diversity to our staff, together with competitive remuneration and benefits, as well as a range of opportunities for career advancement based on employees' merits and performance. The Company provides periodical trainings for staff to keep them abreast of the latest developments in the market and industry, in the form of both internal trainings and trainings provided by experts from external organizations.

To enhance customers' satisfaction and promote a customer-oriented culture within the Group, we value the feedback from customers through setting enquiring email to guarantee accessible communication and satisfaction surveys. When dealing with a customer's complaint, we treat it as an opportunity to improve our relationship with the customer, addressing the concern in a timely manner.

As regards the communication with our business associates, we proactively collaborate with our contractors to deliver quality sustainable products and services, and make spot checks on goods and services during the contractual periods.

與主要持份者之關係

本集團認識到，我們的僱員、客戶及商業夥伴乃我們可持續性發展之關鍵。我們透過聘用僱員、向客戶提供優質服務、與商業夥伴合作及為社區提供支持，努力實現企業的可持續發展。

本公司尤其重視人力資本。本公司提供一個公平工作場所及不間斷健身培訓班以及促進我們員工的平等及多元化，並提供具競爭力之薪酬及福利，以及一系列基於僱員價值及表現之職業發展機會。本公司透過內部培訓及外部機構專家提供培訓兩種方式，為員工提供定期培訓，令彼等可掌握市場及行業之最新發展態勢。

為提升客戶滿意度及於本集團內促進客戶為本文化，我們重視客戶之意見反饋，透過設立詢問電郵，保證溝通及滿意度調查的順暢。於處理客戶投訴時，我們視其為改善我們與客戶關係之機會，及時表達我們對此問題之關注。

在與我們商業夥伴溝通方面，我們與訂約商積極合作，交付優質可持續之產品及服務，並於合約期內對產品及服務進行抽查。

PERMITTED INDEMNITIES

The Company has arranged for appropriate insurance cover for Directors' and officers' liabilities in respect of legal actions against its Directors and senior management arising out of corporate activities.

Pursuant to the Articles of Association, every Director shall be secured harmless out of assets and profits of the Company against all actions, costs, charges, losses, damages and expenses which he/she shall or may incur or sustain by or by reason of any act done, incurred in or omitted in or about the execution of his/her duties.

The relevant provision of the Articles of Association was in force during the Year and as of the date of this annual report.

允許彌償

本公司已就其董事及高級管理人員可能因企業活動面對之法律訴訟，為董事及行政人員之責任作適當之投保安排。

根據章程細則，每名董事就其因履行其職責或與此有關之任何已完成、未完成或疏忽行為而產生或可能產生之所有訴訟、費用、收費、損失、損害及開支，均可自本公司的資產及溢利獲得彌償，確保避免因此受損。

章程細則之有關條文於本年度內及截至本年報日期有效。

CLOSURE OF REGISTER OF MEMBERS

The 2019 AGM is scheduled for Tuesday, 7 May 2019. For determining the entitlement of the Shareholders to attend and vote at the 2019 AGM, the Register of Members will be closed from Thursday, 2 May 2019 to Tuesday, 7 May 2019, both days inclusive, during which period no transfer of the Shares will be effected. In order to qualify for attending and voting at the 2019 AGM, non-registered Shareholders must lodge all share transfer forms accompanied by the relevant share certificates with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 30 April 2019.

暫停辦理股份過户登記手續

二零一九年股東週年大會訂於二零一九年五月七日（星期二）舉行。為釐定股東出席二零一九年股東週年大會並於會上投票之權利，本公司將於二零一九年五月二日（星期四）至二零一九年五月七日（星期二）（包括首尾兩日）暫停辦理股份過戶登記手續，期間不會進行任何股份之過戶登記。為符合出席二零一九年股東週年大會並於會上投票的資格，未登記股東須將所有股份過戶表格連同有關股票於二零一九年四月三十日（星期二）下午四時三十分前送交本公司於香港的股份過戶登記分處卓佳證券登記有限公司，地址為香港皇后大道東183號合和中心22樓，以辦理過戶登記手續。

FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the past five years is set out in the financial summary on page 482 of this annual report. This summary does not form part of the audited consolidated financial statements.

財務概要

本集團在過去五個年度之業績及資產與負債概要載於本年報第482頁之財務概要。該概要並不構成經審核綜合財務報表的一部分。

SHARE CAPITAL

Details of movements in the Company's share capital during the Year are set out in note 42 to the consolidated financial statements.

股本

本公司股本於本年度內之變動詳情載於綜合財務報表附註42。

ISSUE OF EQUITY SECURITIES

On 31 January 2018, the Company allotted 28,768,000 ordinary shares to the subscribers as a result of the exercise of the conversion rights for the 7% convertible bonds in the principal amount of HK$1,000,000,000. 1,237,055,469 new shares might be issued pursuant to such convertible bonds as at 31 December 2018. For details, please refer to note 39(a) to the consolidated financial statements on page 424 of this annual report.

On 8 June 2018, the Company allotted 576,923,075 ordinary shares to the subscriber as a result of the exercise of the conversion rights for the 6% convertible bonds in the principal amount of HK$300,000,000. No remaining number of new shares was issued pursuant to such convertible bonds as at 31 December 2018. For details, please refer to note 39(d) to the consolidated financial statements on page 427 of this annual report.

Save for the above disclosures and the share option plan of the Company as set out in the section of "Share Option Scheme" in this Report of Directors and the convertible bonds disclosed in note 39 to the consolidated financial statements on pages 424 to 428, no equity-linked agreement that will or may result in the Company issuing shares or that require the Company to enter into any agreement that will or may result in the Company issuing shares was entered into by the Company during the Year, or subsisted at the end of the Year.

發行股本證券

於二零一八年一月三十一日，本公司因行使本金額為1,000,000,000港元的7%可換股債券的換股權而向認購人配發28,768,000股普通股。於二零一八年十二月三十一日，1,237,055,469股新股份可能根據該可換股債券發行。詳情請參閱本年報第424頁所載之綜合財務報表附註39(a)。

於二零一八年六月八日，本公司因行使本金額為300,000,000港元的6%可換股債券而向認購人配發576,923,075股普通股。於二零一八年十二月三十一日，再無根據該可換股債券發行的新股份。詳情請參閱本年報第427頁所載之綜合財務報表附註39(d)。

除上文所披露者及本董事會報告「購股權計劃」一節所載之本公司購股權計劃以及第424頁至第428頁綜合財務報表附註39披露之可換股債券之外，本公司於本年度概無訂立任何股票掛鈎協議或有關協議於本年度末存續，而將會或可能令致本公司發行股份，或致使本公司須訂立將會或可能令致本公司發行股份的任何協議。

PRE-EMPTIVE RIGHT

There are no provisions for pre-emptive rights under the Articles of Association, or the laws of the Cayman Islands, which would oblige the Company to offer new Shares on a pro rata basis to existing Shareholders.

優先購買權

章程細則或開曼群島法律並無有關本公司須按比例向現有股東提呈新股以供認購之優先購買權條文。

PLANT AND EQUIPMENT

Details of movements in the plant and equipment of the Group during the Year are set out in note 18 to the consolidated financial statements.

廠房及設備

本集團廠房及設備於本年度內之變動詳情載於綜合財務報表附註18。

INVESTMENT PROPERTY

The Group revalued its investment property at the year end date. Details of such revaluation are set out in note 19 to the consolidated financial statements.

投資物業

本集團於年結日重估其投資物業。有關重估詳情載於綜合財務報表附註19。

BANK LOANS AND OTHER BORROWINGS

Details of bank loans and other borrowings of the Group as at 31 December 2018 are set out in note 35 to the consolidated financial statements.

銀行貸款及其他借貸

本集團於二零一八年十二月三十一日之銀行貸款及其他借貸詳情載於綜合財務報表附註35。

RESERVES

Details of movements in the reserves of the Company and the Group during the Year are set out in note 51(b) to the consolidated financial statements and in the consolidated statement of changes in equity, respectively.

儲備

本公司及本集團於本年度內的儲備變動詳情分別載於綜合財務報表附註51(b)及綜合權益變動表。

DISTRIBUTABLE RESERVES

At 31 December 2018, the Company's reserves available for distribution to equity holders comprising share premium account less accumulated losses amounted to approximately RMB2,601.5 million (2017: RMB2,946.1 million).

可分派儲備

於二零一八年十二月三十一日，本公司可分派予權益持有人的儲備（包括股份溢價賬減累計虧損）約為人民幣2,601,500,000元（二零一七年：人民幣2,946,100,000元）。

MAJOR CUSTOMERS AND SUPPLIERS

In view of the nature of the business activities of the Group as a financial services provider, no major customers and suppliers has contributed significantly to the Group's total revenue and total purchases during the Year. During the Year, the Group's five largest suppliers combined contributed less than 30 per cent of the total value of purchases; and the Group's five largest customers combined contributed less than 30 per cent of its total revenue.

As far as the Directors are aware, neither the Directors nor their close associates (as defined in the GEM Listing Rules) nor any Shareholder (which to the knowledge of Directors own more than 5% of the Company's issued share capital) had any interest in the five largest customers or suppliers of the Group.

主要客户及供應商

基於本集團作為金融服務供應商之商業活動性質，本年度並無對本集團總收入及總採購貢獻重大之主要客戶及主要供應商。於本年度，本集團五名最大供應商合共佔採購總值少於30%；及本集團五名最大客戶合共佔其總收入同樣少於30%。

就董事所悉，董事或彼等之緊密聯繫人士（定義見GEM上市規則）或任何股東（就董事所知擁有本公司已發行股本超過5%者）概無於本集團五大客戶或供應商中擁有任何權益。

DIRECTORS

The Directors during the Year and up to the date of this annual report are named as follows:

Executive Directors
Mr. Phang Yew Kiat *(Vice-chairman and Chief Executive Officer)*
Mr. Chng Swee Ho
Mr. Sheng Jia
Mr. Yang Jianhui

Non-executive Directors
Mr. Li Mingshan *(Chairman) (resigned on 1 March 2019)*
Mr. Li Gang
Mr. Zhang Zhenxin
Ms. Zhou Youmeng *(resigned on 1 March 2019)*
Mr. Wong Sai Hung *(resigned on 5 February 2018)*
Ms. Li Shuang *(appointed on 1 March 2019)*

Independent Non-executive Directors
Mr. Ge Ming
Dr. Ou Minggang
Dr. Wang Songqi
Dr. Yin Zhongli

董事

於本年度及直至本年報日期之董事如下：

執行董事
彭耀傑先生*（副主席兼首席執行官）*
莊瑞豪先生
盛佳先生
楊建輝先生

非執行董事
李明山先生*（主席）（於二零一九年三月一日辭任）*
李剛先生
張振新先生
周友盟女士*（於二零一九年三月一日辭任）*
黃世雄先生*（於二零一八年二月五日辭任）*
李爽女士*（於二零一九年三月一日委任）*

獨立非執行董事
葛明先生
歐明剛博士
王松奇博士
尹中立博士

DIRECTORS (Continued)

In accordance with articles 84(1) and 84(2) of the Articles of Association, Ms. Li Shuang, Mr. Phang Yew Kiat, Mr. Sheng Jia, Mr. Li Gang and Mr. Ge Ming would retire by rotation and, being eligible, offer themselves for re-election at the 2019 AGM.

董事(續)

按照章程細則第84(1)及84(2)條之規定，李爽女士、彭耀傑先生、盛佳先生、李剛先生及葛明先生將於二零一九年股東週年大會上輪值退任，並符合資格且將願意膺選連任。

BOARD OF DIRECTORS AND SENIOR MANAGEMENT

The biographical information of the Directors and senior management of the Group are set out on pages 36 to 48 of this annual report.

董事會及高級管理層

本集團之董事及高級管理層的履歷資料載於本年報第36頁至第48頁。

DIRECTORS' SERVICE CONTRACTS

Each of the Executive Directors has entered into a service contract with the Company for an initial term of three years, which is renewable automatically for successive terms for one year unless and until (i) terminated by either party thereto giving not less than three months' prior written notice, with the last day of the notice falling on the last day of the initial term or any time thereafter; or (ii) the Executive Director not being re-elected as a Director or being removed by the Shareholders at a general meeting of the Company in accordance with the Articles of Association.

董事之服務合約

各執行董事已與本公司訂立服務合約，初步為期三年，屆滿時可自動續期一年，除非及直至(i)任何一方給予另一方不少於三個月的事先書面通知(最後通知日期為初步任期的最後一天或其後任何時候)予以終止；或(ii)執行董事不再當選董事或遭股東根據章程細則於本公司股東大會上罷免。

Each of the NEDs and INEDs has been appointed for a fixed term of three years and shall be subject to retirement, re-election and removal in accordance with the Articles of Association.

各非執行董事及獨立非執行董事的固定任期為三年，並須根據章程細則退任、重選及免職。

None of the Directors proposed for re-election at the 2019 AGM has a service contract which is not determinable by the Company within one year without payment of compensation (other than statutory compensation).

建議於二零一九年股東週年大會重選連任之各董事均無訂立本公司不可在一年內終止而毋須作出賠償(法定賠償除外)之服務合約。

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

Save as disclosed herein, during the Year, none of the Directors, or any entity connected with them, had a material interest, either directly or indirectly, in any transaction, arrangement or contract of significance subsisted at the end of the Year or at any time during the Year, to which the Company, any of its controlling shareholders, subsidiaries or fellow subsidiaries was a party.

董事於重大交易、安排或合約的權益

除本文所披露者外，於本年度內，概無董事或任何與彼等有關連的實體於本公司、其任何控股股東、附屬公司或同系附屬公司訂立而於本年度末或本年度內任何時間存續的任何重大交易、安排或合約中直接或間接擁有重大權益。

EMOLUMENT POLICY

The Remuneration Committee is set up for reviewing the Group's emolument policy and structure of remuneration of all the Directors and senior management of the Group, having regard to the Group's operating results, individual performance and comparable market practices.

酬金政策

本公司已成立薪酬委員會以就本集團經營業績、個別表現及可資比較市場慣例檢討本集團全體董事及高級管理人員的酬金政策及薪酬架構。

REMUNERATION OF DIRECTORS AND FIVE INDIVIDUALS WITH HIGHEST EMOLUMENTS

The Directors' fees are subject to Shareholders' approval at general meeting every year. Other emoluments are determined by the Board upon the recommendation of the remuneration committee of the Board by reference to the Directors' duties, responsibilities and performance and the results of the Group.

Details of the emoluments, pension and compensation arrangements of the Directors, the past Directors and five individuals with the highest emoluments are set out in notes 14 and 15 to the consolidated financial statements, respectively.

董事及五大高薪人士酬金

董事袍金須於每年之股東大會上取得股東批准。其他酬金乃經董事會薪酬委員會建議後，由董事會參照董事之職責、責任及表現及本集團業績而釐定。

董事、前任董事及五大高薪人士酬金、退休金及補償安排的詳情分別載於綜合財務報表附註14及15。

RETIREMENT BENEFITS SCHEMES

Particulars of the retirement benefits schemes of the Group are set out in note 44 to the consolidated financial statements.

退休福利計劃

本集團退休福利計劃之詳情載於綜合財務報表附註44。

COMPETING INTEREST AND CONFLICT OF INTEREST OF DIRECTORS AND CONTROLLING SHAREHOLDERS

For the Year, the Directors were not aware of any business or interest of the Directors, the controlling shareholders (as defined in the GEM Listing Rules) of the Company nor their respective close associates (as defined in the GEM Listing Rules) that competed or might compete, directly or indirectly, with the business of the Group and any other conflicts of interest which any such person or entity has or may have with the Group, save that Mr. Zhang, a NED and a substantial shareholder (as defined in the GEM Listing Rules) of the Company, has an interest in the continuing connected transactions of the Company under the GEM Listing Rules relating to a sub-tenancy as announced by the Company on 15 December 2017 and 16 November 2018 respectively. Mr. Zhang also has an indirect shareholding interest of 51.5% in NCF Wealth, details of which are set out in the Company's announcement dated 12 January 2015. The Board considers that Mr. Zhang's interest in NCF Wealth is not competing with the Group in any material respect because NCF Wealth and the Group have different business focuses. Whilst NCF Wealth focuses on the investor/lender end of a fintech system, the Group focuses on the borrower end of a fintech system. As a result, NCF Wealth and the Group target at different market segments and are not competing with each other in any material respect. None of the controlling shareholders of the Company or the Directors or their respective close associates has any interest in any business which competes or potentially competes, either directly or indirectly, with the business of the Group in any material respect.

董事及控股股東競爭權益及利益衝突

於本年度，董事概不知悉本公司董事、控股股東（定義見GEM上市規則）或彼等各自的緊密聯繫人士（定義見GEM上市規則）之任何業務或權益與或可能直接或間接與本集團業務構成競爭，及任何有關人士或實體與本集團擁有或可能擁有任何其他利益沖突，惟誠如本公司分別於二零一七年十二月十五日及二零一八年十一月十六日所公佈，本公司之非執行董事及主要股東（定義見GEM上市規則）張先生根據GEM上市規則於本公司有關分租之持續關連交易中擁有權益除外。張先生亦間接擁有NCF Wealth之51.5%權益，有關詳情載於本公司日期為二零一五年一月十二日之公告。董事會認為，由於NCF Wealth與本集團之業務重心不同，張先生於NCF Wealth之權益在任何重大方面概無與本集團存在競爭。NCF Wealth專注於金融科技系統之投資者／放款人終端，而本集團專注於金融科技系統之借款人終端。因此，NCF Wealth及本集團面向不同市場領域，彼此在任何重大方面並無存在競爭。概無本公司控股股東或董事或彼等各自的緊密聯繫人士在與本集團業務的任何重大方面直接或間接存在競爭或可能發生競爭的任何業務中擁有任何權益。

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

董事及主要行政人員於本公司及其相聯法團之股份、相關股份及債券之權益及淡倉

As at 31 December 2018, save as disclosed below, none of the Directors and chief executives of the Company had any interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by directors of listed issuers as referred to in Rule 5.46 of the GEM Listing Rules:

於二零一八年十二月三十一日，除下文所披露者外，董事及本公司主要行政人員概無於本公司及其相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份及債券中擁有任何根據證券及期貨條例第352條規定記錄在根據該條須予存置之登記冊，或根據GEM上市規則第5.46條所述上市發行人董事之規定交易準則已知會本公司及聯交所之權益及淡倉：

Interests in the Shares and the underlying Shares

於股份及相關股份之權益

Name of Directors/ Chief executive 董事／主要行政人員姓名	Capacity/Nature of interests 身份／權益性質	Number of Shares/ underlying Shares interested 擁有權益之股份／相關股份數目	Note 附註	Total interests 總權益	Approximate percentage of the Company's issued Shares* 佔本公司已發行股份之概約百分比*
Mr. Phang Yew Kiat 彭耀傑先生	Beneficial owner 實益擁有人	235,000,000	1	235,000,000	1.02%
Mr. Chng Swee Ho 莊瑞豪先生	Beneficial owner 實益擁有人	20,000,000		63,000,000	0.27%
	Beneficial owner 實益擁有人	43,000,000	1		
Mr. Sheng Jia 盛佳先生	Beneficial owner 實益擁有人	43,000,000	1	43,400,000	0.19%
	Family interest 家族權益	400,000	2		

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS (Continued)

董事及主要行政人員於本公司及其相聯法團之股份、相關股份及債券之權益及淡倉(續)

Interests in the Shares and the underlying Shares (Continued)

於股份及相關股份之權益(續)

Name of Directors/ Chief executive 董事／主要行政人員姓名	Capacity/Nature of interests 身份／權益性質	Number of Shares/ underlying Shares interested 擁有權益之股份／相關股份數目	Note 附註	Total interests 總權益	Approximate percentage of the Company's issued Shares* 佔本公司已發行股份之概約百分比*
Mr. Yang Jianhui 楊建輝先生	Beneficial owner 實益擁有人	1,000,000	3	1,000,000	0.00%
Mr. Li Gang 李剛先生	Beneficial owner 實益擁有人	30,000,000	1	30,000,000	0.13%
Mr. Zhang Zhenxin ("**Mr. Zhang**") 張振新先生(「**張先生**」)	Beneficial owner 實益擁有人	593,148,000		3,933,308,000	16.99%
	Interest in controlled corporations 於受控制法團之權益	3,250,160,000	4		
	Family interest 家族權益	90,000,000	5		
Ms. Zhou Youmeng (resigned on 1 March 2019) 周友盟女士 (於二零一九年三月一日辭任)	Beneficial owner 實益擁有人	10,000,000	6	10,220,000	0.04%
	Beneficial owner 實益擁有人	220,000			

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS (Continued)

董事及主要行政人員於本公司及其相聯法團之股份、相關股份及債券之權益及淡倉(續)

Interests in the Shares and the underlying Shares (Continued)

於股份及相關股份之權益(續)

Name of Directors/ Chief executive 董事／主要行政人員姓名	Capacity/Nature of interests 身份／權益性質	Number of Shares/ underlying Shares interested 擁有權益之股份／相關股份數目	Note 附註	Total interests 總權益	Approximate percentage of the Company's issued Shares* 佔本公司已發行股份之概約百分比*
Mr. Ge Ming 葛明先生	Beneficial owner 實益擁有人	19,400,000	7	19,400,000	0.08%
Dr. Ou Minggang 歐明剛博士	Beneficial owner 實益擁有人	14,400,000	8	14,400,000	0.06%
Dr. Wang Songqi 王松奇博士	Beneficial owner 實益擁有人	1,000,000	3	1,000,000	0.00%
Dr. Yin Zhongli 尹中立博士	Beneficial owner 實益擁有人	14,400,000	8	14,400,000	0.06%

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS (Continued)

董事及主要行政人員於本公司及其相聯法團之股份、相關股份及債券之權益及淡倉(續)

Interests in the Shares and the underlying Shares (Continued)

於股份及相關股份之權益(續)

Notes:

1. These interests represent the total underlying Shares comprised in the share options granted by the Company on 11 December 2014, 11 December 2015, 8 November 2016 and 23 March 2018.

2. These interests represent the Shares held by Ms. Hu Haichen, the wife of Mr. Sheng Jia. Therefore, Mr. Sheng Jia was deemed to be interested in these Shares under the SFO.

3. These interests represent the total underlying Shares comprised in the share options granted by the Company on 23 March 2018.

4. These Shares were held by Asia FinTech Company Limited ("**Asia FinTech**"), which was wholly-owned by Oceanic Plus Limited ("**Oceanic Plus**"), the entire issued share capital of which was owned by Mr. Zhang. Therefore, Mr. Zhang was deemed to be interested in these Shares under the SFO.

5. These Shares were held by Ms. Zhang Xiaomin ("**Ms. Zhang**") who is the wife of Mr. Zhang. Therefore, Mr. Zhang was deemed to be interested in these Shares under the SFO.

6. These interests represent the underlying Shares comprised in the share options granted by the Company on 8 November 2016 and 23 March 2018.

7. These interests represent the total underlying Shares comprised in the share options granted by the Company on 11 December 2014, 11 December 2015, 12 December 2016 and 23 March 2018.

8. These interests represent the total underlying Shares comprised in the share options granted by the Company on 11 December 2015, 12 December 2016 and 23 March 2018.

9. All interests stated above are long positions.

* *The percentage represents the total number of the Shares and the number of underlying Shares interested divided by the number of issued Shares as at 31 December 2018 (i.e. 23,141,315,580 Shares).*

附註:

1. 該等權益指於二零一四年十二月十一日、二零一五年十二月十一日、二零一六年十一月八日及二零一八年三月二十三日由本公司授出之購股權涉及之相關股份總數。

2. 該等權益指由胡海晨女士(盛佳先生的妻子)持有。因此,根據證券及期貨條例,盛佳先生被視為於該等股份中擁有權益。

3. 該等權益指於二零一八年三月二十三日由本公司授出之購股權涉及之相關股份總數。

4. 該等股份由Asia FinTech Company Limited(「**Asia FinTech**」)持有,Asia FinTech由海和有限公司(「**海和**」)全資擁有,而海和之全部已發行股本由張先生擁有。因此,根據證券及期貨條例,張先生被視為於該等股份中擁有權益。

5. 該等股份由張曉敏女士(「**張女士**」)(張先生之妻子)持有。因此,根據證券及期貨條例,張先生被視為於該等股份中擁有權益。

6. 該等權益指於二零一六年十一月八日及二零一八年三月二十三日由本公司授出之購股權涉及之相關股份。

7. 該等權益指於二零一四年十二月十一日、二零一五年十二月十一日、二零一六年十二月十二日及二零一八年三月二十三日由本公司授出之購股權涉及之相關股份總數。

8. 該等權益指於二零一五年十二月十一日、二零一六年十二月十二日及二零一八年三月二十三日由本公司授出之購股權涉及之相關股份總數。

9. 以上所述所有權益均為好倉。

* *該百分比乃所擁有權益之股份及相關股份數目總數除以於二零一八年十二月三十一日之已發行股份數目(即23,141,315,580股股份)。*

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS (Continued)

董事及主要行政人員於本公司及其相聯法團之股份、相關股份及債券之權益及淡倉(續)

Interests in the Shares and the underlying Shares (Continued)

於股份及相關股份之權益(續)

Details of the above share options granted by the Company are set out under the section headed "Share Option Scheme" below.

本公司所授出上述購股權之詳情載於下文「購股權計劃」一節。

As at 31 December 2018, the full exercise of all the outstanding convertible bonds issued by the Company would have led to the issue of 1,792,039,042 new Shares, which would have diluted the shareholding of the substantial shareholder of the Company (namely Mr. Zhang) from approximately 16.99% to approximately 15.78%.

於二零一八年十二月三十一日,悉數行使本公司發行之所有尚未行使可換股債券令致發行1,792,039,042股新股份,令本公司主要股東(即張先生)之股權由約16.99%攤薄至約15.78%。

As the conversion price of HK$0.6952 per Share of the outstanding convertible bonds issued by the Company is significantly higher than the current market price of the Shares, it would be more financially advantageous for the holder of the convertible bonds to have such bonds redeemed on their maturity dates. The Company will make use of its cash resources, collections from trade and loan receivables, and/or realising certain investments to meet the redemption obligations.

由於本公司已發行之尚未行使可換股債券之轉換價為每股0.6952港元,大幅高於股份之目前的市場價,故此,對可換股債券持有人而言,於到期日贖回有關債券在財務上更為有利。本公司將利用其現金資源、貿易和貸款應收款的收款,及/或出售某些投資以履行贖回義務。

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

主要股東及其他人士於股份及相關股份中的權益及淡倉

As at 31 December 2018, so far as is known to the Directors, save as disclosed below, there were no persons (other than a Director and the chief executive of the Company), having any interests or short positions in the Shares and underlying Shares as recorded in the register required to be kept by the Company under section 336 of the SFO:

於二零一八年十二月三十一日，據董事所知，除下文所披露者外，概無任何人士（董事及本公司主要行政人員除外）於股份及相關股份中擁有任何根據證券及期貨條例第336條記錄於本公司須予存置之登記冊的權益或淡倉：

Interests in the Shares – Long Position

於股份之權益－好倉

Name of substantial Shareholders 主要股東名稱／姓名	Capacity/Nature of interests 身份／權益性質	Number of Shares/ Underlying Shares interested 所擁有權益之股份／相關股份數目	Note 附註	Total interests 總權益	Approximate percentage of the Company's issued Shares* 佔本公司已發行股份之概約百分比*
Asia FinTech Asia FinTech	Beneficial owner 實益擁有人	3,250,160,000		3,250,160,000	14.04%
Oceanic Plus 海和	Interest in a controlled corporation 於受控制法團之權益	3,250,160,000	1	3,250,160,000	14.04%
Ms. Zhang 張女士	Beneficial owner 實益擁有人	90,000,000		3,933,308,000	16.99%
	Family interest 家族權益	3,843,308,000	1		
Jiefang Media (UK) Co. Limited ("**Jiefang Media**") 解放傳媒（英國）有限公司（「**解放傳媒**」）	Beneficial owner 實益擁有人	1,689,272,000		1,905,037,247	8.23%
	Beneficial owner 實益擁有人	215,765,247	2		
Shanghai Xinhua Distribution Group Co., Ltd. ("**Xinhua Distribution**") 上海新華發行集團有限公司（「**新華發行**」）	Interest in a controlled corporation 於受控制法團之權益	1,905,037,247	3	1,905,037,247	8.23%
Shanghai United Media Group ("**United Media**") 上海報業集團（「**上海報業**」）	Interest in controlled corporations 於受控制法團之權益	1,905,037,247	3	1,905,037,247	8.23%
Shanghai Greenland Group Company Limited ("**Greenland Group**") 上海綠地（集團）有限公司（「**綠地集團**」）	Interest in controlled corporations 於受控制法團之權益	1,905,037,247	3	1,905,037,247	8.23%

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

主要股東及其他人士於股份及相關股份中的權益及淡倉(續)

Interests in the Shares – Long Position (Continued)

於股份之權益－好倉(續)

Notes:

1. Out of the total 3,843,308,000 Shares, 3,250,160,000 Shares were held by Asia FinTech which was wholly-owned by Oceanic Plus, the entire issued share capital of which was owned by Mr. Zhang who is the husband of Ms. Zhang, and the remaining 593,148,000 Shares were held by Mr. Zhang. Therefore, Ms. Zhang was deemed to be interested in these Shares under the SFO.

2. These represented 215,765,247 underlying Shares in total to be issued to Jiefang Media upon its full conversion of the 7% convertible bonds due 2019 (the "**Convertible Bonds**") in the principal amount of HK$150,000,000 issued by the Company to Jiefang Media (subject to adjustments as set out in the conditions for issue of the Convertible Bonds).

3. These Shares were held by Jiefang Media. Jiefang Media was wholly-owned by Xinhua Distribution which was in turn owned by United Media and its associates as to approximately 50.8% and Greenland Group as to approximately 39%. Therefore, under the SFO, Xinhua Distribution was deemed to be interested in all the Shares held by Jiefang Media, and each of United Media and Greenland Group was deemed to be interested in all the Shares which Xinhua Distribution was deemed to be interested in.

* *The percentage represents the total number of the Shares interested divided by the number of issued Shares as at 31 December 2018 (i.e. 23,141,315,580 Shares).*

附註：

1. 於合共3,843,308,000股股份中，3,250,160,000股股份由Asia FinTech持有，Asia FinTech由海和全資擁有，而海和之全部已發行股本由張先生(張女士之丈夫)擁有，而餘下593,148,000股股份由張先生擁有。因此，根據證券及期貨條例，張女士被視為於該等股份中擁有權益。

2. 指於本公司發行予解放傳媒之本金額為150,000,000港元於二零一九年到期之7%可換股債券(「**可換股債券**」)獲悉數轉換時將予發行予解放傳媒之合共215,765,247股相關股份(根據發行可換股債券之條件所載可予調整)。

3. 該等股份由解放傳媒持有。解放傳媒由新華發行全資擁有，而新華發行則由上海報業及其聯繫人士擁有約50.8%權益及由綠地集團擁有約39%權益。因此，根據證券及期貨條例，新華發行被視為於解放傳媒持有的全部股份中擁有權益，而上海報業及綠地集團均被視為於新華發行被視為於其中擁有權益的全部股份中擁有權益。

* *該百分比乃所擁有權益之股份總數除以於二零一八年十二月三十一日之已發行股份數目(即23,141,315,580股股份)。*

SHARE OPTION SCHEME

The Company has adopted a share option scheme (the "**Share Option Scheme**") pursuant to the written resolution of the Shareholders on 4 November 2010 for the purpose of providing incentives or rewards to the eligible participants for their contribution to the Group and/or enabling the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group. Eligible participants of the Share Option Scheme include the Directors, INEDs, employees of the Group, customers of the Group and consultants, advisers, managers, officers or entities that provide research, development or other technological support to the Group. The Company amended and refreshed the scheme mandate limit under the Share Option Scheme by ordinary resolutions passed by the Shareholders at an extraordinary general meeting held on 26 January 2016.

The Company underwent a share subdivision of each issued and unissued ordinary share of HK$0.1 each in the share capital of the Company into five ordinary shares of HK$0.02 each (the "**Share Subdivision**").

Upon the Share Subdivision becoming effective on 19 September 2016, the exercise prices of the outstanding options granted under the Share Option Scheme were adjusted from HK$1.814 per share, HK$2.13 per share, HK$3.37 per share and HK$3.49 per share to HK$0.3628 per Share, HK$0.426 per Share, HK$0.674 per Share and HK$0.698 per Share, respectively and the numbers of Shares to be issued upon the exercise of the share options were adjusted from 182,125,000 shares, 30,629,000 shares, 91,920,000 shares and 137,600,000 shares to 910,625,000 Shares, 153,145,000 Shares, 459,600,000 Shares and 688,000,000 Shares, respectively. The above adjustments became effective on 19 September 2016.

Share options comprising a total of 85,700,000 underlying Shares were granted during the Year (2017: 7,250,000 Shares, if taking into consideration the effect of the Share Subdivision). Thus, there were 817,220,000 Shares available for issue under the Share Option Scheme, representing approximately 3.53% of issued Shares as at the date of this report (as at 31 December 2017: 871,355,000 Shares, representing approximately 3.87% of the Company's then issued Shares). Options comprising a total of 31,565,000 underlying Shares had lapsed, and options comprising a total of 122,847,500 underlying Shares had been exercised as at 31 December 2018.

購股權計劃

本公司已於二零一零年十一月四日根據股東之書面決議案採納一項購股權計劃(「**購股權計劃**」),以便對合資格參與者為本集團作出貢獻給予獎勵或獎賞及/或讓本集團得以招攬及挽留高質素僱員及吸引對本集團有價值的人力資源。購股權計劃之合資格參與者包括董事、獨立非執行董事、本集團僱員、本集團客戶、顧問、諮詢人、經理人員、高級職員或向本集團提供研發或其他技術支援的實體。本公司於二零一六年一月二十六日舉行之股東特別大會上由股東通過普通決議案以修訂及更新購股權計劃項下之計劃授權限額。

本公司將本公司股本中每股面值0.1港元之已發行及未發行普通股拆細為五股每股面值0.02港元之普通股股份(「**股份拆細**」)。

於股份拆細於二零一六年九月十九日生效後,根據購股權計劃授出之未行使購股權的行使價分別由每股1.814港元、每股2.13港元、每股3.37港元及每股3.49港元調整至每股股份0.3628港元、每股股份0.426港元、每股股份0.674港元及每股股份0.698港元,而該等購股權獲行使將予發行之股份數目分別由182,125,000股、30,629,000股、91,920,000股及137,600,000股調整至910,625,000股股份、153,145,000股股份、459,600,000股股份及688,000,000股股份。以上調整於二零一六年九月十九日生效。

於本年度內,涉及總共85,700,000股相關股份(二零一七年:7,250,000股股份(倘經計及股份拆細之影響))之購股權已獲授出,因此購股權計劃項下有817,220,000股股份可供發行,相當於本報告日期之已發行股份約3.53%(截至二零一七年十二月三十一日:871,355,000股股份,相當於本公司當時已發行股份之約3.87%)。於二零一八年十二月三十一日,涉及合共31,565,000股相關股份之購股權已失效,及涉及合共122,847,500股相關股份之購股權已獲行使。

SHARE OPTION SCHEME (Continued)

Details of movements of the share options granted under the Share Option Scheme for the Year were as follows:

購股權計劃(續)

根據購股權計劃所授出購股權於本年度內之變動詳情如下:

Category 類別	Date of grant 授出日期	Exercise period 行使期	Exercise price per Share 每股行使價 HK$ 港元	Weighted average closing price 加權平均收市價 HK$ 港元	Number of underlying Shares comprised in the share options 購股權涉及之相關股份數目					
					As at 1 January 2018 於二零一八年一月一日	Granted during the year 年內授出	Exercised during the year 年內行使	Cancelled during the year 年內註銷	Lapsed during the year 年內失效	As at 31 December 2018 於二零一八年十二月三十一日
Directors **董事**										
Mr. Phang Yew Kiat 彭耀傑先生	11 December 2014 二零一四年十二月十一日	11 December 2015 to 10 December 2024 二零一五年十二月十一日至二零二四年十二月十日	0.3628	–	50,000,000 (2)	–	–	–	–	50,000,000
	11 December 2015 二零一五年十二月十一日	11 December 2016 to 10 December 2025 二零一六年十二月十一日至二零二五年十二月十日	0.674	–	25,000,000 (4)	–	–	–	–	25,000,000
	8 November 2016 二零一六年十一月八日	8 November 2017 to 7 November 2026 二零一七年十一月八日至二零二六年十一月七日	0.98	–	100,000,000 (6)	–	–	–	–	100,000,000
	23 March 2018 二零一八年三月二十三日	23 March 2019 to 22 March 2028 二零一九年三月二十三日至二零二八年三月二十二日	0.934	–	–	60,000,000 (9)	–	–	–	60,000,000
Mr. Chng Swee Ho 莊瑞豪先生	11 December 2014 二零一四年十二月十一日	11 December 2015 to 10 December 2024 二零一五年十二月十一日至二零二四年十二月十日	0.3628	–	15,000,000 (2)	–	–	–	–	15,000,000
	11 December 2015 二零一五年十二月十一日	11 December 2016 to 10 December 2025 二零一六年十二月十一日至二零二五年十二月十日	0.674	–	15,000,000 (4)	–	–	–	–	15,000,000
	8 November 2016 二零一六年十一月八日	8 November 2017 to 7 November 2026 二零一七年十一月八日至二零二六年十一月七日	0.98	–	10,000,000 (6)	–	–	–	–	10,000,000
	23 March 2018 二零一八年三月二十三日	23 March 2019 to 22 March 2028 二零一九年三月二十三日至二零二八年三月二十二日	0.934	–	–	3,000,000 (9)	–	–	–	3,000,000

SHARE OPTION SCHEME (Continued)

購股權計劃（續）

Category 類別	Date of grant 授出日期	Exercise period 行使期	Exercise price per Share 每股行使價 HK$ 港元	Weighted average closing price 加權平均收市價 HK$ 港元	Number of underlying Shares comprised in the share options 購股權涉及之相關股份數目					
					As at 1 January 2018 於二零一八年一月一日	Granted during the year 年內授出	Exercised during the year 年內行使	Cancelled during the year 年內註銷	Lapsed during the year 年內失效	As at 31 December 2018 於二零一八年十二月三十一日
Mr. Sheng Jia 盛佳先生	11 December 2014 二零一四年十二月十一日	11 December 2015 to 10 December 2024 二零一五年十二月十一日至二零二四年十二月十日	0.3628	–	15,000,000 [2]	–	–	–	–	15,000,000
	11 December 2015 二零一五年十二月十一日	11 December 2016 to 10 December 2025 二零一六年十二月十一日至二零二五年十二月十日	0.674	–	15,000,000 [4]	–	–	–	–	15,000,000
	8 November 2016 二零一六年十一月八日	8 November 2017 to 7 November 2026 二零一七年十一月八日至二零二六年十一月七日	0.98	–	10,000,000 [6]	–	–	–	–	10,000,000
	23 March 2018 二零一八年三月二十三日	23 March 2019 to 22 March 2028 二零一九年三月二十三日至二零二八年三月二十二日	0.934	–	–	3,000,000 [9]	–	–	–	3,000,000
Mr. Yang Jianhui 楊建輝先生	23 March 2018 二零一八年三月二十三日	23 March 2019 to 22 March 2028 二零一九年三月二十三日至二零二八年三月二十二日	0.934	–	–	1,000,000 [9]	–	–	–	1,000,000
Mr. Li Gang 李剛先生	11 December 2014 二零一四年十二月十一日	11 December 2015 to 10 December 2024 二零一五年十二月十一日至二零二四年十二月十日	0.3628	–	10,000,000 [2]	–	–	–	–	10,000,000
	11 December 2015 二零一五年十二月十一日	11 December 2016 to 10 December 2025 二零一六年十二月十一日至二零二五年十二月十日	0.674	–	10,000,000 [4]	–	–	–	–	10,000,000
	8 November 2016 二零一六年十一月八日	8 November 2017 to 7 November 2026 二零一七年十一月八日至二零二六年十一月七日	0.98	–	8,000,000 [6]	–	–	–	–	8,000,000
	23 March 2018 二零一八年三月二十三日	23 March 2019 to 22 March 2028 二零一九年三月二十三日至二零二八年三月二十二日	0.934	–	–	2,000,000 [9]	–	–	–	2,000,000

SHARE OPTION SCHEME (Continued)

購股權計劃（續）

Category 類別	Date of grant 授出日期	Exercise period 行使期	Exercise price per Share 每股行使價 HK$ 港元	Weighted average closing price 加權平均收市價 HK$ 港元	Number of underlying Shares comprised in the share options 購股權涉及之相關股份數目					
					As at 1 January 2018 於二零一八年一月一日	Granted during the year 年內授出	Exercised during the year 年內行使	Cancelled during the year 年內註銷	Lapsed during the year 年內失效	As at 31 December 2018 於二零一八年十二月三十一日
Ms. Zhou Youmeng[Δ] 周友盟女士[Δ]	8 November 2016 二零一六年十一月八日	8 November 2017 to 7 November 2026 二零一七年十一月八日至二零二六年十一月七日	0.98	–	8,000,000 [6]	–	–	–	–	8,000,000
	23 March 2018 二零一八年三月二十三日	23 March 2019 to 22 March 2028 二零一九年三月二十三日至二零二八年三月二十二日	0.934	–	–	2,000,000 [9]	–	–	–	2,000,000
Mr. Ge Ming 葛明先生	11 December 2014 二零一四年十二月十一日	11 December 2015 to 10 December 2024 二零一五年十二月十一日至二零二四年十二月十日	0.3628	–	5,000,000 [2]	–	–	–	–	5,000,000
	11 December 2015 二零一五年十二月十一日	11 December 2016 to 10 December 2025 二零一六年十二月十一日至二零二五年十二月十日	0.674	–	7,400,000 [4]	–	–	–	–	7,400,000
	12 December 2016 二零一六年十二月十二日	12 December 2017 to 11 December 2026 二零一七年十二月十二日至二零二六年十二月十一日	0.786	–	6,000,000 [7]	–	–	–	–	6,000,000
	23 March 2018 二零一八年三月二十三日	23 March 2019 to 22 March 2028 二零一九年三月二十三日至二零二八年三月二十二日	0.934	–	–	1,000,000 [9]	–	–	–	1,000,000
Dr. Ou Minggang 歐明剛博士	11 December 2015 二零一五年十二月十一日	11 December 2016 to 10 December 2025 二零一六年十二月十一日至二零二五年十二月十日	0.674	–	7,400,000 [4]	–	–	–	–	7,400,000
	12 December 2016 二零一六年十二月十二日	12 December 2017 to 11 December 2026 二零一七年十二月十二日至二零二六年十二月十一日	0.786	–	6,000,000 [7]	–	–	–	–	6,000,000
	23 March 2018 二零一八年三月二十三日	23 March 2019 to 22 March 2028 二零一九年三月二十三日至二零二八年三月二十二日	0.934	–	–	1,000,000 [9]	–	–	–	1,000,000

SHARE OPTION SCHEME (Continued)

購股權計劃（續）

Category 類別	Date of grant 授出日期	Exercise period 行使期	Exercise price per Share 每股行使價 HK$ 港元	Weighted average closing price 加權平均收市價 HK$ 港元	Number of underlying Shares comprised in the share options 購股權涉及之相關股份數目 As at 1 January 2018 於二零一八年一月一日	Granted during the year 年內授出	Exercised during the year 年內行使	Cancelled during the year 年內註銷	Lapsed during the year 年內失效	As at 31 December 2018 於二零一八年十二月三十一日
Dr. Wang Songqi 王松奇博士	23 March 2018 二零一八年三月二十三日	23 March 2019 to 22 March 2028 二零一九年三月二十三日至二零二八年三月二十二日	0.934	–	–	1,000,000 (9)	–	–	–	1,000,000
Dr. Yin Zhongli 尹中立博士	11 December 2015 二零一五年十二月十一日	11 December 2016 to 10 December 2025 二零一六年十二月十一日至二零二五年十二月十日	0.674	–	7,400,000 (4)	–	–	–	–	7,400,000
	12 December 2016 二零一六年十二月十二日	12 December 2017 to 11 December 2026 二零一七年十二月十二日至二零二六年十二月十一日	0.786	–	6,000,000 (7)	–	–	–	–	6,000,000
	23 March 2018 二零一八年三月二十三日	23 March 2019 to 22 March 2028 二零一九年三月二十三日至二零二八年三月二十二日	0.934	–	–	1,000,000 (9)	–	–	–	1,000,000
					336,200,000	75,000,000	–	–	–	411,200,000
Former Directors **前董事**										
Mr. Wang Wei # 王巍先生#	11 December 2014 二零一四年十二月十一日	11 December 2015 to 10 December 2024 二零一五年十二月十一日至二零二四年十二月十日	0.3628	–	5,000,000 (2)	–	–	–	–	5,000,000
	11 December 2015 二零一五年十二月十一日	11 December 2016 to 10 December 2025 二零一六年十二月十一日至二零二五年十二月十日	0.674	–	7,400,000 (4)	–	–	–	–	7,400,000
	12 December 2016 二零一六年十二月十二日	12 December 2017 to 11 December 2026 二零一七年十二月十二日至二零二六年十二月十一日	0.786	–	6,000,000 (7)	–	–	–	–	6,000,000
Mr. Wong Sai Hung * 黃世雄先生*	11 December 2014 二零一四年十二月十一日	11 December 2015 to 10 December 2024 二零一五年十二月十一日至二零二四年十二月十日	0.3628	0.8400	10,000,000 (2)	–	(7,500,000)	–	–	2,500,000
	11 December 2015 二零一五年十二月十一日	11 December 2016 to 10 December 2025 二零一六年十二月十一日至二零二五年十二月十日	0.674	–	10,000,000 (4)	–	–	–	–	10,000,000
	8 November 2016 二零一六年十一月八日	8 November 2017 to 7 November 2026 二零一七年十一月八日至二零二六年十一月七日	0.98	–	8,000,000 (6)	–	–	–	–	8,000,000
					46,400,000	–	(7,500,000)	–	–	38,900,000

SHARE OPTION SCHEME (Continued)

購股權計劃(續)

Category 類別	Date of grant 授出日期	Exercise period 行使期	Exercise price per Share 每股行使價 HK$ 港元	Weighted average closing price 加權平均收市價 HK$ 港元	Number of underlying Shares comprised in the share options 購股權涉及之相關股份數目					
					As at 1 January 2018 於二零一八年一月一日	Granted during the year 年內授出	Exercised during the year 年內行使	Cancelled during the year 年內註銷	Lapsed during the year 年內失效	As at 31 December 2018 於二零一八年十二月三十一日
Employees (in aggregate) 僱員(合計)	11 December 2014 二零一四年十二月十一日	11 December 2015 to 10 December 2024 二零一五年十二月十一日至二零二四年十二月十日	0.3628	0.9884	96,830,000 [2]	–	(21,250,000)	–	(4,375,000)	71,205,000
	8 June 2015 二零一五年六月八日	8 June 2016 to 7 June 2025 二零一六年六月八日至二零二五年六月七日	0.426	0.8513	94,860,000 [3]	–	(10,792,500)	–	(7,000,000)	77,067,500
	11 December 2015 二零一五年十二月十一日	11 December 2016 to 10 December 2025 二零一六年十二月十一日至二零二五年十二月十日	0.674	0.9633	62,000,000 [4]	–	(9,000,000)	–	(7,500,000)	45,500,000
	5 July 2016 二零一六年七月五日	5 July 2017 to 4 July 2026 二零一七年七月五日至二零二六年七月四日	0.698	0.9673	88,600,500 [5]	–	(5,980,000)	–	(5,440,000)	77,180,500
	12 December 2016 二零一六年十二月十二日	12 December 2017 to 11 December 2026 二零一七年十二月十二日至二零二六年十二月十一日	0.786	1.0200	42,100,000 [7]	–	(1,200,000)	–	(6,500,000)	34,400,000
	31 March 2017 二零一七年三月三十一日	31 March 2018 to 30 March 2027 二零一八年三月三十一日至二零二七年三月三十日	1.05	–	6,000,000 [8]	–	–	–	(750,000)	5,250,000
	23 March 2018 二零一八年三月二十三日	23 March 2019 to 22 March 2028 二零一九年三月二十三日至二零二八年三月二十二日	0.934	–	–	10,700,000 [9]	–	–	–	10,700,000
					390,390,500	10,700,000	(48,222,500)	–	(31,565,000)	321,303,000

SHARE OPTION SCHEME (Continued)

購股權計劃(續)

Category 類別	Date of grant 授出日期	Exercise period 行使期	Exercise price per Share 每股行使價 HK$ 港元	Weighted average closing price 加權平均收市價 HK$ 港元	Number of underlying Shares comprised in the share options 購股權涉及之相關股份數目					
					As at 1 January 2018 於二零一八年一月一日	Granted during the year 年內授出	Exercised during the year 年內行使	Cancelled during the year 年內註銷	Lapsed during the year 年內失效	As at 31 December 2018 於二零一八年十二月三十一日
Consultants **顧問**	11 December 2014 二零一四年十二月十一日	11 December 2015 to 10 December 2024 二零一五年十二月十一日至二零二四年十二月十日	0.3628	1.0100	606,670,000 (2)	–	(20,925,000)	–	–	585,745,000
	11 December 2015 二零一五年十二月十一日	11 December 2016 to 10 December 2025 二零一六年十二月十一日至二零二五年十二月十日	0.674	0.9936	260,000,000 (4)	–	(2,200,000)	–	–	257,800,000
	5 July 2016 二零一六年七月五日	5 July 2017 to 4 July 2026 二零一七年七月五日至二零二六年七月四日	0.698	0.9966	386,000,000 (5)	–	(44,000,000)	–	–	342,000,000
	12 December 2016 二零一六年十二月十二日	12 December 2017 to 11 December 2026 二零一七年十二月十二日至二零二六年十二月十一日	0.786	–	200,000,000 (7)	–	–	–	–	200,000,000
					1,452,670,000	–	(67,125,000)	–	–	1,385,545,000
Total **總計**					2,225,660,500	85,700,000	(122,847,500)	–	(31,565,000)	2,156,948,000

* Mr. Wong Sai Hung resigned as a NED with effect from 5 February 2018.

\# Mr. Wang Wei resigned as an INED with effect from 1 April 2017.

△ Ms. Zhou Youmeng resigned as a NED with effect from 1 March 2019.

* 黃世雄先生已自二零一八年二月五日起辭任非執行董事。

\# 王巍先生已自二零一七年四月一日起辭任獨立非執行董事。

△ 周友盟女士已自二零一九年三月一日起辭任非執行董事。

SHARE OPTION SCHEME (Continued)

Notes:

(1) The vesting period of the share options is from the date of grant until the commencement of the exercise period.

(2) The share options are exercisable according to the following vesting schedule:

(i) one-fourth of the share options shall vest on 10 December 2015;

(ii) one-fourth of the share options shall vest on 10 December 2016;

(iii) one-fourth of the share options shall vest on 10 December 2017; and

(iv) one-fourth of the share options shall vest on 10 December 2018.

The closing price of the ordinary shares of HK$0.1 each immediately before the date on which the share options were granted was HK$1.79 per share (equivalent to HK$0.358 per Share).

(3) The share options are exercisable according to the following vesting schedule:

(i) one-fourth of the share options shall vest on 7 June 2016;

(ii) one-fourth of the share options shall vest on 7 June 2017;

(iii) one-fourth of the share options shall vest on 7 June 2018; and

(iv) one-fourth of the share options shall vest on 7 June 2019.

The closing price of the ordinary shares of HK$0.1 each immediately before the date on which the share options were granted was HK$2.13 per share (equivalent to HK$0.426 per Share).

購股權計劃(續)

附註:

(1) 購股權之歸屬期由授出日期起計直至行使期開始止。

(2) 該等購股權可根據下列歸屬時間表行使:

(i) 購股權之四分之一將於二零一五年十二月十日歸屬;

(ii) 購股權之四分之一將於二零一六年十二月十日歸屬;

(iii) 購股權之四分之一將於二零一七年十二月十日歸屬;及

(iv) 購股權之四分之一將於二零一八年十二月十日歸屬。

每股面值0.1港元之普通股於緊接購股權授出日期前之收市價為每股1.79港元(相等於每股股份0.358港元)。

(3) 該等購股權可根據下列歸屬時間表行使:

(i) 購股權之四分之一將於二零一六年六月七日歸屬;

(ii) 購股權之四分之一將於二零一七年六月七日歸屬;

(iii) 購股權之四分之一將於二零一八年六月七日歸屬;及

(iv) 購股權之四分之一將於二零一九年六月七日歸屬。

每股面值0.1港元之普通股於緊接購股權授出日期前之收市價為每股2.13港元(相等於每股股份0.426港元)。

SHARE OPTION SCHEME (Continued)

Notes: (Continued)

(4) The share options are exercisable according to the following vesting schedule:

(i) 40% of the share options shall vest on 10 December 2016;

(ii) 30% of the share options shall vest on 10 December 2017; and

(iii) 30% of the share options shall vest on 10 December 2018.

The closing price of the ordinary shares of HK$0.1 each immediately before the date on which the share options were granted was HK$3.43 per share (equivalent to HK$0.686 per Share).

(5) The share options are exercisable according to the following vesting schedule:

(i) 40% of the share options shall vest on 4 July 2017;

(ii) 30% of the share options shall vest on 4 July 2018; and

(iii) 30% of the share options shall vest on 4 July 2019.

The closing price of the ordinary shares of HK$0.1 each immediately before the date on which the share options were granted was HK$3.04 per share (equivalent to HK$0.61 per Share).

(6) The share options are exercisable according to the following vesting schedule:

(i) 40% of the share options shall vest on 7 November 2017;

(ii) 30% of the share options shall vest on 7 November 2018; and

(iii) 30% of the share options shall vest on 7 November 2019.

The closing price of the Shares immediately before the date on which the share options were granted was HK$0.97 per Share.

購股權計劃（續）

附註：（續）

(4) 該等購股權可根據下列歸屬時間表行使：

(i) 購股權之40%將於二零一六年十二月十日歸屬；

(ii) 購股權之30%將於二零一七年十二月十日歸屬；及

(iii) 購股權之30%將於二零一八年十二月十日歸屬。

每股面值0.1港元之普通股於緊接購股權獲授出日期前之收市價為每股3.43港元（相等於每股股份0.686港元）。

(5) 該等購股權可根據下列歸屬時間表行使：

(i) 購股權之40%將於二零一七年七月四日歸屬；

(ii) 購股權之30%將於二零一八年七月四日歸屬；及

(iii) 購股權之30%將於二零一九年七月四日歸屬。

每股面值0.1港元之普通股於緊接購股權獲授出日期前之收市價為每股3.04港元（相等於每股股份0.61港元）。

(6) 該等購股權可根據下列歸屬時間表行使：

(i) 購股權之40%將於二零一七年十一月七日歸屬；

(ii) 購股權之30%將於二零一八年十一月七日歸屬；及

(iii) 購股權之30%將於二零一九年十一月七日歸屬。

股份於緊接購股權獲授出日期前之收市價為每股0.97港元。

SHARE OPTION SCHEME (Continued)

Notes: (Continued)

(7) The share options are exercisable according to the following vesting schedule:

(i) 40% of the share options shall vest on 11 December 2017;

(ii) 30% of the share options shall vest on 11 December 2018; and

(iii) 30% of the share options shall vest on 11 December 2019.

The closing price of the Shares immediately before the date on which the share options were granted was HK$0.76 per Share.

(8) The share options are exercisable according to the following vesting schedule:

(i) 40% of the share options shall vest on 30 March 2018;

(ii) 30% of the share options shall vest on 30 March 2019; and

(iii) 30% of the share options shall vest on 30 March 2020.

The closing price of the Shares immediately before the date on which the share options were granted was HK$1.02 per Share.

(9) The share options are exercisable according to the following vesting schedule:

(i) 40% of the share options shall vest on 22 March 2019;

(ii) 30% of the share options shall vest on 22 March 2020; and

(iii) 30% of the share options shall vest on 22 March 2021.

The closing price of the Shares immediately before the date on which the share options were granted was HK$0.96 per Share.

購股權計劃（續）

附註：（續）

(7) 該等購股權可根據下列歸屬時間表行使：

(i) 購股權之40%將於二零一七年十二月十一日歸屬；

(ii) 購股權之30%將於二零一八年十二月十一日歸屬；及

(iii) 購股權之30%將於二零一九年十二月十一日歸屬。

股份於緊接購股權獲授出日期前之收市價為每股0.76港元。

(8) 該等購股權可根據下列歸屬時間表行使：

(i) 購股權之40%將於二零一八年三月三十日歸屬；

(ii) 購股權之30%將於二零一九年三月三十日歸屬；及

(iii) 購股權之30%將於二零二零年三月三十日歸屬。

股份於緊接購股權獲授出日期前之收市價為每股1.02港元。

(9) 該等購股權可根據下列歸屬時間表行使：

(i) 購股權之40%將於二零一九年三月二十二日歸屬；

(ii) 購股權之30%將於二零二零年三月二十二日歸屬；及

(iii) 購股權之30%將於二零二一年三月二十二日歸屬。

股份於緊接購股權授出日期前之收市價為每股0.96港元。

SHARE OPTION SCHEME (Continued)

Please refer to note 49 to the consolidated financial statements for details of the fair value of share options granted in 2018.

The fair value of share options granted to the Directors and employees were calculated using the Black-Scholes option pricing model. The inputs into the model were as follows:

購股權計劃(續)

有關於二零一八年獲授出購股權公平值之詳情，請參閱綜合財務報表附註49。

授予董事及僱員之購股權之公平值乃使用伯力克－舒爾茲期權定價模式計算。輸入該模式之數據如下：

		11 December 2014 二零一四年 十二月十一日	8 June 2015 二零一五年 六月八日	11 December 2015 二零一五年 十二月十一日	5 July 2016 二零一六年 七月五日	8 November 2016 二零一六年 十一月八日	12 December 2016 二零一六年 十二月十二日	31 March 2017 二零一七年 三月三十一日	23 March 2018 二零一八年 三月二十三日
Inputs into the model	**輸入該模式之數據**								
Exercise price#	行使價#	HK$0.3628港元	HK$0.426港元	HK$0.674港元	HK$0.698港元	HK$0.98港元	HK$0.786港元	HK$1.05港元	HK$0.934港元
Expected volatility	預期波幅	41.71%-42.35%	44.56%-49.47%	48.48%-50.96%	36.00%	38.6%-52.79%	44.32%-53.52%	40%	30%
Expected life	預期年期	2-5 years年	2-5 years年	2-4 years年	2.5-10 years年	10 years年	10 years年	10 years年	10 years年
Expected dividend yield	預期股息收益	0.676%	0.219%	0.287%	0.264%	0.164%	0.215%	0.12%	0.07%
Risk-free rate	無風險利率	0.43%-1.237%	0.48%-1.31%	0.404%-0.895%	0.42%-0.93%	1.12%	1.57%	1.59%	2.03%

restated as a result of the Share Subdivision effective on 19 September 2016.

因於二零一六年九月十九日生效之股份拆細而經重列。

The expected volatility of the share options granted under the Share Option Scheme was determined by using the historical volatility of the share price of comparable companies and the Company respectively. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioral considerations.

根據購股權計劃授出之購股權之預期波幅乃分別採用可資比較公司及本公司之股價之過往波幅而釐定。該模式所採用之預期年期已根據管理層之最佳估計就不可轉讓性、行使限制及行為因素之影響作出調整。

SHARE OPTION SCHEME (Continued)

When the share options are forfeited after the vesting period or are still not exercised at the expiry date, the amount previously recognised in the share-based payment reserve will be transferred to retained profits.

The fair values of share options granted to consultants were measured at the fair value of the services received. With regard to the subjectivity and uncertainty of the values of the share options, such values are subject to a number of assumptions and the limitation of the model.

The Group recognised total expenses of approximately RMB71,235,000 for the Year (2017: RMB160,684,000) in relation to share options granted by the Company.

Further particulars of the Share Option Scheme are set out in Note 49 to the consolidated financial statements.

restated as a result of share subdivision effective on 19 September 2016.

購股權計劃(續)

倘購股權於歸屬期內後被沒收,或於屆滿日期仍未獲行使,則先前於以股份支付儲備確認之金額將轉撥至保留溢利。

授予顧問之購股權之公平值乃按已收取服務之公平值計量。就購股權價值之主觀性及不確定性而言,有關價值須受若干假設及模型限制所影響。

本集團於本年度就本公司授出之購股權確認開支總額約人民幣71,235,000元(二零一七年:人民幣160,684,000元)。

購股權計劃之進一步詳情載於綜合財務報表附註49。

因於二零一六年九月十九日生效之股份拆細而經重列。

DIRECTORS' RIGHT TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed above, at no time during the Year did the Directors and the chief executive of the Company (including their respective spouses and children under 18 years of age) have any interest in, or were granted, any rights to subscribe for shares (or warrants or debentures, if applicable) of the Company and/or its associated corporations (within the meaning of the SFO). In addition, none of them exercised any such rights during the Year.

Save as disclosed above, at no time during the Year was the Company or any of its subsidiaries, associated companies, fellow subsidiaries or holding companies a party to any arrangements to enable the Directors or the chief executive of the Company to hold any interests or short positions in the shares or underlying shares in, or debentures of, the Company and/or its associated corporations (within the meaning of the SFO).

董事收購股份或債券之權利

除上文披露者外,於本年度內任何時間,本公司董事及主要行政人員(包括彼等各自之配偶及十八歲以下之子女)概無於可認購本公司及/或其相聯法團(定義見證券及期貨條例)股份(或認股權證或債券,倘適用)之任何權利中擁有任何權益,亦無獲授該等權利。此外,於本年度,彼等概無行使任何有關權利。

除上文所披露者外,於本年度內任何時間,本公司或其任何附屬公司、相聯法團、同系附屬公司或控股公司概無參與訂立任何安排,致使董事或本公司主要行政人員於本公司及/或其相聯法團(定義見證券及期貨條例)之股份或相關股份或債券中擁有任何權益或淡倉。

STRUCTURED CONTRACTS

1. Shanghai Yintong Dian Dang Company Limited* (上海銀通典當有限公司) ("Shanghai Yintong")

Shanghai Yintong recorded revenue and a net profit of RMB1,992,000 and RMB1,181,000, respectively, for the Year (for the year ended 31 December 2017: revenue and a net profit of RMB104,000 and RMB1,333,000, respectively). As at 31 December 2018, the total assets and net assets of Shanghai Yintong were RMB44,065,000 and RMB44,238,000, respectively (as at 31 December 2017: RMB42,849,000 and RMB43,057,000, respectively).

On 11 June 2003, Shanghai Yintong, a limited liability company established in the PRC, entered into the structured contracts (the "**Yintong Structured Contracts**") with Lucky Target Property Consultants (Shanghai) Company Limited (峻岭物業顧問(上海)有限公司) ("**Lucky Consultants**"), a limited liability company established in the PRC and an indirectly wholly-owned subsidiary of the Company and its equity holders, namely, Shanghai Jinhan Investment Development Limited (上海錦瀚投資發展有限公司) ("**Jinhan Investment**"), a limited liability company established in the PRC and Xinrong Asset Management Limited (新融資產管理有限公司) ("**Xinrong Asset**"), a limited liability company established in the PRC, pursuant to which all the business activities of Shanghai Yintong are managed by Lucky Consultants and all economic benefits and risks arising from the business of Shanghai Yintong are transferred to Lucky Consultants.

Shanghai Yintong is primarily engaged in pawn loan business.

架構合約

1. 上海銀通典當有限公司(「上海銀通」)

於本年度,上海銀通錄得收入及純利分別為人民幣1,992,000元及人民幣1,181,000元(截至二零一七年十二月三十一日止年度:收入及純利分別為人民幣104,000元及人民幣1,333,000元)。於二零一八年十二月三十一日,上海銀通之資產總值及資產淨值分別為人民幣44,065,000元及人民幣44,238,000元(於二零一七年十二月三十一日:分別為人民幣42,849,000元及人民幣43,057,000元)。

於二零零三年六月十一日,上海銀通,一間於中國成立之有限責任公司,與峻岭物業顧問(上海)有限公司(「**峻岭顧問**」,一間於中國成立之有限責任公司,並為本公司之間接全資附屬公司)及其股權持有人(即上海錦瀚投資發展有限公司(「**錦瀚投資**」,一間於中國成立之有限責任公司)及新融資產管理有限公司(「**新融資產**」,一間於中國成立之有限責任公司))訂立架構合約(「**銀通架構合約**」),據此,上海銀通的所有業務活動由峻岭顧問管理,而上海銀通業務產生的全部經濟利益及風險則轉讓予峻岭顧問。

上海銀通主要從事典當貸款業務。

* *For identification purpose only*

* *僅供識別*

STRUCTURED CONTRACTS (Continued)

1. Shanghai Yintong Dian Dang Company Limited* (上海銀通典當有限公司) ("Shanghai Yintong") (Continued)

Principal terms of the Yintong Structured Contracts

The following is a summary of the principal terms of the Yintong Structured Contracts:

(1) Management Agreement

On 25 February 2010, Jinhan Investment, Xinrong Asset, Shanghai Yintong and Lucky Consultants entered into a management agreement (the "Management Agreement"), pursuant to which Lucky Consultants agreed to manage and operate the business, including pawn loan and entrusted loans, of Shanghai Yintong. Under the Management Agreement, Lucky Consultants is responsible for the management and operation of Shanghai Yintong.

Under the Management Agreement, Lucky Consultants shall assume all economic benefits and risks arising from the business of Shanghai Yintong. The revenue of Shanghai Yintong, after deducting all relevant costs and expenses (including taxes) shall be paid to Lucky Consultants after the financial statements of Shanghai Yintong have been audited.

The term of the Management Agreement is 10 years commencing on 25 February 2010, and renewable at the request of Lucky Consultants.

架構合約(續)

1. 上海銀通典當有限公司(「上海銀通」)(續)

銀通架構合約的主要條款

銀通架構合約的主要條款概覽如下:

(1) 管理協議

於二零一零年二月二十五日,錦瀚投資、新融資產、上海銀通及峻岭顧問訂立管理協議(「管理協議」),據此,峻岭顧問同意管理及經營上海銀通的典當貸款及委托貸款業務。根據管理協議,峻岭顧問負責上海銀通的管理及營運。

根據管理協議,峻岭顧問將獲得上海銀通業務所產生的所有經濟收益並承擔所有風險。上海銀通的收入於扣除所有有關成本及開支(包括税項)後須於上海銀通的財務報表經審核後支付予峻岭顧問。

管理協議的年期為十年,自二零一零年二月二十五日開始,並可根據峻岭顧問的要求進行更新。

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* *僅供識別*

STRUCTURED CONTRACTS (Continued)

1. Shanghai Yintong Dian Dang Company Limited* （上海銀通典當有限公司） ("Shanghai Yintong") (Continued)

Principal terms of the Yintong Structured Contracts (Continued)

(2) Pledge Agreement

On 25 February 2010, Jinhan Investment, Xinrong Asset, Shanghai Yintong and Lucky Consultants entered into a pledge agreement (the "Pledge Agreement"), pursuant to which Jinhan Investment and Xinrong Asset granted to Lucky Consultants a continuing first priority security interest over their respective equity interests in the registered capital of Shanghai Yintong (the "Pledged Securities"). The Pledged Securities represent the entire equity interests in the registered capital of Shanghai Yintong, and the entering into of the Pledge Agreement secures due performance of the contractual obligations by Jinhan Investment, Xinrong Asset and Shanghai Yintong under the Yintong Structured Contracts.

The Pledge Agreement is for a term commencing on 25 February 2010 and ending on the date of termination of the Management Agreement.

架構合約（續）

1. 上海銀通典當有限公司（「上海銀通」）（續）

銀通架構合約的主要條款（續）

(2) 質押協議

於二零一零年二月二十五日，錦瀚投資、新融資產、上海銀通及峻岭顧問訂立質押協議（「質押協議」），據此，錦瀚投資及新融資產就彼等各自於上海銀通註冊資本的股本權益授予峻岭顧問一項持續最優先擔保權益（「質押擔保」）。質押擔保指於上海銀通註冊資本的全部股本權益，而訂立質押協議確保錦瀚投資、新融資產及上海銀通妥為履行於銀通架構合約項下的合約責任。

質押協議年期為自二零一零年二月二十五日起直至管理協議終止日期為止。

* *For identification purpose only*

* *僅供識別*

STRUCTURED CONTRACTS (Continued)

1. Shanghai Yintong Dian Dang Company Limited* (上海銀通典當有限公司) ("Shanghai Yintong") (Continued)

Reasons for use of the Yintong Structured Contracts

The pawn loan business currently engaged by Shanghai Yintong is regulated by, amongst others, the Measures for the Administration of Pawning (典當管理辦法) ("**Pawning Measures**"), which was jointly issued by the Ministry of Commerce of the PRC (中華人民共和國商務部) ("**MOFCOM**") and the Ministry of Public Security of the PRC (中華人民共和國公安部) on 9 February 2005 and came into effect on 1 April 2005. In accordance with the Pawning Measures, an application for the establishment of a new pawnshop must be submitted to local commerce authorities and thereafter must undergo examination and approval by provincial level commerce authorities and finally the MOFCOM before the MOFCOM can issue the requisite Pawn Operations Business Licence. Further, a transfer (or accumulated transfers) to a third party of more than 50% of the equity interests in a pawnshop must receive approval from the provincial level commerce authorities and thereafter must undergo examination and approval by the MOFCOM. However, as at 31 December 2017, except for those applicable to free trade area, no relevant rules and regulations had been announced by the PRC governmental authorities regulating this sector. Approval for investment in pawn business by foreign invested companies in the PRC falls under an administrative act, which means that if there are no established laws governing the investment by foreign invested companies in pawn business, no approval can be granted and no licence can be issued to a foreign invested company.

架構合約(續)

1. 上海銀通典當有限公司(「上海銀通」)(續)

使用銀通架構合約之理由

上海銀通目前從事的典當貸款業務受(其中包括)《典當管理辦法》((「**典當辦法**」),由中華人民共和國商務部(「**商務部**」)及中華人民共和國公安部於二零零五年二月九日聯合頒佈,並自二零零五年四月一日起生效)的規限。根據典當辦法,申請成立新典當行必須向地方商務部門遞交申請,並隨後通過省級商務部門及最後經商務部的審核及批准,然後商務部方會頒發典當經營許可證。此外,向第三方轉讓(或累計轉讓)典當行超過50%股本權益需獲省級商務部門批准,並隨後通過商務部的審核及批准。然而,於二零一七年十二月三十一日,監管此行業的中國政府機關概無頒佈相關法例及法規,惟適用於自由貿易區者除外。批准外商投資公司於中國投資典當業務屬於行政行為,故倘並無現成法律規管外商投資公司於典當業的投資,不得向外商投資公司授予許可或頒發執照。

* *For identification purpose only*

* *僅供識別*

STRUCTURED CONTRACTS (Continued)

1. Shanghai Yintong Dian Dang Company Limited* (上海銀通典當有限公司) ("Shanghai Yintong") (Continued)

Reasons for use of the Yintong Structured Contracts (Continued)

Given the above, the Pawning Measures relate only to domestic investment in the pawn industry, in practice means Pawn Operations Business Licences may not be issued to foreign invested enterprises. Any direct or indirect acquisition by Lucky Consultants of the equity interests or assets of Shanghai Yintong would, for the purpose of the Pawning Measures and based on the relevant foreign investment laws, constitute foreign investment in the pawn industry and would render Lucky Consultants or the acquiring entity ineligible to receive a Pawn Operations Business Licence.

Moreover, because Lucky Consultants was established as a wholly foreign owned enterprise prior to the promulgation of the Regulations of Mergers and Acquisitions of Domestic Enterprises by Foreign Investors (關於外國投資者併購境內企業的規定) adopted by MOFCOM and certain PRC governmental authorities on 8 August 2006 (the "**M&A Rules**"), the M&A Rules would not be applicable to any acquisition by Lucky Consultants of the equity or assets of a domestic enterprise, including Shanghai Yintong.

Accordingly, the Yintong Structured Contracts were entered into in order for the Group to manage and operate the business of Shanghai Yintong in the PRC, under which all the business activities of Shanghai Yintong are managed and operated by Lucky Consultants and all economic benefits and risks arising from the business of Shanghai Yintong are transferred to Lucky Consultants by means of management and operation fee payable by Shanghai Yintong to Lucky Consultants.

* *For identification purpose only*

架構合約(續)

1. 上海銀通典當有限公司(「上海銀通」)(續)

使用銀通架構合約之理由(續)

鑒於以上所述,典當辦法僅與典當業國內投資有關,實際上意味著外資投資企業可能不會獲發典當經營許可證。峻岭顧問直接或間接收購上海銀通的股本權益或資產,就典當辦法而言及基於相關外商投資法律,均構成外資進入典當業,並將致使峻岭顧問或被收購實體不合資格取得典當經營許可證。

此外,因峻岭顧問乃於頒佈關於外國投資者併購境內企業的規定(「**併購規定**」,由商務部及若干中國政府當局於二零零六年八月八日採納)之前成立的外商獨資企業,故併購規定不適用於峻岭顧問收購一間國內企業(包括上海銀通)的權益或資產。

因此,銀通架構合約乃為使本集團可管理及經營上海銀通於中國的業務而訂立,據此上海銀通的全部經營活動由峻岭顧問管理及經營,而上海銀通的業務所產生的經濟利益及風險以上海銀通向峻岭顧問支付管理及營運費方式轉移至峻岭顧問。

* *僅供識別*

STRUCTURED CONTRACTS (Continued)

1. Shanghai Yintong Dian Dang Company Limited* (上海銀通典當有限公司) ("Shanghai Yintong") (Continued)

The risks relating to the Yintong Structured Contracts

(1) The PRC Government may determine that the Yintong Structured Contracts are not in compliance with applicable PRC laws, rules, regulations or policies.

The pawn business currently engaged by Shanghai Yintong is regulated by amongst others, the Pawning Measures. According to the Pawning Measures, rules and regulations governing the investment by foreign invested companies in pawn business in the PRC shall be separately announced by MOFCOM and other relevant authorities.

As at 31 December 2017, no relevant rules and regulations have been announced by MOFCOM or the 上海市商務委員會 (Shanghai Municipal Commission of Commerce) ("**SMCC**"). According to the then 中華人民共和國行政許可法 (the Administrative Licensing Rules of the PRC), administrative licensing regimes may only be set up and implemented where there are established laws setting out relevant procedures, parameters, conditions and scope of administrative power. As the approval of investment in a pawn business by foreign invested companies in the PRC falls under an administrative act, no approval can be granted and no licence can be issued to a foreign invested company if there are no established laws governing the investment by foreign invested companies in a pawn business.

架構合約(續)

1. 上海銀通典當有限公司(「上海銀通」)(續)

與銀通架構合約有關之風險

(1) 中國政府可能斷定銀通架構合約不遵守適用中國法律、規則、法規或政策。

上海銀通目前從事的典當業務受(其中包括)典當辦法所監管。根據典當辦法,監管外商投資公司於中國投資典當業務的法律法規,須由商務部及其他有關當局另行頒佈。

截至二零一七年十二月三十一日,商務部或上海市商務委員會(「**上海市商務委員會**」)並無頒佈相關法律法規。根據當時之《中華人民共和國行政許可法》,行政許可制度僅於列明相關程序、界限、條件及行政權力範圍的既有法例存在時,方可制定及實行。由於批准外商投資公司於中國投資典當業務受行政法例所監管,故若無既有法例監管外商投資公司投資典當業務,則不得向外商投資公司授出批准及許可。

* *For identification purpose only*

* *僅供識別*

STRUCTURED CONTRACTS (Continued)

1. Shanghai Yintong Dian Dang Company Limited* (上海銀通典當有限公司) ("Shanghai Yintong") (Continued)

The risks relating to the Yintong Structured Contracts (Continued)

(1) The PRC Government may determine that the Yintong Structured Contracts are not in compliance with applicable PRC laws, rules, regulations or policies. (Continued)

The Group understands that the PRC governmental authorities may not as a matter of practice grant the Pawn Operations Business Licence to foreign invested companies and do not accept any application for investment in the pawn business by foreign invested companies in Shanghai.

In order for the Group to manage and operate the secured financing business of Shanghai Yintong in China, the Yintong Structured Contracts were entered into under which all the business activities of Shanghai Yintong are managed and operated by Lucky Consultants and all economic benefits and risks arising from the business of Shanghai Yintong are transferred to Lucky Consultants by means of management and operation fee payable by Shanghai Yintong to Lucky Consultants.

There are risks involved with the operation of the Group under the Yintong Structured Contracts. If the Structured Contracts are considered to be in breach of any existing or future PRC laws or regulations or governmental policy, the relevant regulatory authorities would have broad discretion in dealing with such breach, including:

- imposing economic penalties;
- discontinuing or restricting the operations of Shanghai Yintong;

架構合約(續)

1. 上海銀通典當有限公司(「上海銀通」)(續)

與銀通架構合約有關之風險(續)

(1) 中國政府可能斷定銀通架構合約不遵守適用中國法律、規則、法規或政策。(續)

本集團明白中國政府當局不會向外商投資公司發出典當經營許可證,且不接納有關外商投資公司於上海市投資典當業務的任何申請。

為了能於中國管理及經營上海銀通的有抵押融資業務,本集團已訂立銀通架構合約,據此,上海銀通的所有業務活動由峻岭顧問管理及經營,而因上海銀通業務所引致的全部經濟利益及風險以上海銀通向峻岭顧問支付管理及營運費方式轉移至峻岭顧問。

本集團根據銀通架構合約而進行的經營涉及若干風險。倘架構合約被認為違反任何現有或未來中國法律或法規或政府政策,有關監管當局將擁有酌情權處理該違規事宜,包括:

- 施加經濟處罰;
- 終止或限制上海銀通的經營;

* *For identification purpose only*

* *僅供識別*

STRUCTURED CONTRACTS (Continued)

1. Shanghai Yintong Dian Dang Company Limited* (上海銀通典當有限公司) ("Shanghai Yintong") (Continued)

The risks relating to the Yintong Structured Contracts (Continued)

(1) *The PRC Government may determine that the Yintong Structured Contracts are not in compliance with applicable PRC laws, rules, regulations or policies. (Continued)*

- imposing conditions or requirements in respect of the Yintong Structured Contracts with which the Group may not be able to comply;
- requiring the Group to restructure the relevant ownership structure or operations;
- taking other regulatory or enforcement actions that could adversely affect the business of the Group; and
- revoking the business licences and/or the licences or certificates of Shanghai Yintong and/or voiding the Yintong Structured Contracts.

Any of these actions could have a material adverse impact on the Group's business, financial condition and results of operations.

(2) *The Group depends upon the Yintong Structured Contracts in conducting its secured financing business in China and receiving payments through Shanghai Yintong, which may not be as effective as direct ownership.*

The Group conducts its secured financing business in China and generates the relevant revenues through the Yintong Structured Contracts. The Yintong Structured Contracts may not be as effective in providing the Group with control over Shanghai Yintong as direct ownership.

* *For identification purpose only*

架構合約(續)

1. 上海銀通典當有限公司(「上海銀通」)(續)

與銀通架構合約有關之風險(續)

(1) *中國政府可能斷定銀通架構合約不遵守適用中國法律、規則、法規或政策。(續)*

- 就銀通架構合約增設本集團未必能符合的條件或規定;
- 要求本集團就相關擁有權架構或經營進行重組;
- 採取其他監管或強制執行行動而可能對本集團的業務造成不利影響;及
- 吊銷上海銀通的營業執照及/或授權或證書及/或將銀通架構合約作廢。

任何上述行動均有可能對本集團的業務、財務狀況及經營業績造成重大不利影響。

(2) *本集團依賴銀通架構合約於中國從事有抵押融資業務,並透過上海銀通收取款項,這可能未必如直接擁有一樣有效。*

本集團於中國從事有抵押融資業務,並透過銀通架構合約賺取有關收益。銀通架構合約在賦予本集團對上海銀通的控制權上,未必如直接擁有一樣有效。

* *僅供識別*

STRUCTURED CONTRACTS (Continued)

1. Shanghai Yintong Dian Dang Company Limited* (上海銀通典當有限公司) ("Shanghai Yintong") (Continued)

The risks relating to the Yintong Structured Contracts (Continued)

(2) *The Group depends upon the Yintong Structured Contracts in conducting its secured financing business in China and receiving payments through Shanghai Yintong, which may not be as effective as direct ownership. (Continued)*

The Yintong Structured Contracts are governed by the PRC law and provide for the resolution of disputes through arbitration in accordance with the arbitration rules of China International Economic and Trade Arbitration Commission in force at that time (the "**CIETAC Arbitration Rules**") in China. Accordingly, the Yintong Structured Contracts would be interpreted in accordance with the PRC law and any disputes would be finally resolved by arbitration in accordance with the CIETAC Arbitration Rules. If Shanghai Yintong fails to perform its obligations under the Yintong Structured Contracts, the Group may have to rely on legal remedies under PRC law, including seeking specific performance or injunctive relief, and claiming damages. The legal environment in China is not as developed as in other jurisdictions. As a result, uncertainties in the PRC legal system could limit the ability of the Group to enforce the Yintong Structured Contracts.

架構合約(續)

1. 上海銀通典當有限公司(「上海銀通」)(續)

與銀通架構合約有關之風險(續)

(2) *本集團依賴銀通架構合約於中國從事有抵押融資業務,並透過上海銀通收取款項,這可能未必如直接擁有一樣有效。(續)*

銀通架構合約受中國法律規管,並透過於中國根據當時生效的中國國際經濟貿易仲裁委員會仲裁規則(「**中國經貿仲裁委仲裁規則**」)進行仲裁解決爭議。因此,銀通架構合約將按中國法律作出詮釋,而任何爭議將最終會根據中國經貿仲裁委仲裁規則之仲裁予以解決。倘若上海銀通未能根據銀通架構合約履行其責任,本集團或會依賴中國法律下的法律補救措施,包括尋求特定的履約或禁制寬免以及申索賠償。中國的法律環境並未如其他司法權區般成熟。因此,中國法律制度的不明朗因素或會限制本集團執行銀通架構合約的能力。

* *For identification purpose only*

* *僅供識別*

STRUCTURED CONTRACTS (Continued)

1. Shanghai Yintong Dian Dang Company Limited* (上海銀通典當有限公司) ("Shanghai Yintong") (Continued)

The risks relating to the Yintong Structured Contracts (Continued)

(3) Should the Group decide to exercise the option to purchase the equity interest in and/or the assets of Shanghai Yintong, the Group may need to pay a purchase price higher than that stipulated in the Yintong Structured Contracts.

Under the Management Agreement, Lucky Consultants or its nominee has the exclusive option, as and when permitted by PRC law, to acquire any or all of the equity interest of Shanghai Yintong from Jinhan Investment and Xinrong Asset. The price for the acquisition of the equity interest shall be the higher of the capital investment of the relevant equity holder and the book value of the equity interest, subject to the laws and regulations governing the management of state-owned assets.

As the equity interest in Shanghai Yintong held by Xinrong Asset is considered a state-owned asset, any transfer thereof must, in accordance with the State Owned Assets Law of the PRC (中華人民共和國企業國有資產法), be completed in a public market place by means of listing for sale. In the case there are competing bidders for the equity interest, Jinhan Investment may exercise its right of first refusal in accordance with the Company Law of the PRC (中華人民共和國公司法) to ensure that the equity interest is not sold to a third party, however any such exercise may result in a higher purchase price than would otherwise have to be paid by Lucky Consultants in order to acquire the equity interest in Shanghai Yintong directly from Xinrong Asset.

架構合約(續)

1. 上海銀通典當有限公司(「上海銀通」)(續)

與銀通架構合約有關之風險(續)

(3) 若本集團決定行使選擇權購入上海銀通的股本權益及／或資產，本集團可能要支付比銀通架構合約所述為高的購入價。

根據管理協議，峻岭顧問或其代名人擁有獨家選擇權，在中國法律許可之情況下，向錦瀚投資及新融資產收購上海銀通任何或全部股本權益。受監管國有資產管理的法律法規所規限，股本權益收購價格將為相關權益持有人的股本投資及股本權益賬面值兩者中的較高者。

由於新融資產所持有的上海銀通股本權益被視為屬國有資產，其任何轉讓必須根據《中華人民共和國企業國有資產法》，以掛牌銷售形式在公開市場上完成。倘有競價者參與股本權益競標，錦瀚投資可按照《中華人民共和國公司法》行使其優先購買權，確保股本權益不會售予第三方，惟行使時可能會導致購入價比峻岭顧問直接向新融資產購入上海銀通股本權益時應付的購入價高。

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* *僅供識別*

STRUCTURED CONTRACTS (Continued)

1. Shanghai Yintong Dian Dang Company Limited* (上海銀通典當有限公司) ("Shanghai Yintong") (Continued)

The risks relating to the Yintong Structured Contracts (Continued)

(4) The pricing arrangement under the Yintong Structured Contracts may be challenged by the PRC tax authorities.

The Group may face adverse tax consequences if the PRC tax authorities determine that the Yintong Structured Contracts were not entered into based on arm's length negotiations. If the PRC tax authorities determine that the Yintong Structured Contracts were not entered into on an arm's length basis, they may adjust the income and expenses of the Group for PRC tax purposes which could result in higher tax liability.

(5) The Group relies on the Pawn Operations Business Licence and 上海市特種行業許可證 (Shanghai City Special Industry Licence) held by Shanghai Yintong and any deterioration of the relationship between Shanghai Yintong and the Group could materially and adversely affect the overall business operation of the Group.

The Group operates its pawn loan business in China on the basis of the Pawn Operations Business Licence and 上海市特種行業許可證 (Shanghai City Special Industry Licence) as well as other requisite licences held by Shanghai Yintong. If Shanghai Yintong is not able to renew its licences or certificates when their terms expire with substantially similar terms as the ones they currently hold, the Group's operations, reputation and business could be materially affected.

架構合約(續)

1. 上海銀通典當有限公司(「上海銀通」)(續)

與銀通架構合約有關之風險(續)

(4) 銀通架構合約項下的訂價安排或會受到中國稅務機關的質疑。

倘若中國稅務機關斷定銀通架構合約並非按公平原則磋商訂立,則本集團或會面臨不利的稅務後果。倘若中國稅務機關斷定銀通架構合約並非按公平原則訂立,則彼等將調整本集團就中國稅務目的而言的收入及開支,或會導致稅務負債增加。

(5) 本集團依賴由上海銀通所持有的典當經營許可證及上海市特種行業許可證,而上海銀通與本集團之間的任何關係惡化均可對本集團的整體業務營運產生重大不利影響。

本集團在中國經營的典當貸款業務依賴上海銀通持有的典當經營許可證及上海市特種行業許可證以及其他必需許可證。倘上海銀通未能於牌照或許可證到期時按與彼等現時持有的牌照或許可證大致類似的條款將之重續,本集團的經營、聲譽及業務可能受到重大影響。

STRUCTURED CONTRACTS (Continued)

1. Shanghai Yintong Dian Dang Company Limited* (上海銀通典當有限公司) ("Shanghai Yintong") (Continued)

The risks relating to the Yintong Structured Contracts (Continued)

(5) The Group relies on the Pawn Operations Business Licence and 上海市特種行業許可證 (Shanghai City Special Industry Licence) held by Shanghai Yintong and any deterioration of the relationship between Shanghai Yintong and the Group could materially and adversely affect the overall business operation of the Group. (Continued)

On 25 February 2010, Lucky Consultants, Shanghai Yintong, Jinhan Investment and Xinrong Asset, entered into the Yintong Structured Contracts, pursuant to which Lucky Consultants was granted the right to acquire the equity interests or assets of Shanghai Yintong. The Yintong Structured Contracts may not be effective in providing control over the application for and maintenance of the licences required for the Group's business operations. Shanghai Yintong could violate the Yintong Structured Contracts, go bankrupt, suffer from difficulties in its business or otherwise become unable to perform its obligations under the Yintong Structured Contracts and, as a result, the Group's operations, reputation and business could be materially affected.

Actions taken by the Group to mitigate the risks

The Group incorporated and adopted relevant requirements of industrial and regulatory policies to various management guidelines and procedural guidelines, and performed timely monitoring of new trends in the market and regulatory policies. All information collected was summarized and communicated to the relevant personnel forthwith. New trends and regulatory policies were collected and risks were controlled vigorously.

In addition, the applicable laws and regulations are timely reflected in the business activities and operations of our Group through the implementation of process management in various business areas.

架構合約(續)

1. 上海銀通典當有限公司(「上海銀通」)(續)

與銀通架構合約有關之風險(續)

(5) 本集團依賴由上海銀通所持有的典當經營許可證及上海市特種行業許可證,而上海銀通與本集團之間的任何關係惡化均可對本集團的整體業務營運產生重大不利影響。(續)

於二零一零年二月二十五日,峻岭顧問、上海銀通、錦瀚投資及新融資產訂立銀通架構合約,據此,峻岭顧問獲授予收購上海銀通股本權益或資產的權利。銀通架構合約在申請及維持本集團業務運作所需的許可證上未必能提供有效的控制權。上海銀通或會違反銀通架構合約、破產、在業務上遭遇困難或因其他原因而未能履行其根據銀通架構合約的責任,因此,本集團的營運、聲譽及業務或會受到重大影響。

本集團所採取減低有關風險之行動

本集團之各項管理指引及程序指引均納入並採納行業及監管政策之相關規定,本集團亦即時監察市場及監管政策新趨勢。所有已收集資料已作出概要整理,並立即與有關人員溝通。本集團已收集各項新趨勢及規管政策,並積極控管風險。

此外,本集團透過在各業務領域落實程序管理,於業務活動及經營即時反映適用法律及法規。

STRUCTURED CONTRACTS (Continued)

1. Shanghai Yintong Dian Dang Company Limited* （上海銀通典當有限公司） ("Shanghai Yintong") (Continued)

Actions taken by the Group to mitigate the risks (Continued)

To foster an enabling culture for risk management, the Group compiled and prepared training courses for risk management, helping with the dissemination of knowledge and keeping abreast of the market development. The Group seeks and will continue to seek legal or other specialist advice as appropriate in order to effectively monitor the legal and regulatory risks.

Material changes to and the unwinding of the Yintong Structured Contracts

There were no material changes to the Yintong Structured Contracts and/or the circumstances under which they were adopted, nor was there any unwinding of them or of a failure to do the same due to the restrictions that led to their adoption being removed.

For detailed information relating to the Yintong Structured Contracts, please refer to the prospectus of the Company dated 15 November 2010.

架構合約（續）

1. 上海銀通典當有限公司（「上海銀通」）（續）

本集團所採取減低有關風險之行動（續）

為加強推動風險管理，本集團已就風險管理匯集並編製培訓課程，旨在傳遞相關知識及掌握市場發展。本集團適時尋求並將持續尋求法律或其他專業人士意見，以有效監察法律及監管風險。

銀通架構合約之重大變動及解除

銀通架構合約及／或彼等採用之情況並無重大變動，該等架構合約亦無遭解除或因導致彼等採用之限制被剔除而未能解除該等架構合約。

有關銀通架構合約之詳細資料，請參閱本公司日期為二零一零年十一月十五日之招股章程。

STRUCTURED CONTRACTS (Continued)

2. UCF Pay

For the Year, UCF Pay recorded revenue and a net profit of RMB345,900,000 and RMB82,938,000, respectively (for the year ended 31 December 2017: RMB355,232,000 and RMB160,679,000, respectively). As at 31 December 2018, the total assets and net assets of UCF pay were RMB1,116,512,000 and RMB583,913,000 respectively (as at 31 December 2017: RMB1,069,001,000 and RMB500,975,000 respectively).

In October 2013, the Group entered into structured contracts (the "**UCF Pay Structured Contracts**") with 聯合創業集團有限公司 (United Venture Guarantee Group Co. Ltd.*), a company established in the PRC with limited liability and 98.17% indirectly owned by Mr. Zhang ("**UVG Group**"), and 國融聯合中小企業投資顧問(北京)有限公司 (Guorong United SME Investment Consultancy (Beijing) Co. Ltd.*), a company established in the PRC with limited liability and owned by an independent third party ("**Guorong Investment**"). The UCF Pay Structured Contracts relate to the effective control over and the rights to enjoy the economic benefits in and/or assets of UCF Pay.

UCF Pay is principally engaged in the provision of online third party payment services and prepaid card issuance business in the PRC and which has a third party payment licence issued by the People's Bank of China (the "**PBOC**"). Online payment profit is primarily obtained from transaction fee and interest income from reserve fund accounts.

The UCF Pay Structured Contracts include an exclusive management and operation contract, an exclusive call option contract, a shareholders' entrustment contract and an equity pledge contract, together with powers of attorney ancillary to such agreements (collectively, the "**Control Contracts**").

架構合約(續)

2. 先鋒支付

於本年度,先鋒支付錄得收入及溢利淨額分別為人民幣345,900,000元及人民幣82,938,000元(截至二零一七年十二月三十一日止年度:分別為人民幣355,232,000元及人民幣160,679,000元)。於二零一八年十二月三十一日,先鋒支付之資產總值及資產淨值分別為人民幣1,116,512,000元及人民幣583,913,000元(於二零一七年十二月三十一日:分別為人民幣1,069,001,000元及人民幣500,975,000元)。

於二零一三年十月,本集團分別與聯合創業集團有限公司(一間於中國成立之有限公司並由張先生間接擁有98.17%權益)(「**聯合創業集團**」)及國融聯合中小企業投資顧問(北京)有限公司(一間於中國成立之有限公司並由一名獨立第三方擁有)(「**國融投資**」)訂立架構合約(「**先鋒支付架構合約**」)。先鋒支付架構合約乃關乎對先鋒支付之實際控制權及享有其經濟利益及/或其資產之權利。

先鋒支付主要於中國從事提供網上第三方支付服務及預付卡發行業務並持有中國人民銀行(「**人民銀行**」)頒發之第三方支付牌照。網上支付利潤主要來自交易費及儲備資金賬的利息收入。

先鋒支付架構合約包括一份獨家管理及經營合約、一份獨家認購期權合約、一份股東委託合約及一份股權質押合約,連同該等協議附帶之委託書(統稱「**控制權合同**」)。

STRUCTURED CONTRACTS (Continued)

架構合約(續)

2. UCF Pay (Continued)

2. 先鋒支付(續)

Principal terms of the Control Contracts:

控制權合同的主要條款:

The following is a summary of the principal terms of the Control Contracts:

以下為控制權合同之主要條款概要:

(a) UCF Pay has agreed to (i) engage the Group to provide exclusive and comprehensive management and operation services to UCF Pay; and (ii) pay an annual management service fee to the Group equal to the revenue generated by UCF Pay after deducting all relevant costs and expenses (including taxes), losses and related reserve funds;

(a) 先鋒支付已同意(i)委聘本集團向先鋒支付提供獨家及綜合管理及運營服務;及(ii)支付一筆年度管理服務年費予本集團,金額等同於先鋒支付所產生的收益,已扣除所有相關成本及開支(包括稅費)、虧損及相關儲備;

(b) UVG Group and Guorong Investment (i) have granted the Group the exclusive right to acquire any or all the equity interests in UCF Pay at the lowest price as and when permitted under the relevant PRC laws and regulations on the condition that such acquisition shall be in compliance with relevant PRC laws and regulations; (ii) have pledged all their equity interests in UCF Pay to the Group for the purpose of securing the performance of their and UCF Pay's respective contractual obligations under the Control Contracts; and (iii) have entrusted the Group or its designated party to exercise all their respective rights as shareholders of UCF Pay, including but not limited to the rights to vote in a shareholders' meeting, sign shareholders' resolutions and file documents with the relevant registration authority and the rights to receive the remaining assets of UCF Pay upon the winding-up of UCF Pay. The Control Contracts shall be legally binding on the successors of UVG Group and Guorong Investment in the event of any change in their holding of the "equity interest of UCF Pay due to bankruptcy, winding-up, termination of operation or any other reason"; and

(b) 聯合創業集團及國融投資(i)已授出獨家權利予本集團,在相關中國法律法規允許的前提下,以相關中國法律法規允許的最低價格收購先鋒支付的任何或全部股權;(ii)已將所持有之先鋒支付全部股權質押予本集團,以擔保其及先鋒支付履行各自於控制權合同下的合同責任;及(iii)已委託本集團或其指定的人士行使彼等各自因作為先鋒支付股東的一切權利,包括但不限於有權於股東大會投票、簽署股東決議案及向相關註冊機關呈交文件,以及有權於先鋒支付清盤時,接收先鋒支付的餘下資產。倘由於「破產、清盤、終止營運或任何其他原因,導致聯合創業集團及國融投資持有之先鋒支付股權出現任何變動」,控制權合同將對其繼任人有法律約束力;及

STRUCTURED CONTRACTS (Continued)

架構合約(續)

2. UCF Pay (Continued)

2. 先鋒支付(續)

Principal terms of the Control Contracts: (Continued)

控制權合同的主要條款:(續)

(c) in case of a dispute in relation to the Control Contracts, the parties to the Control Contracts shall negotiate in good faith to resolve the dispute. If the dispute cannot be settled through negotiation within 45 days, any party may refer the dispute to the Dalian Arbitration Commission in the PRC for an arbitration award which shall be final and binding on the parties concerned. In addition, pursuant to the terms of the Control Contracts, the Dalian Arbitration Commission has the power to effect actions or arbitral awards on any shares, assets or business of UCF Pay, including the grant of compensation orders, restraining orders or winding up order. Such arbitration awards will be enforced by the People's Courts of the PRC with jurisdiction.

(c) 倘就控制權合同出現爭議,則控制權合同訂約各方應秉持真誠原則協商以解決爭議。倘無法於四十五日內透過協商解決爭議,任何訂約方可將爭議提交中國大連仲裁委員會進行仲裁,而有關仲裁裁決將是最終結果,對有關訂約方具有約束力。此外,根據控制權合同之條款,大連仲裁委員會有權對先鋒支付的任何股份、資產或業務作出行動或仲裁裁決,包括發出賠償令、限制令或清盤令。有關仲裁裁決將由具有司法管轄權之中國人民法院執行。

The Control Contracts are valid for a term of ten years commencing on 21 November 2013 and may be extended for such further ten-year period as may be requested by the Group. The Group is entitled to effect the early termination of the Control Contracts at its own discretion. Neither UCF Pay nor its shareholders may vary or terminate the Control Contracts.

控制權合同的有效期自二零一三年十一月二十一日起計為期十年,並可應本集團的要求另外續期十年。本集團有權酌情提早終止控制權合同。先鋒支付或其股東均不得修改或終止控制權合同。

STRUCTURED CONTRACTS (Continued)

架構合約(續)

2. UCF Pay (Continued)

2. 先鋒支付(續)

Reasons for use of the Control Contracts

使用控制權合同之理由

The payment service business engaged by UCF Pay is subject to regulations in accordance with, among others, the administrative measures relating to payment services by non-financial institutions (非金融機構支付服務管理辦法, the "**Payment Service Measures**"). The Payment Service Measures, which were issued by the PBOC on 19 May 2010 and came into effect on 1 September 2010, defined "payment services" as the provision by non-financial institutions of intermediary services for the transfer of funds between a transferor and transferee, including with respect to online payments, the issue and acceptance of prepaid cards, and point of sale (POS) systems. The Payment Service Measures stipulate that non-financial institutions must not engage in the provision of payment services without first obtaining approval and a payment services licence (支付業務許可證) from the PBOC. In accordance with Article 9 of the Payment Service Measures, regulations and rules addressing the scope of business and ownership restrictions for foreign investment in non-financial institutions engaged in payment services shall be separately stipulated by the PBOC and approved by the State Council of the PRC. However, as at 31 December 2017, no such regulations and rules had been stipulated by the PBOC, nor had the PBOC, as a matter of practice, granted any Payment Services Licence to any foreign invested enterprise engaged in the provision of online payment services.

先鋒支付從事的支付服務業務,受(其中包括)《非金融機構支付服務管理辦法》(「**支付服務辦法**」)等法規的規範。支付服務辦法由人民銀行於二零一零年五月十九日頒佈並於二零一零年九月一日實施,其界定「支付服務」為非金融機構在收付款人之間作為中介機構提供的資金轉移服務,包括網上支付、預付卡的發行與受理,及銷售點(POS)系統。支付服務辦法規定,非金融機構必須首先從人民銀行取得審批及《支付業務許可證》,方可提供支付服務。遵照支付服務辦法第九條,有關從事支付服務的外資非金融機構的業務範圍及擁有權限制等的法規和規則,應由人民銀行另行規定,並報中國國務院批准。然而,於二零一七年十二月三十一日,人民銀行並未制訂有關法規和規則,在實際執行上,人民銀行亦未曾發出任何《支付業務許可證》予任何從事網上支付服務的外資企業。

In circumstances where foreign invested enterprises are not granted approval and licences to engage in online payment services, the Group is not able to acquire the equity interests in UCF Pay. To enable the Group to engage in the online payment service business in the PRC, the Group entered into the Control Contracts with UCF Pay, UVG Group and Guorong Investment. The Control Contracts will enable the Group to manage and operate the business of UCF Pay, and exercise effective control over and, to the extent permitted by PRC laws and regulations, have the right to acquire the equity interest in UCF Pay.

倘若外資企業並未獲授予批准及許可證以從事網上支付服務,則本集團將未能取得先鋒支付的股權。為使本集團能在中國從事網上支付服務業務,本集團與先鋒支付、聯合集團及國融聯合訂立控制權合同。控制權合同將令本集團能夠管理及運營先鋒支付的業務,及對先鋒支付施加實質控制,並且(在中國法律法規准許範圍內)有權取得先鋒支付的股權。

STRUCTURED CONTRACTS (Continued)

架構合約(續)

2. UCF Pay (Continued)

Reasons for use of the Control Contracts (Continued)

As a result, the Control Contracts, taken as a whole, allow the Group to effectively control UCF Pay and therefore recognise and receive substantially all of the economic benefits of the business and operations of UCF Pay.

The risks relating to the Control Contracts

(1) *The PRC Government may determine that the Control Contracts are not in compliance with applicable PRC laws, rules, regulations or policies.*

If the Control Contracts are considered to be in breach of any existing or future PRC laws or regulations or governmental policy, the relevant regulatory authorities would have broad discretion in dealing with such breach, including:

- imposing economic penalties;
- discontinuing or restricting the operations of UCF Pay;
- imposing conditions or requirements in respect of the Control Contracts with which the Group may not be able to comply;
- requiring the Group to restructure the relevant ownership structure or operations;
- taking other regulatory or enforcement actions that could adversely affect the business of the Group; and
- revoking the business licences and/or the licences or certificates of UCF Pay and/or voiding the Control Contracts.

2. 先鋒支付(續)

使用控制權合同之理由(續)

因此,控制權合同在整體上使本集團實質控制先鋒支付,因而可確認及接收先鋒支付的業務及營運的絕大部分經濟利益。

有關控制權合同之風險

(1) *中國政府可能判定控制權合同不符合適用中國法律、規則、法規或政策。*

倘控制權合同被認為違反任何現有或未來中國法律或法規或政府政策,有關監管當局將擁有很大酌情權處理該等違規事宜,包括:

- 施加經濟處罰;
- 終止或限制先鋒支付之經營;
- 就控制權合同施加本集團未必能符合之條件或規定;
- 要求本集團重組相關擁有權架構或業務;
- 採取其他監管或強制執行行動而可能對本集團之業務造成不利影響;及
- 撤銷先鋒支付之營業執照及/或執照或證書及/或將控制權合同作廢。

STRUCTURED CONTRACTS (Continued)

架構合約(續)

2. UCF Pay (Continued)

2. 先鋒支付(續)

The risks relating to the Control Contracts (Continued)

有關控制權合同之風險(續)

(2) The Control Contracts may not be as effective in providing the Group with control over UCF Pay as direct ownership.

The Group conducts third-party payment and prepaid card business in the PRC and generates the relevant revenues through the Control Contracts. The Control Contracts may not be as effective in providing the Group with control over UCF Pay as direct ownership.

The Control Contracts are governed by the PRC law and if UCF Pay fails to perform their respective obligations under the Control Contracts, the Group may have to rely on legal remedies under PRC law, including seeking specific performance or injunctive relief, and claiming damages. The legal environment in the PRC is not as developed as in other jurisdictions. As a result, uncertainties in the PRC legal system could limit the ability of the Group to enforce the Control Contracts.

(2) 本集團獲控制權合同賦予對先鋒支付之控制權，未必如直接擁有權一樣有效。

本集團在中國開展第三方支付及預付卡業務，並透過控制權合同獲取相關收入。本集團獲控制權合同賦予對先鋒支付之控制權，未必如直接擁有權一樣有效。

控制權合同受中國法律規管。倘先鋒支付未能根據控制權合同履行其責任，則本集團或會依賴中國法律下之法律補救措施，包括尋求特定之履約或救濟禁令以及申索賠償。中國之法律環境並未如其他司法權區發展成熟。因此，中國法律制度之不明朗因素或會限制本集團執行控制權合同之能力。

(3) The pricing arrangement under the Control Contracts may be challenged by the PRC tax authorities.

The Group may face adverse tax consequences if the PRC tax authorities determine that the Control Contracts were not entered into based on arm's length negotiations. If the PRC tax authorities determine that the Control Contracts were not entered into on an arm's length basis, they may adjust the income and expenses of the Group for PRC tax purposes which could result in higher tax liability.

(3) 控制權合同項下之定價安排或會受到中國稅務機關之質疑。

倘中國稅務機關判定控制權合同並非按公平原則磋商訂立，則本集團或會面臨不利之稅務後果。倘中國稅務機關判定控制權合同並非按公平原則訂立，則彼等將調整本集團就中國稅務目的而言之收入及開支，或會導致稅務負債增加。

STRUCTURED CONTRACTS (Continued)

架構合約(續)

2. UCF Pay (Continued)

2. 先鋒支付(續)

The risks relating to the Control Contracts (Continued)

有關控制權合同之風險(續)

(4) The Group relies on the third-party payment licences held by UCF Pay and any deterioration of the relationship between UCF Pay and the Group could materially and adversely affect the overall business operation of the Group.

(4) 本集團依賴由先鋒支付所持有之第三方支付牌照,而先鋒支付與本集團之間關係惡化可對本集團之整體業務營運產生重大不利影響。

The Group operates third-party payment business in the PRC on the basis of the third-party payment licence held by UCF Pay. If UCF Pay is not able to renew its licences when their terms expire with substantially similar terms as the ones they currently hold, the operations, reputation and business of the Group could be materially affected.

本集團依賴先鋒支付持有之第三方支付牌照,於中國經營第三方支付業務。倘先鋒支付未能於牌照到期時按與彼等現時持有之牌照大致類似之條款將之重續,本集團之經營、聲譽及業務可能受到重大影響。

The Control Contracts may not be effective in providing control over the application for and maintenance of the licences required for the third-party payment business operations of the Group. UCF Pay could violate the Control Contracts, go bankrupt, suffer from difficulties in its business or otherwise become unable to perform its obligations under the Control Contracts and, as a result, the third-party payment operations, reputation and business of the Group could be materially affected.

控制權合同在申請及維持本集團第三方支付業務運作所需之牌照上,未必能提供有效控制權。先鋒支付或會違反控制權合同、破產、在業務上遭遇困難或基於其他原因而未能履行其於控制權合同之責任,因此,本集團之第三方支付經營、聲譽及業務或會受到重大影響。

The industry in which UCF Pay operates is regulated and any failure by UCF Pay to adhere to relevant laws and regulations and/or obtain requisite licences and permits may have a significant impact on the third-party payment business, results of operations and financial conditions of the Group.

先鋒支付經營所在行業受到監管,若先鋒支付未能遵守相關法律法規及/或取得所需授權及許可,則可能對本集團之第三方支付業務、經營業績及財務狀況造成重大影響。

Actions taken by the Group to mitigate the risks

本集團所採取減低有關風險之行動

The Group incorporated and adopted relevant requirements of industrial and regulatory policies to various management guidelines and procedural guidelines, and performed timely monitoring of new trends in the market and regulatory policies. All information collected was summarized and communicated to the relevant personnel forthwith. New trends and regulatory policies were collected and risks were controlled vigorously.

本集團之各項管理指引及程序指引均納入並採納行業及監管政策之相關規定,本集團亦即時監察市場及監管政策新趨勢。所有已收集資料已作出概要整理,並立即與有關人員溝通。本集團已收集各項新趨勢及規管政策,並積極控管風險。

In addition, the applicable laws and regulations are timely reflected in the business activities and operations of our Group through the implementation of process management in various business areas.

此外,本集團透過在各業務領域落實程序管理,於業務活動及經營即時反映適用法律及法規。

STRUCTURED CONTRACTS (Continued)

2. UCF Pay (Continued)

Actions taken by the Group to mitigate the risks (Continued)

To foster an enabling culture for risk management, the Group compiled and prepared training courses for risk management, helping with the dissemination of knowledge and keeping abreast of the market development. The Group seeks and will continue to seek legal or other specialist advice as appropriate in order to effectively monitor the legal and regulatory risks.

Material changes to and the unwinding of the Control Contracts

There were no material changes to the Control Contracts and/or the circumstances under which they were adopted, nor was there any unwinding of them or of a failure to do the same due to the restrictions that led to their adoption being removed. The Group intends to unwind the Control Contracts arrangement and directly hold the equity interests of UCF Pay when the relevant restrictions no longer exist.

For further details of the Control Contracts, please refer to the Company's announcement dated 9 October 2013.

架構合約(續)

2. 先鋒支付(續)

本集團所採取減低有關風險之行動(續)

為加強推動風險管理,本集團已就風險管理匯集並編製培訓課程,旨在傳遞相關知識及掌握市場發展。本集團適時尋求並將持續尋求法律或其他專業人士意見,以有效監察法律及監管風險。

控制權合同之重大變動及解除

控制權合同及/或彼等採用之情況並無重大變動,該等控制權合同亦無遭解除或因導致彼等採用被剔除之限制而未能解除該等控制權合同。本集團擬於有關限制不再存在時,解除控制權合同安排,並直接持有先鋒支付之股權。

有關控制權合同的進一步詳情,請參閱本公司日期為二零一三年十月九日之公告。

STRUCTURED CONTRACTS (Continued)

架構合約(續)

3. Shenzhen Qiyuan Tianxia Technology Company Limited* (深圳起源天下科技有限公司) ("Qiyuan")

For the Year, Qiyuan recorded revenue and a net loss of RMB9,945,000 and RMB102,930,000, respectively (for the year ended 31 December 2017: revenue and net profit were RMB121,437,000 and RMB19,268,000, respectively). As at 31 December 2018, the total assets and the net liabilities of Qiyuan were RMB16,053,000 and RMB15,556,000 respectively (as at 31 December 2017: total assets and net assets were RMB133,063,000 and RMB87,374,000 respectively).

On 21 April 2016, Amazing Express Development Limited (the "**Investor**"), a wholly-owned subsidiary of the Company, entered into an acquisition agreement with Mr. Wong Zheng (the "**Seller**") to acquire a 51% equity interest in Qiyuan which includes 深圳萬合眾一科技有限公司 (Shenzhen Wanhezhongyi Technology Company Limited*) (the "**WFOE**") through structured contracts (the "**Qiyuan Structured Contracts**") at a consideration of RMB55.0 million, which was satisfied by cash and a contingent consideration by the issue of shares of HK$0.1 each (HK$0.02 each after the effect of the Share Subdivision on 19 September 2016). The transaction was completed on 21 April 2016.

Qiyuan is engaged in the provision of mobile gaming service. The existing shareholders of Qiyuan includes one nominee shareholder (the "**Nominee Shareholder**"), who is nominated by the Investor and holds 51% of Qiyuan's registered capital. The Nominee Shareholder is a member of the senior management of the Company and is a third party independent of the Company, the Investor and their respective connected persons (as defined in the GEM Listing Rules).

3. 深圳起源天下科技有限公司(「起源」)

於本年度,起源錄得收入及虧損淨額分別為人民幣9,945,000元及人民幣102,930,000元(截至二零一七年十二月三十一日止年度:收入及純利分別為人民幣121,437,000元及人民幣19,268,000元)。於二零一八年十二月三十一日,起源之資產總值及負債淨額分別為人民幣16,053,000元及人民幣15,556,000元(於二零一七年十二月三十一日:資產總值及資產淨值分別為人民幣133,063,000元及人民幣87,374,000元)。

於二零一六年四月二十一日,本公司全資附屬公司精通發展有限公司(「**投資者**」)與王政先生(「**賣方**」)訂立一份收購協議,以代價人民幣55,000,000元透過架構合約(「**起源架構合約**」)收購起源(包括深圳萬合眾一科技有限公司(「**外商獨資企業**」))之51%股權,有關代價乃以現金支付及或然代價乃以發行每股面值0.1港元(於二零一六年九月十九日股份拆細生效後為每股面值0.02港元)之股份之方式支付。該交易已於二零一六年四月二十一日完成。

起源從事提供手機遊戲服務業務。起源之現有股東包括一名由投資者提名及持有起源51%註冊資本之代名人股東(「**代名人股東**」)。代名人股東為本公司之高級管理人員成員及為獨立於本公司、投資者及彼等各自之關連人士之第三方(定義見GEM上市規則)。

* *For identification purpose only*

* *僅供識別*

STRUCTURED CONTRACTS (Continued)

3. Shenzhen Qiyuan Tianxia Technology Company Limited* （深圳起源天下科技有限公司）("Qiyuan") (Continued)

On 21 April 2016, the Qiyuan Structured Contracts were executed among Qiyuan, the WFOE, the Seller and the Nominee Shareholders, to enable the financial results, the entire economic benefits and risks attributable to the interest in Qiyuan's business (through WFOE) to flow to the Seller and the Investor to enjoy control over the equity interest in Qiyuan.

Principal terms of the Qiyuan Structured Contracts

The following is a summary of the principal terms of the Qiyuan Structured Contracts:

(1) Exclusive Option Agreement

The Seller and the Nominee Shareholder irrevocably agree, to the extent permitted under the laws of the PRC, to transfer to the WFOE or any persons(s) designated by the WFOE at any time all or part of their equity interests in Qiyuan.

The WFOE may exercise its rights as stated in the paragraph above at any time at its sole discretion as permitted under the laws of the PRC. The exercise price of each of the rights under the paragraph above shall be the nominal price, subject to other price requirements (if any) as may be imposed or required by relevant PRC governmental authorities or law, in any case being the lowest possible price permissible.

The Seller and the Nominee Shareholder undertake that, among other things, they will not (i) amend the articles of association of Qiyuan; (ii) increase or decrease the registered capital of Qiyuan; (iii) sell, transfer, mortgage or create any security interest or third party rights in their equity interests in Qiyuan; or (iv) approve any merger or acquisition activities of Qiyuan without prior written permission of the WFOE.

* *For identification purpose only*

架構合約（續）

3. 深圳起源天下科技有限公司（「起源」）（續）

於二零一六年四月二十一日，起源、外商獨資企業、賣方及代名人股東簽立起源架構合約，令起源業務之權益（透過外商獨資企業持有）應佔之財務業績、全部經濟利益及風險流入賣方及投資方以享有起源權益之控制權。

起源架構合約的主要條款

以下為起源架構合約之主要條款概要：

(1) 獨家購買權協議

賣方及代名人股東不可撤回地同意，於中國法律准許之情況下，隨時將彼等於起源之股權全部或部分轉讓予外商獨資企業或外商獨資企業指定之任何人士。

外商獨資企業可隨時按中國法律所准許之情況，全權酌情行使其於上段載列之權利。上段項下之權利各自之行使價應為面值，其須遵守相關中國政府機關或法律施加或規定之其他價格規定（如有），惟於任何情況下均為最低可能准許價格。

賣方及代名人股東承諾，（其中包括）彼等將不會(i)修訂起源之組織章程細則；(ii)增加或減少起源之註冊資本；(iii)出售、轉讓、抵押彼等於起源之股權或就彼等於起源之股權增設任何擔保權益或第三方權利；或(iv)於未經外商獨資企業書面准許之情況下批准起源之合併或收購活動。

* *僅供識別*

STRUCTURED CONTRACTS (Continued)

3. Shenzhen Qiyuan Tianxia Technology Company Limited* （深圳起源天下科技有限公司）("Qiyuan") (Continued)

Principal terms of the Qiyuan Structured Contracts (Continued)

(2) Exclusive Business Cooperation Agreement

Qiyuan has agreed to engage the WFOE on an exclusive basis to provide services in connection with the business of Qiyuan, such as business assistance, technical services, consulting services etc. Qiyuan has further agreed not to, and agreed to procure that its subsidiaries will not, without the WFOE's prior written consent, participate, be interested, engage, acquire or hold any business which competes directly or indirectly with the WFOE in the PRC. In exchange, Qiyuan will pay the WFOE service fee, on a yearly basis, equivalent to all of its income and economic interests following deduction of any necessary costs, expenses, taxation and mandatory social insurance and housing funds etc., which are determined by the WFOE.

(3) Equity Pledge Agreements

The Seller has agreed to pledge all equity interests in Qiyuan held by him, being 49% of all the equity interests in Qiyuan (including all present and future rights and benefits derived from such equity interests and any additional interests in Qiyuan acquired by him subsequent to the date of the Seller's Equity Pledge Agreement) to the WFOE, as continuing first priority collateral security for the performance of all payment obligations of Qiyuan (including but not limited to those under the Exclusive Business Cooperation Agreement as stated in paragraph (2) above and relevant interests, costs and expenses).

The Nominee Shareholder, as another registered shareholder of Qiyuan holding 51% of all the equity interests in Qiyuan, together with the WFOE and Qiyuan, entered into the Nominee Shareholder's Equity Pledge Agreement, the terms of which are substantially the same as those set out in the Seller's Equity Pledge Agreement.

* *For identification purpose only*

架構合約（續）

3. 深圳起源天下科技有限公司（「起源」）（續）

起源架構合約的主要條款（續）

(2) 獨家業務合作協議

起源已同意委聘外商獨資企業就起源之業務，如業務協助、技術服務、諮詢服務等按獨家基準提供服務，起源已進一步同意不會並同意促使其附屬公司將不會，在並無外商獨資企業之事先書面同意之情況下，參與、擁有、從事、收購或持有任何與外商獨資企業在中國直接或間接構成競爭之業務。作為交換，起源將按年度基準，於扣除所需成本、開支、稅項及強制性社會保險及住房公積金後向外商獨資企業支付相等於其全部收入及經濟利益之服務費，該等款項由外商獨資企業釐定。

(3) 股權質押協議

賣方已同意向外商獨資企業質押其所持有之全部起源股權（即起源全部股權之49%）（包括自賣方之股權質押協議日期後其所增購的起源的任何股權及額外權益所產生的所有現有及未來權利及利益），作為起源之全部付款責任（包括但不限於獨家業務合作協議（如上文(2)段所載列）項下及相關利息、成本及開支之付款責任）之持續優先抵押擔保。

代名人股東（作為另一位於起源持有全部股權51%之起源註冊股東），連同外商獨資企業及起源訂立代名人股東之股權質押協議，其條款大體上與賣方之股權質押協議所載之條款相同。

* *僅供識別*

STRUCTURED CONTRACTS (Continued)

3. Shenzhen Qiyuan Tianxia Technology Company Limited* （深圳起源天下科技有限公司）("Qiyuan") (Continued)

Principal terms of the Qiyuan Structured Contracts (Continued)

(4) Entrustment Agreement for Shareholders' Voting Rights

The Seller and the Nominee Shareholder, among other things, irrevocably and unconditionally undertake to authorise any person designated by the WFOE (including but not limited to the members of the board of directors of the WFOE and their respective successors or liquidators) to exercise on their behalf all shareholders' rights under the articles of association of Qiyuan and applicable PRC laws and regulations, including but not limited to (i) propose, call together, attend, be counted for quorum and vote at shareholders meetings, (ii) act as, appoint and/or replace Qiyuan's legal representative, chairman, executive directors, supervisors, managing director and/or other senior management, (iii) sign minutes of shareholders meetings and resolutions and other documents to be filed with relevant companies registrars, (iv) represent and exercise any voting powers and receive any distributions on their behalf in the event of Qiyuan's insolvency or winding up or similar events, and (v) file documents with the relevant companies registrar.

Reasons for use of the Qiyuan Structured Contracts

The use of the Qiyuan Structured Contracts is due to applicable PRC law, which stipulates the business of research and development, operation, and distribution of computer and mobile games and production of media content of Qiyuan would require the internet publication licence（互聯網出版許可證）and online cultural business licence（網路文化經營許可證）, which are subject to restrictions on foreign investment, which will be difficult for the Company to comply with, as is more fully set out in the sub-paragraph 1 under the heading "The risks relating to the Qiyuan Structured Contracts" below.

* *For identification purpose only*

架構合約（續）

3. 深圳起源天下科技有限公司（「起源」）（續）

起源架構合約的主要條款（續）

(4) 股東投票權之委託協議

賣方及代名人股東將（其中包括）不可撤回及無條件承諾授權外商獨資企業所指定的任何人士（包括但不限於外商獨資企業之董事會成員及彼等各自之繼任者或清盤人）根據起源的組織公司章程及適用的中國法律及法規代彼等行使所有股東權利，包括（但不限於）(i)建議、召集、出席股東大會、計入為法定人數及投票的權利，(ii)作為、獲委任及／或取代法定代表、主席、執行董事、監事、董事總經理及／或其他高級管理層的權利；(iii)簽署股東大會會議記錄及決議案及向相關公司註冊處處長提交之其他文件的權利，(iv)於起源破產或清盤或類似事項之情況下，代表彼等聲明及行使任何投票權利，及(v)向相關公司註冊處提交文件的權利。

使用起源架構合約之理由

使用起源架構合約乃由於適用中國法律規定研發、營運及分銷起源電腦及移動遊戲以及影視製作業務將需要互聯網出版許可證及網路文化經營許可證，兩者均須受外商投資限制所規限，其將令本公司難以遵守有關規定，更多詳情載於下文「與起源架構合約有關之風險」分段1。

* *僅供識別*

STRUCTURED CONTRACTS (Continued)

3. Shenzhen Qiyuan Tianxia Technology Company Limited* （深圳起源天下科技有限公司）("Qiyuan") (Continued)

The risks relating to the Qiyuan Structured Contracts

WFOE does not have any direct equity ownership in Qiyuan and has relied on the Qiyuan Structured Contracts to control, operate, and be entitled to the economic benefits and risks arising from Qiyuan and thereby an indirect 51% interest in Qiyuan's business in the PRC. However, there are risks involved with the use of the Qiyuan Structured Contracts to enjoy the economic benefits flowing from Qiyuan.

(1) *There is no assurance that the Qiyuan Structured Contracts could comply with future changes in the regulatory requirements in the PRC and the PRC government may determine that the Qiyuan Structured Contracts do not comply with applicable regulations.*

According to the Company's PRC legal advisers, current PRC laws and regulations place certain restrictions on foreign ownership of companies that engage in the business of Qiyuan. Specifically, foreign ownership of value-added telecommunications services providers, including Internet content providers, may not exceed 50%. The business of Qiyuan is regarded as value-added telecommunication services and internet culture services (including the issuance of online game virtual currency). The Circular regarding Strengthening the Administration of Foreign Investment in the Operation of Value-added Telecommunications Business issued by the PRC Ministry of Information Industry (the "**MIIT**") on 13 July 2006 (the "**MIIT Circular**") provides that a domestic company that holds an Internet Content Provider ("**ICP**") licence is prohibited from leasing, transferring or selling the licence to foreign investors in any form, and from providing any assistance, including providing resources, sites or facilities, to foreign investors to illegally operate telecommunications business in the PRC. The Company is a Cayman Islands incorporated company and its indirect non-wholly owned subsidiary, WFOE, may not itself operate such business under current PRC law.

* *For identification purpose only*

架構合約（續）

3. 深圳起源天下科技有限公司（「起源」）（續）

與起源架構合約有關之風險

外商獨資企業並不擁有起源之任何直接股本所有權及已依賴起源架構合約以控制、經營起源，並享有起源所產生之經濟利益及承擔風險，並據此間接擁有起源於中國業務之51%權益。然而，使用起源架構合約以享有來自起源之經濟利益涉及風險。

(1) *概不保證起源架構合約可符合中國規管規定之未來變動，且中國政府可能釐定起源架構合約並不符合適用法規。*

據本公司之中國法律顧問表示，現有中國法律及法規對從事起源業務之公司之外資擁有權制定若干限制。具體而言，增值電信服務提供商（包括互聯網內容提供商）之外資擁有權不可超過50%。起源之業務被視為增值電信服務及網絡文化服務（包括發行網絡遊戲虛擬貨幣）。中國工業和信息化部（「**工信部**」）於二零零六年七月十三日發佈之關於加強外商投資經營增值電信業務管理的通知（「**工信部通知**」）規定，境內持有互聯網內容提供（「**互聯網內容提供**」）許可證之公司不得以任何形式向外國投資者變相租借、轉讓或出售許可證，也不得以任何形式為外國投資者在中國境內非法經營電信業務提供資源、場地、設施等條件。本公司為於開曼群島註冊成立之公司，根據現時中國法律，其間接非全資附屬公司外商獨資企業本身不可經營有關業務。

* *僅供識別*

STRUCTURED CONTRACTS (Continued)

3. Shenzhen Qiyuan Tianxia Technology Company Limited* （深圳起源天下科技有限公司）("Qiyuan") (Continued)

The risks relating to the Qiyuan Structured Contracts (Continued)

(1) *There is no assurance that the Qiyuan Structured Contracts could comply with future changes in the regulatory requirements in the PRC and the PRC government may determine that the Qiyuan Structured Contracts do not comply with applicable regulations. (Continued)*

Further, if a foreign-owned enterprise like the Company applies for an ICP licence, as compared to domestic enterprises in the PRC, it will be subject to more stringent requirements or additional requirements imposed by the MIIT or its local counterparts, such as prior experience in operating value-added telecommunications businesses, a proven track record of providing value-added telecommunication services in the PRC, the identity of the ultimate individual shareholders. And there is no clear guidance or interpretation on the assessment criteria for the prior experience and track record by the MIIT or its local counterparts. Lacking such quantitative and qualitative guidance or interpretation in terms of how those requirements can be satisfied, applicants like the Company are therefore unable to follow such requirements when applying for an ICP licence to the MIIT or its local counterparts, and hence there would be a prolonged process of application with unknown results if it were to take a direct equity interest in Qiyuan. Hence, there exists great difficulty and uncertainty for the foreign-owned enterprise to conduct the business of Qiyuan in the PRC. Due to the lack of clarity on how the above requirements can be satisfied, an applicant like the Company will be unable to follow such requirements when applying for an ICP licence to the relevant PRC governmental authorities, and hence there will be a prolonged process of application with unknown results. Hence, there exists great difficulty and uncertainty for the foreign-owned enterprises to apply for an ICP licence from the relevant PRC governmental authorities.

* *For identification purpose only*

架構合約（續）

3. 深圳起源天下科技有限公司（「起源」）（續）

與起源架構合約有關之風險（續）

(1) *概不保證起源架構合約可符合中國規管規定之未來變動，且中國政府可能釐定起源架構合約並不符合適用法規。（續）*

此外，倘諸如本公司這類外商企業申請互聯網內容提供許可證，與中國國內企業比較，其須接受工信部或其地方附屬機構施加之更嚴格規定或額外規定，例如於中國經營增值電信業務方面之過往經驗、提供增值電信服務之良好往績記錄、最終個別股東之身份。然而，工信部或其地方附屬機構並無有關過往經驗及往績記錄評估標準之清晰指引或詮釋。由於缺乏就如何達致該等規定方面之有關定量及定性指引或詮釋，因此，諸如本公司這類申請人於向工信部或其地方附屬機構申請互聯網內容提供許可證時無法遵守有關規定，故倘其採取於起源之直接股權進行，則申請程序將會漫長且結果未知。因此，外商企業於中國進行起源業務存在較大困難及不確定性。由於就如何達致上述規定方面尚不明確，因此，諸如本公司這類申請人向中國有關政府機關申請互聯網內容提供許可證時無法遵守有關規定，故申請程序將會漫長且結果未知。因此，外商企業向中國有關政府機關申請互聯網內容提供許可證存在較大困難及不確定性。

* *僅供識別*

STRUCTURED CONTRACTS (Continued)

3. Shenzhen Qiyuan Tianxia Technology Company Limited* (深圳起源天下科技有限公司) ("Qiyuan") (Continued)

The risks relating to the Qiyuan Structured Contracts (Continued)

(1) *There is no assurance that the Qiyuan Structured Contracts could comply with future changes in the regulatory requirements in the PRC and the PRC government may determine that the Qiyuan Structured Contracts do not comply with applicable regulations. (Continued)*

In addition, according to the Several Opinions on Canvassing Foreign Investment into the Cultural Sector, which were promulgated by the Ministry of Culture, State Administration of Radio, Film and Television, General Administration of Press and Publication (the existing State Administration of Press, Publication, Radio, Film and Television of the PRC), National Development and Reform Commission and the Ministry of Commerce on 6 July 2005, a foreign investor is prohibited from investing in internet culture business, except that a service provider from Hong Kong or Macau is allowed to establish a PRC-controlling network culture entity or business place where the internet access service is provided. The Company is a Cayman Islands incorporated company and its indirect non-wholly owned subsidiary, WFOE, may not itself operate such business under current PRC law.

架構合約(續)

3. 深圳起源天下科技有限公司(「起源」)(續)

與起源架構合約有關之風險(續)

(1) *概不保證起源架構合約可符合中國規管規定之未來變動,且中國政府可能釐定起源架構合約並不符合適用法規。(續)*

此外,根據中華人民共和國文化部、中華人民共和國國家廣播電影電視總局、中華人民共和國新聞出版總署(中國現時之國家新聞出版廣電總局)、國家發展和改革委員會及商務部於二零零五年七月六日頒佈之《關於文化領域引進外資的若干意見》,禁止外國投資者投資互聯網文化業務,惟香港或澳門之服務供應商獲准可成立受中國控制之網絡文化實體或於提供網絡進入服務之地設立營業地點。本公司為於開曼群島註冊成立之公司,根據現時中國法律,其間接非全資附屬公司外商獨資企業本身不可經營有關業務。

* *For identification purpose only*

* *僅供識別*

STRUCTURED CONTRACTS (Continued)

3. Shenzhen Qiyuan Tianxia Technology Company Limited* (深圳起源天下科技有限公司) ("Qiyuan") (Continued)

The risks relating to the Qiyuan Structured Contracts (Continued)

(1) There is no assurance that the Qiyuan Structured Contracts could comply with future changes in the regulatory requirements in the PRC and the PRC government may determine that the Qiyuan Structured Contracts do not comply with applicable regulations. (Continued)

On 28 September 2009, the General Administration of Press and Publication ("**GAPP**"), the existing State Administration of Press, Publication, Radio, Film and Television of the PRC), the National Copyright Administration and the National Office of Combating Pornography and Illegal Publications, jointly issued the Notice Regarding the Consistent Implementation of the "Regulation on Three Provisions" of the State Council and the Relevant Interpretations of the State Commission Office for Public Sector Reform and the Further Strengthening of the Administration of Pre-examination and Approval of Online Games and the Examination and Approval of Imported Online Games, or the GAPP Notice. Article 4 of the GAPP Notice prohibits foreign investors from investing or engaging in online game operations in the PRC through wholly-owned subsidiaries, equity joint ventures or cooperative joint ventures, and from gaining control over or participating in such business indirectly through other forms of joint venture companies, contractual or technical support arrangements. As no detailed interpretation of the GAAP Notice has been issued to date, it is not clear how the GAAP Notice will be implemented. Furthermore, as some other primary governmental regulators, such as MOFCOM, the Ministry of Culture (the "**MOC**") and the MIIT, did not join the GAAP in issuing the GAAP Notice, the scope of the implementation and enforcement of the GAAP Notice remains uncertain.

* *For identification purpose only*

架構合約(續)

3. 深圳起源天下科技有限公司(「起源」)(續)

與起源架構合約有關之風險(續)

(1) 概不保證起源架構合約可符合中國規管規定之未來變動,且中國政府可能釐定起源架構合約並不符合適用法規。(續)

於二零零九年九月二十八日,新聞出版總署(「**新聞出版總署**」,中國現時之國家新聞出版廣電總局)與國家版權局及全國掃黃打非工作小組辦公室聯合發佈《關於貫徹落實國務院《「三定」規定》和中央編辦有關解釋,進一步加強網絡遊戲前置審批和進口網絡遊戲審批管理的通知》,即新聞出版總署通知。新聞出版總署通知第4條禁止外商以獨資、合資、合作等方式在中國境內投資從事網絡遊戲運營服務。外商不得通過設立其他合資公司、簽訂相關協定或提供技術支持等間接方式實際控制和參與境內企業的網絡遊戲運營業務。截至目前為止,由於並無發佈新聞出版總署通知的詳細詮釋,新聞出版總署通知將如何實施尚不明確。此外,由於若干其他主要政府監管機構,例如商務部、文化部(「**文化部**」)及工信部,並無聯合新聞出版總署發佈新聞出版總署通知,故新聞出版總署通知的實施及執行範圍仍屬不確定。

* *僅供識別*

STRUCTURED CONTRACTS (Continued)

3. Shenzhen Qiyuan Tianxia Technology Company Limited* （深圳起源天下科技有限公司）("Qiyuan") (Continued)

The risks relating to the Qiyuan Structured Contracts (Continued)

(1) There is no assurance that the Qiyuan Structured Contracts could comply with future changes in the regulatory requirements in the PRC and the PRC government may determine that the Qiyuan Structured Contracts do not comply with applicable regulations. (Continued)

It is expected that the "grandfathering" of the existing Qiyuan Structured Contracts will be possible in circumstances in which Chinese investors have historically controlled the existing Qiyuan Structured Contracts but have lost controlling status because of a public listing or offshore financing. As the Seller is Chinese national and the Target has been held as to 49% by the Seller, the Qiyuan Structured Contracts are expected to be recognized under the draft Foreign Investment Law published by the PRC Ministry of Commerce (the "**draft Foreign Investment Law**"). However, there remain significant questions and uncertainties. The draft Foreign Investment Law will undergo revisions and further legislative procedures before being issued as law. While it remains possible that the final version of the law will be very different from the draft, the trend toward regulating the Qiyuan Structured Contracts will likely continue.

架構合約（續）

3. 深圳起源天下科技有限公司（「起源」）（續）

與起源架構合約有關之風險（續）

(1) 概不保證起源架構合約可符合中國規管規定之未來變動，且中國政府可能釐定起源架構合約並不符合適用法規。（續）

預期在中國投資者過往一直控制現有起源架構合約但因公開上市或離岸融資而失去控制地位之情況下，現有起源架構合約之「過渡性」將為可能。由於賣方為中國國民及目標公司一直持有賣方之49%權益，起源架構合約預期將根據商務部發佈的外商投資法草案（「**外商投資法草案**」）獲認可。然而，仍有重大疑問及不確定因素。外商投資法草案於發佈成為法律前將會進行修訂及進一步立法程序。雖然該部法律之最終版本仍可能會與草案有很大不同，但規管起源架構合約之趨勢將很可能會繼續。

* *For identification purpose only*

* *僅供識別*

STRUCTURED CONTRACTS (Continued)

3. Shenzhen Qiyuan Tianxia Technology Company Limited* （深圳起源天下科技有限公司）("Qiyuan") (Continued)

The risks relating to the Qiyuan Structured Contracts (Continued)

(1) *There is no assurance that the Qiyuan Structured Contracts could comply with future changes in the regulatory requirements in the PRC and the PRC government may determine that the Qiyuan Structured Contracts do not comply with applicable regulations. (Continued)*

Although to the Company's knowledge there is no indication that the Qiyuan Structured Contracts will be interfered or objected by any PRC regulatory authorities, the Company's PRC legal advisers have advised there is a possibility that the MOFCOM and/or other competent authorities may have different opinions on the interpretation of the relevant regulations and would not agree that the Qiyuan Structured Contracts comply with current PRC law, regulations or rules or those that may be adopted in the future, and such authorities may deny the validity, effectiveness and enforceability of the Qiyuan Structured Contracts. In addition, due to a lack of interpretative materials from the authorities, the Company cannot be assured that the MIIT will not consider the contractual arrangements as a kind of foreign investment in telecommunication services. In such case Qiyuan may be found in violation of the MIIT Circular and as a result may be subject to various penalties, including fines and the discontinuation of or restrictions on Qiyuan's operations.

If the authorities deny the validity, effectiveness and enforceability of the Qiyuan Structured Contracts, it could have a material adverse impact on WFOE's business, financial condition and results of operations.

架構合約（續）

3. 深圳起源天下科技有限公司（「起源」）（續）

與起源架構合約有關之風險（續）

(1) *概不保證起源架構合約可符合中國規管規定之未來變動，且中國政府可能釐定起源架構合約並不符合適用法規。（續）*

儘管就本公司所知，並無有關起源架構合約將由任何中國監管機關干預或反對之指示，惟本公司之中國法律顧問已告知，中國商務部及／或其他主管機關可能會對有關法規之詮釋有不同意見及不同意起源架構合約乃符合現有或未來可能採納之中國法律、法規或規則，而有關機關可能拒絕承認起源架構合約之有效性、效力及可強制執行性。此外，由於缺乏有關機關之詮釋材料，本公司並不能保證工信部將不會視合約安排為外商投資電信服務類別。於此情況下，起源可能會被發現違反工信部通知，及因此可能會遭受各種懲罰，包括罰款及終止或限制起源之經營業務。

倘有關機關拒絕承認起源架構合約之有效性、效力及可強制執行性，則其可能對外商獨資企業之業務、財務狀況及經營業績造成重大不利影響。

* *For identification purpose only*

* *僅供識別*

STRUCTURED CONTRACTS (Continued)

3. Shenzhen Qiyuan Tianxia Technology Company Limited* （深圳起源天下科技有限公司）("Qiyuan") (Continued)

The risks relating to the Qiyuan Structured Contracts (Continued)

(2) *The Qiyuan Structured Contracts may not be as effective in providing control over and entitlement to the 100% economic interest in Qiyuan as direct ownership.*

The Qiyuan Structured Contracts may not be as effective in providing WFOE with control over and entitlement to the economic interests in Qiyuan as direct ownership of a 100% interest in it. If WFOE had direct ownership of Qiyuan, WFOE would be able to directly exercise its rights as a shareholder to effect changes in the board of directors of Qiyuan. However, under the Qiyuan Structured Contracts, WFOE can only look to and rely on Qiyuan to perform their contractual obligations under the Qiyuan Structured Contracts in order for WFOE to effectively exercise its indirect 100% interest in Qiyuan. Qiyuan and its shareholders may not act in the best interests of WFOE and may not perform its/their obligations under the Qiyuan Structured Contracts. WFOE may replace Qiyuan's directors by its other nominees pursuant to the Qiyuan Structured Contracts. However, if any dispute relating to the Qiyuan Structured Contracts remains unresolved, WFOE will have to enforce its rights under the Qiyuan Structured Contracts and seek to interpret the terms of the Qiyuan Structured Contracts in accordance with PRC law and will be subject to uncertainties in the PRC legal system.

架構合約（續）

3. 深圳起源天下科技有限公司（「起源」）（續）

與起源架構合約有關之風險（續）

(2) *起源架構合約於控制起源及享有其100%經濟利益方面可能不如直接擁有權有效。*

起源架構合約於向外商獨資企業提供對起源之控制權及令其享有起源100%之經濟利益方面可能不如直接擁有權有效。倘外商獨資企業對起源擁有直接擁有權，外商獨資企業將可直接行使作為股東之權利以影響起源之董事會變動。然而，根據起源架構合約，外商獨資企業僅可指望及依賴起源履行其於起源架構合約項下之合約義務，致使外商獨資企業可有效行使其於起源之100%間接權益。起源及其股東可能不會以外商獨資企業之最佳利益行事及可能不會履行其／彼等於起源架構合約項下之義務。外商獨資企業可根據起源架構合約以該公司之其他代名人取代起源董事。然而，倘有關架構合約之任何爭議未獲解決，外商獨資企業將須強制執行其於架構合約項下之權利及尋求根據中國法律詮釋起源架構合約之條款並將面臨中國法律制度中之不明朗因素。

* *For identification purpose only*

* *僅供識別*

STRUCTURED CONTRACTS (Continued)

3. Shenzhen Qiyuan Tianxia Technology Company Limited* （深圳起源天下科技有限公司）("Qiyuan") (Continued)

The risks relating to the Qiyuan Structured Contracts (Continued)

(2) *The Qiyuan Structured Contracts may not be as effective in providing control over and entitlement to the 100% economic interest in Qiyuan as direct ownership. (Continued)*

The Qiyuan Structured Contracts are governed by PRC law. When a dispute arises under any of the Qiyuan Structured Contracts, the relevant parties thereto shall settle the dispute through negotiation in an amicable manner. In case the dispute is not resolved, the parties to the dispute may have to rely on legal remedies under PRC law. The Qiyuan Structured Contracts provide that dispute will be submitted to the Shenzhen Arbitration Commission for arbitration. The decision of such arbitration is final and binding on the parties to the dispute.

Since the legal environment in the PRC is different from that in Hong Kong and other jurisdictions, uncertainties in the PRC legal system could limit the ability of WFOE to enforce the Qiyuan Structured Contracts. There is no assurance that such arbitration awards will be in favour of WFOE and/or that there will not be any difficulties in enforcing any arbitral awards granted, including specific performance or injunctive relief and claiming damages by WFOE. As WFOE may not be able to obtain sufficient remedies in a timely manner, its ability to exert effective control over its indirect 100% interest in Qiyuan and the conduct of its business could be materially and adversely affected, and may disrupt the business of WFOE and have a material adverse impact on WFOE's business, prospects and results of operation.

* *For identification purpose only*

架構合約（續）

3. 深圳起源天下科技有限公司（「起源」）（續）

與起源架構合約有關之風險（續）

(2) *起源架構合約於控制起源及享有其100%經濟利益方面可能不如直接擁有權有效。（續）*

起源架構合約受中國法律規管。倘任何一份起源架構合約出現爭議，則其有關訂約方將透過磋商以友好方式解決爭議。倘未能解決爭議，則爭議方可能須依賴中國法律項下之法律補救措施。起源架構合約規定，爭議將提交至深圳仲裁委員會進行仲裁。有關仲裁裁決為最終定論且對有關爭議方具有約束力。

由於中國法律環境有別於香港及其他司法權區，故中國法律制度中之不明朗因素將可能限制外商獨資企業強制執行起源架構合約之能力。概不保證有關仲裁裁決將有利於外商獨資企業及／或強制執行所授出之任何仲裁裁決不會遭遇任何困難，包括外商獨資企業之具體履行或禁制令及要求賠償。由於外商獨資企業可能無法及時取得足夠補救措施，故其對起源行使100%間接權益之實際控制權之能力及進行其業務可能受到重大不利影響，並可能中斷外商獨資企業之業務及對外商獨資企業之業務、前景及經營業績產生重大不利影響。

* *僅供識別*

STRUCTURED CONTRACTS (Continued)

3. Shenzhen Qiyuan Tianxia Technology Company Limited* （深圳起源天下科技有限公司）("Qiyuan") (Continued)

The risks relating to the Qiyuan Structured Contracts (Continued)

(3) Potential conflicts of interest among WFOE and the shareholders of Qiyuan may exist.

WFOE will rely on the Qiyuan Structured Contracts to exercise control over and to draw economic benefits from an indirect 100% interest in Qiyuan. WFOE may not be able to provide sufficient incentives to the shareholders of Qiyuan in order to encourage it to act in the best interests of WFOE, other than stipulating the relevant obligations in the Qiyuan Structured Contracts. the shareholders of Qiyuan may breach the Qiyuan Structured Contracts in the event of conflicts of interest or deterioration of its relationship with WFOE, the results of which may have a material adverse impact on WFOE's business, prospects and results of operation.

There can be no guarantee that if conflicts arise, the shareholders of Qiyuan will act in the best interests of WFOE or that the conflicts will be resolved in favour of WFOE. If the shareholders of Qiyuan fail to perform its respective obligations under the Qiyuan Structured Contracts, WFOE may have to pursue legal proceedings in reliance on legal remedies under PRC law, which may be expensive, time-consuming and disruptive to WFOE's operations and will be subject to uncertainties, as discussed above.

架構合約（續）

3. 深圳起源天下科技有限公司（「起源」）（續）

與起源架構合約有關之風險（續）

(3) 外商獨資企業及起源股東之間可能存在之潛在利益衝突。

外商獨資企業將倚賴起源架構合約對起源行使控制權及自其100%間接權益抽取經濟利益。除起源架構合約所訂明之有關義務外，外商獨資企業可能無法就鼓勵起源股東以外商獨資企業之最佳利益行事而向起源提供足夠激勵。起源股東可能於出現利益衝突事件或其與外商獨資企業之關係惡化時違反起源架構合約，其結果可能對外商獨資企業之業務、前景及經營業績產生重大不利影響。

概不保證當發生衝突時，起源股東將以外商獨資企業之最佳利益行事或衝突將以對外商獨資企業有利之方式解決。倘起源股東未能履行彼等各自於起源架構合約項下之責任，外商獨資企業可能須透過法律訴訟依賴中國法律下之法律補救，此可能屬昂貴、耗時及中斷外商獨資企業之營運，且可能面臨上文所討論之不明朗因素。

* *For identification purpose only*

* *僅供識別*

STRUCTURED CONTRACTS (Continued)

3. Shenzhen Qiyuan Tianxia Technology Company Limited* （深圳起源天下科技有限公司）("Qiyuan") (Continued)

The risks relating to the Qiyuan Structured Contracts (Continued)

(4) The Qiyuan Structured Contracts may be subject to the scrutiny of the PRC tax authorities and additional tax may be imposed.

The Qiyuan Structured Contracts may be subject to scrutiny of the PRC tax authorities and additional tax may be imposed on WFOE. WFOE may face adverse tax consequences if the PRC tax authorities determine that the Qiyuan Structured Contracts were not entered into based on arm's length negotiations. If the PRC tax authorities determine that the Qiyuan Structured Contracts were not entered into on an arm's length basis, they might adjust the income and expenses of WFOE for PRC tax purposes, which could result in higher tax liabilities for WFOE.

The operation results of WFOE may be materially and adversely affected if the tax liabilities of Qiyuan or its shareholders or those of WFOE increase significantly or if they are required to pay interest on late payments.

(5) WFOE's ability to acquire the entire equity interests in Qiyuan may be subject to various limitations and substantial costs.

In case WFOE exercises its option to acquire all or part of the equity interests of Qiyuan under the Exclusive Option Agreement, the acquisition of the entire equity interests in Qiyuan may only be conducted to the extent permitted by and subject to necessary approvals and relevant procedures under applicable PRC law. In addition, the abovementioned acquisitions may be subject to a minimum price limitation (such as an appraised value for the entire equity interests in Qiyuan) or other limitations as imposed by applicable PRC law. Further, a substantial amount of other costs (if any), expenses and time may be involved in transferring the ownership of Qiyuan, which may have a material adverse impact on WFOE's businesses, prospects and results of operation.

架構合約（續）

3. 深圳起源天下科技有限公司（「起源」）（續）

與起源架構合約有關之風險（續）

(4) 起源架構合約可能會受中國稅務機關審查並徵收額外稅項。

起源架構合約可能會受中國稅務機關審查，而外商獨資企業可能被徵收額外稅項。倘中國稅務機關釐定起源架構合約並非根據公平磋商訂立，則外商獨資企業可能面臨不利稅務後果。倘中國稅務機關釐定起源架構合約並非按公平基準訂立，其可能就中國稅務目的調整外商獨資企業之收入與開支，此舉可導致外商獨資企業承擔更高之稅務負債。

倘起源或其股東或外商獨資企業之稅務負債大幅增加或倘彼等須就逾期付款而支付利息，則外商獨資企業之經營業績則可能受重大不利影響。

(5) 外商獨資企業收購起源之全部股權之能力可能面臨多項限制及大量成本。

倘外商獨資企業行使其期權以根據獨家期權協議收購起源之全部或部分股權，收購起源之全部股權僅可於適用中國法律准許之情況下進行，並須受適用中國法律項下之必要批准及相關程序所規限。此外，上述收購可能須受適用中國法律施加之最低價格限制（例如起源之全部股權之評估價值）或其他限制所規限。另外，轉讓起源之擁有權可能涉及大量其他成本（如有）、開支及時間，其可能對外商獨資企業之業務、前景及經營業績造成重大不利影響。

STRUCTURED CONTRACTS (Continued)

3. Shenzhen Qiyuan Tianxia Technology Company Limited* （深圳起源天下科技有限公司）("Qiyuan") (Continued)

Actions taken by the Group to mitigate the risks

The Group incorporated and adopted relevant requirements of industrial and regulatory policies to various management guidelines and procedural guidelines, and performed timely monitoring of new trends in the market and regulatory policies. All information collected was summarized and communicated to the relevant personnel forthwith. New trends and regulatory policies were collected and risks were controlled vigorously.

In addition, the applicable laws and regulations are timely reflected in the business activities and operations of our Group through the implementation of process management in various business areas.

To foster an enabling culture for risk management, the Group compiled and prepared training courses for risk management, helping with the dissemination of knowledge and keeping abreast of the market development. The Group seeks and will continue to seek legal or other specialist advice as appropriate in order to effectively monitor the legal and regulatory risks.

Material changes to and the unwinding of the Qiyuan Structured Contracts

There were no material changes to the Qiyuan Structured Contracts and/or the circumstances under which they were adopted, nor was there any unwinding of them or of a failure to do the same due to the restrictions that led to their adoption being removed.

For detailed information of the Qiyuan Structured Contracts, please refer to the announcement issued by the Company on 21 April 2016.

架構合約（續）

3. 深圳起源天下科技有限公司（「起源」）（續）

本集團所採取減低有關風險之行動

本集團之各項管理指引及程序指引均納入並採納行業及監管政策之相關規定，本集團亦即時監察市場及監管政策新趨勢。所有已收集資料已作出概要整理，並立即與有關人員溝通。本集團已收集各項新趨勢及規管政策，並積極控管風險。

此外，本集團透過在各業務領域落實程序管理，於業務活動及經營即時反映適用法律及法規。

為加強推動風險管理，本集團已就風險管理匯集並編製培訓課程，旨在傳遞相關知識及掌握市場發展。本集團適時尋求並將持續尋求法律或其他專業人士意見，以有效監察法律及監管風險。

起源架構合約之重大變動及解除

起源架構合約及／或彼等採用之情況並無重大變動，該等架構合約亦無遭解除或因導致彼等採用之限制被剔除而未能解除該等架構合約。

有關起源架構合約之詳細資料，請參閱本公司於二零一六年四月二十一日刊發之公告。

STRUCTURED CONTRACTS (Continued)

4. Shanghai Jifu

For the Year, Shanghai Jifu recorded revenue and a net profit of RMB3,320,964,000 and RMB386,105,000, respectively (for the year ended 31 December 2017: revenue and net profit of RMB1,923,671,000 and RMB313,458,000 respectively). As at 31 December 2018, the total assets and the net liabilities of Shanghai Jifu were RMB830,599,000 and RMB67,352,000 respectively (as at 31 December 2017: total assets and net assets were RMB688,015,000 and RMB295,297,000 respectively). Share of results of associates for the Year was approximately RMB135,137,000 (as at 31 December 2017: RMB109,710,000.)

On 30 October 2015, the Group entered into a sale and purchase agreement (as amended by a supplemental agreement dated 24 February 2016) with Bonus Partners Worldwide Limited and Essential Perfection Enterprise Limited, pursuant to which the Company conditionally agreed to acquire a 100% equity interest in Genesis Business Holdings Limited ("**Genesis**") and indirectly a 35% equity interest in Shanghai Jifu through structured contracts (the "**Jifu Structured Contracts**") for a total consideration of approximately RMB560 million, of which RMB160 million was satisfied in cash and RMB400 million was satisfied by the issuance of 258,318,335 new Shares at HK$1.89 each (equivalent to RMB1.55 per share). The acquisition was completed on 30 April 2016.

The principal business of Shanghai Jifu is providing mobile payment service.

The existing shareholders of Shanghai Jifu include one nominee shareholder, namely, Shenzhen Laimeiju Trade Co., Ltd.* （深圳市美來居貿易有限公司）("**Shenzhen Laimeiju**"), which holds 35% of its registered capital.

架構合約（續）

4. 上海即富

於本年度，上海即富錄得收入及純利分別為人民幣3,320,964,000元及人民幣386,105,000元（截至二零一七年十二月三十一日止年度：收入及純利分別為人民幣1,923,671,000元及人民幣313,458,000元）。於二零一八年十二月三十一日，上海即富之資產總值及負債淨額分別為人民幣830,599,000元及人民幣67,352,000元（於二零一七年十二月三十一日：資產總值及資產淨值分別為人民幣688,015,000元及人民幣295,297,000元）。本年度應佔聯營公司之業績為約人民幣135,137,000元（於二零一七年十二月三十一日：人民幣109,710,000元）。

於二零一五年十月三十日，本集團與合盈環球有限公司及德美企業有限公司訂立買賣協議（「經日期為二零一六年二月二十四日之補充協議修訂」），據此，本公司有條件同意收購創峰控股有限公司（「**創峰**」）之100%股權及透過架構合約（「**即富架構合約**」）間接擁有上海即富之35%股權，總代價為約人民幣560,000,000元，其中人民幣160,000,000元以現金支付及人民幣400,000,000元以發行每股面值1.89港元（相等於每股人民幣1.55元）之258,318,335股新股份之方式支付。收購事項已於二零一六年四月三十日完成。

上海即富之主要業務為提供移動支付服務。

上海即富之現有股東包括一名持有其35%註冊資本之代名人股東，即深圳市美來居貿易有限公司（「**深圳美來居**」）。

* *For identification purpose only*

* *僅供識別*

STRUCTURED CONTRACTS (Continued)

4. Shanghai Jifu (Continued)

On 19 February 2016, the Jifu Structured Contracts were entered into between Shenzhen Laimeiju and its shareholders and Shanghai Jirui Information Technology Co., Ltd ("**Shanghai Jirui**") to the effect that the financial results, the entire economic benefits and risks attributable to a 35% interest in the Shanghai Jifu shall flow to Genesis (through Shanghai Jirui) and for Genesis to enjoy control over Shenzhen Laimeiju, which is interested in 35% of the equity interest in Shanghai Jifu.

Principal terms of the Jifu Structured Contracts

The following is a summary of the principal terms of the Jifu Structured Contracts:

(1) Exclusive Option Agreement

Shenzhen Laimeiju irrevocably agrees, to the extent permitted under the laws of the PRC, to transfer to Shanghai Jirui or any persons(s) designated by Shanghai Jirui at any time all or part of its equity interests in Shenzhen Laimeiju. Shanghai Jirui may exercise its rights as stated in the paragraph above at any time at its sole discretion as permitted under the laws of the PRC. The exercise price of each of the rights under the paragraph above shall be the nominal price, subject to other price requirements (if any) as may be imposed or required by relevant PRC governmental authorities or law, in any case being the lowest possible price permissible. Ms. Huang Juan and 深圳市文信顯示技術有限公司 (Shenzhen Wenxin Xianshi Technology Co., Ltd.*) ("**Shenzhen Wenxin**") undertake that, among other things, they will not (i) amend the articles of association of Shenzhen Laimeiju; (ii) increase or decrease the registered capital of Shenzhen Laimeiju; (iii) transfer, mortgage or create any security interest or third party rights in their equity interests in Shenzhen Laimeiju; or (iv) approve any merger or acquisition activities of Shenzhen Laimeiju without prior written permission of Shanghai Jirui.

架構合約(續)

4. 上海即富(續)

於二零一六年二月十九日,即富架構合約由深圳來美居及其股東與上海即瑞信息科技有限公司(「**上海即瑞**」)訂立,以使於上海即富之35%權益應佔之財務業績、全部經濟利益及風險將能夠流入創峰(透過上海即瑞)及令創峰享有深圳來美居之控制權,而深圳來美居擁有上海即富之35%股權。

即富架構合約的主要條款

以下為即富架構合約之主要條款概要:

(1) 獨家購買權協議

深圳來美居不可撤回地同意,於中國法律准許之範圍內,隨時向上海即瑞或上海即瑞指定之任何人士轉讓其於深圳來美居之全部或部分股權。在中國法律許可之情況下,上海即瑞可全權酌情隨時行使其於上段所載之權利。上段項下之各項權利之行使價將為名義價格,惟須受相關中國政府機關或法律可能施加或規定之其他價格規定(如有),在任何情況下均為可能許可之最低價格。黃娟女士及深圳市文信顯示技術有限公司(「**深圳文信**」)承諾(其中包括),彼等將不會(i)修訂深圳來美居之組織章程細則;(ii)增加或減少深圳來美居之註冊股本;(iii)將其於深圳來美居之股權轉讓、抵押或設置任何抵押權益或第三方權利;或(iv)未取得上海即瑞事先書面准許下批准深圳來美居之任何合併或收購活動。

STRUCTURED CONTRACTS (Continued)

架構合約(續)

4. Shanghai Jifu (Continued)

4. 上海即富(續)

Principal terms of the Jifu Structured Contracts (Continued)

即富架構合約的主要條款(續)

(2) Exclusive Business Cooperation Agreement

Shenzhen Laimeiju has agreed to engage Shanghai Jirui on an exclusive basis to provide services in connection with the business of Shenzhen Laimeiju, such as business assistance, technical services, consulting services etc. Shenzhen Laimeiju has further agreed not to, and agreed to procure that its subsidiaries will not, without Shanghai Jirui's prior written consent participate, be interested, engage, acquire or hold any business which competes directly or indirectly with Shanghai Jirui in the PRC (in each case whether as a shareholder, partner, agent, employee or otherwise).

In exchange, Shenzhen Laimeiju will pay Shanghai Jirui a service fee, on a yearly basis, equivalent to all of its income and economic interests following deduction of any necessary costs, expenses, taxation and mandatory social insurance and housing funds etc., which are determined by Shanghai Jirui.

(2) 獨家業務合作協議

深圳來美居已同意委聘上海即瑞就深圳來美居之業務按獨家基準提供服務，如業務支持、技術服務、諮詢服務等。深圳來美居已進一步同意不會並同意促使其附屬公司將不會，在未經上海即瑞事先書面同意下，參與、於當中擁有權益、從事、收購或持有任何於中國直接或間接與上海即瑞構成競爭之業務(在各種情況下，不論作為股東、合夥人、代理、僱員或以其他身份)。

作為交換，深圳來美居將在扣除任何所需成本、開支、稅項及強制性社會保險以及住房公積金等後每年向上海即瑞支付相等於其所有收入及經濟利益之服務費，該費用乃由上海即瑞釐定。

(3) Equity Pledge Agreement

Ms. Huang Juan and Shenzhen Wenxin have agreed to pledge all equity interests in Shenzhen Laimeiju held by them (including all present and future rights and benefits derived from such equity interests and any additional interests in Shenzhen Laimeiju acquired by them subsequent to the date of the Equity Pledge Agreement) to Shanghai Jirui, as continuing first priority collateral security for the performance of all payment obligations of Shenzhen Laimeiju (including but not limited to those under the Exclusive Business Cooperation Agreement as stated in paragraph (2) above and relevant interests, costs and expenses).

(3) 股權質押協議

黃娟女士及深圳文信已同意向上海即瑞質押彼等所持有之所有深圳來美居股權(包括自有關股權及彼等於股權質押協議日期後所增購深圳來美居之任何權益所產生之所有現有及未來權利及利益)，作為履行深圳來美居之全部付款責任(包括但不限於獨家業務合作協議(如上文第(2)段所載列)項下及相關利息、成本及開支之付款責任)之持續優先抵押擔保。

STRUCTURED CONTRACTS (Continued)

架構合約(續)

4. Shanghai Jifu (Continued)

4. 上海即富(續)

Principal terms of the Jifu Structured Contracts (Continued)

即富架構合約的主要條款(續)

(4) Authorisation and Entrustment Agreement

Ms. Huang Juan and Shenzhen Wenxin, among other things, irrevocably and unconditionally undertake to authorise any person designated by Shanghai Jirui (including but not limited to the members of the board of directors of Shanghai Jirui and their respective successors or liquidators) to exercise on their behalf all shareholders' rights under the articles of association of Shenzhen Laimeiju and applicable PRC laws and regulations, including but not limited to (i) to attend, be counted for quorum and vote at shareholders meetings, (ii) to act as, appoint and/or replace Shenzhen Laimeiju's legal representative, chairman, executive directors, supervisors, managing director and/or other senior management, (iii) to sign minutes of shareholders meetings and resolutions and other documents to be filed with relevant companies registrars, (iv) to represent and exercise any voting powers and receive any distributions on their behalf in the event of Shenzhen Laimeiju's insolvency or winding up or similar events, and (v) to file documents with the relevant companies registrar.

(4) 授權及委託協議

黃娟女士及深圳文信(其中包括)不可撤回地及無條件地承諾授權上海即瑞所指定之任何人士(包括但不限於上海即瑞之董事會成員及彼等各自之繼任者或清盤人)根據深圳來美居之組織章程細則及適用之中國法律及法規代彼等行使所有股東權利,包括但不限於(i)出席股東大會、計入股東大會之法定人數並於股東大會上投票;(ii)擔任、委任及/或代替深圳來美居之法定代表、主席、執行董事、監事、董事總經理及/或其他高級管理層;(iii)簽署股東大會會議記錄及決議案以及將向相關公司註冊處提交之其他文件;(iv)倘深圳來美居無力償債、清盤或出現類似事件,則代表及代彼等行使任何投票權並收取任何分派;及(v)向相關公司註冊處提交文件。

Notes:

(i) On 26 June 2017, Ms. Huang Juan entered into an equity transfer agreement with Ms. Li Hong, pursuant to which Ms. Huang Juan agreed to transfer the entire equity interest (being 1% of the registered capital) in Shenzhen Laimeiju held by her to Ms. Li Hong. The transfer was completed on 29 June 2017.

(ii) On 26 June 2017, Ms. Huang Juan, Ms. Li Hong, Shenzhen Wenxin, Shenzhen Laimeiju and Shanghai Jirui entered into a supplemental agreement, pursuant to which, among other things, (i) Ms. Huang Juan agreed to assign and Ms. Li Hong agreed to accept all the rights and obligations of Ms. Huang Juan under the Jifu Structured Contracts; and (ii) all parties to the supplemental agreement agreed this arrangement.

附註:

(i) 於二零一七年六月二十六日,黃娟女士與李紅女士訂立股權轉讓協議,據此,黃娟女士同意轉讓彼於深圳來美居持有之全部股權(即已註冊資本之1%)予李紅女士。轉讓已於二零一七年六月二十九日完成。

(ii) 於二零一七年六月二十六日,黃娟女士、李紅女士、深圳文信、深圳來美居與上海即瑞訂立補充協議,據此(其中包括),(i)黃娟女士同意轉讓而李紅女士同意接納黃娟女士於即富架構合約項下之所有權利及義務;及(ii)補充協議之全部訂約方均同意該安排。

STRUCTURED CONTRACTS (Continued)

架構合約(續)

4. Shanghai Jifu (Continued)

4. 上海即富(續)

Reasons for use of Jifu Structured Contracts

The use of the Jifu Structured Contracts is due to applicable PRC law, which stipulates the value-added telecommunications services of Shanghai Jifu and its subsidiaries (the "**Shanghai Jifu Group**") will be subject to certain restrictions on foreign ownership, as well as qualification requirements for foreign investors, which will be difficult for the Company to comply with, as is more fully set out in sub-paragraph 1 under the heading headed "The risks relating to the Jifu Structured Contracts" below.

使用即富架構合約之理由

使用即富架構合約乃由於須符合適用中國法律所致,其規定上海即富及其附屬公司(「**上海即富集團**」)之增值電信服務將受對外商擁有權之若干限制及外國投資者資質規定所規限,本公司將難以符合該等規定。更多詳情載於下文「與即富架構合約有關之風險」分段1。

The risks relating to the Jifu Structured Contracts

與即富架構合約有關之風險

(1) *There is no assurance that the Jifu Structured Contracts could comply with future changes in the regulatory requirements in the PRC and the PRC government may determine that the Jifu Structured Contracts do not comply with applicable regulations.*

(1) *概不保證即富架構合約可符合中國規管規定之未來變動,且中國政府可能釐定即富架構合約並不符合適用法規。*

According to the Company's PRC legal advisers, current PRC laws and regulations place certain restrictions on foreign ownership of companies that engage in the Shanghai Jifu Group's business. Specifically, foreign ownership of value-added telecommunications services providers, including Internet content providers, may not exceed 50%. Shanghai Jifu's principal business is regarded as Internet content provision business. The MIIT Circular provides that a domestic company that holds an ICP licence is prohibited from leasing, transferring or selling the licence to foreign investors in any form, and from providing any assistance, including providing resources, sites or facilities, to foreign investors to provide ICP services illegally in the PRC. The Company is a Cayman Islands incorporated company and its indirect wholly-owned subsidiary, Shanghai Jirui, may not itself operate such business under current PRC law.

據本公司之中國法律顧問表示,現有中國法律及法規對從事上海即富集團業務之公司之外資擁有權制定若干限制。具體而言,增值電訊服務提供商(包括互聯網內容提供商)之外資擁有權不可超過50%。上海即富之主要業務被視為互聯網內容提供業務。工信部通知規定,境內持有互聯網內容提供許可證之公司不得以任何形式向外國投資者變相租借、轉讓或出售許可證,也不得以任何形式為外國投資者在中國境內非法經營電信業務提供資源、場地、設施等條件。本公司為於開曼群島註冊成立之公司,根據現時中國法律,其間接全資附屬公司上海即瑞本身不可經營有關業務。

STRUCTURED CONTRACTS (Continued)

架構合約(續)

4. Shanghai Jifu (Continued)

4. 上海即富(續)

The risks relating to the Jifu Structured Contracts (Continued)

與即富架構合約有關之風險(續)

(1) *There is no assurance that the Jifu Structured Contracts could comply with future changes in the regulatory requirements in the PRC and the PRC government may determine that the Jifu Structured Contracts do not comply with applicable regulations. (Continued)*

(1) *概不保證即富架構合約可符合中國規管規定之未來變動，且中國政府可能釐定即富架構合約並不符合適用法規。(續)*

Further, if a foreign-owned enterprise like the Company applies for an ICP licence, as compared to domestic enterprises in the PRC, it will be subject to more stringent requirements or additional requirements imposed by the MIIT or its local counterparts, such as prior experience in operating value-added telecommunications businesses, a proven track record of overseas business operations, the identity of the ultimate individual shareholders. And there is no clear guidance or interpretation on the assessment criteria for the prior experience and track record by the MIIT or its local counterparts. Lacking such quantitative and qualitative guidance or interpretation in terms of how those requirements can be satisfied, applicants like the Company are therefore unable to follow such requirements when applying for ICP to the MIIT or its local counterparts, and hence there would be a prolonged process of application with unknown results if it were to take a direct equity interest in the Shanghai Jifu Group. Hence, there exists great difficulty and uncertainty for the foreign-owned enterprise to conduct the Shanghai Jifu Group's business in the PRC. Due to the lack of clarity on how the above requirements can be satisfied, an applicant like the Company will be unable to follow such requirements when applying for an ICP licence to the relevant PRC governmental authorities, and hence there will be a prolonged process of application with unknown results. Hence, there exists great difficulty and uncertainty for the foreign-owned enterprises to apply for an ICP licence from the relevant PRC governmental authorities.

此外，倘諸如本公司這類外商企業申請互聯網內容提供許可證，與中國國內企業比較，其須接受工信部或其地方附屬機構施加之更嚴格規定或額外規定，例如於經營增值電信業務方面之過往經驗、海外業務營運之良好往績記錄、最終個別股東之身份。然而，工信部或其地方附屬機構並無有關過往經驗及往績記錄評估標準之清晰指引或詮釋。由於缺乏就如何達致該等規定方面之有關定量及定性指引或詮釋，因此，諸如本公司這類申請人於向工信部或其地方附屬機構申請互聯網內容提供許可證時無法遵守有關規定，故倘其採取於上海即富集團之直接股權進行，則申請程序將會漫長且結果未知。因此，外商企業於中國進行上海即富集團業務存在較大困難及不確定性。由於就如何達致上述規定方面尚不明確，因此，諸如本公司這類申請人向中國有關政府機關申請互聯網內容提供許可證時無法遵守有關規定，故申請程序將會漫長且結果未知。因此，外商企業向中國有關政府機關申請互聯網內容提供許可證存在較大困難及不確定性。

STRUCTURED CONTRACTS (Continued)

4. Shanghai Jifu (Continued)

The risks relating to the Jifu Structured Contracts (Continued)

(1) *There is no assurance that the Jifu Structured Contracts could comply with future changes in the regulatory requirements in the PRC and the PRC government may determine that the Jifu Structured Contracts do not comply with applicable regulations. (Continued)*

Separately, the Company understands from its PRC legal advisers that the draft PRC Foreign Investment Law would look through to the 'actual control' of a business entity to determine whether it is controlled by foreign investors and consequently prohibited under applicable PRC law and regulations. "Actual control" would broadly mean, whether directly or indirectly, having a 50% or more interest in the relevant business entity's voting rights or equity interest, or having the power to exert decisive influence over the entity's operations, financial matters or other key aspects of its business operations.

Under the revised structure, the Group would be interested in, and exercise control over, only 35% of the Shanghai Jifu Group (through Shenzhen Laimeiju). The other shareholders of the Shanghai Jifu Group are Chinese nationals or legal persons which hold the remaining 65% equity interest in Shanghai Jifu and thereby the Shanghai Jifu Group. Consequently, if the draft PRC Foreign Investment Law were adopted in its current form and the Jifu Structured Contracts were subjected to 'look through', the Group would not be in 'actual control' of the Shanghai Jifu Group. The Jifu Structured Contracts would therefore comply with the draft PRC Foreign Investment Law and applicable PRC law and regulations.

架構合約(續)

4. 上海即富(續)

與即富架構合約有關之風險(續)

(1) *概不保證即富架構合約可符合中國規管規定之未來變動,且中國政府可能釐定即富架構合約並不符合適用法規。(續)*

另外,本公司自其中國法律顧問得悉,中國外商投資法草案將會對業務實體之「實際控制權」進行細查,以釐定其是否受外商投資者控制,而因此根據中國適用法律及規例被禁止。「實際控制權」大致指於有關業務實體之投票權或股權直接或間接擁有50%或以上權益,或有權對實體之營運、財務事宜或其業務營運之其他關鍵方面發揮決定性影響力。

根據經修訂架構,本集團將於上海即富集團擁有僅35%權益(透過深圳來美居)並可行使對其控制權。上海即富集團之其他股東為持有上海即富(及繼而於上海即富集團持有)餘下65%股權之中國居民或法人。因此,倘中國外商投資法草案以其現時形式獲採納及即富架構合約須接受「細查」,則本集團將不會擁有上海即富集團之「實際控制權」。因此,即富架構合約將須遵守中國外商投資法草案及適用中國法律及法規。

STRUCTURED CONTRACTS (Continued)

架構合約(續)

4. Shanghai Jifu (Continued)

4. 上海即富(續)

The risks relating to the Jifu Structured Contracts (Continued)

與即富架構合約有關之風險(續)

(1) *There is no assurance that the Jifu Structured Contracts could comply with future changes in the regulatory requirements in the PRC and the PRC government may determine that the Jifu Structured Contracts do not comply with applicable regulations. (Continued)*

(1) *概不保證即富架構合約可符合中國規管規定之未來變動，且中國政府可能釐定即富架構合約並不符合適用法規。(續)*

Although to the Company's knowledge there is no indication that the Jifu Structured Contracts will be interfered or objected by any PRC regulatory authorities, the Company's PRC legal advisers has advised there is a possibility that the PRC Ministry of Commerce and/or other competent authorities may have different opinions on the interpretation of the relevant regulations and would not agree that the Jifu Structured Contracts comply with current PRC law, regulations or rules or those that may be adopted in the future, and such authorities may deny the validity, effectiveness and enforceability of the Jifu Structured Contracts. In addition, due to a lack of interpretative materials from the authorities, the Group cannot be assured that the MIIT will not consider the Shanghai Jifu Group's corporate structure and contractual arrangements upon Completion as a kind of foreign investment in telecommunication services. In such case the Shanghai Jifu Group may be found in violation of the MIIT Circular and as a result may be subject to various penalties, including fines and the discontinuation of or restrictions on the Shanghai Jifu Group's operations.

儘管就本公司所知，並無有關即富架構合約將由任何中國監管機關干預或反對之指示，惟本公司之中國法律顧問已告知，中國商務部及／或其他主管機關可能會對有關法規之詮釋有不同意見及不同意即富架構合約乃符合現有或未來可能採納之中國法律、法規或規則，而有關機關可能拒絕承認即富架構合約之有效性、效力及可強制執行性。此外，由於缺乏有關機關之詮釋材料，本集團並不能保證工信部將不會視於完成後之上海即富集團之公司架構及合約安排為外商投資電訊服務類別。於此情況下，上海即富集團可能會被發現違反工信部通知，及因此可能會遭受各種懲罰，包括罰款及終止或限制上海即富集團之經營業務。

If the authorities deny the validity, effectiveness and enforceability of the Jifu Structured Contracts, it could have a material adverse impact on Shanghai Jirui's business, financial condition and results of operations.

倘有關機關拒絕承認即富架構合約之有效性、效力及可強制執行性，則其可能對上海即瑞之業務、財務狀況及經營業績造成重大不利影響。

STRUCTURED CONTRACTS (Continued)

4. Shanghai Jifu (Continued)

The risks relating to the Jifu Structured Contracts (Continued)

(2) The Jifu Structured Contracts may not be as effective in providing control over and entitlement to the 35% economic interest in Shanghai Jifu as direct ownership.

The Jifu Structured Contracts may not be as effective in providing Shanghai Jirui with control over and entitlement to the economic interests in Shanghai Jifu as direct ownership of a 35% interest in it. If Shanghai Jirui had direct ownership of Shanghai Jifu, Shanghai Jirui would be able to directly exercise its rights as a shareholder to effect changes in the board of directors of Shanghai Jifu. However, under the Jifu Structured Contracts, Shanghai Jirui can only look to and rely on Shenzhen Laimeiju to perform their contractual obligations under the Jifu Structured Contracts in order for Shanghai Jirui to effectively exercise its indirect 35% interest in Shanghai Jifu. Shenzhen Laimeiju and its shareholders may not act in the best interests of Shanghai Jirui and may not perform its/their obligations under the Jifu Structured Contracts. Shanghai Jirui may replace the Shenzhen Laimeiju directors by its other nominees pursuant to the Jifu Structured Contracts. However, if any dispute relating to the Jifu Structured Contracts remains unresolved, Shanghai Jirui will have to enforce its rights under the Jifu Structured Contracts and seek to interpret the terms of the Jifu Structured Contracts in accordance with PRC law and will be subject to uncertainties in the PRC legal system.

架構合約(續)

4. 上海即富(續)

與即富架構合約有關之風險(續)

(2) 即富架構合約於控制上海即富及享有其35%經濟利益方面可能不如直接擁有權有效。

即富架構合約於向上海即瑞提供對上海即富之控制權及令其享有上海即富35%之經濟利益方面可能不如直接擁有權有效。倘上海即瑞對上海即富擁有直接擁有權，上海即瑞將可直接行使作為股東之權利以影響上海即富之董事會變動。然而，根據即富架構合約，上海即瑞僅可指望及依賴深圳來美居履行其於即富架構合約項下之合約義務，致使上海即瑞可有效行使其於上海即富之35%間接權益。深圳來美居及其股東可能不會以上海即瑞之最佳利益行事及可能不會履行其／彼等於即富架構合約項下之義務。上海即瑞可根據即富架構合約以該公司之其他代名人取代深圳來美居董事。然而，倘有關即富架構合約之任何爭議未獲解決，上海即瑞將須強制執行其於即富架構合約項下之權利及尋求根據中國法律詮釋即富架構合約之條款並將面臨中國法律制度中之不明朗因素。

STRUCTURED CONTRACTS (Continued)

架構合約(續)

4. Shanghai Jifu (Continued)

4. 上海即富(續)

The risks relating to the Jifu Structured Contracts (Continued)

與即富架構合約有關之風險(續)

(2) *The Jifu Structured Contracts may not be as effective in providing control over and entitlement to the 35% economic interest in Shanghai Jifu as direct ownership. (Continued)*

(2) *即富架構合約於控制上海即富及享有其35%經濟利益方面可能不如直接擁有權有效。(續)*

The Jifu Structured Contracts are governed by PRC law. When a dispute arises under any of the Jifu Structured Contracts, the relevant parties thereto shall settle the dispute through negotiation in an amicable manner. In case the dispute is not resolved, the parties to the dispute may have to rely on legal remedies under PRC law. The Jifu Structured Contracts provide that dispute will be submitted to the Shanghai International Economic and Trade Arbitration Commission for arbitration. The decision of such arbitration is final and binding on the parties to the dispute.

即富架構合約受中國法律規管。倘任何一份即富架構合約出現爭議，則其有關訂約方將透過磋商以友好方式解決爭議。倘未能解決爭議，則爭議方可能須依賴中國法律項下之法律補救措施。即富架構合約規定，爭議將提交至上海國際經濟貿易仲裁委員會進行仲裁。有關仲裁裁決為最終定論且對有關爭議方具有約束力。

Since the legal environment in the PRC is different from that in Hong Kong and other jurisdictions, uncertainties in the PRC legal system could limit the ability of Shanghai Jirui to enforce the Jifu Structured Contracts. There is no assurance that such arbitration awards will be in favour of Shanghai Jirui and/or that there will not be any difficulties in enforcing any arbitral awards granted, including specific performance or injunctive relief and claiming damages by Shanghai Jirui. As Shanghai Jirui may not be able to obtain sufficient remedies in a timely manner, its ability to exert effective control over its indirect 35% interest in Shanghai Jifu and the conduct of its business could be materially and adversely affected, and may disrupt the business of Shanghai Jirui and have a material adverse impact on Shanghai Jirui's business, prospects and results of operation.

由於中國法律環境有別於香港及其他司法權區，故中國法律制度中之不明朗因素將可能限制上海即瑞強制執行即富架構合約之能力。概不保證有關仲裁裁決將有利於上海即瑞及／或強制執行所授出之任何仲裁裁決不會遭遇任何困難，包括上海即瑞之具體履行或禁制令及要求賠償。由於上海即瑞可能無法及時取得足夠補救措施，故其對上海即富行使35%間接權益之實際控制權之能力及進行其業務可能受到重大不利影響，並可能中斷上海即瑞之業務及對上海即瑞之業務、前景及經營業績產生重大不利影響。

STRUCTURED CONTRACTS (Continued)

架構合約(續)

4. Shanghai Jifu (Continued)

4. 上海即富(續)

The risks relating to the Jifu Structured Contracts (Continued)

與即富架構合約有關之風險(續)

(3) Potential conflicts of interest among Shanghai Jirui and Shenzhen Laimeiju may exist.

Shanghai Jirui will rely on the Jifu Structured Contracts to exercise control over and to draw economic benefits from an indirect 35% interest in Shanghai Jifu. Shanghai Jirui may not be able to provide sufficient incentives to Shenzhen Laimeiju in order to encourage it to act in the best interests of Shanghai Jirui, other than stipulating the relevant obligations in the Jifu Structured Contracts. Shenzhen Laimeiju may breach the Jifu Structured Contracts in the event of conflicts of interest or deterioration of its relationship with Shanghai Jirui, the results of which may have a material adverse impact on Shanghai Jirui's business, prospects and results of operation.

There can be no guarantee that if conflicts arise, Shenzhen Laimeiju will act in the best interests of Shanghai Jirui or that the conflicts will be resolved in favour of Shanghai Jirui. If Shenzhen Laimeiju fails to perform its respective obligations under the Jifu Structured Contracts, Shanghai Jirui may have to pursue legal proceedings in reliance on legal remedies under PRC law, which may be expensive, time-consuming and disruptive to Shanghai Jirui's operations and will be subject to uncertainties, as discussed above.

(3) 上海即瑞及深圳來美居之間可能存在之潛在利益衝突。

上海即瑞將倚賴即富架構合約對上海即富行使控制權及自其35%間接權益抽取經濟利益。除即富架構合約所訂明之有關義務外，上海即瑞可能無法就鼓勵深圳來美居以上海即瑞之最佳利益行事而向深圳來美居提供足夠激勵。深圳來美居可能於出現利益衝突事件或其與上海即瑞之關係惡化時違反即富架構合約，其結果可能對上海即瑞之業務、前景及經營業績產生重大不利影響。

概不保證當發生衝突時，深圳來美居將以上海即瑞之最佳利益行事或衝突將以對上海即瑞有利之方式解決。倘深圳來美居未能履行其於各份即富架構合約項下之責任，上海即瑞可能須透過法律訴訟依賴中國法律下之法律補救，此可能屬昂貴、耗時及中斷上海即瑞之營運，且可能面臨上文所討論之不明朗因素。

STRUCTURED CONTRACTS (Continued)

架構合約(續)

4. Shanghai Jifu (Continued)

4. 上海即富(續)

The risks relating to the Jifu Structured Contracts (Continued)

與即富架構合約有關之風險(續)

(4) The Jifu Structured Contracts may be subject to the scrutiny of the PRC tax authorities and additional tax may be imposed.

(4) 即富架構合約可能會受中國稅務機關審查並產生額外稅項。

The Jifu Structured Contracts may be subject to scrutiny of the PRC tax authorities and additional tax may be imposed on Shanghai Jirui. Shanghai Jirui may face adverse tax consequences if the PRC tax authorities determine that the Jifu Structured Contracts were not entered into based on arm's length negotiations. If the PRC tax authorities determine that the Jifu Structured Contracts were not entered into on an arm's length basis, they may adjust the income and expenses of Shanghai Jirui for PRC tax purposes, which could result in higher tax liabilities for Shanghai Jirui.

即富架構合約可能會受中國稅務機關審查，而上海即瑞可能被徵收額外稅項。倘中國稅務機關釐定即富架構合約並非根據公平磋商訂立，則上海即瑞可能面臨不利稅務後果。倘中國稅務機關釐定即富架構合約並非按公平基準訂立，其可能就中國稅務目的調整上海即瑞之收入與開支，此舉可導致上海即瑞承擔更高之稅務負債。

The operation results of Shanghai Jirui may be materially and adversely affected if the tax liabilities of Shanghai Jifu or Shenzhen Laimeiju or those of Shanghai Jirui increase significantly or if they are required to pay interest on late payments.

倘上海即富或深圳來美居或上海即瑞之稅務負債大幅增加或倘彼等須就逾期付款而支付利息，則上海即瑞之經營業績則可能受重大不利影響。

STRUCTURED CONTRACTS (Continued)

4. Shanghai Jifu (Continued)

The risks relating to the Jifu Structured Contracts (Continued)

(5) Shanghai Jirui's ability to acquire the entire equity interests in Shenzhen Laimeiju may be subject to various limitations and substantial costs.

In case Shanghai Jirui exercises its option to acquire all or part of the equity interests of Shenzhen Laimeiju under the Exclusive Option Agreement, the acquisition of the entire equity interests in Shenzhen Laimeiju may only be conducted to the extent permitted by and subject to necessary approvals and relevant procedures under applicable PRC law. In addition, the abovementioned acquisitions may be subject to a minimum price limitation (such as an appraised value for the entire equity interests in Shenzhen Laimeiju) or other limitations as imposed by applicable PRC law. Further, a substantial amount of other costs (if any), expenses and time may be involved in transferring the ownership of Shenzhen Laimeiju, which may have a material adverse impact on Shanghai Jirui's businesses, prospects and results of operation.

Actions taken by the Group to mitigate the risks

The Group incorporated and adopted relevant requirements of industrial and regulatory policies to various management guidelines and procedural guidelines, and performed timely monitoring of new trends in the market and regulatory policies. All information collected was summarized and communicated to the relevant personnel forthwith. New trends and regulatory policies were collected and risks were controlled vigorously.

架構合約(續)

4. 上海即富(續)

與即富架構合約有關之風險(續)

(5) 上海即瑞收購深圳來美居之全部股權之能力可能面臨多項限制及大量成本。

倘上海即瑞行使其期權以根據獨家期權協議收購深圳來美居之全部或部分股權，收購深圳來美居之全部股權僅可於適用中國法律准許之情況下進行，並須受適用中國法律項下之必要批准及相關程序所規限。此外，上述收購可能須受適用中國法律施加之最低價格限制(例如深圳來美居之全部股權之評估價值)或其他限制所規限。另外，轉讓深圳來美居之擁有權可能涉及大量其他成本(如有)、開支及時間，其可能對上海即瑞之業務、前景及經營業績造成重大不利影響。

本集團所採取減低有關風險之行動

本集團之各項管理指引及程序指引均納入並採納行業及監管政策之相關規定，本集團亦即時監察市場及監管政策新趨勢。所有已收集資料已作出概要整理，並立即與有關人員溝通。本集團已收集各項新趨勢及規管政策，並積極控管風險。

STRUCTURED CONTRACTS (Continued)

架構合約(續)

4. Shanghai Jifu (Continued)

Actions taken by the Group to mitigate the risks (Continued)

In addition, the applicable laws and regulations are timely reflected in the business activities and operations of our Group through the implementation of process management in various business areas.

To foster an enabling culture for risk management, the Group compiled and prepared training courses for risk management, helping with the dissemination of knowledge and keeping abreast of the market development. The Group seeks and will continue to seek legal or other specialist advice as appropriate in order to effectively monitor the legal and regulatory risks.

Material changes to and the unwinding of the Jifu Structured Contracts

There were no material changes to the Jifu Structured Contracts and/or the circumstances under which they were adopted, nor was there any unwinding of them or of a failure to do the same due to the restrictions that led to their adoption being removed.

For detailed information relating to the Jifu Structured Contracts, please refer to the circular issued by the Company on 7 April 2016.

4. 上海即富(續)

本集團所採取減低有關風險之行動(續)

此外,本集團透過在各業務領域落實程序管理,於業務活動及經營即時反映適用法律及法規。

為加強推動風險管理,本集團已就風險管理匯集並編製培訓課程,旨在傳遞相關知識及掌握市場發展。本集團適時尋求並將持續尋求法律或其他專業人士意見,以有效監察法律及監管風險。

即富架構合約之重大變動及解除

即富架構合約及/或彼等採用之情況並無重大變動,該等架構合約亦無遭解除或因導致彼等採用之限制被剔除而未能解除該等架構合約。

有關即富架構合約之詳細資料,請參閱本公司於二零一六年四月七日刊發之通函。

STRUCTURED CONTRACTS (Continued)

5. Leyu

For the Year, Leyu recorded revenue and a net profit of RMB923,424,000 and RMB104,807,000, respectively (for the year ended 31 December 2017: revenue and net profit of RMB3,208,090,000 and RMB517,303,000 respectively). As at 31 December 2018, the total assets and the net assets of Leyu were RMB1,874,787,000 and RMB610,721,000 respectively (as at 31 December 2017: total assets and net assets were RMB2,030,483,000 and RMB503,050,000 respectively).

On 31 October 2016, Marvel Paradise Group Limited, a wholly-owned subsidiary of the Company, entered into an acquisition agreement to acquire a 48% equity interest in Leyu which includes 北京掌眾軟件技術有限責任公司 (Beijing Weshare Software Technology Limited*), (the "**Beijing WFOE**") through structured contracts (the "**Leyu Structured Contracts**") at a total consideration of RMB800 million, of which RMB320.0 million was satisfied in cash and the remaining RMB480 million was satisfied by the issuance of 714,147,470 new Shares at HK$0.7681 each (equivalent to RMB0.6548 per Share). On 24 November 2016 and 14 December 2016, the Company allotted and issued 541,251,368 Shares and 172,896,102 Shares to the sellers respectively. However, the completion of the transaction should be subject to the terms of the acquisition agreement signed between the sellers and the Company. The transaction was completed on 14 December 2016. Leyu and its subsidiaries and consolidated affiliated entities are principally online consumer finance marketplaces, connecting investors and individual borrowers from a variety of channels to facilitate loans through mobile applications.

The existing shareholders of Leyu include one nominee shareholder which holds 48% of its registered capital.

架構合約(續)

5. Leyu

於本年度,Leyu錄得收入及純利分別為人民幣923,424,000元及人民幣104,807,000元(截至二零一七年十二月三十一日止年度:收入及純利分別為人民幣3,208,090,000元及人民幣517,303,000元)。於二零一八年十二月三十一日,Leyu之資產總值及資產淨值分別為人民幣1,874,787,000元及人民幣610,721,000元(於二零一七年十二月三十一日:資產總值及資產淨值分別為人民幣2,030,483,000元及人民幣503,050,000元)。

於二零一六年十月三十一日,本公司全資附屬公司Marvel Paradise Group Limited訂立一份收購協議,以總代價人民幣800,000,000元透過架構合約(「**Leyu架構合約**」)收購北京掌眾軟件技術有限責任公司(「**北京外商獨資企業**」)之48%股權,其中人民幣320,000,000元以現金支付,而餘額人民幣480,000,000元以發行每股面值0.7681港元(相等於每股股份人民幣0.6548元)之714,147,470股新股份之方式支付。於二零一六年十一月二十四日及二零一六年十二月十四日,本公司分別向賣方配發及發行541,251,368股股份及172,896,102股股份。然而,交易的完成須遵守賣方與本公司所訂立收購協議的條款。該交易已於二零一六年十二月十四日完成。Leyu及其附屬公司及綜合關聯方主要為在線消費金融市場,透過移動應用程式連接投資者與個別借款人,以多種渠道促成貸款。

Leyu之現有股東包括一名持有其48%註冊資本之代名人股東。

* *For identification purpose only*

* *僅供識別*

STRUCTURED CONTRACTS (Continued)

架構合約(續)

5. Leyu (Continued)

5. Leyu(續)

Principal terms of the Leyu Structured Contracts

Leyu架構合約的主要條款

The following is a summary of the principal terms of the Leyu Structured Contracts:

以下為Leyu架構合約之主要條款概要:

(1) Exclusive Business Cooperation Agreements

The Beijing WFOE shall provide the OPCOs (the "**OPCOs**") (i.e. 北京掌眾科技有限公司 (Beijing Weshare Technology Limited*) ("**Weshare Technology**") and 北京掌眾財富資產管理有限公司 (Beijing Weshare Wealth Management Limited*) ("**Weshare Wealth**")), with exclusive technical services, business advisory, including, among others, computer software technology development, technical consulting and business management consulting. The Beijing WFOE shall issue bills on a quarterly basis to the OPCOs in accordance with an agreed price, adjusted depending on the workload and commercial value of its services provided to the OPCOs. The OPCOs shall pay the consulting service fees to the Beijing WFOE accordingly.

(1) 獨家業務合作協議

北京外商獨資企業將向該等營運公司(「**該等營運公司**」)(即北京掌眾科技有限公司(「**掌眾科技**」)及北京掌眾財富資產管理有限公司(「**掌眾財富**」))提供獨家技術服務、業務諮詢,包括(其中包括)電腦軟件技術開發、技術諮詢及業務管理諮詢。北京外商獨資企業將根據經協定價格按季度向該等營運公司發出賬單,並視乎其向該等營運公司所提供服務之工作量及商業價值進行調整。該等營運公司須因此向北京外商獨資企業支付顧問服務費。

(2) Exclusive Option Agreements

The shareholders of the OPCOs (the "**OPCO Shareholders**") irrevocably and unconditionally grant exclusive share options to the Beijing WFOE that entitles the Beijing WFOE to require each of the OPCO Shareholders to transfer, to the extent permitted by the PRC laws, all or part of OPCO Shareholders' equity interests in the OPCOs to the Beijing WFOE or any person(s) designated by the Beijing WFOE at the minimum consideration permitted by the PRC laws. Pursuant to the Exclusive Option Agreements, the OPCO Shareholders shall not, among other things, (i) transfer any of their equity interests in the OPCOs nor create any pledge or any other security unless in the ordinary and usual course of business and with prior written consent from the Beijing WFOE, or (ii) alter the registered capital of the OPCOs or approve the distribution of dividends to the OPCO Shareholders without prior written consent from the Beijing WFOE.

(2) 獨家購買權合同

營運公司股東(「**營運公司股東**」)不可撤銷及無條件向北京外商獨資企業授予獨家購股權,其賦予北京外商獨資企業權利可要求各營運公司股東,以中國法律允許之最少代價,向北京外商獨資企業或北京外商獨資企業指定之任何人士轉讓(於中國法律允許之範圍內)營運公司股東於該等營運公司之全部或部分股權。根據獨家購買權合同,營運公司股東將不得(其中包括)(i)轉讓彼等於該等營運公司之任何股權,亦不得對其設立任何質押或任何其他抵押,除非於一般及正常業務過程中進行並取得北京外商獨資企業事先書面同意,或(ii)未取得北京外商獨資企業事先書面同意下,更改該等營運公司之註冊資本或批准向該等營運公司之股東分派股息。

* *For identification purpose only*

* *僅供識別*

STRUCTURED CONTRACTS (Continued)

5. Leyu (Continued)

Principal terms of the Leyu Structured Contracts (Continued)

(3) Equity Pledge Agreements

The OPCO Shareholders agree to pledge all of their equity interests in the OPCOs, equivalent to all the equity interests in the OPCOs, to the Beijing WFOE to secure the performance of all the contractual obligations and the payment of guaranteed debts of the OPCO Shareholders and the OPCOs under the Leyu Structured Contracts. Pursuant to the Equity Pledge Agreements, absent prior written consent from the Beijing WFOE, the OPCO Shareholders shall not, among other things, (i) transfer any of their equity interests in the OPCOs nor create any new pledge or any other security thereon, or (ii) transfer any of their rights or obligations under the Exclusive Business Cooperation Agreements and the Equity Pledge Agreements to any third parties.

(4) Powers of Attorney

Each OPCO Shareholder irrevocably authorises the Beijing WFOE, or any person(s) designated by the Beijing WFOE, to exercise on its or his behalf all of its or his rights and powers as a OPCO Shareholder, including, among other things, (i) acting as the agent of the OPCO Shareholder to attend the shareholders' meetings of the OPCOs, (ii) representing the OPCO Shareholder and exercising the voting rights on matters requiring discussion and approval at shareholders' meetings of the OPCOs, or (iii) proposing to appoint or remove directors and other members of senior management.

(5) Spousal Consent Letter

The spouse of Mr. Zhang Jinghua unconditionally and irrevocably, among other things, (i) acknowledges that all the equity interests in the OPCOs registered under the name of the OPCO Shareholders (as applicable) do not form part of their matrimonial property, (ii) undertakes that she will not claim any remedy in respect of the equity interests in the OPCOs obtained under the Leyu Structured Contracts, and (iii) undertakes that she will not participate in the operation and management of the OPCOs.

架構合約(續)

5. Leyu(續)

Leyu架構合約的主要條款(續)

(3) 股權質押合同

營運公司股東同意向北京外商獨資企業質押彼等於該等營運公司之全部股權(相等於該等營運公司之全部股權),以確保履行Leyu架構合約項下之所有合約責任及支付營運公司股東及該等營運公司之擔保債務。根據股權質押合同,倘未取得北京外商獨資企業事先書面同意,營運公司股東將不得(其中包括)(i)轉讓彼等於該等營運公司之任何股權,亦不得對其設立任何新質押或任何其他抵押,或(ii)向任何第三方轉讓彼等於獨家業務合作協議及股權質押合同項下之任何權利或責任。

(4) 授權委託協議

各營運公司股東不可撤回地授權北京外商獨資企業(或北京外商獨資企業指定之任何人士)代其行使作為營運公司股東之一切權利及權力,包括(其中包括)(i)作為營運公司股東之代理出席該等營運公司之股東大會,(ii)代表營運公司股東及就須於該等營運公司之股東大會上討論及批准之事宜行使投票權,或(iii)建議委任或罷免董事及其他高級管理層成員。

(5) 配偶同意函

張敬華先生之配偶無條件及不可撤回地(其中包括)(i)承認所有以營運公司股東(如適用)名義登記之該等營運公司之股權並不構成彼等婚姻財產之一部分,(ii)承諾彼將不會就根據Leyu架構合約取得的該等營運公司之股權索取任何補償,及(iii)承諾彼不會參與該等營運公司的營運及管理。

STRUCTURED CONTRACTS (Continued)

架構合約(續)

5. Leyu (Continued)

5. Leyu(續)

Reasons for use of the Leyu Structured Contracts

使用Leyu架構合約之理由

The PRC State Council issued the Administrative Measures on Internet Information Services (the "**IIS Measures**") to regulate the provision of internet information services. Under the IIS Measures, commercial internal information service providers must obtain the requisite content provider licence (the "**ICP Licence**") from the relevant authorities before engaging in the provision of commercial internet information services in the PRC.

中國國務院頒佈互聯網信息服務管理辦法(「**互聯網信息服務辦法**」),以規範提供互聯網信息服務。根據互聯網信息服務辦法,經營性互聯網信息服務提供商必須於中國從事提供經營性互聯網信息服務前向有關部門取得必要之互聯網內容提供許可證(「**互聯網內容提供許可證**」)。

The business that Leyu Group is engaged in falls under the category of "value-added telecommunications services" in the PRC and is regarded as a "restricted" business according to the Foreign Investment Industries Guidance of the PRC (Amended in 2015), promulgated by the Ministry of Commerce and the National Development and Reform Commission of the PRC.

Leyu集團所從事的業務在中國屬於「增值電信服務」類別,因此根據中國商務部及國家發展和改革委員會頒佈的中國《外商投資產業指導目錄(2015年修訂)》被列為「受限制」業務。

According to the Regulations on the Administration of Foreign-invested Telecommunication Enterprises(外商投資電信企業管理規定)(the "**FITE Regulations**"), which were promulgated by the PRC State Council on 11 December 2001 and amended on 10 September 2008, (i) the ratio of investment by a foreign investor in a company providing value-added telecommunications services shall not exceed 50% and (ii) a foreign investor who invests in a value-added telecommunications services company shall have a good track record and experience in providing value-added telecommunications business (the "**Qualification Requirement**") in the PRC. Currently, no clear guidance as to the interpretation of the Qualification Requirement has been issued.

根據中國國務院於二零零一年十二月十一日頒佈並於二零零八年九月十日修訂的《外商投資電信企業管理規定》(「**外資電信企業規定**」),(i)外商投資者在提供增值電信服務的公司中的股權,不得超過50%及(ii)外商投資者在投資於增值電信業務公司前,應當具有在中國經營增值電信業務的良好業績及運營經驗(「**資質規定**」)。現時尚無詮釋資質規定的清晰指引。

The MIIT Circular reiterates the regulations on foreign investment in telecommunications business. Under the MIIT Circular, a foreign investor who wishes to conduct any value-added telecommunications business in the PRC must first set up a foreign-invested enterprise and obtain an ICP License. The MIIT Circular further provides that a domestic company holding an ICP License is prohibited from leasing, transferring or selling the license to foreign investors in any form, and providing any assistance to foreign investors for illegal operation of telecommunications business in the PRC.

工信部通知重申外商投資電信業務的規定。根據工信部通知,外商投資企業在中國經營任何增值電信業務前,必須首先成立外資企業及取得互聯網內容提供許可證。工信部通知進一步規定,禁止持有互聯網內容提供許可證的境內公司以任何形式向外國投資者租借、轉讓或出售該許可證及為外國投資者在中國境內非法經營電信業務提供任何協助。

STRUCTURED CONTRACTS (Continued)

架構合約(續)

5. Leyu (Continued)

5. Leyu(續)

Reasons for use of the Leyu Structured Contracts (Continued)

In light of the above legal restrictions, the Group cannot hold any direct interest in the consolidated affiliated entities (the "**CAEs**") in Leyu Group (namely, Weshare Technology and Weshare Wealth), which hold or will hold licenses and permits required for their business operations. In order to comply with PRC laws and regulations while allowing the Group to operate the businesses of the CAEs, Beijing WFOE will enter into certain Leyu Structured Contracts whereby Beijing WFOE will acquire effective control over the financial and operational policies of the CAEs and will become entitled to all economic benefits derived from their operations.

使用Leyu架構合約之理由(續)

鑑於上文所述法律限制,本集團無法於Leyu集團(即掌眾科技及掌眾財富)之該等綜合關聯方(「**該等綜合關聯方**」)(其持有或將持有其業務營運所須之許可證及牌照)持有任何直接權益。為在允許本集團營運該等綜合關聯方業務之同時亦符合中國法律及法規,外商獨資企業將訂立若干Leyu架構合約,據此,北京外商獨資企業將取得該等綜合關聯方之財務及營運政策之實際控制權,並將享有自該等實體之營運產生之所有經濟利益。

The risks and limitations relating to the Leyu Structured Contracts

(1) Economic risks and loss sharing

None of the agreements constituting the Leyu Structured Contracts provide that the Company or Beijing WFOE is obligated to share the losses of the CAEs or provide financial support to the CAEs. Under PRC laws and regulations, the Company or Beijing WFOE, as the primary beneficiary of the OPCOs, is not required to share the losses of the OPCOs or provide financial support to the same. Moreover, as limited liability companies, the OPCOs are solely liable for their own debts and losses.

Despite the foregoing, given that the Group will conduct business in the PRC through the OPCOs and their financial condition and results of operations will be consolidated into the Company's combined financial statements and results of operations under the applicable accounting principles, the Company's business, financial condition and results of operations would be adversely affected if the CAEs suffer losses. Therefore, the provisions in the Leyu Structured Contracts are tailored so as to limit, to the greatest extent possible, the potential adverse effect on Beijing WFOE and the Company resulting from any loss suffered by the CAEs.

有關Leyu架構合約之風險及限制

(1) 經濟風險及虧損分攤

概無構成Leyu架構合約之協議規定,本公司或北京外商獨資企業有責任分攤該等綜合關聯方之虧損或向該等綜合關聯方提供財政支持。根據中國法律及法規,本公司或北京外商獨資企業作為該等營運公司之主要受益人毋須分攤該等營運公司之虧損或向該等營運公司提供財政支持。此外,作為有限責任公司,該等營運公司全權承擔其自身之債務及虧損。

儘管如此,鑑於本集團透過該等營運公司於中國經營業務,且彼等之財務狀況及經營業績根據適用會計準則將綜合計入本公司之合併財務報表及經營業績,倘該等綜合關聯方蒙受虧損,本公司之業務、財務狀況及經營業績將會受到不利影響。因此,Leyu架構合約之條文乃為此而設,以盡可能限制因該等綜合關聯方蒙受任何虧損而對北京外商獨資企業及本公司造成的潛在不利影響。

STRUCTURED CONTRACTS (Continued)

架構合約(續)

5. Leyu (Continued)

The risks and limitations relating to the Leyu Structured Contracts (Continued)

(1) Economic risks and loss sharing (Continued)

For instance, as provided in the Leyu Structured Contracts, none of the assets of the CAEs are to be sold, transferred or otherwise disposed of without the written consent of Beijing WFOE. In addition, under the Leyu Structured Contracts, none of the OPCO Shareholders may transfer or permit the encumbrance of or allow any guarantee or security to be created on any of his or her equity interests in the OPCOs without the Company's prior written consent.

In addition, under the Leyu Structured Contracts, without the prior written consent of Beijing WFOE, the CAEs shall not change or remove the members of the boards of directors who are appointed by Beijing WFOE in accordance with the memorandum and articles of association of each of the CAEs. Beijing WFOE also has the right to appoint the financial controllers and other senior managers of the CAEs. Beijing WFOE has absolute control over the distribution of dividends or any other amounts to the shareholders of the CAEs as the CAEs and their shareholders have undertaken not to make any distribution without the prior written consent of Beijing WFOE. Beijing WFOE also has the right to periodically receive or inspect the accounts of CAEs and the financial results of the CAEs can be consolidated into the Group's financial information as if the were the Group's subsidiaries.

(2) Limitations in exercising the option to acquire ownership in the OPCOs

As foreign direct investment in value added telecommunications services is governed by the FITE Regulations, the Group will take steps to gradually build up its overseas business record and experience, for example by cooperating with other pioneering and innovative internet finance companies in overseas market and introducing them to China. Nonetheless, given the lack of guidelines in this unclear area of the law, there is no guarantee that the steps to be taken will be sufficient to enable to Company to ultimately acquire direct beneficial ownerships in the OPCOs.

5. Leyu(續)

有關Leyu架構合約之風險及限制(續)

(1) 經濟風險及虧損分攤(續)

例如,Leyu架構合約中規定,在未經北京外商獨資企業書面同意下,該等綜合關聯方之資產概不得出售、轉讓或以其他方式處置。此外,根據Leyu架構合約,在未經本公司事先書面同意下,營運公司股東不得轉讓或容許其於該等營運公司之任何股權設置產權負擔,或批准設置任何擔保或抵押。

此外,根據Leyu架構合約,在未經北京外商獨資企業事先書面同意下,該等綜合關聯方不得變更或罷免由北京外商獨資企業按照該等綜合關聯方各自之組織章程大綱及細則委任之董事會成員。北京外商獨資企業亦有權委任該等綜合關聯方之財務總監及其他高級經理。由於該等綜合關聯方及彼等之股東已承諾不會在未經北京外商獨資企業事先書面同意前作出任何分派,北京外商獨資企業對向該等綜合關聯方之股東分派之股息或任何其他款項有絕對控制權。北京外商獨資企業亦有權定期收取或查閱該等綜合關聯方之賬目,而該等綜合關聯方之財務業績可綜合計入本集團之財務資料,猶如彼等為本集團之附屬公司。

(2) 行使選擇權以收購該等營運公司擁有權的限制

由於外商直接投資於增值電信服務受外商投資電信企業管理規定規管,本集團將採取步驟,逐步建立其海外業務記錄及累積經驗,例如透過與海外市場之其他先鋒及創新互聯網金融公司合作並將彼等引薦至中國。然而,鑑於此方面的法律並不清晰且欠缺指引,概不保證所採取的步驟將足可令本公司最終得以獲得該等營運公司的直接實益擁有權。

STRUCTURED CONTRACTS (Continued)

5. Leyu (Continued)

The risks and limitations relating to the Leyu Structured Contracts (Continued)

(2) Limitations in exercising the option to acquire ownership in the OPCOs (Continued)

The exercise of the option to acquire the ownership of the OPCOs may be subject to substantial costs. Under the Exclusive Option Agreements (being part of the Leyu Structured Contracts), Beijing WFOE has the sole discretion to require the OPCO Shareholders to transfer their equity interests in the OPCOs to Beijing WFOE at the lower of (i) the amount of the registered capital contributed by the shareholders in accordance with their respective percentage of equity interest in the OPCOs and (ii) the lowest price permitted under the PRC laws. The relevant PRC authorities may require Beijing WFOE to pay a substantial amount of enterprise income tax for the income from the ownership transfer if the purchase price is set below the market value.

(3) The PRC government may determine that Leyu Structured Contracts are not in compliance with any existing or future applicable PRC laws or regulations.

The PRC government may determine that the Leyu Structured Contracts do not comply with the applicable laws and regulations of the PRC. Although the PRC legal advisers of Leyu Group are of the view that the Leyu Structured Contracts are not in violation of the relevant PRC laws and regulations, uncertainties still exist regarding the interpretation and application of the PRC laws and regulations especially in the area of value-added telecommunications business. For instance, the PRC regulatory authorities may issue further guidelines that impose stricter foreign ownership requirements in that area of business. Given the uncertain legal and business environment in the PRC, it is difficult to foresee whether the PRC regulatory authorities will take the same view regarding the Leyu Structured Contracts as the PRC legal advisers in the future.

架構合約(續)

5. Leyu(續)

有關Leyu架構合約之風險及限制(續)

(2) 行使選擇權以收購該等營運公司擁有權的限制(續)

行使選擇權以收購該等營運公司的擁有權可能涉及巨額成本。根據獨家購買權合同(為Leyu架構合約之一部分),北京外商獨資企業可全權自行酌情要求營運公司股東向北京外商獨資企業轉讓彼等於該等營運公司的股權,價格為(i)股東根據彼等各自於該等營運公司的股權百分比而作出的註冊股本出資額及(ii)中國法律許可的最低價格的較低者。倘購買價低於市場價值,相關中國機關可要求北京外商獨資企業就擁有權轉讓的收入支付巨額企業所得稅。

(3) 中國政府可能決定,Leyu架構合約不符合任何現有或未來適用之中國法律或法規。

中國政府可能決定,Leyu架構合約不符合適用之中國法律或法規。儘管Leyu集團之中國法律顧問認為Leyu架構合約並無違反相關中國法律及法規,中國法律及法規的詮釋及應用仍然存在不確定性,特別是於增值電信業務領域。例如,中國監管部門可能發出進一步指引,對此業務範圍實施更嚴格的外資擁有權規定。鑑於中國的法律及經營環境存在不明確因素,難以預見中國監管部門於未來會否就Leyu架構合約與中國法律顧問持有相同意見。

STRUCTURED CONTRACTS (Continued)

架構合約(續)

5. Leyu (Continued)

The risks and limitations relating to the Leyu Structured Contracts (Continued)

(4) Beijing WFOE relies on the Leyu Structured Contracts to control and obtain the economic benefits from the OPCOs, which may not be as effective in providing operational control as direct ownership.

The Leyu Structured Contracts may not provide control as effective as direct ownership. Under the Leyu Structured Contracts, the Group will operate its value-added telecommunication services business through the CAEs. The Company will have to rely on WOFE's rights under the Leyu Structured Contracts to effect changes in the management of the OPCOs and make an impact on its business decision making, as opposed to exercising its rights directly as a shareholder. If the OPCOs or their shareholders refuse to cooperate, the Company will face difficulties in effecting control over the OPCOs' operation of business through the Leyu Structured Contracts, which may adversely affect the Company's business efficiency.

(5) The OPCO Shareholders may potentially have a conflict of interests with the Group.

The OPCO Shareholders may have potential conflicts of interest with the Company. Although there are provisions under the Exclusive Option Agreements to prevent those situations, conflicts of interest may still arise when the interest of the OPCO Shareholders does not align with that of the Company, and the OPCO Shareholders may breach or cause the OPCOs to breach the Leyu Structured Contracts. If the Company fails to resolve this internally, it may have to resort to dispute resolution. If ultimately the shareholder(s) has/have to be removed, it will be difficult for the Company to maintain investors' confidence in Leyu Structured Contracts.

5. Leyu(續)

有關Leyu架構合約之風險及限制(續)

(4) 北京外商獨資企業依賴Leyu架構合約以控制該等營運公司及從中獲取經濟利益,此舉提供運營控制權之效力或會不及直接擁有權。

Leyu架構合約提供控制權之效力或會不及直接擁有權。根據Leyu架構合約,本集團將透過該等綜合關聯方經營其增值電信服務業務。相對於作為股東直接行使權利,本公司須依賴Leyu架構合約項下之外商獨資企業之權利以對該等營運公司的管理層實施變動及對其業務決策施加影響。倘該等營運公司或彼等之股東拒絕合作,本公司將很難透過Leyu架構合約對該等營運公司之業務運營實行有效控制,從而可能對本公司的業務效益產生不利影響。

(5) 營運公司股東可能與本集團存在潛在利益衝突。

營運公司股東可能與本公司存在潛在利益衝突。儘管獨家購買權合同載有防止該等情況的規定,惟倘營運公司股東之利益與本公司不一致,仍然可能產生利益衝突,而營運公司股東可能違反或致使該等營運公司違反Leyu架構合約。倘本公司無法內部解決衝突,則或須訴諸爭議調解。倘股東最終須被取消資格,本公司將難以維持投資者對Leyu架構合約的信心。

STRUCTURED CONTRACTS (Continued)

5. Leyu (Continued)

The risks and limitations relating to the Leyu Structured Contracts (Continued)

(6) The contractual arrangements may be subject to scrutiny of the PRC tax authorities and transfer pricing adjustments and additional tax may be imposed.

The Leyu Structured Contracts may be subject to scrutiny by the tax authorities and additional tax may be imposed. Under the Leyu Structured Contracts, each of the OPCOs are required to pay Beijing WFOE a service fee for the services rendered by Beijing WFOE. Such service fee payments between related parties may be subject to scrutiny or challenge by the PRC tax authorities within ten years after the taxable year when such transactions are conducted.

(7) The Company does not have any insurance which covers the risks relating to the Leyu Structured Contracts and the transactions contemplated thereunder.

The insurance of the Group does not cover the risks relating to the Leyu Structured Contracts and the transactions contemplated thereunder and the Company has no intention to purchase any new insurance in this regard. If any risk arises from the Leyu Structured Contracts in the future, such as those affecting the enforceability of the Leyu Structured Contracts and the relevant agreements for the transactions contemplated thereunder and the operation of the OPCOs, the results of the Group may be adversely affected. However, the Group will monitor the relevant legal and operational environment from time to time to comply with the applicable laws and regulations. In addition, the Group will implement relevant internal control measures to reduce the operational risk.

架構合約(續)

5. Leyu(續)

有關Leyu架構合約之風險及限制(續)

(6) 合約安排可能受到中國稅務機關的審查，可能被施以轉移定價調整及附加稅。

Leyu架構合約可能受到稅務機關的審查及可能被徵收附加稅。根據Leyu架構合約，該等營運公司各自須就北京外商獨資企業所提供之服務向其支付服務費。相關訂約方之間的有關服務費款項可能會於有關交易進行的稅務年度後十年內受中國稅務機關的審查或質疑。

(7) 本公司並無就有關Leyu架構合約及其項下擬進行之交易之風險投購保險。

本集團並無就Leyu架構合約及其項下擬進行之交易之風險投購保險及本公司無意就此購買任何新保險。倘未來Leyu架構合約產生任何風險，有關風險會影響Leyu架構合約及其項下擬進行交易之有關協議之可執行性及該等營運公司之營運，本集團之業績可能受到不利影響。然而，本集團將不時監控有關法律及營運環境以符合適用法律及法規。此外，本集團將實施有關內部監控措施以降低營運風險。

STRUCTURED CONTRACTS (Continued)

架構合約(續)

5. Leyu (Continued)

5. Leyu(續)

Actions taken by the Group to mitigate the risks

本集團所採取減低有關風險之行動

The Group incorporated and adopted relevant requirements of industrial and regulatory policies to various management guidelines and procedural guidelines, and performed timely monitoring of new trends in the market and regulatory policies. All information collected was summarized and communicated to the relevant personnel forthwith. New trends and regulatory policies were collected and risks were controlled vigorously.

本集團之各項管理指引及程序指引均納入並採納行業及監管政策之相關規定，本集團亦即時監察市場及監管政策新趨勢。所有已收集資料已作出概要整理，並立即與有關人員溝通。本集團已收集各項新趨勢及規管政策，並積極控管風險。

In addition, the applicable laws and regulations are timely reflected in the business activities and operations of our Group through the implementation of process management in various business areas.

此外，本集團透過在各業務領域落實程序管理，於業務活動及經營即時反映適用法律及法規。

To foster an enabling culture for risk management, the Group compiled and prepared training courses for risk management, helping with the dissemination of knowledge and keeping abreast of the market development. The Group seeks and will continue to seek legal or other specialist advice as appropriate in order to effectively monitor the legal and regulatory risks.

為加強推動風險管理，本集團已就風險管理匯集並編製培訓課程，旨在傳遞相關知識及掌握市場發展。本集團適時尋求並將持續尋求法律或其他專業人士意見，以有效監察法律及監管風險。

Material changes to and the unwinding of the Leyu Structured Contracts

Leyu架構合約之重大變動及解除

There were no material changes to the Leyu Structured Contracts and/or the circumstances under which they were adopted, nor was there any unwinding of them or of a failure to do the same due to the restrictions that led to their adoption being removed.

Leyu架構合約及／或彼等採用之情況並無重大變動，該等架構合約亦無遭解除或因導致彼等採用之限制被剔除而未能解除該等架構合約。

For detailed information relating to the Leyu Structured Contracts. please refer to the announcement issued by the Company on 31 October 2016.

有關Leyu架構合約之詳細資料，請參閱本公司於二零一六年十月三十一日刊發之公告。

NON-EXEMPT CONTINUING CONNECTED TRANSACTIONS

During the Year, the Group had the following continuing connected transactions which are subject to the reporting, annual review, announcement and independent shareholders' approval under Chapter 20 of the GEM Listing Rules.

1. Sub-tenancy Agreements

(a) On 15 December 2017, the Company as sub-lessee entered into a new sub-tenancy agreement with UCF Holdings Group Limited ("**UCF Holdings**") as sub-lessor in respect of the renewal of the sub-tenancy of an office premise in Hong Kong at a monthly rent of HK$471,360 (inclusive of government rates, air-conditioning fees and management fees) for the period commenced on 1 January 2018 and ending on 31 December 2018 (the "**2018 Sub-tenancy Agreement**"). Details of the transactions under the 2018 Sub-tenancy Agreement were set out in the announcement of the Company dated 15 December 2017.

(b) Under the 2018 Sub-tenancy Agreement, the Company subleased from UCF certain portion of the office space on Level 35, Two Pacific Place, 88 Queensway, Hong Kong with a saleable floor area of 2,946 square feet. In view of the changing need of the Company, the Company has decided not to renewal the 2018 Sub-tenancy Agreement upon its expiry on 31 December 2018, and, instead, to enter into the 2019 Sub-tenancy Agreement (as defined below) to lease other portion of the office space on the said Level 35 of Two Pacific Place.

On 16 November 2018, the Company as sub-lessee entered into a new sub-tenancy agreement with UCF Holdings as sub-lessor in respect of the sub-tenancy of an office premises at a monthly rent of HK$475,830 (inclusive of government rates, air-conditioning fees and management fees) for the period commenced on 1 January 2019 and ending on 31 December 2019 (the "**2019 Sub-tenancy Agreement**"). Details of the transactions under the 2019 Sub-tenancy Agreement were set out in the announcement of the Company dated 16 November 2018.

不獲豁免持續關連交易

於本年度內，本集團曾進行下列須遵守GEM上市規則第20章項下申報、年度審閱、公告及獨立股東批准規定的持續關連交易。

1. 分租協議

(a) 於二零一七年十二月十五日，本公司（作為分承租人）與先鋒控股有限公司（「**先鋒控股**」）（作為分出租人）訂立新分租協議（「**二零一八年分租協議**」），內容有關由二零一八年一月一日起至二零一八年十二月三十一日止期間按月租471,360港元（包括政府差餉、冷氣費及管理費）重續分租於香港之辦公室物業。二零一八年分租協議項下之交易詳情載於本公司日期為二零一七年十二月十五日之公告。

(b) 根據二零一八年分租協議，本公司自先鋒分租位於香港金鐘道88號太古廣場二期35樓實用樓面面積為2,946平方呎的若干辦公室空間。鑒於本公司需求不斷變化，本公司已決定於二零一八年十二月三十一日屆滿時不重續二零一八年分租協議，而是訂立二零一九年分租協議（如下文所定義）以租賃上述太古廣場二期35樓的其他若干辦公室空間。

於二零一八年十一月十六日，本公司（作為分承租人）與先鋒控股（作為分出租人）訂立新分租協議（「**二零一九年分租協議**」），內容有關由二零一九年一月一日起至二零一九年十二月三十一日止期間按月租475,830港元（包括政府差餉、冷氣費及管理費）分租辦公室物業。二零一九年分租協議項下之交易詳情載於本公司日期為二零一八年十一月十六日之公告。

NON-EXEMPT CONTINUING CONNECTED TRANSACTIONS (Continued)

不獲豁免持續關連交易(續)

1. Sub-tenancy Agreements (Continued)

Mr. Zhang is a Director and substantial shareholder of the Company. UCF Holdings is wholly-owned by Mr. Zhang, and is a is close associate of Mr. Zhang and hence connected person of the Company. The transactions contemplated under the 2017 Sub-tenancy Agreement, the 2018 Sub-tenancy Agreement and the 2019 Sub-tenancy Agreement respectively constitute continuing connected transactions for the Company pursuant to the GEM Listing Rules.

1. 分租協議(續)

張先生為本公司之董事兼主要股東。先鋒控股由張先生全資擁有,且為張先生之緊密聯繫人士,並因此為本公司之關連人士。根據GEM上市規則,二零一七年分租協議、二零一八年分租協議及二零一九分租協議項下之交易構成本公司之持續關連交易。

2. Annual Caps

The maximum aggregate annual consideration for the aforesaid continuing connected transactions for the financial years ended 31 December 2018 and 2019 and the actual amounts of such transactions during the year are as follows:

2. 年度上限

截至二零一八年及二零一九年十二月三十一日止財政年度,上述持續關連交易之最高年度代價總額及於本年度有關交易之實際金額如下:

Continuing connected transactions of the Company 本公司持續關連交易	Caps For The Year Ended 31 December 截至十二月三十一日止年度上限 2018 二零一八年 RMB'000 人民幣千元	 2019 二零一九年 RMB'000 人民幣千元	Approximate Actual Amounts During The Year 本年度之概約實際金額 RMB'000 人民幣千元
With UCF Holdings as sub-lessor 與先鋒控股(作為分出租人)			
(a) 2018 Sub-tenancy Agreements (HK$'000) (a) 二零一八年分租協議(千港元)	5,656	N/A 不適用	5,656
(b) 2019 Sub-tenancy Agreements (HK$'000) (b) 二零一九年分租協議(千港元)	N/A 不適用	5,709	N/A 不適用

NON-EXEMPT CONTINUING CONNECTED TRANSACTIONS (Continued)

3. Review by INEDs and Auditors

The INEDs have reviewed the above continuing connected transactions and confirmed that in respect of the 2018 Sub-tenancy Agreement, the transactions carried out during the year have been entered into (a) in the ordinary and usual course of business of the Group; (b) 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 favorable to the Group than terms available to or from (as appropriate) independent third parties; and (c) 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 independent auditors of the Company have performed procedures on the above continuing connected transactions of the Company and issued a letter to the Board of the Company to confirm that:

i) the above continuing connected transaction has been approved by the Board of the Company;

ii) they have found that the transactions were entered into, in all material respects, in accordance with the relevant agreement governing such transactions; and

iii) the continuing connected transaction has not exceeded its cap.

不獲豁免持續關連交易(續)

3. 由獨立非執行董事及核數師審閱

獨立非執行董事經已審閱上述持續關連交易並確認就二零一八年分租協議而言，於本年度內進行的交易乃(a)於本集團的日常及一般業務過程中訂立；(b)按照一般商業條款訂立，或如可供比較的交易不足以判斷該等交易的條款是否為一般商業條款，則按對本集團而言不遜於獨立第三方可取得或提供(如適用)的條款訂立；及(c)根據按若干條款對其監管的有關協議訂立，而該等條款屬公平合理，並且符合本公司股東的整體利益。

本公司獨立核數師已對上述本公司之持續關連交易進行有關程序，並向本公司董事會發出函件確認：

i) 上述持續關連交易已獲本公司董事會批准；

ii) 核數師發現該等交易於各重大方面已按照監管該等交易的相關協議進行；及

iii) 持續關連交易並未超出其上限。

CONNECTED TRANSACTIONS

There was no connected transactions between the Group and its associates during the Year.

關連交易

本集團與其聯繫人士於本年度並無進行關連交易。

RELATED PARTY TRANSACTIONS

Save for the transactions disclosed under the sections headed "Non-exempt Continuing Connected Transactions" and "Connected Transactions" above, details of the related party transactions entered into by the Group during the Year are set out in note 47 to the consolidated financial statements, which do not constitute notifiable connected transactions under the GEM Listing Rules. The Company has complied with the disclosure requirements in accordance with Chapter 20 of the GEM Listing Rules.

關連方交易

除上述「不獲豁免持續關連交易」及「關連交易」兩節所披露的交易外，本集團於本年度內訂立的關連方交易的詳情已載於綜合財務報表附註47，而該等交易根據GEM上市規則並不構成須予公佈的關連交易。本公司已遵守GEM上市規則第20章項下之披露規定。

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

The Company did not redeem any of its Shares listed and traded on the Stock Exchange, nor did the Company or any of its subsidiaries purchase or sell any of such Shares during the Year, save as disclosed in the section headed "Issue of Equity Securities" of this report above.

購買、出售或贖回上市證券

於本年度，本公司概無贖回其於聯交所上市及買賣之任何股份，本公司或其任何附屬公司概無購買或出售任何有關股份，惟本報告內上文「發行股本證券」一節所披露者除外。

MANAGEMENT CONTRACT

Save for the service contracts with the executive Directors, no contracts (except for the employment contracts for the executive Directors) concerning the management and administration of the whole or any substantial part of the business of the Group were entered into or in existence during the Year.

管理合約

除與執行董事所訂立之服務合約外，於本年度，概無訂立或存續有關本集團業務全部或任何重大部分之管理及行政之合約（執行董事的僱傭合約除外）。

CONFIRMATION OF INDEPENDENCE

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

確認獨立性

本公司已收到各獨立非執行董事根據GEM上市規則第5.09條就其獨立性發出的年度書面確認函，並認為所有獨立非執行董事均為獨立。

CORPORATE GOVERNANCE

The Board is of the view that the Company has complied with all the applicable code provisions set out in the Corporate Governance Code and Corporate Governance Report contained in Appendix 15 to the GEM Listing Rules (the "**CG Code**") and all the requirements of the GEM Listing Rules during the Year except for the following deviation.

Code provision E.1.2 of the CG Code requires the chairman of the board of directors of a listed issuer to attend the annual general meeting. Due to other business commitments which must be attended by Mr. Li Mingshan, the then chairman of the Board (the "Chairman"), Mr. Li was not able to attend the 2018 AGM held on 8 May 2018. Mr. Phang Yew Kiat, the vice-chairman, an executive Director and the chief executive officer of the Company, acted as the chairman of the 2018 AGM to ensure an effective communication with the Shareholders. The Chairman had enquired about the questions raised and the opinions expressed by the Shareholders at the 2018 AGM.

企業管治

董事會認為，本公司於本年度內一直遵守GEM上市規則附錄十五所載企業管治守則及企業管治報告（「**企業管治守則**」）載列的所有適用守則條文及GEM上市規則之所有規定，惟下列偏離者除外。

企業管治守則之守則條文第E.1.2條規定，上市發行人的董事會主席須出席股東週年大會。由於時任董事會主席（「主席」）李明山先生必須參加其他商業事務，李先生未能出席於二零一八年五月八日舉行之二零一八年股東週年大會。本公司副主席及執行董事兼首席執行官彭耀傑先生擔任二零一八年股東週年大會主席，以確保與股東進行有效溝通。主席已查詢股東於二零一八年股東週年大會上提出之問題及表達之意見。

Compliance with Requirements under Rule 5.05A of the GEM Listing Rules

Upon the appointment of Mr. Yang Jianhui as an executive Director on 8 November 2017, the Company did not have sufficient INEDs representing at least one-third of the Board under Rule 5.05A of the GEM Listing Rules. Immediately after the resignation of Mr. Wong Sai Hung as a NED on 5 February 2018, the Company has fulfilled the aforesaid requirement of Rule 5.05A of the GEM Listing Rules.

A report on the principal corporate governance practices adopted by the Company is set out on pages 49 to 74 of this annual report.

Updated Information of Directors under Rule 17.50A of the GEM Listing Rules

Mr. Phang Yew Kiat has become the Chairman of United Nation－Economic and Social Commission for Asia and the Pacific (ESCAP) Business Advisory Council Task Force on Digital Economy.

Mr. Ge Ming has been appointed as an independent non-executive director of AsiaInfo Technologies Limited* (Stock Code: 1675) in August 2018. Mr. Ge has resigned as an independent non-executive director of Asia Investment Finance Group Limited* (Stock Code: 33) with effect from 18 December 2018. Mr. Ge has been appointed an independent director of Focus Media Information Technology Co., Ltd.（分眾傳媒信息技術股份有限公司）+ (SZSE Code: 002027) since January 2016. Mr. Ge served as an independent director of Shanghai Zhenhua Heavy Industries Co., Ltd.# (SSE Code: 600320) from April 2015 to November 2016.

SUFFICIENCY OF PUBLIC FLOAT

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

* *a company listed on the Stock Exchange*
\+ *a company listed on Shenzhen Stock Exchange*
\# *a company listed on Shanghai Stock Exchange*

遵守GEM上市規則第5.05A條項下之規定

於二零一七年十一月八日楊建輝先生獲委任為執行董事後，本公司未能根據GEM上市規則第5.05A條擁有相當於董事會至少三分之一之足夠獨立非執行董事人數。緊隨黃世雄先生於二零一八年二月五日辭任非執行董事後，本公司符合上述GEM上市規則第5.05A條之規定。

有關本公司採納的主要企業管治常規的報告載於本年報第49頁至第74頁。

根據GEM上市規則第17.50A條的董事資料更新

彭耀傑先生是聯合國亞洲及太平洋經濟社會委員會（亞太經社會）商業諮詢委員會數字經濟工作組主席。

葛明先生於二零一八年八月被委任為亞信科技控股有限公司*（股份代號：1675）之獨立非執行董事。葛先生已辭任投金融集團有限公司*（股份代號：33）之獨立非執行董事，於二零一八年十二月十八日起生效。葛先生自二零一六年一月起獲委任為分眾傳媒信息技術股份有限公司+（深證代號：002027）之獨立董事。葛先生於二零一五年四月至二零一六年十一月擔任上海振華重工（集團）股份有限公司#（上海證券代碼：600320）之獨立董事。

足夠公眾持股量

根據於本報告刊發前的最後實際可行日期，本公司可透過公開渠道獲得的資料且就董事所知，本公司於整個本年度及此後直至本報告日期，全部已發行股份的至少25%由公眾人士持有。

* *於聯交所上市的公司*
\+ *於深圳證券交易所上市的公司*
\# *於上海證券交易所上市的公司*

EQUITY-LINKED AGREEMENTS

Other than the Share Option Scheme as disclosed above as well as the 7% Convertible Bonds A, the 7% Convertible Bonds B, the US$ Convertible Bonds and the 6% Convertible Bonds, the particulars of which are set out in note 39 to the consolidated financial statements, no equity-linked agreements that (i) will or may result in the Company issuing Shares or (ii) 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.

股票掛鈎協議

除上文所披露的購股權計劃以及7%可換股債券A、7%可換股債券B、美元可換股債券及6%可換股債券(其詳情載於綜合財務報表附註39)外，本公司於本年度概無訂立任何股票掛鈎協議或有關協議於本年度末存續，而(i)將會或可能令致本公司發行股份，或(ii)致使本公司須訂立將會或可能令致本公司發行股份的任何協議。

TAX RELIEF

The Company is not aware of any relief on taxation available to the Shareholders by reason of their holdings of the Shares. If the Shareholders are unsure about the taxation implications of purchasing, holding, disposing of, dealing in, or exercising of any rights in relation to the Shares, they are advised to consult their professional advisers.

稅項寬減

本公司並不知悉股東因持有股份而可獲得任何稅項寬減。倘股東不確定購買、持有、出售或處置股份或行使股份相關權利方面的稅務影響，彼等應諮詢彼等之專業顧問。

REVIEW OF THE FINAL RESULTS BY AUDIT COMMITTEE

The Audit Committee comprises four members, namely Mr. Ge Ming (chairman), Dr. Ou Minggang, Dr. Wang Songqi and Dr. Yin Zhongli, all of them being INEDs.

The Group's audited consolidated financial statements for the Year and this annual report have been reviewed by the Audit Committee. The Board is of the opinion that such financial information has been prepared in compliance with the applicable accounting standards, the requirements under the GEM Listing Rules and any other applicable legal requirements, and that adequate disclosures have been made.

審核委員會審閱末期業績

審核委員會由四名成員即葛明先生(主席)、歐明剛博士、王松奇博士及尹中立博士組成。彼等均為獨立非執行董事。

本集團於本年度之經審核綜合財務報表及本年報已由審核委員會審閱。董事會認為，有關財務資料乃根據適用會計準則、GEM上市規則之規定及任何其他適用法律規定編製，並已作出充足披露。

FURTHER INFORMATION

Reference is made to the Company's clarification announcement dated 14 September 2018 (the "**First Announcement**"), the Company's clarification announcement dated 18 September 2018 (the "**Second Announcement**", and, together with the First Announcement, the "**Announcements**") and the Bonitas Reports referred to in the Announcements. Unless the context otherwise requires, terms defined in the Announcements shall have the same meanings when used herein.

Glory Metro

On 28 September 2017, a wholly owned subsidiary of the Group (the "**Purchaser**") entered into an agreement (the "**Share Purchase Agreement**") to acquire the 51% interest in Glory Metro from Ms. Wang Yu (the "**Vendor**"), who was an independent third party.

At the time of the acquisition, the Vendor was independent of the Company, its connected persons and their respective associates, and thus the acquisition of Glory Metro did not constitute any connected transactions for the Company under Chapter 20 of the GEM Listing Rules. The completion date of the acquisition of Glory Metro is 9 February 2018.

進一步資料

茲提述本公司日期為二零一八年九月十四日之澄清公告(「**第一份公告**」)、本公司日期為二零一八年九月十八日之澄清公告(「**第二份公告**」,連同第一份公告統稱「**該等公告**」)以及該等公告所提述之Bonitas報告。除文義另有所指外,本公告所用詞彙應與該等公告中所界定者一致。

盛都

於二零一七年九月二十八日,本集團一家全資附屬公司(「**買方**」)訂立一份協議(「**購股協議**」),向獨立第三方王宇女士(「**賣方**」)收購盛都的51%股權。

於收購時,賣方獨立於本公司、其關連人士及彼等各自聯繫人,因此根據GEM上市規則第20章,收購盛都並未構成本公司之關連交易。收購盛都之完成日期為二零一八年二月九日。

FURTHER INFORMATION (Continued)

進一步資料(續)

Glory Metro (Continued)

Prior to the date of the Share Purchase Agreement, Beijing Bo Xuan, which is a indirect wholly owned subsidiary of Glory Metro, has entered into exclusive consultancy and services agreements (the "**Exclusive Consultancy and Services Agreements**") with six museums located in Tianjin, Suzhou, Beijing, Shanghai and Shenyang for the exclusive operating rights for the said six finance related museums for the provision of museum conference services, exhibition, talent training and consulting services. The Company understands that the six museums are either private non-enterprise entities or founded by district government(s), which cannot make any profit distribution to any persons nor is permitted to have any owner. Hence, the Company understands that the six museums do not have any beneficial owners, and there are no beneficial owners of any of the museums having any relationship (equity interest, family, business or otherwise if any) with (a) the Company, its connected person(s) and respective associates; or (b) Glory Metro, Beijing Bo Xuan and the Vendor. Save for the agreements mentioned above, there were not any agreements, arrangements, understandings or undertakings between (a) Glory Metro and its subsidiary, Beijing Bo Xuan and its ultimate beneficial owner; and (b) the six museums and their ultimate beneficial owners. Glory Metro and its subsidiaries, namely Mega Future (Hong Kong) Limited and Beijing Bo Xuan, are only acted as investment holding companies and management companies for the six museums. Hence, they do not have their own websites. Glory Metro is an investment holding company and does not carry on any business operations. All business operations of Glory Metro and the subsidiaries are carried on by Beijing Bo Xuan. On the other hand, these six museums have set up online presence for promoting museum conference services and training services in financial field.

盛都(續)

於購股協議日期前,北京博軒(盛都之間接附屬公司)已與位於天津、蘇州、北京、上海及瀋陽的六家博物館訂立獨家諮詢服務協議(「**獨家諮詢服務協議**」),內容有關為上述六家金融相關博物館提供博物館會展服務、會展、人才培訓及諮詢服務的獨家經營權。本公司明白,六家博物館均為民辦非企業單位或由地方政府成立,不得向任何人分配利潤,亦不得由任何人擁有。因此,本公司明白,六家博物館均無任何實益擁有人,且任一家博物館的實益擁有人均與(a)本公司、其關連人士及各自聯繫人;或(b)盛都、北京博軒及賣方無任何關係(股權、家族、業務或其他關係(如有))。除上述協議外,(a)盛都及其附屬公司北京博軒以及其最終實益擁有人與(b)六家博物館及其最終實益擁有人之間並無任何協議、安排、諒解或承諾。盛都及其附屬公司(即卓超(香港)有限公司及北京博軒)僅為六家博物館的投資控股公司及管理公司。因此,彼等並無自己的網站。盛都為一家投資控股公司,並未開展任何業務經營。盛都及其附屬公司的所有業務經營均由北京博軒進行。另一方面,該等六家博物館均已建立在線業務,以推廣博物館會展服務及金融領域的培訓服務。

Mr. Wang Wei has informed the Company that he has no ownership interest whatsoever in any of the six museums; that he acts as the legal representative of four out of the six museums; and that he does not have any control over any of the six museums. Mr. Wang Wei has informed the Company that he does not have any economic benefits from any of the six museums.

王巍先生已知會本公司,彼於六家博物館均無任何所有權權益;彼為該等六家博物館中四家博物館的法定代表人;及彼對六家博物館均無任何控制權。王巍先生已知會本公司,彼並無自六家博物館獲得任何經濟利益。

FURTHER INFORMATION (Continued)

Glory Metro (Continued)

The intangible assets of RMB193.1 million of Glory Metro was recognized at the acquisition date for the contractual exclusive operating right under the Exclusive Consultancy and Services Agreements. The contractual exclusive operating right entitles Glory Metro and its subsidiaries to use the six museums free of charge to organize exhibitions and training courses to receive operating income on its own operating expense. An independent valuer, Knight Frank Asset Appraisal Limited ("**Knight Frank**"), was engaged to conduct and justify the fair value of intangible assets at the acquisition date and the valuation report was carried out on a fair value basis, according to Hong Kong Financial Reporting Standard. As the Company is able to generate economic benefit through the said contractual right under the said Exclusive Consultancy and Services Agreements, and given that it satisfied the recognition criteria under HKAS 38 Intangible assets for the said contractual right at the acquisition date of 51% equity interest in Glory Metro, the intangible assets of RMB193.1 million were recognized accordingly. The Company considers the acquisition of Glory Metro (including the consideration) was and is fair and reasonable and in the best interest of the Company and shareholders as a whole.

Knight Frank has confirmed to the Company that it has reviewed the First Report and the Second Report, the First Announcement and the Second Announcement. Knight Frank has agreed with the Company's disclosure in the First Announcement, Second Announcement and confirmed to the Company that it has not withdrawn/amended or indicated to withdraw/amend its opinion in the relevant valuation reports.

進一步資料(續)

盛都(續)

就獨家諮詢服務協議項下合約獨家經營權而言，盛都無形資產人民幣193,100,000元已於收購日期予以確認。合約獨家經營權賦予盛都及其附屬公司權利，免費使用六家博物館組織展覽及培訓課程賺取經營收入，惟須自行承擔經營開支。獨立估值師萊坊資產評估有限公司(「**萊坊**」)已獲委聘對收購日期無形資產賬面值進行估值及核證，並根據香港財務報告準則以公平值為基準編製估值報告。由於本公司能夠透過上述獨家諮詢服務協議項下的合約權利獲得經濟利益，以及鑒於上述盛都51%股權於收購日期的合約權利符合香港會計準則第38號無形資產項下的確認標準，因此無形資產人民幣193,100,000元可予以確認。本公司認為收購盛都(包括代價)屬公平合理，並符合本公司及股東的整體最佳利益。

萊坊已向本公司確認，其已接獲第一份報告及第二份報告、第一份公告及第二份公告。萊坊已同意本公司於第一份公告及第二份公告的披露事宜，並向本公司確認，其並無撤回／修訂或有意撤回／修訂其於相關估值報告中的任何意見。

FURTHER INFORMATION (Continued)

Glory Metro (Continued)

The Company had obtained a valuation report from Hong Kong Appraisal Advisory Limited ("**HK Appraisal**") prior to the signing of the agreement for the acquisition, which valued Glory Metro at RMB364 million. Based on the said valuation, 51% of Glory Metro should be valued at RMB185.64 million, which was higher than the consideration paid by the Company for the acquisition. HK Appraisal has reviewed the First Report and Second Report and has found no disagreement with any disclosure in the First Announcement and the Second Announcement. HK Appraisal has confirmed to the Company that it has not withdrawn/amended its opinion in the valuation report.

Pursuant to the Share Purchase Agreement, the Vendor guaranteed to the Purchaser that the audited net profit after tax of the Glory Metro for the first, second and third twelve-month period ending on 31 October 2018, 2019, and 2020 shall be at least RMB26 million, RMB29.9 million, and RMB34.4 million (the "**Guaranteed Profit**") respectively and in the event that the actual audited net profit after tax shall be less than the Guaranteed Profit, the Vendor shall compensate the Purchaser such sum calculated as follows:

(Guaranteed Profit for the period – actual audited net profit after tax for the period) x (350,000,000/Guaranteed Profit for the period) x 51%

In respect of the first twelve-month period ended on 31 October 2018, the actual audited net profit after tax was approximately RMB16 million, and the Guaranteed Profit has not been met. Hence, the Vendor is liable to pay a compensation of approximately RMB66 million. The Purchaser has informed Ms. Wang Yu that the guarantee profit for the first twelve-month period has not been met. Ms Wang Yu is now reviewing the situation and has informed the Purchaser that once she has finished reviewing the situation, she will formally reply to the Purchaser on what she will do to fulfil her guarantee obligation.

進一步資料(續)

盛都(續)

於簽署收購協議前,本公司已接獲香港評值國際有限公司(「**香港評值**」)的估值報告,當中對盛都的估值為人民幣364,000,000元。根據上述估值,盛都51%股權估值將為人民幣185,640,000元,高於本公司就收購所支付的代價。香港評值已接獲第一份報告及第二份報告,且並無發現與第一份公告及第二份公告任何披露事宜有任何分歧。香港評值已向本公司確認其並無撤回/修訂其於估值報告中的任何意見。

根據購股協議,賣方向買方保證,盛都於截至二零一八年、二零一九年、二零二零年十月三十一日止首個、第二個及第三個十二個月期間的經審核除税後純利應分別至少為人民幣26,000,000元、人民幣29,900,000元及人民幣34,400,000元(「**保證溢利**」),且倘實際經審核除税後純利不得低於保證溢利,賣方應賠償買方,賠償金額按下列公式計算:

(期內保證溢利–期內實際經審核除税後純利)x (350,000,000/期內保證溢利)x 51%

就截至二零一八年十月三十一日止首個十二個月期間而言,實際經審核除税後純利約為人民幣16,000,000元,未達到保證溢利。因此,賣方有責任支付賠償金約人民幣66,000,000元。買方已知會王宇女士首個十二個月期間的保證溢利未獲達致。王宇女士現正檢討有關情況並已知會買方,一旦完成檢討,彼將正式回復買方有關其為履行保證責任而採取的行動。

FURTHER INFORMATION (Continued)

Mr. Wang Wei

In 2016 and 2017, Mr. Wang Wei, in his then capacity as an independent non-executive director of the Company, signed two annual confirmations of independence to the Company. After the publication of the Bonitas Reports, Mr. Wang Wei issued a further written confirmation to the Company to confirm his independence. Furthermore, Mr. Wang Wei has confirmed in writing to the Company that during his tenure as the independent non-executive director of the Company, he did not have any interest in any principal business activity of or was involved in any business dealings with the Company or its subsidiaries or with any core connected person of the Company or before, save as disclosed below:

1. In February 2016, he and 先峰創業有限公司 ("**UCF Venture**") had established a company called 天津博元投資管理有限公司 ("**Tianjin Boyuan**") to engage in investment management business. At the material time, UCF Venture was owned as to 99% by Mr. Zhang Zhenxin, who is a Director and a substantial shareholder of the Company. Apart from UCF Venture had made a capital contribution to Tianjin Boyuan of RMB10 million to finance its start-up operation (if any), no capital injection had been made to Tianjin Boyuan because Tianjin Boyuan had not carried out any business operation. Up to now, Tianjin Boyuan had not carried out any business operation at all. Hence, Mr. Wang Wei was of the view that since his proposed investment in Tianjin Boyuan did not materialise, such proposed investment did not constitute any material business dealings with Mr. Zhang Zhenxin (who is a core connected person of the Company) and would not affect his independence for the appointment of independent non-executive director of the Company; and

進一步資料(續)

王巍先生

於二零一六年及二零一七年,王巍先生(當時身份為本公司的獨立非執行董事)與本公司簽立兩份年度獨立確認書。刊發Bonitas報告後,王巍先生向本公司寄發另一份書面確認以確認其獨立性。此外,王巍先生已向本公司作出書面確認,除下文所披露者外,於彼擔任本公司獨立非執行董事期間,彼並未於本公司或其附屬公司或本公司任何核心關連人士的任何主要業務活動中擁有任何權益或涉及與本公司或其附屬公司或本公司任何核心關連人士的任何業務往來:

1. 於二零一六年二月,彼與先鋒創業有限公司(「**先鋒創業**」)成立一家名為天津博元投資管理有限公司(「**天津博元**」),以從事投資管理業務。於案件審理期間,先鋒創業由本公司董事及主要股東張振新先生擁有99%。除先鋒創業已向天津博元出資人民幣10,000,000元以為其啟動業務(如有)提供資金外,並無向天津博元注資,原因是天津博元未進行任何業務經營。迄今,天津博元仍未進行任何業務經營。因此,王巍先生認為由於彼於天津博元的建議投資並未得以實現,該建議投資並未構成與張振新先生(本公司核心關連人士)的任何重大業務交易,故而不會影響其獲委任為本公司獨立非執行董事的獨立性;及

FURTHER INFORMATION (Continued)

Mr. Wang Wei (Continued)

2. At all material times, Mr. Wang Wei had a 50% interest in 北京博網基金管理有限公司("**Beijing Bowang**") and NCF Group Limited ("**NCF Group**") had a 30% interest in Beijing Bowang. However, apart from Mr. Sheng Jia (a Director) had a 0.4% interest in NCF Group, none of the core connected person of the Company directly or indirectly had any interest in NCF Group or Beijing Bowang. The remaining 20%-shareholder of Beijing Bowang is 北京真如投資管理有限公司, which has no business dealings with the Company. Hence, Mr. Wang Wei was of the view that his 50% interest in Beijing Bowang did not constitute any interest in any principal business activity of or was involved in any business dealings with the Company or its subsidiaries or with any core connected person of the Company at all.

The Company had been informed that Tianjin Boyuan was intended to be an investment holding company. However, after its establishment, Tianjin Boyuan had not found any attractive investment opportunities. Hence, Mr. Wang Wei's proposed investment in Tianjin Boyuan did not materialize. The Company has also been informed that as substantial effort and time is required to cancel the registration of Tianjin Boyuan, Mr. Wang Wei and the Vendor had not yet taken any step to cancel such registration and, as a result, Mr. Wang Wei and the Vendor remain as shareholders of Tianjin Boyuan.

Based on the public information of Tianjin Boyuan at the State Administration for Industry & Commerce, the Vendor has a 10.8% shareholding interest in Tianjin Boyuan. The Company, its subsidiaries and its connected persons do not have any business dealings with Beijing Bowang.

The Directors (other than Ms. Li Shuang who was appointed in March 2019 (the "**then Directors**") was of the view that whether or not Mr. Wang's independence had been actually affected by the above is a question of fact to be determined by the subjective state of mind of Mr. Wang at the material times, and that the above reasoning upon which Mr. Wang concluded that his independence was not affected was not unreasonable. In view of the foregoing, the Board did not find that Mr. Wang had breach Rule 5.09(4) of the GEM Listing Rules.

進一步資料(續)

王巍先生(續)

2. 於案件審理期間,王巍先生於北京博網基金管理有限公司(「**北京博網**」)擁有50%權益,而NCF Group Limited(「**NCF Group**」)於北京博網擁有30%權益。然而,除盛佳先生(董事)於NCF Group擁有0.4%權益外,概無本公司核心關連人士直接或間接於NCF Group或北京博網擁有任何權益。北京博網擁有餘下20%權益之股東為北京真如投資管理有限公司,該公司與本公司並無任何業務往來。因此,王巍先生認為其於北京博網的50%權益並未構成於本公司或其附屬公司或本公司任何核心關連人士的任何主要業務活動中擁有任何權益或涉及與本公司或其附屬公司或本公司任何核心關連人士的任何業務往來。

本公司獲悉天津博元擬成為投資控股公司。然而,於成立後,天津博元並未尋獲任何極具吸引力的投資機會。因此,王巍先生於天津博元的建議投資並未得以實現。本公司亦獲悉,由於需要大量精力及時間取消天津博元的註冊,王巍先生及賣方尚未採取任何行動取消該項登記,因此,王巍先生及賣方仍為天津博元的股東。

根據天津博元在國家工商行政管理局的公開資料,賣方持有天津博元10.8%股權。本公司、其附屬公司及其關連人士與北京博網並無任何業務往來。

董事(李爽女士(於二零一九年三月獲委任)除外)(「**當時董事**」)認為無論王先生的獨立性是否真正受上述事項影響取決於王先生在案件審理期間的主觀心態,而王先生經過上述推理後認為其獨立性並未受影響亦非毫無理由。有鑒於此,董事會並未發現王先生違背GEM上市規則第5.09(4)條。

FURTHER INFORMATION (Continued)

9888.CN limited

At all material times, the Company's interest in Beijing Phoenix was held by way of structured contracts, and Ms. Wei Wei acted as a nominee for the benefit of the Group on the basis of the aforesaid structured contracts. On 30 March 2017, the Group disposed 100% interest in 9888.CN Limited. After the aforesaid disposal, the Company has disposed of the entire right of control, economic interests and benefits of Beijing Phoenix. The sale and purchase agreement of 9888.CN Limited imposed no obligation on the Company to change the nominee or vary the structured contracts, and it was up to the purchaser to determine whether the said nominee and/or structured contracts should be varied. The Company has no knowledge on the change of ownership to www.9888.cn nor the reason for such change. The Company has no knowledge on the reason why there was no change to Beijing Phoenix's listed nominee shareholder.

Wanjun Hangzhou Venture Capital Management Company Limited ("**Wanjun Hangzhou**") did not account for any revenue in both 2015 and 2016. According to the consultancy and services agreement entered into between Beijing Phoenix Credit Management Corporation ("**Beijing Phoenix**") and Wanjun Hangzhou (the "**Consultancy and Services Agreement**"), Beijing Phoenix will pay Wanjun Hangzhou a monthly service fee equivalent to 100% of the monthly net income of Beijing Phoenix. During the term of the Consultancy and Services Agreement, Wanjun Hangzhou shall also have the right to adjust the service fees at its sole discretion without the consent of Beijing Phoenix. Wanjun Hangzhou and Beijing Phoenix (prior to its disposal) were accounted as subsidiaries of the Group. A commercial decision was made such that Wanjun Hangzhou shall not charge any service fees to Beijing Phoenix during the period from 28 January 2015 to 2 March 2016 because the Company considered that Beijing Phoenix should retain more profit/cashflow to finance its operations. As a result, Wanjun Hangzhou did not book any service revenue in its accounts because Wanjun Hangzhou adjusted the service fee down to zero pursuant to its right of adjustment under the Consultancy and Services Agreement as aforesaid.

進一步資料(續)

9888.CN limited

於案件審理期間,本公司於北京鳳凰的權益以結構性合約方式持有,而魏薇女士根據上述結構性合約擔任本集團的代名人。於二零一七年三月三十日,本公司出售9888.CN Limited的100%權益。上述出售事項後,本公司已出售北京鳳凰的全部控制權、經濟權益及利益。9888.CN Limited的買賣協議並無規定本公司有責任更改代名人或修改結構性合約,並由買方決定上述代名人及/或結構性合約是否應予以更改。本公司對www.9888.cn的所有權變更並不了解,亦不知悉變更理由。本公司不知悉北京鳳凰上市代理人股東沒有變動的原因。

萬峻(杭州)創業投資管理有限公司(「**萬峻杭州**」)於二零一五年及二零一六年均未列賬任何收益。根據北京鳳凰信用管理有限公司(「**北京鳳凰**」)與萬峻杭州訂立的諮詢服務協議(「**諮詢服務協議**」),北京鳳凰將每月向萬峻杭州支付服務費,金額等於北京鳳凰月純收入100%。於諮詢服務協議期間,萬峻杭州亦有權全權酌情決定調整服務費,而毋須取得北京鳳凰的同意。萬峻杭州與北京鳳凰(於出售前)列賬為本集團附屬公司。由於本公司認為北京鳳凰應留存更多利潤/現金流以為其營運提供資金,故而本公司作出商業決定,於二零一五年一月二十八日至二零一六年三月二日期間,萬峻杭州不再向北京鳳凰收取任何服務費。因此,萬峻杭州於其賬目中不再列賬任何服務收益,原因是萬峻杭州根據上述諮詢服務協議調整權將服務費調低至零。

FURTHER INFORMATION (Continued)

9888.CN limited (Continued)

As mentioned in the announcement of the Company dated 30 March 2017, the selling price for the disposal of 9888.CN Limited was determined after arm's length negotiations taking into account the financial positions and business prospect of the 9888.CN Limited and its subsidiaries (collectively, the "**Target Group**"). In accessing the financial position and business prospect of the Target Group, the Company had taken reference to, amongst others, the valuation of Beijing Phoenix of RMB307 million issued by an independent qualified professional valuer Roma Appraisals Limited ("**Roma**") on 21 March 2017 (which was obtained by the Company for the preparation of its audited results for 2016), and the future business growth of Beijing Phoenix. After rounds of bargaining for the selling price, the Company and the buyer agreed to the selling price of HKD 580 million.

Roma has reviewed the First Report and Second Report and agrees with the disclosure in the First Announcement, Second Announcement and has confirmed to the Company that it has not withdrawn/amended its opinion/valuation in respect of Beijing Phoenix.

Bitfily

The Group's blockchain hardware manufacturing business is contributed by its associate company Shenzhen Bitfily, which is owned as to 49.4% by the Group. Shenzhen Bitfily is involved in designing, manufacturing and sale of mining hardware. It accepts customers' online orders from its website. Mining machines are basically presold to customers and delivered upon completion of manufacturing before the designated delivery date. As at 30 June 2018, Shenzhen Bitfily has launched two hardware products, namely, A1 miners for mining Bitcoins and E3 miners for mining Ethereum, under the brand name of "Bitfily". The said two products and the brand name "Bitfily" are owned by Shenzhen Bitfily.

The Group's blockchain service (other than the aforesaid hardware manufacturing business) is blockchain transaction verification (cryptocurrency mining).

進一步資料(續)

9888.CN limited(續)

誠如本公司日期為二零一七年三月三十日的公告所述,出售9888.CN Limited的售價乃經計及9888.CN Limited及其附屬公司(統稱「**目標集團**」)之財務狀況及業務前景後公平磋商釐定。於評估目標集團之財務狀況及業務前景時,本公司已參考(其中包括)獨立執業估值師羅馬國際評估有限公司(「**羅馬國際**」)於二零一七年三月二十一日出具的北京鳳凰估值人民幣307,000,000元(本公司因編製其二零一六年經審核業績而取得)以及北京鳳凰的未來業務增長。經過幾輪的售價議價後,本公司與買方同意售價為580,000,000港元。

羅馬國際已審閱第一份報告及第二份報告,並已同意第一份公告及第二份公告的披露事宜,且已向本公司確認,其並無撤回/修訂其有關北京鳳凰的意見/估值。

比飛力

本集團的區塊鏈硬件生產業務由其聯營公司深圳比飛力(由本集團擁有49.4%)進行。深圳比飛力從事設計、生產及銷售挖礦硬件設備,自其網站上接受客戶在線訂單。挖礦設備基本上是預售予客戶,並在指定交貨日期之前完成生產製造。於二零一八年六月三十日,深圳比飛力已推出兩款品牌名為「比飛力」的硬件設備產品,即A1比特幣挖機及E3以太坊挖機。上述兩款產品及品牌名「比飛力」均由深圳比飛力擁有。

本集團的區塊鏈服務(上述硬件製造業務除外)為區塊鏈交易驗證(加密貨幣採礦)。

FURTHER INFORMATION (Continued)

Bitfily (Continued)

Starting from the second quarter of 2017, the Group has made its initial investments in blockchain services by acquiring blockboxes (cryptocurrency mining hardware) via a joint venture which is owned as to 80% to the Group and 20% to BitFury Group (the Group subsequently acquired the 20% stake from BitFury Group in January 2018). In the second half of 2017, the Group acquired BitFury Group's industrial-level datacenter in Georgia. The Group further purchased various batches of mining hardware, and the Group established BMMTech Canada Corporation to coordinate the deployment and operation of the mining hardware in the Group's overseas industrial-level datacenters in the United States and Canada. On 21 July 2018, the Group entered into the agreement to sell the industrial-level datacenter in Georgia back to BitFury Group with immaterial disposal gain recognised as a result of the Group's plan to streamline its blockchain transaction verification business. The Group's cryptocurrency mining hardware perform blockchain transaction verification services and generates Bitcoins as rewards for contributing computational power on the global network.

Shenzhen Bitfily is wholly owned by Bravo Star Asia Limited ("**Bravo Star**"). There were two changes in shareholding structures, pursuant to which the Company's shareholding interest in Bravo Star and its subsidiaries (the "**Bravo Star Group**") dropped from 100% to 50% on 5 January 2018, and further to 49.4% on 11 September 2018. The Company accounted for Bravo Star Group as subsidiaries and consolidated Bravo Star Group's financial results from 9 November 2015 to 4 January 2018. Subsequent to 5 January 2018, the Company accounted for Bravo Star Group as an associate. The Group lost financial and operational control in Bravo Star Group as the Group has not hold more than 50% of shareholdings and board representation in Bravo Star Group since 5 January 2018.

進一步資料(續)

比飛力(續)

自二零一七年第二季起,本集團已通過一家合營公司收購區塊鏈(加密貨幣採礦硬件)而對區塊鏈服務進行初步投資,本集團擁有該合營公司的80%股權,而BitFury集團擁有其20%股權(本集團隨後於二零一八年一月自BitFury集團收購其20%權益)。於二零一七年下半年,本集團收購BitFury集團位於格魯吉亞的工業級數據中心。本集團進一步收購多批採礦硬件,並成立BMMTech Canada Corporation,以協調本集團在美國及加拿大的海外工業級數據中心的採礦硬件的部署及營運。於二零一八年七月二十一日,本集團訂立協議,將位於格魯吉亞的工業級數據中心出售予BitFury集團,並因本集團精簡區塊鏈交易驗證業務的計劃而確認非重大出售收益。本集團的加密貨幣採礦硬件執行區塊鏈交易驗證服務,並生成比特幣作為在全球網絡上貢獻計算能力的獎勵。

深圳比飛力由慧星亞洲有限公司(「**慧星**」)全資擁有。其股權結構已發生兩次變化,據此,本公司於慧星及其附屬公司(合稱「**慧星集團**」)的股權於二零一八年一月五日從100%下降至50%,並於二零一八年九月十一日進一步下降至於49.4%。本公司將慧星集團作為附屬公司入賬,並於二零一五年十一月九日至二零一八年一月四日合併慧星集團的財務業績。於二零一八年一月五日後,本公司將慧星集團作為聯營公司入賬。由於本集團自二零一八年一月五日起未持有超過50%的慧星集團股權及董事會代表權,故本集團已失去對慧星集團的財務及營運控制權。

FURTHER INFORMATION (Continued)

Bitfily (Continued)

The Company mentioned in its clarification announcement dated 14 September 2018 that the Companies Registry's records of Bravo View (Hong Kong) Limited purportedly reflected in Bonitas Report were outdated and therefore incorrect. The said statement was made based on the following grounds:

(a) By purportedly reproducing extract of Companies Registry Record, the Bonitas Report alleged that Messrs Phang and Sheng were directors of Bravo View at the time of publication of that report (i.e. on or about 13 September 2018). However, Mr. Sheng had resigned from its directorship with Bravo View on 5 January 2018, and Mr. Phang had resigned from its directorship with Bravo View on 29 June 2018.

(b) The Bonitas Report alleged that the Company was the ultimate beneficial owner of Shenzhen Bitfily. However, the shareholding interest of Ever Step (which was and remains a wholly owned subsidiary of the Company) in Bravo View (which in turn owned a 100% interest in Shenzhen Bitfily) reduced from 100% to 50% on 5 January 2018, whereupon Shenzhen Bitfily ceased to be a subsidiary of the Company.

Bravo Star did not make any borrowings at all from any persons apart from the shareholders since its incorporation. Hence, the allegations of the Bonitas Report relating to the additional borrowing of Bravo Star are unfounded.

Shanghai Shenlong

Based on a valuation report prepared by Roma, the market value of the Shanghai Investment Property was RMB576 million as at 31 December 2017. Shanghai Shenlong, which was an investment holding company holding the Shanghai Investment Property, also had liabilities and, as a result, had a net asset value of approximately RMB364.78 million. As a result, the value of Shanghai Shenlong is lower than the value of the Shanghai Investment Property. Based on the net asset value of Shanghai Shenlong and net consideration of approximately RMB364.78 million and approximately RMB407.5 million at the disposal date respectively, the gain on disposal resulted in approximately RMB42.8 million.

進一步資料(續)

比飛力(續)

本公司於二零一八年九月十四日的澄清公告中提及,Bonitas報告中所反映的慧景(香港)有限公司的公司註冊記錄已過期,因此不正確。上述聲明乃基於以下理由而作出:

(a) 通過摘錄公司註冊紀錄,Bonitas報告宣稱,於該報告刊發時(即二零一八年九月十三日前後),彭先生及盛先生為慧景的董事。然而,盛先生及彭先生已分別於2018年1月5日及二零一八年六月二十九日辭任慧景董事職務。

(b) Bonitas報告宣稱本公司是深圳比飛力的最終實益擁有人。然而,於二零一八年一月五日,永階(過往為且目前依然為本公司的全資附屬公司)於慧景(其擁有深圳比飛力的100%股權)的股權比例已由100%減少至50%,由此深圳比飛力已不再是本公司的附屬公司。

慧星自其註冊成立以來,概無向股東以外的任何人士作出任何借款。因此,並未發現Bonitas報告有關慧星額外借款的指控。

上海深隆

根據羅馬國際編製的估值報告,上海投資物業於二零一七年十二月三十一日的市值為人民幣576,000,000元。持有上海投資物業的投資控股公司上海深隆為亦擁有負債,因此,擁有的資產淨值為約人民幣364,780,000元。因此,上海深隆的估值低於上海投資物業的估值。基於出售日期上海深隆的資產淨值及淨代價分別為約人民幣364,780,000元及約人民幣407,500,000元,出售產生的收益為約人民幣42,800,000元。

FURTHER INFORMATION (Continued)

Shanghai Shenlong (Continued)

The purchasers of the Shanghai Shenlong were 永清騰達能源裝備有限公司, and 嘉興名豐投資合夥企業(有限合夥). Each of the then Directors has confirmed to the Company that insofar as he/she is aware, he/her and his/her respective close associates have no equity interest in each of the said purchasers and its ultimate beneficial owners and its respective close associate (the "**Shenlong Purchasers Parties**"), nor having any family relationship with all the Shenlong Purchasers Parties, nor having any material business interests in all the Shenlong Purchasers Parties. Insofar as it is aware, the Company have no equity interest in all the Shenlong Purchasers Parties, nor having any material business interests in all the Shenlong Purchasers Parties.

Shanghai Shenlong was a property holding company. Since the property holding operation of Shanghai Shenlong was not the core business of the Group, Shanghai Shenlong was disposed of in order to optimize the investment portfolio of the Group.

The Directors considered that the disposal of Shanghai Shenlong (including the consideration) was on normal commercial terms, fair and reasonable and in the interests of the Company and shareholders as a whole.

Roma, which was engaged to perform the aforesaid valuation of the Shanghai Investment Property, has confirmed to the Company that it has reviewed the First Report and the Second Report, the First Announcement and the Second Announcement, has confirmed to the Company that it has agreed with the Company's disclosure in the First Announcement, Second Announcement and that it has not withdrawn/amended or indicated to withdraw/amend its opinion in the relevant valuation report.

進一步資料(續)

上海深隆(續)

上海深隆的買方為永清騰達能源裝備有限公司及嘉興名豐投資合夥企業(有限合夥)。當時董事已分別向本公司確認,據彼所知,彼或彼之有關緊密聯繫人概無擁有上述買方及其最終實益擁有人及其有關緊密聯繫人(「**深隆買方各方**」)各自的任何股權,亦與所有深隆買方各方概無擁有任何親屬關係,或概無擁有所有深隆買方各方的任何重大商業利益。據本公司所知,其概無擁有所有深隆買方各方的股權,亦無擁有所有深隆買方各方的任何重大商業利益。

上海深隆為一間物業持有公司。由於上海深隆的物業持有業務並非本集團的核心業務,故出售上海深隆以便優化本集團的投資組合。

董事認為出售上海深隆(包括代價)乃按正常商業條款進行,屬公平合理並符合本公司及股東的整體利益。

羅馬國際(其獲委聘進行上述上海投資物業的估值)已向本公司確認,其已審閱第一份報告及第二份報告、第一份公告及第二份公告,已向本公司確認,其認同本公司於第一份公告及第二份公告內的披露且其未曾撤回/修訂或無意撤回/修訂其於相關估值報告內的意見。

FURTHER INFORMATION (Continued)

Leyu

The Company acquired 48% shareholding in Weshare through Leyu which was completed in December 2016, and was able to drive a significant growth in Weshare in 2017 primarily due to the following key factors:

(a) Significant growth in the internet microcredit consumer finance sub-sector in the PRC:

According to iResearch, in 2017, the loan scale of internet consumer finance in China increased by approximately 408% year-on-year and reached approximately RMB4,384.7 billion, of which approximately RMB2,872.0 billion or approximately 65.5% was attributable to the loan scale of the internet microcredit consumer finance sub-sector, and the total issuing amount of China internet consumer finance asset-backed securities increased by approximately 1,813% year-on-year from 2016 to 2017. These data illustrate that the microcredit consumer finance market in the PRC was significantly under-served and such status was identified and leveraged by Weshare and other lending platforms in the PRC during the year. Weshare's transaction volume of approximately RMB63.3 billion in the year ended 31 December 2017 accounted for approximately 2.20% of the market share in the non-banking institution microcredit segment in the PRC and approximately 10.9% market share in the non-banking institution microcredit in the independent platform sub-segment of the internet consumer finance in the PRC. Independent platform refers to internet platform owned or controlled by non-comprehensive internet groups excluding e-commerce and social networks business.

進一步資料(續)

Leyu

本公司於二零一六年十二月完成透過Leyu收購掌眾48%股權，並能夠於二零一七年推動掌眾顯著增長，主要由於以下關鍵因素：

(a) 中國互聯網小額信貸消費金融分行業的顯著增長：

根據艾瑞諮詢報告，於二零一七年，中國互聯網消費金融的貸款規模同比增長約408%達約人民幣43,847億元，其中約人民幣28,720億元或約65.5%歸功於互聯網小額信貸消費金融分行業的貸款規模，及中國互聯網消費金融資產支持證券的總發行金額自二零一六年至二零一七年同比增長約1,813%。該等數據表明，中國小額信貸消費金融市場嚴重供不應求，掌眾及中國其他借貸平台於年內發現並藉助了該狀況。截至二零一七年十二月三十一日止年度，掌眾的交易額為約人民幣633億元，佔中國非銀行機構小額信貸板塊市場份額約2.20%及中國互聯網消費金融獨立平台分類的非銀行機構小額信貸市場份額約10.9%。獨立平台指由不包括電子商務及社交網絡業務的非綜合互聯網集團擁有或控制的互聯網平台。

FURTHER INFORMATION (Continued)

Leyu (Continued)

(b) Synergies between the Group and Weshare by facilitating funding partnerships for Weshare:

As the controlling shareholder of Weshare, the Group was able to create significant business synergies following the acquisition by facilitating Weshare's access to the Group's network of funding partners in the ecosystem. This resolved a major issue restricting the business growth of Weshare prior to its integration into the Group, namely, the shortage of funds for meeting the rapidly increasing demand of Weshare's borrowers. For the year ended 31 December 2017, approximately 47% of Weshare's total transaction volume was funded by the funding partners introduced by the Group. The increases in the number of funding partners and the funds available allowed Weshare to generate higher transaction volume and these contributed to the substantial growth of Weshare during the year.

(c) Substantial investment in organic growth initiatives as reflected by the significant growth in Weshare's employees numbers and operational scale:

Further, Weshare made substantial investment in expanding its operational scale during the year ended 31 December 2017. The total operating expenses of Weshare for the year ended 31 December 2017 recorded an approximately 436.3% year-on-year growth. Particularly, employees expenses increased by approximately 278.6% as compared with the same period in 2016 due to the growth in the number of employees from 418 to 876. Specifically, in order to facilitate the development of its proprietary risk management engine, Weshare increased its headcount in risk management and IT department from 211, as at the end of 2016, to 606, as at the end of 2017; in order to seize the opportunity of strong growth in market demand, the headcount in sales and marketing department increased from 72, as at the end of 2016, to 110, as at the end of 2017. Advertising expenses increased by approximately 941.2% as compared with the same period in 2016 due to the Group's initiatives on marketing for the purposes of attracting new customers. For example, Weshare collaborated with other online microcredit customer acquisition channels. Under such promotional initiatives, Weshare's services and products are displayed on the apps of such online microcredit customer acquisition channels whereby their users will be directed to the Weshare platform for loan applications. Weshare also posted links and advertisements on search engines so as to broaden its exposure to potential customers.

進一步資料(續)

Leyu(續)

(b) 本集團與掌眾通過為掌眾促成融資合夥關係形成協同效應:

作為掌眾的控股股東,本集團於收購後能夠通過促成掌眾進入本集團的融資夥伴生態系統網絡而形成重大業務協同效應。這解決了掌眾併入本集團前限制業務增長的一個重大難題,即缺少資金滿足掌眾借款人快速增長的需求。截至二零一七年十二月三十一日止年度,掌眾總交易量的約47%乃通過本集團引薦的融資夥伴提供資金。融資夥伴數量及可用資金的增長能夠令掌眾於年內產生較高交易量並助力掌眾大幅增長。

(c) 經掌眾僱員數量及經營規模顯著增長佐證的於內生增長計劃的大量投資,:

此外,截至二零一七年十二月三十一日止年度,掌眾大量投資於擴大其經營規模。掌眾截至二零一七年十二月三十一日止年度的經營開支總額錄得同比增長約436.3%。尤其是,僱員開支較二零一六年同期增加約278.6%,此乃由於僱員人數由418人增至876人。具體而言,為了推動其專有風險管理引擎的發展,掌眾將風險管理及IT部門的總人數由二零一六年年末的211人增至二零一七年年末的606人;為了把握市場需求有力增長的機遇,銷售及營銷部的總人數由二零一六年年底的72人增至二零一七年年底的110人。廣告開支較二零一六年同期增加約941.2%,此乃由於本集團旨在吸引新客戶的營銷計劃。例如,掌眾與其他在線小額信貸獲客渠道合作。根據該等推廣計劃,掌眾的服務及產品在有關在線小額信貸獲客渠道的應用程序上展示,據此將其用戶引向掌眾平台,申請貸款。掌眾亦在搜索引擎上投放鏈接及廣告,以便擴大其與潛在客戶的接觸機會。

FURTHER INFORMATION (Continued)

Leyu (Continued)

The reasons for the significant decline in Leyu's financial performance in the first half of 2018 are as follows:

For the three years ended 31 December 2017, Weshare derives its revenue primarily from charging a service fee on each loan transaction that is facilitated on its platform. However, with the promulgation of Circular on the Regulation and Rectification of "Cash Loans" Business (關於規範整頓"現金貸"業務的通知(整治辦函 [2017]141號), "**Circular 141**") and Notice on Review of the Rectification Measures by P2P Lending Intermediaries to Improve Lending Risks (關於做好P2P網絡借貸風險專項整治整改驗收工作的通知([2017]57 號)) in December 2017, there was a decrease in such revenue in the first half of 2018 in two aspects:

(1) Decrease in service fee due to the cap on interest rates

One of the primary impacts from the promulgation of Circular 141 was the restriction on the interest rates that can be charged to be capped at 36% per annum. In response to the regulatory change, Weshare has proactively adjusted the interest rates to be charged by all of its products on 26 November 2017 so as to comply with the new rule. As a direct result, the service fee rates charged by Weshare for each loan facilitated have been reduced and have negatively affected Weshare's revenue: Weshare charges average service fee rate of 7.0% with average loan tenor of 22 days for the year 2017, and average service fee rate of 6.1% with average loan tenor of 79 days for the first half of 2018, i.e. a much reduced annualized fee rate in the first half of 2018 due to a lower average service fee coupled with a longer average loan tenor.

(2) Decrease in transaction volume

The cap on interest rates also means that the credit risk that platforms could bear will drop significantly. Following the promulgation of Circular 141, risk-adverse platforms tend to grant loans only to a smaller subset of borrowers who could demonstrate better repayment ability and reject loan applications from less creditworthy borrowers in order to minimise the risks and losses. Weshare also proactively adopted a more conservative approach in its credit approval systems which led to a significant decrease in its approval rates of loan applications and reduction in its transaction volume. The loan approval rates for Shandian Jiekuan were approximately 34.5%, 29.7% and 11.8% for the years ended 31 December 2016 and 2017, and the six months 30 June 2018 respectively.

進一步資料(續)

Leyu (續)

於二零一八年上半年Leyu的財務表現大幅下滑的原因如下:

截至二零一七年十二月三十一日止三個年度,掌眾的收益主要來自其就在其平台促成的每筆貸款交易收取的服務費。然而,隨著關於規範整頓「現金貸」業務的通知(整治辦函[2017]141號)(「**第141號通知**」)及關於做好P2P網絡借貸風險專項整治整改驗收工作的通知(「[2017]57號」)於二零一七年十二月頒佈,二零一八年上半年的有關收益在以下兩個方面減少:

(1) 利率上限令服務費減少

第141號通知的頒佈產生的主要影響之一為對能夠收取的利率上限限制為每年36%。為應對監管變動,掌眾於二零一七年十一月二十六日主動調整其所有產品收取的利率,以便符合新規,直接導致掌眾就促成的每筆貸款收取的服務費率降低及對掌眾收益造成不利影響:掌眾於二零一七年收取的平均服務費率為7.0%及平均貸款期限為22日,而於二零一八年上半年的平均服務費率為6.1%及平均貸款期限為79日,即由於較低平均服務費加上較長平均貸款期限,二零一八年上半年的年化費率大幅降低。

(2) 交易量減少

利率上限同時意味著平台可承擔的信貸風險將大幅下降。於第141號通知頒佈後,風險規避平台傾向於僅向可證明具有較好還款能力的較小群體借款人授出貸款並拒絕信譽稍遜的借款人的貸款申請,以盡量降低風險及損失。掌眾亦主動於其信貸審批系統採用更為保守的方法,導致其貸款申請的審批率明顯下降及其交易量減少。閃電借款於截至二零一六年及二零一七年十二月三十一日止年度及截至二零一八年六月三十日止六個月的貸款審批率分別為約34.5%、29.7%及11.8%。

FURTHER INFORMATION (Continued)

Leyu (Continued)

The adjustment to the scale of the put option downward so as to rendering the transactions in aggregate not constituting a major transaction for the Company was disclosed in the announcement of the Company dated 31 October 2016. At the time of negotiating for the Group's proposed acquisition of interest in Leyu, the Company did not intend the scale of the acquisition was so big that it would constitute a major transaction for the Company under the GEM Listing Rules. Hence, the parties to the agreement agreed that if the exercise of the Put Option would render the acquisition constituting a major transaction, the exercise of the Put Option shall be scale back as disclosed in the aforesaid announcement.

The then Directors confirmed in writing to the Company that insofar as he/she was aware, he/she and his/her respective close associates did not have any equity interest in each of the Option Holders and their ultimate beneficial owners and their respective close associate ("**Option Holder Parties**"), nor having any family relationship with all the Option Holder Parties, nor having any material business interests in all the Option Holder Parties. Insofar as it is aware, the Company have no equity interest in all the Option Holder Parties, nor having any material business interests in all the Option Holder Parties.

Given that the Option Period refers to "within three months of the issuance of the audited accounts of Leyu for the 2017 or 2018 financial year", the Option Holders still have the right to exercise the Put Option within three months of the issuance of the audited accounts of Leyu for the 2018 financial year. The right to exercise the Put Option within three months of the issuance of the audited accounts of Leyu for the 2017 financial year has already lapsed.

The Put Price will be calculated in accordance with the following formula: The after-tax profit of Leyu for the 2018 financial year as stated in its audited accounts converted by using the central parity rate of the Renminbi to Hong Kong dollars as published by the People's Bank of China on the date of the Put Notice, or if such day is not a business day, the subsequent business day x 15/the total number of ordinary shares in issue (on a fully converted and diluted basis).

進一步資料(續)

Leyu(續)

調減認沽期權之規模以令提供之交易合共計算不會構成本公司之主要交易乃披露於本公司日期為二零一六年十月三十一日之公告。於有關本集團建議收購Leyu之權益進行磋商時,本公司無意進行如此大規模的收購,令其會構成本公司於GEM上市規則項下之一項主要交易。因此,協議的訂約方協定,倘行使認沽期權會導致收購構成主要交易,則認沽期權之行使須按上述公告所披露進行縮減。

當時董事書面向本公司確認,據彼所知,彼及彼之有關緊密聯繫人概無持有期權持有人及彼等最終實益用人以及彼等有關緊密聯繫人(「**期權持有人各方**」)各自的任何股權,亦與所有期權持有人各方概無擁有任何親屬關係,或概無擁有所有期權持有人各方的任何重大商業利益。據本公司所知,其概無擁有所有期權持有人各方的股權,亦無擁有所有期權持有人各方的任何重大商業利益。

鑒於期權期間指「於Leyu二零一七年或二零一八年財政年度之經審核賬目出具後三個月內」,因此,期權持有人仍有權於Leyu二零一八年財政年度之經審核賬目出具後三個月內行使認沽期權。於Leyu二零一七年財政年度之經審核賬目出具後三個月內行使認沽期權之權利已失效。

認沽價將根據以下公式計算:Leyu於其經審核賬目列示之二零一八年財政年度之除稅後溢利(透過採用中國人民銀行於認沽通知日期(或倘該日並非營業日,則為其後一個營業日)發佈之人民幣兑港元之匯率中間價換算)x 15／已發行普通股總數(按悉數轉換及攤薄基準)。

FURTHER INFORMATION (Continued)

NCF Wealth

The major reasons leading to the significant increase in the valuation of NCF Wealth from US$700 million as of 1 January 2018 to US$1,200 million as of 30 June 2018 are as followings:

(i) For the valuation report dated 1 January 2018, with the negative impact from the tightened regulations in P2P industry, such as Circular 141 which became effective on 1 December 2017, the Company adopted a conservative approach by projecting downwards in revenue in terms of P2P business segment for the year of 2018 and expecting upwards in the following years in the financial forecast; and

(ii) For the valuation report dated 30 June 2018, the Company has revisited the actual result since the end of 2017 to the first quarter of 2018 which the revenue experienced better off than the Company forecasted in terms of P2P business segment as of 1 January 2018, so as to adjust the revenue growth accordingly.

Ravia Global Appraisal Advisory Limited (the "**Ravia Global**"), which was engaged to re-value the Company's investment in NCF Wealth, has confirmed to the Company that it has reviewed the First Report and the Second Report, the First Announcement and the Second Announcement, and that Ravia Global has confirmed to the Company that it has not withdrawn or indicated to withdraw its opinion in the valuation report.

The deterioration in NCF Wealth's operating performance claimed by the Bonitas Reports is inaccurate due to misrepresentation of the Company's various information. P2P business segment is only one of the business segment of NCF Wealth, and NCF Wealth conducts other non-P2P business segments. In addition, a decrease in aggregate number of transaction volumes claimed by the Bonitas Report does not imply solely the deterioration in NCF Wealth's financial performance as aggregate value of transaction volumes is absent from the Bonitas Report.

When it comes to the respective financial projections for the valuation, the Company have factored in all major factors including but not limited to the negative impact from the tightened regulations in P2P industry, such as Circular 141 which became effective on 1 December 2017, recent financial performance as well as other factors affecting discount rate for the projection.

進一步資料(續)

NCF Wealth

導致NCF Wealth的估值由截至二零一八年一月一日的700,000,000美元大幅增至截至二零一八年六月三十日的1,200,000,000美元的主要原因如下:

(i) 就日期為二零一八年一月一日的估值報告而言,隨著P2P行業加強監管的負面影響,例如於二零一七年十二月一日生效的第141號通知,本公司採用保守方法,預計P2P業務分部於二零一八年收益下行並預計於財務預測的後續年度上行;及

(ii) 就日期為二零一八年六月三十日的估值報告而言,本公司回顧自二零一七年年底至二零一八年第一季度的實際業績,當中收益優於本公司截至二零一八年一月一日對P2P業務分部的預測,因而據此調整收益增長。

瑞豐環球評估諮詢有限公司(「**瑞豐環球**」,其獲委聘重新估值本公司於NCF Wealth的投資),已向本公司確認,其已審閱第一份報告及第二份報告、第一份公告及第二份公告,及瑞豐環球已向本公司確認,其未曾撤回或無意撤回其於估值報告內的意見。

Bonitas報告聲稱NCF Wealth的經營表現惡化並不準確,原因在於對本公司若干資料的失實陳述。P2P業務分部僅屬NCF Wealth的一個業務分部,及NCF Wealth從事其他非P2P業務分部。此外,由於Bonitas報告並無交易量的總價值,故Bonitas報告聲稱的交易量總數減少並不完全意味著NCF Wealth的財務表現惡化。

於本公司就估值進行有關財務預測時,其已計及所有主要因素,包括但不限於P2P行業加強監管產生的負面影響,如於二零一七年十二月一日生效的第141號通知、近期財務表現以及影響預測貼現率的其他因素。

FURTHER INFORMATION (Continued)

進一步資料(續)

Acquisition of Investments

In relation to the statement of "*Acquisition of investments classified as other receivables of approximately RMB387.6 million represented short term investment products invested by one of our PRC subsidiaries*" mentioned in the First Announcement, the details of the investment classified as other receivables of approximately Investments recognized as receivable products of approximately RMB387.6 million as of 31 December 2017 as mentioned in the First Announcement, their details are as follows:

收購投資

就第一份公告所提及的「*收購被分類為其他應收款之投資約人民幣387,600,000元指我們其中一家中國附屬公司投資的短期投資產品*」的聲明而言，第一份公告所述的與截至二零一七年十二月三十一日確認為收款產品的約人民幣387,600,000元的投資相若的分類為其他應收款項的投資之詳情，詳述如下：

		As at 31 December 2017 於二零一七年十二月三十一日 RMB'000 人民幣千元
Product A (Note 1)	產品A(附註1)	10,119
Product B (Note 2)	產品B(附註2)	207,529
Product C (Note 3)	產品C(附註3)	169,973
Total	總計：	387,621

Notes:

1. As of 31 December 2017, the balance represents investments classified as receivables products, financing a real estate project located in the PRC with fixed returns at maturity of six months.

   The investment has been fully settled as at 30 June 2018. The investment is subject to credit risk. The expected returns from the investment is derived from the share of dividend income or capital gain of not less than 5%.

2. The Company used its excess cash in the balance sheet by investing in Product B with a relatively higher fixed return upon maturity. As of 31 December 2017, the balance represents investments classified as receivables products being invested in the operating activities of an internet microfinance company, at a maturity of one year.

   The investment matured in June 2018 and the Company reinvested RMB100 million for another year until its maturity in June 2019. The investment is subject to credit risk. The expected returns from the investment is derived from the share of dividend income or capital gain of not less than 5%. The Group's plan on such investment going forward is to hold to maturity.

附註：

1. 截至二零一七年十二月三十一日，結餘指為中國一個房地產項目融資的分類為收款產品的投資，收益固定，到期日為六個月。

   投資已於二零一八年六月三十日全數結算。投資面臨信貸風險。投資產生的預計收益來自分佔股息收入或不低於5%的資本收益。

2. 本公司利用資產負債表內的盈餘現金投資於到期時具有相對較高固定收益的產品B。截至二零一七年十二月三十一日，結餘指投資於一間互聯網小額貸款公司經營業務的分類為收款產品的投資，到期日為一年。

   投資於二零一八年六月到期及本公司再投資人民幣100,000,000元於另一年，直至其於二零一九年六月到期。投資面臨信貸風險。投資產生的預計收益來自分佔股息收入或不低於5%的資本收益。本集團對該投資的日後計劃為持有至到期。

FURTHER INFORMATION (Continued)

Acquisition of Investments (Continued)

3. The Company used its excess cash in the balance sheet by investing in Product C with a relatively higher fixed return upon maturity. As of 31 December 2017, the balance represents investments classified as receivables products being invested in asset management plans of which the underlying asset are operating loans with maturity less than six months.

   The investment matured in the first quarter of 2018 and has been fully settled as at 30 June 2018. The investment was subject to credit risk. The expected returns from the investment was derived from the share of dividend income or capital gain of not less than 5%.

The Group considered that the investments acquired with fixed returns and at maturities not excess six months, and thus decided that such investments were recognized as other receivables under current assets in the Group's consolidated statement of financial position as of 31 December 2017.

The Company's auditor, SHINEWING (HK) CPA Limited, has confirmed to the Company that it has reviewed the First Report and the Second Report, the First Announcement and the Second Announcement, and that SHINEWING has confirmed to the Company that it has not withdrawn or indicated to withdraw its audit opinion in the Company's consolidated financial statements for each of the years ended 2015 to 2017.

進一步資料(續)

收購投資(續)

3. 本公司利用資產負債表內的盈餘現金投資於到期時具有相對較高固定收益的產品C。截至二零一七年十二月三十一日,結餘指投資於資產管理計劃的分類為收款產品的投資,其中相關資產為到期日少於六個月的經營貸款。

   投資於二零一八年第一季度到期並已於二零一八年六月三十日全數結算。投資面臨信貸風險。投資產生的預計收益來自分佔股息收入或不低於5%的資本收益。

本集團認為收購的投資具有固定收益且到期日不超過六個月,因此決定將該等投資確認為本集團截至二零一七年十二月三十一日的綜合財務狀況表內流動資產項下的其他應收款項。

本公司核數師信永中和(香港)會計師事務所有限公司已向本公司確認,其已審閱第一份報告及第二份報告、第一份公告及第二份公告,且信永中和已向本公司確認,其未曾撤回或無意撤回其於本公司截至二零一五年至二零一七年止各年度綜合財務報表內的審核意見。

EVENT AFTER THE REPORTING YEAR

During January 2019, the Company repurchased 43,212,000 ordinary shares of the Company in aggregate for an aggregate consideration of HK$3,840,000 (equivalent to approximately RMB3,379,000) on the Stock Exchange and all of the purchased shares have not been cancelled by the Company.

Save as disclosed above, the Company did not redeem any of its securities listed and traded on the Stock Exchange, nor did the Company or any of its subsidiaries purchase or sell any of such securities since 1 January 2019 and up to the date of this announcement.

There has been no occurrence of events that had a significant impact on the Group's operation, financial and trading prospects since 31 December 2018 and up to the date of this annual report.

報告年度後事項

於二零一九年一月，本公司於聯交所合共購回43,212,000股本公司普通股，總代價為3,840,000港元（相等於約人民幣3,379,000元），全部購回股份尚未由本公司註銷。

除上文所披露者外，於二零一九年一月一日至本公告日期期間，本公司概無贖回其於聯交所上市及買賣之任何證券，本公司或其任何附屬公司概無購買或出售任何有關證券。

自二零一八年十二月三十一日起至本年報日期，概無發生對本集團之營運、財務及貿易前景有重大影響之事件。

INDEPENDENT AUDITOR

The consolidated financial statements of the Group for the Year have been audited by SHINEWING (HK) CPA Limited ("**SHINEWING**"), which will retire at the 2019 AGM. The Board has taken the Audit Committee's recommendation that a resolution to re-appoint SHINEWING as the Independent Auditor will be proposed at the 2019 AGM.

獨立核數師

本集團於本年度的綜合財務報表已由信永中和（香港）會計師事務所有限公司（「**信永中和**」）審核，其將於二零一九年股東週年大會上退任。董事會已接納審核委員會之建議，而有關續聘信永中和為獨立核數師的決議案將於二零一九年股東週年大會上提呈。

ON BEHALF OF THE BOARD

代表董事會

Phang Yew Kiat
Vice-Chairman and Chief Executive Officer

副主席兼首席執行官
彭耀傑

Hong Kong, 26 March 2019

香港，二零一九年三月二十六日

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

ABOUT THE REPORT

Chong Sing Holdings FinTech Group Limited (the "Company") and its subsidiaries (collectively referred to as the "Group" or "We") are pleased to release the Environmental, Social and Governance (the "ESG Report"), which summarizes the Group's performances on supporting sustainable development and fulfilling social responsibility for the year ended 31 December 2018 (the "Year"). As for the information on corporate governance, please refer to the Corporate Governance Report of this Annual Report.

Scope of the Report

The ESG Report principally covers four main business segments of the Group: (i) third-party payment service; (ii) online investment and technology-enabled lending service; (iii) blockchain service; and (iv) traditional loan and financing service. Unless otherwise stated, the disclosure in the ESG Report mainly focuses on the performance of the following subsidiaries, including the Beijing Weshare Software Technology Limited ("Beijing Weshare"), UCF Pay Limited ("UCF Pay"), 上海峻屹商務咨詢有限公司 ("上海峻屹"), 深屹投資咨詢(上海)有限公司 ("上海深屹") and Lucky Target Property Consultants (Shanghai) Company Limited ("Lucky Consultants") in the People's Republic of China (the "PRC" or "China"); Vigo Hong Kong Investment Limited ("Vigo Hong Kong") and K & R International Limited ("K&R") in Hong Kong; and Amigo Technologies Joint Stock Company ("Amigo Technologies") in Vietnam.

Basis of Preparation

The ESG Report is prepared in accordance with the Environmental, Social and Governance Reporting Guide set out in Appendix 20 of the GEM Listing Rules of the Stock Exchange of Hong Kong Limited ("Stock Exchange") and the provisions of "Comply or Explain" set out therein.

Suggestions and Feedback

The continual improvement of the Group relies on your valuable opinions. Should you have any questions and suggestions concerning the ESG Report, you are welcome to contact us via email: info@csfgroup.com.

關於本報告

中新控股科技集團有限公司(「本公司」)及其附屬公司(統稱「本集團」或「我們」)欣然發表截至二零一八年十二月三十一日止年度(「本年度」)的環境、社會及管治報告(「本ESG報告」)。本ESG報告概述本集團於本年度內,對推行可持續發展各項工作的支持,以及在履行社會責任方面的表現。有關企業管治的資料,請參閱本年報內的企業管治報告。

報告範圍

本ESG報告主要涵蓋本集團四個主要業務:(i)第三方支付服務、(ii)在線投資及科技驅動貸款服務、(iii)區塊鏈服務,以及(iv)傳統貸款及融資服務。除另有說明外,本ESG報告以下列附屬公司的表現為披露重點,包括位於中華人民共和國(「中國」)的北京掌眾軟件技術有限責任公司(「北京掌眾」)、先鋒支付有限公司(「先鋒支付」)、上海峻屹商務諮詢有限公司(「上海峻屹」)、深屹投資諮詢(上海)有限公司(「上海深屹」)及峻岭物業顧問(上海)有限公司(「上海峻岭」);位於香港的滙高香港投資有限公司(「滙高香港」)及僑達國際有限公司(「僑達國際」),以及位於越南的Amigo Technologies Joint Stock Company(「Amigo Technologies」)。

報告編制依據

本ESG報告按照香港聯合交易所有限公司(「聯交所」)GEM上市規則附錄二十的《環境、社會及管治報告指引》及其「不遵守就解釋」條文所編製。

意見及回饋

本集團的持續進步有賴　閣下的寶貴意見。若　閣下對本ESG報告有任何疑問或建議,歡迎通過電郵方式聯絡我們:info@csfgroup.com。

MISSION AND VISION OF THE GROUP

The Group was listed on the GEM in November 2010 and now has become a leading FinTech group with a focus on providing 24/7 online financial services to SMEs, merchants and individuals in China and Asia through the internet and mobile solutions.

We believe that our ecosystem, which offers services that touch many aspects of people's daily lives – from investment, loans, bill payments and e-wallet services, to other service bookings – is having an impact beyond the world of financial services. We are committed to financial inclusion by making all of our service offerings available to all segments of society, and in the process transforming the world for the better.

As a responsible FinTech service company, the Group understands the rationale of keeping business, environment and society grow together. In order to realize sustainable development of an enterprise, at the same time of actively promoting business growth, the Group has to strike a fine balance amongst the interests of various stakeholders such as investors and shareholders, clients, employees, business partners and community.

本集團的使命及願景

本集團於二零一零年十一月在GEM上市，現時已成為領先的綜合金融科技集團，通過互聯網及移動互聯網，致力為中國及亞洲的中小企業、商戶及個人提供全天候的網上金融服務。

我們相信，我們的生態圈將為人們提供日常生活多方面服務的影響：由投資、貸款、繳費和電子錢包，到生活服務預訂等超越金融服務的範疇。我們致力為社會各階層提供服務以實踐普惠金融，並在過程中令世界變得更好。

作為一家負責任的金融科技服務公司，本集團了解企業堅持業務經營、環境與社會共同成長的理念，在積極推動業務增長的同時，亦須平衡包括投資者及股東、客戶、員工、合作夥伴及社會等不同持份者的利益，方能實現企業的可持續發展。

STAKEHOLDER ENGAGEMENT

The Group attaches great importance to communicating with stakeholders, which is conducive to reviewing potential risks and business opportunities. We work to communicate with stakeholders, promote our philosophy and practices in environmental, social and governance ("ESG") and understand their views through various channels, addressing their needs and requirements by adopting corresponding measures and improving our business model. During the Year, the means of communication between the Group and major stakeholders are as follow:

持份者參與

本集團高度重視與各持份者的溝通交流，以助其審視潛在的風險與商機。通過不同渠道與持份者交流、傳遞我們對環境、社會及管治(「ESG」)的理念與實踐，以及了解他們的看法，我們得以採取應對措施及改善業務營運模式，滿足貼近他們的需要和訴求。本年度，本集團與主要持份者的溝通方式如下：

Stakeholders 持份者	Expectations and Requirements 期望與要求	Means of Communication and Response 溝通與回應方式
Government and regulators 政府與監管機構	• Compliance with national policies, laws and regulations • 遵守國家政策及法律法規 • Contribution in local economic growth • 促進地方經濟發展 • Contribution in local employment • 帶動地方就業 • Tax payment in full and on time • 按時繳稅	• Regular information reporting • 定期資訊彙報 • Regular meetings with regulators • 定期與監管機構溝通 • Dedicated reports • 專題彙報 • Examination and inspection • 監督及檢查
Shareholders 股東	• Compliant operation • 合規營運 • Growth in corporate value • 提升公司價值 • Transparent information and effective communication • 資訊透明及高效溝通	• General meetings • 股東大會 • Announcements • 公告 • Email, telephone communication and company website • 電郵、電話通訊及公司網站 • Dedicated reports • 專題彙報
Business partners 合作夥伴	• Operation with integrity • 誠信經營 • Equal rivalry • 公平競爭 • Performance of contracts • 依法履約 • Mutual benefit • 互利共贏	• Review and appraisal meetings • 審查與評估會 • Business communication • 商務溝通 • Exchanges and discussions • 交流研討 • Engagement and cooperation • 洽談合作

STAKEHOLDERS ENGAGEMENT (Continued) 持份者參與(續)

Stakeholders 持份者	Expectations and Requirements 期望與要求	Means of Communication and Response 溝通與回應方式
Customers 客户	• Outstanding services • 優質服務 • Performance of contracts • 依法履約 • Operation with integrity • 誠信經營	• Customer feedback surveys • 客戶意見調查 • Customer communication meetings • 客戶溝通會議 • Social media platforms • 社交媒體平台
Environment 環境	• Energy saving and emission reduction • 節能減排	• ESG reporting • 撰寫ESG報告
Industry 行業	• Establishment of industrial standards • 行業標準制定 • Enhancement of industrial development • 促進行業發展	• Participation in industry forums • 參與行業論壇 • Visits and inspections • 考察互訪
Employee 員工	• Protection of rights • 權益維護 • Occupational health • 職業健康 • Remuneration and benefits • 薪酬福利 • Career development • 職業發展	• Employee meetings • 員工溝通會 • Training and workshop • 培訓與工作坊 • Employee activities • 員工活動
Community and the public 社區及公眾	• Improvement in community environment • 改善社區環境 • Participation in charity • 參與公益事業 • Transparent information • 資訊公開透明	• Company website • 公司網站 • Announcements • 公告 • Interview with media • 傳媒採訪 • Social media platforms • 社交媒體平台

REPORTING ON ENVIRONMENTAL ASPECT

環境層面報告

Environmental Protection

The Group's operation is principally centralized in office whereas it does not involve any production procedure, and therefore no significant impact on the environment or natural resources is caused during its business operation. Nonetheless, we still place great importance on the potential threats of the business operation that might pose to natural environment through striving to enhance the performance on environmental protection and resources utilization and executing environmentally friendly guidance in our daily operation, so as to raise the environmental awareness amongst our employees.

環保

本集團的業務運作主要集中在辦公室內，且不涉及生產過程，故其業務營運不會對環境或天然資源造成重大影響。然而，本集團依然非常重視業務營運對自然環境所構成的潛在影響，並致力於改善環保和資源運用方面的表現，在日常營運中執行環保指引，以提高員工的環保意識。

1. Emissions

The Group complies with the laws and regulations relating to environmental protection in the regions where it operates, including but not limited to:

- Waste Disposal Ordinance of Hong Kong;
- Environmental Protection Law of the PRC; and
- Law on Environmental Protection of Vietnam.

During the Year, the Group did not involve in any matters that violate the environment-related laws and regulations.

Greenhouse Gas and Air Emissions

The emissions of greenhouse gas ("GHG") are directly contributing to climate change and global warming. As a responsible corporation, we are dedicated to reducing carbon emissions in office and during business operation. During the Year, the Group's main sources of GHG emissions included the direct emissions from combustion of vehicle fuel, energy indirect emissions from purchased electricity, and other indirect emissions from business travel and disposal of paper at landfills. Meanwhile, the combustion of vehicle fuel also produced air emissions.

1. 排放物

本集團遵守各業務經營所在地區有關環境保護的法律及規例，包括但不限於：

- 香港的《廢物處置條例》；
- 中國的《中華人民共和國環境保護法》；及
- 越南的《環境保護法》（Law on Environmental Protection）。

本年度，本集團不涉及任何違反環境相關法律法規的事宜。

溫室氣體及廢氣排放

溫室氣體排放與氣候變化及全球暖化息息相關。作為負責任的企業，我們積極減少辦公室及業務營運的碳排放。本年度，本集團的溫室氣體排放源頭主要包括車輛燃料燃燒的直接排放、外購電力的能源間接排放，以及來自外出公幹及廢紙送往堆填區所致的其他間接排放。同時，車輛燃料燃燒亦會產生空氣排放物。

REPORTING ON ENVIRONMENTAL ASPECT (Continued)

環境層面報告(續)

Environmental Protection (Continued)

環保(續)

1. *Emissions (Continued)*

1. *排放物(續)*

Greenhouse Gas and Air Emissions (Continued)

During the Year, the Group's GHG emissions and air emissions produced from vehicles are as below:

溫室氣體及廢氣排放(續)

本年度,本集團的溫室氣體排放及車輛產生的空氣排放物資料如下:

Emissions 排放物	Unit 單位	Data 數據
GHG[1] **溫室氣體[1]**		
Total GHG emissions **總溫室氣體排放**	tons of CO_2e 噸二氧化碳當量	976
Scope 1: Direct emissions **範圍一:直接排放**	tons of CO_2e 噸二氧化碳當量	126
Scope 2: Energy indirect emissions **範圍二:能源間接排放**	tons of CO_2e 噸二氧化碳當量	593
Scope 3: Other indirect emissions **範圍三:其他間接排放**	tons of CO_2e 噸二氧化碳當量	257
Intensity of GHG emissions **溫室氣體排放密度**	kg of CO_2e/RMB'000 revenue 千克二氧化碳當量/人民幣千元收益	0.38
Air emissions produced from vehicles **車輛產生的空氣排放物**		
Nitrogen oxides **氮氧化物**	kg 千克	6.66
Sulfur oxides **硫氧化物**	kg 千克	0.27
Particulate matter **顆粒物**	kg 千克	0.76

1 The GHG emissions data of Amigo Technologies in Vietnam was in reference to, including but not limited to, 2006 IPCC Guidelines for National Greenhouse Gas Inventories issued by Intergovernmental Panel on Climate Change and the latest published EMEP/EEA air pollutant emission inventory guidebook 2016 by European Environment Agency.

1 Amigo Technologies在越南的溫室氣體排放數據參照(包括但不限於)政府間氣候變化專門委員會發布的《2006年IPCC國家溫室氣體清單指南》及歐洲環境署最新發布的《EMEP/EEA air pollutant emission inventory guidebook 2016》。

REPORTING ON ENVIRONMENTAL ASPECT (Continued)

環境層面報告(續)

Environmental Protection (Continued)

環保(續)

1. *Emissions (Continued)*

1. *排放物(續)*

Greenhouse Gas and Air Emissions (Continued)

To reduce the amount of GHG and air emissions, a series of measures are implemented into the Group's daily operation. For instance, we perform regular maintenance of company's fleet to maintain the efficiency of the vehicles, and encourage employees to take public transportation when doing off-site work. Besides, we also promote using telephones and video calls to substitute unnecessary overseas business trips. For inevitable overseas business trips, we give priority to direct flights so as to reduce GHG emissions caused by taking connecting flights. In addition, we have continued to introduce various resource-saving measures in the office to reduce resources consumption and GHG emissions in the meantime. For details, please refer to section "2. Use of Resources".

溫室氣體及廢氣排放(續)

為減少溫室氣體及空氣排放物的排放量,本集團在日常營運中實施了一系列措施,如定期為公司車隊進行保養以維持汽車的效能及鼓勵員工外出辦公時乘搭公共交通工具。另外,我們向員工推廣利用電話及視像通話,以取代非必要的海外公幹;針對不可避免的海外公幹,我們會優先選擇直航航機,藉此減少因轉機所產生的溫室氣體排放。除此之外,我們持續推廣了一系列辦公室節約資源措施,在減少資源消耗的同時亦減少溫室氣體的排放,詳情請參閱「2.資源使用」部份。

Waste

Non-hazardous waste produced from the Group's operation are mainly domestic waste and used working paper, while hazardous waste includes toner cartridges, waste batteries, light bulbs, etc. All hazardous wastes are handled by qualified third-party collectors to ensure no environmental contamination would cause. Since the operation of the Group is concentrated in office, most of the non-hazardous waste is collected by the building management company. Therefore, we are unable to accurately measure the amount of non-hazardous waste generated. During the Year, the total hazardous waste of the Group was 59kg, while the average amount of hazardous waste generated per employee was 0.06kg.

廢棄物

本集團營運過程中產生的無害廢棄物主要為生活垃圾及辦公用紙;而有害廢棄物則包括墨盒、廢電池及燈泡等。所有有害廢棄物均由合資格的第三方收集商處理,確保不會對環境造成污染。由於本集團的日常營運集中在辦公室內,所產生的無害廢棄物由物業管理公司負責收集,故未能準確統計無害廢棄物的產生量。本年度,本集團共產生59千克有害廢棄物,平均每名員工產生0.06千克的有害廢棄物。

The Group has adopted a pragmatic approach to reduce waste at source in office. We encourage our employees to use reusable products and reduce the use of disposable and non-recyclable products, such as using refills to reuse pens, reusing office supplies like envelopes, binder clips and files as well as using reusable toner cartridges. Meanwhile, recycling bins are placed in office for collecting waste paper, metal and plastic in order to reduce the waste disposed of at landfills.

本集團以務實的方式從辦公室各源頭減廢。我們鼓勵員工使用可循環使用產品,並減少使用一次性及不可回收的產品,如使用替換筆芯以重複利用筆桿、重複利用信封、活頁夾及文件夾等文儀用品,以及使用可循環再造的墨盒。同時,我們在辦公室放置垃圾分類回收筒收集廢棄紙張、金屬及塑料,以減少送往堆填區的廢棄物。

REPORTING ON ENVIRONMENTAL ASPECT (Continued)

環境層面報告(續)

Environmental Protection (Continued)

環保(續)

2. *Use of Resources*

Energy

The Group strives to reduce energy consumption in office through various means. For lighting system, along with switching off unused lights, energy-efficient lighting and independent light switches for different light zones are also installed. Beijing Weshare has stipulated that employees have to switch off the lights for an hour in the afternoon every day, and organized electricity-saving activities every month to encourage resources-saving amongst employees. In terms of electrical appliances, we set computer to standby mode when they are not in use and make sure all unnecessary electrical appliances are turned off during non-business hours. We also prefer to procure electrical appliances with energy efficiency labels whenever possible. For air conditioning system, minimum temperature is set to be 25.5 degree Celsius and it is regularly cleaned to maintain its efficiency. In addition, we have allowed our employees to dress down in hot weather and implemented casual day on every Friday so as to reduce energy consumed by the use of air conditioning system.

In an attempt to enhance office management, control the use of resources reasonably and minimize resources wastage, we record and monitor electricity consumption on monthly basis and carry out improvement measures accordingly. Amongst our subsidiaries, 上海峻屹, 上海深屹 and Lucky Consultants have formulated a management system on energy conservation and consumption reduction to promote guidelines regarding conservation of energy, water and office supplies to employees, with a commissioner appointed to oversee the implementation where rewards and punishment will be imposed according to the situation to ensure all resources are properly used.

2. *資源使用*

能源

本集團從多方面入手，致力減少辦公室的能源消耗。在照明方面，除關閉不使用的電燈外，我們亦已安裝節能日光燈，並在不同照明區域安裝獨立照明開關；而北京掌眾規定員工每天中午須關燈一小時，並每月舉行綠色節電活動，以鼓勵員工節約能源。在電子設備方面，我們設定電腦閒置時進入睡眠模式，並確保在非工作時間關掉所有非必要的電子設備。在可行情況下，我們會選擇購買具有能源效益標籤的電子設備。在空調系統方面，我們把空調的最低溫度設定為攝氏25.5度，並定期清洗空調以維持其效益。另外，我們容許員工在天氣炎熱時穿著輕便服飾，並將每星期五定為便服日，減少因使用空調所消耗的能源。

為加強辦公室管理、合理控制資源的使用及減少資源浪費，我們每月進行電量統計，以監控用電情況，並作出適當改善措施。其中，上海峻屹、上海深屹及上海峻岭更制定了節能降耗管理制度，向員工推廣節能、節水及節約辦公用品的指引，並委派專員進行監察，根據實施情況予以獎懲，確保資源得以妥善利用。

REPORTING ON ENVIRONMENTAL ASPECT (Continued)

環境層面報告(續)

Environmental Protection (Continued)

環保(續)

2. *Use of Resources (Continued)*

Energy (Continued)

During the Year, the energy consumption of the Group is as below:

2. *資源使用(續)*

能源(續)

本年度,本集團能源使用的數據如下:

Energy Consumption 能源使用	Unit 單位	Data 數據
Total energy consumption **總能源消耗**	MWh 兆瓦時	1,204
Vehicle fuel combustion **汽車燃料燃燒**	MWh 兆瓦時	487
Purchased electricity **外購電力**	MWh 兆瓦時	717
Energy consumption intensity **能源消耗密度**	kWh/RMB'000 revenue 千瓦時／人民幣千元收益	0.47

Water Resources

The water use of the Group comes from local municipal water supply and the Group did not encounter any problem in sourcing suitable water supply. 上海峻屹, 上海深屹 and Lucky Consultants will perform inspection on the water dispensers, coffee machines and water taps irregularly, while maintenance will be carried out immediately in case of leakage. Since the business of the Group is principally carried out in office whereas most of the water bills are included in management fee, only the water consumption of a small portion of subsidiaries is accessible. As the resulting data cannot truly reflect the actual water consumption of the Group, the relevant data are therefore not disclosed.

水資源

本集團的用水均來自當地市政供水,並無求取水源的問題。上海峻屹、上海深屹及上海峻岭會不定期檢測飲水機、咖啡機及水龍頭,如發現漏水情況會盡快維修。由於本集團業務主要在辦公室內進行,其中大部分用水單都包括在樓宇管理費用內,所以只能收集到小部份附屬公司的耗水量。因所收集的數據未能如實反映本集團實際的耗水量,故此本集團不披露相關數據。

REPORTING ON ENVIRONMENTAL ASPECT (Continued)

環境層面報告(續)

Environmental Protection (Continued)

環保(續)

2. *Use of Resources (Continued)*

Paper

Proper management of paper consumption is in place in our office. For example, we advocate paperless office by delivering documents via electronic means whenever possible. For inevitable printing, we remind employees to use recycled paper in priority, print on both sides of paper and proofread carefully before printing out to avoid wasting papers as far as possible. Apart from paper with confidential information, we have placed recycling bins to gather unwanted paper which will then be collected by recycling companies. In addition, we analyze and monitor the paper consumption regularly, and take appropriate improvement measures to conserve paper usage.

2. *資源使用(續)*

紙張

我們在辦公室妥善管理紙張的用量，如提倡無紙化辦公室，盡量使用電子形式傳遞文件。在必須打印文件時，我們會提醒員工在打印時首選回收紙張、雙面影印文件及在打印前仔細校對，盡量避免浪費紙張。除印有保密信息的紙張外，我們設有回收箱收集紙質文件，並由回收公司收集。另外，我們亦會定期進行紙量統計，以監控耗紙情況，並作出適當改善措施以節約用紙。

Packaging Materials

Since the business of the Group does not involve in any production of tangible products, no packaging materials are being used.

包裝材料

本集團業務並不涉及實體產品生產，故本集團沒有使用包裝材料。

3. *Environment and Natural Resources*

Though the Group's operation does not bring significant impacts to the environment, we still spared no effort in integrating green office practices into our management and work to make a positive contribution to our environment. We promote registration system of office supplies and conduct regular check on the consumption with proper management of purchase, distribution and storage of office supplies to reduce unnecessary wastage. In general, we purchase office electronic equipment which passed the national inspection standards in the PRC offices. We also tried our best to upgrade obsolete computers of lower utilization to effectively extend the lifespan of the products. Consideration of reselling at low price or donating will be made for those electronic products which do not meet our standard for office use.

We will oversee the implementation of the above initiatives in various offices from time to time to ensure that all working procedures shall comply with the applicable laws. We continuously review our environmental policies and practices, and integrate environmental considerations into working procedures. Relevant responsible personnel will report the implementation status to the management and we will take improvement measures when necessary.

3. *環境及天然資源*

雖然本集團的營運對環境無產生重大影響，但我們仍致力將綠色辦公融入管理當中，積極為環境作出貢獻。我們提倡辦公用品登記制度，定期核查辦公用品消耗情況，做好辦公用品的購置、發放和庫存管理，減少不必要浪費。一般而言，我們在中國辦公室所選購的辦公電子用品均通過國家綠色環境監測。我們盡量將較舊、使用率較低的電腦進行升級，以有效延長產品使用壽命。對於已不符合辦公使用要求的電子產品，我們會考慮低價轉售或捐贈等。

我們會持續監督上述措施於各辦公室內的實施情況，以確保所有工序符合適用法律。我們持續審視我們的環境政策及實務，在工作過程中加以考慮環保因素。相關負責人員會向管理層匯報執行情況，如有需要，我們會作改善措施。

REPORTING ON SOCIAL ASPECT

社會層面報告

Employment and Labour Practices

僱傭及勞工常規

1. *Employment*

The Group complies with the laws and regulations relating to employment in the regions where it operates, including but not limited to:

- Employment Ordinance, Minimum Wage Ordinance and Employees' Compensation Ordinance of Hong Kong;
- Labour Law of the PRC and Labour Contract Law of the PRC; and
- Law on Employment of Vietnam.

Based on the above-mentioned laws and regulations, the Group has established and strictly followed a comprehensive human resources management system. Meanwhile, the Group has given employees the documents and materials on the related entry guidelines pursuant to the system and clearly conveyed the messages about employment policies, missions and visions of organizations, work ethics and occupational safety and health guidelines. We strive to make sure our staff clearly understand their rights and benefits while work in compliance with the relevant laws and regulations according to the system so as to safeguard the rights and interests of both sides.

Remuneration and Benefits

To attract and retain talents, the Group has formulated a competitive remuneration and benefits system in accordance with the laws and industrial practices in the regions where it operates. Apart from providing statutory leaves, insurance and provident fund required by the laws, we also provide overtime allowance, supplementary medical insurance, festive benefits, year-end bonus, extra annual leaves and other benefits to our employees. We determine or adjust staff salaries and benefits on grounds of the appraisal results, with their job nature, experience, job performance, length of service, financial results of companies and market conditions being taken into account.

1. *僱傭*

本集團遵守各業務經營所在地區有關僱傭的法律及規例，包括但不限於：

- 香港的《僱傭條例》、《最低工資條例》及《僱員補償條例》；
- 中國的《中華人民共和國勞動法》及《中華人民共和國勞動合同法》；及
- 越南的《僱傭法例》（Law on Employment）。

本集團以上述法律法規為基礎，設立並嚴格執行一套全面的人力資源管理制度。同時，本集團已就此制度給予僱員相關的入職指引等文件及資料，明確地向各級僱員傳達有關僱傭政策、組織使命及願景、工作職業道德，以及職安健指引等訊息，確保僱員清晰明白其權利及福利的同時，亦按照此制度合規合法地工作，以保障雙方權益。

薪酬與福利

為吸引及挽留人才，本集團已因應所在地區法例及行業慣例，制定一套具競爭力的薪酬及福利待遇制度。除法例要求提供的假期、保險及公積金外，我們亦為員工提供加班補貼、補充醫療保險、節日福利、年終花紅及額外年假等一系列福利。我們針對僱員的工作性質、資歷、工作表現、服務年期、公司財務業績及市場情況等因素，在參考績效評估的結果後，釐訂或調整其薪酬及福利。

REPORTING ON SOCIAL ASPECT (Continued)

社會層面報告(續)

Employment and Labour Practices (Continued)

僱傭及勞工常規(續)

1. *Employment (Continued)*

1. *僱傭(續)*

Promotion and Dismissal

In order to adhere to the principle of realizing the full potential of employees, we ensure a clear division of duties in each department and unblock the promotion channel to fulfill the needs of the development of both the Group and employees. The Group encourages internal promotion of talents with excellent work performance and potential. Hence, we make reference to the results of employees' annual appraisal, and those who show outstanding work performances will be given promotion opportunities. Our employees are also encouraged to discuss their work, promotion opportunities and career development goals with the management to unleash their potential and grow together with the Group. When employees resign, exit interviews would be arranged to understand the reasons of leaving so that we can identify and manage the problems related to employees' turnover rate where the Group may further improve its operating system.

晉升及解僱

為人盡其才、各盡其能,我們確保各部門職務序列的有效劃分及保持暢通的升遷管道,以滿足本集團和員工發展需要。本集團鼓勵內部晉升,提拔工作表現優秀及具有發展潛力的員工。因此,我們會參考員工年度績效評估的結果,向評估表現突出的員工予以晉升機會。我們亦鼓勵員工就其工作情況、晉升機會及事業發展目標與管理人員討論,協助員工發展所長,與本集團共同成長。當員工離職時,我們會安排離職面談,了解其離職原因,以識別並管理與員工離職率相關的問題,務求不斷優化本集團的運行機制。

Equality, Diversity and Inclusion

The Group seeks to provide employees with equal opportunities and will not discriminate against employees or deprive their welfare on grounds of race, social class, nationality, age, religion, physical fitness, disability, gender, sexual orientation, marital status, political affiliation or any other reasons. We actively promote equal work and equal pay for both men and women, and therefore, women shall enjoy the employment right of sexual equality as long as they meet the job requirements.

平等待遇及多元包容

本集團確保僱員獲得平等待遇,承諾不會因其種族、社會階層、國籍、年齡、宗教、體能、殘疾、性別、性取向、婚姻狀況、政治歸屬或任何其他原因而遭受歧視或遭剝奪任何待遇。我們積極推行男女同工同酬,因此凡符合招工條件的婦女均享有男女平等的就業權利。

REPORTING ON SOCIAL ASPECT (Continued)

社會層面報告(續)

Employment and Labour Practices (Continued)

僱傭及勞工常規(續)

1. *Employment (Continued)*

1. *僱傭(續)*

Equality, Diversity and Inclusion (Continued)

The Group clearly sets out the code of conduct for employees in all employment contracts and staff codes to prevent any harassment, intimidation or bullying in workplace as far as possible. Employees are encouraged to report any malpractice to their supervisors. Corresponding investigations will be conducted subsequently and the results will be submitted to our human resources department and senior management. During the investigation, the identity of complainants will be kept in strict confidence and retaliation for reporting is prohibited. After completing the investigation, necessary actions and corrective measures will be taken, including punishment and dismissal of the involved employees or even taking legal actions.

平等待遇及多元包容(續)

本集團在所有僱傭合約及員工守則上清晰列明對僱員行為操守的規範,盡力杜絕任何職場上的騷擾、恐嚇及欺凌行為。我們鼓勵員工向其主管舉報任何不當行為,並於接獲舉報時展開相應調查,調查結果將呈交至人力資源部及高級管理層。調查過程中,我們嚴格保密舉報者身份,且禁止一切對善意舉報的歧視。在調查完成後,我們會採取必要行動及改善措施,包括懲罰及解僱涉事員工,甚至採取法律行動。

Employee Communication

We attach great importance to caring and communicating with our employees and they are welcome to express their comments with their direct supervisors or the management about their work, in order to improve management and resolve misunderstandings. In view of that, diversified communication channels between the management and employees are in place to foster their exchanges and improve the efficiency of business operation. Meanwhile, a part of our subsidiaries holds "cross-department sharing" meetings on a weekly basis to facilitate communication and cooperation across the departments. Through organizing regular team building activities, such as festival celebration, staff feasting, monthly birthday parties and annual dinners, to deepen communication and understanding amongst employees and create a friendly working atmosphere.

員工溝通

我們重視對員工的關懷及溝通,並鼓勵員工與直屬上司或管理層表達其對工作上的意見以改善管理及化解誤解。為此,我們已設立管理層和員工多元化的溝通管道,促進彼此之間的交流,以提升業務的營運效率。同時,我們部分附屬公司會每週舉行「跨部門經營溝通會」,促進跨部門溝通與協作。透過定期舉辦團隊活動,例如節日慶祝活動、員工聚餐、每月生日會及年度晚宴等,從而加強與員工間的溝通及了解,營造輕鬆歡快的工作氛圍。

REPORTING ON SOCIAL ASPECT (Continued)

社會層面報告(續)

Employment and Labour Practices (Continued)

僱傭及勞工常規(續)

1. *Employment (Continued)*

Employees Communication (Continued)

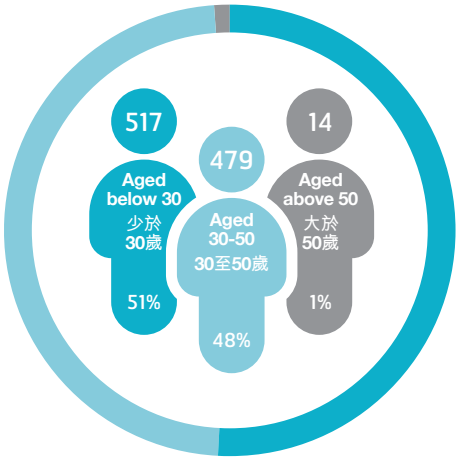
As at 31 December 2018, the total number of employees from the subsidiaries covered in the ESG Report was 1,010. The detailed workforce categorized by geographical region, gender, age group and employment type is as follows:

1. *僱傭(續)*

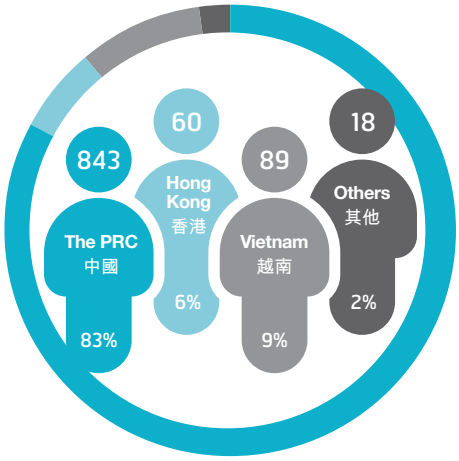
員工溝通(續)

截至二零一八年十二月三十一日,本ESG報告涵蓋的附屬公司合共有1,010名員工。按地區、性別、年齡組別及僱傭類型劃分的詳細員工人數如下:

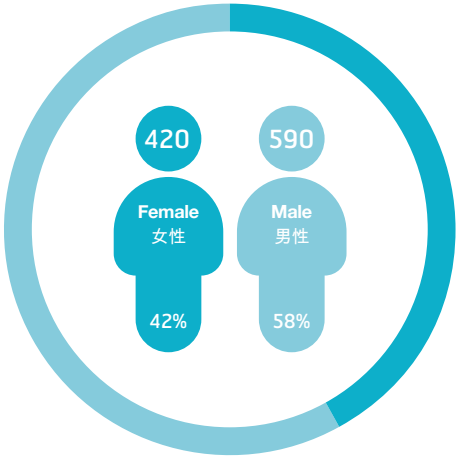
Total Workforce by Age
按年齡組別劃分的員工人數



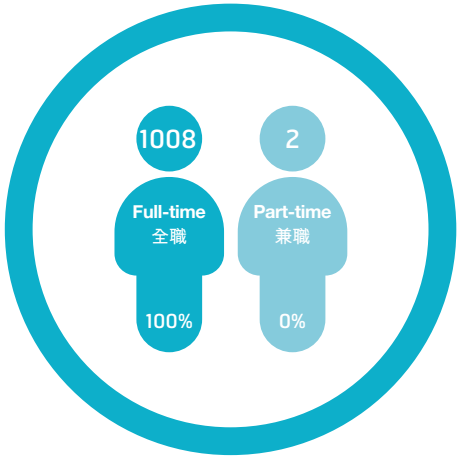
Total Workforce by Geographical Region
按地區劃分的員工人數



Total Workforce by Gender
按性別劃分的員工人數



Total Workforce by Employment Type
按僱傭類型劃分的員工人數



During the Year, there was no incident of non-compliance with the relevant laws and regulations relating to employment that have a significant impact on the Group.

本年度,我們並無發現任何與僱傭相關、且對本集團有重大影響的違法違規事件。

REPORTING ON SOCIAL ASPECT (Continued)

社會層面報告(續)

Employment and Labour Practices (Continued)

僱傭及勞工常規(續)

2. *Health and Safety*

We put health and safety of employees at the first priority, and are dedicated to maintaining a sound safety management. We have complied with the laws and regulations relating to occupational safety in the region where it operates, including but not limited to:

- Occupational Safety and Health Ordinance of Hong Kong;
- Law of the PRC on the Prevention and Control of Occupational Diseases and Regulation on Work-Related Injury Insurance of the PRC; and
- Law on Occupational Safety and Health of Vietnam.

Work Safety

We formulated and have strictly implemented and monitored a series of code of practice for health and safety at work in detail. The code takes references to the industrial practices and supervision regulations. Through improvement and amendment, the code ensures the protection of health and safety of the staff. To raise employees' awareness on occupational health and safety, the Group provides employees with internal and external training and meetings on safety, with regular participation in fire drills held by relevant departments or organization. Meanwhile, the Group offers permanent employees with annual medical examination and makes contributions to regulatory insurance, such as medical insurance and pension.

2. *健康及安全*

我們把員工的健康和安全放在首位，並致力維持良好的安全管理。本集團遵守各業務經營所在地區有關職業安全的法律及規例，包括但不限於：

- 香港的《職業安全及健康規例》；
- 中國的《中華人民共和國職業病防治法》及《工傷保險條例》；及
- 越南的《職業安全及健康法例》(Law on Occupational Safety and Health)。

辦公安全

我們制定一系列詳細的工作健康及安全指引，並嚴格執行及監督。該等指引參考行業慣例及監管規定，並經過改進及修改，以確保所有員工的健康及安全得到保障。為加強員工對職業健康及安全的重視，本集團為僱員提供內部及外部培訓及安全會議，以及定期參加相關部門或機構舉辦的消防演習。本集團亦為長期員工提供年度體檢，以及繳納醫療、養老等常規保險。

REPORTING ON SOCIAL ASPECT (Continued)

社會層面報告(續)

Employment and Labour Practices (Continued)

僱傭及勞工常規(續)

2. *Health and Safety (Continued)*

Physical and Mental Health

Physical and mental development of employees is also an integral part of occupational health and safety. Apart from daily work, the Group regularly arranges various activities for employees to strengthen exchanges and understandings amongst employees. For example, 上海峻屹, 上海深屹 and Lucky Consultants have set up a "Chong Sing Sports Team" and organize running activities for employees on every Friday and share different tips about exercises. Moreover, Beijing Weshare has provided their employees with a series of trainings and lectures on sleep management, decompression and emotional regulation, as well as Chinese medicine and health to relieve their psychological pressure. Different clubs such as football, badminton and basketball are also set up in Beijing Weshare, in which employees can join the club according to their interests and participate in different activities for free. Meanwhile, our subsidiaries also hold "5KM with the Sun" jogging, badminton and basketball matches, yoga class, aerobic dancing class, and other healthy activities to promote work life balance of employees.

2. *健康及安全(續)*

身心健康

員工身心發展也是職業健康安全的重要一環。本集團於日常工作以外，亦定期為僱員安排各類型活動，以加強僱員之間的互動交流及了解。例如，上海峻屹、上海深屹及上海峻岭設立了「中新運動團」，並於每週週五組織員工跑步活動，以及發佈運動小秘方。另外，北京掌眾向員工提供了一系列的培訓及講座，內容包括睡眠管理、心理減壓與狀態調節及中醫健康，以舒緩員工的心理壓力。北京掌眾亦設有如足球、羽毛球、籃球等不同的興趣俱樂部，員工可根據自己的興趣愛好加入相應的俱樂部，並能免費參加活動。同時，我們不同的附屬公司亦會定期舉行「陽光五公里」慢跑、羽毛球及籃球比賽、瑜伽班、帶氧舞蹈班、以及其他有益身心的活動，促進僱員的工作及生活平衡。

REPORTING ON SOCIAL ASPECT (Continued)

社會層面報告(續)

Employment and Labour Practices (Continued)

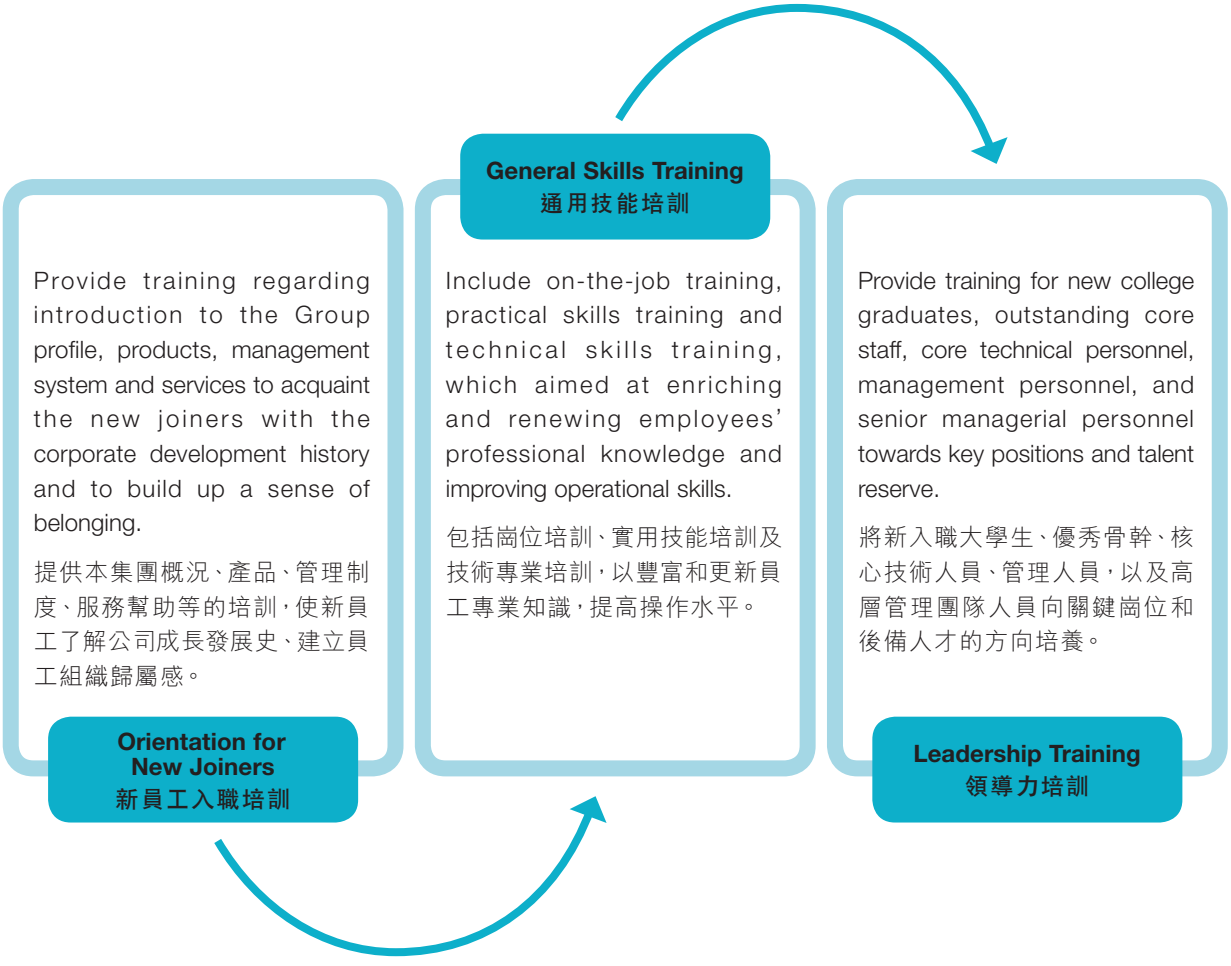
僱傭及勞工常規(續)

3. *Development and Training*

In addition to talent recruitment, the Group also actively provides training to employees to enhance their work-related knowledge and skills. Opportunities of a diversified on-the-job training are provided to our employees pursuant to the position needs and their strengths. Following are the three types of trainings we provide to our employees:

3. *發展及培訓*

除廣納人材外,本集團亦積極為員工提供培訓,提升員工工作相關知識及技能。本集團按照各職位的需要及員工所長,給予員工多元化的在職培訓機會。我們為員工提供以下三種培訓:



REPORTING ON SOCIAL ASPECT (Continued)

社會層面報告(續)

Employment and Labour Practices (Continued)

僱傭及勞工常規(續)

3. *Development and Training (Continued)*

During the Year, considering the development of FinTech business, we have provided a series of professional training programmes in respect of FinTech to employees in certain business. Meanwhile, we also provided training on practical skills, such as application of office software and business communication skills, to enhance employees' work ability and performance. To further improve the management of the Group, training in leadership enhancement and project management are provided to management and professional personnel. Apart from training provided from subsidiaries themselves, experts from other subsidiaries are also invited to assist in providing training so as to facilitate knowledge exchange amongst employees. Through a diversity of training programmes, we work to provide employees with business-related training and industrial knowledge to enhance the quality, qualifications and skills of our staff, with a view to fostering the development of both the employees and the Group.

3. *發展及培訓(續)*

本年度,我們針對金融科技業務的發展,向相關業務的員工提供了一系列有關金融科技的專業培訓。同時,我們亦提供實用技能的培訓,如辦公軟件的應用和商業溝通技巧,以提升員工的工作能力及表現。為進一步完善本集團的管理,本集團亦為管理及專業人員提供了改善領導力及項目管理等的相關培訓。除了附屬公司自身提供的培訓外,各附屬公司之間亦會互相邀請相關專業人員協助提供培訓,促進彼此員工的知識交流。透過不同的培訓計劃,我們為員工提供業務相關訓練及行業相關知識,提高員工質素、資格及技能,使員工及整個集團都能長足進步。

To ensure the training programmes formulated meet the needs of the Group and employees, employees and their direct supervisors or department heads can jointly draw up the employee training plans in pursuant to employees' annual performance evaluation, business development needs and employees' own development plans and training priorities. At the same time, we evaluate the effectiveness of the training and development projects, in order to make suggestions for relevant staff policies and adjust the training items.

為確保所制定的培訓計劃能滿足本集團及員工的需求,員工和直屬上司或部門負責人可以通過每年的員工績效評估、業務拓展需要及員工自身發展規劃和培訓重點,共同制定員工的培訓計劃。同時,我們會對培訓及發展項目進行效用評估,以對相關人力資源政策提出建議及調整培訓項目。

REPORTING ON SOCIAL ASPECT (Continued)

社會層面報告(續)

Employment and Labour Practices (Continued)

僱傭及勞工常規(續)

4. *Labour Standards*

The Group strictly complies with all the laws and regulations relating to labour standards listed in section "1. Employment". We formulated an internal codes and guidelines as well as labour system with reference to international labour standards. All recruitment and promotion activities are carried out pursuant to the procedures and requirements set out in our human resources management system. In recruitment process, the applicants' supporting documents will be verified by the staff of human resources department to prevent employing people below the legal age of employment. In addition, the working hours are clearly listed on the labour contract and employee handbook to ensure a reasonable working hour for our employees. The working hour must not exceed the maximum working hour permitted by the local law, and we never force our employees to work overtime to preclude forced labour. Working overtime is not encouraged by the Group, but we will provide appropriate compensation such as nightshift allowance to employees in case of working overtime due to work required.

During the Year, the Group strictly complied with the aforementioned laws and regulations, and did not involve in any non-compliance of child labour or forced labour.

4. *勞工準則*

本集團嚴格遵守所有列在「1.僱傭」與勞工標準有關的法律法規，並參考國際勞工標準制定了內部守則指引及勞工制度。我們嚴格按照人力資源管理制度的程序及要求，進行招聘及晉升活動。在招聘過程中，人力資源部的員工會查核應聘者的證明文件，防止聘請低於法定就業年齡的人士為員工。同時，我們在勞動合同及員工手冊中清楚列明工作時間，確保員工的工作時數合理，且不得超過當地法律最高工時及絕不強迫加班工作，以杜絕強制勞工。本集團並不鼓勵加班工作，倘若員工因工作需要而加班，我們將向員工提供適當的夜班補貼等補償。

本年度，本集團已遵守上述的法律法規，且並不涉及任何童工或強制勞工的違規事件。

5. *Supply Chain Management*

The business nature of the Group is principally involved in providing integrated FinTech services to borrowers and investors. Therefore, we have no major suppliers of products, raw materials or services; nor does the Group directly participate in any negotiation between corporate and institutional clients with their respective suppliers. The Group does not make bulk purchase or enter into any procurement agreement for stationery, paper or any other office supplies or equipment. The Group closely communicates with its subsidiaries and carries out necessary monitoring and risk control measures in case of hiring major suppliers by the subsidiaries.

5. *供應鏈管理*

本集團的業務性質主要涉及為借款人及投資者提供綜合金融科技服務，故沒有任何為本集團提供產品、原材料或服務之主要供貨商。此外，本集團亦沒有直接參與企業及機構客戶與其供貨商的協商。本集團亦沒有就文具、紙張等辦公室所需之用品及器材進行大量採購或簽訂採購合同。本集團密切與旗下附屬公司溝通，了解附屬公司有否聘用主要供貨商，並進行必要監督及風險管理。

REPORTING ON SOCIAL ASPECT (Continued)

社會層面報告(續)

Operating Practices

營運慣例

6. *Product Responsibility*

6. *產品責任*

The clients of the Group are mainly borrowers and investors of P2P online financing platform, borrowers of traditional loan financing businesses. It is our objective that our customers have confidence in our services with sufficient information provided to make informed choices.

本集團的主要客戶為P2P網上融資平台借款人及投資者，以及傳統貸款融資業務借款人。我們的目標是讓客戶對我們的服務抱有信心，並獲得足夠資訊作出知情選擇。

We are committed to providing excellent customer experience, and have been in adherence to applicable laws and industrial standards regulating intellectual property, personal privacy and service advertising in the regions where it operates, which include but not limited to:

我們致力為客戶提供優質的金融服務，並一直遵循各業務經營所在地區有關知識產權、個人私隱及服務宣傳等適用法律及行業標準，其中包括但不限於：

- Copyright Ordinance, Personal Data (Privacy) Ordinance and Trade Descriptions Ordinance of Hong Kong;
- Anti-Unfair Competition Law of the PRC, Patent Law of the PRC and Advertising Law of the PRC; and
- Intellectual Property Law, Law on Cyber Information Security and Law on Advertising of Vietnam.

- 香港的《版權條例》、《個人資料(私隱)條例》及《商品説明條例》；
- 中國的《中華人民共和國反不正當競爭法》、《中華人民共和國專利法》及《中華人民共和國廣告法》；及
- 越南的《知識產權法》(Intellectual Property Law)、《網絡信息安全法》(Law on Cyber Information Security)及《廣告法》(Law on Advertising)。

During the Year, the Group complied with all relevant laws and regulations having significant impacts on the Group relating to product responsibility and did not involve in any non-compliance matters.

本年度，本集團已遵守所有上述及對本集團有重大影響並與產品責任有關的法律法規，而且不涉及任何違規的事宜。

Customer Complaints Handling

We value the opinions from customers, and take them as a driving force to improve the quality of services. Hence, we endeavour to meet the needs and answer the concerns from our current and potential customers, and we promise to handle their complaints with fairness and prudence. In order to manage and resolve customer complaints effectively, we have formulated a complaint handling guideline, clearly stipulating the responsibilities, investigations and the processes of feedback of each department during complaints handling. We continuously improve our service quality and maintain reputation of companies by leveraging the opinions given by customers when handling customer complaints, so as to regain their trust in our services.

客戶投訴處理

我們重視客戶的意見，並視之為改善服務質素的動力，因此我們致力滿足和解答現有及潛在客戶的需求和疑慮，並承諾公正審慎處理客戶投訴。為有效管理及解決客戶投訴，我們編制了投訴處理指引，明確規範各部門於處理投訴時的職責、調查工作及反饋流程。處理客戶投訴的同時，我們亦會汲取客戶的意見，藉此不斷提高服務質量和公司信譽，讓客戶能夠再次對我們提供的服務重拾信心。

REPORTING ON SOCIAL ASPECT (Continued)

社會層面報告(續)

Operating Practices (Continued)

營運慣例(續)

6. *Product Responsibility (Continued)*

Intellectual Property Protection

To protect intellectual property, any installations of unauthorized software on computers by employees are strictly prohibited by the Group. The employee must ensure the software meets the requirements of the relevant laws relating copyright when applying for an authorized installation of software. The message of respecting intellectual property is clearly stated in our employee handbook, in which our employees are required to ensure any developed intellectual property must not infringe the intellectual property rights or other legal rights of any third party.

Customer Privacy Protection

As an integrated FinTech corporation, the Group needs to deal with an enormous amount of personal data from customers, and the Group therefore has spared no effort in protecting customer privacy. We has formulated a series of privacy protection systems and strictly implemented in each subsidiary to stipulate the collection, usage and external provision of personal financial information in full so as to prevent any leakage or misuse of information.

Promotion and Labelling

To attract clients, the Group carries out marketing and promotional works in an appropriate manner. Advertising campaign is ensured following the requirements for the use of brand identity and advertisement of our services. All external promotional works are required to be reviewed by legal department and compliance department before the official launch of the advertising campaign to prevent making misleading, misrepresenting and exaggerated promotion.

6. *產品責任(續)*

保障知識產權

為保障知識產權，本集團嚴禁僱員於電腦上安裝任何未經授權的軟件。在申請授權安裝軟件時，員工必須確保該軟件滿足版權相關法例的要求。我們亦在員工手冊中清楚列明尊重知識產權的訊息，要求員工確保所有開發的知識產權均不得侵犯任何第三方的知識產權或其他合法權利。

保護客戶私隱

作為一家綜合金融科技集團，本集團需要處理大量來自客戶的數據，因此本集團一直不遺餘力地保障客戶私隱。我們制定了一系列保障私隱的制度，並由各附屬公司嚴格執行，全面規範收集、使用和對外提供個人金融信息行為，切實防止信息洩露或濫用事件的發生。

宣傳及標籤

為吸引客戶，本集團會適度進行營銷宣傳工作。我們會先確認宣傳活動內容符合有關品牌使用及服務宣傳方案的要求，並規定所有對外宣傳均需通過法務部及合規部的審核，方可正式進行該宣傳活動，避免出現誤導、失實或誇大宣傳的情況。

7. *Anti-Corruption*

The Group adheres to the values of "Honesty and Integrity", and is committed to operating business in an ethical and trustworthy manner. We have set a tone of zero tolerance on any corruption, bribery, extortion, fraud and money laundering. Regardless the countries where we operate, we have adopted a professional, fair and upright approach to manage business intercourse and personal relationships. We have complied with the local laws and regulations, including but not limited to:

- Prevention of Bribery Ordinance of Hong Kong;
- Criminal Law of the PRC, Anti-Money Laundering Law of the PRC; and
- Anti-Corruption Law of Vietnam.

7. *反貪污*

本集團秉持「誠信負責」的價值觀，致力以具道德和誠信的方式開展業務，對任何貪污、賄賂、勒索、欺詐及洗黑錢等行為採取零容忍態度。無論在任何國家營運業務，我們都以專業、公平及正直的方式處理商業往來和人際關係，並遵守當地的相關法律法規，其中包括但不限於：

- 香港的《防止賄賂條例》；
- 中國的《中華人民共和國刑法》及《中華人民共和國反洗錢法》；及
- 越南的《反腐敗法》(Anti-Corruption Law)。

REPORTING ON SOCIAL ASPECT (Continued)

社會層面報告(續)

Operating Practices (Continued)

營運慣例(續)

7. *Anti-Corruption (Continued)*

7. *反貪污(續)*

The Group has been strictly implementing and complied with the internal anti-corruption management system. We are determined to preclude any forms of corruption by conveying the message of anti-corruption to our employees. The permitted business activities and prohibited practices are clearly listed in the code of conduct and employee handbook to stipulate employees' behaviour. Employees are required to declare any conflict of interest to the Group that may arise or has arisen. Any employee who violates the relevant policy would be subject to disciplinary action or even prosecution. We endeavour to maintain sound corporate governance and risk management to protect the interest of stakeholders. Meanwhile, we are also in strict compliance with SFO of Hong Kong and GEM Listing Rules to forbid any fraudulent behaviour in the capital market.

本集團一直嚴格執行及遵守內部的反貪污管理制度。我們已向員工灌輸反貪污意識，堅決杜絕任何貪污行為。我們於行為守則和員工手冊中列明允許的商業活動及必須受禁止的行為，嚴格規範員工的行為。員工需向本集團申報任何可能或已出現的利益衝突。任何違反相關政策的員工將受到紀律處分，甚至被起訴。我們積極保持良好的企業管治及風險管理，維護持份者的利益。同時，我們遵守香港證券及期貨條例及聯交所的GEM上市規則，禁止任何資本市場上的欺詐行為。

The Group implements various measures within different businesses to prevent money laundering and financing for improper purposes through the Group by clients. Prior to offering credit and infomediary services, the Group verifies the identity of clients and requires real name authentication for clients of third party payment platforms to avoid fraudulent card payment. The Group also keeps an eye on work process to ward off any participation of money laundering activities by our employees. On the other hand, we have a comprehensive anonymous whistle-blowing mechanism which allows our employees to report any form of illegality and dishonesty, such as abuse of authority and bribery of clients or employees via different channels. We will promptly investigate and verify internally upon the receipt of reporting and report to the management and the Board of Directors, as well as the law enforcement agencies of the government while the identity of the complainant will be kept confidential. We will review every case and make appropriate remedial actions in case of any vulnerability found.

為避免客戶透過本集團進行洗錢及不當集資行為，本集團就不同業務採取多項措施。於提供貸款及信息中介等服務予客戶前，本集團會核實及了解客戶身份，要求第三方支付平台用戶實名認證，以避免盜卡支付情況。本集團亦透過監控工作流程，防止員工參與洗錢活動。另外，我們擁有完善的匿名舉報機制，員工可透過不同途徑舉報任何客戶或員工濫權、受賄等不法及不誠實的行為。倘接獲舉報，我們會實時進行調查及內部核實，然後向管理層及董事會匯報及通知政府執法機關，過程中對舉報人的身份保密。如出現有關事件，我們會根據個案作檢討。若發現任何漏洞，我們會提出合適的改善措施。

During the Year, there were no litigations involving alleged corruption within the Group.

本年度，本集團未有出現貪污訴訟事件。

REPORTING ON SOCIAL ASPECT (Continued)

社會層面報告(續)

Community Investment

社區

8. *Community Investment*

8. *社區投資*

The Group puts a strong emphasis on corporate social responsibility. Upholding the principle of "Giving Back What You Have Taken from Society", we promote the awareness of community care and helping each other to employees.

本集團重視企業社會責任,秉持「取之社會,用之社會」的原則,倡導員工對社區關懷、人人互助的意識。

During the Year, Beijing Weshare won the 2018 Innovation Award in Poverty Alleviation of Financial Enterprise in the 2018 Poverty Alleviation Forum of Financial Enterprise and Innovation Award Presentation Ceremony, which jointly organized by Sina Finance, Sina Gongyi and Weibo Gongyi. Beijing Weshare has raised RMB20.3 million in the project of "Education and Poverty Alleviation in Priority Regions of Sichuan" and the donation will be used for supporting local education and poverty alleviation. Meanwhile, Beijing Weshare is actively committed to its corporate social responsibility and has established a volunteer team, namely "掌心•愛", and set up a RMB100 million of community fund, called "掌聚你我•『益』起美好".

本年度,北京掌眾於由新浪財經、新浪公益和微公益聯合舉辦的2018金融企業扶貧論壇暨創新評選頒獎典禮中憑藉「四川重點地區教育扶貧專項」,榮獲2018金融企業創新扶貧獎,合共完成人民幣2,030萬元的專款捐贈,主要用於當地教育扶貧工作的開展。同時,北京掌眾成立了「掌心•愛」公益志願者社團,並設立「掌聚你我•『益』起美好」1億元人民幣公益基金計劃,積極履行企業社會責任。

In the future, the Group will continue to explore other possible ways, including organizing activities or participating in those coordinated by other institutions or governments, to help those in need. We also encourage our employees to share their learning and experience of participating in the activities so as to inspire more employees to join and establish positive values.

日後,本集團將繼續探討各種可行方式,包括自發組織或參與其他機構及政府機構舉辦的活動,幫助有需要人士。我們亦鼓勵員工分享參與活動的心得及體會,以感染更多員工參與,樹立正確的價值觀。

APPENDIX：CONTENT INDEX OF THE ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORTING GUIDE

附錄：《環境、社會及管治報告指引》內容索引

ESG Indicators ESG指標	Description 概述	Chapters 章節	Page No. 頁碼
Environment **環境**			
A1 Emissions **A1 排放物**			
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.	1. Emissions	193
	有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生等的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	1. 排放物	193
Key Performance Indicator A1.1 關鍵績效指標 A1.1	The types of emissions and respective emissions data. 排放物種類及相關排放資料。	1. Emissions 1. 排放物	193 193
Key Performance Indicator A1.2 關鍵績效指標 A1.2	Greenhouse gas emissions in total and intensity. 溫室氣體總排放量及密度。	1. Emissions 1. 排放物	193 193
Key Performance Indicator A1.3 關鍵績效指標 A1.3	Total hazardous waste produced and intensity. 所產生有害廢棄物總量及密度。	1. Emissions 1. 排放物	193 193
Key Performance Indicator A1.4 關鍵績效指標 A1.4	Total non-hazardous waste produced and intensity. 所產生無害廢棄物總量及密度。	1. Emissions 1. 排放物	193 193
Key Performance Indicator A1.5 關鍵績效指標 A1.5	Description of measures to mitigate emissions and results achieved. 描述減低排放量的措施及所得成果。	1. Emissions, 2. Use of Resources 1. 排放物； 2. 資源使用	193 196 193 196
Key Performance Indicator A1.6 關鍵績效指標 A1.6	Description of how hazardous and non-hazardous wastes are handled, reduction initiatives and results achieved. 描述處理有害及無害廢棄物的方法、減低產生量的措施及所得成果。	1. Emissions, 2. Use of Resources, 3. Environment and Natural Resources 1. 排放物； 2. 資源使用； 3. 環境及天然資源	193 196 198 193 196 198

APPENDIX：CONTENT INDEX OF THE ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORTING GUIDE (Continued)

附錄：《環境、社會及管治報告指引》內容索引（續）

ESG Indicators ESG指標	Description 概述	Chapters 章節	Page No. 頁碼
Environment (Continued) **環境**（續）			
A2 Use of Resources **A2 資源使用**			
General Disclosure 一般披露	Policies on the efficient use of resources. 有效使用資源的政策。	2. Use of Resources 2. 資源使用	196 196
Key Performance Indicator A2.1 關鍵績效指標 A2.1	Direct and/or indirect energy consumption by type in total and intensity. 按類型劃分的直接及／或間接能源總耗量及密度。	2. Use of Resources 2. 資源使用	196 196
Key Performance Indicator A2.2 關鍵績效指標 A2.2	Water consumption in total and intensity. 總耗水量及密度。	2. Use of Resources 2. 資源使用	196 196
Key Performance Indicator A2.3 關鍵績效指標 A2.3	Description of energy use efficiency initiatives and results achieved. 描述能源使用效益計劃及所得成果。	2. Use of Resources 2. 資源使用	196 196
Key Performance Indicator A2.4 關鍵績效指標 A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency initiatives and results achieved. 描述求取適用水源上可有任何問題，以及提升用水效益計劃及所得成果。	2. Use of Resources 2. 資源使用	196 196
Key Performance Indicator A2.5 關鍵績效指標 A2.5	Total packaging material used for finished products and with reference to per unit produced. 製成品所用包裝材料的總量及每生產單位佔量。	Since the business of the Group does not involve in any production of tangible products, no packaging materials are being used. 本集團業務並不涉及實體產品生產，故本集團沒有使用包裝材料。	N/A 不適用

APPENDIX：CONTENT INDEX OF THE ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORTING GUIDE
(Continued)

附錄：《環境、社會及管治報告指引》內容索引（續）

ESG Indicators ESG指標	Description 概述	Chapters 章節	Page No. 頁碼
Environment (Continued) **環境**（續）			
A3 The Environment and Natural Resources **A3 環境及天然資源**			
General Disclosure	Policies on minimising the issuer's significant impact on the environment and natural resources.	1. Emissions, 2. Use of Resources, 3. Environment and Natural Resources	193 196 198
一般披露	減低發行人對環境及天然資源造成重大影響的政策。	1. 排放物； 2. 資源使用； 3. 環境及天然資源	193 196 198
Key Performance Indicator A3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them.	1. Emissions, 2. Use of Resources, 3. Environment and Natural Resources	193 196 198
關鍵績效指標 A3.1	描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動。	1. 排放物； 2. 資源使用； 3. 環境及天然資源	193 196 198

APPENDIX：CONTENT INDEX OF THE ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORTING GUIDE
(Continued)

附錄：《環境、社會及管治報告指引》內容索引（續）

ESG Indicators ESG指標	Description 概述	Chapters 章節	Page No. 頁碼
Social **社會**			
Employment and Labour Practices **僱傭及勞工常規**			
B1 Employment **B1 僱傭**			
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare. 有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	1. Employment, 4. Labour Standards 1. 僱傭； 4. 勞工準則	199 207 199 207
Key Performance Indicator B1.1 關鍵績效指標 B1.1	Total workforce by gender, employment type, age group and geographical region. 按性別、僱傭類型、年齡組別及地區劃分的僱員總數。	1. Employment 1. 僱傭	
Key Performance Indicator B1.2 關鍵績效指標 B1.2	Employee turnover rate by gender, age group and geographical region. 按性別、年齡組別及地區劃分的僱員流失比率。	No relevant disclosure 暫未披露	N/A 不適用

APPENDIX：CONTENT INDEX OF THE ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORTING GUIDE
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附錄：《環境、社會及管治報告指引》內容索引（續）

ESG Indicators ESG指標	Description 概述	Chapters 章節	Page No. 頁碼
Social (Continued) **社會**（續）			
Employment and Labour Practices (Continued) **僱傭及勞工常規**（續）			
B2 Health and Safety **B2 健康與安全**			
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards. 有關提供安全工作環境及保障僱員避免職業性危害的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	2. Health and Safety 2. 健康與安全	203 203
Key Performance Indicator B2.1 關鍵績效指標 B2.1	Number and rate of work-related fatalities. 因工作關係而死亡的人數及比率。	No relevant disclosure 暫未披露	N/A 不適用
Key Performance Indicator B2.2 關鍵績效指標 B2.2	Lost days due to work injury. 因工傷損失工作日數。	No relevant disclosure 暫未披露	N/A 不適用
Key Performance Indicator B2.3 關鍵績效指標 B2.3	Description of occupational health and safety measures adopted, how they are implemented and monitored. 描述所採納的職業健康與安全措施，以及相關執行及監察方法。	2. Health and Safety 2. 健康與安全	203 203
B3 Development and Training **B3 發展及培訓**			
General Disclosure 一般披露	Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities. 有關提升僱員履行工作職責的知識及技能的政策。描述培訓活動。	3. Development and Training 3. 發展及培訓	205 205
Key Performance Indicator B3.1 關鍵績效指標 B3.1	The percentage of employees trained by gender and employee category. 按性別及僱員類別劃分的受訓僱員百分比。	No relevant disclosure 暫未披露	N/A 不適用
Key Performance Indicator B3.2 關鍵績效指標 B3.2	The average training hours completed per employee by gender and employee category. 按性別及僱員類別劃分，每名僱員完成受訓的平均時數。	No relevant disclosure 暫未披露	N/A 不適用

APPENDIX：CONTENT INDEX OF THE ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORTING GUIDE
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附錄：《環境、社會及管治報告指引》內容索引（續）

ESG Indicators ESG指標	Description 概述	Chapters 章節	Page No. 頁碼
Social (Continued) **社會**（續）			
Employment and Labour Practices (Continued) **僱傭及勞工常規**（續）			
B4 Labour Standards **B4 勞工準則**			
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour. 有關防止童工或強制勞工的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	1. Employment, 4. Labour Standards 1. 僱傭； 4. 勞工準則	199 207 199 207
Key Performance Indicator B4.1 關鍵績效指標 B4.1	Description of measures to review employment practices to avoid child and forced labour. 描述檢討招聘慣例的措施以避免童工及強制勞工。	4. Labour Standards 4. 勞工準則	207 207
Key Performance Indicator B4.2 關鍵績效指標 B4.2	Description of steps taken to eliminate such practices when discovered. 描述在發現違規情況時消除有關情況所採取的步驟。	No occurrence 沒有發生	N/A 不適用
Operating Practices **營運慣例**			
B5 Supply Chain Management **B5 供應鏈管理**			
General Disclosure 一般披露	Policies on managing environmental and social risks of the supply chain. 管理供應鏈的環境及社會風險政策。	5. Supply Chain Management 5. 供應鏈管理	207 207
Key Performance Indicator B5.1 關鍵績效指標 B5.1	Number of suppliers by geographical region. 按地區劃分的供應商數目。	No relevant disclosure 暫未披露	N/A 不適用
Key Performance Indicator B5.2 關鍵績效指標 B5.2	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, how they are implemented and monitored. 描述有關聘用供應商的慣例，向其執行有關慣例的供應商數目、以及有關慣例的執行及監察方法。	No relevant disclosure 暫未披露	N/A 不適用

APPENDIX：CONTENT INDEX OF THE ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORTING GUIDE
(Continued)

附錄：《環境、社會及管治報告指引》內容索引（續）

ESG Indicators ESG指標	Description 概述	Chapters 章節	Page No. 頁碼
Social (Continued) **社會**（續）			
Operating Practices (Continued) **營運慣例**（續）			
B6 Product Responsibility **B6 產品責任**			
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labeling and privacy matters relating to products and services provided and methods of redress. 有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	6. Product Responsibility 6. 產品責任	208 208
Key Performance Indicator B6.1 關鍵績效指標 B6.1	Percentage of total products sold or shipped subject to recalls for safety and health reasons. 已售或已運送產品總數中因安全與健康理由而須回收的百分比。	Since the business of the Group does not involve in any production process, no products recalled for safety and health reasons. 本集團業務並不涉及生產過程，故本集團沒有因安全與健康理由而須回收產品。	N/A 不適用
Key Performance Indicator B6.2 關鍵績效指標 B6.2	Number of products and service related complaints received and how they are dealt with. 接獲關於產品及服務的投訴數目以及應對方法。	6. Product Responsibility 6. 產品責任	208 208
Key Performance Indicator B6.3 關鍵績效指標 B6.3	Description of practices relating to observing and protecting intellectual property rights. 描述與維護及保障知識產權有關的慣例。	6. Product Responsibility 6. 產品責任	208 208

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附錄：《環境、社會及管治報告指引》內容索引（續）

ESG Indicators ESG指標	Description 概述	Chapters 章節	Page No. 頁碼
Social (Continued) **社會**（續）			
Operating Practices (Continued) **營運慣例**（續）			
B6 Product Responsibility (Continued) **B6 產品責任**（續）			
Key Performance Indicator B6.4	Description of quality assurance process and recall procedures.	Since the business of the Group does not involve in any production process, no product quality assurance process or recall procedures.	N/A
關鍵績效指標 B6.4	描述質量保證過程及產品回收程序。	本集團業務並不涉及生產過程，故本集團沒有產品品質檢定過程或回收程式。	不適用
Key Performance Indicator B6.5	Description of consumer data protection and privacy policies, how they are implemented and monitored.	6. Product responsibility	208
關鍵績效指標 B6.5	描述消費者資料保障及私隱政策，以及相關執行及監察方法。	6. 產品責任	208

APPENDIX：CONTENT INDEX OF THE ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORTING GUIDE
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附錄：《環境、社會及管治報告指引》內容索引（續）

ESG Indicators ESG指標	Description 概述	Chapters 章節	Page No. 頁碼
Social (Continued) **社會**（續）			
Operating Practices (Continued) **營運慣例**（續）			
B7 Anti-corruption **B7 反貪污**			
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering. 有關防止賄賂、勒索、欺詐及洗黑錢的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	7. Anti--corruption 7. 反貪污	210 210
Key Performance Indicator B7.1 關鍵績效指標 B7.1	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases. 於匯報期內對發行人或其僱員提出並已審結的貪污訴訟案件的數目及訴訟結果。	7. Anti-corruption 7. 反貪污	210 210
Key Performance Indicator B7.2 關鍵績效指標 B7.2	Description of preventive measures and whistle-blowing procedures, how they are implemented and monitored. 描述防範措施及舉報程式，以及相關執行及監察方法。	7. Anti-corruption 7. 反貪污	210 210
Community **社區**			
B8 Community Investment **B8 社區投資**			
General Disclosure 一般披露	Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests. 有關以社區參與來了解發行人營運所在社區的需要和確保其業務活動會考慮社區利益的政策。	8. Community Investment 8. 社區投資	211 211
Key Performance Indicator B8.1 關鍵績效指標 B8.1	Focus areas of contribution. 專注貢獻範疇。	8. Community Investment 8. 社區投資	211 211
Key Performance Indicator B8.2 關鍵績效指標 B8.2	Resources contributed to the focus area. 在專注範疇所動用資源。	8. Community Investment 8. 社區投資	211 211

Independent Auditor's Report
獨立核數師報告

SHINEWING (HK) CPA Limited
43/F., Lee Garden One
33 Hysan Avenue
Causeway Bay, Hong Kong

信永中和(香港)
會計師事務所有限公司
香港銅鑼灣
希慎道33號利園一期43樓

TO THE MEMBERS OF CHONG SING HOLDINGS FINTECH GROUP LIMITED

(incorporated in the Cayman Islands with limited liability)

致中新控股科技集團有限公司全體股東

(於開曼群島註冊成立的有限公司)

Opinion

We have audited the consolidated financial statements of Chong Sing Holdings FinTech Group Limited (the "Company") and its subsidiaries (hereinafter collectively referred to as the "Group") set out on pages 232 to 481, which comprise the consolidated statement of financial position as at 31 December 2018, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

意見

吾等已審核載於第232頁至第481頁內之中新控股科技集團有限公司(「貴公司」)及其附屬公司(以下統稱為「貴集團」)之綜合財務報表,包括於二零一八年十二月三十一日之綜合財務狀況表、截至該日止年度之綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表以及綜合財務報表附註,包括主要會計政策概要。

吾等認為,該等綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)真實而公平地反映 貴集團於二零一八年十二月三十一日的綜合財務狀況及 貴集團截至該日止年度的綜合財務表現及其綜合現金流量,並已按照香港公司條例披露規定妥為編製。

Basis for Opinion

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

意見的基礎

吾等根據香港會計師公會頒佈的香港審計準則(「香港審計準則」)進行審核。吾等在該等準則下的責任在吾等報告內的核數師就審核綜合財務報表須承擔的責任一節進一步闡述。根據香港會計師公會的國際職業會計師道德守則(「守則」),吾等獨立於　貴集團,並已遵循守則履行其他道德責任。吾等相信,吾等所獲得的審核憑證能充足及適當地為吾等的審核意見提供基礎。

Material Uncertainty Relating to Going Concern

We draw attention to note 1 to the consolidated financial statements, which indicates that the Group had bank balances and cash amounted approximately RMB391,809,000, while its borrowings, corporate bonds and convertibles bonds amounted RMB2,873,977,000 which will be due in the coming twelve months as at 31 December 2018. These conditions, along with other matters as set forth in note 1 to the consolidated financial statements, indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

與持續經營有關的重大不確定性

吾等務請　閣下垂註綜合財務報表附註1,當中顯示　貴集團擁有銀行結餘及現金約人民幣391,809,000元,而將於截至二零一八年十二月三十一日止未來十二個月到期的借貸、公司債券及可換股債券則為人民幣2,873,977,000元。該等情況連同綜合財務報表附註1所述其他事宜顯示存在可能對　貴集團持續經營之能力產生重大質疑之重大不確定因素。吾等並無對該事項發出保留意見。

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.

關鍵審核事項

根據吾等的專業判斷,關鍵審核事項為吾等審核於本期間的綜合財務報表中最重要的事項。吾等在審核綜合財務報表及就此達致意見時處理此等事項,而不會就此等事項單獨發表意見。

Impairment of amounts due from associates, trade receivables, loan receivables and other receivables

應收聯營公司款項、貿易應收款、應收貸款及其他應收款項減值

Refer to notes 23, 25, 26 and 27 to the consolidated financial statements and the accounting policies on pages from 269 to 281.

參閱綜合財務報表附註23、25、26及27以及第269頁至第281頁的會計政策。

The key audit matter
關鍵審核事項

The Group's amounts due from associates, trade receivables, loan receivables and other receivables amounting to RMB156,217,000, RMB516,763,000, RMB3,606,632,000 and RMB1,208,839,000 as at 31 December 2018 respectively, net of accumulated impairment losses of RMB403,850,000, RMB134,486,000, RMB676,220,000 and RMB211,967,000, respectively.

於二零一八年十二月三十一日， 貴集團應收聯營公司款項、貿易應收款、應收貸款及其他應收款項分別為人民幣156,217,000元、人民幣516,763,000元、人民幣3,606,632,000元及人民幣1,208,839,000元，分別扣除累計減值虧損人民幣403,850,000元、人民幣134,486,000元、人民幣676,220,000元及人民幣211,967,000元。

The adoption of HKFRS 9 has fundamentally changed the Group's accounting for loan loss impairment by replacing HKAS 39's incurred loss approach with a forward-looking expected credit loss ("ECL") approach.

透過以前瞻性預期信貸虧損(「預期信貸虧損」)法取代香港會計準則第39號之產生虧損法，香港財務報告準則第9號的採納已根本上改變 貴集團信貸虧損減值的會計處理。

How the matter was addressed in our audit
吾等在審核中的處理方法

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

吾等的審計程序包括評估對來源，分類，持續的內部信貸質素評估，記錄及監控應收貸款的控制。

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

吾等亦評估對減值方法的應用、預期信貸虧損的管理及計算預期信貸虧損時 貴集團使用的輸入數據及假設之關鍵控制的有效性。

For the collectively assessed ECL, we assessed the reasonableness of the Group's ECL models, including the model input, model design, model performance for significant portfolios. We assessed the reasonableness of the Group's criteria for assessing if there has been a significant increase in credit risk and so allowances for financial assets should be measured on a lifetime ECL basis and the qualitative assessment. We challenged whether historical experience is representative of current circumstances and of the recent losses incurred in the portfolios and assessed the reasonableness of forward-looking adjustments, including the economic variables and assumptions used in each of the economic scenarios and their probability weightings.

就集體評估預期信貸虧損而言，吾等評估 貴集團預期信貸虧損的合理性，包括重要投資組合的模型輸入、模型設計及模型表現。吾等評估 貴集團於評估信貸風險是否存在顯著增加時所使用標準，以及就此為應按存續期內預期信貸虧損基準及定性評估計量的金融資產作出的撥備之合理性。吾等質疑過往經驗相對當前環境及投資組合產生的近期虧損而言是否具代表性，並評估前瞻性判斷的合理性，包括經濟變化及於各經濟情形及彼等的概率權重所使用的假設的合理性。

The key audit matter (Continued)
關鍵審核事項(續)

The measurement of ECL requires the application of significant judgement and increased complexity which include the identification of exposures with a significant deterioration in credit quality, and assumptions used in the ECL models (for exposures assessed individually or collectively), such as the expected future cash flows and forward-looking macroeconomic factors.
預期信貸虧損的計量要求應用重大判斷及更具複雜性,包括識別重大信貸質素惡化敞口,及於預期信貸虧損模式中使用假設(就個別或集體評估敞口而言),如預期未來現金流量及前瞻性宏觀因素。

We consider the impairment assessment of amounts due from associates, trade receivables, loan receivables and other receivables as a key audit matter due to the significance of loans receivables (representing 47% of total assets) and the subjective nature of the calculation because the estimates on which these provisions are based entail a significant degree of management judgement and may be subject to management bias.
吾等考慮應收聯營公司款項、貿易應收款、應收貸款及其他應收款項減值評估作為關鍵審核事項乃因應收貸款的重大性(佔總資產47%)以及計算的主觀性質,由於該等撥備所依據的估計需要進行大量的管理判斷,並可能受到管理偏向。

How the matter was addressed in our audit (Continued)
吾等在審核中的處理方法(續)

Where changes had been made in model parameters and assumptions, we evaluated the appropriateness of such changes. We also assessed and tested the sensitivity of the credit loss provisions to changes in modelling assumptions.
倘模式參數及假設已作出變動,則吾等評估該等變動的適當性。吾等亦評估並測試信貸虧損撥備對建模假設變動的敏感性。

For a sample of exposures that was subject to an individual impairment assessment, we specifically reviewed the Group's assumptions on the expected future cash flows, including the value of realisable collateral based on available market information.
就個別減值評估的樣本而言,我們具體審閱了　貴集團對預期現金流量的假設,包括基於市場可得資料的抵押品可變現價值。

We also assessed the financial statement disclosures relating to the Group's exposure to credit risk.
我們亦評估與　貴集團的信貸風險有關的財務報表披露。

Impairment of cash generating units ("CGUs")

Refer to notes 18, 20 and 21 to the consolidated financial statements and the accounting policies on pages 260 and from 264 and 266 to 268.

現金產生單位(「現金產生單位」)減值

參閱綜合財務報表附註18、20及21以及第260頁、由第264頁及第266頁至第268頁的會計政策。

The key audit matter
關鍵審核事項

The Group has goodwill of RMB1,009,590,000, intangible assets of RMB382,960,000, plant and equipment amounted RMB138,070,000 as at the end of the reporting period. In addition, an aggregate amount of goodwill amounting to RMB947,215,000 was recognised in the investment cost of associates. An assessment has been performed to establish whether any impairment is required.
於報告期末，貴集團之商譽為人民幣1,009,590,000元、無形資產為人民幣382,960,000元、以及廠房及設備為人民幣138,070,000元。此外，商譽合共人民幣947,215,000元確認於聯營公司的投資成本中。已就是否需作出任何減值進行評估。

The Group's assessment on impairment of CGUs is a judgemental process which requires estimates concerning the forecast future cash flows associated with the CGUs, the discount rates and the growth rate of revenue and costs to be applied in determining the value-in-use. The selection of valuation model, adoption of key assumptions and input data may be subject to management basis and changes in these assumptions and input to valuation model may result in significant financial impact.
貴集團對現金產生單位減值的評估乃須估計有關與所持現金產生單位相關的預測未來現金流量、貼現率及收入增長率及釐定使用價值所用成本的判斷過程。選擇估值模式、採納關鍵假設及輸入數據可能須根據管理層基準進行，而該等假設及估值模式的輸入數據的變動或會產生重大財務影響。

The extent of judgment resulted in this matter being identified as a key audit matter.
此事項內所涉及的判斷程度被列為關鍵審核事項。

How the matter was addressed in our audit
吾等在審核中的處理方法

In order to address this matter in our audit, we obtained management's assessment and the one prepared by their valuation specialist and challenged the reasonableness of the selection of valuation model, adoption of key assumptions and input data. In particular, we reviewed the future cash flow forecast prepared by management on whether it is agreed to the budget approved by the board of directors of the Company and compared the budget with actual results available up to the report date. We also challenged the appropriateness of the assumptions, including the sales growth rates and gross margin, against latest market expectations.
為在審核中處理此事項，吾等已取得管理層的估值專家所編製的評估，並詢查選擇估值模式、採納關鍵假設及輸入數據的合理性。尤其是，吾等就其是否同意貴公司董事會批准之預算並將有關預算與截至報告日期止可獲得之實際結果進行比較，以測試未來現金流量預測。吾等亦對比最近市場預期詢查假設(包括銷售增長率及毛利率)的適當性。

We also challenged the discount rate employed in the calculation of value-in-use by reviewing its basis of calculation and comparing its input data to market sources.
吾等亦透過審閱其計算基準及將其輸入數據與市場來源比較以詢查計算使用價值所採用之貼現率。

As any changes in these assumptions and input to valuation model may result in significant financial impact, we tested management's sensitivity analysis in relation to the key inputs to the impairment assessment which included changes in the sales growth rate, gross margin and discount rate employed.
該等假設及估值模式的輸入數據的變動或會產生重大財務影響，吾等測試管理層有關減值評估的關鍵輸入數據(包括所採用的銷售增長率、毛利率及貼現率的變動)的敏感度分析。

Acquisition of K & R International Limited ("K&R") and Glory Metro Holdings Limited ("Glory Metro")

收購僑達國際有限公司(「僑達」)及盛都控股有限公司(「盛都」)

Refer to notes 45 to the consolidated financial statements and the accounting policies on pages from 258 to 260.

參閱綜合財務報表附註45及第258頁至第260頁的會計政策。

The key audit matter
關鍵審核事項

On 22 March 2018, the Group completed the acquisition of 100% equity interests in K&R, at a fair value consideration of HK$109,988,000 (equivalent to approximately RMB87,946,000) which was satisfied by cash. Upon the completion, K&R became a subsidiary of the Group. This acquisition has been accounted for using the acquisition method. The amount of goodwill arising as a result of the acquisition was RMB28,371,000. K&R is engaged in the provision of third party payment services in Hong Kong.

於二零一八年三月二十二日， 貴集團以公平值代價109,988,000港元(相當於約人民幣87,946,000元)完成收購僑達的100%股權，並以現金支付。完成後，僑達成為 貴集團的附屬公司。此次收購已使用收購法入賬。收購產生的商譽金額為人民幣28,371,000元。僑達於香港從事提供第三方支付服務。

On 9 February 2018, the Group completed the acquisition of 51% equity interests in Glory Metro, at a fair value consideration of RMB178,500,000 which was satisfied by cash of RMB100,531,000 and remaining balance of RMB77,969,000 had been recognised in other payable. Upon the completion, Glory Metro became an subsidiary of the Group. This acquisition has been accounted for using the acquisition method. The amount of goodwill arising as a result of the acquisition was RMB104,955,000.

於二零一八年二月九日， 貴集團完成收購盛都的51%股權，公平值為代價人民幣178,500,000元，其中人民幣100,531,000元以現金支付，餘額人民幣77,969,000元已於其他應付款項中確認。完成後，盛都成為 貴集團的附屬公司。此次收購已使用收購法入賬。收購產生的商譽金額為人民幣104,955,000元。

How the matter was addressed in our audit
吾等在審核中的處理方法

With respect to the acquisition of 100% and 51% equity interests in K&R and Glory Metro respectively, we inspected the sale and purchase agreements and other relevant documents to determine whether the Group has obtained the control of K&R and Glory Metro under HKFRS 10 Consolidated Financial Statements. Regarding the estimation of fair value at acquisition date of the assets (including intangible assets) and liabilities of the acquired entities, we had assessed management's identification and determination of the fair value of assets and liabilities acquired, including the valuation methodology applied and the assumptions underlying the acquisition date valuation and input data.

就分別收購僑達及盛都的100%及51%股權而言，吾等檢查買賣協議及其他相關文件，以確定 貴集團是否已根據香港財務報告準則第10號綜合財務報表取得僑達及盛都的控制權。對於估計所收購實體的資產(包括無形資產)及負債於收購日期的公平值，吾等評估管理層對所收購資產及負債公平值的識別及釐定，包括所採用的估值方法及收購日期估值的相關假設及輸入數據。

Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

The directors of the Company are responsible for the other information. The other information comprises the information included in the management discussion and analysis (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 vice chairman's statement, environmental, social and governance (ESG) report, corporate governance report and report of the directors which are 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 express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed on the other information that we have 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 vice chairman's statement, ESG report, corporate governance report and report of the directors, if we conclude that there is a material misstatement herein, we are required to communicate the matter to those charged with governance and take appropriate action considering our legal rights and obligations.

綜合財務報表以外的資料及就其發出的核數師報告

貴公司董事須對其他資料負責。其他資料包括吾等在本核數師報告日前取得的管理層討論與分析（但不包括綜合財務報表及吾等的核數師報告），以及預期會在本核數師報告日後取得的副主席報告、環境、社會及管治報告、企業管治報告及董事會報告。

吾等對綜合財務報表作出的意見並無涵蓋其他資料，而吾等不會對其他資料發表任何形式的核證結論。

就吾等審核綜合財務報表而言，吾等的責任為閱讀其他資料，從而考慮其他資料是否與綜合財務報表或吾等在審核過程中獲悉的資料存在重大不符，或似乎存在重大錯誤陳述。倘若吾等基於就吾等於本核數師報告日期前已獲得的其他資料進行的工作，認為其他資料出現重大錯誤陳述，吾等須報告有關事實。吾等並無就此作出報告。

當吾等閱讀副主席報告、環境、社會及管治報告、企業管治報告及董事會報告時，倘吾等認定當中有重大失實陳述，吾等須與負責管治的人員進行溝通並基於吾等的法律權利及義務採取適當行動。

Responsibilities of directors of the Company and the 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 of the Company 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 of the Company 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.

貴公司董事及審核委員會須就綜合財務報表承擔的責任

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，編製真實而公平地反映情況的綜合財務報表，及董事釐定對編製綜合財務報表屬必要的有關內部監控，以使該等綜合財務報表不會存在由於欺詐或錯誤而導致的重大錯誤陳述。

在編製綜合財務報表時， 貴公司董事須負責評估 貴集團持續經營的能力，並披露與持續經營有關的事項（如適用）。除非 貴公司董事擬將 貴集團清盤或停止營運，或除此之外並無其他實際可行的辦法，否則須採用以持續經營為基礎的會計法。

審核委員會負責監督 貴集團的財務報告流程。

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, solely to you, as a body, in accordance with our agreed terms of engagement, 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 HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

核數師須就審核綜合財務報表承擔的責任

吾等的目標為合理確定此等綜合財務報表整體而言不會存在由於欺詐或錯誤而導致的重大錯誤陳述，並發出載有吾等意見的核數師報告。根據吾等雙方所協定的委聘條款，吾等僅向全體股東報告，不作其他用途。吾等概不就本報告之內容向任何其他人士負責或承擔任何責任。合理確定屬高層次的核證，惟根據香港審計準則進行的審核工作不能保證總能察覺所存在的重大錯誤陳述。錯誤陳述可因欺詐或錯誤產生，倘個別或整體在合理預期情況下可影響使用者根據綜合財務報表作出的經濟決定時，則被視為重大錯誤陳述。

在根據香港審計準則進行審計的過程中，吾等運用專業判斷，保持專業懷疑態度。吾等亦：

- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險、設計及執行審計程序以應對該等風險，以及獲取充足和適當的審計憑證，作為吾等意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述或凌駕內部監控的情況，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。

- 了解與審計相關的內部監控，以設計適當的審計程序，惟並非旨在對　貴集團內部監控的有效性發表意見。

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors of the Company.

- 評估　貴公司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。

- Conclude on the appropriateness of the Company's 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.

- 對　貴公司董事採用持續經營會計基礎的恰當性作出結論，並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。倘吾等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。倘有關披露不足，則修訂吾等意見。吾等結論乃基於截至核數師報告日期止所取得的審計憑證。然而，未來事項或情況可能導致　貴集團無法持續經營。

- 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.

- 評估綜合財務報表的整體呈報方式、結構及內容，包括披露資料，以及綜合財務報表是否中肯反映相關交易和事項。

- 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.

- 就　貴集團內實體或業務活動的財務資料獲取充足及適當的審計憑證，以便對綜合財務報表發表意見。吾等負責集團審計的方向、監督和執行。吾等為審核意見承擔全部責任。

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

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

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

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

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.

從與審核委員會溝通的事項中，吾等釐定對本期間綜合財務報表的審計至關重要的事項，因而構成關鍵審核事項。吾等在核數師報告中描述該等事項，除非法律或法規不允許公開披露該等事項，或在極端罕見的情況下，倘合理預期在吾等報告中溝通某事項造成的負面後果超出產生的公眾利益，則吾等決定不應在報告中傳達該事項。

The engagement partner on the audit resulting in this independent auditor's report is Wong Hon Kei, Anthony.

出具本獨立核數師報告的審計項目委聘夥伴為黃漢基。

SHINEWING (HK) CPA Limited
Certified Public Accountants
Wong Hon Kei, Anthony
Practising Certificate Number: P05591

Hong Kong
26 March 2019

信永中和(香港)會計師事務所有限公司
執業會計師
黃漢基
執業證書號碼：P05591

香港
二零一九年三月二十六日

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

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

		NOTES 附註	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Turnover	**營業額**	7	**2,545,187**	4,805,010
Interest income	利息收入	7	**398,507**	455,276
Interest expenses	利息開支	11	**(392,343)**	(383,354)
Net interest income	**利息收入淨額**		**6,164**	71,922
Financial consultancy service income	**財務諮詢服務收入**	7	**156,453**	70,685
Third party payment service income	**第三方支付服務收入**	7	**360,433**	338,950
Online investment and technology-enabled lending service income	**在線投資及科技驅動貸款服務收入**	7	**959,723**	3,334,003
Transaction verification service income	**交易審核服務收入**	7	**420,341**	289,063
Gain on transfer of rights on interests on loan receivables	**轉讓應收貸款利息權利之收益**	7	**–**	31,132
Others	**其他**	7	**249,730**	285,901
			2,152,844	4,421,656
Other income	其他收入	9	**49,397**	32,829
Other gains and losses	其他收益及虧損	10	**822,583**	20,625
Administrative and other operating expenses	行政及其他經營開支		**(3,849,258)**	(3,250,302)
Gain on disposal of a subsidiary	出售一間附屬公司之收益	46	**42,760**	408,098
Net (loss) gain on deemed disposal of subsidiaries	視作出售附屬公司之(虧損)收益淨額	46	**(68,563)**	3,303
Gain on deemed disposal of associates	視作出售聯營公司之收益	23	**5,373**	–
Gain on disposal of an associate	出售一間聯營公司之收益	23	**225,050**	–
Change in fair value of crypto-currencies	加密貨幣之公平值變動		**(122,874)**	53,346
Change in fair value of investment property	投資物業之公平值變動	19	**–**	2,000
Change in fair value of preference share of a subsidiary	一間附屬公司之優先股之公平值變動		**74,551**	(47,007)
Share-based payment expenses	以股份支付之開支	49	**(71,235)**	(160,684)
Share of results of associates	應佔聯營公司業績		**(69,908)**	64,283
(Loss) profit before tax	**除稅前(虧損)溢利**	12	**(809,280)**	1,548,147
Income tax	所得稅	13	**(27,161)**	(449,699)
(Loss) profit for the year	**年度(虧損)溢利**		**(836,441)**	1,098,448

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

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

		NOTE 附註	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Other comprehensive (expense) income	**其他全面(開支)收入**			
Items that may be reclassified subsequently to profit or loss:	***其後可能重新分類至損益之項目:***			
Exchange differences on translating foreign operations	換算海外營運公司匯兑差額		**(32,367)**	(82,160)
Share of other comprehensive income (expense) of associates	分佔聯營公司其他全面收益(開支)		**8,979**	(3,490)
Change in fair value of financial assets at fair value through other comprehensive expense	按公平值計入其他全面開支之金融資產之公平值變動		**(224,256)**	–
Other comprehensive expense for the year	年度其他全面開支		**(247,644)**	(85,650)
Total comprehensive (expense) income for the year	**年度全面(開支)收入總額**		**(1,084,085)**	1,012,798
(Loss) profit for the year attributable to:	**應佔之年度(虧損)溢利:**			
Owners of the Company	本公司擁有人		**(857,619)**	803,013
Non-controlling interests	非控股權益		**21,178**	295,435
			(836,441)	1,098,448
Total comprehensive (expense) income for the year attributable to:	**應佔之年度全面(開支)收入總額:**			
Owners of the Company	本公司擁有人		**(1,095,295)**	723,254
Non-controlling interests	非控股權益		**11,210**	289,544
			(1,084,085)	1,012,798
			RMB 人民幣	RMB 人民幣
(Losses) earnings per share	**每股(虧損)盈利**	17		
Basic	基本		**(3.76) cents分**	3.65 cents分
Diluted	攤薄		**(3.76) cents分**	3.49 cents分

Consolidated Statement of Financial Position
綜合財務狀況表

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 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Non-current assets	**非流動資產**			
Plant and equipment	廠房及設備	18	**138,070**	332,009
Investment property	投資物業	19	**–**	576,000
Intangible assets	無形資產	20	**382,960**	178,831
Pledged bank deposits	已抵押銀行存款	31	**–**	278,468
Goodwill	商譽	21	**1,009,590**	976,382
Available-for-sale investments	可供出售投資	22	**–**	429,511
Financial assets at fair value through other comprehensive income	按公平值計入其他全面收益之金融資產	22	**626,690**	–
Deferred tax assets	遞延稅項資產	37	**122,003**	–
Interests in associates	於聯營公司之權益	23	**1,211,520**	1,457,723
Interests in joint ventures	於合營企業之權益	24	**3,194**	–
			3,494,027	4,228,924
Current assets	**流動資產**			
Inventories	存貨	36	**9,570**	10,465
Financial assets at fair value through profit or loss/held for trading investments	按公平值計入損益之金融資產／持作買賣投資	22	**1,243,948**	332,082
Trade receivables	貿易應收款	25	**516,763**	417,369
Loan receivables	應收貸款	26	**3,606,632**	3,453,454
Prepayments and other receivables	預付賬款及其他應收款項	27	**1,395,615**	1,256,108
Amounts due from joint ventures	應收合營企業款項	24	**1,683**	4,666
Amounts due from associates	應收聯營公司款項	23	**156,217**	9,004
Amounts due from related companies	應收關連公司款項	28	**191,818**	190,724
Crypto-currencies	加密貨幣	30	**280**	224,921
Tax recoverable	可收回稅項		**8,336**	–
Pledged bank deposits	已抵押銀行存款	31	**167,242**	–
Bank balance – trust account	銀行結餘－信託賬戶	32	**497,590**	1,226,622
Bank balances and cash	銀行結餘及現金	33	**391,809**	969,249
			8,187,503	8,094,664
Current liabilities	**流動負債**			
Accruals and other payables	應計費用及其他應付款項	34	**1,387,537**	858,274
Funds payables and amounts due to customers	備用金應付款項及應付客戶款項	32	**497,590**	1,226,622
Amounts due to non-controlling shareholders	應付非控股股東款項	29	**1,580**	1,541
Amounts due to related companies	應付關連公司款項	28	**181,911**	187,813
Borrowings	借貸	35	**1,516,485**	1,644,958
Corporate bonds	公司債券	38	**185,086**	–
Convertible bonds	可換股債券	39	**1,172,406**	269,840
Preference share of a subsidiary	一間附屬公司之優先股	40	**44,446**	118,997
Provision for financial guarantee	財務擔保撥備	41	**30,122**	225,553
Other financial liabilities	其他金融負債	50	**–**	536,000
Income tax payables	應付所得稅		**340,593**	385,832
			5,357,756	5,455,430
Net current assets	**流動資產淨值**		**2,829,747**	2,639,234
Total assets less current liabilities	**資產總值減流動負債**		**6,323,774**	6,868,158

Consolidated Statement of Financial Position
綜合財務狀況表

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 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Non-current liabilities	**非流動負債**			
Corporate bonds	公司債券	38	**379,003**	61,732
Convertible bonds	可換股債券	39	**–**	1,035,305
Borrowings	借貸	35	**35,128**	115,200
Deferred tax liabilities	遞延稅項負債	37	**100,540**	89,505
			514,671	1,301,742
Net assets	**資產淨值**		**5,809,103**	5,566,416
Capital and reserves	**資本及儲備**			
Share capital	股本	42	**385,717**	373,512
Reserves	儲備		**4,995,233**	4,831,636
Equity attributable to owners of the Company	本公司擁有人應佔權益		**5,380,950**	5,205,148
Non-controlling interests	非控股權益		**428,153**	361,268
Total equity	**權益總額**		**5,809,103**	5,566,416

The consolidated financial statements on pages 232 to 481 were approved and authorised for issue by the board of directors on 26 March 2019 and are signed on its behalf by:

第232頁至第481頁之綜合財務報表已獲董事會於二零一九年三月二十六日批准及授權刊發，並由以下董事代表簽署：

Mr. Phang Yew Kiat
彭耀傑先生
Director
董事

Mr. Sheng Jia
盛佳先生
Director
董事

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

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

		Attributable to owners of the Company 本公司擁有人應佔												
		Share capital 股本 RMB'000 人民幣千元	Share premium 股份溢價 RMB'000 人民幣千元 (Note (a)) (附註(a))	Statutory reserve 法定儲備 RMB'000 人民幣千元 (Note (b)) (附註(b))	Retained profits 保留溢利 RMB'000 人民幣千元	Exchange reserve 匯兌儲備 RMB'000 人民幣千元	Share-based payment reserve 以股份支付款項儲備 RMB'000 人民幣千元	Equity component of convertible bonds 可換股債券權益部分 RMB'000 人民幣千元	Capital reserve 資本儲備 RMB'000 人民幣千元 (Note (d)) (附註(d))	Special reserve 特別儲備 RMB'000 人民幣千元 (Note (e)) (附註(e))	Consideration payables reserve 應付代價儲備 RMB'000 人民幣千元 (Note (f)) (附註(f))	Total 總計 RMB'000 人民幣千元	Non-controlling interests 非控股權益 RMB'000 人民幣千元	Total equity 權益總額 RMB'000 人民幣千元
At 1 January 2017	於二零一七年一月一日	358,259	2,920,079	36,569	887,660	72,641	151,279	165,583	(591,729)	40,000	155,502	4,195,843	45,737	4,241,580
Profit for the year	年度溢利	–	–	–	803,013	–	–	–	–	–	–	803,013	295,435	1,098,448
Other comprehensive income (expense) for the year	年度其他全面收益(開支)													
Exchange differences on translating foreign operations	換算海外營運公司匯兌差額	–	–	–	–	(76,269)	–	–	–	–	–	(76,269)	(5,891)	(82,160)
Share of other comprehensive expense of associates	分佔聯營公司其他全面開支	–	–	–	–	(3,490)	–	–	–	–	–	(3,490)	–	(3,490)
Total comprehensive income (expense) for the year	年度全面收益(開支)總額	–	–	–	803,013	(79,759)	–	–	–	–	–	723,254	289,544	1,012,798
Issue of shares upon exercise of share options (Note 42(a))	於行使購股權時發行股份 (附註42(a))	5,673	200,587	–	–	–	(34,947)	–	–	–	–	171,313	–	171,313
Lapse of share options	購股權失效	–	–	–	1,174	–	(1,174)	–	–	–	–	–	–	–
Acquisition of available-for-sale investments (Note 42(b))	收購可供出售投資 (附註42(b))	2,204	113,510	–	–	–	–	–	–	–	–	115,714	–	115,714
Acquisitions of subsidiaries (Note 45)	收購附屬公司(附註45)	–	–	–	–	–	–	–	–	–	–	–	30,514	30,514
Appropriation to statutory reserve funds	法定儲備金之分配	–	–	14,550	(14,550)	–	–	–	–	–	–	–	–	–
Recognition of equity-settled share-based payments (Note 49)	確認按權益結算以股份支付之付款 (附註49)	–	–	–	–	–	160,684	–	–	–	–	160,684	–	160,684
Issue of consideration shares (Note 42(c))	發行代價股份 (附註42(c))	4,296	151,206	–	–	–	–	–	–	–	(155,502)	–	–	–
Deemed disposal of a subsidiary (Note 23(d))	視作出售一間附屬公司 (附註23(d))	–	–	–	–	–	–	–	(3)	–	–	(3)	929	926
Dividend to non-controlling shareholders	已派付非控股股東之股息	–	–	–	–	–	–	–	–	–	–	–	(5,456)	(5,456)
Conversion of convertible bonds (Note 42(d))	轉換可換股債券(附註42(d))	3,080	106,918	–	–	–	–	(11,730)	–	–	–	98,268	–	98,268
Fair value change of put option of non-controlling interest (Note 50)	非控股權益之認沽期權公平值變動(附註50)	–	–	–	–	–	–	–	(259,925)	–	–	(259,925)	–	(259,925)
At 31 December 2017	於二零一七年十二月三十一日	373,512	3,492,300	51,119	1,677,297	(7,118)	275,842	153,853	(851,657)	40,000	–	5,205,148	361,268	5,566,416

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

		Attributable to owners of the Company 本公司擁有人應佔												
		Share capital 股本 RMB'000 人民幣千元	Share premium 股份溢價 RMB'000 人民幣千元 (Note (a)) (附註(a))	Statutory reserve 法定儲備 RMB'000 人民幣千元 (Note (b)) (附註(b))	Retained profits 保留溢利 RMB'000 人民幣千元	Investment revaluation reserve 投資重估儲備 RMB'000 人民幣千元 (Note (c)) (附註(c))	Exchange reserve 匯兌儲備 RMB'000 人民幣千元	Share-based payment reserve 以股份支付款項儲備 RMB'000 人民幣千元	Equity component of convertible bonds 可換股債券權益部分 RMB'000 人民幣千元	Capital Reserve 資本儲備 RMB'000 人民幣千元 (Note (d)) (附註(d))	Special reserve 特別儲備 RMB'000 人民幣千元 (Note (e)) (附註(e))	Total 總計 RMB'000 人民幣千元	Non-controlling interests 非控股權益 RMB'000 人民幣千元	Total equity 權益總額 RMB'000 人民幣千元
At 1 January 2018 (as originally stated)	於二零一八年一月一日（經初始重列）	373,512	3,492,300	51,119	1,677,297	–	(7,118)	275,842	153,853	(851,657)	40,000	5,205,148	361,268	5,566,416
Effect of change in accounting policies	會計政策變動影響	–	–	–	286,962	100,832	–	–	–	–	–	387,794	–	387,794
At 1 January 2018 (as restated)	於二零一八年一月一日（經重列）	373,512	3,492,300	51,119	1,964,259	100,832	(7,118)	275,842	153,853	(851,657)	40,000	5,592,942	361,268	5,954,210
Loss for the year	年內虧損	–	–	–	(857,619)	–	–	–	–	–	–	(857,619)	21,178	(836,441)
Other comprehensive expense for the year	年內其他全面開支													
Exchange differences on translating foreign operations	換算海外營運公司匯兌差額	–	–	–	–	–	(22,399)	–	–	–	–	(22,399)	(9,968)	(32,367)
Share of other comprehensive expense of associates	分佔聯營公司其他全面開支	–	–	–	–	–	8,979	–	–	–	–	8,979	–	8,979
Change in fair value of financial assets through other comprehensive income	計入其他全面收益之金融資產之公平值變動	–	–	–	–	(224,256)	–	–	–	–	–	(224,256)	–	(224,256)
Total comprehensive expense for the year	年內全面開支總額	–	–	–	(857,619)	(224,256)	(13,420)	–	–	–	–	(1,095,295)	11,210	(1,084,085)
Issue of shares upon exercise of share options (Note 42(a))	於行使購股權時發行股份（附註42(a)）	2,006	69,785	–	–	–	–	(13,303)	–	–	–	58,488	–	58,488
Lapse of share options	購股權失效	–	–	–	4,346	–	–	(4,346)	–	–	–	–	–	–
Acquisitions of subsidiaries (Note 45)	收購附屬公司（附註45）	–	–	–	–	–	–	–	–	–	–	–	70,555	70,555
Appropriation to statutory reserve funds	法定儲備金之分配	–	–	33,344	(33,344)	–	–	–	–	–	–	–	–	–
Dividend to non-controlling shareholders	已派付非控股股東之股息	–	–	–	–	–	–	–	–	–	–	–	(2,885)	(2,885)
Acquisition of additional interest in subsidiaries	收購附屬公司之額外權益	–	–	–	–	–	–	–	–	–	–	–	(11,995)	(11,995)
Acquisition of non-controlling interest of a subsidiary of an associate (Note 23 (a))	收購一間聯營公司之附屬公司之非控股權益（附註23 (a)）	–	–	–	–	–	–	–	–	(52,065)	–	(52,065)	–	(52,065)
Recognition of equity-settled share-based payments (Note 49)	確認按權益結算以股份支付之付款（附註49）	–	–	–	–	–	–	71,235	–	–	–	71,235	–	71,235
Deemed disposal of a subsidiary (Note 46)	視作出售一間附屬公司（附註46）	–	–	(4,961)	4,961	–	–	–	–	–	–	–	–	–
Conversion of convertible bonds (Note 42(d))	轉換可換股債券（附註42(d)）	10,199	285,037	–	–	–	–	–	(25,591)	–	–	269,645	–	269,645
Fair value change of put option of non-controlling interest (Note 50)	非控股權益之認沽期權之公平值變動（附註50）	–	–	–	–	–	–	–	–	536,000	–	536,000	–	536,000
At 31 December 2018	於二零一八年十二月三十一日	385,717	3,847,122	79,502	1,082,603	(123,424)	(20,538)	329,428	128,262	(367,722)	40,000	5,380,950	428,153	5,809,103

Notes:

(a) Share premium

Under the Companies Law of the Cayman Islands (2009 Revision), the share premium of the Company may be applied for payment of distributions or dividends to shareholders provided that immediately following the date on which the distribution or dividend is proposed to be paid and the Company is able to pay debts as they fall due in the ordinary course of business.

附註：

(a) 股份溢價

根據開曼群島公司法（二零零九年修訂本），本公司的股份溢價可用於向股東支付分派或股息，惟緊隨擬支付分派或股息之日期後，本公司能夠於日常業務過程中支付到期的債務。

(b) Statutory reserve

In accordance with the relevant regulations applicable in the People's Republic of China (the "PRC"), companies established in the PRC are required to transfer at least 10% of their statutory annual profits after tax in accordance with the relevant statutory rules and regulations applicable to enterprises in the PRC to the statutory reserve until the balance of the reserve reaches 50% of their respective registered capital. Subject to certain restrictions as set out in the relevant PRC regulations, the statutory reserve may be used to offset against accumulated losses of the respective PRC companies. The amount of the transfer is subject to the approval of the board of directors of the respective PRC companies.

(b) 法定儲備

根據中華人民共和國(「中國」)有關適用法規,在中國成立的公司須根據中國企業適用的有關法定規則及法規把法定稅後全年利潤至少10%撥入法定儲備,直至法定儲備的結餘達到其有關註冊資本的50%。在中國有關法規所載的若干限制下,法定儲備可用於抵銷有關中國公司的累計虧損。轉撥的金額須經由有關中國公司的董事會批准。

(c) Investment revaluation reserve

The investment revaluation reserve represents accumulated gains and losses arising on the revaluation of financial assets at fair value through other comprehensive income that have been recognised in other comprehensive income/(expense).

(c) 投資重估儲備

投資重估儲備指重估已於其他全面收益/(開支)確認之按公平值計入其他全面收益之金融資產重估所產生之累計收益及虧損。

(d) Capital reserve

The capital reserve of the Group represents the difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received arising from changes in the Group's ownership interests in existing subsidiaries that do not result in the loss of control and are accounted for as equity transactions. In addition, a fair value of put option amounting to RMB536,000,000 exercisable by non-controlling shareholders on selling remaining equity interest of Leyu Limited to the Group was recorded as at 31 December 2017 as a result of acquisition of Leyu Limited. Such carrying amount of put option was RMBnil as at 31 December 2018 (Note 50).

(d) 資本儲備

本集團之資本儲備指來自並無導致失去控制權及以股本交易入賬之本集團於現有附屬公司之擁有權權益變動之非控股權益之調整金額與已支付或收取之代價公平值之差額。此外,由於收購Leyu Limited而於二零一七年十二月三十一日錄得非控股股東於向本集團出售Leyu Limited剩餘股權時可行使的認沽期權公平值人民幣536,000,000元。該等認沽期權賬面值於二零一八年十二月三十一日為人民幣零元(附註50)。

(e) Special reserve

The special reserve represented the difference between the aggregate amount of paid-in capital of Ever Step Holdings Limited ("Ever Step"), a wholly owned subsidiary, and 上海銀通典當有限公司 ("上海銀通") and the amount of share capital of the Company issued to Kaiser Capital Holdings Limited ("Kaiser Capital") and Jiefang Media (UK) Co. Limited ("Jiefang Media"), which are 100% owned by the controlling shareholders, in 2010 in exchange for the entire equity interests in the above companies as part of the reorganisation completed on 25 February 2010 to rationalise the Group's structure in preparation for the listing of the Company's shares on GEM of The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

(e) 特別儲備

特別儲備乃指全資附屬公司永階控股有限公司(「永階」)及上海銀通典當有限公司(「上海銀通」)的繳足資本總額與本公司於二零一零年向皇都控股有限公司(「皇都」)及解放傳媒(英國)有限公司(「解放傳媒」)(由控股股東全資擁有)發行以換取上述公司全部股本權益作為於二零一零年二月二十五日完成之為精簡本集團之架構以籌備本公司股份於香港聯合交易所有限公司(「聯交所」)GEM上市的重組的一部分的股本金額之間的差額。

(f) Consideration payables reserve

Consideration payable reserve represented the fair value of share consideration payable amounting to RMB155,502,000 for the acquisition of 51% equity interest over Shenzhen Qiyuan Tianxia Technology Company Limited ("Qiyuan") on 21 April 2016. The amount represented the fair value of 255,753,200 shares (after the Effect of Share Subdivision) to be issued in case Qiyuan's net operating result exceeds RMB50,000,000 in the year 2016. In the opinion of directors, the Company determined to issue the said fixed number of share as abovementioned and would request for the monetary compensation as defined in details of the transaction which are set out in the Company's announcement dated 1 February 2016 if Qiyuan cannot achieve the abovementioned net operating results. On 17 May 2017, the Company allotted and issued 255,753,200 ordinary shares for settlement of the contingent share consideration as Qiyuan's net operating result exceeded RMB50,000,000 in the year of 2016.

(f) 應付代價儲備

應付代價儲備指於二零一六年四月二十一日就收購深圳起源天下科技有限公司(「起源」)之51%股權應付之股份代價公平值人民幣155,502,000元。該款項指在起源於二零一六年之經營業績淨額超過人民幣50,000,000元之情況下將予發行之255,753,200股(扣除股份拆細的影響後)股份之公平值。董事認為,本公司決定發行上述之固定數目股份,及倘起源未能達成上述經營業績淨額,則會要求載於本公司日期為二零一六年二月一日之公告之交易詳情所界定之賠償金。於二零一七年五月十七日,由於起源於二零一六年之經營業績淨額超過人民幣50,000,000元,本公司配發及發行255,753,200股普通股以支付或然股份代價。

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綜合現金流量表

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

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
OPERATING ACTIVITIES	經營活動		
(Loss) profit before tax	除税前(虧損)溢利	**(809,280)**	1,548,147
Adjustments for:	就下列各項調整:		
Depreciation	折舊	**415,185**	83,502
Amortisation	攤銷	**39,563**	60,707
Interest expenses	利息開支	**392,343**	383,354
Interest income	利息收入	**(22,738)**	(19,790)
Government grants	政府津貼	**(23,872)**	(2,747)
Dividend income from held for trading investment	持作買賣投資之股息收入	**–**	(6,834)
Loss on disposal of property plant and equipment, net	出售物業、廠房及設備虧損淨額	**5,630**	1,854
Gain on disposal of bitcoin mining computer equipments	出售比特幣挖礦電腦設備之收益	**(232,669)**	–
Gain on disposal of held for trading investment	出售持作買賣投資之收益	**(9,119)**	–
Gain on disposal of subsidiaries	出售附屬公司之收益	**(42,760)**	(408,098)
Net loss (gain) on deemed disposal of subsidiaries	視作出售附屬公司之虧損(收益)淨額	**68,563**	(3,303)
Gain on deemed disposal of an associate	視作出售一間聯營公司之收益	**(5,373)**	–
Gain on disposal of an associate	出售一間聯營公司之收益	**(225,050)**	–
Share-based payment expenses	以股份支付之支出	**71,235**	160,684
Fair value changes of provision for financial guarantee	融資擔保撥備之公平值變動	**186,032**	1,283,428
Change in fair value of investment property	投資物業之公平值變動	**–**	(2,000)
Change in fair value of preference share of a subsidiary	一間附屬公司之優先股之公平值變動	**(74,551)**	47,007
Fair value change of financial assets at FVTPL	按公平值計入損益之金融資產之公平值變動	**(547,507)**	–
Fair value change of held for trading investment	持作買賣投資之公平值變動	**–**	(7,326)
Fair value changes of crypto-currencies	加密貨幣之公平值變動	**122,874**	(53,346)
Inputed interest on corporate bonds	公司債券之估算利息	**–**	(3,702)
Share of results of associates	應佔聯營公司業績	**69,908**	(64,283)
Impairment loss recognised on other receivables	就其他應收款項確認之減值虧損	**182,809**	24,414
Impairment loss recognised on trade receivables	就貿易應收款確認之減值虧損	**128,144**	–
Impairment loss recognised on loan receivables	就應收貸款確認之減值虧損	**595,244**	49,929
Impairment loss recognised on amount due from a joint venture	就應收一間合營企業款項確認之減值虧損	**2,951**	4,074
Impairment loss recognised on amount due from an associate	就應收一間聯營公司款項確認之減值虧損	**403,850**	–
Impairment loss recognised on intangible assets	就無形資產確認之減值虧損	**32,889**	23,223
Impairment loss recognised on goodwill	就商譽確認之減值虧損	**100,000**	–

Consolidated Statement of Cash Flows
綜合現金流量表

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

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Operating cash inflows before movements in working capital	營運資金變動前的營運現金流入	**824,301**	3,098,894
Increase in trade receivables	貿易應收款增加	**(252,870)**	(227,818)
Increase in loan receivables	應收貸款增加	**(1,062,623)**	(220,610)
Increase in inventories	存貨增加	**926**	(5,480)
(Decrease) increase in crypto-currencies	加密貨幣(減少)增加	**101,767**	(171,575)
Increase in prepayments and other receivables	預付賬款及其他應收款項增加	**(777,887)**	(811,877)
(Decrease) increase in funds payables and amounts due to customers	備用金應付款項及應付客戶款項(減少)增加	**(750,137)**	986,631
Decrease in provision for financial guarantee	融資擔保撥備減少	**(381,463)**	(1,100,712)
Increase in accruals and other payables	應計費用及其他應付款項增加	**490,238**	634,917
Decrease (increase) in held for trading investments	持作買賣投資減少(增加)	**4,305**	(303,911)
Decrease (increase) in bank balance – trust account	銀行結餘－信託賬戶減少(增加)	**750,137**	(986,631)
Cash (used in) generated from operations	經營(所用)所得現金	**(1,053,306)**	891,828
Income tax paid	已付所得稅	**(200,964)**	(136,398)
NET CASH (USED IN) FROM OPERATING ACTIVITIES	經營活動(所用)所得現金淨額	**(1,254,270)**	755,430

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 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
INVESTING ACTIVITIES	投資活動			
Purchase of plant and equipment	購買廠房及設備		**(201,194)**	(148,279)
Purchase of intangible assets	購買無形資產		**(43,261)**	(9,021)
Capital contribution to associates	向聯營公司注資		**(4,000)**	–
Capital contribution to joint ventures	向合營企業注資		**(3,194)**	–
Advance to related companies	向關連公司墊款		**–**	(1,182)
Advance to associates	向聯營公司墊款		**(678,391)**	(7,873)
Repayment from associates	聯營公司還款		**106,376**	–
Repayment from joint ventures	合營企業還款		**–**	5,743
Acquisition/establishment of associates	收購／成立聯營公司		**–**	(439,917)
Acquisition of financial assets at FVTOCI	收購按公平值計入其他全面收益之金融資產		**(352,989)**	–
Acquisition of financial assets at FVTPL	收購按公平值計入損益之金融資產		**(25,000)**	–
Acquisition of investments classified as other receivables	收購被分類為其他應收款之投資		**(17,500)**	(387,621)
Redemption of investments classified as other receivables	贖回被分類為其他應收款之投資		**387,141**	–
Acquisition of available-for-sale investments	收購可供出售投資		**–**	(41,076)
Proceeds from disposal of plant and equipment	出售廠房及設備之所得款項		**251,923**	–
Proceeds from disposal of an associate	出售一間聯營公司之所得款項		**371,661**	–
Net cash inflow on disposal of subsidiaries	出售附屬公司現金流入淨額	46	**400,482**	510,076
Net cash outflow on acquisition of subsidiaries	收購附屬公司現金流出淨額	45	**(169,577)**	(63,220)
Net cash outflow on acquisition of assets through acquisition of subsidiaries	通過收購附屬公司之收購資產現金流出淨額	45	**–**	(227,708)
Net cash outflow from deemed disposed of subsidiaries	視作出售附屬公司之現金流出淨額	46	**(85,710)**	(5,252)
Refund from (placement in) pledge bank deposits	退還（存置）有抵押銀行存款		**123,431**	(40,000)
Dividend income from held for trading investments	持作買賣投資之股息收入		**–**	6,834
Dividend income from an associate	一間聯營公司之股息收入		**210,000**	–
Interest income received	已收利息收入		**22,738**	19,790
NET CASH FROM (USED IN) INVESTING ACTIVITIES	投資活動所得（所用）現金淨額		**292,936**	(828,706)

Consolidated Statement of Cash Flows
綜合現金流量表

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

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
FINANCING ACTIVITIES	融資活動		
Proceeds from exercise of share options	行使購股權之所得款項	**58,488**	171,313
Repayment to non-controlling shareholders	向非控股股東還款	**–**	(56)
Repayment to related companies	向關連公司還款	**–**	(2,170)
New loans raised	新增貸款	**1,098,662**	902,064
Proceeds from issue of corporate bonds raised	發行公司債券籌集之所得款項	**477,207**	–
Repayment of borrowings	償還借貸	**(966,066)**	(955,959)
Government grants received	已收政府津貼	**23,872**	2,747
Dividends paid to non-controlling interests	已付非控股權益股息	**(2,885)**	(5,456)
Consideration paid for acquisition of additional non-controlling interests in a subsidiary	就收購一間附屬公司之額外非控股權益支付之代價	**(11,995)**	–
Interests paid on corporate bonds	已付公司債券利息	**(49,618)**	(3,814)
Interests paid on convertible bonds	已付可換股債券利息	**(84,272)**	(96,511)
Interests paid on bank and other loans	已付銀行及其他貸款利息	**(169,496)**	(172,181)
NET CASH FROM (USED IN) FINANCING ACTIVITIES	融資活動所得(所用)現金淨額	**373,897**	(160,023)
NET DECREASE IN CASH AND CASH EQUIVALENTS	現金及現金等值項目減少淨額	**(587,437)**	(233,299)
Effect of foreign exchange rate changes	外匯匯率變動之影響	**9,997**	(30,843)
CASH AND CASH EQUIVALENTS AT 1 JANUARY	於一月一日的現金及現金等值項目	**969,249**	1,233,391
CASH AND CASH EQUIVALENTS AT 31 DECEMBER, represented by bank balances and cash	於十二月三十一日的現金及現金等值項目以銀行結餘及現金列示	**391,809**	969,249

1. GENERAL INFORMATION AND BASIS OF PRESENTATION

The Company was incorporated in the Cayman Islands on 4 January 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 and its shares are listed on the GEM of The Stock Exchange of Hong Kong Limited. Mr. Zhang Zhenxin is the substantial shareholder of the Company. The address of the registered office and principal place of business of the Company are disclosed in the corporate information section of the annual report.

The consolidated financial statements are presented in Renminbi ("RMB"). Other than those subsidiaries established in the People's Republic of China (the "PRC") and certain subsidiaries of which primary sources of revenues are dividend income which are derived from the operation of its major subsidiary operating in Mainland China, whose functional currency is RMB, the functional currency of the Company and its subsidiaries is Hong Kong dollars ("HK$"). The functional currency of the Company is HK$, which is different from the presentation currency, RMB. As the Company's subsidiaries mainly operate in the PRC, apart from subsidiaries established in Vietnam which was acquired during the year ended 31 December 2017 as detailed in note 45, whose functional currency is Vietnamese Dong ("VND"), the directors of the Company consider that it is appropriate to present the consolidated financial statements in RMB.

The Company's principal activities during the year are provision of consultancy service and investment holding. The principal activities of the subsidiaries are set out in note 51(a).

At 31 December 2018, the Group had bank balance and cash amounted approximately RMB391,809,000 while borrowings, corporate bonds, convertible bonds totaling approximately RMB2,873,977,000 which will be matured within the coming twelve months, and the Group's ability to meet these liquidity requirements depends on its ability to generate sufficient net cash inflows from future operations and/or other sources. These facts and circumstances indicate the existence of material uncertainties which may cast significant doubt on the Group's ability to continue as a going concern.

1. 一般資料及呈列基準

本公司於二零一零年一月四日根據開曼群島公司法第22章(一九六一年第3號法例,經綜合及修訂)在開曼群島註冊成立為獲豁免有限責任公司,其股份於香港聯合交易所有限公司GEM上市。張振新先生為本公司主要股東。本公司註冊辦事處及主要營業地點之地址披露於年報公司資料一節。

綜合財務報表以人民幣(「人民幣」)呈列。除該等於中華人民共和國(「中國」)成立之附屬公司及主要收入來源為來自其於中國內地營運的主要附屬公司之營運之股息收入之若干附屬公司之功能貨幣為人民幣外,本公司及其附屬公司之功能貨幣為港元(「港元」)。本公司之功能貨幣為港元,其與呈列貨幣人民幣有別。除於截至二零一七年十二月三十一日止年度收購在越南成立之附屬公司(誠如附註45所詳述)之功能貨幣為越南盾(「越南盾」)外,由於本公司之附屬公司主要於中國營運,故本公司董事認為以人民幣呈列綜合財務報表屬適合。

本公司於年內之主要經營活動為提供諮詢服務及投資控股。該等附屬公司之主要經營活動載於附註51(a)。

於二零一八年十二月三十一日,本集團擁有銀行結餘及現金約人民幣391,809,000元,及將於未來十二個月到期的借貸、公司債券及可換股債券總計約人民幣2,873,977,000元,而本集團能否滿足該等流動資金需求,視乎其能否自未來經營業務及/或其他來源產生充裕現金流入淨額。該等事實及情況顯示有重大不明朗因素,可能導致本集團的持續經營能力存在重大疑問。

1. GENERAL INFORMATION AND BASIS OF PRESENTATION (Continued)

In view of these circumstances, the directors of the Company have given consideration to the future liquidity and performance of the Group in assessing whether the Group will have sufficient financial resources to continue as a going concern. Taking into account the Group's cash flow projection, including:

- Implementing various strategies to improve the cash flow status, such as managing the loan receivable portfolio and various investments;
- Putting extra efforts on the collection of trade debtors to improve the debtors turnover days; and
- Actively and regularly reviewing its capital structure and sourcing additional capital by issuing bonds or new shares, where appropriate,

the directors of the Company consider that it has sufficient working capital to meet its financial obligations as they fall due for at least the next twelve months from the end of the reporting period and accordingly, the consolidated financial statements have been prepared on a going concern basis.

1. 一般資料及呈列基準(續)

鑒於此等情況,本公司董事已審慎考慮本集團日後之流動資金狀況及表現以評估本集團有否充足財務資源持續經營。經計及本集團的現金流量預測,包括:

- 實施多種策略改善現金流量狀況,如管理應收貸款組合及各項投資;
- 作出更大努力收回貿易應收賬款,以改善應收賬週轉期;及
- 積極及定期檢討資本結構及於適當情況下藉發行債券或新股尋求額外資本來源。

本公司董事認為,本集團擁有充足營運資金履行自報告期末起至少未來十二個月到期財務責任,因此按持續經營基準編製綜合財務報表。

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs")

In the current year, the Group has applied the following new and revised HKFRSs, which include HKFRSs, Hong Kong Accounting Standards ("HKAS(s)") and Interpretations ("Int(s)"), issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA").

HKFRS 9	Financial Instruments
HKFRS 15	Revenue from Contracts with Customers and related Amendments
Amendments to HKFRS 2	Classification and Measurement of Share-based Payment Transactions
Amendments to HKFRS 4	Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts
Amendments to HKAS 28	As part of Annual Improvements to HKFRSs 2014 – 2016 Cycle
Amendments to HKAS 40	Transfer of Investment Property
HK(IFRIC)-Int 22	Foreign Currency Transactions and Advance Consideration

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

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)

於本年度,本集團已採用下列由香港會計師公會(「香港會計師公會」)頒佈的新訂及經修訂香港財務報告準則,包括香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋(「詮釋」)。

香港財務報告準則第9號	金融工具
香港財務報告準則第15號	客戶合約收入及相關修訂
香港財務報告準則第2號之修訂	以股份為基礎的付款交易之分類及計量
香港財務報告準則第4號之修訂	應用香港財務報告準則第9號金融工具時一併應用香港財務報告準則第4號保險合約
香港會計準則第28號之修訂	作為香港財務報告準則二零一四年至二零一六年週期的年度改進之一部分
香港會計準則第40號之修訂	轉讓投資物業
香港(國際財務報告詮釋委員會)－詮釋第22號	外幣交易及預付代價

除下文所述者外,於本年度應用其他新訂及經修訂香港財務報告準則將不會對本集團當前及過往年度的財務表現及狀況及/或此等綜合財務報表所載披露造成重大影響。

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

HKFRS 15 Revenue from Contracts with Customers

HKFRS 15 superseded HKAS 11 Construction Contracts, HKAS 18 Revenue and related interpretations and it applies to all revenue arising from contracts with customers, unless those contracts are in the scope of other standards. The new standard established a five-step model for determining whether, how much and when revenue is recognised. The Group has elected to adopt the modified retrospective approach for contracts with customers that are not completed as at the date of initial application (i.e. 1 January 2018) with the cumulative effect of initially applying HKFRS 15 as an adjustment to the opening balance of retained earnings and comparative information is not restated. Accordingly, certain comparative information may not be comparable as comparative information was prepared under HKAS 18 Revenue and the related interpretations.

The Group's accounting policies for its revenue streams are disclosed in detail in Note 3 below.

The impact of transition to HKFRS 15 was insignificant on the retained earnings at 1 January 2018.

The adoption of HKFRS 15 did not have material impact on the consolidated statement of profit or loss and other comprehensive income for the current year and the consolidated statement of financial position at 31 December 2018, by comparing the amounts reported under HKAS 18 and related interpretations that were in effect before the change. The adoption of HKFRS 15 did not have material impact on the Group's operating, investing and financing cash flows.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

香港財務報告準則第15號客戶合約收入

香港財務報告準則第15號取代香港會計準則第11號建築合約、香港會計準則第18號收入及相關詮釋,且適用於所有產生自客戶合約之收入,除非該等合約乃屬其他準則之範疇則作別論。此新準則建立五步模型,用以釐定是否收益及確認收益之金額及時間。本集團已選擇就於首次應用日期(即二零一八年一月一日)尚未完成之客戶合約採納經修訂追溯法,首次應用香港財務報告準則第15號之累計影響則作為對保留盈利之期初結餘的調整,並無重列比較資料。因此,若干比較資料可能無法比較,因為比較資料是根據香港會計準則第18號收入及相關詮釋編製。

有關本集團收入來源之會計政策詳情於下文附註3內披露。

過渡至香港財務報告準則第15號對二零一八年一月一日之保留盈利之影響並不重大。

採納香港財務報告準則第15號對本年度的綜合損益及其他全面收益表及二零一八年十二月三十一日的綜合財務狀況表並無重大影響,方法是比較根據香港會計準則第18號及於變更前生效之相關詮釋所呈報的金額。採納香港財務報告準則第15號對本集團的營運、投資及融資現金流量並無重大影響。

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

HKFRS 9 Financial instruments

HKFRS 9 replaces the provisions of HKAS 39 that relate to the recognition, classification and measurement of financial assets and financial liabilities, derecognition of financial instruments, impairment of financial assets and hedge accounting. The Group has applied HKFRS 9 retrospectively to financial instruments that have not been derecognised at the date of initial application (i.e. 1 January 2018) in accordance with the transition provisions under HKFRS 9, and chosen not to restate comparative information. Differences in the carrying amounts of financial assets and financial liabilities on initial application are recognised in retained earnings and other components of equity as at 1 January 2018.

The Group's accounting policies for the classification and measurement of financial instruments and the impairment of financial assets are disclosed in detail in Note 3 below.

(i) Classification and measurement of financial instruments

The directors of the Company reviewed and assessed the Group's existing financial assets and liabilities as at 1 January 2018 based on the facts and circumstances that existed at that date and concluded that the initial application of HKFRS 9 has had the following impact on the Group's financial assets and liabilities as regards their classification and measurement:

Unlisted equity investments previously classified as available-for-sale investments carried at cost less impairment:

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

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處理之條文。根據香港財務報告準則第9號之過渡條文,本集團對在首次應用日期(即二零一八年一月一日)並無終止確認之金融工具追溯採納香港財務報告準則第9號,並選擇不重列比較數字。金融資產及金融負債於首次應用時之賬面值差額於二零一八年一月一日之保留盈利及權益之其他組成部分中確認。

有關本集團金融工具分類及計量以及金融資產減值之會計政策詳情於下文附註3內披露。

(i) 金融工具分類及計量

本公司董事根據二零一八年一月一日存在的事實及情況檢討及評估本集團於該日之現有金融資產及負債,並認為就其分類及計量而言首次應用香港財務報告準則第9號對本集團之財務資產及負債具有以下影響:

過往分類為按成本減減值列賬的可供出售投資的非上市股本投資:

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

HKFRS 9 Financial instruments (Continued)

(i) Classification and measurement of financial instruments (Continued)

The Group had elected to present in other comprehensive income for the fair value changes in respect of certain of the Group's unlisted equity instruments amounting to approximately RMB364,558,000 as they are held for medium or long-term strategic purpose, and reclassified them to financial assets at fair value through other comprehensive income ("FVTOCI") upon initial application of HKFRS 9. The Group measures them at fair value at the end of subsequent reporting periods with fair value gains or losses to be recognised as other comprehensive income and accumulated in the investment revaluation reserve, which will not be reclassified to profit or loss when they are derecognised. On initial application of HKFRS 9, an amount of approximately RMB100,832,000 representing the difference between the previous carrying amount and the fair value was adjusted to investments revaluation reserve at 1 January 2018.

For the remaining available-for-sale unlisted equity investments carried at cost less impairment amounting to approximately RMB64,953,000, the Group has not elected the option for designation at FVTOCI and reclassified them to financial assets at fair value through profit or loss ("FVTPL"). The Group measures them at fair value at the end of subsequent reporting periods with fair value gains or losses to be recognised in profit or loss. Accordingly, the difference between the previous carrying amount and the fair value relating to these investments amounting to approximately RMB302,641,000 was adjusted to retained profits as at 1 January 2018 upon initial application of HKFRS 9.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

香港財務報告準則第9號金融工具(續)

(i) 金融工具分類及計量(續)

本集團已選擇就本集團若干非上市權益工具約人民幣364,558,000元於其他全面收益中呈列為公平值變動,原因為其乃持有作中長期策略目的,並於首次應用香港財務報告準則第9號後重新分類為按公平值計入其他全面收益(「按公平值計入其他全面收益」)之金融資產。本集團於其後報告期末按公平值計量該等投資,並將公平值收益或虧損確認為其他全面收益及於投資重估儲備累計,其於終止確認時不會重新分類至損益。於首次應用香港財務報告準則第9號時,約人民幣100,832,000元指過往賬面值與公平值的差額,並於二零一八年一月一日調整至投資重估儲備。

就餘下按成本減減值列賬的可供出售非上市股本投資約人民幣64,953,000元而言,本集團並無選擇指定為按公平值計入其他全面收益的選擇權,並將其重新分類為按公平值計入損益(「按公平值計入損益」)之金融資產。本集團於其後報告期末按公平值計量該等投資,並將公平值收益或虧損於損益確認。因此,於初次應用國際財務報告準則第9號後,該等投資的過往賬面值與公平值之差額約人民幣302,641,000元被調整至於二零一八年一月一日之保留溢利。

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

HKFRS 9 Financial instruments (Continued)

(ii) Loss allowance for expected credit losses ("ECL")

The adoption of HKFRS 9 has changed the Group's accounting for impairment losses for financial assets by replacing HKAS 39's incurred loss model with a forward-looking ECL model. As at 1 January 2018, the directors of the Company reviewed and assessed the Group's existing financial assets subject to ECL for impairment using reasonable and supportable information that is available without undue cost or effort in accordance with the requirement HKFRS 9.

As at 1 January 2018, an additional allowance on the Group's loan receivables and trade receivables of approximately RMB14,198,000 and RMB6,342,000, respectively, have been recognised, thereby reducing the opening retained earnings of approximately RMB15,679,000, net of their related deferred tax impact of approximately RMB4,861,000.

The table below summarises the original measurement categories under HKAS 39 and the new measurement categories under HKFRS 9 for the Group's financial assets and reconciles the carrying amounts of these financial assets under HKAS 39 to the carrying amounts under HKFRS 9 on 1 January 2018.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

香港財務報告準則第9號金融工具(續)

(ii) 預期信貸虧損(「預期信貸虧損」)虧損撥備

採納香港財務報告準則第9號透過以前瞻性預期信貸虧損模式取代香港會計準則第39號之已產生虧損模式而改變本集團有關財務資產減值虧損之會計處理。於二零一八年一月一日,本公司董事根據香港財務報告準則第9號之規定,使用無需付出不必要成本或努力而可獲得之合理且有理據之資料,審閱及評估本集團須進行預期信貸虧損之現有金融資產是否存在減值。

於二零一八年一月一日,本集團的應收貸款及貿易應收款已分別確認額外撥備約人民幣14,198,000元及人民幣6,342,000元,因此減少年初保留盈利約人民幣15,679,000元(扣除其相關遞延稅項影響約人民幣4,861,000元)。

下表概述本集團金融資產於香港會計準則第39號項下的原有計量類別及於香港財務報告準則第9號項下的新計量類別,並根據香港會計準則第39號將該等金融資產的賬面值與二零一八年一月一日根據香港財務報告準則第9號的賬面值進行對賬。

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

HKFRS 9 Financial instruments (Continued)

香港財務報告準則第9號金融工具(續)

(iii) Summary of effects arising from initial application of HKFRS 9

(iii) 首次應用香港財務報告準則第9號所產生影響的概要

		Carrying amount at 31 December 2017 (HKAS 39) 於二零一七年十二月三十一日之賬面值(香港會計準則第39號) RMB'000 人民幣千元	Adoption of HKFRS 9 – Reclassification 採納香港財務報告準則第9號－重新分類 RMB'000 人民幣千元	Adoption of HKFRS 9 – Remeasurement 採納香港財務報告準則第9號－重新計量 RMB'000 人民幣千元	Carrying amount at 1 January 2018 (HKFRS 9) 於二零一八年一月一日之賬面值(香港財務報告準則第9號) RMB'000 人民幣千元
Financial Assets	**金融資產**				
Loan and receivable	**貸款及應收款**				
– Loan receivables	－應收貸款	3,453,454	–	(14,198)	3,439,256
– Trade receivables	－貿易應收款項	417,369	–	(6,342)	411,027
Available-for-sale ("AFS") investments	**可供出售(「可供出售」)投資**				
– Unlisted equity securities	－非上市股本證券	429,511	(429,511)	–	–
Financial assets at FVTPL	**按公平值計入損益之金融資產**				
– Unlisted equity securities	－非上市股本證券	–	64,953	302,641	367,594
Financial assets at FVTOCI	**按公平值計入其他全面收益之金融資產**				
– Unlisted equity securities	－非上市股本證券	–	364,558	100,832	465,390

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

HKFRS 9 Financial instruments (Continued)

(iii) Summary of effects arising from initial application of HKFRS 9 (Continued)

The table below summarises the impact of transition to HKFRS 9 on retained profits and other components of equity at 1 January 2018.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

香港財務報告準則第9號金融工具(續)

(iii) 首次應用香港財務報告準則第9號所產生影響的概要(續)

下表概述過渡至香港財務報告準則第9號對二零一八年一月一日之保留溢利及其他權益部分的影響。

		Investment revaluation reserve 投資重估儲備 RMB'000 人民幣千元	Retained profits 保留溢利 RMB'000 人民幣千元
Balance at 31 December 2017 as originally stated	**於二零一七年十二月三十一日之初始呈列結餘**	–	1,677,297
Recognition of the difference between the previous carrying amount and the fair value of the financial assets now measured	確認按下列各項列賬之金融資產之先前賬面值與公平值差額		
– at FVTPL	–按公平值計入損益	–	302,641
– at FVTOCI	–按公平值計入其他全面收益	100,832	–
Recognition of additional expected credit losses	確認額外預期信貸虧損	–	(15,679)
Total changes as a result of adoption of HKFRS 9 on 1 January 2018	於二零一八年一月一日採納香港財務報告準則第9號引起的總變動	100,832	286,962
Balance at 1 January 2018 as restated	**於二零一八年一月一日之經重列結餘**	100,832	1,964,259

There were no financial assets or financial liabilities which the Group had previously designated as at FVTPL under HKAS 39 that were subject to reclassification or which the Group has elected to reclassify upon the application of HKFRS 9.

概無本集團先前根據香港會計準則第39號指定為按公平值計入損益且或會進行重新分類或本集團選擇於應用香港財務報告準則第9號後進行重新分類的金融資產或金融負債。

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

New and revised HKFRSs issued but not yet effective

The Group has not early applied the following new and revised HKFRSs that have been issued but are not yet effective:

HKFRS 16	Leases[1]
HKFRS 17	Insurance Contracts[3]
Amendments to HKFRS 3	Definition of a Business[2]
HK(IFRIC)-Int 23	Uncertainty over Income Tax Treatments[1]
Amendments to HKFRS 9	Prepayment Features with Negative Compensation[1]
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture[4]
Amendments to HKAS 1 and HKAS 8	Definition of Material[5]
Amendments to HKAS 19	Plan Amendment, Curtailment or Settlement[1]
Amendments to HKAS 28	Long-term Interests in Associates and Joint Ventures[1]
Amendments to HKFRSs	Annual Improvements to HKFRSs 2015 – 2017 Cycle[1]

1 Effective for annual periods beginning on or after 1 January 2019.
2 Effective for business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after 1 January 2020 and to asset acquisitions that occur on or after the beginning of that period.
3 Effective for annual periods beginning on or after 1 January 2021.
4 Effective for annual periods beginning on or after a date to be determined.
5 Effective for annual period, beginning on or after 1 January 2020.

The directors of the Company anticipate that, except as described below, the application of other new and revised HKFRSs will have no material impact on the results and the financial position of the Group.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

已頒佈但尚未生效的新訂及經修訂香港財務報告準則

本集團並無提早應用下列已頒佈但尚未生效的新訂及經修訂香港財務報告準則:

香港財務報告準則第16號	租賃[1]
香港財務報告準則第17號	保險合約[3]
香港財務報告準則第3號之修訂	業務的定義[2]
香港(國際財務報告詮釋委員會)－詮釋第23號	所得稅處理之不確定性[1]
香港財務報告準則第9號之修訂	提早還款特性及負補償[1]
香港財務報告準則第10號及香港會計準則第28號之修訂	投資者與其聯營公司或合營企業之間的資產銷售或投入[4]
香港會計準則第1號及香港會計準則第8號之修訂	重要性的定義[5]
香港會計準則第19號之修訂	計劃修訂、削減或結算[1]
香港會計準則第28號之修訂	於聯營公司及合營公司之長期權益[1]
香港財務報告準則之修訂	香港財務報告準則二零一五年至二零一七年週期的年度改進[1]

1 於二零一九年一月一日或之後開始之年度期間生效。
2 於收購日期在二零二零年一月一日或之後開始的首個年度報告期間起始日或之後的業務合併生效,亦生效於發生於該期間起始日或之後的資產收購。
3 於二零二一年一月一日或之後開始之年度期間生效。
4 於待定日期或之後開始之年度期間生效。
5 於二零二零年一月一日或之後開始之年度期間生效。

本公司董事預期,除下文所述者外,應用其他新訂及經修訂香港財務報告準則將不會對本集團之業績及財務狀況造成重大影響。

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

HKFRS 16 Leases

HKFRS 16 provides a comprehensive model for the identification of lease arrangements and their treatment in the financial statements of both lessors and lessees.

In respect of the lessee accounting, the standard introduces a single lessee accounting model, requiring lessees to recognise assets and liabilities for all leases with the lease term of more than 12 months, unless the underlying asset has a low value.

At the commencement date of the lease, the lessee is required to recognise a right-of-use asset at cost, which consists of the amount of the initial measurement of the lease liability, plus any lease payments made to the lessor at or before the commencement date less any lease incentives received, the initial estimate of restoration costs and any initial direct costs incurred by the lessee. A lease liability is initially recognised at the present value of the lease payments that are not paid at that date.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

香港財務報告準則第16號租賃

香港財務報告準則第16號訂明識別租賃安排以及其於出租人及承租人財務報表之處理方式。

就承租人會計處理方法而言,該準則訂明單一承租人會計模式,規定承租人須確認所有租賃期限為12個月以上之資產及負債,低價值相關資產則除外。

承租人須於租賃開始時按成本確認使用權資產,包括租賃負債之初始計量金額,加開始日期或之前向出租人作出之任何租賃付款,減任何已收租賃優惠以及承租人產生之初步估計修復成本及任何其他初始直接成本。租賃負債乃按租賃付款(非當日支付)之現值初步確認。

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

HKFRS 16 Leases (Continued)

Subsequently, the right-of-use asset is measured at cost less any accumulated depreciation and any accumulated impairment losses, and adjusted for any remeasurement of the lease liability. Lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payment made, and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments. Depreciation and impairment expenses, if any, on the right-of-use asset will be charged to profit or loss following the requirements of HKAS 16 *Property, Plant and Equipment*, while interest accrual on lease liability will be charged to profit or loss.

In respect of the lessor accounting, HKFRS 16 substantially carries forward the lessor accounting requirements in HKAS 17 *Leases*. Accordingly, a lessor continues to classify its leases as operating leases or finance leases, and to account for those two types of leases differently.

HKFRS 16 will supersede the current lease standards including HKAS 17 *Leases* and the related Interpretations when it becomes effective.

As at 31 December 2018, the Group has non-cancellable operating lease commitments of approximately RMB65,299,000 as disclosed in note 43. A preliminary assessment indicates that these arrangements will meet the definition of a lease under HKFRS 16, and hence the Group will recognise a right-of-use asset and a corresponding liability in respect of all these leases unless they qualify for low value or short-term leases upon the application of HKFRS 16. In addition, the application of new requirements may result changes in the measurement, presentation and disclosure as indicated above. The directors of the Company are in the process to determine the amounts of right-of-use assets and lease liabilities to be recognised in the consolidated statement of financial position, after taking into account all practical expedients and recognition exemption under HKFRS 16. The directors of the Company expect that the adoption of HKFRS 16 will not have material impact on the Group's result but certain portion of these lease commitments will be required to be recognised in the consolidated statement of financial position as right-of-use assets and lease liabilities.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

香港財務報告準則第16號租賃(續)

其後,使用權資產乃按成本減任何累計折舊及任何累計減值虧損計量,並就租賃負債任何重新計量而作出調整。租賃負債其後進行計量,採用增加賬面值以反映租賃負債之權益、減少賬面值以反映已作出之租賃付款及重新計量賬面值以反映任何重估或租賃修訂或反映已修訂實質固定之租賃付款。折舊及減值開支(如有)其後將按照香港會計準則第16號*物業、廠房及設備*之規定於損益扣除,而租賃負債之利息應計費用將會計入損益。

就出租人會計處理方法而言,香港財務報告準則第16號大體上保留香港會計準則第17號*租賃*中對出租人會計處理方法之規定。因此,出租人繼續將其租賃分類為經營租賃或融資租賃,並且對兩類租賃進行不同之會計處理。

香港財務報告準則第16號將在生效時取代現有租賃準則,包括香港會計準則第17號租賃及相關詮釋。

於二零一八年十二月三十一日,誠如附註43所披露,本集團於不可撤銷經營租賃項下的承擔約為人民幣65,299,000元。經初步評估顯示,此等安排將符合香港財務報告準則第16號對租賃之界定,因此本集團將於應用香港財務報告準則第16號後,就所有此等租賃確認使用權資產及相應負債,惟有關租賃符合低值或短期租賃則另作別論。此外,應用新規定或會導致上述計量、呈列及披露發生變化。經考慮所有實際權宜情況及香港財務報告準則第16號項下之確認例外情況後,本公司董事正釐定將於綜合財務狀況表確認之使用權資產及租賃負債金額。本公司董事預期採納香港財務報告準則第16號將不會對本集團的業績造成重大影響,惟該等租賃安排有若干部分將須在綜合財務狀況表確認為使用權資產及租賃負債。

3. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the GEM of the Stock Exchange of Hong Kong Limited (the "GEM Listing Rules") and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments and investment property that are measured at fair values, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants in the principal (or most advantageous) market at the measurement date under current market conditions (i.e. an exit price) regardless of whether that price is directly observable or estimated using another valuation technique. Details of fair value measurement are explained in the accounting policies set out below.

The principal accounting policies are set out below.

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities (including structured entities) controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

3. 重大會計政策

綜合財務報表乃根據香港會計師公會頒佈之香港財務報告準則編製。此外，綜合財務報表包括香港聯合交易所有限公司GEM證券上市規則（「GEM上市規則」）及香港公司條例所規定的適用披露。

綜合財務報表乃按歷史成本法編製，惟如以下會計政策所解釋，若干金融工具及投資物業乃按公平值計量則除外。歷史成本一般基於就交換貨品及服務所給出之代價之公平值。

公平值是於計量日期在現時市況下市場參與者間在一個主要（或最有利）市場進行有秩序交易出售資產所收取或轉讓負債須支付之價格（即平倉價格），而不論該價格為可直接觀察取得或可使用其他估值方法估計。有關公平值計量之細節乃於下文所載會計政策內闡述。

主要會計政策載於下文。

綜合基準

綜合財務報表包含本公司及受本公司及其附屬公司控制之實體（包括結構實體）之財務報表。當本公司符合以下情況，即取得控制權：

- 有權控制被投資方；
- 因其參與被投資方業務而獲得或有權獲得可變回報；及
- 有能力以其權力影響其回報。

倘有事實及情況顯示上列三項控制權條件之其中一項或多項有變，本集團會重新評估其是否控制被投資方。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

3. 重大會計政策(續)

Basis of consolidation (Continued)

When the Group has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Group considers all relevant facts and circumstances in assessing whether or not the Group's voting rights in an investee are sufficient to give it power, including:

- the size of the Group's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Group, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Group has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

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

綜合基準(續)

倘本集團於被投資方之投票權未能佔大多數,則當投票權足以賦予本集團實際能力單方面指揮被投資方之相關活動時即對被投資方擁有權力。本集團在評估本集團於被投資方之投票權是否足以賦予其權力時考慮所有相關事實及情況,包括:

- 相較其他投票權持有人所持投票權之數量及分散情況,本集團持有投票權之數量;
- 本集團、其他投票權持有人或其他人士持有之潛在投票權;
- 其他合約安排產生之權利;及
- 表明於需要作出決定時,本集團目前能夠或不能指示相關活動之任何其他事實及情況(包括於之前股東會議上之投票方式)。

附屬公司於本集團取得該附屬公司的控制權時綜合入賬,並於本集團喪失對該附屬公司的控制權時終止綜合入賬。具體而言,自本集團取得控制權當日起直至本集團不再控制附屬公司當日,於年內收購或出售的附屬公司收支均計入綜合損益及其他全面收益表。

損益及其他全面收入各組成部分歸屬至本公司擁有人及非控股權益。附屬公司的全面收入總額歸屬至本公司擁有人及非控股權益,即使此舉會導致非控股權益出現虧絀結餘。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Basis of consolidation (Continued)

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with those used by other members of the Group.

All intra-group transactions, balances, income and expenses are eliminated on consolidation.

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein.

Change in the Group's ownership interests in existing subsidiaries

Changes in the Group's ownership interests in existing subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of subsidiaries, it (i) derecognises the assets (including any goodwill) and liabilities of the subsidiaries at their carrying amounts at the date when control is lost, (ii) derecognises the carrying amount of any non-controlling interests in the former subsidiaries at the date when control is lost (including any components of other comprehensive income attributable to them), and (iii) recognises the aggregate of the fair value of the consideration received and the fair value of any retained interest, with any resulting difference being recognise as a gain or loss in profit or loss attributable to the Group. The fair value of any investment retained in the former subsidiaries at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKFRS 9 *Financial Instruments* (on or after 1 January 2018) or HKAS 39 *Financial Instruments: Recognition and Measurement* or, when applicable, the cost on initial recognition of an investment in associates or joint ventures.

3. 重大會計政策(續)

綜合基準(續)

倘有需要,會對附屬公司的財務報表作出調整,以使其會計政策與本集團其他成員公司所應用的會計政策一致。

所有集團內公司間的交易、結餘、收入及開支於綜合入賬時對銷。

於附屬公司之非控股權益與本集團於該等附屬公司的權益分開呈列。

本集團於現有附屬公司的擁有權權益的變動

並無導致本集團對附屬公司失去控制權的本集團於現有附屬公司的擁有權權益變動乃按股本交易入賬。本集團之權益及非控股權益之賬面值予以調整以反映彼等於附屬公司之有關權益變動。非控股權益之經調整金額與已付或已收代價之公平值之任何差額直接於權益中確認並歸屬於本公司擁有人。

倘本集團失去附屬公司控制權,其(i)於失去控制權當日按其賬面值取消確認該附屬公司之資產(包括任何商譽)及負債;(ii)於失去控制權當日取消確認前附屬公司之任何非控股權益之賬面值(包括其應佔之其他全面收入之任何部分);及(iii)確認所收代價之公平值及任何保留權益之公平值之總和,連同本集團應佔於損益中確認為收益或虧損之任何由此產生之差額。於失去控制權當日在前附屬公司保留之任何投資之公平值,根據香港財務報告準則第9號*金融工具*(於二零一八年一月一日或之後)或香港會計準則第39號*金融工具:確認及計量*,在其後入賬時被列作首次確認之公平值,或(如適用)首次確認於聯營公司或合營企業之投資之成本。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

3. 重大會計政策(續)

Business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that:

- deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 *Income Taxes* and HKAS 19 *Employee Benefits* respectively;
- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with HKFRS 2 *Share-based Payment* at the acquisition date (see the accounting policy below); and
- assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 Non-current assets Held for Sale and Discontinued Operations are measured in accordance with that standard.

業務合併

收購業務採用收購法入賬。業務合併所轉撥之代價按公平值計量，而計算方法為本集團所轉讓之資產、本集團向被收購方原股東產生之負債及本集團於交換被收購方之控制權發行之股本權益於收購日期之公平值之總額。有關收購之成本通常於產生時於損益中確認。

於收購日期，所收購可識別資產及所承擔負債按其公平值確認，惟下列各項除外：

- 遞延稅項資產或負債以及與僱員福利安排有關之資產或負債分別根據香港會計準則第12號*所得稅*及香港會計準則第19號*僱員福利*確認及計量；
- 於收購日期，被收購方以股份為基礎的付款安排或本集團以股份為基礎的付款安排替代被收購方以股份為基礎的付款安排之負債或股權工具，應根據香港財務報告準則第2號*以股份為基礎之付款*計量（見下文會計政策）；及
- 根據香港財務報告準則第5號持作出售之非流動資產及已終止經營業務分類為持作出售之資產（或出售組合）根據該準則計量。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Business combinations (Continued)

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after re-assessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at their fair value or, when applicable, on the basis specified in another HKFRSs.

When the consideration transferred by the Group in a business combination includes assets or liabilities resulting from a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with the corresponding adjustments made against goodwill. Measurement period adjustments are adjustments that arise from additional information obtained during the "measurement period" (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

3. 重大會計政策(續)

業務合併(續)

商譽是以所轉撥之代價、非控股權益於被收購方中所佔金額及收購方以往持有被收購方權益之公平值(如有)之總和,減所收購之可識別資產及所承擔之負債於收購日期之淨值後,所超出之差額計值。倘經過重估後,所收購之可識別資產與所承擔負債於收購日期之淨額高於轉撥之代價、非控股權益於被收購方中所佔金額及收購方以往持有被收購方權益之公平值(如有)之總和,則差額即時於損益內確認為議價收購收益。

屬現時擁有之權益且於清盤時讓持有人有權按比例分佔實體淨資產之非控股權益,可初步按公平值或非控股權益應佔被收購方可識別資產淨值的已確認金額比例計量。計量基準視乎每項交易而作出選擇。其他種類的非控股權益乃按其公平值或(如適用)其他香港財務報告準則指定之基準計量。

倘本集團於業務合併中轉讓的代價包括或然代價安排產生的資產或負債,或然代價按其收購日期公平值計量並視為於業務合併中所轉撥代價的一部分。或然代價的公平值變動如適用計量期間調整則追溯調整,並根據商譽作出相應調整。計量期間調整為於「計量期間」就於收購日期存在的事實及情況獲得的其他資料產生的調整。計量期間自收購日期起計,不超過一年。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Business combinations (Continued)

The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured to fair value at each reporting dates, and changes in fair value are recognised in profit or loss.

Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business (see the accounting policy above) less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash generating unit (the "CGU") (or groups of CGU) that is expected to benefit from the synergies of the combination.

A CGU to which goodwill has been allocated is tested for impairment annually or more frequently when there is indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the CGU to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount of the CGU is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit on a pro-rata basis based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant CGU, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal.

The Group's policy for goodwill relating to an associate or a joint venture that included in the carrying amount of the investment is set out in "investments in associates and joint ventures" below.

3. 重大會計政策(續)

業務合併(續)

或然代價的公平值變動的隨後入賬如不適用計量期間調整,則取決於或然代價如何分類。分類為權益的或然代價並無於隨後申報日期重新計量,而其隨後結算於權益內入賬。分類為資產或負債的或然代價於各申報日期重新計量為公平值,而公平值變動於損益中確認。

商譽

收購業務所產生的商譽乃按業務收購日期確定的成本(見上述會計政策)減去累計減值虧損(如有)列賬。

就減值測試而言,商譽乃分配至預期可從合併之協同作用獲益的本集團各個現金產生單位(「現金產生單位」)(或各組現金產生單位)。

獲分配商譽的現金產生單位會每年作減值測試,並於有跡象顯示有關單位可能減值時進行更頻繁測試。就於某一報告期間進行之收購所產生之商譽而言,獲分配商譽之現金產生單位於該報告期末之前作減值測試。倘現金產生單位的可收回金額低於其賬面值,則首先分配減值虧損以減少分配予該單位的任何商譽的賬面值,然後按比例根據有關單位內各資產的賬面值分配至其他資產。商譽的任何減值虧損直接於損益中確認。商譽之已確認減值虧損不會於其後期間撥回。

於出售有關現金產生單位時,在釐定出售的溢利或虧損時將計入應佔的商譽款額。

本集團就有關聯營公司及合營企業的商譽計入投資賬面值的政策載於下文「於聯營公司及合營企業的投資」。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments in associates and joint ventures

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The results and assets and liabilities of associates and joint ventures are incorporated in these consolidated financial statements using the equity method of accounting. The financial statements of associates and joint ventures used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. Under the equity method, an investment in an associate or a joint venture is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate or joint venture. When the Group's share of losses of an associate or joint venture exceeds the Group's interest in that associate or joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate or joint venture), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture.

3. 重大會計政策(續)

於聯營公司及合營企業之投資

聯營公司為本集團擁有重大影響力之實體。重大影響力乃有權參與被投資公司之財務及經營政策決定而非控制或共同控制該等政策。

合營企業指一項聯合安排,對安排擁有共同控制權之訂約方據此對聯合安排之資產淨值擁有權利。共同控制是指按照合約約定對某項安排所共有的控制,共同控制僅在當相關活動要求共同享有控制權之各方作出一致同意之決定時存在。

聯營公司及合營企業之業績、資產及負債乃按權益會計法計入該等綜合財務報表。用於權益會計法之聯營公司及合營企業財務報表就於類似情況下之相似交易及事件乃採用與本集團一致之會計政策編製。根據權益法,於聯營公司或合營企業之投資按成本於綜合財務狀況表列賬,並於其後就確認本集團分佔該聯營公司或合營企業之損益及其他全面收入而作出調整。倘本集團分佔聯營公司或合營企業之虧損超出其於該聯營公司或合營企業之權益(包括實質上構成本集團於聯營公司或合營企業之投資淨額一部分之任何長期權益),則本集團不再確認其分佔之進一步虧損。只有當本集團產生法定或推定責任或代表該聯營公司或合營企業付款之情況下,方會確認額外虧損。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments in associates and joint ventures (Continued)

An investment in an associate or a joint venture is accounted for using the equity method from the date on which the investee becomes an associate or a joint venture. On acquisition of the investment in an associate or a joint venture, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

After application of the equity method, including recognising the associate's or joint venture's losses (if any), the Group determines whether it is necessary to recognise any additional impairment loss with respect to its investment in the associate or joint venture. Goodwill that forms part of the carrying amount of an investment in an associate or a joint venture is not separately recognised. The entire carrying amount of the investment (including goodwill) is tested for impairment as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment in the associate or joint venture. Any reversal of that impairment loss is recognised to the extent that the recoverable amount of the investment subsequently increases.

3. 重大會計政策(續)

於聯營公司及合營企業之投資(續)

於聯營公司或合營企業之投資乃自被投資方成為聯營公司或合營企業當日起按權益法入賬。收購於聯營公司或合營企業之投資時，投資成本超出本集團應佔該被投資方之可識別資產及負債之公平值淨額之任何數額確認為商譽，並計入該投資之賬面值。本集團應佔可識別資產及負債之公平值淨額超出投資成本之任何數額於重新評估後即時在取得投資的期間於損益內確認。

於應用權益法後，包括確認聯營公司或合營企業之虧損(如有)，本集團釐定是否需要就其於聯營公司或合營企業之投資確認任何額外減值虧損。構成於一間聯營公司或合營企業之投資之賬面值之一部分之商譽不單獨確認，投資(包括商譽)之全部賬面值乃作為單一資產進行減值測試，方法為比較其可收回金額(即使用價值與公平值減出售成本之較高者)與其賬面值。任何減值虧損構成於聯營公司或合營企業投資賬面值之一部分。減值虧損之任何撥回乃於投資之可收回金額其後增加之情況下確認。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments in associates and joint ventures (Continued)

When the investment ceases to be an associate or a joint venture upon the Group losing significant influence over the associate or joint control over the joint venture, the Group discontinues to apply equity method and any retained interest is measured at fair value at that date which is regarded as its fair value on initial recognition as a financial asset in accordance with the applicable standard. Any difference between the fair value of any retained interest and any proceeds from disposing of a part interest in the associate or joint venture and the carrying amount of the investment at the date the equity method was discontinued is recognised in profit or loss. Any amount previously recognised in other comprehensive income in relation to that investment is reclassified to profit or loss or retained earnings on the same basis as it would have been required if the investee had directly disposed of the related assets or liabilities.

When the Group's ownership interest in an associate or a joint venture is reduced, but the Group continues to apply the equity method, the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest is reclassified to profit or loss if that gain or loss would be required to be reclassified to profit or loss on the disposal of the related assets or liabilities.

When a group entity transacts with an associate or a joint venture of the Group (such as a sale or contribution of assets), profits and losses resulting from the transactions with the associate or joint venture are recognised in the Group's consolidated financial statements only to the extent of interests in the associate or joint venture that are not related to the Group.

3. 重大會計政策(續)

於聯營公司及合營企業之投資(續)

當投資於本集團失去對聯營公司之重大影響力或對合營企業之共同控制權而不再為聯營公司或合營企業時,本集團會終止應用權益法,而任何保留權益乃按於根據適用準則初步確認為一項金融資產時視作其公平值之日期之公平值計量。任何保留權益之公平值與出售於聯營公司或合營企業之部分權益之任何所得款項之間的任何差額及於終止權益日期之投資賬面值乃於損益內確認。倘被投資公司已直接出售相關資產或負債,則先前於其他全面收入內確認之有關該投資之任何金額乃按原應要求之相同基準重新分類至損益或保留盈利。

當本集團於一間聯營公司或一間合營企業之擁有權權益被削減,而本集團繼續採用權益法時,倘收益或虧損於出售有關資產或負債時須重新分類至損益,則先前於其他全面收入中就擁有權權益之該減少已確認之收益或虧損按比例重新分類至損益。

當集團實體與其聯營公司或合營企業進行交易(例如出售或注入資產)時,與該聯營公司或合營企業進行交易所產生之損益於本集團之綜合財務報表確認,惟以與本集團無關之聯營公司或合營企業權益為限。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

3. 重大會計政策(續)

Plant and equipment

Plant and equipment are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and accumulated impairment losses, if any.

Depreciation is recognised so as to write off the cost of items of plant and equipment over their estimated useful lives and after taking into account of their estimated residual value, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal or retirement of an item of plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

廠房及設備

廠房及設備按成本減其後累計折舊及累計減值虧損(如有)於綜合財務狀況表內列賬。

折舊乃經計及廠房及設備項目的估計剩餘價值,於其估計可使用年期以直線法撇銷成本而確認。估計可使用年期、剩餘價值及折舊方法於各報告期末進行審閱,而任何估計變動之影響按相應基準入賬。

廠房及設備項目乃於出售後或預期持續使用該資產不會產生未來經濟利益時取消確認。於出售或廢棄廠房及設備項目時產生的任何收益或虧損乃釐定為該資產之出售所得款項與賬面值的差額,並於損益內確認。

Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are calculated using the first-in, first-out method. Net realisable value represents the estimated selling price for inventories less all costs necessary to make the sale.

存貨

存貨乃按成本與可變現淨值之較低者計算。存貨成本乃根據先進先出法釐定。可變現淨值指估計存貨銷售價減所有銷售所需成本。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investment property

Investment property is property held to earn rentals and/or for capital appreciation.

Investment property is initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment property is measured at their fair values. Gains or losses arising from changes in the fair value of investment property are included in profit or loss for the period in which they arise.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposals. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the profit or loss in the period in which the property is derecognised.

3. 重大會計政策(續)

投資物業

投資物業為持作賺取租金及／或作資本增值之物業。

投資物業初步按成本計算，包括任何直接應佔支出。於初步確認後，投資物業按其公平值計算。投資物業公平值變動產生之損益，已計入其產生期間之損益賬內。

於投資物業出售或永久停止使用或預計不會從出售該物業中獲得未來經濟收益時，投資物業會被取消確認。取消確認某項物業所產生之任何收益或虧損(按出售所得款項淨額與該資產之賬面值之差額計算)於物業被取消確認之期間計入損益賬內。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

3. 重大會計政策(續)

Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at costs less accumulated amortisation and any accumulated impairment losses, being their fair value at the date of the revaluation less subsequent accumulated amortisation and any accumulated impairment losses.

Amortisation for intangible assets with finite useful lives is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less any subsequent accumulated impairment losses (see the accounting policy in respect of impairment losses on tangible and intangible assets below).

單獨收購之無形資產

單獨收購而具有限可使用年期之無形資產，按成本減累計攤銷及任何累計減值虧損(以重估當日之公平值減其後減累計攤銷及任何累計減值虧損)列賬。

具有限可使用年期之無形資產攤銷於估計可使用年期內以直線法確認。於各報告期末檢討估計可使用年期及攤銷方法，估計任何變動之影響按未來適用基準入賬。單獨收購而具無限可使用年期之無形資產，按成本減任何其後累計減值虧損列賬(見如下有關有形及無形資產減值虧損之會計政策)。

Intangible assets acquired in a business combination

Intangible assets acquired in a business combination are recognised separately from goodwill and are initially recognised at their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets acquired in a business combination with finite useful lives are reported at costs less accumulated amortisation and any accumulated impairment losses, on the same basis as intangible assets that are acquired separately. Alternatively, intangible assets acquired in a business combination with indefinite useful lives are carried at cost less any subsequent accumulated impairment losses (see the accounting policy in respect of impairment losses on tangible and intangible assets below).

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains and losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

於業務合併中所收購的無形資產

於業務合併中所收購的無形資產與商譽分開確認，並於收購日期初步按其公平值(被視為其成本)確認。

於初步確認後，於業務合併中所收購的無形資產(具有有限使用年限)按獨立收購的無形資產之相同基準，以成本減累計攤銷及任何累計減值虧損呈報。同樣，於業務合併中所收購的無形資產(具有無限使用年限)按成本減任何後續累計減值虧損列賬(見下文有關有形及無形資產減值虧損之會計政策)。

於出售時或預期使用或出售不會帶來未來經濟效益時，方會終止確認無形資產。於終止確認無形資產時所產生之收益及虧損(以出售所得款項淨額與該資產之賬面值之差額計算)將計入終止確認資產期間之損益內。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment on tangible and intangible assets other than goodwill (see the accounting policy in respect of goodwill above)

At the end of the reporting period, the Group reviews the carrying amounts of its tangible and intangible assets with finite useful lives to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the CGU to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual CGU, or otherwise they are allocated to the smallest group of CGUs for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that they may be impaired.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

3. 重大會計政策(續)

有形及無形資產(商譽除外(有關商譽之會計政策見上文))之減值

在報告期末,本集團對其有形及無形(具有限使用年期)資產之賬面值作出評估,以釐定有否任何跡象顯示該等資產出現減值虧損。如果存在任何此類跡象,則會對資產的可收回金額作出估計,以確定減值虧損的程度(如有)。如果無法估計單個資產的可收回金額,本集團會估計該資產所屬的現金產生單位的可收回金額。如果可以識別一個合理和一致的分配基礎,總部資產也應分配至單個現金產生單位,若不能分配至單個現金產生單位,則應將總部資產按能識別的、合理且一致的基礎分配至最小的現金產生單位組合。

並無限定使用年期的無形資產以及尚未可使用的無形資產會至少每年進行減值測試,並會於有跡象顯示該等資產可能減值時進行減值測試。

可收回金額是指公平值減去出售成本後的餘額和使用價值兩者中的較高者。在評估使用價值時預計未來現金流量會採用稅前折現率折現為現值,該稅前折現率應反映對貨幣時間價值的當前市場評價及該資產特有的風險(未針對該風險調整估計未來現金流量)。

倘資產(或現金產生單位)之可回收金額經估計低於其賬面值,則資產(或現金產生單位)之賬面值會調低至其可收回金額。減值虧損乃即時於損益內確認。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment on tangible and intangible assets other than goodwill (see the accounting policy in respect of goodwill above) (Continued)

Where an impairment loss subsequently reverses, the carrying amount of the asset (or CGU) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or CGU) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

Cash and cash equivalents

Bank balances and cash in the consolidated statement of financial position comprise cash at banks and on hand and short-term deposits with a maturity of three months or less. For the purpose of the consolidated statement of cash flows, cash and cash equivalents consist of cash and short-term deposits as defined above.

Bank balance – trust account and funds payable and amounts due to customers

Bank balance – trust account and funds payable and amounts due to customers relate primarily to the online third party payments service segment and arise due to the time to clear transactions through external payment networks. When customers fund their account using their bank account, or withdraw money to their bank account, there is a clearing period before the cash is received or settled. Customer balances are held under online platform as direct claims against the online platform are reflected on the consolidated balance sheet as an asset under "bank balance-trust account" and "funds payable and amounts due to customers" as a liability at the same time.

3. 重大會計政策(續)

有形及無形資產(商譽除外(有關商譽之會計政策見上文))之減值(續)

倘若減值虧損其後撥回,則資產(或現金產生單位)之賬面值會上調至其經修訂估計可收回金額,但所上調之賬面值不得超出倘若資產(或現金產生單位)於以往年度並無確認減值虧損時原已釐定之賬面值。減值虧損撥回乃即時於損益內確認。

現金及現金等值項目

綜合財務狀況表中的銀行結餘及現金包括銀行及手頭現金及於三個月或以內到期之短期存款。就綜合現金流量表而言,現金及現金等值項目包括現金及上文所界定之短期存款。

銀行結餘－信託賬户及備用金應付款項及應付客户款項

銀行結餘－信託賬戶及備用金應付款項及應付客戶款項主要與網上第三方支付服務分類有關及因透過外界支付網絡審批交易之時間而產生。當客戶採用其銀行賬戶為其賬戶提供資金時或自其銀行賬戶取出款項時,於收取或結付現金之前有一個審批期。客戶結餘乃存於網上平台項下,原因為對網上平台之直接索償乃同時於綜合資產負債表上反映為「銀行結餘－信託賬戶」之資產及「備用金應付款項及應付客戶款」項下之負債。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument.

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

Under HKFRS 9 (applicable on or after 1 January 2018)

Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets. Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, FVTOCI, and FVTPL.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them.

3. 重大會計政策(續)

金融工具

當集團實體成為工具合約條文的訂約方時，金融資產及金融負債即確認。

金融資產及金融負債初步按公平值計量。收購或發行金融資產及金融負債(除按公平值計入損益的金融資產以外)直接應佔的交易成本於初步確認時加入或扣除自該項金融資產(視乎適用情況)的公平值。收購按公平值計入損益的金融資產直接應佔的交易成本即時於損益賬中確認。

根據國際財務報告準則第9號(適用於二零一八年一月一日或之後)

金融資產

所有常規的金融資產買賣按交易日確認及終止確認。常規買賣指要求在市場法規或慣例訂定的時間範圍內交付資產的金融資產買賣。

所有已確認金融資產其後全部按攤銷成本或公平值計量，視乎金融資產的分類而定。金融資產於初始確認時分類，其後按攤銷成本、按公平值計入其他全面收益及按公平值計入損益計量。

金融資產於初始確認時的分類取決於金融資產的合約現金流量特徵以及本集團管理金融資產的業務模式。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Under HKFRS 9 (applicable on or after 1 January 2018) (Continued)

Financial assets (Continued)

Financial assets at amortised cost (debt instruments)

The Group measures financial assets subsequently at amortised cost if both of the following conditions are met:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment.

Amortised cost and effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period.

For financial assets other than purchased or originated credit-impaired financial assets (i.e. assets that are credit-impaired on initial recognition), the effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) excluding expected credit losses, through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount of the debt instrument on initial recognition. For purchased or originated credit impaired financial assets, a credit-adjusted effective interest rate is calculated by discounting the estimated future cash flows, including expected credit losses, to the amortised cost of the debt instrument on initial recognition.

3. 重大會計政策(續)

金融工具(續)

根據國際財務報告準則第9號(適用於二零一八年一月一日或之後)(續)

金融資產(續)

按攤銷成本計量的金融資產(債務工具)

倘滿足以下兩個條件,本集團其後按攤銷成本計量金融資產:

- 金融資產乃按旨在持有金融資產以收取合約現金流量的業務模式持有;及
- 金融資產的合約條款於指定日期產生純粹為支付未償還本金及利息的現金流量。

按攤銷成本計量的金融資產其後採用實際利率法計量,並可能會出現減值。

攤銷成本及實際利率法

實際利率法為計算債務工具的攤銷成本及於有關期間分配利息收入的方法。

對於除購買或發起的信貸減值金融資產以外的金融資產(即於初始確認信貸減值的資產),實際利率為按債務工具的預計年期或(如適用)較短期間準確折現估計未來現金收入(包括所有構成實際利率組成部分之已付或已收費用及費率、交易成本及其他溢價或折讓,不包括預期信貸虧損)至初始確認時債務工具賬面總值的利率。對於購買或發起的信貸減值金融資產,信貸調整實際利率乃按將估計未來現金流量(包括預期信貸虧損)折現至初始確認時債務工具攤銷成本的方式計算。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

3. 重大會計政策(續)

Financial instruments (Continued)

金融工具(續)

Under HKFRS 9 (applicable on or after 1 January 2018) (Continued)

根據國際財務報告準則第9號(適用於二零一八年一月一日或之後)(續)

Financial assets (Continued)

金融資產(續)

Financial assets at amortised cost (debt instruments) (Continued)

按攤銷成本計量的金融資產(債務工具)(續)

Amortised cost and effective interest method (Continued)

攤銷成本及實際利率法(續)

The amortised cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance. The gross carrying amount of a financial asset is the amortised cost of a financial asset before adjusting for any loss allowance.

金融資產的攤銷成本指金融資產於初始確認時計量的金額減去本金還款,加上初始金額與到期金額之間任何差額使用實際利率法計算的累計攤銷(就任何虧損準備作出調整)。金融資產的賬面總值指金融資產就任何虧損準備作出調整前的攤銷成本。

Interest income is recognised using the effective interest method for debt instruments measured subsequently at amortised cost and at FVTOCI. For financial assets other than purchased or originated credit-impaired financial assets, interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset. If, in subsequent reporting periods, the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset.

其後按攤銷成本計量及按公平值計入其他全面收益的債務工具的利息收入乃使用實際利率法確認。對於除購買或發起的信貸減值金融資產以外的金融資產,利息收入乃對融資產賬面總值應用實際利率予以計算,惟其後出現信貸減值的金融資產(見下文)除外。對於其後出現信貸減值的金融資產,利息收入對金融資產攤銷成本應用實際利率確認。若在後續報告期內,信貸減值金融工具的信貸風險好轉,使金融資產不再信貸減值,利息收入乃對金融資產賬面總值應用實際利率確認。

For purchased or originated credit-impaired financial assets, the Group recognises interest income by applying the credit-adjusted effective interest rate to the amortised cost of the financial asset from initial recognition. The calculation does not revert to the gross basis even if the credit risk of the financial asset subsequently improves so that the financial asset is no longer credit-impaired.

對於購買或發起的信貸減值金融資產,本集團通過對金融資產自初始確認以來的攤銷成本應用信貸調整實際利率確認利息收入。即使其後金融資產的信貸風險好轉,使金融資產不再信貸減值,計算也不會用回總值基準。

Interest income is recognised in profit or loss and is included in the "Interest income" (note 7) and "Other income" (note 9).

利息收入於損益中確認,並計入「利息收入」(附註7)及「其他收入」(附註9)。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

3. 重大會計政策(續)

Financial instruments (Continued)

Under HKFRS 9 (applicable on or after 1 January 2018) (Continued)

Financial assets (Continued)

Equity instruments designated as at FVTOCI

On initial recognition, the Group may make an irrevocable election (on an instrument-by-instrument basis) to designate investments in equity instruments as at FVTOCI. Designation at FVTOCI is not permitted if the equity investment is held for trading or if it is contingent consideration recognised by an acquirer in a business combination.

Investments in equity instruments at FVTOCI are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the investment revaluation reserve. The cumulative gain or loss will not be reclassified to profit or loss on disposal of the equity investments, instead, they will be transferred to retained profits.

Dividends on these investments in equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established, unless the dividends clearly represent a recovery of part of the cost of the investment. Dividends are included in the 'Other income' line item in profit or loss.

Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI are measured at FVTPL. Specifically:

- Investments in equity instruments are classified as at FVTPL, unless the Group designates an equity investment that is neither held for trading nor a contingent consideration arising from a business combination as at FVTOCI on initial recognition.

金融工具(續)

根據國際財務報告準則第9號(適用於二零一八年一月一日或之後)(續)

金融資產(續)

指定為按公平值計入其他全面收益的股本工具

於初始確認時,本集團可作出不可撤回的選擇(按個別工具基準)指定於股本工具的投資為按公平值計入其他全面收益。倘股本投資持作買賣或其為收購方於業務合併內確認的或然負債,則不允許指定為按公平值計入其他全面收益。

按公平值計入其他全面收益之股本工具投資初步按公平值加交易成本計量。其後,該等股本工具投資按公平值計量,而公平值變動產生之收益及虧損於其他全面收益確認並於投資重估儲備累計。累計收益或虧損將不會重新分類至出售股本投資之損益,並將轉撥至保留溢利。

當本集團確立獲得股息之權利時,該等股本工具投資之股息於損益確認,惟股息明確表示收回部分投資成本則除外。股息計入損益「其他收入」項下。

按公平值計入損益之金融資產

不符合以攤銷成本計量或按公平值計入其他全面收益條件的金融資產按公平值計入損益計量。具體而言:

- 股本工具投資分類為按公平值計入損益,除非本集團於初始確認時指定並非持作交易或業務合併所產生或然代價的股本投資為按公平值計入其他全面收益。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Under HKFRS 9 (applicable on or after 1 January 2018) (Continued)

Financial assets (Continued)

Financial assets at FVTPL (Continued)

- Debt instruments that do not meet the amortised cost criteria or the FVTOCI criteria are classified as at FVTPL. In addition, debt instruments that meet either the amortised cost criteria or the FVTOCI criteria may be designated as at FVTPL upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency that would arise from measuring assets or liabilities or recognising the gains and losses on them on different bases. The Group has not designated any debt instruments as at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss to the extent they are not part of a designated hedging relationship. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial asset and is disclosed separately in profit or loss. Fair value is determined in the manner described in note 6.

A financial asset is held for trading if:

- It has been acquired principally for the purpose of selling it in the near term; or
- on initial recognition, it is part of a portfolio of identified financial instruments that the Group manages together and has evidence of a recent actual pattern of short-term profit-taking; or
- it is a derivative (except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument).

3. 重大會計政策(續)

金融工具(續)

根據國際財務報告準則第9號(適用於二零一八年一月一日或之後)(續)

金融資產(續)

按公平值計入損益之金融資產(續)

- 不符合攤銷成本條件或按公平值計入其他全面收益條件的債務工具分類為按公平值計入損益。此外,符合攤銷成本條件或按公平值計入其他全面收益條件的債務工具於初始確認時可被指定為按公平值計入損益,前提是此指定可消除或顯著減少因按不同基準計量資產或負債或確認其收益及虧損而產生的計量或確認不一致。本集團並未指定任何債務工具為按公平值計入損益。

按公平值計入損益的金融資產按各報告期末的公平值計量,任何公平值收益或虧損於損益中確認,惟其並非指定對沖關係的部分。於損益確認的收益或虧損淨額不包括該金融資產所賺取的任何股息或利息,並於損益內單獨披露。公平值按附註6所述的方式釐定。

於以下情況下金融資產為持作買賣:

- 收購之主要目的為於短期內出售;或
- 初步確認屬本集團一併管理的已識別金融工具組合的一部分,並且具近期有實際短期套利模式;或
- 其為並非財務擔保合約之衍生工具或指定及有效作為對沖工具之衍生工具。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

3. 重大會計政策(續)

Financial instruments (Continued)

Under HKFRS 9 (applicable on or after 1 January 2018) (Continued)

Financial assets (Continued)

Financial assets at FVTPL (Continued)

Impairment of financial assets

The Group recognises a loss allowance for expected credit losses on investments in debt instruments that are measured at amortised cost as well as provision for financial guarantee contracts. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Group always recognises lifetime ECL for trade receivables. The expected credit losses on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

For all other financial instruments, the Group measures the loss allowance equal to 12-month ECL, unless when there has a significant increase in credit risk since initial recognition, the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increase in the likelihood or risk of a default occurring since initial recognition.

金融工具(續)

根據國際財務報告準則第9號(適用於二零一八年一月一日或之後)(續)

金融資產(續)

按公平值計入損益之金融資產(續)

金融資產減值

本集團就按攤銷成本計量的債務工具投資及財務擔保撥備確認預期信貸虧損的虧損撥備。預期信貸虧損金額於各報告日期更新,以反映各金融工具自初步確認以來之信貸風險變動。

本集團一直就貿易應收款確認全期預期信貸虧損。該等金融資產之預期信貸虧損乃根據本集團之過往信貸虧損經驗使用撥備矩陣估計,並就應收賬款特定因素、一般經濟狀況及於報告日期對當前狀況及預測狀況動向之評估(包括貨幣時間價值(如適用))作出調整。

就所有其他金融工具而言,本集團按相當於12個月預期信貸虧損之金額計量虧損撥備,除非信貸風險自初步確認以來顯著增加,本集團確認全期預期信貸虧損。評估應否確認全期預期信貸虧損,乃基於自初步確認以來出現違約的可能性或風險是否已顯著增加。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

3. 重大會計政策(續)

Financial instruments (Continued)

金融工具(續)

Under HKFRS 9 (applicable on or after 1 January 2018) (Continued)

根據國際財務報告準則第9號(適用於二零一八年一月一日或之後)(續)

Financial assets (Continued)

Significant increase in credit risk

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

金融資產(續)

信貸風險顯著增加

於評估信貸風險自初步確認以來是否已顯著增加時,本集團會比較金融工具於報告日期出現違約之風險與該金融工具於初步確認日期出現違約之風險。作此評估時,本集團會考慮合理及有理據的定量及定性資料,包括過往經驗及毋須花費不必要成本或精力即可獲得的前瞻性資料。所考慮的前瞻性資料包括獲取自經濟專家報告、金融分析師、政府機構及其他類似組織的本集團債務人經營所在行業之未來前景,以及與本集團業務相關的實際及預測經濟資料的各種外部來源。

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

具體而言,評估信貸風險自初步確認以來是否已顯著增加時會考慮以下資料:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- 金融工具外部(如有)或內部信貸評級之實際或預期顯著惡化;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- 業務、財務或經濟狀況目前或預測出現不利變動,預計將導致債務人償債能力大幅下降;
- an actual or expected significant deterioration in the operating results of the debtor;
- 債務人經營業績實際或預期顯著惡化;

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Under HKFRS 9 (applicable on or after 1 January 2018) (Continued)

Financial assets (Continued)

Significant increase in credit risk (Continued)

- significant increases in credit risk on other financial instruments of the same debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

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

Despite the foregoing, the Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if i) the financial instrument has a low risk of default, ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term, and iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations. The Group considers a financial asset to have low credit risk when the asset has external credit rating of 'investment grade' in accordance with the globally understood definition or if an external rating is not available, the asset has an internal rating of "A". "A" means that the counterparty has a strong financial position and there is no past due amounts.

3. 重大會計政策(續)

金融工具(續)

根據國際財務報告準則第9號(適用於二零一八年一月一日或之後)(續)

金融資產(續)

信貸風險顯著增加(續)

- 同一債務人其他金融工具的信貸風險顯著上升;
- 債務人的監管、經濟或技術環境實際或預期出現重大不利變動,導致債務人償債能力大幅下降。

不論上述評估結果如何,本集團均假設於合約付款逾期超過30天時,金融資產信貸風險自初步確認以來已顯著增加,除非本集團擁有合理及有理據的資料證明可予收回則當別論。

儘管有上述規定,若於報告日期金融工具被確定為具有較低信貸風險,本集團會假設金融工具的信貸風險自初步確認以來並未顯著增加。在下列情況下,金融工具會被定為具有較低信貸風險:(i)金融工具具有較低違約風險;(ii)借款人近期具有充分償付合約現金流量負債的能力;及(iii)長遠而言經濟及業務狀況的不利變動有可能但未必會降低借款人償付合約現金流量負債的能力。倘一項金融資產的外部信貸風險評級為國際通用的「投資評級」或倘無外部評級,該資產內部評級為「A」,「A」意味著交易對手具有強大的財務狀況且並無逾期金額,則本集團認為該金融資產具有較低信貸風險。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Under HKFRS 9 (applicable on or after 1 January 2018) (Continued)

Financial assets (Continued)

Significant increase in credit risk (Continued)

For financial guarantee contracts, the date that the Group becomes a party to the irrevocable commitment is considered to be the date of initial recognition for the purposes of assessing the financial instrument for impairment. In assessing whether there has been a significant increase in the credit risk since initial recognition of a financial guarantee contract, the Group considers the changes in the risk that the specified debtor will default on the contract.

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

Impairment of financial assets

Definition of default

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

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

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

3. 重大會計政策(續)

金融工具(續)

根據國際財務報告準則第9號(適用於二零一八年一月一日或之後)(續)

金融資產(續)

信貸風險顯著增加(續)

就融資擔保合約而言,本集團成為不可撤回承擔一方之日期被視為就金融工具評估減值之初步確認日期。在評估自融資擔保合約初步確認起信貸風險是否顯著增加時,本集團考慮特定債務人合約違約的風險變動。

本集團定期監控用以識別信貸風險有否顯著增加的標準之效益,且修訂標準(如適當)來確保標準能在金額逾期前識別信用風險顯著增加。

金融資產減值

違約之定義

本集團認為以下情況就內部信貸風險管理目的而言構成違約事件,此乃由於過往經驗顯示符合以下任何一項標準之應收款項通常無法收回:

- 債務人違反財務契約;或
- 內部產生或獲取自外部來源的資料顯示,債務人不太可能向債權人(包括本集團)全額還款(並未考慮本集團持有的任何抵押品)。

本集團認為倘金融資產已逾期超過90天,則違約已經發生,除非本集團擁有合理及有理據的資料顯示一項更滯後的違約標準更為合適則當別論。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Under HKFRS 9 (applicable on or after 1 January 2018) (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

Credit-impaired financial assets

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

- significant financial difficulty of the issuer or the borrower;
- a breach of contract, such as a default or past due event;
- the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

Write-off policy

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

3. 重大會計政策(續)

金融工具(續)

根據國際財務報告準則第9號(適用於二零一八年一月一日或之後)(續)

金融資產(續)

金融資產減值(續)

信貸減值金融資產

倘發生一項或多項對金融資產之估計未來現金流量產生不利影響之事件時,該金融資產即出現信貸減值。金融資產信貸減值的證據包括以下事件的可觀察數據:

- 發行人或借款人出現重大財務困難;
- 違反合約,如違約或逾期事件;
- 由於與借款人財困相關的經濟或合約原因,借款人的貸款人已向借款人授予貸款人原本不會考慮的特許權;
- 借款人可能破產或進行其他財務重組;或
- 由於財困,該金融資產的活躍市場消失。

撇銷政策

倘有資料顯示債務人出現重大財務困難,且並無實際收回的可能之時(例如交易對手已清算或進入破產程序,或貿易應收款逾期兩年以上(以較早發生者為準)),本集團會撇銷金融資產。在考慮法律意見(如適用),已撇銷金融資產仍可根據本集團之收回程序實施強制執行。任何收回款項會於損益中確認。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

3. 重大會計政策(續)

Financial instruments (Continued)

金融工具(續)

Under HKFRS 9 (applicable on or after 1 January 2018) (Continued)

根據國際財務報告準則第9號(適用於二零一八年一月一日或之後)(續)

Financial assets (Continued)

Impairment of financial assets (Continued)

Measurement and recognition of expected credit losses

The measurement of expected credit losses is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information as described above. As for the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the reporting date; for financial guarantee contracts, the exposure includes the amount drawn down as at the reporting date, together with any additional amounts expected to be drawn down in the future by default date determined based on historical trend, the Group's understanding of the specific future financing needs of the debtors, and other relevant forward-looking information.

金融資產(續)

金融資產減值(續)

預期信貸虧損之計量及確認

預期信貸虧損的計量為違約概率、違約損失率(即違約時的損失程度)及違約風險暴露的函數。評估違約概率及違約損失率的依據是過往數據,並按上述前瞻性資料調整。而金融資產的違約風險暴露則由資產於報告日期的賬面總值代表;就財務擔保合約而言,風險包括於報告日期提取的金額連同任何基於歷史趨勢、本集團對債務人特定未來融資需求的理解以及其他相關前瞻性資料釐定的預計將於未來違約日期前提取的額外金額。

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

金融資產的預期信貸虧損按根據合約應付本集團的所有合約現金流量與本集團預計收取的所有現金流量(按原定實際利率折現)之間的差額估算。

For a financial guarantee contract, as the Group is required to make payments only in the event of a default by the debtor in accordance with the terms of the instrument that is guaranteed, the expected loss allowance is the expected payments to reimburse the holder for a credit loss that it incurs less any amounts that the Group expects to receive from the holder, the debtor or any other party.

就財務擔保合約而言,由於根據擔保工具條款,本集團僅須於債務人違約時作出付款,預計虧損撥備為償還持有人所產生信貸虧損的預計款項減本集團預計自持有人、債務人或任何其他方收取的任何金額。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

3. 重大會計政策(續)

Financial instruments (Continued)

金融工具(續)

Under HKFRS 9 (applicable on or after 1 January 2018) (Continued)

根據國際財務報告準則第9號(適用於二零一八年一月一日或之後)(續)

Financial assets (Continued)

Impairment of financial assets (Continued)

Measurement and recognition of expected credit losses (Continued)

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

金融資產(續)

金融資產減值(續)

預期信貸虧損之計量及確認(續)

倘本集團於上個報告期間以相等於全期預期信貸虧損的金額計量一項財務工具的虧損撥備,但於本報告日期釐定該全期預期信貸虧損的條件不再符合,則本集團於本報告日期按相等於12個月預期信貸虧損的金額計量虧損撥備,除非資產使用簡化方法。

The Group recognises an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

本集團於損益中確認所有金融工具之減值收益或虧損,並透過虧損撥備賬對其賬面值作出相應調整。

Derecognition of financial assets

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

終止確認金融資產

僅當從資產收取現金流量之合約權利已屆滿,或倘本集團向另一方轉讓金融資產及金融資產擁有權之絕大部分風險及回報,則取消確認金融資產。倘本集團並無轉讓或保留擁有權之絕大部分風險及回報,並繼續控制該已轉讓資產,則本集團確認於該資產的保留權益及其可能須支付金額的相關負債。倘本集團保留所轉讓金融資產擁有權之絕大部分風險及回報,則本集團會繼續確認該項金融資產,亦會就已收取所得款項確認有抵押借貸。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

3. 重大會計政策(續)

Financial instruments (Continued)

金融工具(續)

Under HKFRS 9 (applicable on or after 1 January 2018) (Continued)

根據國際財務報告準則第9號(適用於二零一八年一月一日或之後)(續)

Derecognition of financial assets (Continued)

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss. In contrast, on derecognition of an investment in equity instrument which the Group has elected on initial recognition to measure at FVTOCI, the cumulative gain or loss previously accumulated in the investments revaluation reserve is not reclassified to profit or loss, but is transferred to retained profits.

終止確認金融資產(續)

於取消確認按攤銷成本計量之金融資產時,資產賬面值與已收及應收代價的總和的差額將於損益中確認。相反,於終止確認本集團初步確認選擇按公平值計入其他全面收益計量之股本工具投資時,先前於投資重估儲備中累計的累計收益或虧損不會重新分類至損益,而是轉移至保留溢利。

Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

金融負債及股本工具

分類為債務或股本

由集團實體發行之債務及股本工具根據所訂立合約安排之內容以及金融負債及股本工具之定義分類為金融負債或股本。

Equity instruments

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

股本工具

股本工具為證明實體於扣除其所有負債後之剩餘資產權益之任何合約。集團實體發行之股本工具按所收取之所得款項扣減直接發行成本確認。

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

購回本公司自身股本工具直接於權益中確認及扣除。購買、出售、發行或註銷本公司自身股本工具的收益或虧損並無於損益內確認。

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

金融負債

所有金融負債其後採用實際利率法以攤銷成本或按公平值計入損益計量。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Under HKFRS 9 (applicable on or after 1 January 2018) (Continued)

Financial liabilities and equity instruments (Continued)

Financial liabilities (Continued)

Financial liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is 1) contingent consideration of an acquirer in a business combination to which HKFRS 3 applies, 2) held for trading, or 3) it is designated as at FVTPL.

A financial liability is classified as held for trading if:

- it has been acquired principally for the purpose of repurchasing it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative, except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument.

3. 重大會計政策(續)

金融工具(續)

根據國際財務報告準則第9號(適用於二零一八年一月一日或之後)(續)

金融負債及股本工具(續)

金融負債(續)

按公平值計入損益之金融負債

當金融負債為1)收購方於適用香港財務報告準則第3號之業務合併中之或然代價,2)持作買賣,或3)指定為按公平值計入損益時,金融負債分類為按公平值計入損益。

於以下情況下,金融負債分類為持作買賣:

- 收購主要目的為於短期內回購;或
- 於初步確認時,構成本集團合併管理之已識別金融工具組合之一部分,且近期有實際短期獲利模式;或
- 其為並非財務擔保合約之衍生工具或指定及有效作為對沖工具之衍生工具。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Under HKFRS 9 (applicable on or after 1 January 2018) (Continued)

Financial liabilities and equity instruments (Continued)

Financial liabilities (Continued)

Financial liabilities at FVTPL (Continued)

A financial liability other than a financial liability held for trading or contingent consideration of an acquirer in a business combination may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and HKFRS 9 permits the entire combined contract to be designated as at FVTPL.

Financial liabilities at FVTPL are stated at fair value with any gains or losses arising on changes in fair value recognised in profit or loss to the extent that they are not part of a designated hedging relationship. The net gain or loss recognised in profit or loss incorporates any interest paid on the financial liabilities and is included in the 'Other gains and losses' line item in profit or loss.

3. 重大會計政策(續)

金融工具(續)

根據國際財務報告準則第9號(適用於二零一八年一月一日或之後)(續)

金融負債及股本工具(續)

金融負債(續)

按公平值計入損益之金融負債(續)

並非持作買賣金融負債或收購方於業務合併中之或然代價之金融負債可能於以下情況下在初步確認時指定為按公平值計入損益:

- 有關指定消除或大幅減少可能出現之計量或確認方面不一致情況;或
- 有關金融負債構成一組金融資產或金融負債或上述兩者之一部分,並根據本集團制定之風險管理或投資策略按公平值基準管理及評估表現,且有關分組之資料乃按有關基準於內部提供;或
- 有關金融負債構成包含一項或多項嵌入式衍生工具之合約其中一部分,而香港會計準則第9號允許將整份合併合約指定為按公平值計入損益。

按公平值計入損益的金融負債按公平值計量,公平值變動引致的任何收益或虧損於損益確認,惟其並非指定對沖關係的部分。於損益確認的收益或虧損淨額包括就金融負債支付的任何利息,並已計入損益「其他收益及虧損」項目中。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

3. 重大會計政策(續)

Financial instruments (Continued)

金融工具(續)

Under HKFRS 9 (applicable on or after 1 January 2018) (Continued)

根據國際財務報告準則第9號(適用於二零一八年一月一日或之後)(續)

Financial liabilities and equity instruments (Continued)

Financial liabilities (Continued)

Financial liabilities at FVTPL (Continued)

However, for financial liabilities that are designated as at FVTPL, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognised in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. The remaining amount of change in the fair value of liability is recognised in profit or loss. Changes in fair value attributable to a financial liability's credit risk that are recognised in other comprehensive income are not subsequently reclassified to profit or loss; instead, they are transferred to retained earnings upon derecognition of the financial liability.

金融負債及股本工具(續)

金融負債(續)

按公平值計入損益之金融負債(續)

然而,對於指定按公平值計入損益的金融負債,負債信貸風險變動而導致的金融負債公平值變動應於其他全面收益內確認,除非於其他全面收益內確認負債信貸風險變動對的影響會產生或擴大損益中的會計錯配。負債公平值變動的餘額乃於損益中確認。金融負債信貸風險變動導致的公平值變動(於其他全面收益內確認)在後續期間不會被重分類至損益,而是在終止確認的金融負債後轉入至保留盈利。

Financial liabilities subsequently measured at amortised cost

Financial liabilities that are not 1) contingent consideration of an acquirer in a business combination, 2) held for trading, or 3) designated as at FVTPL, are subsequently measured at amortised cost using the effective interest method.

隨後按攤銷成本計量的金融負債

並非1)收購方於業務合併的或然代價,2)持作買賣,或3)指定為按公平值計入損益的金融負債隨後乃使用實際利率法按攤銷成本計量。

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability.

實際利率法為計算於有關期間內金融負債之攤銷成本及分配利息開支之方法。實際利率乃按金融負債之估計年期或(如適用)較短期間,準確折現估計未來現金付款(包括所有構成實際利率組成部分之已付或已收費用及利率差價、交易成本及其他溢價或折讓)至金融負債的攤銷成本之利率。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

3. 重大會計政策(續)

Financial instruments (Continued)

金融工具(續)

Under HKFRS 9 (applicable on or after 1 January 2018) (Continued)

根據國際財務報告準則第9號(適用於二零一八年一月一日或之後)(續)

Put option

For the put option liabilities on non-controlling interests are measured at present value of exercise price and are recorded in "Other financial liabilities" on acquisition date, with a corresponding amount debited to "Capital reserve" within equity of the Group. All subsequent changes in the carrying amount of the "Other financial liabilities" are recorded in equity.

認沽期權

就有關非控股權益之認沽期權負債乃按行使價現值計量並於收購日期於「其他金融負債」入賬而言,相應金額於本集團權益內「資本儲備」扣除。「其他金融負債」賬面值之所有其後變動於權益入賬。

Convertible bond

Convertible bond issued by the Group that contain both the liability and conversion option components are classified separately into respective items on initial recognition in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. Conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is classified as an equity instrument.

可換股債券

本集團發行之可換股債券包括負債及轉換權部分,根據合約安排之內容及金融負債及股本工具之定義於初步確認時各自列為相關項目。轉換權將以固定現金金額或另一項金融資產換取固定數目之本公司本身股本工具結算,分類為一項股本工具。

On initial recognition, the fair value of the liability component is determined using the prevailing market interest of similar non-convertible debts. The difference between the gross proceeds of the issue of the convertible bond and the fair value assigned to the liability component, representing the conversion option for the holder to convert the loan notes into equity, is included in equity (convertible bond equity reserve).

於初步確認時,負債部分之公平值乃採用類似不可換股債券之現行市場利率釐定。發行可換股債券所得款項總額與分配至負債部分之公平值之差額,即持有人將貸款票據轉換為股本之轉換權,計入權益(可換股債券權益儲備)。

In subsequent periods, the liability component of the convertible bond is carried at amortised cost using the effective interest method. The equity component, representing the option to convert the liability component into ordinary shares of the Company, will remain in convertible bond equity reserve until the embedded option is exercised (in which case the balance stated in convertible bond equity reserve will be transferred to share premium). Where the option remains unexercised at the expiry date, the balance stated in convertible bond equity reserve will be released to the retained earnings. No gain or loss is recognised in profit or loss upon conversion or expiration of the option.

於隨後期間,可換股債券之負債部分以實際利率法按攤銷成本列賬。權益部分(指將負債部分轉換為本公司普通股之期權),將仍計入可換股債券權益儲備內,直至隱含期權獲行使(此時可換股債券權益儲備中所列之結餘將轉撥至股份溢價)。倘期權於屆滿日期仍未獲行使,則可換股債券權益儲備所列之結餘將撥回保留盈利。於期權轉換或屆滿時,概無收益或虧損於損益中確認。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

3. 重大會計政策(續)

Financial instruments (Continued)

金融工具(續)

Under HKFRS 9 (applicable on or after 1 January 2018) (Continued)

根據國際財務報告準則第9號(適用於二零一八年一月一日或之後)(續)

Convertible bond (Continued)

Transaction costs that relate to the issue of the convertible bond are allocated to the liability and equity components in proportion to the allocation of the gross proceeds. Transaction costs relating to the equity component are charged directly to equity. Transaction costs relating to the liability component are included in the carrying amount of the liability portion and amortised over the period of the convertible bond using the effective interest method.

可換股債券(續)

與發行可換股債券有關之交易成本按所得款項總額分配比例分配至負債及權益部分。有關權益部分之交易成本直接於股本中扣除。有關負債部分之交易成本計入負債部分之賬面值,並採用實際利率法,於可換股債券期間攤銷。

Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument.

財務擔保合約

財務擔保合約規定,當特定債務人未能根據債務工具內的條款於到期日償還債務,發行人便須給予特定款項以償還持有人的損失。

Financial guarantee contracts issued by a group entity are initially measured at their fair values and, if not designated as at FVTPL and do not arise from a transfer of a financial asset, are subsequently measured at the higher of:

集團實體發行的財務擔保合約初始按其公平值計量,而倘未指定為按公平值計入損益及並非產生自金融資產的轉讓,則隨後按以下較高者計量:

- the amount of the loss allowance determined in accordance with HKFRS 9; and
- 根據香港財務報告準則第9號釐定的虧損撥備的金額;及
- the amount initially recognized less, where appropriate, cumulative amortization recognized in accordance with the revenue recognition policies.
- 根據收入確認政策,初始確認的金額減(倘適用)確認的累計攤銷。

Derecognition of financial liabilities

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

終止確認金融負債

本集團於且僅於本集團義務已履行、撤銷或到期時終止確認金融負債。終止確認的金融負債賬面值與已付及應付代價(包括已轉讓的任何非現金資產或承擔的負債)之間的差額於損益中確認。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

3. 重大會計政策(續)

Financial instruments (Continued)

金融工具(續)

Under HKAS 39 (applicable before 1 January 2018)

根據香港會計準則第39號(適用於二零一八年一月一日或之前)

Financial assets

The Group's financial assets are classified into loans and receivables, available-for-sale financial assets and financial assets at FVTPL. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

金融資產

本集團的金融資產列為貸款及應收款項、可供出售金融資產及按公平值計入損益之金融資產。分類視乎金融資產之性質及用途而定,並於初步確認時予以釐定。所有正常購買或出售金融資產均在交易日確認及取消確認。正常的購買或出售為須在市場規則或慣例所設定的時間範圍內交付資產的購買或出售金融資產。

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

實際利率法

實際利率法為計算金融資產攤銷成本及於有關期間分配利息收入的方法。實際利率為於金融資產預計年期或較短期間(如適用)內於首次確認時實際折現估計未來現金收入(包括實際利率重要組成部分的已支付或收取全部費用及利率差價、交易成本及其他溢價或折讓)至賬面淨值的利率。

Interest income is recognised on an effective interest basis for debt instruments.

利息收入按債務工具實際利息基準確認。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

3. 重大會計政策(續)

Financial instruments (Continued)

Under HKAS 39 (applicable before 1 January 2018) (Continued)

Financial assets (Continued)

Financial assets at FVTPL

Financial assets at FVTPL has two subcategories, including financial assets held for trading and those designated as at FVTPL on initial recognition.

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

A financial asset other than a financial asset held for trading may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial asset forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and HKAS 39 permits the entire combined contract (asset or liability) to be designated as at FVTPL.

金融工具(續)

根據香港會計準則第39號(適用於二零一八年一月一日或之前)(續)

金融資產(續)

按公平值計入損益之金融資產

按公平值計入損益之金融資產有兩個分類,包括持作買賣金融資產及於首次確認時指定為按公平值計入損益之金融資產。

於以下情況下金融資產被分類為持作買賣:

- 收購之主要目的為於短期內出售;或
- 初步確認屬本集團一併管理的已識別金融工具組合的一部分,並且具近期有實際短期套利模式;或
- 其為並非指定及有效作為對沖工具之衍生工具。

若符合下列情況之一,金融資產可於首次確認時指定為按公平值計入損益(持作買賣金融資產除外):

- 該指定能消除或顯著減少按其他方式將會出現的計量或確認的不一致;或
- 金融資產組成一組金融資產或金融負債各部分或兩者,並根據本集團既定風險管理或投資策略,按公平值基準管理及評估其表現,而分類資料則按該基準由內部提供;或
- 金融資產組成包含一種或以上內含衍生工具之合約部分,而香港會計準則第39號允許整份合併合約(資產或負債)指定為按公平值計入損益。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

3. 重大會計政策(續)

Financial instruments (Continued)

金融工具(續)

Under HKAS 39 (applicable before 1 January 2018) (Continued)

根據香港會計準則第39號(適用於二零一八年一月一日或之前)(續)

Financial assets (Continued)

Financial assets at FVTPL (Continued)

Financial assets at FVTPL are measured at fair value, with changes in fair value arising on remeasurement recognised directly in profit or loss in the period in which they arise. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial assets and is included in the other income in the consolidated statement of profit or loss and other comprehensive income. Fair value is determined in the manner described in note 6.

金融資產(續)

按公平值計入損益之金融資產(續)

按公平值計入損益之金融資產按公平值計量,因重新計量而產生之公平值變動於其產生期間直接於損益內確認。於損益內確認之收益或虧損淨額不包括自金融資產所賺取之任何股息或利息,並計入綜合損益表及其他全面收益表中其他收入內。公平值乃按附註6所述方式釐定。

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables (including trade receivables, loan receivables, other receivables, amounts due from joint ventures, amounts due from associates, amounts due from related companies, pledged bank deposits, bank balance – trust account and bank balances and cash) are carried at amortised cost using the effective interest method, less any identified impairment losses.

貸款及應收款項

貸款及應收款項為附帶固定或自訂付款且在活躍市場並無報價的非衍生金融資產。於初步確認後,貸款及應收款項(包括應收貿易賬款、應收貸款、其他應收款項、應收合營企業款項、應收聯營公司款項、應收關連公司款項、已抵押銀行存款、銀行結餘–信託賬戶及銀行結餘及現金)乃採用實際利率法以攤銷成本減任何已識別減值虧損列賬。

Interest income is recognised by applying the effective interest rate, except for short-term receivables where the recognition of interest would be immaterial.

利息收入應用實際利率確認,惟確認利息影響不大之短期應收款項除外。

Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated or not classified as financial assets at FVTPL, loans and receivables or held-to-maturity investments. The Group has designated the unlisted equity securities as an available-for-sale investment on initial recognition of those items.

可供出售金融資產

可供出售金融資產乃指定或並無分類為按公平值計入損益之金融資產、貸款及應收款項或持有至到期日之投資之非衍生工具。本集團已於初步確認時將非上市股本證券指定為可供出售投資。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Under HKAS 39 (applicable before 1 January 2018) (Continued)

Financial assets (Continued)

Available-for-sale financial assets (Continued)

Available-for-sale equity financial assets that do not have a quoted market price in an active market and whose fair value cannot be reliably measured and derivatives that are linked to and must be settled by delivery of such unquoted equity instruments are measured at cost less any identified impairment losses at the end of each reporting period (see accounting policy on impairment of financial assets below).

Impairment of financial assets

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of the reporting period. Financial assets are considered to be impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the financial assets have been affected.

3. 重大會計政策(續)

金融工具(續)

根據香港會計準則第39號(適用於二零一八年一月一日或之前)(續)

金融資產(續)

可供出售金融資產(續)

在活躍市場並無市場報價及無法可靠地計量公平值之可供出售股本金融資產,及與該等無報價股本工具掛鈎及必須透過交付該等工具進行結算之衍生工具,於各報告期末按成本減任何已識別減值虧損計量(有關金融資產減值之會計政策見下文)。

金融資產減值

金融資產(按公平值計入損益之金融資產除外)乃於各報告期末評估有否減值跡象。倘有客觀證據顯示在初步確認金融資產後出現一項或多項事件已影響金融資產的估計未來現金流量,則認為金融資產出現減值。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Under HKAS 39 (applicable before 1 January 2018) (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

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

For all other financial assets, objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- breach of contract, such as a default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

For certain categories of financial asset, such as trade receivables and loan receivables, assets that are assessed not to be impaired individually are, in addition, assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period, as well as observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets carried at amortised cost, the amount of the impairment loss recognised is the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the financial asset's original effective interest rate.

3. 重大會計政策(續)

金融工具(續)

根據香港會計準則第39號(適用於二零一八年一月一日或之前)(續)

金融資產(續)

金融資產減值(續)

對於可供出售股本投資,如證券的公平值顯著或持續下降至低於其成本,可被視為減值的客觀證據。

就所有其他金融資產而言,減值之客觀證據可包括:

- 發行人或對方之重大財務困難;或
- 違反合約,例如拖欠或延遲償還利息或本金之支付;或
- 借款人有可能將面臨破產或財務重組;或
- 因財務困難該金融資產失去活躍市場。

此外,就若干金融資產類別(如應收貿易賬款及應收貸款、被評估為非個別減值的資產)而言,按整體基準進行減值評估。應收款項組合的客觀減值證據可包括本集團過往收款經驗、組合內延遲還款至超逾平均信貸期的次數增加,以及與應收賬款逾期有關的全國或地方經濟狀況明顯改變。

對於以攤銷成本呈列的金融資產,減值虧損金額按該資產賬面值與以金融資產原先實際利率折讓的估計未來現金流量的現值間之差額確認。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

3. 重大會計政策(續)

Financial instruments (Continued)

金融工具(續)

Under HKAS 39 (applicable before 1 January 2018) (Continued)

根據香港會計準則第39號(適用於二零一八年一月一日或之前)(續)

Financial assets (Continued)

Impairment of financial assets (Continued)

For financial assets carried at cost, the amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss will not be reversed in subsequent periods (see the accounting policy below).

金融資產(續)

金融資產減值(續)

就按成本列賬之金融資產而言,減值虧損按資產賬面值與按同類金融資產現行市場回報率折現之估計未來現金流量現值間之差額計量。該項減值虧損不會於隨後期間撥回(見下文會計政策)。

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables and loan receivables, where the carrying amount is reduced through the use of an allowance account. When a trade receivable or loan receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss.

除貿易應收款及應收貸款的賬面值會透過使用撥備賬進行減值外,所有金融資產的賬面值直接作出減值虧損。當貿易應收款或應收貸款被認為無法收回時,將於撥備賬內撇銷。之前被撇銷的金額倘於其後收回,會在撥備賬中入賬。撥備賬內賬面值的變動在損益賬中確認。

When an available-for-sale financial asset is considered to be impaired, cumulative gains or losses previously recognised in other comprehensive income are reclassified to profit or loss in the period in which the impairment takes place.

當可供出售金融資產被視為減值時,先前於其他全面收益確認之累計收益或虧損於發生減值之期間內重新分類至損益。

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

對於以攤銷成本計量的金融資產,倘於其後期間減值虧損減少而該等減少可客觀地與一項在減值虧損確認後發生的事件相關,則先前確認的減值虧損會在損益賬撥回,惟減值虧損撥回當日資產的賬面值不得超過倘並無確認減值虧損原應有的攤銷成本。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Under HKAS 39 (applicable before 1 January 2018) (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

In respect of available-for-sale equity investments, impairment losses previously recognised in profit or loss are not reversed through profit or loss. Any increase in fair value subsequent to an impairment loss is recognised in other comprehensive income and accumulated under the heading of investment revaluation reserve. For available-for-sale debt investments, impairment losses are subsequently reversed through profit or loss if an increase in the fair value of the investment can be objectively related to an event occurring after the recognition of the impairment loss.

Financial liabilities and equity instruments

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the group after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

Financial liabilities at FVTPL

Financial liabilities, including the provision for financial guarantee and preference shares of a subsidiary are classified as at FVTPL when the financial liabilities are either held for trading or those designated as at FVTPL on initial recognition.

3. 重大會計政策(續)

金融工具(續)

根據香港會計準則第39號(適用於二零一八年一月一日或之前)(續)

金融資產(續)

金融資產減值(續)

就可供出售股本投資而言,先前已於損益確認之減值虧損不透過損益撥回。減值虧損後公平值之任何增加乃於其他全面收益確認並於投資重估儲備項下累計。就可供出售債務投資項目而言,倘投資之公平值增加可客觀地與確認減值虧損後發生之事件相關,則減值虧損將於其後透過損益撥回。

金融負債及股本工具

集團實體發行之債務及股本工具乃根據所訂立合約安排之內容及金融負債及股本工具之定義分類為金融負債或權益。

股本工具

股本工具乃證明集團於扣減所有負債後於資產中擁有的剩餘權益的任何合同。本集團發行之股本工具於收到所得款項時扣除直接發行成本後確認。

按公平值計入損益之金融負債

當金融負債為持作買賣或於首次確認時指定為按公平值計入損益時,則金融負債(包括提供金融擔保及一間附屬公司之優先股)分類為按公平值計入損益之金融負債。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Under HKAS 39 (applicable before 1 January 2018) (Continued)

Financial liabilities and equity instruments (Continued)

Financial liabilities at FVTPL (Continued)

A financial liability is classified as held for trading if:

- it has been incurred principally for the purpose of repurchasing in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

A financial liability other than a financial liability held for trading may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and HKAS 39 permits the entire combined contract (asset or liability) to be designated as at FVTPL.

3. 重大會計政策(續)

金融工具(續)

根據香港會計準則第39號(適用於二零一八年一月一日或之前)(續)

金融負債及股本工具(續)

按公平值計入損益之金融負債(續)

於以下情況下,金融負債分類為持作買賣:

- 主要為於短期內回購而產生;或
- 於初步確認時,構成本集團合併管理之已識別金融工具組合之一部分,且近期有實際短期獲利模式;或
- 屬於未被指定之衍生工具,並可有效作對沖工具。

並非持作買賣金融負債之金融負債可能於以下情況下在初步確認時指定為按公平值計入損益:

- 有關指定消除或大幅減少可能出現之計量或確認方面不一致情況;或
- 有關金融負債構成一組金融資產或金融負債或上述兩者之一部分,並根據本集團制定之風險管理或投資策略按公平值基準管理及評估表現,且有關分組之資料乃按有關基準於內部提供;或
- 有關金融負債構成包含一項或多項嵌入式衍生工具之合約其中一部分,而香港會計準則第39號允許將整份合併合約(資產或負債)指定為按公平值計入損益。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

3. 重大會計政策(續)

Financial instruments (Continued)

金融工具(續)

Under HKAS 39 (applicable before 1 January 2018) (Continued)

Financial liabilities and equity instruments (Continued)

Financial liabilities at FVTPL (Continued)

Financial liabilities at FVTPL are measured at fair value, with any gains or losses arising on remeasurement recognised directly in profit or loss in the period in which they arise. The net gain or loss is included in the other gains and losses line item in profit or loss and excludes any interest paid on the financial liabilities. Fair value is determined in a manner described in note 6.

For the put option liabilities on non-controlling interests are measured at present value of exercise price and are recorded in "Other financial liabilities" on acquisition date, with a corresponding amount debited to "Capital reserve" within equity of the Group. All subsequent changes in the carrying amount of the "Other financial liabilities" are recorded in equity.

Other financial liabilities (other than the put option liabilities as abovementioned)

Other financial liabilities, including accruals and other payables, funds payables and amounts due to customers, amounts due to non-controlling shareholders, amounts due to related companies, borrowings, obligations under finance leases, corporate bonds and liabilities component of convertible bond, are subsequently measured at the amortised cost, using the effective interest method.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expenses over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form as integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest expense is recognised on an effective interest basis.

根據香港會計準則第39號(適用於二零一八年一月一日或之前)(續)

金融負債及股本工具(續)

按公平值計入損益之金融負債(續)

按公平值計入損益之金融負債乃按公平值計量,而於重新計量時產生之任何收益或虧損於所產生之期間內直接於損益中確認。收益或虧損淨額計入損益中其他收益及虧損項目內並不包括就金融負債支付之任何利息。公平值按附錄6所述之方式釐定。

就有關非控股權益之認沽期權負債乃按行使價現值計量並於收購日期於「其他金融負債」入賬而言,相應金額於本集團權益內「資本儲備」扣除。「其他金融負債」賬面值之所有其後變動於權益入賬。

其他金融負債(上文所述認沽期權負債除外)

其他金融負債(包括應計費用及其他應付款項、備用金應付款項及應付客款項、應付非控股股東款項、應付關連公司款項、借貸、融資租賃承擔、公司債券及可換股債券之負債部分)其後採用實際利率法按攤銷成本計量。

實際利率法

實際利率法乃用以計量金融負債之攤銷成本及於相關期間內分配利息開支之方法。實際利率為將金融負債於預計年期或較短期間(倘適用)之估計未來現金付款(包括構成實際利率組成部分之所有已付或已收取費用及利率差價、交易成本以及其他溢價或折讓)準確折現至於初步確認之賬面淨值之利率。

利息開支乃按實際利率基準予以確認。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

3. 重大會計政策(續)

Financial instruments (Continued)

金融工具(續)

Under HKAS 39 (applicable before 1 January 2018) (Continued)

根據香港會計準則第39號(適用於二零一八年一月一日或之前)(續)

Financial liabilities and equity instruments (Continued)

金融負債及股本工具(續)

Convertible bond

可換股債券

Convertible bond issued by the Group that contain both the liability and conversion option components are classified separately into respective items on initial recognition in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. Conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is classified as an equity instrument.

本集團發行之可換股債券包括負債及轉換權部分,根據合約安排之內容及金融負債及股本工具之定義於初步確認時各自列為相關項目。轉換權將以固定現金金額或另一項金融資產換取固定數目之本公司本身股本工具結算,分類為一項股本工具。

On initial recognition, the fair value of the liability component is determined using the prevailing market interest of similar non-convertible debts. The difference between the gross proceeds of the issue of the convertible bond and the fair value assigned to the liability component, representing the conversion option for the holder to convert the loan notes into equity, is included in equity (convertible bond equity reserve).

於初步確認時,負債部分之公平值乃採用類似不可換股債券之現行市場利率釐定。發行可換股債券所得款項總額與分配至負債部分之公平值之差額,即持有人將貸款票據轉換為股本之轉換權,計入權益(可換股債券權益儲備)。

In subsequent periods, the liability component of the convertible bond is carried at amortised cost using the effective interest method. The equity component, representing the option to convert the liability component into ordinary shares of the Company, will remain in convertible bond equity reserve until the embedded option is exercised (in which case the balance stated in convertible bond equity reserve will be transferred to share premium). Where the option remains unexercised at the expiry date, the balance stated in convertible bond equity reserve will be released to the retained earnings. No gain or loss is recognised in profit or loss upon conversion or expiration of the option.

於隨後期間,可換股債券之負債部分以實際利率法按攤銷成本列賬。權益部分(指將負債部分轉換為本公司普通股之期權),將仍計入可換股債券權益儲備內,直至隱含期權獲行使(此時可換股債券權益儲備中所列之結餘將轉撥至股份溢價)。倘期權於屆滿日期仍未獲行使,則可換股債券權益儲備所列之結餘將撥回保留盈利。於期權轉換或屆滿時,概無收益或虧損於損益中確認。

Transaction costs that relate to the issue of the convertible bond are allocated to the liability and equity components in proportion to the allocation of the gross proceeds. Transaction costs relating to the equity component are charged directly to equity. Transaction costs relating to the liability component are included in the carrying amount of the liability portion and amortised over the period of the convertible bond using the effective interest method.

與發行可換股債券有關之交易成本按所得款項總額分配比例分配至負債及權益部分。有關權益部分之交易成本直接於股本中扣除。有關負債部分之交易成本計入負債部分之賬面值,並採用實際利率法,於可換股債券期間攤銷。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

3. 重大會計政策(續)

Financial instruments (Continued)

金融工具(續)

Under HKAS 39 (applicable before 1 January 2018) (Continued)

根據香港會計準則第39號(適用於二零一八年一月一日或之前)(續)

Financial liabilities and equity instruments (Continued)

金融負債及股本工具(續)

Convertible bond (Continued)

可換股債券(續)

Derecognition

取消確認

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

僅當從資產收取現金流量之合約權利已屆滿,或倘本集團向另外一個實體轉讓金融資產及金融資產擁有權之絕大部分風險及回報,則取消確認金融資產。倘本集團並無轉讓或保留擁有權之絕大部分風險及回報,並繼續控制該已轉讓資產,則本集團會繼續確認資產,惟以其繼續涉及之程度為限,並確認相關負債。倘本集團保留所轉讓金融資產擁有權之絕大部分風險及回報,則本集團會繼續確認該項金融資產,亦會就已收取所得款項確認有抵押借貸。

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income is recognised in profit or loss. The Group derecognises financial liabilities when, and only when, the Group's obligation is discharged, cancelled or expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

於完全取消確認金融資產時,資產賬面值與已收及應收代價及已於其他全面收益確認的累計損益的總和的差額將於損益中確認。當及僅當本集團的責任獲解除、取消或到期時,本集團方會取消確認金融負債。取消確認的金融負債賬面值與已付及應付代價的差額於損益中確認。

Retirement benefit costs

退休福利成本

Payments to the PRC local government defined contribution retirement schemes pursuant to the relevant labour rules and regulations in the PRC, payments to the social insurance agency pursuant to the relevant labour rules in Vietnam, and the Mandatory Provident Fund Scheme in Hong Kong are recognised as an expense when employees have rendered service entitling them to the contributions.

根據中國有關勞動規則及法規,向中國當地政府界定供款養老保險計劃作出的供款、根據越南有關勞動規則,向社保機構付款及向香港強制性公積金計劃作出之供款於僱員提供服務而有權獲得供款時確認為開支。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Short-term employee benefits

A liability is recognised for benefits accruing to employees in respect of wages and salaries in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service. Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from "(loss) profit before tax", as reported in the consolidated statement of profit or loss and other comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

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

3. 重大會計政策(續)

短期僱員福利

與工資及薪金相關之僱員福利於提供有關服務之期間按預期交換有關服務需支付福利之未貼現金額確認為負債。就短期僱員福利確認之負債乃按預期交換有關服務需支付福利之未貼現金額計算。

稅項

所得稅開支指即期應付稅項與遞延稅項的總和。

即期應付稅項乃根據本年度的應課稅溢利計算。由於應課稅溢利不包括於其他年度應課稅或可扣減的收支項目，亦不包括從來毋須課稅或毋須扣減的項目，故應課稅溢利與綜合損益及其他全面收益表內呈報的「除稅前(虧損)溢利」不同。本集團的即期稅項負債乃採用於報告期末已頒佈或實際上已頒佈的稅率計算。

遞延稅項按綜合財務報表內資產及負債的賬面值與計算應課稅溢利時採用的相應稅基之間的暫時性差額確認。遞延稅項負債通常就所有應課稅暫時性差額確認。遞延稅項資產通常於可能出現應課稅溢利抵銷可用的可扣稅暫時性差額時確認所有可扣除暫時性差額。倘暫時性差額由商譽或不影響應課稅溢利及會計溢利的交易中初步確認(業務合併除外)其他資產及負債所產生，則不會確認該等資產及負債。此外，倘初步確認商譽產生臨時差額，則不確認遞延稅項負債。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation (Continued)

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments are only recognised to the extent that it is probably that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the assets realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

For the purposes of measuring deferred tax liabilities or deferred tax assets for investment property that is measured using the fair value model, the carrying amounts of such property are presumed to be recovered entirely through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale.

3. 重大會計政策(續)

稅項(續)

遞延稅項負債乃就因投資於附屬公司及聯營公司相關的應課稅暫時性差額及合營企業權益暫時性差額而確認，惟倘本集團可控制暫時性差額的撥回及暫時性差額有可能不會於可見將來予以撥回的情況除外。與該等投資有關的可扣減暫時性差額產生的遞延稅項資產僅於將可能有足夠應課稅溢利動用暫時性差額的利益且預期該等暫時性差額於可見將來撥回的情況下，方予確認。

遞延稅項資產的賬面值於報告期末作檢討，並於不再有足夠應課稅溢利變現全部或部分資產價值時作出相應調減。

遞延稅項資產及負債乃按預期於負債獲償還或資產獲變現期間適用的稅率(以報告期末已頒佈或實質上已頒佈的稅率(及稅法)為基準)計量。遞延稅項負債及資產的計量反映本集團於報告期末所預期對收回或償還其資產及負債的賬面值的方式所產生的稅務結果。

就計量遞延稅項負債或遞延稅項資產而言，利用公平值模式計量的投資物業之賬面值乃假設通過銷售全數收回，除非該假設被推翻則除外。當投資物業可予折舊及於本集團的業務模式(其業務目標是隨時間而非透過銷售消耗投資物業所包含的絕大部分經濟利益)內持有時，有關假設會被推翻。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation (Continued)

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

Revenue recognition

Policy applicable to the year ended 31 December 2018 (with application of HKFRS 15)

Revenue is recognised to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Specifically, the Group uses a 5-step approach to revenue recognition:

Step 1: Identify the contract(s) with a customer

Step 2: Identify the performance obligations in the contract

Step 3: Determine the transaction price

Step 4: Allocate the transaction price to the performance obligations in the contract

Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation.

The Group recognised revenue when (or as) a performance obligation is satisfied, i.e. when "control" of the goods or services underlying the particular performance obligation is transferred to customers.

3. 重大會計政策(續)

稅項(續)

即期及遞延稅項於損益確認,惟當其與於其他全面收入中確認或直接於權益中確認的項目相關,則即期及遞延稅項亦分別於其他全面收入或直接於權益中確認。倘因業務合併的初步會計處理而產生即期或遞延稅項,有關稅務影響乃計入業務合併的會計處理內。

收益確認

截至二零一八年十二月三十一日止年度應用的政策(一併應用香港財務報告準則第15號)

本公司確認收益以述明向客戶移交已約定商品或服務的金額,有關金額反映實體預期就交換該等商品或服務有權收取的代價。具體而言,本集團採用五個步驟確認收益:

第一步: 識別與客戶之合約

第二步: 識別合約內履約責任

第三步: 釐定交易價格

第四步: 將合約內的交易價分配至履約責任

第五步: 當(或於)實體完成履約責任時確認收益

本集團完成履約責任時(或就此)確認收益,即當特定履約責任有關的商品或服務的「控制權」轉移至客戶時。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue recognition (Continued)

Policy applicable to the year ended 31 December 2018 (with application of HKFRS 15) (Continued)

A performance obligation represents a good or service (or a bundle of goods or services) that is district or a series of distinct goods or services that are substantially same.

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- The customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- The Group's performance creates and enhances an asset that the customer controls as the asset is created and enhanced; or
- The Group' performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct goods or service.

Revenue is measured based on the consideration specified in a contract with a customer, excludes amounts collected on behalf of third parties, discounts and sales related taxes.

3. 重大會計政策(續)

收益確認(續)

截至二零一八年十二月三十一日止年度應用的政策(一併應用香港財務報告準則第15號)(續)

履約責任指可區分之單一(或一組)商品或服務或一系列可區分的商品或服務基本相同。

倘滿足下列其中一項標準,則控制權在一段時間內轉移,而收益確認會參考一段時間內已完成相關履約責任的進度進行。

- 於本集團履行責任時,客戶同時取得及耗用本集團履約所提供的利益;
- 本集團的履約產生及提升客戶在創建及提升資產時已控制的資產;或
- 本集團的履約並不構成對本集團有替代用途的資產,且本集團對迄今已完成履約的付款具有可強制執行的權利。

否則,收益會於客戶取得可區分的商品或服務的控制權時在某一時間點確認。

收益乃根據與客戶訂立的合約所指明的代價計量,並不包括代表第三方收取的金額、折扣及銷售相關稅項。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue recognition (Continued)

Policy applicable to the year ended 31 December 2018 (with application of HKFRS 15) (Continued)

The Group recognised revenue from the following major sources:

- Provision of financing consultancy services
- Provision of third party payment service
- Provision of online investment and technology-enabled lending service
- Provision of transaction verification services
- Provision of online gaming services
- Provision of IT solution services
- Sales of IT related products
- Provision of exhibition services

Financial consultancy service income is recognised over the service period based on services provided as the customer simultaneously receives and consumes the services provided by the Group over the period. Payment of the transaction is due immediately when the services are rendered to the customers. The Company has the primary responsibility for providing the services to the customer or for fulfilling the order, for example by being responsible for the acceptability of the services ordered by the customer.

3. 重大會計政策(續)

收益確認(續)

截至二零一八年十二月三十一日止年度應用的政策(一併應用香港財務報告準則第15號)(續)

本集團確認來自下列主要來源之收益:

- 提供融資諮詢服務
- 提供第三方支付服務
- 提供在線投資及科技驅動貸款服務
- 提供交易審核服務
- 提供在線遊戲服務
- 提供IT解決方案服務
- IT相關產品銷售額
- 提供展會服務

隨著客戶在服務期間內同步獲取並消費本集團提供的服務,本集團根據所提供的服務在服務期間確認財務諮詢服務收入。交易於客戶獲取服務時隨即到期支付。本公司之主要責任為向客戶提供服務或履行訂單,例如負責接納客戶所訂購之服務。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

3. 重大會計政策(續)

Revenue recognition (Continued)

收益確認(續)

Policy applicable to the year ended 31 December 2018 (with application of HKFRS 15) (Continued)

截至二零一八年十二月三十一日止年度應用的政策(一併應用香港財務報告準則第15號)(續)

Online investment and technology-enabled lending service mainly includes the provision of services in online property loan platform and online lending platform. Online investment and technology-enabled lending service income is recognised over the service period based on services provided as the customer simultaneously receives and consumes the services provided by the Group over the period. Payment of the transaction is due immediately when the services are rendered to the customers. The Company has the primary responsibility for providing the services to the customer or for fulfilling the order, for example by being responsible for the acceptability of the services ordered by the customer.

在線投資及科技驅動貸款服務主要包括於網上物業貸款平台及網貸平台提供服務。在線投資及科技驅動貸款服務收入於服務期間，隨著客戶在服務期間內同步獲取並消費本集團提供的服務，由本集團根據所提供的服務進行確認。當向客戶提供服務時立即支付交易金額。本公司之主要責任為向客戶提供服務或履行訂單，例如負責接納客戶所訂購之服務。

Third party payment service mainly includes the provision of online payment transactions, payment system consultancy and related services. Third party payment service income is recognised at a point in the time when the services for the transactions are completed under the terms of each engagement and the revenue can be measured reliably, since only by that time the Group has a present right to payment from the customers for the service performed. Payment of the transaction is due immediately when the third party payment services are rendered to the customers. The Company has the primary responsibility for providing the services to the customer or for fulfilling the order, for example by being responsible for the acceptability of the services ordered by the customer.

第三方支付服務主要包括提供在線支付交易、支付系統諮詢及相關服務。第三方支付服務收入在交易服務根據各份委聘條款獲完成且收入能可靠計量之時進行確認，因本集團僅在該時間點之後有權要求客戶就所履行的服務支付款項。當向客戶提供第三方支付服務時立即支付交易金額。本公司之主要責任為向客戶提供服務或履行訂單，例如負責接納客戶所訂購之服務。

For the IT solution service under others segment, revenue is recognised over the service period based on services provided as the customer simultaneously receives and consumes the services provided by the Group over the period. The Company has the primary responsibility for providing the services to the customer or for fulfilling the order, for example by being responsible for the acceptability of the services ordered by the customer.

就其他分部項下的IT解決方案服務而言，收入於服務期間，隨著客戶在服務期間內同步獲取並消費本集團提供的服務，由本集團根據所提供的服務進行確認。本公司之主要責任為向客戶提供服務或履行訂單，例如負責接納客戶所訂購之服務。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

3. 重大會計政策(續)

Revenue recognition (Continued)

收益確認(續)

Policy applicable to the year ended 31 December 2018 (with application of HKFRS 15) (Continued)

截至二零一八年十二月三十一日止年度應用的政策(一併應用香港財務報告準則第15號)(續)

For the sales of IT related products under others segment, revenue is recognised at the point when the control of the good is transferred to the customers generally when the goods delivered and titles have passed, which is the point in time when the customer has the ability to direct the use of the good and obtain substantially all of the remaining benefits of the good.

就其他分部項下的IT相關產品銷售而言,當貨品的控制權轉移至客戶(業權通常於產品交付時轉移)時,即在客戶可指定貨品用途並取得貨品的絕大部分剩餘權益時,收益即予確認。

The Group is acting as a principal in the business it obtains control of the IT related products sold before they are transferred to customers. If the control is unclear, when the Group is primarily obligated in a transaction, is subject to inventory risk, has latitude in establishing prices and selecting suppliers, or has several but not all of these indicators, gross amount of the sales and costs of sales of these indent sale transactions are recorded. In determining whether the Group is acting as a principal or as an agent, management is required to exercise significant judgement and to consider all relevant facts and circumstances of the business.

在取得已售出IT相關產品的控制權的業務中,本集團於相關產品交付至客戶前乃作為主事人行事。倘無法確定控制權,於本集團在交易中承擔主要責任、承擔存貨風險、可自由訂立價格及選擇供應商或擁有若干但非全部該等指標時,此等訂貨交易的銷售額及銷售成本乃按總額入賬。於釐定本集團是作為主事人抑或代理行事時,管理層須行使重大判斷,並須考慮有關業務的一切相關事實及狀況。

For the exhibition service, revenue is recognised over the service period based on services provided as the customer simultaneously receives and consumes the services provided by the Group over the period. The Company has the primary responsibility for providing the services to the customer or for fulfilling the order, for example by being responsible for the acceptability of the services ordered by the customer.

就展會服務而言,收入於服務期間,隨著客戶在服務期間內同步獲取並消費本集團提供的服務,由本集團根據所提供的服務進行確認。本公司之主要責任為向客戶提供服務或履行訂單,例如負責接納客戶所訂購之服務。

For the online game operation under others segment, the Group upon the sales of virtual currency or room cards to either individual paying players or bulk purchases typically has an implied obligations to provide the services which enable the games tokens, room cards or other virtual items redeemed with virtual currency to be displayed or used in the games. As a result, the proceeds received from sales of victual currency or room cards are initially recorded as contract liabilities. The attributable portion of the contract liabilities related to values of the game tokens or room cards consumed and other virtual items purchased are recognised as revenue only when services are rendered to the respective paying players.

就其他分部項下在線遊戲運營而言,本集團於向個人付費玩家或大量採購買家銷售虛擬貨幣或房卡時確認收入,且通常默認有義務提供相應服務,以令有關遊戲代幣、房卡或其他虛擬物品可使用遊戲中所顯示或使用的虛擬貨幣贖回。因此,銷售虛擬貨幣或房卡的所得款項初始入賬為合約負債。與所消費遊戲代幣或房卡及所購買其他虛擬物品的價值相關的合約負債的應佔部分,僅於向各付費玩家提供服務時確認為收入。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

3. 重大會計政策(續)

Revenue recognition (Continued)

收益確認(續)

Policy applicable to the year ended 31 December 2017

適用於截至二零一七年十二月三十一日止年度之政策

Revenue is measured at the fair value of the consideration received or receivable and represents amount receivable for services provided in the normal course of business net of sale related taxes.

收益乃以已收或應收代價的公平值計量，此乃在正常業務過程中所提供服務的應收款項(扣除銷售相關稅項計算)。

Financial consultancy service income is recognised when the services are provided (for example, financial advisory and service fees for non-online loan financing transactions).

財務諮詢服務收入於提供服務時確認(例如非網上貸款融資交易之財務顧問及服務費)。

Online investment and technology-enabled lending service income is recognised when the services are provided (for example, financial advisory and service fees for online loan financing transactions).

在線投資及科技驅動貸款服務收入於提供服務時確認(例如網上貸款融資交易之財務顧問及服務費)。

Third party payment service income is recognised when the services are provided (for example, online loan provision services to borrowers on behalf of funds providers).

第三方支付服務收入於提供服務時確認(例如代表資金供應商提供網上貸款服務予借款人)。

Gain on transfer of rights on interests on loan receivables is recognised when the rights and titles have been contractually and legally passed, at which time the Group has transferred to the buyer the significant risks and rewards of ownership of the rights.

倘權利及業權已按合約規定合法轉移時，轉讓應收貸款利息權利之收入予以確認，此時本集團已將權利擁有權的重大風險及回報轉讓予買方。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue recognition (Continued)

For the licensing revenue, the Group receives royalty income from third-party licencees in exchange for the exclusive operation of the Group's leased games in certain regions and providing related technical support. The royalty fees include an upfront fee and, in certain cases, an additional fee during the contracted license period, which is determined based on an agreed amount when accumulated virtual currency purchased by the players with accounts registered with the third parties exceeds certain amounts. The upfront fee is recognised rateably over the contracted license period. The additional royalty fee is recognised upon the actual purchase by the players exceeds the agreed amount in contract.

For the online game operation, the Group operates its online games through cooperation with various third-party game distribution platforms including online application stores, web-based and social game portals and derives its revenue from sales of in-game currency and items, such as virtual products or tools via social game portals. The revenue is recognised when the services are provided. Sales of goods was recognised when the Group has transferred to the buyer the significant risks and rewards of ownership of the goods.

Interest income, including administrative fee income, from financing service and a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income from financing service and a financial asset (including the interest-bearing convertible bond designated as an available-for-sale investment) is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

3. 重大會計政策(續)

收益確認(續)

就授權收入而言,本集團自獲授權第三方收取專利權費收入,以交換取得於若干地區獨家運營本集團租賃之遊戲及提供相關技術支援。專利權費包括前期付款及合約授權期間之額外費用(限於若干情況),倘在有關第三方註冊賬戶之玩家所購累積虛擬貨幣超出若干款額,則額外費用根據協定金額釐定。前期付款於合約授權期間按比例確認,而額外專利權費則於玩家實際購買超出合約協定金額時確認。

就在線遊戲運營而言,本集團透過與多個第三方遊戲分銷平台(包括在線應用商店、網絡及社交遊戲網站)之合作運營其在線遊戲並自銷售遊戲中貨幣及商品(如虛擬產品或社交遊戲網站的工具)獲得收入,收入於提供服務時確認。於本集團向買方轉讓重大風險及獎勵商品所有權時認確認銷售商品。

融資服務及金融資產的利息收入(包括行政費收入)乃於經濟利益將有可能流入本集團及收入金額能夠可靠地計量時予以確認。融資服務及金融資產(包括指定為可供出售投資的計息可換股債券)的利息收入乃按時間基準參考尚未償還本金額及按適用實際利率計算,而適用實際利率指將金融資產的估計未來所收現金在估計可使用期內折現至該資產於初步確認時之賬面淨值的利率。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue recognition (Continued)

For the transaction verification services, the Group provided computer processing activities within crypto-currency networks, commonly termed "crypto-currency mining". The Company receives crypto-currency as consideration for these services. Revenue is measured based on the fair value of the crypto-currency received. The fair value is determined using the spot price of the crypto-currency on the date of receipt. Refer to note 4 "Revenue from transaction verification service" for further discussion of the Group's accounting policy in respect of revenue recognition and the judgement made in determining that such services are provided.

Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate.

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

Leasing

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

3. 重大會計政策(續)

收益確認(續)

就交易審核服務而言,本公司在加密貨幣網絡(通常稱為「加密貨幣挖礦」)內提供電腦處理服務。本公司收取加密貨幣作為該等服務的代價。收入按所收取加密貨幣的公平值計量。公平值使用收取加密貨幣當日的現貨價釐定。有關本集團涉及收入確認及釐定已提供該等服務時作出的判斷的進一步討論,請參閱附註4「交易審核服務收入」。

政府津貼

在合理地保證本集團會遵守政府津貼的附帶條件以及將會得到資助後,政府津貼方會予以確認。

政府津貼乃於本集團擬用津貼予以補貼的相關成本確認為開支的期間內有系統地於損益確認。

用作補償本集團已產生開支或虧損或旨在為本集團提供即時財務資助(而無未來相關成本)之應收政府津貼,乃於應收期間於損益確認。

租賃

凡租賃條款將擁有權的絕大部分風險及回報轉移至承租人的租賃,均分類為融資租賃。所有其他租賃則分類為經營租賃。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

3. 重大會計政策(續)

Leasing (Continued)

租賃(續)

The Group as lessee

本集團為承租人

Operating lease payments are recognised as an expense on a straight-line basis over the term of the relevant lease, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

經營租賃支付以直線法按有關租約年期確認為費用，惟如另有系統性基準較時間性模式更具代表性，租賃資產之經濟效益據此被消耗除外。

Borrowing costs

借貸成本

All borrowing costs are recognised in profit or loss in the period in which they are incurred.

所有借貸成本乃於產生的時期內於損益確認。

Foreign currencies

外幣

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded in the respective functional currency at the rates of exchange prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

於編製各個別集團實體的財務報表時，以非該實體功能貨幣(外幣)進行的交易會按交易日期的現行匯率以相關功能貨幣列賬。於報告期末，以外幣計值的貨幣項目均按該日期的匯率重新換算。按公平值計量以外幣計值的非貨幣項目按公平值獲釐定當日的現行匯率重新換算。按歷史成本以外幣計值的非貨幣項目則毋須重新換算。

Exchange differences on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period.

有關結算貨幣項目及重新換算貨幣項目之匯兑差額，於其產生期間在損益中確認。重新換算以公平值列賬之非貨幣項目產生之匯兑差額計入期間內之損益。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Foreign currencies (Continued)

For the purpose of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operation are translated into presentation currency of the Group (i.e. RMB) at the rate of exchange prevailing at the end of the reporting period, and their income and expense are translated at the average rates for the year. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of exchange reserve (attributed to non-controlling interests as appropriate).

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over subsidiaries that includes a foreign operation, or a partial disposal of an interest in a joint arrangement or an associate that includes a foreign operation of which the retained interest becomes a financial asset), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

In addition, in relation to a partial disposal of a subsidiary that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences are reattributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (i.e. partial disposals of associates or joint arrangements that do not result in the Group losing significant influence or joint control), the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

Goodwill and fair value adjustments on identifiable assets acquired arising on an acquisition of a foreign operation on or after 1 January 2005 are treated as assets and liabilities of that foreign operation and retranslated at the rate of exchange prevailing at the end of each reporting period. Exchange differences arising are recognised in other comprehensive income.

3. 重大會計政策(續)

外幣(續)

就綜合財務報表的呈報而言,本集團海外業務的資產及負債按報告期末的適用匯率換算成本集團的呈列貨幣(即人民幣),而收入及開支則按本年度的平均匯率換算。產生的任何匯兑差額(如有)於其他全面收益確認及於權益內於匯兑儲備項下(如適用,由非控股權益應佔)累計。

於出售海外業務(即出售本集團於海外業務之全部權益或涉及失去對附屬公司(包括海外業務)之控制權之出售,或出售包括海外業務之合營安排或聯營公司之部分權益(其保留權益成為一項金融資產)時,就本公司擁有人應佔該業務而於權益內累計之所有匯兑差額重新分類至損益。

此外,就部分出售一家附屬公司(並無導致本集團失去附屬公司之控制權)而言,按比例分佔之累計匯兑差額乃重新計入非控股權益,而不會在於損益中確認。至於所有其他部分出售(例如部分出售聯營公司或合營安排惟並未導致本集團失去重大影響力或共同控制),按比列分佔之累計匯兑差額乃重新分類至損益。

就於二零零五年一月一日或之後收購海外經營業務而產生之所收購可識別資產之商譽及公平值調整乃作為該海外經營業務之資產及負債處理,並按各報告期末之現行匯率重新換算。產生之匯兑差額於其他全面收益確認。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

3. 重大會計政策(續)

Share-based payment transactions

以股份支付之交易

Equity-settled share-based payment transactions

按權益結算以股份支付之交易

Share options granted to directors and employees

For grants of share options that are conditional upon satisfying specified vesting conditions, the fair value of services received is determined by reference to the fair value of share options granted at the date of grant and is expensed on a straight-line basis over the vesting period, with a corresponding increase in equity (share-based payment reserve).

授予董事及僱員之購股權

就授出以達成特定歸屬條件為條件之購股權而言，乃參考所授出購股權於授出日期之公平值釐定已收服務之公平值且於歸屬期內以直線法支銷，並相應增加權益(以股份支付款項儲備)。

At the end of the reporting period, the Group revises its estimates of the number of options that are expected to ultimately vest. The impact of the revision of the original estimates during the vesting period, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to share-based payment reserve.

於報告期末，本集團修訂對預期最終歸屬之購股權數目之估計。於歸屬期內修訂原先估計之影響(如有)乃於損益賬內確認，致令累計開支反映出經修訂估計，並對以股份支付款項儲備作相應調整。

For share options that vest immediately at the date of grant, the fair value of the share options granted is expensed immediately to profit or loss.

就於授出日期即歸屬之購股權而言，獲授購股權之公平值即時於損益支銷。

When share options are exercised, the amount previously recognised in share-based payment reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share-based payment reserve will be transferred to retained profits.

於購股權獲行使時，先前於以股份支付款項儲備內確認之金額將轉撥至股份溢價。當購股權於歸屬日期後被沒收或於屆滿日仍未獲行使時，先前於以股份支付款項儲備內確認之金額將轉撥至保留溢利。

Share options granted to business associates

Share options issued in exchange for services are measured at the fair values of the services received. The fair values of the goods or services received are recognised as expenses, with a corresponding increase in equity (share-based payment reserve), when the Group obtains the goods or when the counterparties render services, unless the goods or services qualify for recognition as assets.

授予業務夥伴之購股權

用以交換服務而發行之購股權乃按所獲提供服務之公平值計量。除商品或服務合資格被確認為資產外，當本集團取得商品或交易對方提供服務時，所獲提供商品或服務之公平值確認為開支，並相應增加權益(以股份支付款項儲備)。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

3. 重大會計政策(續)

Share-based payment transactions (Continued)

以股份支付之交易(續)

Equity-settled share-based payment transactions (Continued)

Share options granted to business associates (Continued)

When the share options are exercised, the amount previously recognised in share-based payment reserve will be transferred to share premium. When the share options are cancelled and forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share-based payment reserve will be transferred to retained profits.

按權益結算以股份支付之交易(續)

授予董事及僱員之購股權(續)

於購股權獲行使時，先前於以股份支付款項儲備內確認之金額將轉撥至股份溢價。當購股權於歸屬日期後被註銷及沒收或於屆滿日仍未獲行使時，先前於以股份支付款項儲備內確認之金額將轉撥至保留溢利。

Crypto-currencies

Crypto-currencies are open-source software-based online payment system where payments are recorded in a public ledger using its own unit of account. The Group is engaged into crypto-currencies mining principally for the purpose of selling in the near future and generating a profit from fluctuations in price. The Group measures crypto-currencies at its fair value less costs to sell, with any change in fair value less costs to sell being recognised in profit or loss in the period of the change. Crypto-currencies derecognised when the group has transferred substantially all the risks and awards of ownership. As a result of the crypto-currencies protocol, costs to sell them are immaterial in the current period and no allowance is made for such costs.

加密貨幣

加密貨幣是一種以軟件為基礎的開源網絡支付系統，付款是利用技術本身的記賬單位記錄於公共賬簿。本集團從事加密貨幣挖礦，主要是在價格波動之際短期出售套利。本集團按公平值減銷售成本計量加密貨幣，其中公平值減銷售成本之任何變動計入當期損益。在本集團將所有權絕大部分風險及報酬轉移時，取消確認加密貨幣。因加密貨幣協議所致，銷售加密貨幣之成本於本期間並不重大，故此並無就相關成本作出撥備。

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

假設市場參與者以其最佳經濟利益行事，一項資產或負債之公平值乃按市場參與者為資產或負債定價時採用之假設計量。

Crypto-currencies fair value measurement is a Level 1 fair value as it is based on a quoted (unadjusted) market price (Coindesk exchange) in active markets for identical assets.

加密貨幣公平值計量屬第一級公平值，乃由於其基於相同資產於交投活躍市場之報價(未經調整)市價(Coindesk交易所)。

Crypto-currencies are derecognised when the Group disposes of them through its trading activities or when the Group otherwise loses control and, therefore, access to the economic benefits associated with ownership of the crypto-currencies.

在本集團透過其交易活動出售加密貨幣，或本集團因其他原因失去對與加密貨幣之擁有權相關之經濟利益的控制權且因而無法獲取有關利益時，取消確認加密貨幣。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

3. 重大會計政策(續)

Crypto-currencies (Continued)

Refer to note 4 "*Crypto-currencies*" and "*Fair value of crypto-currencies*" for further discussion of the Group's accounting policy in respect of crypto currencies valuation and the judgement made in determining that such inventories are carried as commodity broker-trader inventory.

加密貨幣(續)

有關本集團就加密貨幣估值及釐定相關存貨列作商品經紀交易商存貨時作出之判斷之會計政策之進一步討論,請參閱附註4「*加密貨幣*」及「*加密貨幣之公平值*」。

Fair value measurement

When measuring fair value except for the Group's share-based payment transactions and net realisable value of inventories for the purpose of impairment assessment, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

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

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs. Specifically, the Group categorised the fair value measurements into three levels, based on the characteristics of inputs, as follow:

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

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

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

公平值計量

在就減值評估而計量公平值時,除本集團以股份為基礎的付款交易及存貨的可變現淨值外,倘市場參與者在對資產或負債進行定價時將其特徵考慮在內,則本集團會考慮資產或負債的該等特徵。

非金融資產的公平值計量計及市場參與者按最高及最佳用途使用該資產或將其出售予將按最高計最佳用途使用該資產的另一個市場參與者以產生經濟利益的能力。

本集團採用適用於當時情況的估值方法並有足夠數據可用於計量公平值,最大限度地使用相關可觀察輸入數據並儘量減少使用不可觀察輸入數據。具體而言,本集團根據輸入數據的特徵將公平值計量分為三個層級,具體如下:

第一層— 相同資產或負債在活躍市場上的市場報價(未經調整)。

第二層— 對公平值計量具有重要意義的最低級別輸入數據可直接或間接觀察的估值方法。

第三層— 對公平值計量具有重要意義的最低級別輸入數據不可觀察的估值方法。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Fair value measurement (Continued)

At the end of the reporting period, the Group determines whether transfer occur between levels of the fair value hierarchy for assets and liabilities which are measured at fair value on recurring basis by reviewing their respective fair value measurement.

3. 重大會計政策(續)

公平值計量(續)

於報告期末,本集團通過經常性審閱其各自的公平值計量,釐定按公平值計量的資產及負債的公平值層級之間是否發生轉移。

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3, the directors of the Company are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

4. 重大會計判斷及估計不確定性的主要來源

於應用本集團載述於附註3的會計政策時,本公司董事須對未能輕易地從其他來源獲知的資產及負債賬面值作出判斷、估計及假設。該等估計及相關假設乃根據過往經驗及被認為相關的其他因素而作出。實際結果或會與該等估計不同。

該等估計及相關假設將會被不時檢討。因應該等會計估計需作出的修訂將在該等估計的修訂期間(若該等修訂僅影響該期間)或者修訂期間及未來期間(若該等修訂影響現時及未來期間)予以確認。

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Critical judgements in applying accounting policies

The following are the critical judgements, apart from those involving estimations (see below), that the directors of the Company have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

Going concern and liquidity

The assessment of the going concern assumptions involves making judgement by the directors of the Company, at a particular point of time, about the future outcome of events or conditions which are inherently uncertain. Please refer to note 1 in relation to the going concern assumptions adopted by the directors of the Company.

De facto control over subsidiaries

Notwithstanding the lack of equity ownership in Shenzhen Qiyuan Tianxia Technology Company Limited 深圳起源天下科技有限公司 ("Qiyuan"), Leyu Limited ("Leyu") and 先鋒支付有限公司("先鋒支付"), the Group is able to exercise control over the subsidiaries above through the contractual arrangements.

The directors of the Company assessed whether or not the Group has control over the subsidiaries above based on whether the Group has the practical ability to direct the relevant activities of the subsidiaries above unilaterally. In making their judgement, the directors of the Company considered the Group's rights through the contractual arrangements. After assessment, the directors of the Company concluded that the Group has sufficiently dominant voting interest to direct the relevant activities of the subsidiaries above and therefore the Group has control over the subsidiaries above.

Key sources of estimation uncertainty

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

4. 重大會計判斷及估計不確定性的主要來源(續)

應用會計政策之主要判斷

以下為除該等涉及估計(見下文)之主要判斷以外之主要判斷,本公司董事已於應用本集團會計政策過程中作出有關主要判斷,而其對於綜合財務報表內已確認之金額有重大影響。

持續經營及流動資金

對持續經營假設的評估涉及本公司董事於特定時間就本質上不確定的事件或狀況的未來結果作出判斷。有關本公司董事所採納的持續經營假設,請參閱附註1。

對附屬公司之實際控制權

儘管缺乏深圳起源天下科技有限公司(「起源」)、Leyu Limited(「Leyu」)及先鋒支付有限公司(「先鋒支付」)之股權所有權,惟本集團有能力透過合約安排行使對上述附屬公司之控制權。

本公司董事根據本集團是否有實際能力單方面指示上述附屬公司之相關活動來評估是否本集團已控制上述附屬公司。於作出彼等之判斷時,本公司董事透過合約安排考慮本集團之權利。評估後,本公司董事認為,本集團有充分優勢投票權以指示上述附屬公司之相關活動,因此,本集團已控制上述附屬公司。

估計不確定性的主要來源

以下為對未來的主要假設及於報告期末估計不確定性的其他主要來源,極有可能導致下一個財政年度的資產及負債賬面值須作出重大調整。

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Key sources of estimation uncertainty (Continued)

Impairment of loan receivables, trade receivables, other receivables and amounts due from associates

The impairment provisions for loan receivables, trade receivables, other receivables and amounts due from associates are based on assumptions about ECL. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the number of days that an individual receivable is outstanding as well as the Group's historical experience and forward-looking information at the end of the reporting period. Changes in these assumptions and estimates could materially affect the result of the assessment and it may be necessary to make additional impairment charge to the consolidated statement of profit or loss and other comprehensive income. As at 31 December 2018, the carrying amounts of loan receivables, trade receivables, other receivables and amounts due from associates of the Group were approximately RMB3,606,632,000 (1 January 2018: RMB3,439,256,000), RMB516,763,000 (1 January 2018: RMB411,027,000), RMB1,208,839,000 (1 January 2018: RMB1,156,831,000) and RMB156,217,000 (1 January 2018: RMB9,004,000) respectively, net of accumulated impairment losses of loan receivables, trade receivables, other receivables and amounts due from approximately RMB676,220,000 (1 January 2018: RMB80,976,000) and RMB134,486,000 (1 January 2018: RMB6,342,000), RMB211,967,000 (1 January 2018: RMB29,158,000) and RMB403,850,000 (1 January 2018: nil) respectively.

Loan receivables mainly include financing advances provided to customers which are mainly secured by real estates and other collaterals. Apart from assessing the financial positions of customers, the management further reviews value of the pledged real estates and other collaterals by reference to recent market transactions in comparable properties or fair values determined by the directors of the Company. If the market value of secured real estates and other collaterals is deteriorated and is below the carrying amount of the corresponding financing advances, provision on impairment may be required.

4. 重大會計判斷及估計不確定性的主要來源(續)

估計不確定性的主要來源(續)

應收貸款、貿易應收款項、其他應收款項及應收聯營公司款項減值

應收貸款、貿易應收款項、其他應收款項及應收聯營公司款項的減值撥備乃基於有關預期信貸損失的假設。本集團根據於報告期末的個別應收款項的未償還天數及本集團歷史經驗及前瞻性資料，在作出該等假設及選擇減值計算的輸入數據時做出判斷。該等假設及估計的變動可能對評估結果產生重大影響，並可能需要就綜合損益及其他全面收益表作出額外減值扣除。於二零一八年十二月三十一日，本集團應收貸款、貿易應收款項、其他應收款項及應收聯營公司款項的賬面值分別約為人民幣3,606,632,000元(二零一八年一月一日：人民幣3,439,250,000元)、人民幣516,763,000元(二零一八年一月一日：人民幣411,027,000元)、人民幣1,208,839,000元(二零一八年一月一日：人民幣1,156,831,000元)及人民幣156,217,000元(二零一八年一月一日：人民幣9,004,000元)，分別扣除應收貸款、貿易應收款項、其他應收款項及應收聯營公司款項累計減值虧損約人民幣676,220,000元(二零一八年一月一日：人民幣80,976,000元)、人民幣134,486,000元(二零一八年一月一日：人民幣6,342,000元)、人民幣211,967,000元(二零一八年一月一日：人民幣29,158,000元)及人民幣403,850,000元(二零一八年一月一日：無)。

應收貸款主要包括向客戶提供的主要以房地產及其他抵押物作抵押的融資墊款。除評估客戶的財務狀況以外，管理層亦參考可資比較物業的近期市場交易或本公司董事釐定之公平值以檢討已抵押房地產及其他抵押物的價值。倘已抵押房地產及其他抵押物的市值減少及低於相應融資墊款的賬面值，則可能需要作出減值撥備。

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Key sources of estimation uncertainty (Continued)

Share-based payment expenses

The fair value of the share options granted to the directors, employees and business associates determined at the date of grant of the respective share options is expensed over the vesting period, with a corresponding adjustment to the Group's share-based payment reserve. In assessing the fair value of the share options, the generally accepted option pricing models were used to calculate the fair value of the share options. The option pricing models require the input of subjective assumptions, including the volatility of its own ordinary shares and the expected life of options. Any changes in these assumptions can significantly affect the estimate of the fair value of the share options. Details of which are set out in note 49.

Impairment of intangible assets

The management of the Group determines whether the intangible assets are impaired (see the accounting policy regarding impairment on tangible and intangible assets other than goodwill). The impairment loss for intangible assets is recognised for the amounts by which the carrying amounts exceed their recoverable amounts, in accordance with the Group's accounting policy. The recoverable amounts of intangible assets have been determined based on value-in-use calculations. These calculations require the use of estimates such as the future revenue and/or discount rates. As at 31 December 2018, the carrying amounts of intangible assets are approximately RMB382,960,000 (2017: RMB178,831,000), net of accumulated impairment losses and amortisation of approximately RMB170,050,000 (2017: RMB97,326,000). An impairment loss of approximately RMB32,889,000 (2017: RMB23,223,000) was recognised on several social games because their respective revenue stream aligned with the social games had been slower than expected during the year ended 31 December 2018.

4. 重大會計判斷及估計不確定性的主要來源(續)

估計不確定性的主要來源(續)

以股份支付之支出

於各購股權授出日期釐定之授予董事、僱員及業務夥伴之購股權之公平值乃於歸屬期間支銷,並對本集團之以股份支付之儲備作出相應調整。於評估購股權之公平值時,計算購股權之公平值使用公認期權定價模式。期權定價模式規定輸入主觀假設,包括其本身普通股之波幅及購股權之預期年限。該等假設之任何變動均可能大幅影響購股權之公平值估計。相關詳情載於附註49。

無形資產之減值

本集團管理層確定無形資產是否已減值(見有關有形資產及無形資產(商譽除外)減值的會計政策。根據本集團之會計政策,本集團就無形資產之賬面值超過彼等之可收回金額之金額,確認無形資產之減值虧損。無形資產之可收回金額乃根據使用價值計算予以釐定。該等計算要求使用估計,例如未來收入及/或貼現率。於二零一八年十二月三十一日,無形資產之賬面值為約人民幣382,960,000元(二零一七年:人民幣178,831,000元),已扣除累計減值虧損及攤銷約人民幣170,050,000元(二零一七年:人民幣97,326,000元)。截至二零一八年十二月三十一日止年度,由於數款社交遊戲各自之收益流與社交遊戲相比慢於預期,確認減值虧損約人民幣32,889,000元(二零一七年:人民幣23,223,000元)。

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Key sources of estimation uncertainty (Continued)

Impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the value in use of the CGU to which goodwill has been allocated. The value-in-use calculation requires the Group to estimate the future cash flows expected to arise from the CGU and a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than expected, a material impairment loss may arise. As at 31 December 2018, the carrying amount of goodwill is approximately RMB1,009,590,000 (2017: RMB976,382,000) as detailed in note 21. Impairment loss of RMB100,000,000 is recognised during the year ended 31 December 2018 (2017: nil) as a result of significant decline in revenues and unsatisfactory operating performance of the social gaming business. Accumulated impairment losses of RMB108,919,000 (2017: RMB8,919,000) were recognised as at 31 December 2018.

Estimated impairment loss on interests in associates

In determining whether the Group's interests in associates are impaired required an estimation of the recoverable amount. Impairment assessment had been carried out at the end of the reporting period on the investments in their entirety with reference to the investee companies' financial performance and financial position. As at 31 December 2018, the carrying amount of goodwill is approximately RMB947,215,000 (2017: RMB981,821,000) included in interests in associates as detailed in note 23. As at 31 December 2018, interests in associates are approximately RMB1,211,520,000 (2017: RMB1,457,723,000). No impairment loss is made for both years.

4. 重大會計判斷及估計不確定性的主要來源(續)

估計不確定性的主要來源(續)

商譽之減值

釐定商譽是否減值須對獲分配商譽之現金產生單位之使用價值作出估計。計算使用價值時,本集團須估計預期產生自現金產生單位之未來現金流量及適當之貼現率以計算現值。倘實際未來現金流量少於預期,則可能產生重大減值虧損。於二零一八年十二月三十一日,誠如附註21所詳述,商譽賬面值約為人民幣1,009,590,000元(二零一七年:人民幣976,382,000元)。截至二零一八年十二月三十一日止年度,由於收益大幅下降及社交遊戲業務的經營業績不佳,已確認減值虧損人民幣100,000,000元(二零一七年:無)。於二零一八年十二月三十一日,已確認累計減值虧損人民幣108,919,000元(二零一七年:人民幣8,919,000元)。

於聯營公司之權益之估計減值虧損

在釐定本集團於聯營公司之權益是否出現減值時,須估計可收回金額。於報告期末,參考被投資公司之財務表現及財務狀況就其全部投資進行減值評估。於二零一八年十二月三十一日,商譽賬面值約為人民幣947,215,000元(二零一七年:人民幣981,821,000元),乃計入於聯營公司之權益(誠如附註23所詳述)。於二零一八年十二月三十一日,於聯營公司之權益約為人民幣1,211,520,000元(二零一七年:人民幣1,457,723,000元)。兩個年度均未產生任何減值虧損。

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Key sources of estimation uncertainty (Continued)

Useful lives of intangible assets

The Group's acquired licences are classified as indefinite-lived intangible assets in accordance with HKAS 38 "Intangible Assets". This conclusion is supported by the fact that there were no specific terms for the rights and the directors of the Company expected that the business underlying the rights can be operated perpetually. Under HKAS 38, the Group re-evaluates the useful lives of the licences at the end of each reporting period to determine whether events and circumstances continue to support the view of indefinite useful life for the assets. As at 31 December 2018, the carrying amount of licences of the Group are approximately RMB132,014,000 (2017: RMB132,014,000).

Fair value of other financial instruments

As described in note 22, the directors of the Company use their judgement in selecting an appropriate valuation technique for financial instruments not quoted in an active market. Valuation techniques commonly used by market practitioners are applied. Other financial instruments are valued using price-to-earnings multiples and discounted cash flow analysis based on assumptions supported, where possible, by observable market prices or rates. The estimation of fair value of unlisted equity instruments includes some assumptions not supported by observable market prices or rates. The carrying amount of the equity instruments as at 31 December 2018 is RMB1,804,343,000 (31 December 2017: RMB761,593,000). Details of the assumptions used are disclosed in note 6. The directors of the Company believe that the chosen valuation techniques and assumptions are appropriate in determining the fair value of financial instruments.

4. 重大會計判斷及估計不確定性的主要來源(續)

估計不確定性的主要來源(續)

無形資產之可使用年限

本集團所收購之執照乃根據香港會計準則第38號「無形資產」歸類為無限年期無形資產。此結論之根據為有關權利並無特定年限而本公司董事預期與該等權利相關之業務可以永久運作。本集團根據香港會計準則第38號，於各報告期末重新評估執照之可使用年限，以決定當時事態及情況是否仍支持資產之無限可使用年期之意見。於二零一八年十二月三十一日，本集團之執照之賬面值約為人民幣132,014,000元(二零一七年：人民幣132,014,000元)。

其他金融工具的公平值

如附註22所述，本公司董事在為在活躍市場上並無報價的金融工具選擇適當的估值方法時採用判斷。應用市場從業者常用的估值方法。其他金融工具使用市盈率及貼現現金流量分析進行估值，該分析乃基於通過可觀察市場價格或利率支持(倘可能)的假設。非上市權益工具的公平值估計包括若干不受可觀察市場價格或利率支持的假設。於二零一八年十二月三十一日，權益工具的賬面值為人民幣1,804,343,000元(二零一七年十二月三十一日：人民幣761,593,000元)。有關所用假設的詳情披露於附註6。本公司董事認為，所選擇的估值方法及假設適用於釐定金融工具的公平值。

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Key sources of estimation uncertainty (Continued)

Fair value measurements and valuation processes

Some of the Group's assets and liabilities are measured at fair value for financial reporting purposes. The directors of the Company are responsible in determining the appropriate valuation techniques and inputs for fair value measurements.

In estimating the fair value of an asset or a liability, the Group uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Group engages third party qualified valuers to perform the valuation. The directors of the Company work closely with the qualified external valuers to establish the appropriate valuation techniques and inputs to the model. The directors of the Company regularly assess the impact and the cause of fluctuations in the fair value of the assets and liabilities.

The Group uses valuation techniques that include inputs that are not based on observable market data to estimate the fair value of certain types of financial instruments, including preference shares of a subsidiary, provision for financial guarantee, put option of non-controlling interest included in "Other financial liabilities". Note 6 provides detailed information about the valuation techniques, inputs and key assumptions used in the determination of the fair value of various assets and liabilities.

4. 重大會計判斷及估計不確定性的主要來源(續)

估計不確定性的主要來源(續)

公平值計量及估值過程

本集團若干資產及負債乃按公平值計量作財務申報用途。本公司董事負責為公平值計量釐定適當估值方法及資料輸入。

於估計資產或負債之公平值時，本集團盡可能使用可觀察市場數據。於無第一級資料輸入情況下，本集團委聘第三方合資格估值師進行估值。本公司董事與合資格外聘估值師緊密合作設立模式適用之估值方法及輸入資料。董事定期評估資產及負債公平值波動之影響及產生原因。

本集團採用包括並非根據可觀察市場數據之估值方法以估計若干類別金融工具之公平值，包括一間附屬公司之優先股、金融擔保撥備、非控股權益之認沽期權計入「其他金融負債」。附註6提供有關用於釐定若干資產及負債公平值之估值方法、資料輸入及主要假設之詳細資料。

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Key sources of estimation uncertainty (Continued)

Income taxes

The Group is subject to taxation in various jurisdictions. Significant judgement is required in determining the amount of the provision for taxation and the timing of payment of the related taxation. Where the final tax outcome is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the periods in which such determination are made.

Plant and equipment

The Group has assessed the basis of depreciation of the crypto-currencies computer mining hardware at 25% per month on a diminishing value basis.

The crypto-currencies computer mining hardware is used to generate crypto-currencies (refer to discussion on Revenue from transaction verification services discussed in Note 4). The rate at which the Group generates crypto-currencies and, therefore, consumes the economic benefits of its crypto-currencies computer mining hardware is influenced by a number of factors including the following:

- the complexity of the mining process which is driven by the algorithms contained within the crypto-currencies open source software;
- the general availability of appropriate computer processing capacity on a global basis (commonly referred to in the industry as hashing capacity which is measured in Petahash units); and

4. 重大會計判斷及估計不確定性的主要來源(續)

估計不確定性的主要來源(續)

所得稅

本集團須繳納多個司法權區的稅項。釐定稅項撥備數額及支付相關稅項的時間時,須作出重大判斷。倘最終稅項結果有別於初始入賬的金額,則該等差額會影響作出相關釐定期間的所得稅及遞延稅項撥備。

廠房及設備

本集團按價值遞減基準將加密貨幣電腦挖礦硬件折舊基準評定為每月25%。

加密貨幣電腦挖礦硬件用於生成加密貨幣(參見附註4所論述來自交易審核服務之收入)。本集團加密貨幣生成率及因此消耗加密貨幣電腦挖礦硬件之經濟利益受下列多項因素影響:

- 加密貨幣開源軟件中的演算算法造成挖礦過程之複雜程度;
- 全球通用的合適電腦處理能力(業內通常稱為算力,以Petahash單位衡量);及

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Key sources of estimation uncertainty (Continued)

Plant and equipment (Continued)

– technological obsolescence reflecting rapid development in the crypto-currencies mining computer hardware industry such that more recently developed hardware is more economically efficient to run in terms of crypto-currencies mined as a function of operating costs, primarily power costs i.e. the speed of hardware evolution in the industry is such that later hardware models generally have faster processing capacity combined with lower operating costs and a lower cost of purchase.

Because of both the Group and the industry's relatively short life cycle to date management has only limited data available to it. Furthermore the data available also includes data derived from the use of economic modelling to forecast future crypto-currencies generation and the assumptions included in such forecasts, including crypto-currencies price and network difficulty, are derived from management assumptions which are inherently judgemental. Based on current data available management has determined that 25% diminishing value best reflects the current expected useful life of crypto-currencies computer mining hardware, the diminishing value determined for financial years ended 31 December 2017 and 2018. Management will review this estimate at each reporting date and will revise such estimates as and when data comes available. Whilst it is currently expected that the Group will dispose by sale of crypto-currencies mining hardware at the end of its useful life due to the small volume of such transactions to date the crypto-currencies computer mining hardware has been assumed to have no residual value at the end of its useful life. Management will review the appropriateness of its assumption of nil residual value at each reporting date.

4. 重大會計判斷及估計不確定性的主要來源(續)

估計不確定性的主要來源(續)

廠房及設備(續)

– 技術過時,反映加密貨幣挖礦電腦硬件行業快速發展,故以最近開發的硬件挖礦加密貨幣,按營運成本(主要為電力成本)而言為最具經濟效益,即行業硬件革新速度意味著較新的硬件模型通常具有更快的處理能力,兼具更低的運營成本及更低的購買成本。

由於本集團及此行業至今的歷史週期相對較短,管理層僅可獲得有限的數據。此外,可得數據亦包括使用經濟模型預測未來加密貨幣生成所得數據,而作出該等預測所用的假設來自本身須作出判斷之管理層的假設,包括加密貨幣價格及網絡難度。根據當前可用數據,管理層釐定,25%的遞減價值最能反映加密貨幣電腦挖礦硬件的當前預期可用年限,為截至二零一七年及二零一八年十二月三十一日止財政年度之遞減價值。管理層將於各報告日審閱此估計,並將於數據可用時修訂相關估計。雖然目前預計本集團將以在加密貨幣挖礦硬件使用年期結束時出售硬件的方式處置,但由於迄今為止相關成交量較小,故已假定加密貨幣電腦挖礦硬件到使用年期結束時無剩餘價值。管理層將於各報告日期檢討零剩餘價值的假設是否適當。

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Key sources of estimation uncertainty (Continued)

Revenue from transaction verification service

The Group generates revenue by providing computer processing activities for crypto-currencies generation and transaction processing services on the public ledger system known as the crypto-currencies Blockchain. In the crypto-currency industry such activity is generally referred to as crypto-currency mining. The Group receives consideration for providing such crypto-currency mining activities in the form of crypto-currencies. The Group has determined that the substance of its crypto-currency mining activities is service provision under the scope of HKFRS 15 Revenue from Contracts with Customers notwithstanding that there is no contractual arrangement under which it provides such services as the services are provided instead through open source software being the crypto-currencies protocol. Furthermore, the nature of the crypto-currencies protocol is such that the Group is unable to determine in advance the consideration that it will receive, if any, for the crypto-currency mining services that it provides and, therefore, the Group is unable to estimate reliably the outcome of its mining activities in advance of actual receipt of consideration in the form of crypto-currencies. Because of the uncertainty over both the timing and amount of the consideration that the Group will receive for undertaking mining activities, management has determined that revenue should only be recognised on actual receipt of crypto-currencies as consideration for services provided.

Crypto-currencies received for mining activities are, therefore, recognised as revenue at fair value on the day of receipt in a private crypto-currencies wallet controlled by the Group. The fair value of crypto-currencies received is determined in accordance with the Group's accounting policy, see Note 4 "Fair value of crypto-currencies" below. Crypto-currencies received are recognised immediately as "crypto-currencies" into the trading book. As revenues from crypto-currency mining activity is measured on an as received basis revenues are neither earned on a constant basis over time, nor necessarily in a direct relationship to computer processing capacity utilised. As a consequence, future generation of crypto-currencies and, therefore future revenues, from crypto-currency mining activities may be subject to volatility due to factors outside the Group's control.

4. 重大會計判斷及估計不確定性的主要來源(續)

估計不確定性的主要來源(續)

交易審核服務

本集團通過在稱作加密貨幣區塊鏈的公共記賬系統上提供加密貨幣生成和交易處理服務的電腦操作而產生收入,在加密貨幣行業,通常稱為加密貨幣挖礦。本集團以加密貨幣的形式收取提供相關加密貨幣挖礦業務之代價。儘管提供相關服務並無合約安排,但該等服務其實透過開源軟件(即加密貨幣協議)提供,故本集團已釐定其加密貨幣挖礦業務的性質為香港財務報告準則第15號客戶合約收入範疇中的提供服務。此外,加密貨幣協議的性質令本集團無法提前釐定其就提供加密貨幣挖礦服務將收取之代價(如有),因此本集團無法於實際收取加密貨幣代價之前可靠估計其挖礦業務之成果。由於本集團將自挖礦業務獲取代價的時間和金額有不確定因素,因此管理層已釐定在實際收到加密貨幣作為所提供服務之代價時方予以確認收入。

因此,就挖礦業務所收取的加密貨幣於本集團所控制的私人加密貨幣錢包入賬的同日按公平值確認為收入。所收取加密貨幣的公平值乃根據本集團的會計政策釐定,請參閱下文附註4「加密貨幣之公平值」。所收取之加密貨幣即時於交易賬中確認為「加密貨幣」。由於加密貨幣挖礦業務之收入乃於收取之時計量,故收入既非隨時間按持續基準賺取,亦不一定與所運用的電腦處理能力有直接關係。因此,基於本集團不可控制的因素,日後生成加密貨幣及來自加密貨幣挖礦業務的未來收入可能會出現波動。

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Key sources of estimation uncertainty (Continued)

Crypto-currencies

Management considers that the Group's crypto-currencies are a commodity. As Hong Kong Financial Reporting Standards do not define the term 'commodity,' management has considered the guidance in HKAS 8 Accounting Policies, Changes in Accounting Estimates and Errors ("HKAS 8") that allows an entity to consider the most recent pronouncements of other standard-setting bodies that use a similar conceptual framework to develop accounting standards, other accounting literature and accepted industry practice to the extent that these do not conflict with the requirements of the Hong Kong Financial Reporting Standards and the Hong Kong Accounting Standards Board Conceptual Framework. Under United States Generally Accepted Accounting Principles (US GAAP) as set out in the Master Glossary of the Accounting Standards Codification, a commodity has been defined as "products whose units are interchangeable, are traded on an active market where customers are not readily identifiable, and are immediately marketable at quoted prices." Based on this definition and the guidance in HKAS 8, management has therefore determined that crypto-currencies are a commodity notwithstanding that crypto-currencies lack physical substance.

The Group's activities include trading crypto-currencies, primarily the buying and selling of crypto-currencies and, therefore, subsequent to initial recognition, crypto-currencies (whether received as consideration for mining activities or acquired through purchase) is held at fair value less costs to sell, reflecting the Group's purpose of holding such crypto-currencies as a commodity broker-trader in accordance with HKAS 2 Inventories. As a result of the crypto-currencies protocol, costs to sell crypto-currencies are immaterial and no allowance is made for such costs. Changes in the amount of crypto-currencies based on fair value are included in profit or loss for the period.

4. 重大會計判斷及估計不確定性的主要來源(續)

估計不確定性的主要來源(續)

加密貨幣

管理層將本集團之加密貨幣視作一種商品。由於香港財務報告準則並未界定「商品」一詞,管理層已考慮香港會計準則第8號會計政策、會計估計變動及誤差(「香港會計準則第8號」)中的指引,允許實體考慮採用類似概念框架制定會計準則、其他會計文獻及公認行業慣例之其他準則制定機構最近期發出的聲明,以此等準則不與香港財務報告準則及香港會計準則委員會概念框架的要求產生衝突為限。根據美國一般公認會計原則,按會計準則彙編的總詞彙表所載,商品被界定為「單位可互換,於活躍市場上交易而客戶不容易識別,並可立即以報價出售的產品」。基於此定義及香港會計準則第8號之指引,管理層因此釐定加密貨幣為一種商品,儘管加密貨幣並非實物。

本集團之業務包括加密貨幣交易,主要是買賣加密貨幣,因此,於初次確認後,加密貨幣(不論是作為挖礦業務之代價收取或通過購買獲得)乃按公平值減銷售成本持有,反映本集團根據香港會計準則第2號存貨作為商品經紀交易商持有相關加密貨幣之目的。基於加密貨幣協議,出售加密貨幣的成本並不重大,故並無就相關成本作出撥備。加密貨幣數量按公平值計量之變動計入當期損益。

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Key sources of estimation uncertainty (Continued)

Crypto-currencies (Continued)

Crypto-currencies is derecognised when the Group disposes of the inventory through its trading activities or when the Group otherwise loses control, and, therefore, access to the economic benefits associated with ownership of the crypto-currencies.

Fair value of crypto-currencies

Crypto-currencies is measured at fair value using the quoted price in United States dollars on the Coindesk exchange (www.coindesk.com) at closing Coordinated Universal Time. Management considers this fair value to be a Level 1 input under the HKFRS 13 Fair Value Measurement fair value hierarchy as the price on the Coindesk exchange represents a quoted price (unadjusted) in an active market for identical assets. Management has selected the Coindesk exchange as it is a major crypto-currencies exchange with appropriate size and liquidity to provide reliable evidence of fair value for the size and volume of transactions that are reasonably contemplated by the Group.

4. 重大會計判斷及估計不確定性的主要來源(續)

估計不確定性的主要來源(續)

加密貨幣(續)

在本集團透過其交易活動出售加密貨幣，或本集團因其他原因失去對與加密貨幣之擁有權相關之經濟利益的控制權且因而此無法獲取有關利益時，取消確認加密貨幣。因無法獲取與加密貨幣所有權相關的經濟利益而導致的存貨減少，在識別時於損益確認為開支。

加密貨幣之公平值

加密貨幣以截止的協調世界時於Coindesk交易所(www.coindesk.com)的美元報價按公平值計量。根據香港財務報告準則第13號公平值計量公平值層級，管理層認為該公平值為第一級輸入數據，由於Coindesk交易所的價格即基於相同資產於交投活躍市場之報價(未經調整)。管理層已選定Coindesk交易所，因其為規模和流動性合適的主要加密貨幣交易平台，可為本集團合理預期的交易規模和交易量提供可靠公平值證據。

5. CAPITAL RISK MANAGEMENT

The Group's primary objectives when managing capital are 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, by pricing products and services commensurately with the level of risk and by securing access to finance at a reasonable cost.

The Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher shareholders returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions.

The Group monitors its capital structure on the basis of a net debt-to-capital ratio. For this purpose, net debt is defined as all borrowings, corporate bonds and convertible bond, less bank balances and cash and capital comprises all components of equity.

5. 資本風險管理

本集團管理資本的首要目標乃保障本集團能夠繼續根據持續經營基準經營，從而透過與風險水平相對應的產品及服務定價以及獲得合理成本的融資，繼續為股東創造回報及為其他利益相關人士創造利益。

本集團積極及定期對其資本架構開展檢討及管理，以在較高股東回報情況下可能伴隨的較高借貸水平與良好的資本狀況帶來的好處及保障之間取得平衡，並因應經濟環境的變化對資本架構作出調整。

本集團按淨負債資本比率管理其資本架構。就此而言，債務淨額界定為全部借貸、公司債券及可換股債券減銀行結餘及現金，而資本包括權益的所有部分。

		As at 31 December 於十二月三十一日	
		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Borrowings	借貸	**3,288,108**	3,127,035
Less: Bank balances and cash	減：銀行結餘及現金	**(391,809)**	(969,249)
Net debt	**債務淨額**	**2,896,299**	2,157,786
Equity attributable to owners of the Company	**本公司擁有人應佔權益**	**5,380,950**	5,205,148
Net debt-to-capital ratio	**淨負債資本比率**	**54%**	41%

The directors of the Company review the capital structure regularly. As part of the review, the directors of the Company consider the cost of capital and risks associated with each class of capital. Based on recommendations of the directors of the Company, the Group will balance its overall capital structure through the raising of new debts, the repayment of existing debts, payment of dividend and issuance of new shares. The Group's overall strategy remains unchanged from prior year.

本公司董事定期檢討資本架構。作為檢討的一部分，本公司董事考慮資本成本及與各類資本相關的風險。本集團將按照本公司董事的建議透過新增債務、償還現有債務、支付股息及發行新股以平衡其整體資本架構。本集團的整體策略自過往年度起保持不變。

6. FINANCIAL INSTRUMENTS

6. 金融工具

a) Categories of financial instruments

a) 金融工具的分類

		As at 31 December 於十二月三十一日	
		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Financial assets	**金融資產**		
Available-for-sale financial assets	可供出售金融資產	**–**	429,511
Financial assets at FVTOCI	按公平值透過其他全面收益計量的金融資產	**626,690**	–
Loans and receivables (including bank balances and cash)	貸款及應收款項（包括銀行結餘及現金）	**6,738,593**	7,370,451
Financial assets at FVTPL	按公平值透過損益計量的金融資產		
Financial assets mandatorily measured at FVTPL/held for trading investments	強制按公平值計入損益計量之金融資產／持作買賣投資	**414,796**	332,082
Unlisted equity investments	非上市股本投資	**829,152**	–
		8,609,231	8,132,044
Financial liabilities	**金融負債**		
Financial liabilities at FVTPL	按公平值透過損益計量的金融負債	**74,568**	344,550
At amortised costs	按攤銷成本	**5,333,861**	5,358,504

The Group's major financial instruments include available-for-sale investments, financial assets at FVTOCI, financial assets at FVTPL trade receivables, loan receivables, other receivables, amounts due from joint ventures, amounts due from associates, amounts due from related companies, held for trading investments, pledged bank deposits, bank balance – trust account, bank balances and cash, accruals and other payables, funds payables and amounts due to customers, amounts due to non-controlling shareholders, amounts due to related companies, borrowings, corporate bonds and convertible bonds, preference shares of a subsidiary, provision for financial guarantee and other financial liabilities. Details of the financial instruments are disclosed in respective notes. The risks associated with these financial instruments include credit risk, liquidity risk and market risk (including interest rate risk, other price risk and foreign currency risk). The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

本集團的主要金融工具包括可供出售投資、按公平值計入其他全面收益之金融資產、按公平值計入損益之金融資產、應收貿易賬款、應收貸款、其他應收款項、應收合營企業款項、應收聯營公司款項、應收關連公司款項、持作買賣投資、已抵押銀行存款、銀行結餘－信託賬戶、銀行結餘及現金、應計費用及其他應付款項、備用金應付款項及應付客戶款項、應付非控股股東款項、應付關連公司款項、借貸、公司債券及可換股債券、附屬公司優先股、財務擔保撥備及其他金融負債。金融工具的詳情於相關附註內披露。與此等金融工具有關的風險包括信貸風險、流動資金風險及市場風險（包括利率風險、其他價格風險及外匯風險）。降低該等風險的政策載於下文。管理層管理及監察該等風險，以確保及時及有效地採取適當措施。

6. FINANCIAL INSTRUMENTS (Continued)

b) Credit risk

The Group's credit risk is primarily attributable to trade and loan receivables. Management has a credit policy in place and the exposures to the credit risk are monitored on an ongoing basis.

In the course of loan portfolio management, the Group further minimises the credit risk regarding to interests receivable from loan receivables by transferring the rights on interests on loan receivables to buyers for certain consideration, at which time substantially all the risks and rewards of ownership of the rights have been passed to buyers by the Group.

11% (2017: 10%) of all financing advances given out as at 31 December 2018 are backed by real estates situated in the PRC, as security. The Group also focuses on identifying legal ownership and the valuation of the real estate collaterals. An advance given out is based on the value of collaterals and is in general approximately 39%-100% (2017: 24% – 100%) of the estimated value of the collaterals. The Group closely monitors the ownership and value of the collaterals throughout the loan period. Advances to customers are due by the date as specified in the corresponding loan agreements.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer rather than the industry or country in which the customers operate and therefore significant concentrations of credit risk primarily arise when the Group has significant exposure to individual customers. 8% (2017: 7%) of the total loan receivables as at 31 December 2018 was due from the Group's largest customer and 32% (2017: 27%) of the total loan receivables as at 31 December 2018 was due from the Group's five largest customers for the Group's other loan business and entrusted loan business.

6. 金融工具(續)

b) 信貸風險

本集團的信貸風險主要來自應收貿易賬款及應收貸款。管理層備有信貸政策,並會持續監察該等信貸風險。

於貸款組合管理過程中,本集團進一步以若干代價透過向買方轉讓應收貸款之權益權利將應收貸款之應收利息之信貸風險降至最低,此時几乎所有擁有權之風險及回報已由本集團轉移至買方。

於二零一八年十二月三十一日授出的所有融資墊款的11%(二零一七年:10%)以位於中國的房地產作抵押以作為擔保。本集團亦集中鑒定法定擁有權及對房地產抵押物進行估值。授出的墊款乃基於抵押物的價值,一般約為抵押物的估計價值的39%至100%(二零一七年:24%至100%)。本集團於整個貸款期內嚴密監察抵押物的擁有權及價值。向客戶授出的墊款於相應的貸款協議所指定的到期日到期。

本集團所面對的信貸風險,主要受各客戶的個別特色所影響,而並非來自客戶所經營的行業或所在的國家,因此當本集團面對個別客戶的重大風險時,將產生高度集中的信貸風險。就本集團的其他貸款業務及委託貸款業務而言,於二零一八年十二月三十一日之應收貸款總額中之8%(二零一七年:7%)來自本集團最大客戶,而於二零一八年十二月三十一日之應收貸款總額中之32%(二零一七年:27%)來自本集團的五大客戶。

6. FINANCIAL INSTRUMENTS (Continued)

b) Credit risk (Continued)

The Group's concentration of credit risk by geographical locations is mainly in the PRC, including Hong Kong, which accounted for all of the total loan receivables as at 31 December 2018 and 2017.

The Group's concentration of credit risk by geographical location for customers is mainly in Hong Kong and PRC, which accounted for 26% and 65% (2017: 32% and 68%) of the total trade receivables as at 31 December 2018 respectively.

The Group has limited concentration of credit risk as it has a large number of customers.

With respect to credit risk arising from amounts due from related companies and amounts due from joint ventures, the Group's exposure to credit risk arising from default of the counterparties are limited as the counterparties have sufficient net assets to repay its debts and a good history of repayment. The Group does not expect to incur a significant loss for uncollected amounts due from these related companies and joint ventures.

With respect to credit risk arising from amounts due from associates, the Group reviews the recoverable amount of amounts due from associates at the end of the reporting period to ensure that adequate impairment loss is made for irrecoverable amount. In this regard, the directors of the Company considers that the Group's credit risk is significantly reduced.

6. 金融工具(續)

b) 信貸風險(續)

按地區劃分本集團之信貸風險主要集中於中國(包括香港),於二零一八年及二零一七年十二月三十一日佔全部應收貸款總額。

按地區劃分本集團之客戶信貸風險主要集中於香港及中國,於二零一八年十二月三十一日分別佔貿易應收款總額之26%及65%(二零一七年:32%及68%)。

本集團的信貸集中風險有限,因其客戶基礎龐大。

就應收關連公司款項及應收合營企業款項所產生之信貸風險而言,本集團因交易對方違約而承受之信貸風險有限,原因為交易對方擁有充足淨資產償還其債務且還款記錄良好。本集團預期將不會就應收該等關連公司及合營企業之未收回款項產生重大虧損。

就應收聯營公司款項所產生之信貸風險而言,本集團於報告期末檢討應收聯營公司款項之可收回金額,以確保就不可收回金額計提足額減值損失。就此而言,本公司董事認為本集團的信貸風險大大降低。

6. FINANCIAL INSTRUMENTS (Continued)

b) Credit risk (Continued)

With respect to credit risk arising from loan receivables, the Group's exposure to credit risk arising from default of the counterparties are limited as the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow up action is taken to recover overdue debts. In addition, the Group reviews the recoverability of each individual receivables at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

The credit risk for bank balance – trust account, bank balances and pledged bank deposits is considered minimal as such amounts are placed with banks with high credit ratings assigned by international credit-rating agencies.

The maximum exposure to credit risk without taking into account of the collateral held is represented by the carrying amount of loan receivables and trade receivables as at the end of the reporting period. As at 31 December 2018, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties and financial guarantees provided by the Group is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position and the amount in relation to financial guarantee issued by the Group as disclosed in note 41.

6. 金融工具(續)

b) 信貸風險(續)

就該等應收貸款所產生之信貸風險而言,由於本集團委派團隊專責釐定信貸限額、批核信貸及其他監管程序,以確保跟進收回逾期債務,故本集團面臨之對手方違約所產生之信貸風險有限。此外,本集團於報告期末審閱應收款項各自之可收回性,以確保就不可收回之金額作出充裕減值虧損。就此而言,本公司董事認為本集團之信貸風險可大幅降低。

銀行結餘-信託賬戶、銀行結餘及已抵押銀行存款的信貸風險被認為極低,原因為有關款項乃存放於獲國際信貸評級機構評為高信用等級的銀行。

未計所持抵押物的最高信貸風險是於報告期末的應收貸款及貿易應收款的賬面值。於二零一八年十二月三十一日,由於交易對手未有履行責任及本集團提供財務擔保而對本集團造成財務損失之本集團最高信貸風險乃因綜合財務狀況表所載各確認金融資產之賬面值及與本集團所發出財務擔保有關之金額(誠如附註41所披露)而產生。

6. FINANCIAL INSTRUMENTS (Continued)

b) Credit risk (Continued)

As at 31 December 2017, impairment loss was recognised when there was objective evidence of impairment loss.

Starting from 1 January 2018, for trade receivables (except interest receivables), the Group has applied the simplified approach in HKFRS 9 to measure the loss allowance at lifetime ECL. The Group determines the ECL on an individual basis for customer with significant balances and/or collectively by using a provision matrix, estimated based on historical credit loss experience, as well as the general economic conditions of the industry in which the debtors operate. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

For other non-traded related receivables, the Group has assessed whether there has been a significant increase in credit risk since initial recognition. If there has been a significant increase in credit risk, the Group will measure the loss allowance based on lifetime rather than 12-month ECL.

Management considered amounts due from related parties to be low credit risk and thus the impairment provision recognised during the year was limited to 12-month ECL.

In additions, the Group also provides financial guarantee services to customers which may require the Group to make payments on behalf of customers upon their failure to perform under the terms of the related contract. Risks arising from financial guarantees are similar to those associated with loans receivables. These transactions are, therefore, subject to the same risk management policies and procedures as those of loans receivables.

6. 金融工具(續)

b) 信貸風險(續)

於二零一七年十二月三十一日,當有客觀證據顯示減值虧損時確認減值虧損。

自二零一八年一月一日起,就貿易應收款項(應收利息除外)而言,本集團已採用香港財務報告準則第9號的簡化方法計量合約期內預期信貸損失的虧損準備。本集團為具有重大結餘的客戶個別地釐定預期信貸損失及/或使用根據歷史信貸虧損經驗估計的撥備矩陣,及債務人經營所在行業的一般經濟狀況共同確定。就此而言,本公司董事認為本集團的信貸風險已大幅減少。

就其他非交易相關應收款項而言,本集團已評估自初步確認後信貸風險是否顯著增加。倘信貸風險顯著增加,本集團將根據合約期限而非12個月預期信貸損失計量損失準備。

管理層認為應收關連方款項的信貸風險較低,因此年內確認的減值撥備僅限於12個月預期信貸損失。

此外,在客戶未能履行相關合約條款而需本集團代替客戶付款的情況下,本集團亦會為客戶提供金融擔保服務。在金融擔保服務中,本集團承擔與應收貸款相關風險相似的風險,因此本集團對此類交易採用與對應收貸款所採用者相同的風險管理政策及程序。

6. FINANCIAL INSTRUMENTS (Continued)

b) Credit risk (Continued)

The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout the reporting period. To assess whether there is a significant increase in credit risk the Group compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information. Especially the following indicators are incorporated:

- internal credit rating
- actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the borrower's ability to meet its obligations
- actual or expected significant changes in the operating results of the borrower
- significant changes in the value of the collateral supporting the obligation or in the quality of third-party guarantees or credit enhancements
- significant increase in credit risk on other financial instruments of the borrower
- significant changes in the expected performance and behaviour of the borrower, including changes in the payment status of borrowers in the Group and changes in the operating results of the borrower.

6. 金融工具(續)

b) 信貸風險(續)

本集團於初步確認資產時考慮違約概率,及於整個報告期內持續考慮信貸風險是否大幅增加。為評估信貸風險是否顯著增加,本集團將資產截至報告日期發生的違約風險與截至初始確認日期的違約風險進行比較,並計及可用的合理且支持性的前瞻性資料。尤其是,納入以下指標:

- 內部信用評級
- 預計會導致借款人履行其義務的能力發生重大變化的業務、財務或經濟狀況的實際或預期重大不利變動
- 借款人經營業績的實際或預期重大變動
- 支持第三方擔保或信用增級的義務或質量的抵押品價值的重大變動
- 借款人其他金融工具的信用風險顯著增加
- 借款人的預期業績及行為的重大變動,包括本集團借款人付款狀況的變動及借款人經營業績的變動。

6. FINANCIAL INSTRUMENTS (Continued)

b) Credit risk (Continued)

The Group's exposure to credit risk

In order to minimise credit risk, the Group has tasked its senior management to develop and maintain the Group's credit risk grading to categorise exposures according to their degree of risk of default. The credit rating information is supplied by independent rating agencies where available and, if not available, the operation management committee uses other publicly available financial information and the Group's own trading records to rate its major customers and other debtors. The Group's exposure and the credit ratings of its counterparties are continuously monitored and the aggregate value of transactions concluded is spread amongst approved counterparties.

The Group's current credit risk grading framework comprises the following categories:

6. 金融工具(續)

b) 信貸風險(續)

本集團面臨的信貸風險

為降低信貸風險,本集團已委託其高級管理層制定及維持本集團的信貸風險評級以根據其違約風險程度對風險進行分類。信用評級資料由獨立評級機構提供(倘可用),及(倘不可用)營運管理委員會使用其他公開財務資料及本集團本身的交易記錄對主要客戶及其他債務人進行評級。本集團的風險及其對手方的信貸評級受到持續監控,及將已完成交易總額分攤於經批准的對手方。

本集團目前的信用風險評級框架包括以下類別:

Category 類別	Description 描述	Basis for recognising ECL 確認預期信貸損失的基準
Internal grade A 內部評級A	For financial assets where there has low risk of default or has not been a significant increase in credit risk since initial recognition and that are not credit impaired (refer to as Stage 1) 對於違約風險較低或自初始確認後信用風險並未顯著增加且非信貸不良的金融資產(稱為第1階段)	12-month ECL 12個月預期信貸損失
Internal grade B 內部評級B	For financial assets where there has been a significant increase in credit risk since initial recognition but that are not credit impaired (refer to as Stage 2) 對於自初始確認後信用風險顯著增加但非信貸不良的金融資產(稱為第2階段)	Lifetime ECL – not credit impaired 非信貸不良的合約期內預期信貸損失
Internal grade C, D or E 內部評級C、D或E	Financial assets are assessed as credit impaired when one or more events that have a detrimental impact on the estimated future cash flows of that asset have occurred (refer to as Stage 3) 當發生一個或多個事件對該資產的估計未來現金流量產生不利影響時,金融資產被評估為信貸不良(稱為第3階段)	Lifetime ECL – credit impaired 信貸不良的合約期內預期信貸損失
Write-off 撇銷	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery 有證據表明債務人處於嚴重的財務困境及本集團並無現實的收回前景	Amount is written off 撇銷金額

6. FINANCIAL INSTRUMENTS (Continued) 6. 金融工具(續)

b) Credit risk (Continued) b) 信貸風險(續)

The Group's exposure to credit risk (Continued)

本集團面臨的信貸風險(續)

The tables below detail the credit quality of the Group's financial assets, as well as the Group's maximum exposure to credit risk by credit risk rating grades.

下表詳列本集團金融資產的信貸質素，以及本集團按信貸風險評級等級劃分的最大信貸風險。

31 December 2018 二零一八年十二月三十一日	Notes 附註	Internal credit rating 內部信貸評級	12-month or lifetime ECL 12個月或合約期內預期信貸損失	Gross carrying amount 賬面總值 (RMB'000) (人民幣千元)	Loss allowance 損失準備 (RMB'000) (人民幣千元)	Net carrying amount 賬面淨值 (RMB'000) (人民幣千元)
Loan receivables 應收貸款	26	A A	12-month ECL 12個月預期信貸損失	1,876,709	(244)	1,876,465
Loan receivables 應收貸款	26	B B	Lifetime ECL – not credit impaired 非信貸不良的合約期內預期信貸損失	1,048,665	(33,982)	1,014,683
Loan receivables 應收貸款	26	C, D, E C, D, E	Lifetime ECL – credit impaired 信貸不良的合約期內預期信貸損失	1,357,478	(641,994)	715,484
Trade receivables 貿易應收款	25	A A	12-month ECL 12個月預期信貸損失	78,085	(5)	78,080
Trade receivables 貿易應收款	25	B B	Lifetime ECL-not credit impaired 非信貸不良的合約期內預期信貸損失	108,869	(2,606)	106,263
Trade receivables 貿易應收款	25	C, D, E C, D, E	Lifetime ECL-credit impaired 信貸不良的合約期內預期信貸損失	154,105	(67,419)	86,686
Trade receivables 貿易應收款	25	N/A 不適用	Lifetime ECL-(simplified approach) 合約期內預期信貸損失(簡化方法)	310,190	(64,456)	245,734
Other receivables 其他應收款項	27	A A	12-month ECL 12個月預期信貸損失	1,208,839	–	1,208,839
Other receivables 其他應收款項	27	C, D, E C, D, E	Lifetime ECL-credit impaired 信貸不良的合約期內預期信貸損失	211,967	(211,967)	–
Amounts due from joint ventures 應收合營企業款項	24	A A	12-month ECL 12個月預期信貸損失	1,683	–	1,683
Amounts due from joint ventures 應收合營企業款項	24	C, D, E C, D, E	Lifetime ECL – credit impaired 信貸不良的合約期內預期信貸損失	7,025	(7,025)	–
Amounts due from associates 應收聯營公司款項	23	C, D, E C, D, E	Lifetime ECL – credit impaired 信貸不良的合約期內預期信貸損失	560,067	(403,850)	156,217
Amounts due from related companies 應收關連公司款項	28	A A	12-month ECL 12個月預期信貸損失	191,818	–	191,818

6. FINANCIAL INSTRUMENTS (Continued)

b) Credit risk (Continued)

The Group's exposure to credit risk (Continued)

Further quantitative disclosures in respect of the Group's exposure to credit risk arising from loan receivables, trade receivable, other receivables, amounts due from joint ventures, amounts due from associates, amounts due from related companies and provision for financial guarantee are set out in notes 26, 25, 27, 24, 23, 28 and 40, respectively.

c) Liquidity risk

In management of liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The management monitors the utilisation of borrowings, ensures compliance with loan covenants and other source of funding and considers the risk is minimal.

The Group's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term. Note 1 explains management's plans for managing liquidity needs of the Group to enable it to continue to meet its obligations as they fall due.

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. Specifically, bank loans with a repayment on demand clause are included in the earliest time band regardless of the probability of the banks choosing to exercise their rights. The maturity dates for other non-derivative financial liabilities are based on the agreed repayment dates.

The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate curve at the end of the reporting period.

6. 金融工具(續)

b) 信貸風險(續)

本集團面臨的信貸風險(續)

因應收貸款、貿易應收款、其他應收款項、應收合營企業款項、應收聯營公司款項、應收關連公司款項及金融擔保撥備引致的本集團信貸風險分別於附註26、25、27、24、23、28及40作出進一步量化披露。

c) 流動資金風險

就管理流動資金風險而言，本集團監察及維持管理層認為足夠撥付本集團業務的現金及現金等值項目水平，以及減低現金流量波動的影響。管理層監控借貸、確保符合貸款契諾及其他資金來源的使用情況，認為風險極微。

本集團之政策為定期監察現時及預期之流動性需求，以確保其維持足夠現金儲備及來自主要金融機構足夠的承諾信貸額度，以滿足其短期及較長期流動性需求。附註1闡述管理本集團流動資金需求之管理層計劃，讓其得以繼續償付到期責任。

下表詳列本集團非衍生金融負債之餘下合約到期日。該表根據本集團最早須付款的日期金融負債的未折現現金流量編製。具體而言，含有須按要求償還條款之銀行貸款乃計入最早時間段，而不論銀行是否可能選擇行使彼等之權利。其他非衍生金融負債之到期日乃根據協定償還日期編製。

該表格包括利息及本金現金流量。以浮動利率之利息流為限，未折現金額乃源自於報告期末之利率曲線。

6. FINANCIAL INSTRUMENTS (Continued) 6. 金融工具(續)

c) Liquidity risk (Continued) c) 流動資金風險(續)

Liquidity risk tables *流動資金風險表*

		On demand or within one year 應要求或一年內 RMB'000 人民幣千元	More than one year but not exceeding two years 一年以上兩年以內 RMB'000 人民幣千元	More than two years but not exceeding five years 兩年以上五年以內 RMB'000 人民幣千元	Total undiscounted cash flow 未貼現現金流量總額 RMB'000 人民幣千元	Carrying amount 賬面值 RMB'000 人民幣千元
As at 31 December 2018	**於二零一八年十二月三十一日**					
Non-derivative financial liabilities	**非衍生金融負債**					
Accruals and other payables	應計費用及其他應付款項	**1,364,672**	**–**	**–**	**1,364,672**	**1,364,672**
Amounts due to non-controlling shareholders	應付非控股股東款項	**1,580**	**–**	**–**	**1,580**	**1,580**
Funds payables and amounts due to customers	應付資金及應付客戶款項	**497,590**	**–**	**–**	**497,590**	**497,590**
Amounts due to related companies	應付關連方款項	**181,911**	**–**	**–**	**181,911**	**181,911**
Borrowings (Note)	借款(附註)	**1,589,491**	**36,880**	**–**	**1,626,371**	**1,551,613**
Corporate bonds	公司債券	**224,080**	**323,834**	**71,086**	**619,000**	**564,089**
Convertible bonds	可換股債券	**1,212,450**	**–**	**–**	**1,212,450**	**1,172,406**
Provision for financial guarantee	金融擔保撥備	**30,122**	**–**	**–**	**30,122**	**30,122**
		5,101,896	**360,714**	**71,086**	**5,533,696**	**5,363,983**

		On demand or within one year 應要求或一年內 RMB'000 人民幣千元	More than one year but not exceeding two years 一年以上兩年以內 RMB'000 人民幣千元	More than two years but not exceeding five years 兩年以上五年以內 RMB'000 人民幣千元	Total undiscounted cash flow 未貼現現金流量總額 RMB'000 人民幣千元	Carrying amount 賬面值 RMB'000 人民幣千元
As at 31 December 2017	於二零一七年十二月三十一日					
Non-derivative financial liabilities	**非衍生金融負債**					
Accruals and other payables	應計費用及其他應付款項	815,493	–	–	815,493	815,493
Amounts due to non-controlling shareholders	應付非控股股東款項	1,541	–	–	1,541	1,541
Funds payables and amounts due to customers	應付資金及應付客戶款項	1,226,622	–	–	1,226,622	1,226,622
Amounts due to related companies	應付關連方款項	187,813	–	–	187,813	187,813
Borrowings (Note)	借款(附註)	1,688,672	127,284	115,557	1,931,513	1,760,158
Corporate bonds	公司債券	3,664	3,664	75,770	83,098	61,732
Convertible bond	可換股債券	345,726	1,021,914	–	1,367,640	1,305,145
Provision for financial guarantee	金融擔保撥備	225,553	–	–	225,553	225,553
		4,495,084	1,152,862	191,327	5,839,273	5,584,057

6. FINANCIAL INSTRUMENTS (Continued)

c) Liquidity risk (Continued)

Note:

Borrowings with a repayment on demand clause are included in the 'on demand or less than 1 year' time band in the above maturity analysis. As at 31 December 2017, the aggregate undiscounted principal amounts of these bank loans amounted to RMB98,341,000. Taking into account the Group's financial position, the directors of the Company do not believe that it is probable that the banks will exercise their discretionary rights to demand immediate repayment. The directors of the Company believe that such borrowings will be repaid in accordance with the scheduled repayment dates set out in the loan agreements. As at 31 December 2017, the aggregate principal and interest cash outflows will amount to RMB175,188,000.

The amounts included above for financial guarantee contracts are the present values the Group could be required to settle under the arrangement for the full guaranteed amount if that amount is claimed by the counterparty to the guarantee. Based on expectations at the end of the reporting period, the Group considers that it is more likely than not that no amount will be payable under the arrangement. However, this estimate is subject to change depending on the probability of the counterparty claiming under the guarantee which is a function of the likelihood that the financial receivables held by the counterparty which are guaranteed suffer credit losses.

The amounts included above for variable interest rate instruments for non-derivative financial liabilities are subject to change if changes in variable interest rates differ to those estimates of interest rates determined at the end of the reporting period.

d) Interest rate risk

The Group's exposure to changes in interest rates is mainly attributable to its loan receivables, bank balances, borrowings and corporate bonds. Bank balances and borrowings at variable rates expose the Group to cash flow interest-rate risk, while loan receivable, pledged bank deposits, borrowings, corporate bonds and convertible bonds at fixed rates expose the Group to fair value interest-rate risk. The Group currently does not have an interest rate hedging policy. However, the management monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arise.

6. 金融工具(續)

c) 流動資金風險(續)

附註:

按要求償還借貸條文乃納入上述到期分析之「按要求或一年內」時間範圍。於二零一七年十二月三十一日,該等銀行貸款之未貼現本金總額為人民幣98,341,000元。經考慮本集團之財務狀況,本公司董事認為銀行不大可能行使其酌情權要求立即償還。本公司董事認為該等借貸將根據貸款協議所載之計劃償款日期償還。於二零一七年十二月三十一日,本金及利息現金流出總額將為人民幣175,188,000元。

以上計入金融擔保合約之金額為本集團根據安排結清所有全部擔保金額所需之現值(倘交易對手向被擔保人索償有關金額)。根據於報告期末之預期,本集團認為,毋須根據安排支付任何金額之可能性更大。然而,此估計可視乎根據擔保提出索償之交易對手之盈利能力進行更改(其交易對手持有之被擔保金融應收款項錄得信貸虧損之可能性函數)。

以上就非衍生金融負債計入可變利率工具之金額可予更改(倘可變利率有別於與報告期末釐定之估計利率)。

d) 利率風險

本集團面臨利率變動風險,主要來自其應收貸款、銀行結餘、借貸及公司債券。銀行結餘及浮息借貸令本集團面臨現金流量利率風險,而固定利率應收貸款、已抵押銀行存款、借貸、公司債券及可換股債券令本集團面臨公平值利率風險。本集團現時並無任何利率對沖政策。然而,管理層監察利率風險並將考慮於有需要時對沖重大利率風險。

6. FINANCIAL INSTRUMENTS (Continued) 6. 金融工具(續)

d) Interest rate risk (Continued) d) 利率風險(續)

The Group's loan receivables, bank balances, borrowings, corporate bonds and convertible bonds and their respective interest rates as at 31 December 2018 and 2017 are set as below:

本集團於二零一八年及二零一七年十二月三十一日之應收貸款、銀行結餘、借貸、公司債券及可換股債券以及其相關利率載列如下:

	Interest rate 利率	As at 31 December 於十二月三十一日 2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Fixed rate loan receivables 定息應收貸款	2018: 0.36% – 3.00% per month (2017: 0.33% – 3.00% per month) 二零一八年:每月0.36%-3.00% (二零一七年:每月0.33%－3.00%)	**3,606,632**	3,453,454
Fixed rate corporate bonds 定息公司債券	2018: 5.5 – 11.00% p.a. (2017: 5.5% p.a.) 二零一八年:每年5.5%-11.00% (二零一七年:每年5.5%)	**564,089**	61,732
Variable rate bank balances 浮息銀行結餘	2018: 0.01% – 5.8% p.a. (2017: 0.01% – 5.8% p.a.) 二零一八年:每年0.01%-5.8% (二零一七年:每年0.01%－5.8%)	**391,809**	969,249
Fixed rate borrowings 定息借貸	2018: 4.13% – 15.23% p.a. (2017: 4.13% – 15.8% p.a.) 二零一八年:每年4.13%-15.23% (二零一七年:每年4.13%－15.8%)	**1,496,829**	1,370,298
Variable rate borrowings 浮息借貸	2018: 8% – 9% p.a. (2017: 2.80% – 10.5% p.a.) 二零一八年:每年8%-9% (二零一七年:每年2.80%－10.5%)	**54,784**	389,860
Fixed rate convertible bonds 定息可換股債券	2018: 5.9% – 7.0% p.a. (2017: 5.9% – 7.0% p.a.) 二零一八年:每年5.9%-7.0% (二零一七年:每年5.9%－7.0%)	**1,172,406**	1,305,145

6. FINANCIAL INSTRUMENTS (Continued)

d) Interest rate risk (Continued)

Sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to interest rates for variable rate bank balances and borrowings. The analysis is prepared assuming the financial instruments outstanding at the end of the reporting period were outstanding for the whole year. The basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

50 basis points have been used for variable rate bank balances and borrowings.

For variable rate bank balances, if the interest rates had been 50 basis points (2017: 50 basis points) higher/lower and all other variables were held constant, the Group's loss after tax would decrease/increase by approximately RMB1,414,000 (2017: profit after tax would increase/decrease by RMB3,497,000 approximately).

For variable rate borrowings, if the interest rates had been 50 basis points higher/lower and all other variables were held constant, the Group's loss after tax would increase/decrease by approximately RMB10,000 as of 31 December 2018 (2017: profit after tax would decrease/increase by RMB268,000).

This sensitivity analysis has been determined assuming that the change in interest rates had occurred at 31 December 2018 and 2017 and had been applied to the exposure to interest risk for financial investments and borrowings in existence at those dates. The analysis has been performed on the same basis throughout the years ended 31 December 2018 and 2017.

6. 金融工具(續)

d) 利率風險(續)

敏感度分析

下文的敏感度分析已根據浮息銀行結餘及借貸須承受的利率風險而釐定。分析乃假設於報告期末尚未履行之金融工具於整個年度均為尚未履行。向主要管理人員內部匯報利率風險時,利用基點的增減,代表管理層對利率的潛在合理變動作出的評估。

浮息銀行結餘及借貸已採用50基點。

就浮息銀行結餘而言,倘利率上升/下降50基點(二零一七年:50基點)而所有其他可變因素維持不變,則本集團的除税後虧損將減少/增加約人民幣1,414,000元(二零一七年:除税後虧損將增加/減少約人民幣3,497,000元)。

就浮息借貸而言,倘利率上升/下降50基點而所有其他可變因素維持不變,則本集團於二零一八年十二月三十一日的除税後虧損將減少/增加約人民幣10,000元(二零一七年:除税後溢利將減少/增加人民幣268,000元)。

敏感度分析乃假設利率於二零一八年及二零一七年十二月三十一日有所變動而釐定,並已應用於該等日期存在的金融投資及借貸所承受的利率風險。於截至二零一八年及二零一七年十二月三十一日止年度內的分析亦按照相同假設為基準而進行。

6. FINANCIAL INSTRUMENTS (Continued)

6. 金融工具(續)

e) Foreign currency risk

e) 外匯風險

RMB is not freely convertible into foreign currencies. All foreign exchange transactions involving RMB must take place through the People's Bank of China or other institutions authorised to buy and sell foreign exchange. The exchange rate adopted for the foreign exchange transactions are the rates of exchange quoted by the People's Bank of China that are determined largely by supply and demand.

人民幣不可自由兑換為外幣。所有涉及人民幣的外匯交易須透過中國人民銀行或其他獲授權進行外匯買賣的機構進行。外匯交易採納的匯率乃中國人民銀行所報的匯率(主要按供求釐定)。

Certain amounts due from joint ventures and other receivables are denominated in RMB, amounts due to non-controlling shareholders are denominated in HK$, certain loan receivables are denominated in US$, certain bank balances are denominated in RMB, HK$ and US$ and certain bank borrowings and convertible bonds are denominated in US$ and SGD, which are currencies other than the functional currency of the relevant group entities.

應收合營企業之若干款項及其他應收款項以人民幣計值,應付非控股股東款項以港元計值,若干應收貸款以美元計值,若干銀行結餘以人民幣、港元及美元計值,若干銀行借貸及可換股債券以美元及新加坡元計值,而美元及新加坡元為有關集團實體功能貨幣以外之貨幣。

The following table shows the Group's exposure at the end of the reporting period to currency risk arising from recognised assets and liabilities denominated in a currency other than the functional currency of the entity to which they relate.

下表列示本集團於報告期末面臨以實體相關功能貨幣以外貨幣計值之已確認資產及負債所產生之貨幣風險。

		Liabilities 負債 As at 31 December 於十二月三十一日		**Assets 資產 As at 31 December 於十二月三十一日**	
		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元	**2018 二零一八年 RMB'000 人民幣千元**	2017 二零一七年 RMB'000 人民幣千元
HK$	港元	**791**	749	**2**	29
RMB	人民幣	**–**	–	**520**	507
US$	美元	**544,990**	508,608	**116,564**	270,591
SGD	新加坡元	**185,088**	–	**–**	–

The Group currently does not have a foreign currency hedging policy. However, the management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

本集團目前並無採用任何外幣對沖政策。然而,管理層會監察外幣風險,並會於需要時考慮對沖重大外幣風險。

6. FINANCIAL INSTRUMENTS (Continued)

e) Foreign currency risk (Continued)

Sensitivity analysis

If a 5% increase/decrease in HK$ against the RMB and all other variables were held constant, the Group's loss after tax for the year would increase/decrease by approximately RMB46,000 (2017: profit after tax would decrease/increase by approximately RMB44,000). 5% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items. The sensitivity analysis includes cash and cash equivalents where the denomination is HK$ or RMB other than the functional currencies of the respective group entities.

If a 5% increase/decrease in US$ against the RMB and all other variables were held constant, the Group's loss after tax for the year would increase/decrease by approximately RMB15,209,000 (2017: profit after tax would decrease/increase by approximately RMB8,450,000). 5% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items. The sensitivity analysis includes cash and cash equivalents where the denomination is US$ other than the functional currency.

6. 金融工具(續)

e) 外匯風險(續)

敏感度分析

倘若港元兑人民幣增加／減少5%而所有其他可變因素維持不變，則本集團於本年度的除税後虧損將增加／減少約人民幣46,000元(二零一七年：除税後溢利將減少／增加約人民幣44,000元)。5%乃於向主要管理人員內部匯報外幣風險時所採用之敏感度比率，並為管理層對外匯匯率可能合理變動之評估。敏感度分析僅包括以外幣計值之尚未償還貨幣項目。敏感度分析包括以港元或人民幣(並非有關集團實體之功能貨幣)計值之現金及現金等值項目。

倘若美元兑人民幣增加／減少5%而所有其他可變因素維持不變，則本集團於本年度的除税後虧損將增加／減少約人民幣15,209,000元(二零一七年：除税後溢利將減少／增加約人民幣8,450,000元)。5%乃於向主要管理人員內部匯報外幣風險時所採用之敏感度比率，並為管理層對外匯匯率可能合理變動之評估。敏感度分析僅包括以外幣計值之尚未償還貨幣項目。敏感度分析包括以美元(並非功能貨幣)計值之現金及現金等值項目。

6. FINANCIAL INSTRUMENTS (Continued)

e) Foreign currency risk (Continued)

***Sensitivity analysis* (Continued)**

If a 5% increase/decrease in SGD against the RMB and all other variables were held constant, the Group's loss after tax for the year would increase/decrease by approximately RMB6,571,000 (2017: Nil). 5% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items. The sensitivity analysis includes cash and cash equivalents where the denomination is SGD other than the functional currency.

f) Other price risk

The Group is exposed to equity price risk through its investments in listed equity securities. The management manages this exposure by maintaining a portfolio of investments with different risks. The Group's equity price risk is mainly concentrated on equity instruments operating in operation of P2P financing platform and other loan facilitation service business sector quoted in The Stock Exchange of Hong Kong Limited. In addition, the Group has appointed a special team to monitor the price risk and will consider hedging the risk exposure should the need arise.

6. 金融工具(續)

e) 外匯風險(續)

敏感度分析(續)

倘新加坡元兑人民幣升值／減值5%且所有其他變量保持不變，則本集團年內税後虧損將增加／減少約人民幣6,571,000元(二零一七年：無)。5%乃在向主要管理人員內部報告外匯風險時使用的敏感度比率及代表管理層對外匯匯率合理可能變動的評估。敏感度分析僅包括未償還的外幣計價貨幣項目。敏感度分析包括以新元而非功能貨幣計值的現金及現金等價物。

f) 其他價格風險

本集團因其於上市股本證券之投資而面對股本價格風險。管理層透過維持具不同風險之投資組合管理此風險。本集團之股本價格風險主要集中於經營P2P融資平台業務及其他貸款中介服務業務界別並於香港聯合交易所有限公司報價之股本工具。此外，本集團已委派一特別團隊監控該價格風險，並於需要時考慮對沖該風險。

6. FINANCIAL INSTRUMENTS (Continued)

f) Other price risk (Continued)

Sensitivity analysis

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

If the prices of the respective equity instruments had been 5% (2017: 5%) higher/lower, post-tax profit for the year ended 31 December 2018 would increase/decrease by RMB11,012,000 (2017: increase/decrease by RMB12,510,000) as a result of the changes in fair value of held-for-trading investments.

g) Fair value measurements of financial instruments

The following table presents financial assets and liabilities measured at fair value in the consolidated statement of financial position in accordance with the fair value hierarchy. The hierarchy groups financial assets and liabilities into three levels based on the relative reliability of significant inputs used in measuring the fair value of these financial assets and liabilities. The fair value hierarchy has the following levels:

Level 1: quoted prices (unadjusted) in active markets for identical assets and liabilities;

Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

6. 金融工具(續)

f) 其他價格風險(續)

敏感度分析

下文的敏感度分析乃基於報告期末的股本價格風險釐定。

倘相關股本工具之價格增加／減少5%(二零一七年:5%),因持作買賣投資公平值變動,截至二零一八年十二月三十一日止年度之除税後溢利將增加／減少人民幣11,012,000元(二零一七年:增加／減少人民幣12,510,000元)。

g) 金融工具之公平值計量

下表呈列根據公平值層級,以公平值計入綜合財務狀況表之金融資產及負債。此層級根據計量此等金融資產及負債之公平值所使用之主要資料輸入之相對可靠性,將金融資產及負債劃分為三級。公平值層級分為以下各級:

第一級:相同資產及負債於交投活躍市場之報價(未經調整);

第二級:就資產或負債而直接(即價格)或間接(即從價格推算)可觀察之資料輸入(不包括第一級所包含之報價);及

第三級:並非根據可觀察之市場數據而得出之資產或負債資料輸入(無法觀察之資料輸入)。

6. FINANCIAL INSTRUMENTS (Continued)

6. 金融工具(續)

g) Fair value measurements of financial instruments (Continued)

g) 金融工具之公平值計量(續)

Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis

Some of the Group's financial assets and financial liabilities are measured at fair value at the end of each reporting period. The level in the fair value hierarchy within which the financial asset (liability) is categorised in its entirety is based on the lowest level of input that is significant to the fair value measurement. The financial assets (liabilities) of the Group at fair value in the consolidated statement of financial position are grouped into fair value hierarchy as follows:

按經常基準以公平值計量之本集團金融資產及金融負債之公平值

本集團若干金融資產及金融負債乃按各報告期末之公平值計量。金融資產(負債)整體歸入之公平值層級內之層次,乃基於對公平值計量屬重大之最低層次輸入資料劃分。本集團以公平值計入綜合財務狀況表之金融資產(負債)乃劃分為以下之公平值層級:

		Level 1 第一級 RMB'000 人民幣千元	Level 2 第二級 RMB'000 人民幣千元	Level 3 第三級 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
31 December 2018	**二零一八年十二月三十一日**				
Financial assets at FVTPL	**按公平值計入損益之金融資產**				
Non-derivative financial assets	非衍生金融資產				
– Unlisted equity investments	–非上市股本投資	–	–	829,152	829,152
– Financial assets mandatorily measured at FVTPL/ held for trading investments	–強制按公平值計入損益之金融資產/持作買賣投資	348,501	–	66,295	414,796
		348,501	–	895,447	1,243,948
Financial assets at FVTOCI	**按公平值計入其他全面收益之金融資產**				
Unlisted equity investments	非上市股本投資	–	–	626,690	626,690
Financial liabilities at FVTPL	**按公平值計入損益之金融負債**				
Preference share of a subsidiary	一間附屬公司之優先股	–	–	44,446	44,446
Provision for financial guarantee	金融擔保撥備	–	–	30,122	30,122
		–	–	74,568	74,568
31 December 2017	**二零一七年十二月三十一日**				
Financial assets at FVTPL	**按公平值計入損益之金融資產**				
Non-derivate financial assets	非衍生金融資產				
– Held for trading investments	–持作買賣投資	299,551	–	32,531	332,082
Financial liabilities at FVTPL	**按公平值計入損益之金融負債**				
Preference share of a subsidiary	一間附屬公司之優先股	–	–	118,997	118,997
Provision for financial guarantee	金融擔保撥備	–	–	225,553	225,553
		–	–	344,550	344,550
Financial liabilities at FVTOCI	**按公平值計入其他全面收益之金融負債**				
Other financial liabilities	其他金融負債	–	–	536,000	536,000

There were no transfers between levels of fair value hierarchy in current and prior year.

於本年度及過往年度,公平值各層級間並無轉撥。

6. FINANCIAL INSTRUMENTS (Continued)

6. 金融工具(續)

g) Fair value measurements of financial instruments (Continued)

g) 金融工具之公平值計量(續)

Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis (Continued)

按經常基準以公平值計量之本集團金融資產及金融負債之公平值(續)

Financial assets/ financial liabilities 金融資產／金融負債	Fair value 公平值	Fair value hierarchy 公平值層級	Valuation technique(s) and key input(s) 估值方法及主要資料輸入	Significant unobservable input(s) 重大不可觀察資料輸入
As at 31 December 2018 於二零一八年十二月三十一日				
Financial assets at FVTPL – Unlisted equity investments	Assets – RMB829,152,000	Level 3	Present value of expected cash flows in the foreseeable future discounted at the required yield (note 6)	The required yield was determined with reference to weighted average cost of capital at 18%.
透過損益按公平值計量的金融資產 – 非上市股本投資	資產–人民幣829,152,000元	第三層	可預見的未來預計現金流量的現值按規定的收益率折現(附註6)	規定的收益率乃參考加權平均資本成本18%而釐定。
Financial assets at FVTOCI – Unlisted equity investments	Assets – RMB252,000,000	Level 3	Market approach adopted. The value is based on price-to-earnings multiples method. (note 8)	The price-to-earning ratio is 12.76.
按公平值計入其他全面收益之金融資產 – 非上市股本投資	資產–人民幣252,000,000元	第三層	採用市場法。數值基於市盈率方法釐定(附註8)	市盈率為12.76倍。
Financial assets at FVTOCI – Unlisted equity investments	Assets – RMB374,690,000	Level 3	Present value of expected cash flows in the foreseeable future discounted at the required yield (note 7)	The required yield was determined with reference to weighted average cost of capital at 20%.
透過其他全面收益按公平值計量的金融資產 – 非上市股本投資	資產–人民幣374,690,000元	第三層	可預見的未來預計現金流量的現值按規定的收益率折現(附註7)	規定的收益率乃參考加權平均資本成本20%而釐定。
Financial liabilities at FVTPL – Provision for financial guarantee	Liabilities – RMB30,122,000	Level 3	Present value of the contractually determined stream of future cash flows discounted at the required yield (note 1)	The required yield was determined with reference to the historical default rate and credit rating of the borrowers and remaining time to maturity at 5.00%.
透過損益按公平值計量的金融負債 – 金融擔保撥備	負債–人民幣30,122,000元	第三層	合約確定的未來現金流量的現值按規定的收益率貼現(附註1)	規定的收益率乃參考借款人的歷史違約率及信貸評級及剩餘到期時間按5.00%而釐定。
– Preference shares of a subsidiary	Liabilities – RMB44,446,000	Level 3	Black-Scholes option pricing model based on the stock price, volatility, dividend yield, risk free rate and option life (notes 2 and 3)	Dividend yield and the expected volatility taking into account management's expectation of market conditions of specific industries at 0% and at 36%.
– 一間附屬公司的優先股	負債–人民幣44,446,000元	第三層	基於股票價格、波動率、股息收益率、無風險利率及期權壽命的柏力克–舒爾斯期權定價模型(附註2及3)	股息收益率及預期波動率0%及36%計及管理層對特定行業市場狀況的預期。
As at 31 December 2017 於二零一七年十二月三十一日				
Financial assets at FVTPL – Held for trading investments	Assets – RMB32,531,000	Level 3	Binominal option pricing model based on the stock price, volatility, dividend yield, risk free rate and option life (notes 4 and 5)	Dividend yield taking into account management's expectation of market conditions of specific industries at 0%.
透過損益按公平值計量的金融資產 – 持作交易投資	資產–人民幣32,531,000元	第三層	基於股票價格、波動率、股息收益率、無風險利率及期權壽命的二項式期權定價模型(附註4及5)	股息收益率0%計及管理層對特定行業市場狀況的預期。
Financial liabilities at FVTPL – Other financial liabilities	Liabilities – RMB536,000,000	Level 3	Binominal option pricing model based on the stock price, volatility, dividend yield, risk free rate and option life (notes 2 and 3)	Dividend yield and the expected volatility taking into account management's expectation of market conditions of specific industries at 0% and at 74.51%.
透過損益按公平值計量的金融負債 – 其他金融負債	負債–人民幣536,000,000元	第三層	基於股票價格、波動率、股息收益率、無風險利率及期權壽命的二項式期權定價模型(附註2及3)	股息收益率及預期波動率0%及74.51%計及管理層對特定行業市場狀況的預期。
– Provision for financial guarantee	Liabilities – RMB225,553,000	Level 3	Present value of the contractually determined stream of future cash flows discounted at the required yield (note 1)	The required yield was determined with reference to the historical default rate and credit rating of the borrowers and remaining time to maturity at 5.00%.
– 金融擔保撥備	負債–人民幣225,553,000元	第三層	合約確定的未來現金流量的現值按規定的收益率貼現(附註1)	規定的收益率乃參考借款人的歷史違約率及信貸評級及剩餘到期時間按5.00%而釐定。
– Preference shares of a subsidiary	Liabilities – RMB118,997,000	Level 3	Black-Scholes option pricing model based on the stock price, volatility, dividend yield, risk free rate and option life (notes 2 and 3)	Dividend yield and the expected volatility taking into account management's expectation of market conditions of specific industries at 0% and at 67.59%.
– 一間附屬公司的優先股	負債–人民幣118,997,000元	第三層	基於股票價格、波動率、股息收益率、無風險利率及期權壽命的柏力克–舒爾斯期權定價模型(附註2及3)	股息收益率及預期波動率0%及67.59%計及管理層對特定行業市場狀況的預期。

6. FINANCIAL INSTRUMENTS (Continued)

g) Fair value measurements of financial instruments (Continued)

Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis (Continued)

Notes:

1) A 5% increase in the interest yield used in isolation would result in a decrease in the fair value measurement of the provision for financial guarantee by RMB22,000 (2017: RMB168,000), and vice versa.

2) As at 31 December 2017, 5% increase in the dividend yield used in isolation would result in a decrease in the fair value measurement of other financial liabilities by RMB860,000 and vice versa.

   A 5% increase in the dividend yield used in isolation would result in a decrease in the fair value measurement of preference shares of a subsidiary by RMB24,000 (2017: RMB65,000) and vice versa.

3) As at 31 December 2017, 5% increase in the volatility used in isolation would result in an increase in the fair value measurement of other financial liabilities by RMB463,000, and vice versa.

   A 5% increase in the volatility used in isolation would result in an increase in the fair value measurement of preference shares of a subsidiary by RMB41,000 (2017: RMB110,000), and vice versa.

4) As at 31 December 2017, 5% increase in the dividend yield used in isolation would result in a increase in the fair value measurement of convertible bonds included in held for trading investments by RMB45,000 and vice versa.

5) As at 31 December 2017, 5% increase in the volatility used in isolation would result in an increase in the fair value measurement of convertible bonds included in held for trading investments by RMB89,000 and vice versa.

6) A 5% increase in the weighted average cost of capital used in isolation would result in a decrease in the fair value measurement of unlisted equity investments at FVTPL by RMB54,540,000 (2017: Nil) and vice versa.

7) A 5% increase in the weighted average cost of capital used in isolation would result in decrease in the fair value measurement of unlisted equity investments at FVTOCI by RMB6,578,000 (2017: Nil) and vice versa.

8) A 5% increase in the price-to-earnings multiples used in isolation would result in an increase in the fair value measurement of unlisted equity investments at FVTOCI by RMB12,600,000 (2017: Nil) and vice versa.

6. 金融工具(續)

g) 金融工具之公平值計量(續)

按經常基準以公平值計量之本集團金融資產及金融負債之公平值(續)

附註:

1) 單獨使用利息收益率增加5%將導致金融擔保撥備之公平值計量減少人民幣22,000元(二零一七年:人民幣168,000元),反之亦然。

2) 於二零一七年十二月三十一日,單獨使用股息收益率增加5%將導致其他金融負債之公平值計量減少人民幣860,000元,反之亦然。

   單獨使用的股息收益率增加5%將導致附屬公司優先股的公平值計量減少人民幣24,000元(二零一七年:人民幣65,000元),反之亦然。

3) 截至二零一七年十二月三十一日,單獨使用的波動率增加5%將導致其他金融負債的公平值計量增加人民幣463,000元,反之亦然。

   單獨使用的波動率增加5%將導致附屬公司優先股的公平值計量增加人民幣41,000元(二零一七年:人民幣110,000元),反之亦然。

4) 截至二零一七年十二月三十一日,單獨使用的股息收益率增加5%將導致納入持作交易投資的可換股債券的公平值計量增加人民幣45,000元,反之亦然。

5) 截至二零一七年十二月三十一日,單獨使用的波動率增加5%將導致納入持作交易投資的可換股債券的公平值計量增加人民幣89,000元,反之亦然。

6) 單獨使用的加權平均資本成本增加5%將導致透過損益按公平值計量的非上市股本投資的公平值計量減少人民幣54,540,000元(二零一七年:無),反之亦然。

7) 單獨使用的加權平均資本成本增加5%將導致透過其他全面收益按公平值計量的非上市股本投資的公平值計量減少人民幣6,578,000元(二零一七年:無),反之亦然。

8) 單獨使用的市盈率上升5%將導致透過其他全面收益按公平值計量的非上市股本投資的公平值計量增加人民幣12,600,000元(二零一七年:無),反之亦然。

6. FINANCIAL INSTRUMENTS (Continued)

g) Fair value measurements of financial instruments (Continued)

Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis (Continued)

Valuation process

Some of the Group's assets are measured at fair value for financial reporting purposes. The appropriate valuation techniques and inputs for the fair value measurements are determined by the directors of the Company and the independent qualified valuer. In estimating the fair value of an asset or a liability, the Group uses market-observable data to the extent it is available. Where Level 3 inputs are not available, the Group engages independent qualified valuer to perform the valuation. The directors of the Company work closely with the independent qualified valuer to establish the appropriate valuation techniques and inputs to the model. The directors of the Company will review the cause of fluctuations in fair value of the assets and liabilities annually.

6. 金融工具(續)

g) 金融工具之公平值計量(續)

按經常基準以公平值計量之本集團金融資產及金融負債之公平值(續)

估值過程

本集團若干資產乃按公平值計量作財務申報用途。本公司董事及獨立合資格估值師為公平值計量釐定適當估值方法及資料輸入。於估計資產或負債之公平值時,本集團盡可能使用可觀察市場數據。於無第三級資料輸入情況下,本集團委聘獨立合資格估值師進行估值。本公司董事與獨立合資格估值師緊密合作設立模式適用之估值方法及輸入資料。本公司董事將每年檢討資產及負債公平值波動之原因。

7. TURNOVER

The principal activities of the Group are provision of traditional financial services and related financing consultancy services including entrusted loan service, real estate-backed loan service, pawn loan service, other loan service and microfinance service, and internet financing service including third party payment service, online investment and technology-enabled lending service and related activities on loan portfolio management, as well as provision of social gaming services, provision of IT solution service, provision of exhibition service and provision of transaction verification services.

7. 營業額

本集團之主要業務為提供傳統融資服務及相關融資諮詢服務,包括委託貸款服務、房地產抵押貸款服務、典當貸款服務、其他貸款服務及小額融資服務及互聯網融資服務(包括第三方支付服務)、在線投資及科技驅動貸款服務以及貸款組合管理之相關業務及提供社交遊戲服務、提供IT解決方案服務、提供展覽服務及提供交易審核服務。

7. TURNOVER (Continued)

Turnover represents interest income (either from entrusted loans, pawn loans, real estate-backed loans, other loans and micro loans), financial consultancy service income, third party payment service income, online investment and technology-enabled lending service income, social gaming service income, IT solution services income, sales of IT related products, exhibition service income, transaction verification service income, gain on transfer of interest rights on loan receivables, net of corresponding sales related taxes. An analysis of revenue, net is as follows:

7. 營業額(續)

營業額指扣除相應之相關銷售稅後之利息收入(來自委託貸款、典當貸款、房地產抵押貸款、其他貸款及小額貸款)、財務諮詢服務收入、第三方支付服務收入、在線投資及科技驅動貸款服務收入、社交遊戲服務收入、IT解決方案服務收入、IT相關產品銷售額、展覽服務收入、交易審核服務收入及轉讓應收貸款利息權利之收益。收益淨額分析如下:

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

Revenue from contracts with customers within the scope of HKFRS 15

在香港財務報告準則第15號範圍內之客戶合約收入

RMB'000
人民幣千元

Disaggregated by major products or services lines	**按主要產品或服務線分類**	
(a) Recognised over time	(a) 於時間段內確認	
Traditional loans and financing segment	傳統貸款及融資分部	
– Financial consultancy service income	－財務諮詢服務收入	156,453
Others segment	其他分部	
– IT solution service income	－IT解決方案服務收入	134,510
– Exhibition service income	－展覽服務收入	40,779
		331,742
(b) Recognised at a point in time	(b) 於時間點確認	
Third party payment service segment	第三方支付服務分部	
– Third party payment service income	－第三方支付服務收入	360,433
Online investment and technology-enabled lending service segment	在線投資及科技驅動貸款服務分部	
– Online investment and technology-enabled lending service income	－在線投資及科技驅動貸款服務收入	959,723
Others segment	其他分部	
– Sales of IT related products	IT相關產品銷售額	64,496
– Social gaming service income	－社交遊戲服務收入	9,945
		1,394,597
Total revenue from contracts with customers	**客戶合約收入總額**	1,726,339

7. TURNOVER (Continued)

For the year ended 31 December 2018 (Continued)

Revenue from other sources

7. 營業額(續)

截至二零一八年十二月三十一日止年度(續)

其它來源收入

		RMB'000 人民幣千元
(a) Traditional loans and financing segment	(a) 傳統貸款及融資分部	
Interest income – Entrusted loan service income	利息收入–委託貸款服務收入	57,313
Interest income – Other loan service and real estate backed loan service income	利息收入–其他貸款服務及房地產抵押貸款服務收入	341,194
		398,507
(b) Blockchain services segment	(b) 區塊鏈服務分部	
Blockchain services income	區塊鏈服務收入	420,341
		818,848
Turnover	營業額	2,545,187

Transaction price allocated to the remaining performance obligations

All sales contracts are with an original expected duration of one year or less or contracts for which revenue is recognised at the amount to which that Group has the right to invoice for the performance performed. Accordingly, the Group has elected the practical expedient and has not disclosed the amount of transaction price allocated to the performance obligations that are unsatisfied (or partially satisfied) as of the end of the reporting period.

分配至餘下履約責任的交易價

所有銷售合約的初始預期年期為一年或以下，或基於合約的訂立方式，於本集團有權就已履約責任開具發票時確認相關合約金額。因此，本集團已選擇符合實際情況的權宜之計，並未披露截至報告期末分配至尚未履行(或部分履行)履約責任的交易金額。

7. TURNOVER (Continued)

Transaction price allocated to the remaining performance obligations (Continued)

For the year ended 31 December 2017

Within the scope of HKAS 18 and related interpretation

7. 營業額(續)

分配至餘下履約責任的交易價(續)

截至二零一七年十二月三十一日止年度

在香港會計準則第18號及相關詮釋範圍內

		RMB'000 人民幣千元
Financial consultancy service income	***財務諮詢服務收入***	70,685
Third party payment service income	***第三方支付服務收入***	338,950
Online investment and technology-enabled lending service income	***在線投資及科技驅動貸款服務收入***	3,334,003
Others	***其他***	285,901
		4,029,539
Revenue from other sources	**其他來源收入**	
Interest income	**利息收入**	
Entrusted loan service income	**委託貸款服務收入**	89,126
Other loan service and real estate-backed loan service income	**其他貸款服務及房地產抵押貸款服務收入**	366,150
		455,276
Gain on transfer of rights on interests on loan receivables	**轉讓應收貸款利息權利之收益**	31,132
Transaction verification service income	**交易審核服務收入**	289,063
		775,471
Turnover	**營業額**	4,805,010

8. SEGMENT INFORMATION

Operating segments, and the amounts of each segment item reported in the consolidated financial statements, are identified from the financial data and information provided regularly to the Group's chief operation decision maker ("CODM"), which are the most senior executive management, for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

The directors of the Company have organised the Group into different segments by types of services provided, of which the "Blockchain services" was a new segment identified since the year ended 31 December 2017.

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

1. Traditional loans and loans financing – provision of financing services in the PRC and Hong Kong;

2. Third party payment service – provision of online third party payment services and prepaid card issuance business;

3. Online investment and technology-enabled lending – provision of internet loan financing service in the PRC;

4. Blockchain services – provision of transaction verification services in Hong Kong, Canada and Georgia; and

5. Others – provision of social gaming service in the PRC, provision of IT solution services in Vietnam and provision of exhibition services in Hong Kong and PRC.

8. 分部資料

經營分部及綜合財務報表所報告的各分部項目的款項乃於為分配資源予本集團不同業務及地區以及評估該等業務及地區的表現而定期向本集團最高營運決策人(「最高營運決策人」),即最高級行政管理人員提供的財務數據及資料中識別。

本公司董事已按所提供的服務類型將本集團分為多個分部,其中「區塊鏈服務」乃為自截至二零一七年十二月三十一日止年度識別之新分部。

本集團之可報告分部具體如下:

1. 傳統貸款及貸款融資－於中國及香港提供融資服務;

2. 第三方支付服務－提供網上第三方支付服務及預付卡發行業務;

3. 在線投資及科技驅動貸款服務－於中國提供互聯網貸款融資服務;

4. 區塊鏈服務－於香港、加拿大及格魯吉亞提供交易審核服務;及

5. 其他－於中國提供社交遊戲服務、於越南提供IT解決方案服務及於香港及中國提供展覽服務。

8. SEGMENT INFORMATION (Continued)

8. 分部資料(續)

Segment revenue and results

分部收入及業績

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

		Traditional loans and loans financing 傳統貸款及貸款融資 RMB'000 人民幣千元	Third party payment service 第三方支付服務 RMB'000 人民幣千元	Online investment and technology-enabled lending service 在線投資及科技驅動貸款服務 RMB'000 人民幣千元	Blockchain services 區塊鏈服務 RMB'000 人民幣千元	Others 其他 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
REVENUE	收入						
External income and gain	外部收入及收益	**554,960**	**360,433**	**959,723**	**420,341**	**249,730**	**2,545,187**
Segment results	分部業績	**(451,438)**	**68,042**	**26,719**	**(360,914)**	**(218,273)**	**(935,864)**
Share of results of associates	應佔聯營公司業績						**(69,908)**
Unallocated other income	未分配其他收入						**46,610**
Other gains and losses	其他收益及虧損						**595,544**
Change in fair value of preference share of a subsidiary	一間附屬公司之優先股之公平值變動						**74,551**
Net loss on deemed disposal of subsidiaries	視作出售附屬公司之虧損淨額						**(68,563)**
Gain on deemed disposal of associates	視作出售聯營公司之收益						**5,373**
Gain on disposal of an associate	出售一間聯營公司之收益						**225,050**
Gain on disposal of a subsidiary	出售一間附屬公司之收益						**42,760**
Share-based payment expenses	以股份支付之支出						**(71,235)**
Interest expenses	利息開支						**(183,830)**
Unallocated expenses	未分配開支						**(469,768)**
Loss before tax	除税前虧損						**(809,280)**

8. SEGMENT INFORMATION (Continued)

8. 分部資料(續)

Segment revenue and results (Continued)

分部收入及業績(續)

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

		Traditional loans and loans financing 傳統貸款及貸款融資 RMB'000 人民幣千元	Third party payment service 第三方支付服務 RMB'000 人民幣千元	Online investment and technology-enabled lending service 在線投資及科技驅動貸款服務 RMB'000 人民幣千元	Blockchain services 區塊鏈服務 RMB'000 人民幣千元	Others 其他 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
REVENUE	收入						
External income and gain	外部收入及收益	557,093	338,950	3,334,003	289,063	285,901	4,805,010
Segment results	分部業績	104,005	186,175	851,135	216,828	45,019	1,403,162
Share of results of associates	應佔聯營公司業績						64,283
Unallocated other income	未分配其他收入						22,537
Other gains and losses	其他收益及虧損						20,625
Change in fair value of preference share of a subsidiary	一間附屬公司之優先股之公平值變動						(47,007)
Gain on deemed disposal of subsidiaries	視作出售附屬公司之收益						3,303
Gain on disposal of subsidiaries	出售附屬公司之收益						408,098
Share-based payment expenses	以股份支付之支出						(160,684)
Interest expenses	利息開支						(73,735)
Unallocated expenses	未分配開支						(92,435)
Profit before tax	除税前溢利						1,548,147

Segment profit or loss represents profit earned by or loss from each segment without allocation of share of results of associates, certain other income, certain other gains and losses, gain on disposal of subsidiaries, gain on deemed disposal of subsidiaries, change in fair value of preference share of a subsidiary, gain on disposal of an associate, gain on deemed disposal of associates, central administration costs, share-based payment expenses and certain interest expenses. This is the measure reported to the CODM for the purposes of resource allocation and performance assessment.

分部損益指各分部錄得之損益，惟並無分配應佔聯營公司業績、若干其他收入、若干其他收益及虧損、出售附屬公司之收益、視作出售附屬公司之收益、一間附屬公司之優先股之公平值變動、出售一間聯營公司之收益淨額、視作出售聯營公司之收益、中央行政成本、以股份支付之支出及若干利息開支。此乃就資源分配及表現評估向最高營運決策人呈報之方法。

8. SEGMENT INFORMATION (Continued)

8. 分部資料(續)

Segment assets and liabilities

分部資產及負債

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

本集團可報告及經營分部之資產及負債分析如下:

Segment assets

分部資產

		As at 31 December 於十二月三十一日	
		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Traditional loans and loans financing	傳統貸款及貸款融資	**3,781,202**	3,901,174
Third party payment service	第三方支付服務	**1,389,676**	1,240,963
Online investment and Technology-enabled lending service	在線投資及科技驅動貸款服務	**2,211,918**	2,874,718
Blockchain services	區塊鏈服務	**7,254**	831,164
Others	其他	**609,679**	1,040,529
Total segment assets	分部總資產	**7,999,929**	9,888,548
Unallocated corporate assets	未分配企業資產	**3,681,801**	2,435,040
Consolidated total assets	綜合總資產	**11,681,530**	12,323,588

Segment liabilities

分部負債

		As at 31 December 於十二月三十一日	
		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Traditional loans and loans financing	傳統貸款及貸款融資	**231,157**	613,694
Third party payment service	第三方支付服務	**487,924**	468,291
Online investment and Technology-enabled lending service	在線投資及科技驅動貸款服務	**1,039,301**	1,185,559
Blockchain services	區塊鏈服務	**8,567**	11,343
Others	其他	**148,300**	31,562
Total segment liabilities	分部總負債	**1,915,249**	2,310,449
Unallocated corporate liabilities	未分配企業負債	**3,957,178**	4,446,723
Consolidated total liabilities	綜合總負債	**5,872,427**	6,757,172

8. SEGMENT INFORMATION (Continued)

Segment assets and liabilities (Continued)

Segment liabilities (Continued)

For the purposes of monitoring segment performances and allocating resources between segments:

- all assets are allocated to operating segments other than interests in associates/joint ventures, available-for-sale investments, FVTOCI, FVTPL, held for trading investments, amounts due from joint ventures, amounts due from associates, amounts due from related companies, certain bank balances and cash, deferred tax assets and income tax recoverable; and

- all liabilities are allocated to operating segments other than amounts due to non-controlling shareholders, amounts due to related companies, certain borrowings, convertible bond, corporate bonds, preference shares of a subsidiary, other financial liabilities, deferred tax liabilities and income tax payables.

8. 分部資料(續)

分部資產及負債(續)

分部負債(續)

就監察分部表現及分部間之資源分配而言:

- 所有資產均分配至經營分部(於聯營公司/合營企業之權益、可供出售投資、按公平值計入其他全面收益、按公平值計入損益、持作買賣投資、應收合營企業之款項、應收聯營公司之款項、應收關連公司之款項、若干銀行結餘及現金、遞延稅項資產以及可收回所得稅除外);及

- 所有負債均分配至經營分部(應付非控股股東款項、應付關連公司款項、部分借貸、可換股債券、公司債券、一間附屬公司之優先股、其他金融負債、遞延稅項負債及應付所得稅除外)。

8. SEGMENT INFORMATION (Continued)

8. 分部資料(續)

Other segment information

其他分部資料

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

		Traditional loans and loans financing 傳統貸款及貸款融資 RMB'000 人民幣千元	Third party payment service 第三方支付服務 RMB'000 人民幣千元	Online investment and Technology-enabled lending service 在線投資及科技驅動貸款服務 RMB'000 人民幣千元	Blockchain services 區塊鏈服務 RMB'000 人民幣千元	Others 其他 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Amounts included in the measure of segment profit or loss or segment assets:	計入分部損益或分部資產計量之金額:						
Additions to non-current assets (Note)	添置非流動資產(附註)	2,421	120,225	23,452	299,574	266,578	712,250
Depreciation	折舊	324	30,479	6,494	376,057	1,831	415,185
Amortisation	攤銷	–	875	–	–	38,688	39,563
Fair value change of provision for financial guarantee	融資擔保撥備之公平值變動	–	–	186,032	–	–	186,032
Fair value change in preference share of a subsidiary	一間附屬公司之優先股之公平值變動	–	–	(74,551)	–	–	(74,551)
Net impairment recognised on intangible assets	就無形資產確認之減值淨額	–	–	–	–	32,889	32,889
Net impairment recognised on amounts due from a joint venture	就應收合營企業款項確認之減值淨額	–	–	–	–	2,951	2,951
Net impairment recognised on amounts due from an associate	就應收聯營公司款項確認之減值淨額	–	–	–	–	403,850	403,850
Net impairment recognised on trade receivables	就貿易應收款確認之減值淨額	64,004	200	(149)	–	64,089	128,144
Net impairment recognised on other receivables	就其他應收款項確認之減值淨額	(4,744)	–	–	187,553	–	182,809
Net impairment recognised on loan receivables	就應收貸款確認之減值淨額	595,244	–	–	–	–	595,244
Impairment recognised on goodwill	就商譽確認之減值	–	–	–	–	100,000	100,000
Gain on disposal of bitcoin mining computer equipments	出售比特幣挖礦電腦設備之收益	–	–	–	(232,669)	–	(232,669)
Gain (loss) on disposal of plant and equipment	出售廠房及設備之收益(虧損)	–	–	13,301	(7,671)	–	5,630

8. SEGMENT INFORMATION (Continued)

8. 分部資料(續)

Other segment information (Continued)

其他分部資料(續)

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

		Traditional loans and loans financing 傳統貸款及貸款融資 RMB'000 人民幣千元	Third party payment service 第三方支付服務 RMB'000 人民幣千元	Online investment and technology-enabled lending service 在線投資及科技驅動貸款服務 RMB'000 人民幣千元	Blockchain Services 區塊鏈服務 RMB'000 人民幣千元	Others 其他 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Amounts included in the measure of segment profit or loss or segment assets:	計入分部損益或分部資產計量之金額:						
Additions to non-current assets (Note)	添置非流動資產(附註)	38,446	79,397	13,056	245,752	115,531	492,182
Depreciation	折舊	839	15,279	2,899	64,070	415	83,502
Amortisation	攤銷	–	–	–	–	60,707	60,707
Fair value change of provision for financial guarantee	融資擔保撥備之公平值變動	–	–	1,283,428	–	–	1,283,428
Fair value change in preference share of a subsidiary	一間附屬公司之優先股之公平值變動	–	–	47,007	–	–	47,007
Impairment recognised on intangible assets	就無形資產確認之減值	–	–	–	–	23,223	23,223
Impairment recognised on amounts due from joint ventures	就應收合營企業款項確認之減值	–	–	–	–	4,074	4,074
Impairment recognised on other receivables	就其他應收款項確認之減值	24,414	–	–	–	–	24,414
Impairment recognised on loan receivables	就應收貸款確認之減值	49,929	–	–	–	–	49,929
Net loss on disposal/written off of plant and equipment	出售/撇銷廠房及設備虧損淨額	1,854	–	–	–	–	1,854

Note:

Non-current assets included plant and equipment, investment property, goodwill and intangible assets for the years ended 31 December 2018 and 2017.

附註:

於截至二零一八年及二零一七年十二月三十一日止年度,非流動資產包括廠房及設備、投資物業、商譽及無形資產。

8. SEGMENT INFORMATION (Continued)

Geographical information

Information about the Group's revenue from external customers is presented based on the location of customers. Information about the Group's non-current assets other than financial instruments and deferred tax assets, is presented based on the geographical location of the assets.

8. 分部資料(續)

區域資料

有關本集團來自外部客戶的收入的資料乃按客戶所在地呈列。有關本集團的非流動資產(金融工具及遞延税項資產除外)的資料,乃按資產所在區域呈列。

		Revenue from external customers 來自外部客戶的收入		Non-current assets 非流動資產	
		For the year ended 31 December 截至十二月三十一日止年度		As at 31 December 於十二月三十一日	
		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元	**2018 二零一八年 RMB'000 人民幣千元**	2017 二零一七年 RMB'000 人民幣千元
PRC	中國	**1,585,362**	4,005,233	**2,529,485**	2,830,733
Hong Kong	香港	**246,771**	334,827	**117,720**	255,461
Vietnam	越南	**211,646**	175,886	**95,023**	86,919
Georgia	格魯吉亞	**264,744**	227,873	**–**	189,396
Others *	其他*	**236,664**	61,191	**3,106**	158,436
		2,545,187	4,805,010	**2,745,334**	3,520,945

* Others include Canada and Singapore.

* 其他區域包括加拿大及新加坡。

Information about major customers

None of the customers accounting for 10% or more of aggregate revenue of the Group during the years ended 31 December 2018 and 2017.

有關主要客户之資料

於截至二零一八年及二零一七年十二月三十一日止年度,概無佔本集團總收入10%或以上的客戶。

9. OTHER INCOME

9. 其他收入

		For the year ended 31 December 截至十二月三十一日止年度	
		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Government grants (Note)	政府津貼(附註)	**23,872**	2,747
Bank interest income	銀行利息收入	**10,335**	8,573
Interest income on convertible bond	可換股債券利息收入	**804**	–
Dividend income from held for trading investments	持作買賣投資之股息收入	**–**	6,834
Other interest income	其他利息收入	**12,403**	11,217
Others	其他	**1,983**	3,458
		49,397	32,829

Note:

Government grants in respect of encouragement of expansion of enterprise were recognised at the time the Group fulfilled the relevant granting criteria.

附註:

有關鼓勵企業擴充之政府津貼於本集團符合相關津貼標準時確認。

10. OTHER GAINS AND LOSSES

10. 其他收益及虧損

		For the year ended 31 December 截至十二月三十一日止年度	
		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Imputed interest on corporate bonds	公司債券之估算利息	**–**	3,702
Gain on disposal of held for trading investments	出售持作買賣投資之收益	**9,119**	9,597
Loss on disposal of property, plant and equipment, net	出售物業、廠房及設備之虧損淨額	**(5,630)**	–
Gain on disposal of bitcoin mining computer equipments	出售比特幣挖礦電腦設備之收益	**232,669**	–
Fair value changes of held for trading investments	持作買賣投資之公平值變動	**19,654**	7,326
Fair value changes of other financial assets at FVTPL	其他按公平值計入損益之金融資產之公平值變動	**527,853**	–
Net exchange gain	淨匯兑收益	**38,918**	–
		822,583	20,625

11. INTEREST EXPENSES

11. 利息開支

		For the year ended 31 December 截至十二月三十一日止年度	
		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Interest on bank and other borrowings	銀行及其他借貸利息	**177,729**	172,181
Interest on corporate bonds	公司債券利息	**58,397**	8,431
Interest on convertible bonds	可換股債券利息	**156,217**	202,742
		392,343	383,354

12. (LOSS) PROFIT BEFORE TAX

12. 除税前(虧損)溢利

(Loss) profit before tax has been arrived at after charging (crediting):

除税前(虧損)溢利乃經扣除(計入)下列各項後達致:

			For the year ended 31 December 截至十二月三十一日止年度	
			2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
(a)	**Staff costs, including directors' remuneration**	**(a)**	**員工成本,包括董事薪酬**	
	Salaries, wages and other benefits		薪金、工資及其他福利	**328,078**	282,874
	Contribution to defined contribution retirement benefits scheme (Note 44)		定額供款退休福利計劃供款(附註44)	**43,017**	27,699
	Share-based payment expenses		以股份支付之支出	**71,235**	160,684
				442,330	471,257

12. (LOSS) PROFIT BEFORE TAX (Continued) 12. 除税前(虧損)溢利(續)

			For the year ended 31 December 截至十二月三十一日止年度	
			2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
(b)	**Other items**	(b) 其他項目		
	Auditors' remuneration	核數師薪酬	**2,740**	2,557
	Depreciation(included in administrative and other operating expenses)	折舊(計入行政及其他經營開支)	**415,185**	83,502
	Amortisation (included in administrative and other operating expenses)	攤銷(計入行政及其他經營開支)	**39,563**	60,707
	Operating lease charges in respect of properties	物業經營租賃開支	**72,650**	46,511
	Fair value change of provision for financial guarantee (included in administrative and other operating expenses)	融資擔保撥備之公平值變動(計入行政及其他經營開支)	**186,032**	1,283,428
	Impairment loss recognised:	已確認減值虧損:		
	Net impairment recognised on loan receivables (included in administrative and other operating expenses)	就應收貸款確認之減值淨額(計入行政及其他經營開支)	**595,244**	49,929
	Net impairment recognised on other receivables (included in administrative and other operating expenses)	就其他應收款項確認之減值淨額(計入行政及其他經營開支)	**182,809**	24,414
	Net impairment recognised on trade receivables (included in administrative and other operating expenses)	就貿易應收款確認之減值淨額(計入行政及其他經營開支)	**128,144**	–
	Net impairment recognised on amounts due from a joint venture (included in administrative and other operating expenses)	就應收一間合營企業款項確認之減值淨額(計入行政及其他經營開支)	**2,951**	4,074
	Net impairment recognisedon amounts due from an associate (included in administrative and other operating expenses)	就應收一間聯營公司款項確認之減值淨額(計入行政及其他經營開支)	**403,850**	–
	Impairment loss recognised on goodwill (included in administrative and other operating expenses)	就商譽確認之減值虧損(計入行政及其他經營開支)	**100,000**	–
	Impairment loss recognised on intangible assets (included in administrative and other operating expenses)	就無形資產確認之減值虧損(計入行政及其他經營開支)	**32,889**	23,223
			1,445,887	101,640
	Net loss on written-off of plant and equipment (included in administrative and other operating expenses)	撇銷廠房及設備虧損淨額(計入行政及其他經營開支)	**–**	1,854

13. INCOME TAX

13. 所得税

(a) Taxation in the consolidated statement of profit or loss and other comprehensive income represented:

(a) 綜合損益及其他全面收益表內之税項指：

		For the year ended 31 December 截至十二月三十一日止年度	
		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Current tax:	即期税項：		
Provision for Hong Kong Profits Tax	香港利得税撥備	**4,247**	10,687
Provision for PRC Enterprise Income Tax (the "EIT")	中國企業所得税（「企業所得税」）撥備	**143,087**	434,117
Provision for Vietnam Income Tax	越南所得税撥備	**1,621**	3,276
Over-provision in prior years	於過往年度超額撥備	**(312)**	–
		148,643	448,080
Deferred tax (Note 37)	遞延税項（附註37）	**(121,482)**	1,619
		27,161	449,699

13. INCOME TAX (Continued)

(a) Taxation in the consolidated statement of profit or loss and other comprehensive income represented: (Continued)

(i) Pursuant to the rules and regulations of the Cayman Islands and the British Virgin Island (the "BVI"), the Group is not subject to any income tax in the Cayman Islands and the BVI.

(ii) On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the "Bill") which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK$2 million of profits of qualifying corporation will be taxed at 8.25%, and profits above HK$2 million will be taxed at 16.5%. For the year ended 31 December 2018, Hong Kong profits tax of the qualified entity of the Group is calculated in accordance with the two-tiered profits tax rates regime. The profits of other Group entities in Hong Kong not qualifying for the two-tiered profits tax rates regime will continue to be taxed at the flat rate of 16.5%. For the year ended 31 December 2017, Hong Kong profits tax was calculated at a flat rate of 16.5% of the estimated assessable profits.

(iii) Profits of the subsidiaries established in the PRC are subject to PRC EIT.

Under the Law of the People's Republic of China on EIT (the "EIT Law") and Implementation Regulation of EIT Law, the tax rate of the PRC subsidiaries is 25% for both years.

During the years ended 31 December 2018 and 2017, several subsidiaries established in the PRC were recognised as High Technology Enterprises and subject to PRC income tax at 15% in accordance with the EIT Law, which will expire in the year of 2019.

(iv) Profits of the subsidiaries established in Vietnam are subject to Vietnam Income Tax.

In accordance with the Corporate Income Tax Law in Vietnam, the income tax rate is 20% from 2016.

13. 所得稅(續)

(a) 綜合損益及其他全面收益表內之稅項指:(續)

(i) 根據開曼群島及英屬處女群島(「英屬處女群島」)規則及法規,本集團毋須繳納任何開曼群島及英屬處女群島所得稅。

(ii) 於二零一八年三月二十一日,香港立法會通過《2017年稅務(修訂)(第7號)條例草案》(「條例草案」),引入利得稅兩級制。該條例草案於二零一八年三月二十八日經簽署成為法律,並於翌日刊憲。根據利得稅兩級制,合資格法團首2,000,000港元溢利之稅率為8.25%,而超過2,000,000港元之溢利稅率為16.5%。截至二零一八年十二月三十一日止年度,本集團合資格實體的香港利得稅根據利得稅兩級制計算。不符合利得稅兩級制資格的本集團其他香港實體的溢利將繼續按16.5%之劃一稅率繳納稅項。截至二零一七年十二月三十一日止年度,香港利得稅乃按估計應課稅溢利16.5%之劃一稅率計算。

(iii) 於中國成立之附屬公司之溢利須繳納中國企業所得稅。

根據中華人民共和國企業所得稅法(「企業所得稅法」)及企業所得稅法實施條例,中國附屬公司於該兩個年度之稅率均為25%。

截至二零一八年及二零一七年十二月三十一日止年度,於中國成立之若干附屬公司獲認可為高科技企業,可根據企業所得稅法按15%之稅率繳納中國所得稅,將於二零一九年屆滿。

(iv) 在越南成立的附屬公司的溢利須繳納越南所得稅。

根據越南企業所得稅法,所得稅稅率自二零一六年起為20%。

13. INCOME TAX (Continued) 13. 所得稅(續)

(b) The tax charge for the year can be reconciled to (loss) profit before tax per the consolidated statement of profit or loss and other comprehensive income as follows:

(b) 本年度稅務支出與按綜合損益及其他全面收益表之除稅前(虧損)溢利之對賬如下:

		For the year ended 31 December 截至十二月三十一日止年度	
		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
(Loss) profit before tax	除稅前(虧損)溢利	**(809,280)**	1,548,147
Notional tax on profit before tax, calculated at the rates applicable to profits in the tax jurisdictions concerned	按適用於有關稅項司法權區的溢利稅率計算的除稅前溢利名義稅項	**(105,569)**	336,156
Tax effect of expenses not deductible for tax purpose	不可扣稅開支的稅務影響	**230,249**	125,664
Tax effect of income not taxable for tax purpose	毋須課稅收入的稅務影響	**(173,904)**	(20,476)
Tax effect of tax losses not recognised	未確認稅項虧損的稅務影響	**44,287**	16,953
Tax effect of share of results of associates	分佔聯營公司業績之稅務影響	**(830)**	(9,208)
Utilisation of tax losses previously not recognised	動用先前未確認的稅務虧損	**(1,289)**	(1,756)
Tax exemption (note)	稅項豁免(附註)	**–**	(35)
Over-provision in prior years	於過往年度超額撥備	**(312)**	–
Tax effect of withholding tax at 10% on the distributable profits of the Group's PRC subsidiaries	就本集團中國附屬公司的可分派溢利按10%計算預扣稅的稅務影響	**921**	2,401
Tax effect of with holding tax at 10% on the capital gain on deemed disposal of a subsidiary	就視作出售一間附屬公司的資本收益按10%計算預扣稅的稅務影響	**33,608**	–
Income tax expense for the year	年內所得稅開支	**27,161**	449,699

Note: During the years ended 31 December 2018, no (2017: two) companies were entitled to 75% tax deduction on Hong Kong Profits Tax with a cap at HK$20,000.

附註: 截至二零一八年十二月三十一日止年度,概無(二零一七年:兩間)公司就香港利得稅享有75%稅務減免,上限為20,000港元。

14. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS

14. 董事及主要行政人員酬金

The emoluments paid or payable to each of the 13 (2017: 14) directors and the chief executive were as follows:

各自已付或應付十三名(二零一七年:十四名)董事及主要行政人員之酬金如下:

		Directors' fees 董事袍金 RMB'000 人民幣千元	Salaries, allowances and other benefits 薪金、津貼及其他福利 RMB'000 人民幣千元	Contribution to retirement benefits scheme 退休福利計劃供款 RMB'000 人民幣千元	Discretionary bonuses 酌情花紅 RMB'000 人民幣千元	Share-based payment transaction expenses 以股份支付之交易支出 RMB'000 人民幣千元	Total 總額 RMB'000 人民幣千元
Year ended 31 December 2018 **截至二零一八年十二月三十一日止年度**							
Executive directors:	*執行董事:*						
Mr. Phang Yew Kiat (note i)	彭耀傑先生(附註i)	–	2,529	15	211	19,863	22,618
Mr. Chng Swee Ho	莊瑞豪先生	–	2,225	15	185	1,813	4,238
Mr. Sheng Jia	盛佳先生	–	1,214	15	101	1,813	3,143
Mr. Yang Jianhui	楊建輝先生	–	2,327	–	194	164	2,685
Non-executive directors:	*非執行董事:*						
Mr. Li Mingshan (note ii)	李明山先生(附註ii)	–	–	–	–	–	–
Mr. Li Gang	李剛先生	405	–	–	–	1,332	1,737
Mr. Wong Sai Hung (note iii)	黃世雄先生(附註iii)	38	–	–	–	1,004	1,042
Mr. Zhang Zhenxin	張振新先生	405	–	–	–	–	405
Ms. Zhou Youmeng (note ii)	周友盟女士(附註ii)	405	–	–	–	1,064	1,469
Independent non-executive directors	*獨立非執行董事:*						
Mr. Ge Ming	葛明先生	405	–	–	–	792	1,197
Dr. Ou Minggang	歐明剛博士	405	–	–	–	761	1,166
Dr. Yin Zhongli	尹中立博士	405	–	–	–	761	1,166
Dr. Wang Songqi	王松奇博士	405	–	–	–	164	569
Total	合計	2,873	8,295	45	691	29,531	41,435

Notes:

(i) Vice-chairman and Chief Executive Officer

(ii) Resigned on 1 March 2019.

(iii) Resigned on 5 February 2018.

附註:

(i) 副主席兼首席執行官

(ii) 於二零一九年三月一日辭任

(iii) 於二零一八年二月五日辭任

14. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (Continued)

14. 董事及主要行政人員酬金(續)

		Directors' fees 董事袍金 RMB'000 人民幣千元	Salaries, allowances and other benefits 薪金、津貼及其他福利 RMB'000 人民幣千元	Contribution to retirement benefits scheme 退休福利計劃供款 RMB'000 人民幣千元	Discretionary bonuses 酌情花紅 RMB'000 人民幣千元	Share-based payment transaction expenses 以股份支付之交易支出 RMB'000 人民幣千元	Total 總額 RMB'000 人民幣千元
Year ended 31 December 2017 截至二零一七年十二月三十一日止年度							
Executive directors:	*執行董事:*						
Mr. Phang Yew Kiat	彭耀傑先生	–	2,601	16	217	26,536	29,370
Mr. Chng Swee Ho	莊瑞豪先生	–	2,289	16	191	3,417	5,913
Mr. Sheng Jia	盛佳先生	–	1,248	16	104	3,417	4,785
Mr. Yang Jianhui	楊建輝先生	–	352	–	29	–	381
Non-executive directors:	*非執行董事:*						
Mr. Li Mingshan	李明山先生	–	–	–	–	–	–
Mr. Li Gang	李剛先生	416	–	–	–	2,605	3,021
Mr. Wong Sai Hung	黃世雄先生	416	–	–	–	2,605	3,021
Mr. Zhang Zhenxin	張振新先生	416	–	–	–	–	416
Ms. Zhou Youmeng	周友盟女士	416	–	–	–	1,966	2,382
Independent non-executive directors	*獨立非執行董事:*						
Mr. Ge Ming	獨立非執行董事:	416	–	–	–	1,629	2,045
Dr. Ou Minggang	葛明先生	416	–	–	–	1,556	1,972
Mr. Wang Wei	歐明剛博士	104	–	–	–	1,629	1,733
Dr. Yin Zhongli	王巍先生	416	–	–	–	1,556	1,972
Dr. Wang Songgi	尹中立博士	213	–	–	–	–	213
Total	合計	3,229	6,490	48	541	46,916	57,224

Mr. Phang Yew Kiat is the Chief Executive of the Company for the years ended 31 December 2018 and 2017. His emoluments disclosed above include those for service rendered by him as the Chief Executive.

彭耀傑先生為本公司截至二零一八年及二零一七年十二月三十一日止年度之首席執行官。上文所披露彼之酬金包括就彼擔任首席執行官所提供服務而支付之酬金。

The performance related incentive payment is determined by reference to the individual performance of the directors of the Company and the Chief Executive and approved by the remuneration committee.

與表現相關之獎勵付款乃參考本公司董事及主要行政人員之個人表現釐定，並經由薪酬委員會批准。

14. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (Continued)

Neither the Chief Executive nor any of the directors of the Company waived any emoluments in the years ended 31 December 2018 and 2017.

No emoluments were paid by the Group to any directors of the Company as an inducement to join or upon joining the Group or as compensation for loss of office for the years ended 31 December 2018 and 2017.

Except for those emoluments which were paid for non-executive directors and independent non-executive directors in respect of service as directors of the Company, all remaining emoluments were in respect of management of affairs of the Group for the years ended 31 December 2018 and 2017.

14. 董事及主要行政人員酬金(續)

於截至二零一八年及二零一七年十二月三十一日止年度,主要行政人員或本公司任何董事概無放棄任何酬金。

截至二零一八年及二零一七年十二月三十一日止年度內,本集團概無向本公司任何董事支付任何酬金,作為其加入或加入本集團後的獎賞或離職補償。

除就非執行董事及獨立非執行董事作為本公司董事提供之服務而支付予彼等之該等酬金外,所有餘下酬金乃與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之管理事務有關。

15. EMPLOYEES' EMOLUMENTS

The five highest paid individuals of the Group include three (2017: three) directors, whose remuneration are set out in note 14. Details of emolument paid to the remaining two (2017: two) highest paid individual of the Group was as follows:

15. 僱員酬金

本集團五名最高薪酬人士包括三名(二零一七年:三名)董事,其酬金情況載於附註14。已付本集團餘下兩名(二零一七年:兩名)最高薪酬人士酬金之詳情如下:

		For the year ended 31 December 截至十二月三十一日止年度	
		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Salaries, allowance, and other benefits	薪金、津貼及其他福利	**4,658**	5,196
Contribution to defined contribution retirement scheme	定額供款退休福利計劃供款	**30**	36
Discretionary bonuses	酌情花紅	**243**	516
Share-based payment expenses	以股份支付之支出	**1,109**	3,123
		6,040	8,871

15. EMPLOYEES' EMOLUMENTS (Continued)

Their emoluments were within the following bands:

15. 僱員酬金(續)

彼等之酬金介乎以下範圍:

		For the year ended 31 December 截至十二月三十一日止年度	
		2018 二零一八年	2017 二零一七年
		No. of employees 僱員數目	No. of employees 僱員數目
HK$3,000,001 to HK$4,000,000 (equivalent to approximately RMB2,528,872 to approximately RMB3,371,828) (2017: equivalent to approximately RMB2,567,701 to approximately RMB3,423,600)	3,000,001港元至4,000,000港元(相等於約人民幣2,528,872元至約人民幣3,371,828元)(二零一七年:相等於約人民幣2,567,701元至約人民幣3,423,600元)	**2**	–
HK$4,000,001 to HK$5,000,000 (equivalent to approximately RMB3,371,829 to approximately RMB4,214,785) (2017: equivalent to approximately RMB3,423,601 to approximately RMB4,279,500)	4,000,001港元至5,000,000港元(相等於約人民幣3,371,829元至約人民幣4,214,785元)(二零一七年:相等於約人民幣3,423,601元至約人民幣4,279,500元)	**–**	2
		2	2

No emoluments have been paid by the Group to the five highest paid 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.

於截至二零一八年及二零一七年十二月三十一日止年度內,本集團並無向五名最高薪人士支付任何酬金,作為加入或加盟本集團後之獎勵或作為離職補償。

The details of remuneration of member of senior management are disclosed in Corporate Governance Report of the annual report.

高級管理層成員之酬金之詳情於年報之企業管治報告中披露。

16. DIVIDENDS

Final dividend for 2018 and 2017

No dividend was paid or proposed during the year ended 31 December 2018, nor has any dividend been proposed since the end of the reporting period (2017: nil).

16. 股息

二零一八年及二零一七年末期股息

於截至二零一八年十二月三十一日止年度概無派付或建議派發任何股息，且自報告期末以來亦概無建議派發任何股息（二零一七年：無）。

17. (LOSSES) EARNINGS PER SHARE

The calculation of basic and diluted (losses) earnings per share attributable to the owners of the Company is based on the following data:

17. 每股（虧損）盈利

本公司擁有人應佔每股基本及攤薄（虧損）盈利乃按下列數據計算：

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
(Losses) earnings	**（虧損）盈利**		
(Losses) earnings for the year attributable to the owners of the Company for the purpose of basic and diluted (losses) earnings per share:	計算每股基本及攤薄（虧損）盈利之本公司擁有人應佔本年度（虧損）盈利	**(857,619)**	803,013

17. (LOSSES) EARNINGS PER SHARE (Continued)

17. 每股(虧損)盈利(續)

		As at 31 December 於十二月三十一日	
		2018 二零一八年	2017 二零一七年
Number of shares	*股份數目*		
Weighted average number of ordinary shares for the purpose of basic (losses) earnings per share	計算每股基本(虧損)盈利之普通股加權平均數	**22,822,071,700**	21,997,539,947
Effect of dilutive potential ordinary shares:	潛在普通股之攤薄影響:		
Share options issued by the Company	本公司發行購股權	**–**	940,625,091
Contingent share consideration for acquisition of Qiyuan	收購起源之或然股份代價	**–**	95,955,037
Weighted average number of ordinary shares for the purpose of diluted (losses) earnings per share	計算每股攤薄(虧損)盈利之普通股加權平均數	**22,822,071,700**	23,034,120,075

For the year ended 31 December 2018, the computation of diluted losses per share does not assume the effect of outstanding share options and conversion of the Company's outstanding convertible bonds since their exercise would result in a decrease in losses per share.

截至二零一八年十二月三十一日止年度,由於行使本公司之尚未行使購股權及尚未轉換可換股債券將導致每股虧損減少,故每股攤薄虧損之計算並無計及有關尚未行使購股權的行使及有關尚未轉換可換股債券的轉換。

For the year ended 31 December 2017, the computation of diluted earnings per share does not assume the conversion of the Company's outstanding convertible bonds since their exercise would result in an increase in earnings per share.

截至二零一七年十二月三十一日止年度,由於行使本公司之尚未轉換可換股債券將導致每股盈利增加,故每股攤薄盈利之計算並不假設轉換該等尚未轉換可換股債券。

As at 31 December 2018, the numbers of new shares of the Company which may be issued due to the convertible bond are 1,792,039,042 shares.

於二零一八年十二月三十一日,因可換股債券而可能發行的本公司新股份數目為1,792,039,042股。

18. PLANT AND EQUIPMENT 18. 廠房及設備

		Office equipments 辦公設備 RMB'000 人民幣千元	Bitcoin mining computer equipments 比特幣挖礦電腦設備 RMB'000 人民幣千元	Leasehold improvements 租賃物業裝修 RMB'000 人民幣千元	Motor vehicles 汽車 RMB'000 人民幣千元	Total 總額 RMB'000 人民幣千元
COST	**成本**					
At 1 January 2017	於二零一七年一月一日	56,289	–	7,513	2,698	66,500
Exchange realignment	匯兑調整	(108)	(3,789)	(35)	–	(3,932)
Addition through acquisition of subsidiaries (note 45)	透過收購附屬公司添置（附註45）	1,235	–	–	–	1,235
Additions of assets through acquisition of a subsidiary (note 45)	透過收購一間附屬公司添置資產（附註45）	–	227,708	–	–	227,708
Disposal of a subsidiary (note 46)	出售一間附屬公司（附註46）	(1,287)	–	(1,247)	–	(2,534)
Additions	添置	95,541	51,341	1,052	345	148,279
Written off	撇銷	(3,197)	–	–	–	(3,197)
At 31 December 2017 and 1 January 2018	於二零一七年十二月三十一日及二零一八年一月一日	148,473	275,260	7,283	3,043	434,059
Exchange realignment	匯兑調整	1,761	3,511	99	12	5,383
Addition through acquisition of subsidiaries (note 45)	透過收購附屬公司添置（附註45）	1,807	–	43	–	1,850
Deemed disposal of subsidiaries (note 46)	視作出售附屬公司（附註46）	(125)	–	–	–	(125)
Disposals	出售	(17,523)	(574,904)	–	(202)	(592,629)
Additions	添置	65,532	299,574	2,317	391	367,814
Written off	撇銷	(1,681)	–	(45)	–	(1,726)
At 31 December 2018	於二零一八年十二月三十一日	198,244	3,441	9,697	3,244	214,626

18. PLANT AND EQUIPMENT (Continued) 18. 廠房及設備(續)

		Office equipments 辦公設備 RMB'000 人民幣千元	Bitcoin mining computer equipments 比特幣挖礦電腦設備 RMB'000 人民幣千元	Leasehold improvements 租賃物業裝修 RMB'000 人民幣千元	Motor vehicles 汽車 RMB'000 人民幣千元	Total 總額 RMB'000 人民幣千元
ACCUMULATED DEPRECIATION	**累計折舊**					
At 1 January 2017	於二零一七年一月一日	12,973	–	5,906	2,545	21,424
Exchange realignment	匯兑調整	(49)	(929)	(33)	–	(1,011)
Eliminated upon disposal of a subsidiary (note 46)	於出售一間附屬公司時抵銷(附註46)	(237)	–	(285)	–	(522)
Eliminated upon written off	於撇銷時抵銷	(1,343)	–	–	–	(1,343)
Charge for the year	本年度支出	18,863	63,550	963	126	83,502
At 31 December 2017 and 1 January 2018	於二零一七年十二月三十一日及二零一八年一月一日	30,207	62,621	6,551	2,671	102,050
Exchange realignment	匯兑調整	449	1,845	31	3	2,328
Eliminated upon deemed disposal of subsidiaries (note 46)	於視作出售附屬公司時抵銷(附註46)	(72)	–	–	–	(72)
Eliminated upon written off	於撇銷時抵銷	(1,681)	–	(45)	–	(1,726)
Eliminated upon disposals	於出售時抵銷	(3,762)	(437,255)	–	(192)	(441,209)
Charge for the year	本年度支出	37,939	376,057	1,006	183	415,185
At 31 December 2018	於二零一八年十二月三十一日	63,080	3,268	7,543	2,665	76,556
NET BOOK VALUES	**賬面淨值**					
At 31 December 2018	於二零一八年十二月三十一日	135,164	173	2,154	579	138,070
At 31 December 2017	於二零一七年十二月三十一日	118,266	212,639	732	372	332,009

18. PLANT AND EQUIPMENT (Continued)

Depreciation is recognised so as to write off the cost of plant and equipment less their residual values, if any, using the straight line method over their estimated useful lives or at depreciation rate as follows:

Office equipments	3 – 10 years
Leasehold improvements	over the lease term
Motor vehicles	4 years
Bitcoin mining computer equipment	diminishing value at 25% per month, with the remaining carrying value of the equipment being fully depreciated in the month where the carrying value is 10% or less than the asset's original cost price

18. 廠房及設備(續)

折舊乃以直線法減去廠房及設備的剩餘價值(如有)後撇銷其成本值予以確認,而其計算折舊的估計可使用年限或折舊率如下:

辦公設備	3－10年
租賃裝修	租賃期內
汽車	4年
比特幣採礦計算機設備	每月減少25%的價值,設備的剩餘賬面值在賬面值低於資產原始成本價格10%或以下的月份完全折舊

19. INVESTMENT PROPERTY

19. 投資物業

		RMB'000 人民幣千元
FAIR VALUE	公平值	
At 1 January 2017	於二零一七年一月一日	574,000
Change in fair value recognised in profit or loss	於損益確認之公平值變動	2,000
At 31 December 2017 and 1 January 2018	於二零一七年十二月三十一日及二零一八年一月一日	576,000
Disposal of a subsidiary (note 46)	出售一間附屬公司(附註46)	(576,000)
At 31 December 2018	於二零一八年十二月三十一日	–

The above investment property was situated in the PRC under medium-term leases.

以上投資物業乃位於中國按中期租賃持有。

19. INVESTMENT PROPERTY (Continued)

All of the Group's property interest held under operating leases to earn rentals or for capital appreciation purposes were measured using the fair value model and were classified and accounted for as investment property.

On 14 May 2018, the Group disposed of its 100% equity interest in 上海深隆商務諮詢有限公司 to independent third parties (note 46) and, thus, the investment property was derecognised.

As at 31 December 2017, the investment property with carrying amount of RMB576,000,000 was pledged to secure certain banks and other borrowings as set out in note 35. It was released after the disposal of 上海深隆商務諮詢有限公司 during the year ended 31 December 2018.

The fair value of investment property as at 31 December 2017 had been arrived at on the basis of valuation carried out on the respective date by Roma Appraisals Limited ("Roma Appraisals"), an independent qualified professional valuer not connected to the Group. Roma Appraisals is a member of the Institute of Valuers, and have appropriate qualifications and recent experiences in the valuation of similar properties in the relevant locations.

19. 投資物業(續)

本集團所有按經營租賃以賺取租金或作資本增值目的持有之物業權益均以公平值標準計量並按投資物業分類入賬。

於二零一八年五月十四日,本集團向獨立第三方出售於上海深隆商務諮詢有限公司的100%股權(附註46),因此,投資物業已終止確認。

於二零一七年十二月三十一日,賬面值為人民幣576,000,000元之投資物業已抵押,以取得若干銀行及其他借貸(誠如附註35所載)。截至二零一八年十二月三十一日止年度,其已於出售上海深隆商務諮詢有限公司後獲解除。

投資物業於二零一七年十二月三十一日之公平值乃由與本集團並無關連之獨立合資格專業估值師羅馬國際評估有限公司(「羅馬國際評估」)於相應日期按估值基準評估已達致。羅馬國際評估為估值師公會之會員,其於對有關位置之類似物業進行估值方面擁有合適資格及近期經驗。

19. INVESTMENT PROPERTY (Continued)

The fair value of investment property was determined based on the market approach and was determined based on direct comparison method assuming sales of property interests in its existing state and marking references to comparable market observable transactions of similar properties in the same location and conditions as available in the relevant market.

In estimating the fair value of the properties, the highest and best use of the properties is their current use.

There were no transfers between levels of fair value hierarchy during the year.

Detail of the fair value measurement of the Group's investment property as at 31 December 2017 and 2016 are as follows:

19. 投資物業(續)

投資物業之公平值乃根據市場法釐定,並以直接比較法假設物業權益在現狀出售及參考於有關市場可查閱之相同地點及狀況之類似物業之可比較市場可觀察交易來釐定。

在估計物業之公平值時,最高及最佳之物業用途為其現有用途。

於年內,公平值層級間並無轉撥。

於二零一七年及二零一六年十二月三十一日,本集團投資物業之公平值計量詳情如下:

	Fair value hierarchy 公平值層級	Valuation technique and key input 估值方法及主要資料輸入
Investment property	Level 2	Market approach – Direct comparison method based on market observable transactions to similar properties and adjust to reflect the conditions and locations of the subject property.
投資物業	第二級	市場法 －直接比較法以類似物業之市場可觀察交易為基礎並作調整以反映標的物業之狀況及地點。

20. INTANGIBLE ASSETS 20. 無形資產

		Operating right of exhibition service 展覽服務經營權 RMB'000 人民幣千元 (Note a) (附註a)	Operating right/ intellectual property of online games 在線遊戲經營權／知識產權 RMB'000 人民幣千元 (Note b) (附註b)	Licences 執照 RMB'000 人民幣千元 (Note c) (附註c)	Online P2P platform 在線P2P平台 RMB'000 人民幣千元 (Note d) (附註d)	Patent 專利 RMB'000 人民幣千元 (Note e) (附註e)	Total 總額 RMB'000 人民幣千元
Cost	**成本**						
At 1 January 2017	於二零一七年一月一日	–	84,238	135,835	40,127	–	260,200
Exchange realignment	匯兑調整	–	–	–	–	(2,892)	(2,892)
Addition through acquisition of subsidiaries (note 45)	透過收購一間附屬公司添置（附註45）	–	–	–	–	37,089	37,089
Additions	添置	–	21,887	–	–	–	21,887
Disposal of a subsidiary (note 46)	出售一間附屬公司（附註46）	–	–	–	(40,127)	–	(40,127)
At 31 December 2017 and 1 January 2018	於二零一七年十二月三十一日及二零一八年一月一日	–	106,125	135,835	–	34,197	276,157
Exchange realignment	匯兑調整	–	–	–	–	1,180	1,180
Addition through acquisition of subsidiaries (note 45)	透過收購附屬公司添置（附註45）	193,090	–	–	–	39,322	232,412
Additions	添置	–	32,925	–	–	10,336	43,261
At 31 December 2018	於二零一八年十二月三十一日	193,090	139,050	135,835	–	85,035	553,010
Accumulated amortisation and impairment loss	**累計攤銷及減值虧損**						
At 1 January 2017	於二零一七年一月一日	–	9,727	3,821	–	–	13,548
Exchange realignment	匯兑調整	–	–	–	–	(152)	(152)
Amortisation provided for the year	年內作出撥備之攤銷	–	56,793	–	–	3,914	60,707
Impairment loss recognised for the year	年內確認之減值虧損	–	23,223	–	–	–	23,223
At 31 December 2017 and 1 January 2018	於二零一七年十二月三十一日及二零一八年一月一日	–	89,743	3,821	–	3,762	97,326
Exchange realignment	匯兑調整	–	–	–	–	272	272
Amortisation provided for the year	年內作出撥備之攤銷	17,246	16,418	–	–	5,899	39,563
Impairment loss recognised for the year	年內確認之減值虧損	–	32,889	–	–	–	32,889
At 31 December 2018	於二零一八年十二月三十一日	17,246	139,050	3,821	–	9,933	170,050
Carrying values	**賬面值**						
At 31 December 2018	於二零一八年十二月三十一日	175,844	–	132,014	–	75,102	382,960
At 31 December 2017	於二零一七年十二月三十一日	–	16,382	132,014	–	30,435	178,831

20. INTANGIBLE ASSETS (Continued)

(a) During the year ended 31 December 2018, 51% equity interest of Glory Metro Holdings Limited ("Glory Metro") was acquired as detailed in note 45, with the intangible asset amounting to approximately RMB193,090,000 was recognised at the acquisition date for the contractual exclusive operating right under the Exclusive Consultancy and Services Agreements. The contractual exclusive operating right entitles Glory Metro and its subsidiaries to receive operating income on its own operating expense. As the Company is able to generate economic benefit through the said contractual right under the said Exclusive Consultancy and Services Agreements, and given that it satisfied the recognition criteria under HKAS 38 Intangible assets for the said contractual right accordingly. The directors of the Company are of the opinion that the economic life which is expected to generate net cash flows for the Group was assessed at 10 years, which was by reference to the average economic life of similar business model.

(b) As at 31 December 2017, operating right and the right to use the intellectual property of online games belonged to Shenzhen Qiyuan Tianxia Technology Company Limited ("Qiyuan"), 51% equity-owned subsidiary. During the year ended 31 December 2018, additional operating right and the right to use the intellectual property of online games totaling RMB32,925,000 was purchased. These intangible assets were amortised on a straight-line basis based on the contract terms ranged from 2 to 4 years. For the purpose of impairment testing, the social game, which was included in provision of social gaming service in the PRC under "Other segment", of approximately RMB32,889,000 (2017: RMB23,223,000) was impaired during the year ended 31 December 2018. In the opinion of the Company's directors, as several social games had either ceased operation or their respective revenue stream aligned with the social games had been slower than expected and hence, the directors of the Company determined that there was impairment for its carrying amount of RMB32,889,000 (2017: RMB23,223,000). As at 31 December 2018, there was provision for impairment loss for those social game amounting to RMB57,111,000 (2017: RMB24,222,000).

20. 無形資產(續)

(a) 截至二零一八年十二月三十一日止年度,已收購盛都控股有限公司(「盛都」)的51%股權於附註45詳述,就獨家諮詢及服務協議項下的合約獨家經營權約人民幣193,090,000元的無形資產於收購日期確認。合約獨家經營權賦予盛都及其附屬公司權利按其經營開支收取經營收入。由於本公司能透過該獨家諮詢及服務協議項下的該合約權利產生經濟效益,且鑑於其因此符合香港會計準則第38號無形資產項下就該合約資產的確認標準。本公司董事認為,預期將為本集團帶來現金流量淨額的經濟壽命乃按10年評估,該評估乃參考類似業務模式的平均經濟壽命。

(b) 於二零一七年十二月三十一日,網絡遊戲的經營權及知識產權使用權屬於擁有51%權益之附屬公司深圳起源天下科技有限公司(「起源」)。截至二零一八年十二月三十一日止年度,在線遊戲之額外營運權及知識產權使用權總計人民幣32,925,000元已獲購買。該等無形資產以直線法根據介乎2至4年之合約條款攤銷。就減值測試而言,計入「其他分部」項下於中國提供社交遊戲服務之社交遊戲於截至二零一八年十二月三十一日止年度減值約人民幣32,889,000元(二零一七年:人民幣23,223,000元)。本公司董事認為,由於數款社交遊戲已終止運營或彼等各自之收益流與社交遊戲相比慢於預期,故本公司董事釐定賬面值減值人民幣32,889,000元(二零一七年:人民幣23,223,000元)。於二零一八年十二月三十一日,已就該等社交遊戲之減值虧損計提撥備人民幣57,111,000元(二零一七年:人民幣24,222,000元)。

20. INTANGIBLE ASSETS (Continued)

(c) The licence belonged to 合肥市包河區建信小額貸款有限公司 ("合肥建信") under traditional loans and financing segment has no explicit legal life and licence belonged to UCF Huisheng Investment (HK) Co., Limited ("UCF") under third party payment service segment has legal life of 5 years but are renewable every 5 years at minimal cost. The directors of the Company are of the opinion that the Group would renew the licences continuously and has the ability to do so, and the licences have no foreseeable limit to the period over which the licenced products are expected to generate net cash flows for the Group. As a result, the licences are considered by the management of the Group as having an indefinite useful life because it is expected to contribute to net cash inflows indefinitely. The licences will not be amortised until its useful life is determined to be finite. Instead it will be tested for impairment annually and whenever there is an indication that it may be impaired.

Since the year ended 31 December 2015, the Group recognised a full impairment loss of approximately RMB3,821,000 in relation to the licence belonged to 合肥建信 as the revenue stream aligned with the licence had been slower than expected and hence, the directors of the Company determined that there was impairment for the licence of 合肥建信.

(d) During the year ended 31 December 2015, the Group acquired 北京鳳凰 and an online P2P platform under online investment and technology –enabled lending service segment of approximately RMB40,127,000 was obtained through the business combination. The directors of the Company are of the opinion that the online P2P platform has no foreseeable limit to the period over which the online P2P platform is expected to generate net cash flows for the Group. As a result, the online P2P platform is considered by the management of the Group as having an indefinite useful life because it is expected to contribute to net cash inflows indefinitely. The online P2P platform will not be amortised until its useful life is determined to be finite. Instead it will be tested for impairment annually and whenever there is an indication that it may be impaired. During the year ended 31 December 2017, the entire equity interest over 北京鳳凰 was disposed of as detailed in note 46.

20. 無形資產(續)

(c) 傳統貸款及融資分部項下之合肥市包河區建信小額貸款有限公司(「合肥建信」)所擁有之執照並無明確法定年期,而第三方支付服務分部項下之先鋒匯升投資(香港)有限公司(「先鋒」)所擁有之執照具有5年之法定年期,惟可以極少成本每五年予以重續。本公司董事認為,本集團將會持續重續執照,並有能力持續重續,且執照並無對預期特許產品為本集團產生淨額現金流量之期間有可預見限制。因此,由於預期執照將會無限期為本集團貢獻淨額現金流入,故本集團管理層認為執照屬無限期有用。當執照之有用年期被釐定為有限時,方會對執照進行攤銷。而且,會每年及於有跡象顯示其可能出現減值時對其進行減值測試。

自截至二零一五年十二月三十一日止年度,本集團就屬於合肥建信之執照確認全面減值虧損約人民幣3,821,000元,原因為該等執照之相應收益流較預期慢,故本公司董事釐定合肥建信之執照減值。

(d) 於截至二零一五年十二月三十一日止年度,本集團收購北京鳳凰及透過業務合併獲得在線投資及科技驅動貸款服務分部項下之在線P2P平台約人民幣40,127,000元。本公司董事認為,在線P2P平台並無對其為本集團產生淨額現金流量之期間有可預見限制。因此,由於預期在線P2P平台將會無限期為本集團貢獻淨額現金流入,故本集團管理層認為在線P2P平台屬無限期有用。當在線P2P平台之有用年期被釐定為有限時,方會對在線P2P平台進行攤銷。而且,會每年及於有跡象顯示其可能出現減值時對其進行減值測試。誠如附註46詳述,截至二零一七年十二月三十一日止年度,北京鳳凰之全部股權已出售。

20. INTANGIBLE ASSETS (Continued)

(e) During the year ended 31 December 2017, the Group acquired Amigo Technologies Joint Stock Company ("Amigo Technologies") as further detailed in note 45, including a patent for provision of IT solution services in Vietnam under "Other segment" of approximately RMB37,089,000, which was obtained through the business combination. The directors of the Company are of the opinion that the economic life which is expected to generate net cash flows for the Group was assessed at 8.5 years, which was by reference to the average economic life of similar patents. During the year ended 31 December 2018, additional patent for provision of third party payment service of RMB10,336,000 was purchased. The directors of the Company are of the opinion that the economic life which is expected to generate net cash flows for the Group was assessed at 10 years, which was by reference to the average economic life of similar patents.

During the year ended 31 December 2018, the Group acquired K&R, including an intangible asset amounting to approximately RMB39,322,000 which was obtained through the business combination. The intangible asset refers to Stored Value Facilities License issued by Hong Kong Monetary Authority in which K&R is licensed to provide third party payment services. The directors of the Company are of the opinion that the economic life which is expected to generate net cash flows for the Group was assessed at 10 years, which was by reference to the terms of the operating agreement.

20. 無形資產(續)

(e) 截至二零一七年十二月三十一日止年度,本集團收購Amigo Technologies Joint Stock Company(「Amigo Technologies」),進一步詳情載於附註45,包括「其他分部」項下於越南提供IT解決方案服務之專利約人民幣37,089,000元,乃透過業務合併獲得。本公司董事認為其預期可為本集團產生淨現金流量的經濟壽命為8.5年,乃經參考相似專利之平均經濟壽命而定。截至二零一八年十二月三十一日止年度,已購買其他提供第三方支付服務專利人民幣10,336,000元。本公司董事認為,預期將為本集團帶來現金流量淨額的經濟壽命乃按10年評估,該評估乃參考類似專利的平均經濟壽命。

截至二零一八年十二月三十一日止年度,本集團收購僑達(包括透過業務合併取得之無形資產約人民幣39,322,000元)。無形資產指香港金融管理局頒發的儲值支付工具牌照(僑達據此獲發牌提供第三方支付服務)。本公司董事認為,預期可為本集團產生現金流量淨額的經濟壽命被評估為十年,乃經參考經營協議的年期而得出。

20. INTANGIBLE ASSETS (Continued)

(f) For the purposes of impairment testing, licences of approximately RMB132,014,000 with indefinite useful lives have been allocated to individual CGUs, being the subsidiaries, UCF.

During the years ended 31 December 2018, directors of the Group determines that there are no impairments of the CGUs containing licences belonged to UCF, with indefinite useful life. Particular regarding impairment testing on intangible assets, other than operating right and the right to use the intellectual property of online games is disclosed in note 21.

20. 無形資產(續)

(f) 就減值測試而言,無限期有用之執照約人民幣132,014,000元已分配至個別現金產生單位,即附屬公司先鋒。

截至二零一八年十二月三十一日止年度,本集團董事釐定包含屬於先鋒之有無限期可使用年期之牌照之現金產生單位並無減值。除在線遊戲經營權及知識產權使用權外,有關無形資產之減值測試詳情於附註21內披露。

21. GOODWILL

21. 商譽

		RMB'000 人民幣千元
COST	**成本**	
At 1 January 2017	於二零一七年一月一日	941,630
Arising on acquisition of subsidiaries (note 45)	因收購附屬公司而產生(附註45)	55,698
Disposal of subsidiaries (note 46)	出售附屬公司(附註46)	(12,027)
At 31 December 2017 and 1 January 2018	於二零一七年十二月三十一日及二零一八年一月一日	985,301
Exchange realignment	匯兑調整	(118)
Arising on acquisition of subsidiaries (note 45)	因收購附屬公司而產生(附註45)	133,326
At 31 December 2018	於二零一八年十二月三十一日	1,118,509
IMPAIRMENT	**減值**	
At 1 January 2017, 31 December 2017 and 1 January 2018	於二零一七年一月一日、二零一七年十二月三十一日及二零一八年一月一日	8,919
Increase during the year	年內增加	100,000
At 31 December 2018	於二零一八年十二月三十一日	108,919
CARRYING VALUES	**賬面值**	
At 31 December 2018	於二零一八年十二月三十一日	1,009,590
At 31 December 2017	於二零一七年十二月三十一日	976,382

For the purposes of impairment test, goodwill has been allocated to individual CGUs, being the subsidiaries, UCF, K&R, Leyu, Qiyuan, Glory Metro and Amigo Technologies.

就減值測試而言,商譽已分配至個別現金產生單位,即附屬公司先鋒、僑達國際、Leyu、起源、盛都及Amigo Technologies。

21. GOODWILL (Continued)

The carrying amount of goodwill at the end of the reporting period is attributable to the respective CGUs as follows:

21. 商譽(續)

於報告期末,歸屬各現金產生單位之商譽賬面值如下:

		As at 31 December 於十二月三十一日	
		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
UCF – third party payment service segment	先鋒－第三方支付服務分部	**35,844**	35,844
K&R – third party payment service segment	僑達－第三方支付服務分部	**28,199**	–
Leyu – online investment and technology-enabled lending segment	Leyu－在線投資及科技驅動貸款分部	**676,999**	676,999
Qiyuan – provision of social gaming service included in others segment	起源－提供社交遊戲服務的其他分部	**107,841**	207,841
Glory Metro – provision of exhibition service included in others segment	盛都－提供展覽服務的其他分部	**105,009**	–
Amigo Technologies – third party payment service and IT solution services segment	Amigo Technologies－第三方支付服務及IT解決方案服務分部	**55,698**	55,698
		1,009,590	976,382

21. GOODWILL (Continued)

For the purposes of impairment testing, goodwill and intangible assets with indefinite useful lives set out in note 20 have been allocated to five individual cash-generating units, comprising five subsidiaries. The recoverable amounts have been determined based on a value-in-use calculation. The calculation used cash flow projections based on financial budgets approved by the directors of the Company covering a five-year period, with pre-tax discount rate as follows.

21. 商譽(續)

就減值測試而言,附註20所載無限期有用之商譽及無形資產已分配至五個個別現金產生單位,包括五間附屬公司。可收回金額乃根據使用價值計算釐定。計算使用現金流量預測,此乃基於本公司董事批准之五年期財務預算案,而除稅前貼現率如下。

		As at 31 December 於十二月三十一日	
		2018 二零一八年	2017 二零一七年
UCF 先鋒	– Third party payment service segment –第三方支付服務分部	**22.91%**	20.90%
K&R 僑達	– Third party payment service segment –第三方支付服務分部	**15.00%**	–
Leyu	– Online investment and technology-enabled lending segment –在線投資及科技驅動貸款服務分部	**20.00%**	20.00%
Qiyuan 起源	– Provision of social gaming service included in others segment –提供社交遊戲服務(包括於其他分部)	**20.00%**	23.00%
Glory Metro 盛都	– Provision of exhibition service included in others segment –提供展覽服務(包括於其他分部)	**15.00%**	N/A 不適用
Amigo Technologies Amigo Technologies	– Third party payment service and IT solution service segment –第三方支付服務及IT解決方案服務分部	**17.50%**	18.00%

21. GOODWILL (Continued)

The cash flows beyond the five-year period were extrapolated using a steady growth rate ranging from 3% (2017: 2.5% to 5%).

The growth rate was based on the relevant industry growth rate forecast and does not exceed the average long-term growth rate for the relevant industry. The key assumptions for the value-in-use calculation related to the estimation of cash flows included net margin and discount rate. Net margin of each CGUs is based on management's expectation for revenue growth and future market development. The discount rate used is pre-tax rates that reflect current market assessments of the risks specific to the relevant industry. Management believes that any reasonably possible change in any of these assumptions would not cause the aggregate carrying amount of goodwill and intangible assets for UCF, K&R, Leyu, Glory Metro and Amigo Technologies to exceed their respective aggregate recoverable amount.

During the year ended 31 December 2017 no impairment was made for both goodwill and intangible assets with indefinite useful life.

During the year ended 31 December 2018, the recoverable amount of CGU-Qiyuan is approximately RMB108,346,000 has been determined based on a value-in-use calculation. Goodwill under the CGU – Qiyuan have been impaired to the extent of RMB100,000,000 as a result of significant decline in revenues and unsatisfactory operating performance of the social gaming business.

21. 商譽(續)

超過五年期之現金流量採用穩定增長率介乎3%(二零一七年:2.5%至5%)推算。

該增長率乃基於相關行業增長率預測及不超過相關行業之平均長期增長率。與估計現金流量相關之使用價值計算之主要假設包括淨利潤率及貼現率。各現金產生單位之淨利潤率乃基於管理層對收入增長及未來市場發展之預期。所使用之貼現率為税前比率,反映現行市場對相關行業特定風險之評估。管理層認為,任何該等假設之任何合理可能變動將不會導致先鋒、僑達國際、Leyu、盛都及Amigo Technologies之商譽及無形資產之總賬面值高於其各自之可收回款項總額。

截至二零一七年十二月三十一日止年度,均無就商譽及無形資產(無使用年限)作出減值。

截至二零一八年十二月三十一日止年度,現金產生單位-起源之可收回金額約人民幣108,346,000 元乃根據使用價值計算釐定。由於社交遊戲業務收入大幅下跌及經營表現欠佳,現金產生單位-起源之商譽已減值至人民幣100,000,000元。

22. FINANCIAL ASSETS AT FVTOCI/ FINANCIAL ASSET AT FVTPL/ AVAILABLE-FOR-SALE INVESTMENTS/ HELD FOR TRADING INVESTMENTS

22. 按公平值計入其他全面收益之金融資產／按公平值計入損益之金融資產／可供出售投資／持作買賣投資

		As at 31 December 於十二月三十一日	
		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Unlisted equity securities classified as:	**非上市股本證券分類為：**		
Financial assets at FVTOCI (Note a)	按公平值計入其他全面收益之金融資產（附註a）	**626,690**	–
Financial assets at FVTPL (Note a)	按公平值計入損益之金融資產（附註a）	**829,152**	–
		1,455,842	–
Held for trading investments (Note b):	持作買賣投資（附註b）：		
Convertible bonds issued by a private company incorporated in the Cayman Islands	於開曼群島註冊成立之一間私人公司發行之可換股債券	**–**	32,531
Equity securities listed in Hong Kong	於香港上市股本證券	**2,379**	13,361
Equity securities listed in the PRC	於中國上市股本證券	**291,004**	286,190
Equity securities listed in overseas	於境外上市股本證券	**55,118**	–
		348,501	332,082
Contingent consideration receivable at FVTPL (Note c)	按公平值計入損益之應收或然代價（附註c）	**66,295**	–
Available-for-sale investments (Note a)	可供出售投資（附註a）	**–**	429,511
		1,870,638	761,593
Analysed for reporting purposes as:	就申報而言分析為：		
Non-current assets at FVTOCI	按公平值計入其他全面收益之非流動資產	**626,690**	429,511
Current assets at FVTPL	按公平值計入損益之流動資產	**1,243,948**	332,082
		1,870,638	761,593

Notes:

(a) The unlisted equity securities were issued by private entities incorporated in the BVI of RMB829,152,000 (2017: RMB64,954,000), in the PRC of RMB327,604,000 (2017: RMB216,749,000), in the Cayman Islands of RMB191,284,000 (2017: RMB115,714,000), and in Singapore of RMB107,802,000 (2017: RMB32,094,000). For the above unlisted equity investments of RMB626,690,000, these investments in equity instruments are not held for trading. Instead, they are held for medium to long-term strategic purposes. Accordingly, the directors of the Company have elected to designate these investments in equity instruments as at FVTOCI as they believe that recognising short-term fluctuations in these investments' fair value in profit or loss would not be consistent with the Group's strategy of holding these investments for long-term purposes and realising their performance potential in the long run.

附註：

(a) 非上市股本證券乃於英屬處女群島（人民幣829,152,000元）（二零一七年：人民幣64,954,000元）、中國（人民幣327,604,000元）（二零一七年：人民幣216,749,000元）、開曼群島（人民幣191,284,000元）（二零一七年：人民幣115,714,000元）及新加坡（人民幣107,802,000元）（二零一七年：人民幣32,094,000元）及註冊成立之私人實體所發行。上述非上市股本證券人民幣626,690,000元，該等權益工具投資並非持作買賣，而是為中長期戰略目的而持有。由於本公司董事相信，確認該等投資於損益反映的公平值的短期波動與本集團為長遠目的持有該等投資及實現其長遠潛在表現的策略不符，因此已選擇指定該等權益工具投資為按公平值計入其他全面收益。

22. FINANCIAL ASSETS AT FVTOCI/ FINANCIAL ASSET AT FVTPL/ AVAILABLE-FOR-SALE INVESTMENTS/ HELD FOR TRADING INVESTMENTS (Continued)

Notes: (Continued)

On 5 October 2018, the Group entered into a merger agreement to swap the unlisted equity securities issued by private entities incorporated in the BVI of RMB829,152,000 with another listed equity securities listed in NASDAQ. Such transaction was completed on 21 March 2019.

(b) The amounts were stated at fair value based on quoted market prices, except for "Convertible bonds issued by a private company incorporated in the Cayman Islands".

During the year ended 31 December 2017, the Group purchased convertible bonds from a third party with consideration of USD3,900,000, principally for the purpose of selling in the near term. The convertible bonds provide the right to the Group to convert 20,640 shares of the private company at a conversion price of USD188.95 per share during the conversion period from 23 September to 7 October 2019. During the year ended 31 December 2018, the Group exercised the right to convert 20,640 shares of the private company from the convertible bonds of US$4,862,000 (approximately RMB33,049,000). Subsequent to the conversion of convertible bonds, such investment is accounted for FVTOCI.

(c) Pursuant to the share purchase agreement dated 28 September 2017, the Vendor of Glory Metro guaranteed to the Purchaser (i.e. the Company) that the audited net profit after tax of the Glory Metro for the first, second and third anniversary financial year since the date of agreement shall be at least RMB26,000,000, RMB29,900,000, and RMB34,400,000 (the "Guaranteed Profit") respectively and in the event that the actual audited net profit after tax shall be less than the Guaranteed Profit, the Vendor shall compensate the Purchaser such sum calculated as follows: (Guaranteed Profit for the period – actual audited net profit after tax for the period) x (350,000,000/ Guaranteed Profit for the period) x 51%

In respect of the first financial year after the acquisition, the Guaranteed Profit has not been met, and the Vendor is liable to pay a consideration receivable of approximately RMB66,295,000.

22. 按公平值計入其他全面收益之金融資產／按公平值計入損益之金融資產／可供出售投資／持作買賣投資(續)

附註:(續)

於二零一八年十月五日,本集團訂立併購協議,將金額為人民幣829,152,000元,由於英屬處女群島註冊成立的私人實體發行的非上市股本證券,交換為於納斯達克上市的另一上市股本證券。該交易已於二零一九年三月二十一日完成。

(b) 除「於開曼群島註冊成立之一間私人公司發行之可換股債券」外,金額根據所報市價按公平值列示。

截至二零一七年十二月三十一日止年度,本集團向第三方購買可換股債券,代價為3,900,000美元,主要目的為近期出售。於二零一九年九月二十三日至十月七日之轉換期內,可換股債券向本集團提供以每股188.95美元之轉換價轉換私人公司20,640股股份之權利。截至二零一八年十二月三十一日止年度,本集團行使將4,862,000美元(約人民幣33,049,000元)之可換股債券轉換為20,640股私人公司股份之權利。可換股債券轉換後,有關投資入賬列作按公平值計入其他全面收益。

(c) 根據日期為二零一七年九月二十八日的股份購買協議,賣方盛都向買方(即本公司)保證,盛都自協議日期起的第一、第二及第三個財政年度的經審核稅後淨利潤須分別至少為人民幣26,000,000元、人民幣29,900,000元及人民幣34,400,000元(「保證利潤」),倘實際經審核稅後淨利潤低於保證利潤,則賣方應賠償購買者按如下方式計算的總金額:(期內保證利潤－期內實際經審核稅後淨利潤)x(350,000,000／期內保證利潤)x 51%

就收購後第一個財政年度,保證利潤未獲達成,而賣方有責任支付約人民幣66,295,000元的應收代價。

23. INTERESTS IN ASSOCIATES

23. 於聯營公司之權益

		As at 31 December 於十二月三十一日	
		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Cost of investment, unlisted	投資成本，非上市	**1,423,527**	1,351,631
Share of post-acquisition profit and other comprehensive income	分佔收購後溢利及其他全面收益	**(212,007)**	106,092
		1,211,520	1,457,723
Amounts due from associates	應收聯營公司款項	**156,217**	9,004

The amounts due from associates were unsecured, interest-free and repayable on demand.

應收聯營公司款項為無抵押、免息及按要求償還。

During the year ended 31 December 2018, in determining the expected credit losses for amounts due from associates, the directors of the Company have taken into account the historical default experience, the financial position of the counterparties, considering various external sources of actual and forecast economic information, as appropriate, in estimating the probability of default of each of these financial assets occurring within their respective loss assessment time horizon, as well as the loss upon default in each case.

截至二零一八年十二月三十一日止年度，於釐定應收聯營公司款項的預期信貸虧損時，本公司董事於估計按各自損失評估時間範圍內產生的該等各項金融資產的違約概率時已計及過往違約經驗、對手方財務狀況、考慮各種實際及預測經濟資料的外部來源（如適用）以及在每種情況下的違約損失。

The group has adopted HKFRS 9 from 1 January 2018. As at 31 December 2018, an analysis of the gross amount of amounts due from associates is as follows:

本集團已自二零一八年一月一日起採納香港財務報告準則第9號。於二零一八年十二月三十一日，應收聯營公司款項總額的分析如下：

		12-month ECL 12個月預期信貸虧損 RMB'000 人民幣千元	**Lifetime ECL 存續期預期信貸虧損** RMB'000 人民幣千元	**Lifetime ECL – credit impaired 存續期預期信貸虧損－信貸減值** RMB'000 人民幣千元	**Total 總計** RMB'000 人民幣千元
Internal grade A	內部等級A	–	–	–	–
Internal grade B	內部等級B	–	–	–	–
Internal grade C, D or E	內部等級C、D或E	–	–	560,067	560,067
Gross amount as at 31 December 2018	於二零一八年十二月三十一日之總額	–	–	560,067	560,067

23. INTERESTS IN ASSOCIATES (Continued)

23. 於聯營公司之權益(續)

Movement in the allowance for amounts due from associates

應收聯營公司款項撥備變動

		12-month ECL 12個月預期信貸虧損 RMB'000 人民幣千元	Lifetime ECL 存續期預期信貸虧損 RMB'000 人民幣千元	Lifetime ECL – credit impaired 存續期預期信貸虧損–信用減值 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2018	於二零一八年一月一日	–	–	–	–
Increase during the year	年內增加	–	–	403,850	403,850
At 31 December 2018	於二零一八年十二月三十一日	–	–	403,850	403,850

The origination of new amounts due from associates net of those settled resulted in an increase in loss allowance of approximately RMB403,850,000.

新產生應收聯營公司之款項扣除已結算款項導致虧損撥備增加約人民幣403,850,000元。

23. INTERESTS IN ASSOCIATES (Continued)

Details of the Group's associates as at 31 December 2018 and 2017 are as follows:

23. 於聯營公司之權益(續)

於二零一八年及二零一七年十二月三十一日，本集團之聯營公司詳情如下：

Name of entity 實體名稱	Form of entity 實體形式	Place of establishment and operation 成立及經營地點	Class of shares held 所持股份類別	Percentage of nominal value of registered capital held by the Group 本集團所持註冊資本面值之百分比 Directly 直接 **2018** **二零一八年**	 2017 二零一七年	 Indirectly 間接 **2018** **二零一八年**	 2017 二零一七年	Principal activity 主要業務
上海深鵬投資管理有限公司 ("上海深鵬") 上海深鵬投資管理有限公司 (「上海深鵬」)	Limited liability company 有限公司	The PRC 中國	Registered capital 註冊資本	**N/A** **不適用**	N/A 不適用	**40%**	40%	Investment holding 投資控股
海南先鋒網信小額貸款有限公司 ("海南小貸") 海南先鋒網信小額貸款有限公司 (「海南小貸」)	Limited liability company 有限公司	The PRC 中國	Registered capital 註冊資本	**N/A** **不適用**	N/A 不適用	**24.01%**	24.01%	Provision of micro loan financing service 提供小額貸款融資服務
深圳市網愛金融服務有限公司 ("深圳市網愛") 深圳市網愛金融服務有限公司 (「深圳市網愛」)	Limited liability company 有限公司	The PRC 中國	Registered capital 註冊資本	**N/A** **不適用**	N/A 不適用	**49%**	49%	Inactive 不活躍
上海即富信息技術服務有限公司 ("上海即富") (Note (a)) 上海即富信息技術服務有限公司 (「上海即富」)(附註(a))	Limited liability company 有限公司	The PRC 中國	Registered capital 註冊資本	**N/A** **不適用**	N/A 不適用	35%	35%	Provide online third party payment service 提供在線第三方支付服務
Ping An Securities Group (Holdings) Limited ("Ping An Securities") (Note (b)) 平安證券集團(控股)有限公司 (「平安證券」)(附註(b))	Limited liability company 有限公司	Bermuda 百慕達	Registered capital 註冊資本	**N/A** **不適用**	N/A 不適用	**21.46%**	23.47%	Provision of securities dealing and other financing service 提供證券買賣及其他融資服務
陝西榮投信息科技有限公司 ("陝西榮投") (Note (d)) 陝西榮投信息科技有限公司 (「陝西榮投」)(附註(d))	Limited liability company 有限公司	The PRC 中國	Registered capital 註冊資本	**N/A** **不適用**	N/A 不適用	**-**	26.15%	Provision of online investment and technology -enabled lending services 提供小額貸款融資服務

23. INTERESTS IN ASSOCIATES (Continued) 23. 於聯營公司之權益(續)

Name of entity 實體名稱	Form of entity 實體形式	Place of establishment and operation 成立及經營地點	Class of shares held 所持股份類別	Percentage of nominal value of registered capital held by the Group 本集團所持註冊資本面值之百分比				Principal activity 主要業務
				Directly 直接		Indirectly 間接		
				2018 二零一八年	2017 二零一七年	2018 二零一八年	2017 二零一七年	
Singapore Life Pte. Limited ("Singapore Life") (Note (c))	Limited liability company	Singapore	Registered capital	N/A	N/A	–	33.8%	Provide insurance and asset management services
Singapore Life Pte. Limited (「Singapore Life」)(附註(c))	有限公司	新加坡	註冊資本	不適用	不適用			提供保險及資產管理服務
King Focus (Note (b))	Limited liability company	The BVI	Registered capital	N/A	N/A	37%	37%	Investment holding
景聚(附註(b))	有限公司	英屬處女群島	註冊資本	不適用	不適用			投資控股
北京一房科技有限公司 (Note e)	Limited liability company	The PRC	Registered capital	N/A	N/A	30.215%	N/A	Provision of P2P loan service
北京一房科技有限公司(附註(e))	有限公司	中國	註冊資本	不適用	不適用		不適用	提供P2P貸款服務
比飛力(深圳)科技有限公司 ("比飛力") (Note f)	Limited liability company	The PRC	Registered capital	N/A	N/A	49.4%	N/A	Provision of Blockchain service
比飛力(深圳)科技有限公司 (「比飛力」)(附註(f))	有限公司	中國	註冊資本	不適用	不適用		不適用	提供區塊鏈服務
北京信雅樂達科技有限責任公司 ("北京信雅") (Note g)	Limited liability company	The PRC	Registered capital	N/A	N/A	22.3%	N/A	Provision of financial consultancy service
北京信雅樂達科技有限責任公司 (「北京信雅」)(附註(g))	有限公司	中國	註冊資本	不適用	不適用		不適用	提供財務諮詢服務

23. INTERESTS IN ASSOCIATES (Continued)

Notes:

(a) During the year ended 31 December 2016, the Group acquired 35% equity interest in 上海即富信息技術服務有限公司 ("Shanghai Jifu") from a third party independent to the Group at consideration of RMB856,152,000, which was settled by cash consideration of RMB168,494,000 and share consideration of RMB687,658,000 by issuing 258,318,000 shares, respectively. As a result, the goodwill of RMB902,891,000 was recognised and included in the interests in associates accordingly. During the year ended 31 December 2018, Shanghai Jifu has acquired remaining equity interests of its partially owned subsidiaries at premium over their net asset value by approximately RMB149,000,000. As a result, approximately RMB52,065,000 out of the premium was shared and recorded under "Capital reserve" in the consolidated statement of changes in equity.

(b) During the year ended 31 December 2017, the Group acquired 23.47% equity interest in Ping An Securities through 37% equity interest in King Focus from third parties independent to the Group at cash consideration of RMB294,848,000. As a result, the goodwill of RMB44,324,000 (2017: RMB44,324,000) was recognised and included in the interests in associates accordingly. During the year ended 31 December 2018, 23.47% equity interest in Ping An Securities was diluted to 21.46% by new capital injected by independent investors. As a result a gain on deemed disposal of RMB4,631,000 was recorded.

(c) During the year ended 31 December 2017, the Group acquired 33.8% equity interest in Singapore Life from third parties independent to the Group at cash consideration of RMB145,069,000. As a result, the goodwill of RMB34,606,000 was recognised and included in the interests in associates accordingly. During the year ended 31 December 2018, the Group disposed of its investment in Singapore Life to an independent third party by US$52,760,000 (approximately equivalent to RMB371,661,000) in cash and recognised the gain of disposal of US$32,573,000 (approximately equivalent to RMB225,050,000) accordingly. During the year ended 31 December 2018, the Group share profit and other comprehensive income of RMB11,560,000 and RMB2,164,000, respectively from Singapore Life.

(d) During the year ended 31 December 2017, 46.5% equity interest in 陝西榮投信息科技有限公司 ("陝西榮投"), an associate of 深圳壹房壹貸信息技術服務有限公司("壹房壹貸"), lost significant influence due to dilution by new capital injection of independent investors. As a result, a gain on deemed disposal of associates approximately of RMB3,303,000 was recorded. Subsequent to the deemed disposal, interest in 陝西榮投 is accounted as interests in associates due to loss of its controlling stake at 陝西榮投 accordingly.

23. 於聯營公司之權益(續)

附註:

(a) 截至二零一六年十二月三十一日止年度,本集團向獨立於本集團之第三方收購上海即富信息技術服務有限公司(「上海即富」)之35%股權,代價為人民幣856,152,000元,乃分別由現金代價人民幣168,494,000元及透過發行258,318,000股股份之股份代價人民幣687,658,000元結算。因此,人民幣902,891,000元之商譽已確認並相應計入聯營公司權益。截至二零一八年十二月三十一日止年度,上海即富已按資產淨值溢價約人民幣149,000,000元收購其部分擁有附屬公司的剩餘股權。因此,溢價中的約人民幣52,065,000元獲分攤並計入綜合權益變動表中的「資本儲備」。

(b) 截至二零一七年十二月三十一日止年度,本集團已透過於King Focus之37%股權向獨立於本集團之第三方收購平安證券之23.47%股權,代價為人民幣294,848,000元。因此,人民幣44,324,000元(二零一七年:人民幣44,324,000元)之商譽已確認並相應計入聯營公司權益。截至二零一八年十二月三十一日止年度,於平安證券之23.47%股權因獨立投資者新注入資金而攤薄至21.46%。因此,錄得視作出售之收益人民幣4,631,000元。

(c) 截至二零一七年十二月三十一日止年度,本集團向獨立於本集團之第三方收購Singapore Life之33.8%股權,現金代價為人民幣145,069,000元。因此,人民幣34,606,000元之商譽已確認並相應計入聯營公司權益。截至二零一八年十二月三十一日止年度,本集團以現金52,760,000美元(相當於約人民幣371,661,000元)向獨立第三方出售其於Singapore Life之投資,並相應確認出售收益32,573,000美元(相當於約人民幣225,050,000元)。截至二零一八年十二月三十一日止年度,本集團分佔Singapore Life之溢利及其他全面收益分別為人民幣11,560,000元及人民幣2,164,000元。

(d) 截至二零一七年十二月三十一日止年度,於深圳壹房壹貸信息技術服務有限公司(「壹房壹貸」)之聯營公司陝西榮投信息科技有限公司(「陝西榮投」)之46.5%股權因獨立投資者新注入資金而被攤薄,從而喪失重大影響力。因此,錄得視作出售聯營公司之收益約人民幣3,303,000元。視作出售後,由於其失去陝西榮投之控股權,於陝西榮投之權益相應入賬列作於聯營公司之權益。

23. INTERESTS IN ASSOCIATES (Continued)

Notes: (Continued)

(e) During the year ended 31 December 2018, the Group entered into several agreements with independence third parties to exchange ultimately 30.215% equity interest in 北京一房科技有限公司 ("一房科技") with its 100% equity interest in 壹房壹貸 for the fair value of acquired equity approximately RMB213,547,000 as detailed in note 46. As a result, the excess between the net assets disposed of and the fair value of acquired equity of approximately RMB69,083,000 was recognised as loss on deemed disposal of a subsidiary for the year ended 31 December 2018. Significant influence of 陝西榮投 was lost in 2018 due to these transactions.

(f) During the year ended 31 December 2018, 100% equity interest in 比飛力 was diluted to 49.4% by new capital injected by independent investors. As a result a gain on deemed disposal of subsidiaries of approximately RMB520,000, as detailed in note 46 was recorded. Subsequent to the deemed disposal interest in 比飛力 is accounted as interest in associates due to loss of its controlling stake at 比飛力 accordingly.

(g) During the year ended 31 December 2018, 40% equity interest in 北京信雅 was diluted to 21.46% by new capital injected by independent investors. As a result a gain on deemed disposal of RMB742,000 was recorded.

As at 31 December 2018, an aggregate amount of goodwill included in the interests in associates was RMB947,215,000 (2017: RMB951,311,000).

The summarised financial information in respect of each of the associates that is material to the Group and are accounted for using equity method is set out below:

Shanghai Jifu

23. 於聯營公司之權益(續)

附註:(續)

(e) 截至二零一八年十二月三十一日止年度,本集團與獨立第三方訂立多份協議,透過其於壹房壹貸之100%股權最終交換於北京一房科技有限公司(「一房科技」)之30.215%股權,已收購股權之公平值約人民幣213,547,000元(如附註46詳述)。因此,截至二零一八年十二月三十一日止年度,已出售資產淨值超出已收購股權之公平值之部分約人民幣69,083,000元確認為視作出售一間附屬公司之虧損。陝西榮投因此等交易而於二零一八年喪失重大影響力。

(f) 截至二零一八年十二月三十一日止年度,於比飛力之100%股權因獨立投資者新注入資金而攤薄至49.4%。因此,錄得視作出售附屬公司之收益約人民幣520,00元(如附註46詳述)。視作出售比飛力之權益後,由於其失去比飛力之控股權,於比飛力之權益相應入賬列作於聯營公司之權益。

(g) 截至二零一八年十二月三十一日止年度,於北京信雅之40%股權因獨立投資者新注入資金而攤薄至21.46%。因此,錄得視作出售之收益約人民幣742,000元。

於二零一八年十二月三十一日,計入於聯營公司權益之商譽總額為人民幣947,215,000元(二零一七年:人民幣951,311,000元)。

對本集團屬重大且以權益法入賬之各聯營公司之財務資料概述如下:

上海即富

		As at 31 December 於十二月三十一日	
		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Current assets	流動資產	**425,742**	562,936
Non-current assets	非流動資產	**404,857**	125,079
Current liabilities and total liabilities	流動負債及負債總額	**(897,951)**	(392,717)

23. INTERESTS IN ASSOCIATES (Continued) 23. 於聯營公司之權益(續)

Shanghai Jifu (Continued) **上海即富**(續)

		For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度 RMB'000 人民幣千元	For the year ended 31 December 2017 截至二零一七年十二月三十一日止年度 RMB'000 人民幣千元
Revenue	收入	**3,320,964**	1,923,671
Profit for the year	年度溢利	**386,105**	313,458
Other comprehensive income for the year	年度其他全面收入	**–**	–
Total comprehensive income for the year	年度全面收入總額	**386,105**	313,458

During the year ended 31 December 2018, dividend amounted to RMB210,000,000 was paid to the Group.

截至二零一八年十二月三十一日止年度，本集團獲派付股息人民幣210,000,000元。

Reconciliation of the above summarised financial information to the carrying amount of the interests in the associates recognised in the consolidated financial statements:

上述財務資料摘要與於綜合財務報表內確認之於聯營公司權益賬面值對賬如下：

		As at 31 December 於十二月三十一日 2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Net (liabilities) assets of the associates	聯營公司(負債)資產淨額	**(67,352)**	295,298
Proportion of the Group's ownership interests in the associates	本集團於聯營公司所有權權益之比例	**35%**	35%
		(23,573)	103,354
Goodwill in acquisition	收購之商譽	**902,891**	902,891
Carrying amount of the Group's interests in the associates	本集團於聯營公司之權益賬面值	**879,318**	1,006,245

23. INTERESTS IN ASSOCIATES (Continued) 23. 於聯營公司之權益(續)

海南小貸 **海南小貸**

		As at 31 December 於十二月三十一日	
		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Current assets	流動資產	**266,688**	259,301
Non-current assets	非流動資產	**5,615**	1,996
Current liabilities and total liabilities	流動負債及負債總額	**(6,247)**	(5,148)

		For the year ended 31 December 截至十二月三十一日止年度	
		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Revenue	收入	**32,163**	29,164
Profit for the year	年度溢利	**9,907**	16,549
Other comprehensive income for the year	年度其他全面收入	**–**	–
Total comprehensive income for the year	年度全面收入總額	**9,907**	16,549

Reconciliation of the above summarised financial information to the carrying amount of the interests in the associate recognised in the consolidated financial statements:

上述財務資料摘要與於綜合財務報表內確認之於聯營公司權益之賬面值對賬如下：

		As at 31 December 於十二月三十一日	
		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Net assets of the associate	聯營公司淨資產	**266,056**	256,149
Proportion of the Group's ownership interests in the associate	本集團於聯營公司所有權權益之比例	**24.01%**	24.01%
Carrying amount of the Group's interests in the associate	本集團於聯營公司之權益之賬面值	**63,880**	61,501

23. INTERESTS IN ASSOCIATES (Continued) 23. 於聯營公司之權益(續)

King Focus and Ping An Securities **King Focus及平安證券**

		As at 31 December 於十二月三十一日	
		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Current Assets	流動資產	**566,729**	287,261
Non-current Assets	非流動資產	**1,482,554**	2,070,024
Current liabilities and total liabilities	流動負債及負債總額	**(2,004,809)**	(1,325,509)

		For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度 RMB'000 人民幣千元	For the period from 29 September 2017 to 31 December 2017 二零一七年九月二十九日至二零一七年十二月三十一日期間 RMB'000 人民幣千元
Revenue	收入	**81,496**	27,194
Loss for the year/period	年／期內虧損	**(1,123,412)**	(139,558)
Other comprehensive income (expenses) for the year/period	年／期內其他全面收益(開支)	**13,438**	(9,984)
Total comprehensive expense for the year/period	年／期內全面開支總額	**(1,109,974)**	(149,542)

23. INTERESTS IN ASSOCIATES (Continued)

King Focus and Ping An Securities (Continued)

Reconciliation of the above summarised financial information to the carrying amount of the interests in the associate recognised in the consolidated financial statements:

23. 於聯營公司之權益(續)

King Focus及平安證券(續)

上述財務資料摘要與於綜合財務報表內確認之聯營公司權益賬面金額對賬如下:

		As at 31 December 於十二月三十一日	
		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Net assets of the associates	聯營公司淨資產	**44,474**	1,031,776
Proportion of the Group's ownership interests in the associates	本集團於聯營公司所有權權益之比例	**nil 無**	20.4%
		–	210,731
Goodwill in acquisition	收購之商譽	**44,324**	44,324
Carrying amount of the Group's interests in the associates	本集團於聯營公司之權益之賬面值	**44,324**	255,055

		As at 31 December 於十二月三十一日	
		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Fair value of listed investment: Ping An Securities	上市投資的公平值:平安證券	**623,598**	801,262

The fair values of the Group's interests in associates disclosed above are based on the quoted market price available on their respective stock exchange, which are level 1 input in terms of HKFRS 13.

上文所披露本集團於聯營公司權益的公平值乃根據可於其各自的證券交易所上得到之市場報價(根據香港財務報告準則第13號,屬於第一級輸入數據)而得出。

23. INTERESTS IN ASSOCIATES (Continued)

23. 於聯營公司之權益(續)

一房科技

一房科技

		As at 31 December 2018 於十二月三十一日 二零一八年 RMB'000 人民幣千元
Current Assets	流動資產	**2,538,875**
Non-current Assets	非流動資產	**528,638**
Current liabilities and total liabilities	流動負債及負債總額	**(2,343,635)**

		For the period from 1 July 2018 to 31 December 2018 自二零一八年七月一日起至二零一八年十二月三十一日止期間 RMB'000 人民幣千元
Revenue	收入	**290,214**
Profit for the period	期內溢利	**17,119**
Other comprehensive expenses for the period	期內其他全面開支	**–**
Total comprehensive expense for the period	期內全面開支總額	**17,119**

23. INTERESTS IN ASSOCIATES (Continued)

一房科技(Continued)

Reconciliation of the above summarised financial information to the carrying amount of the interests in the associate recognised in the consolidated financial statements:

23. 於聯營公司之權益(續)

一房科技(續)

上述財務資料摘要與於綜合財務報表內確認之聯營公司權益賬面金額對賬如下:

		As at 31 December 2018 於十二月三十一日 二零一八年 RMB'000 人民幣千元
Net assets of the associates	聯營公司資產淨值	**723,878**
Proportion of the Group's ownership interests in the associates	本集團於聯營公司所有權權益之比例	**30,215%**
Carrying amount of the Group's interests in the associates	本集團於聯營公司之權益賬面值	**218,720**

比飛力

比飛力

		As at 31 December 2018 於十二月三十一日 二零一八年 RMB'000 人民幣千元
Current assets	流動資產	**245,590**
Non-current assets	非流動資	**–**
Current liabilities and total liabilities	流動負債及負債總額	**(789,517)**

23. INTERESTS IN ASSOCIATES (Continued) 23. 於聯營公司之權益(續)

比飛力(Continued) 比飛力(續)

		For the period from 5 January 2018 to 31 December 2018 自二零一八年一月五日起至二零一八年十二月三十一日止期間 RMB'000 人民幣千元
Revenue	收入	**158,372**
Loss for the period	期內虧損	**(604,349)**
Other comprehensive expense for the period	期內其他全面開支	**–**
Total comprehensive expense for the period	期內全面開支總額	**(604,349)**

The financial information and carrying amount, in aggregate, of the Group's interests in associates that are not individually material and are accounted for using the equity method are set out below:

個別而言並不重大且採用權益法入賬的本集團於聯營公司權益的匯總財務資料及賬面值載列如下:

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
The Group's share of loss	本集團分佔虧損	**(1,977)**	(566)
The Group's share of other comprehensive income	本集團分佔其他全面收益	**–**	–
The Group's share of total comprehensive expense	本集團分佔全面開支總額	**(1,977)**	(566)
Carrying amount of the Group's interests in immaterial associates	本集團於不重大聯營公司權益的賬面值	**5,278**	2,408

23. INTERESTS IN ASSOCIATES (Continued)

The Group has stopped recognising its share of losses of certain associates when applying the equity method. The unrecognised share of those associates, both for the year and cumulatively, are set out below:

23. 於聯營公司之權益(續)

本集團已於應用權益法時停止確認其分佔若干聯營公司之虧損。本年度及累計未確認分佔該等聯營公司虧損載列如下:

		For the year ended 31 December 截至十二月三十一日止年度	
		2018	2017
		二零一八年	二零一七年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Unrecognised share of losses of associates for the year	年度未確認分佔聯營公司之虧損	**330,276**	–

		As at 31 December 於十二月三十一日	
		2018	2017
		二零一八年	二零一七年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Accumulated unrecognised share of losses of associates	累計未確認分佔聯營公司之虧損	**330,276**	–

24. INTERESTS IN JOINT VENTURES 24. 於合營企業之權益

		As at 31 December 於十二月三十一日	
		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Cost of unlisted investments in joint ventures	於合營企業之非上市投資之成本	**11,130**	7,936
Share of post-acquisition loss and other comprehensive expenses	分佔收購後虧損及其他全面開支	**(7,936)**	(7,936)
		3,194	–
Amounts due from joint ventures	應收合營企業之款項	**1,683**	4,666

The amounts due from joint ventures are unsecured, interest-free and repayable on demand.

應收合營企業之款項為無抵押、免息及須按要求償還。

During the year ended 31 December 2018, in determining the expected credit losses for these assets, the directors of the Company have taken into account the historical default experience, the financial position of the counterparties, considering various external sources of actual and forecast economic information, as appropriate, in estimating the probability of default of each of these financial assets occurring within their respective loss assessment time horizon, as well as the loss upon default in each case.

截至二零一八年十二月三十一日止年度，於釐定該等資產的預期信貸虧損時，本公司董事於估計按各自損失評估時間範圍內產生的該等各項金融資產的違約概率時已計及過往違約經驗、對手方財務狀況、考慮各種實際及預測經濟資料的外部來源（如適用）以及在每種情況下的違約損失。

The Group has adopted HKFRS 9 from 1 January 2018. As at 31 December 2018, an analysis of the gross amount of amounts due from joint ventures is as follows:

本集團自二零一八年一月一日起採納香港財務報告準則第9號。於二零一八年十二月三十一日，應收合營企業款項總額的分析如下：

		12-month ECL 12個月預期信貸虧損 RMB'000 人民幣千元	**Lifetime ECL 存續期預期信貸虧損** RMB'000 人民幣千元	**Lifetime ECL – credit impaired 存續期預期信貸虧損--信用減值** RMB'000 人民幣千元	**Total 總計** RMB'000 人民幣千元
Internal grade A	內部等級A	1,683	–	–	1,683
Internal grade B	內部等級B	–	–	–	–
Internal grade C, D or E	內部等級C、D或E	–	–	7,025	7,025
Gross amount as at 31 December 2018	於二零一八年十二月三十一日之總額	1,683	–	7,025	8,708

24. INTERESTS IN JOINT VENTURES (Continued)

24. 於合營企業之權益(續)

Movement in the amounts due from joint ventures

應收合營企業之款項撥備變動

Movement in the allowance for amounts due from joint ventures

應收合營企業款項撥備之變動

		RMB'000 人民幣千元
At 1 January 2017	於二零一七年一月一日	–
Impairment losses	減值虧損	4,074
At 31 December 2017	於二零一七年十二月三十一日	4,074

		12-month ECL 12個月預期信貸虧損 RMB'000 人民幣千元	Lifetime ECL 存續期預期信貸虧損 RMB'000 人民幣千元	Lifetime ECL – credit impaired 存續期預期信貸虧損–信用減值 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 31 December 2017 and 1 January 2018	於二零一七年十二月三十一日及二零一八年一月一日	–	–	4,074	4,074
Increase during the year	年內增加	–	–	2,951	2.951
At 31 December 2018	於二零一八年十二月三十一日	–	–	7,025	7,025

24. INTERESTS IN JOINT VENTURES (Continued)

24. 於合營企業之權益(續)

The financial information and carrying amount, in aggregate, of the Group's interests in joint ventures that are not individually material and are accounted for using the equity method are set out below:

個別而言並不重大且採用權益法入賬的本集團於合營企業權益的匯總財務資料及賬面值載列如下：

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
The Group's share of loss	本集團分佔虧損	–	–
The Group's share of other comprehensive income	本集團分佔其他全面收益	–	–
The Group's share of total comprehensive expense	本集團分佔全面開支總額	–	–
Carrying amount of the Group's interests in immaterial associates	本集團於不重大聯營公司權益的賬面值	**3,194**	3,194

Details of the joint ventures as at 31 December 2018 and 2017 are as follows:

於二零一八年及二零一七年十二月三十一日之合營企業詳情如下：

Name of entity 實體名稱	Form of entity 實體形式	Place of incorporations/ establishment and operation 註冊成立及經營地點	Class of shares held 所持股份類別	Percentage of nominal value of issued capital held by the Group 本集團所持已發行股本面值之百分比 2018 二零一八年	 2017 二零一七年	Principal activities 主要業務
Absolute Wise Holdings Limited ("Absolute Wise") (Note (a)) 展騰控股有限公司(「展騰」)(附註(a))	Limited liability company 有限公司	Hong Kong 香港	Ordinary shares 普通股	**51%**	51%	Investment holding 投資控股
Zither Clubhouse Limited ("Zither") (Note (b)) 古琴會所有限公司(「古琴」)(附註(b))	Limited liability company 有限公司	Hong Kong 香港	Ordinary shares 普通股	**50%**	50%	Clubhouse and restaurant business 會所及餐飲業務
Hong Kong Artificial Intelligence Laboratory Company Limited ("AI Lab") (Note (c)) Hong Kong Artificial Intelligence Laboratory Company Limited (「AI Lab」)(附註(c))	Limited liability company 有限公司	Hong Kong 香港	Ordinary shares 普通股	**50%**	–	Investment holding 投資控股

24. INTERESTS IN JOINT VENTURES (Continued)

The Group has ceased recognising its share of losses of certain joint ventures when applying the equity method. The unrecognised loss share of those joint ventures, for the year and cumulatively, are RMB7,873,000 (2017: RMB10,688,000) and RMB31,267,000 (2017: RMB23,394,000), respectively.

As at 31 December 2018, the unlisted investments in joint ventures represented the 51% equity interest in Absolute Wise, 50% equity interest in Zither and 50% equity interest in AI Lab (2017: 51% equity interest in Absolute Wise and 50% equity interest in Zither).

Notes:

(a) On 23 October 2013, following the deemed disposal of 49% equity interests in Absolute Wise, the casting vote of the chairman of the board of directors of Absolute Wise appointed by the Group was removed and the Group maintained 50% voting rights in the board of directors of Absolute Wise. However, since at least 51% of the voting rights are required to make decisions about the relevant activities, the directors of the Company considered the joint control arrangement has been established because decisions about the relevant activities cannot be made without both parties agreeing. Absolute Wise became a joint venture of the Group.

(b) On 7 October 2014, Standhill Holdings Limited ("Standhill"), a wholly-owned subsidiary of the Company, entered into an agreement with another venturer. Pursuant to the agreement, Standhill and another venturer each were required to contribute HK$10,000,000 (equivalent to approximately RMB7,923,000) for 5,000 shares in Zither. On 27 October 2014, Zither was established. The Group holds 50% of the ordinary shares of Zither and controls 50% of the voting power in the general meeting. The decisions about the relevant activities of Zither should be unanimously approved by Standhill and another venturer. Therefore, Zither is regarded as a joint venture of the Group.

24. 於合營企業之權益(續)

本集團已於應用權益法時終止確認其分佔若干合營企業之虧損。本年度及累計未確認分佔該等合營企業虧損分別為人民幣7,873,000元(二零一七年:人民幣10,688,000元)及人民幣31,267,000元(二零一七年:人民幣23,394,000元)。

於二零一八年十二月三十一日,於合營企業之非上市投資指於展騰、Zither及AI Lab之51%、50%及50%股權(二零一七年:於展騰及Zither之51%及50%股權)。

附註:

(a) 於二零一三年十月二十三日,緊隨視作出售展騰之49%股權後,由本集團委任之展騰董事會主席之決定票被移除,而本集團仍然保留於展騰之董事會50%之投票權。然而,由於對相關活動作出決定需要至少51%投票權,故本公司董事認為因於未經訂約雙方同意之情況下不能作出進行相關活動之決定而已經成立共同安排。展騰已成為本集團之合營企業。

(b) 於二零一四年十月七日,本公司之全資附屬公司Standhill Holdings Limited(「Standhill」)與另一合營方訂立一份協議。根據該協議,Standhill及另一合營方各自須對古琴之5,000股股份注資10,000,000港元(相等於約人民幣7,923,000元)。古琴於二零一四年十月二十七日成立。本集團持有古琴之50%普通股並於股東大會控制50%投票權。古琴之相關活動決策須由Standhill及另一合營方一致批准後,方可作實。因此,古琴被視為本集團之合營企業。

25. TRADE RECEIVABLES

25. 貿易應收款

		As at 31 December 於十二月三十一日	
		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Trade receivables	貿易應收款	**651,249**	417,369
Less: allowance for doubtful debts	減：呆賬撥備	**(134,486)**	–
		516,763	417,369

At as 31 December 2018, the gross amount of trade receivable arising from contracts with customers amounted to approximately RMB310,190,000 (1 January 2018: 341,059,000).

於二零一八年十二月三十一日，客戶合約產生之應收貸款總額約為人民幣310,190,000元（二零一八年一月一日：人民幣341,059,000元）。

The Group allows an average credit period of 90 to 180 days to its trade customers. As at 31 December 2018, other than trade receivables of approximately RMB50,426,000 (2017: nil) which were secured by collaterals or are guaranteed, the Group does not hold any collateral over the remaining trade receivables. The values of collaterals for trade receivables are set out in Note 26. The following is an aged analysis of trade receivables net of allowance for impairment of trade receivables presented based on the invoice date for financial consultancy service income, P2P loan, provision of social gaming service in the PRC, provision of IT solution services and provision of exhibition services and date of providing services for interest income and online third party payment service income, which approximates the respective revenue recognition dates, at the end of each reporting period and as follows:

本集團給予其貿易客戶90至180日之平均信貸期。於二零一八年十二月三十一日，除貿易應收款約人民幣50,426,000元（二零一七年：零）為以抵押品作抵押或提供擔保外，本集團並無就餘下貿易應收款持有任何抵押品。貿易應收款之抵押品價值載於附註26。貿易應收款（扣除其減值撥備）之賬齡分析按各報告期末之財務諮詢服務收入、P2P貸款、於中國提供社交遊戲服務、提供IT解決方案服務及提供展覽服務之發票日期以及就利息收入及在線第三方支付服務收入提供服務之日期（其與有關收入確認日期相若）呈列如下：

		As at 31 December 於十二月三十一日	
		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
0 – 90 days	0－90日	**428,073**	357,762
91 – 180 days	91－180日	**66,063**	8,134
181 – 365 days	181－365日	**21,273**	40,028
Over 1 year	超過一年	**1,354**	11,445
		516,763	417,369

25. TRADE RECEIVABLES (Continued)

For the year ended 31 December 2017

Included in the Group's trade receivable balances are debtors with aggregate carrying amount of RMB113,687,000 which are past due as at the end of the reporting period for which the Group has not provided for impairment loss because there has not been a significant change in credit quality and they are still considered as recoverable. As at 31 December 2017, included in the past due but not impaired balances there are approximately RMB27,289,000 which are secured by collaterals or are guaranteed respectively. The Group does not hold any collateral over the remaining balances.

The aged analysis of trade receivables which are past due but not impaired is set out below:

25. 貿易應收款(續)

截至二零一七年十二月三十一日止年度

本集團之貿易應收款結餘包括於報告期末已逾期之總賬面值為人民幣113,687,000元之應收款項。由於信貸質素概無重大變動及仍認為可收回，故本集團並無作出減值虧損撥備。於二零一七年十二月三十一日，已逾期但未減值之結餘包括分別以抵押品作抵押或提供擔保之約人民幣27,289,000元。本集團並無就餘下結餘持有任何抵押品。

逾期但未減值之貿易應收款之賬齡分析載列如下：

		As at 31 December 於十二月三十一日 2017 二零一七年 RMB'000 人民幣千元
0 – 90 days	0－90日	54,080
91 – 180 days	91－180日	8,134
181 – 365 days	181－365日	40,028
Over 1 year	超過一年	11,445
Total	合計	113,687

For the year ended 31 December 2018

P2P loan, provision of social gaming service in the PRC, provision of IT solution services and provision of exhibition services

The Group measures the loss allowance for trade receivables at an amount equal to lifetime ECL. The expected credit losses on trade receivables are estimated using a provision matrix by reference to past default experience of the debtor and an analysis of the debtor's current financial position, adjusted for factors that are specific to the debtors, general economic conditions of the industry in which the debtors operate and an assessment of both the current as well as the forecast direction of conditions at the reporting date.

截至二零一八年十二月三十一日止年度

P2P貸款、於中國提供社交遊戲服務、提供IT解決方案服務及提供展覽服務

本集團按相等於全期預期信貸虧損之金額計量貿易應收款之虧損撥備。貿易應收款之預期信貸虧損使用撥備矩陣並參考債務人之過往拖欠記錄及債務人之目前財務狀況分析而作出估計，並根據債務人特定因素、債務人經營所處行業之整體經濟狀況以及就報告日期的當前狀況及未來狀況預測的評估進行調整。

25. TRADE RECEIVABLES (Continued)

For the year ended 31 December 2018 (Continued)

P2P loan, provision of social gaming service in the PRC, provision of IT solution services and provision of exhibition services (Continued)

As the Group's historical credit loss experience does not indicate significantly different loss patterns for different customer segments, the loss allowance based on past due status is not further distinguished between the Group's different customer bases.

The Group recognised lifetime ECL for trade receivables based on individually significant customer or the ageing of customers collectively that are not individually significant as follows:

25. 貿易應收款(續)

截至二零一八年十二月三十一日止年度(續)

P2P貸款、於中國提供社交遊戲服務、提供IT解決方案服務及提供展覽服務(續)

由於本集團的過往信貸虧損經驗並未表明不同客戶分部的虧損模式有重大差異,因此根據過往逾期狀況得出的虧損撥備並無在本集團的不同客戶群之間進一步區分。

本集團根據個別重要客戶或非個別重要客戶的集體客戶之賬齡確認貿易應收款之全期預期信貸虧損如下:

		Weighted average expected loss rate 加權平均預期虧損率 %	Gross carrying amount 賬面總值 RMB'000 人民幣千元	Loss allowance 虧損撥備 RMB'000 人民幣千元
Current (not past due)	即期(未逾期)	0.00	159,017	6
0 – 90 days past due	逾期0至90日	0.01	82,024	7
91 – 180 days past due	逾期91至180日	4.63	2,118	98
181 – 365 days past due	逾期181至365日	4.63	1,773	82
Over 1 year past due	逾期超過一年	98.48	65,258	64,263
Total	合計	20.78	310,190	64,456

25. TRADE RECEIVABLES (Continued)

For the year ended 31 December 2018 (Continued)

P2P loan, provision of social gaming service in the PRC, provision of IT solution services and provision of exhibition services (Continued)

The movement in the allowance for impairment of trade receivables is set out below:

25. 貿易應收款(續)

截至二零一八年十二月三十一日止年度(續)

P2P貸款、於中國提供社交遊戲服務、提供IT解決方案服務及提供展覽服務(續)

貿易應收款之減值撥備變動載列如下:

		As at 31 December 於十二月三十一日	
		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
At 1 January	於一月一日	**–**	2,984
Effect on adoption of HKFRS 9	採納香港財務報告準則第9號之影響	**352**	
Increase during the year, net	年內增加淨額	**64,104**	–
Reversal of impairment loss	減值虧損撥回	**–**	(2,984)
At 31 December	於十二月三十一日	**64,456**	–

Interest receivables

During the year ended 31 December 2018, in determining the expected credit losses for these assets, the directors of the Company have taken into account the historical default experience, the financial position of the counterparties, value of collateral as well as the future prospects of the industries in which the lenders operate obtained from economic expert reports, financial analyst reports, considering various external sources of actual and forecast economic information, as appropriate, in estimating the probability of default of each of these financial assets occurring within their respective loss assessment time horizon, as well as the loss upon default in each case.

應收利息

截至二零一八年十二月三十一日止年度,於釐定該等資產的預期信貸虧損時,本公司董事已考慮交易對手的過往違約記錄及財務狀況、抵押品價值以及貸款人經營所在行業的未來前景(自經濟專家報告、金融分析報告中獲得,並於適當時考慮自各種外部渠道取得的實際及預測經濟數據),從而估計此等金融資產在各自虧損評估時間範圍內的違約概率以及各情況下的違約虧損。

25. TRADE RECEIVABLES (Continued)

25. 貿易應收款(續)

For the year ended 31 December 2018 (Continued)

截至二零一八年十二月三十一日止年度(續)

Interest receivables (Continued)

The Group has adopted HKFRS 9 from 1 January 2018. As at 31 December 2018, an analysis of the gross amount of interest receivables is as follows:

應收利息(續)

本集團自二零一八年一月一日起採納香港財務報告準則第9號。於二零一八年十二月三十一日，有關應收利息總額的分析如下：

		12 – month ECL 十二個月預期信貸虧損 RMB'000 人民幣千元	Lifetime ECL 存續期預期信貸虧損 RMB'000 人民幣千元	Lifetime ECL – credit impaired 存續期預期信貸虧損－信貸減值 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Internal grade A	內部評級A	78,085	–	–	78,085
Internal grade B	內部評級B	–	108,869	–	108,869
Internal grade C, D or E	內部評級C、D或E	–	–	154,105	154,105
Gross amount as at 31 December 2018	於二零一八年十二月三十的總額	78,085	108,869	154,105	341,059

		12 – month ECL 十二個月預期信貸虧損 RMB'000 人民幣千元	Lifetime ECL 存續期預期信貸虧損 RMB'000 人民幣千元	Lifetime ECL – credit impaired 存續期預期信貸虧損－信貸減值 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 31 December 2017	於二零一七年十二月三十一日	–	–	–	–
Impact on adoption of HKFRS 9	採納香港財務報告準則第9號之影響	–	2,127	3,863	5,990
At 1 January 2018	於二零一八年一月一日	–	2,127	3,863	5,990
Increase during the year	年內增加	5	479	63,556	64,040
At 31 December 2018	於二零一八年十二月三十一日	5	2,606	67,419	70,030

The origination of interest receivables net of those settled resulted in an increase in loss allowance of approximately RMB64,040,000.

所產生之應收利息扣除已結算款項導致虧損撥備增加約人民幣64,040,000元。

25. TRADE RECEIVABLES (Continued)

For the year ended 31 December 2018 (Continued)

Interest receivables (Continued)

Generally, trade receivables are written-off if past due for more than two years and are not subject to enforcement activity.

25. 貿易應收款(續)

截至二零一八年十二月三十一日止年度(續)

應收利息(續)

一般而言,貿易應收款如逾期超過兩年及毋須受限於強制執行活動則予以撇銷。

26. LOAN RECEIVABLES

26. 應收貸款

		As at 31 December 於十二月三十一日	
		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Loan receivables	***應收貸款***		
Secured loans	有抵押貸款		
Real estate-backed loans to customers	客戶房地產抵押貸款	**382,017**	299,322
Entrusted loans to customers	客戶委託貸款	**35,608**	35,608
Other loans to customers	客戶其他貸款	**365,758**	718,409
		783,383	1,053,339
Unsecured loans	無抵押貸款		
Entrusted loans to customers	客戶委託貸款	**2,159,096**	822,200
Other loans to customers	客戶其他貸款	**1,323,596**	1,627,616
Micro loans to customers	客戶小額貸款	**16,777**	17,077
		3,499,469	2,466,893
		4,282,852	3,520,232
Less: Allowance for secured loan receivables	減:有抵押應收貸款撥備	**(152,506)**	–
Allowance for unsecured loan receivables	無抵押應收貸款撥備	**(523,714)**	(66,778)
		3,606,632	3,453,454

26. LOAN RECEIVABLES (Continued)

Loan receivables

The pawn loans to customers arising under the Group's pawn loans business had an average loan period of 1 to 2 years (2017: 1 to 2 years). The real estate-backed loans had an average loan period of 60 days to 365 days (2017: 60 days to 365 days). The secured and unsecured entrusted loans to customers arising from the Group's entrusted loan business had an average loan period of 30 days to 1 year (2017: 30 days to 1 year). The secured and unsecured other loans granted to customers arising from the Group's other loans business had an average loan period of 30 days to 2 years (2017: 30 days to 2 years). The unsecured micro loans to customers arising from the Group's microfinance business had an average loan period of 1 year (2017: 1 year). The loans provided to customers bore fixed interest rate ranging from 0.36% to 3% per month (2017: 0.33% to 3% per month) and were repayable according to the loan agreements.

Included in the secured loan balances are loans of approximately RMB411,833,000 (2017: RMB299,322,000) secured by real estates in the PRC, loans of RMB6,593,000 (2017: RMB8,326,000) secured by listed shares, loans of approximately nil (2017: RMB130,357,000) secured by real estate in the PRC and the Company's shares and approximately RMB212,450,000 (2017: RMB571,663,000) secured by the Company's shares.

Included in the unsecured loan balances are loans of approximately RMB2,947,934,000 (2017: RMB1,845,962,000) guaranteed by guarantors.

Included in the loan receivables there were balances of approximately RMB2,194,704,000 (2017: RMB857,808,000) which represented entrusted loans to customers through licensed banks in the PRC. In addition, no loan receivables were pledged under factoring agreements with recourse for obtaining other loans (2017: nil).

26. 應收貸款(續)

應收貸款

本集團典當貸款業務產生的客戶典當貸款之平均貸款期為1至2年(二零一七年:1至2年)。房地產抵押貸款之平均貸款期為60天至365天(二零一七年:60天至365天)。自本集團的委託貸款業務產生的客戶有抵押及無抵押委託貸款之平均貸款期為30天至1年(二零一七年:30天至1年)。本集團的其他貸款業務產生的客戶有抵押及無抵押其他貸款之平均貸款期為30天至2年(二零一七年:30天至2年)。本集團的小額融資業務產生之客戶無抵押小額貸款之平均貸款期為1年(二零一七年:1年)。向客戶提供的貸款按固定利率每月0.36%至3%(二零一七年:每月0.33%至3%)計息,並須按照貸款協議償還。

計入抵押貸款結餘中為由中國房地產作抵押的約人民幣411,833,000元(二零一七年:人民幣299,322,000元)的貸款、由上市股份作抵押之人民幣6,593,000元(二零一七年:人民幣8,326,000元)的貸款、由位於中國之房地產及本公司之股份作抵押之約零元(二零一七年:人民幣130,357,000元)及由本公司股份作抵押之約人民幣212,450,000元(二零一七年:人民幣571,663,000元)的貸款。

計入無抵押貸款結餘中為由擔保人擔保之貸款約人民幣2,947,934,000元(二零一七年:人民幣1,845,962,000元)。

計入應收貸款中約人民幣2,194,704,000元(二零一七年:人民幣857,808,000元)的餘額指透過中國的持牌銀行授予客戶的委託貸款。此外,概無應收貸款於保理協議項下質押並附有追索權,以取得其他貸款(二零一七年:無)。

26. LOAN RECEIVABLES (Continued)

Loan receivables (Continued)

As at 31 December 2018, the Group held collaterals with value of approximately RMB693,896,000 (2017: RMB1,737,643,000) in total over the secured financing advances to customers.

(a) Ageing analysis

26. 應收貸款(續)

應收貸款(續)

於二零一八年十二月三十一日，本集團就提供予客戶的融資墊款持有抵押物價值合計約人民幣693,896,000元(二零一七年：人民幣1,737,643,000元)。

(a) 賬齡分析

		As at 31 December 於十二月三十一日	
		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Within 90 days	90天內	**846,652**	569,086
91 to 180 days	91至180天	**263,855**	233,050
181 to 365 days	181至365天	**1,896,701**	1,031,406
Over 365 days	超過365天	**599,424**	1,619,912
		3,606,632	3,453,454

The above ageing analysis is presented based on the date of loans granted to customers.

The Group's financing advances to customers included in the loan receivables are due as of the due date specified in respective loan agreements.

上述賬齡分析乃根據向客戶授出貸款日期呈列。

本集團向客戶所提供的融資墊款計入應收貸款中並於有關貸款協議中指定的到期日到期。

26. LOAN RECEIVABLES (Continued)

Loan receivables (Continued)

(b) Loan receivables that are not impaired

For the year ended 31 December 2017

Included in the Group's loan receivable balances with aggregate carrying amount of approximately RMB201,463,000 which were past due as at the reporting date for which the Group has not provided for impairment loss. For the amount of RMB54,445,000, the Group holds collaterals amounting to approximately RMB89,334,000 in respect of such loan receivables as at 31 December 2017. The remaining balances are unsecured.

The ageing of loan receivables which were past due but not impaired is as follows:

26. 應收貸款(續)

應收貸款(續)

(b) 未減值的應收貸款

於截至二零一七年十二月三十一日止年度

本集團應收貸款結餘包括於報告日期已逾期總賬面值約人民幣201,463,000元(本集團並無就其作出減值虧損撥備)。就金額人民幣54,445,000元而言,本集團於二零一七年十二月三十一日就有關應收貸款持有約人民幣89,334,000元的抵押物。餘額為無抵押。

已逾期但未減值之應收貸款的賬齡分析如下:

		As at 31 December 於十二月三十一日 2017 二零一七年 RMB'000 人民幣千元
Not yet past due	尚未逾期	
Current	流動	3,251,991
Past due but not impaired	已逾期但未減值	
Within 90 days	90天內	–
91 to 180 days	91至180天	–
181 to 365 days	181至365天	149,203
Over 365 days	超過365天	52,260
		201,463
		3,453,454

Included in the allowance for impairment of loan receivables are individually impaired loan receivables which been in severe financial difficulties.

應收貸款之減值撥備包括個別減值之應收貸款(已有嚴重財政困難)。

The Group's neither past due nor impaired loan receivables mainly represented loans granted to creditworthy customers for whom there was no recent history of default, and secured by the collaterals which value were higher than the carrying value of the loan receivables.

本集團未逾期及未減值應收貸款主要指授予並無近期拖欠記錄的信貸質素良好的客戶的貸款,並以抵押物(其價值較應收貸款之賬面值高)抵押。

For the above past due but not impaired loan receivables with amount of approximately RMB201,463,000, the Group had taken legal action to auction the properties under collaterals.

就上述逾期惟尚未減值之應收貸款金額約為人民幣201,463,000元而言,本集團已採取法律行動以拍賣該等抵押物業。

26. LOAN RECEIVABLES (Continued)

Loan receivables (Continued)

(b) Loan receivables that are not impaired (Continued)

For the year ended 31 December 2018

During the year ended 31 December 2018, in determining the expected credit losses for these assets, the directors of the Company have taken into account the historical default experience, the financial position of the counterparties, value of collateral as well as the future prospects of the industries in which the lenders operate obtained from economic expert reports, financial analyst reports, considering various external sources of actual and forecast economic information, as appropriate, in estimating the probability of default of each of these financial assets occurring within their respective loss assessment time horizon, as well as the loss upon default in each case.

The Group has adopted HKFRS 9 from 1 January 2018. As at 31 December 2018, an analysis of the gross amount of loans receivables is as follows:

26. 應收貸款(續)

應收貸款(續)

(b) 未減值的應收貸款

截至二零一八年十二月三十一日止年度

截至二零一八年十二月三十一日止年度，於釐定該等資產的預期信貸虧損時，本公司董事已考慮交易對手的過往違約記錄及財務狀況、抵押品價值以及貸款人經營所在行業的未來前景(自經濟專家報告、金融分析報告中獲得，並於適當時考慮自各種外部渠道取得的實際及預測經濟數據)，從而估計此等金融資產在各自虧損評估時間範圍內的違約概率以及各情況下的違約虧損。

本集團自二零一八年一月一日起採納香港財務報告準則第9號。於二零一八年十二月三十一日，有關應收貸款總額的分析如下：

		12 – month ECL 十二個月預期信貸虧損 RMB'000 人民幣千元	Lifetime ECL 存續期預期信貸虧損 RMB'000 人民幣千元	Lifetime ECL – credit impaired 存續期預期信貸虧損－信貸減值 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Internal grade A	內部評級A	1,876,709	948,665	154,864	2,980,238
Internal grade B	內部評級B	–	100,000	–	100,000
Internal grade C, D or E	內部評級C、D或E	–	–	1,202,614	1,202,614
Gross amount as at 31 December 2018	於二零一八年十二月三十一日的總額	1,876,709	1,048,665,	1,357,478	4,282,852

26. LOAN RECEIVABLES (Continued)

Loan receivables (Continued)

(b) Loan receivables that are not impaired (Continued)

For the year ended 31 December 2018

Movement in the allowance for loan receivables

26. 應收貸款(續)

應收貸款(續)

(b) 未減值的應收貸款

截至二零一八年十二月三十一日止年度
應收貸款撥備之變動

		RMB'000 人民幣千元
At 1 January 2017	於二零一七年一月一日	18,824
Impairment losses	減值虧損	49,929
Exchange realignment	匯兑調整	(1,975)
At 31 December 2017	於二零一七年十二月三十一日	66,778

		12 – month ECL 十二個月預期信貸虧損 RMB'000 人民幣千元	Lifetime ECL 存續期預期信貸虧損 RMB'000 人民幣千元	Lifetime ECL – credit impaired 存續期預期信貸虧損－信貸減值 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 31 December 2017	於二零一七年十二月三十一日	–	8,326	58,452	66,778
Impact on adoption of HKFRS 9	採納香港財務報告準則第9號之影響	193	5,916	8,089	14,198
At 1 January 2018	於二零一八年一月一日	193	14,242	66,541	80,976
Increase during the year, net	年內增加淨額	51	19,740	575,453	595,244
At 31 December 2018	於二零一八年十二月三十一日	244	33,982	641,994	676,220

27. PREPAYMENTS AND OTHER RECEIVABLES

27. 預付賬款及其他應收款項

		As at 31 December 於十二月三十一日	
		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Deposits	按金	**60,262**	127,648
Other receivables	其他應收款項	**1,343,044**	671,080
Investment recognised as receivable products (Note)	確認為應收產品的投資(附註)	**17,500**	387,261
Total other receivables	其他應收款項總額	**1,420,806**	1,185,989
Less: allowance for doubtful debts	減:呆賬撥備	**(211,967)**	(29,158)
		1,208,839	1,156,831
Prepayments	預付賬款	**186,776**	99,277
		1,395,615	1,256,108

Note:

As at 31 December 2018, included in the balance of RMB17,500,000 (2017: RMB387,621,000) was the investments acquired and recognised as receivables products with fixed rate returns and at maturities not excess six months.

As at 31 December 2017, included in the Group's balance were other receivable with aggregate carrying amount of RMB29,158,000 which was past due as at the end of the reporting period for which the Group has provided for full impairment loss for the year ended 31 December 2017 because there has been a significant change in credit quality and they are considered as not recoverable. The Group did not hold any collateral over these balances. As at 31 December 2017, the accumulated provision made for impairment on other receivables was RMB29,158,000.

During the year ended 31 December 2018, in determining the expected credit losses for these assets, the directors of the Company have taken into account the historical default experience, the financial position of the counterparties, considering various external sources of actual and forecast economic information, as appropriate, in estimating the probability of default of each of these financial assets occurring within their respective loss assessment time horizon, as well as the loss upon default in each case.

附註:

於二零一八年十二月三十一日,結餘人民幣17,500,000元(二零一七年:人民幣387,621,000元)中包括已收購及確認為具固定利率收益且到期日不超過六個月的應收產品的投資。

於二零一七年十二月三十一日,本集團之結餘包括於報告期末已逾期且本集團已於截至二零一七年十二月三十一日止年度計提悉數減值虧損撥備之其他應收款項,總賬面值為人民幣29,158,000元,原因是信貸質素出現重大變動,且認為其不可收回。本集團並無對該等結餘持有任何抵押品。於二零一七年十二月三十一日,就其他應收款項減值作出之累計撥備為人民幣29,158,000元。

截至二零一八年十二月三十一日止年度,於釐定該等資產的預期信貸虧損時,本公司董事於估計按各自損失評估時間範圍內產生的該等各項金融資產的違約概率時已計及過往違約經驗、對手方財務狀況、考慮各種實際及預測經濟資料的外部來源(如適用)以及在每種情況下的違約損失。

27. PREPAYMENTS AND OTHER RECEIVABLES (Continued)

27. 預付賬款及其他應收款項(續)

The Group has adopted HKFRS 9 from 1 January 2018. As at 31 December 2018, an analysis of the gross amount of other receivables is as follows:

本集團自二零一八年一月一日起採納香港財務報告準則第9號。於二零一八年十二月三十一日，其他應收款項總額的分析如下：

		12-month ECL 12個月預期信貸虧損 RMB'000 人民幣千元	Lifetime ECL 存續期預期信貸虧損 RMB'000 人民幣千元	Lifetime ECL – credit impaired 存續期預期信貸虧損--信用減值 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Internal grade A	內部等級A	1,208,839	–	–	1,208,839
Internal grade B	內部等級B	–	–	–	–
Internal grade C, D or E	內部等級C、D或E	–	–	211,967	211,967
Gross amount as at 31 December 2018	於二零一八年十二月三十一日之總額	1,208,839	–	211,967	1,420,806

Movement in the allowance for other receivables

其他應收款項撥備變動

		RMB'000 人民幣千元
At 1 January 2017	於二零一七年一月一日	4,744
Impairment losses	減值虧損	24,414
At 31 December 2017	於二零一七年十二月三十一日	29,158

		12-month ECL 12個月預期信貸虧損 RMB'000 人民幣千元	Lifetime ECL 存續期預期信貸虧損 RMB'000 人民幣千元	Lifetime ECL – credit impaired 存續期預期信貸虧損－信用減值 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 31 December 2017	於二零一七年十二月三十一日	–	–	29,158	29,158
Impact on adoption of HKFRS 9	採納香港財務報告準則第9號之影響	–	–	–	–
At 1 January 2018	於二零一八年一月一日	–	–	29,158	29,158
Increase during the year	年內增加	–	–	182,809	182,809
At 31 December 2018	於二零一八年十二月三十一日	–	–	211,967	211,967

28. AMOUNTS DUE FROM (TO) RELATED COMPANIES

The ultimate shareholders of the related companies are also the ultimate shareholders of the Company. The amounts were unsecured, interest-free and repayable on demand.

Since 1 January 2018, the Group has applied the general approach to provide for expected credit losses for non-trade amounts due from related companies under HKFRS 9. The Group considers the historical loss rate and adjusts for forward looking macroeconomic data in calculating the expected credit loss rate. The Group has classified financial assets included in amounts due from related companies in stage 1 and continuously monitors their credit risk. As at 31 December 2018, the Group estimated the expected loss rate for financial assets included in amounts due from related companies is insignificant.

28. 應收(應付)關連公司款項

該等關連公司之最終股東亦為本公司之最終股東。該等款項為無抵押、免息及須於要求時償還。

自二零一八年一月一日起,本集團已採用一般方法就香港財務報告準則第9號下應收關連公司的非貿易款項作出預期信貸虧損撥備。本集團在計算預期信貸時考慮歷史虧損率,並就前瞻性宏觀經濟數據作出調整。本集團已將第1階段應收關連公司款項中的金融資產分類,並持續監控其信貸風險。於二零一八年十二月三十一日,本集團估計應收關連公司款項的金融資產預期虧損率並非重大。

29. AMOUNTS DUE TO NON-CONTROLLING SHAREHOLDERS

The amounts were unsecured, interest-free and repayable on demand.

29. 應付非控股股東款項

該等款項為無抵押、免息及須於要求時償還。

30. CRYPTO-CURRENCIES

The amounts represented the Bitcoins held by the Group as at the end of the reporting period and are measured at fair value using the quoted price in United States dollars on the Coindesk exchange (www.coindesk.com) at closing Coordinated Universal Time.

30. 加密貨幣

該等貨幣指本集團於報告期末所持的比特幣且以截止的協調世界時於Coindesk交易所(www.coindesk.com)的美元報價按公平值計量。

31. PLEDGED BANK DEPOSITS

At 31 December 2018, pledged bank deposits represented deposits pledged to banks to secure the short-term bank borrowings and were therefore classified as current assets. Included in the balance, carrying amount of RMB127,242,000 represented deposits pledged for an associate's short-term bank borrowings, this transaction constituted a related party transaction (note 47).

At 31 December 2017, pledged bank deposits represented deposits pledged to banks to secure the long-term bank borrowings and were therefore classified as non-current assets.

The pledged deposits carry interest at market rate of 0.83% (31 December 2017: 0.83%) per annum.

31. 已抵押銀行存款

於二零一八年十二月三十一日,已抵押銀行存款指抵押予銀行以抵押短期銀行借款的存款,因此分類為流動資產。餘額中包括人民幣127,242,000元的賬面金額,即為聯營公司的短期銀行借款抵押的存款,該交易構成關聯方交易(附註47)。

於二零一七年十二月三十一日,已抵押銀行存款指抵押予銀行之存款以取得長期銀行借貸及因此分類為非流動資產。

已抵押存款的市場利率為每年0.83%(二零一七年十二月三十一日:0.83%)。

32. BANK BALANCE – TRUST ACCOUNT/ FUNDS PAYABLES AND AMOUNTS DUE TO CUSTOMERS

The Group maintains a segregated trust account with a licensed bank to hold customers' monies arising from its online third party payment service business. The Group has classified the customers' monies as bank balance – trust account under the current assets of the consolidated statement of financial position and recognised the corresponding payables to respective customers as funds payable to customers. The Group entitles to interests generated by the bank but is restricted to use the customers' monies to settle customers' own obligations.

32. 銀行結餘－信託賬户／備用金應付款項及應付客户款項

本集團於一間持牌銀行維持獨立信託賬戶以存置因其在線第三方支付服務業務產生之客戶款項。本集團已分類客戶款項作為銀行結餘－綜合財務狀況表之流動資產項下之信託賬戶，並確認應付有關客戶之相應款項為應付客戶資金。本集團有權享有銀行產生之利息，惟受限制使用客戶款項結算客戶本身責任。

33. BANK BALANCES AND CASH

Bank balances and cash carry interest at market rate of 0.01% (2017: 0.01%) per annum.

The Group's bank balances and cash and pledged bank deposits denominated in currencies other than functional currency of the relevant group entities are set out as follows:

33. 銀行結餘及現金

銀行結餘及現金按0.01%（二零一七年0.01%）之市場年利率計息。

本集團以有關集團實體功能貨幣以外之貨幣計值之銀行結餘及現金及已抵押銀行存款如下：

		As at 31 December 於十二月三十一日	
		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
HK$	港元	**–**	3,232
RMB	人民幣	**520**	574
US$	美元	**116,564**	161,862
		117,084	165,668

34. ACCRUALS AND OTHER PAYABLES 34. 應計費用及其他應付款項

		As at 31 December 於十二月三十一日	
		2018	2017
		二零一八年	二零一七年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Other payables and accrued expenses	其他應付款項及應計費用	**1,300,503**	834,386
Consideration payable for acquisition of remaining interests in a subsidiary	收購於一間附屬公司之餘下權益之應付代價	**4,455**	4,545
Consideration for acquisition of a subsidiary (Note 45)	收購一間附屬公司之代價（附註45）	**77,969**	–
		1,382,927	838,931
Financing service income receipts in advance (note)	融資服務收入預收款項（附註）	**4,610**	19,343
		1,387,537	858,274

Note:

Financing service income receipts in advance represents the deferred income arose from the difference between loan receivables and the actual fund transferred to the customers at the inception of loan granted in accordance with the respective loan agreements and the deferred income will be recognised as interest income over the loan period.

附註：

融資服務收入預收款項指由應收貸款與根據相關貸款協議授出貸款時向客戶轉移的實際資金之間的差額產生的遞延收入，而遞延收入將於貸款期間確認為利息收入。

35. BORROWINGS 35. 借貸

		As at 31 December 於十二月三十一日	
		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Secured bank loans (note (a))	有抵押銀行貸款(附註(a))	**38,347**	383,222
Secured other loans (note (b))	有抵押其他貸款(附註(b))	**544,986**	508,608
Unsecured bank loans	無抵押銀行貸款	**54,784**	69,986
Unsecured other loans	無抵押其他貸款	**913,496**	666,762
Unsecured entrusted loans	無抵押委託貸款	**–**	131,580
		1,551,613	1,760,158
Carrying amount repayable*:	應償還賬面值*:		
On demand/within one year	按要求/一年內	**1,516,485**	1,546,617
After one year but within two years	一年以上但不超過兩年	**35,128**	14,000
After two years but within five years	兩年以上但不超過五年	**–**	131,600
After five years	五年以上	**–**	67,941
		1,551,613	1,760,158
Carrying amount of bank loans that are not repayable within one year from the end of the reporting period but contain a repayment on demand clause (shown under current liabilities)	並非於報告期末起計一年內償還但載有須按要求償還條款之銀行貸款之賬面值(列於流動負債項下)	**–**	(98,341)
		1,551,613	1,661,817
Less: amounts repayable on demand or due within one year shown under current liabilities	減:按要求償還或列於流動負債項下之一年內到期款額	**(1,516,485)**	(1,546,617)
Amounts show under non-current liabilities	列於非流動負債項下之款額	**35,128**	115,200

* The amounts due are based on scheduled repayment dates set out in the loan agreements.

* 到期款額乃按貸款協議所載之計劃還款日期數據計算。

35. BORROWINGS (Continued)

Notes:

(a) As at 31 December 2017, bank loans of approximately RMB112,341,000 (2018:nil) were secured by the investment property held by the Group. During the year 2018, the secured bank loans was derecognised as the result of the disposal of the subsidiary which was the borrower and the holder of the above secured bank loans and investment property (note 46). As at 31 December 2018, secured bank loans of RMB38,347,000 (2017: RMB270,881,000) were secured by the pledged bank deposits (note 31).

(b) As at 31 December 2018 and 2017, secured other loans were secured by share charges on certain wholly-owned subsidiaries.

(c) The loans of approximately RMB1,496,829,000 (2017: RMB1,370,298,000) are at fixed rates of 4.13% to 15.23% (2017: 4.13% to 20.0%) per annum. As at 31 December 2018, the loans of approximately RMB54,784,000 (2017: RMB44,986,000) are at variable rate ranged from 8%-9% per annum (2017: 9-10.5% per annum). As at 31 December 2017, the loans of approximately RMB344,874,000 are at variable rate of 43% on top of over-five-years RMB benchmark interest rate issued by the People's Bank of China, 9.47% on below of two years RMB benchmark interest rate issued by the People's Bank of China and 0.08% coupon rate plus interest rate swap plus 1.3% per annum, respectively. Those variable rate loans were derecognised during the year ended 31 December 2018 as disposal or deemed of disposal of the subsidiaries.

The effective interest rates of borrowings at the end of the reporting period as follows:

35. 借貸(續)

附註:

(a) 於二零一七年十二月三十一日,銀行貸款約人民幣112,341,000元(二零一八年:無)由本集團持有的投資物業作抵押。於二零一八年,有抵押銀行貸款因出售附屬公司(為借款人並為上述有抵押銀行貸款及投資物業的持有人)而終止確認(附註46)。於二零一八年十二月三十一日,有抵押銀行貸款人民幣38,347,000元(二零一七年:人民幣270,881,000元)以已抵押銀行存款作擔保(附註31)。

(b) 於二零一八年及二零一七年十二月三十一日,有抵押其他貸款由就若干全資附屬公司設立的股份押記作擔保。

(c) 約人民幣1,496,829,000元(二零一七年:人民幣1,370,298,000元)之貸款按固定利率每年4.13%至15.23%(二零一七年:4.13%至20.0%)計息。於二零一八年十二月三十一日,約人民幣54,784,000元(二零一七年:人民幣44,986,000元)之貸款按浮動利率每年8%至9%(二零一七年:每年9%至10.5%)利息。於二零一七年十二月三十一日,約人民幣344,874,000元之貸款乃按浮動利率43%加中國人民銀行發佈之超過五年期人民幣基準利率計息、0.08%票息率加掉期利率加1.3%計息。該等浮息貸款於截至二零一八年十二月三十一日止年度由於出售或視作出售附屬公司而終止確認。

於報告期末借貸之實際利率如下:

		As at 31 December 於十二月三十一日	
		2018 二零一八年	2017 二零一七年
Bank and other loans	銀行及其他貸款	**10.15%**	9.95%

36. INVENTORIES

Inventories mainly represented the finished goods for IT solution services and prepaid cards used for Third Party Payment services as at the end of the reporting period.

36. 存貨

存貨主要指報告期末IT解決方案服務及用於第三方支付服務之預付卡的成品。

37. DEFERRED TAXATION

The movements in deferred taxation during the year are as follows:

37. 遞延稅項

於本年度，遞延稅項變動如下：

Deferred tax liabilities

遞延稅項負債

		Withholding tax on undistributed profit of subsidiaries in the PRC 中國附屬公司的未分派溢利預扣稅 RMB'000 人民幣千元	Revaluation of investment property 重估投資物業 RMB'000 人民幣千元	Fair value adjustment arising from acquisition of subsidiaries 收購附屬公司引致之公平值調整 RMB'000 人民幣千元	Total 總額 RMB'000 人民幣千元
At 1 January 2017	於二零一七年一月一日	11,003	37,012	43,036	91,051
Acquisition of subsidiaries (note 45)	收購附屬公司（附註45）	–	–	7,415	7,415
Disposal of subsidiaries (note 46)	出售附屬公司（附註46）	–	–	(10,032)	(10,032)
Charged (credited) to profit or loss	於損益扣除（計入）	2,401	–	(782)	1,619
Exchange realignment	匯兑調整	–	–	(548)	(548)
At 31 December 2017 and 1 January 2018	於二零一七年十二月三十一日及二零一八年一月一日	13,404	37,012	39,089	89,505
Acquisition of subsidiaries (note 45)	收購附屬公司（附註45）	–	–	54,761	54,761
Deemed disposal/disposal of subsidiaries (note 46)	視作出售／出售附屬公司（附註46）	(2,556)	(37,012)	–	(39,568)
Charged (credited) to profit or loss	於損益扣除（計入）	921	–	(5,261)	(4,340)
Exchange realignment	匯兑調整	–	–	182	182
At 31 December 2018	於二零一八年十二月三十一日	11,769	–	88,771	100,540

37. DEFERRED TAXATION (Continued) 37. 遞延稅項(續)

Deferred tax assets 遞延稅項資產

		Impairment under ECL 預期信貸虧損項下減值 RMB'000 人民幣千元	Deferred income 遞延收入 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
At 1 January 2017 and 31 December 2017	於二零一七年一月一日及二零一七年十二月三十一日	–	–	–
Changes in accounting policy	會計政策變動	4,861	–	4,861
At 1 January 2018	於二零一八年一月一日	4,861	–	4,861
Credited to profit or loss	計入損益	116,526	616	117,142
At 31 December 2018	於二零一八年十二月三十一日	121,387	616	122,003

Under the EIT Law of PRC, withholding tax is imposed on dividends declared in respect of profits earned by the PRC subsidiaries from 1 January 2008 onwards.

根據中國企業所得稅法，自二零零八年一月一日起，就中國附屬公司賺取之溢利所宣派之股息須繳納預扣稅。

At 31 December 2018, the Group had unused tax losses of approximately RMB430,210,000 (2017: RMB185,978,000) available for offset against future profits. No deferred tax asset has been recognised in respect of the tax loss due to the unpredictability of future profit streams. Included in the unrecognised tax losses are losses of approximately RMB15,091,000 (2017: RMB8,367,000) that will expire after five years from the year of assessment to which they relate to. The remaining tax loss may be carried forward indefinitely.

於二零一八年十二月三十一日，本集團有未動用稅項虧損約人民幣430,210,000元（二零一七年：人民幣185,978,000元）可供抵銷未來溢利。由於未來溢利來源不可預測，故概無就稅項虧損確認遞延稅項資產。未確認稅項虧損包括將於自有關虧損評估年度起計五年後屆滿之虧損約人民幣15,091,000元（二零一七年：人民幣8,367,000元）。餘下稅項虧損可無限期結轉。

38. CORPORATE BONDS

38. 公司債券

		As at 31 December 於十二月三十一日	
		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
7.5-year 5.5% fixed rate bonds (Note (i))	7.5年期5.5%定息債券（附註(i)）	**66,309**	61,732
1-year 8% fixed rate bonds (Note (ii))	1年期8%定息債券（附註(ii)）	**185,086**	–
2-year 10% fixed rate bonds (Note (iii))	2年期10%定息債券（附註(iii)）	**205,151**	–
2-year 11% fixed rate bonds (Note (iv))	2年期11%定息債券（附註(iv)）	**107,543**	–
		564,089	61,732
Represented by:	即：		
Current portion	流動部分	**185,086**	–
Non-current portion	非流動部分	**379,003**	61,732
		564,089	61,732

Notes:

(i) The balance at 31 December 2018 and 31 December 2017 represented principal amount of HK80,000,000 (2017: HK$80,000,000) which is due on 24 April 2022, carries interest at a fixed rate of 5.5% per annum with interest payable semi-annually in arrears on 24 April and 24 October of each year. The corporate bonds are unsecured and discounted at an effective interest rate of 7.7% per annum for HK$50,000,000, 8.8% per annum for HK$10,000,000, 8.0% per annum for HK$10,000,000 and 7.8% per annum for HK$10,000,000.

(ii) The balance at 31 December 2018 represented principal amount of SGD 36,800,000 (equivalent to approximately HK$210,872,000) which is due on 15 March 2019, carries interest at a fixed rate of 8% per annum with interest payable quarterly in arrears. The corporate bonds are unsecured and discounted at an effective interest rate of 11.4% per annum.

(iii) The balance at 31 December 2018 represented principal amount of USD 30,000,000 (equivalent to approximately HK$235,239,000) which is due on 7 March 2020, carries interest at a fixed rate of 10% per annum with interest payable quarterly in arrears. The corporate bonds are unsecured and discounted at an effective interest rate of 11.1% per annum.

(iv) The balance at 31 December 2018 represented principal amount of HK$120,000,000 which is due on 24 April 2020, carries interest at a fixed rate and an effective interest rate of 11% per annum with interest payable quarterly in arrears.

附註：

(i) 於二零一八年十二月三十一日及二零一七年十二月三十一日之結餘指本金額80,000,000港元（二零一七年：80,000,000港元），其將於二零二二年四月二十四日到期，按固定利率每年5.5%計息，而利息於每年四月二十四日及十月二十四日每半年支付一次。公司債券為無抵押及50,000,000港元、10,000,000港元、10,000,000港元及10,000,00港元分別按實際利率每年7.7%、8.8%、8.0%及7.8%貼現。

(ii) 於二零一八年十二月三十一日的結餘為本金額36,800,000新加坡元（相當於約210,872,000港元），將於二零一九年三月十五日到期，按固定年利率8%計息，並每季到期時支付利息。公司債券無抵押，並以每年11.4%的實際利率折現。

(iii) 於二零一八年十二月三十一日的結餘為本金額30,000,000美元（相當於約235,239,000港元），將於二零二零年三月七日到期，按固定年利率10%計息，並每季到期時支付利息。公司債券無抵押，並以每年11.1%的實際利率折現。

(iv) 於二零一八年十二月三十一日的結餘為本金額120,000,000港元，將於二零二零年四月二十四日到期，按固定利率計息，每年實際利率為11%，並每季到期時支付利息。

39. CONVERTIBLE BONDS

(a) During the year ended 31 December 2016, the Company completed the issue of 3-year 7% convertible bonds with an aggregate principal amount of HK$1,000,000,000 (equivalent to approximately RMB861,287,000) (the "7% Convertible Bonds A"). The 7% Convertible Bonds A is denominated in HK$ and entitles the holders to convert them into ordinary shares of the Company at any time between the issue date to the maturity date at an initial conversion price of HK$3.476 per share, subject to adjustments pursuant to the terms and conditions of the 7% Convertible Bonds A. If the 7% Convertible Bonds A has not been converted or redeemed in accordance with the terms and conditions of the 7% Convertible Bonds A, it will be redeemed on the maturity date at its outstanding principal amount. As a result of the share subdivision of each issued and unissued ordinary share of HK$0.1 each in the share capital of the Company into five ordinary shares of HK$0.02 each effective on 19 September 2016 (the "Share Subdivision") as disclosed in the announcement of Company dated 15 September 2016, the conversion price of the 7% Convertible Bonds A has been adjusted to HK$0.6952 according to the terms of the 7% Convertible Bonds A. During the year ended 31 December 2018, the Company allotted 28,768,000 ordinary shares (2017: 100,689,748 ordinary shares) to certain 7% Convertible Bonds A subscribers as a result of the exercise in part of the 7% Convertible Bonds A in the principal amount of HK$20,000,000 (2017: HK$70,000,000). The 7% Convertible Bonds A contains two components, liability and equity components. The effective interest rate of the liability component is 14.5% per annum. As the maturity date of the 7% Convertible Bonds A is on 20 May 2019, 8 August 2019, 24 October 2019 and 28 October 2019, thus, as at 31 December 2018, the carrying amount of the 7% Convertible Bonds A amounting to RMB809,798,000 was classified as "Current liabilities" accordingly.

39. 可換股債券

(a) 於截至二零一六年十二月三十一日止年度，本公司已完成發行本金總額為1,000,000,000港元（相當於約人民幣861,287,000元）之3年期7%可換股債券（「7%可換股債券A」）。7%可換股債券A以港元計值，賦予持有人權利可於發行日期至到期日止期間隨時按初始轉換價每股3.476港元（可根據7%可換股債券A之條款及條件予以調整）將7%可換股債券A轉換為本公司普通股。倘7%可換股債券A並無根據7%可換股債券A之條款及條件獲轉換或贖回，則其將於到期日按其尚未償還本金額贖回。誠如本公司日期為二零一六年九月十五日之公告所披露，由於股份拆細，本公司每股面值0.1港元之已發行及未發行之普通股拆細為五股每股面值為0.02港元之普通股之股份拆細於二零一六年九月十九日生效（「股份拆細」），7%可換股債券A之轉換價已根據7%可換股債券A之條款調整為0.6952港元。於截至二零一八年十二月三十一日止年度，本公司因行使本金額20,000,000港元（二零一七年：70,000,000港元）之部分7%可換股債券A而配發28,768,000股普通股（二零一七年：100,689,748股普通股）予若干7%可換股債券A認購方。7%可換股債券A包含兩個部分－負債及權益部分。負債部分之實際利率為每年14.5%。由於7%可換股債券A的到期日為二零一九年五月二十日、二零一九年八月八日、二零一九年十月二十四日及二零一九年十月二十八日，因此，於二零一八年十二月三十一日，賬面值為人民幣809,798,000元的7%可換股債券A被分類為「流動負債」。

39. CONVERTIBLE BONDS (Continued)

(b) During the year ended 31 December 2016, the Company completed the issue of 3-year 7% convertible bonds with an aggregate principal amount of HK$100,000,000 (equivalent to approximately RMB85,640,000) (the "7% Convertible Bonds B"). The 7% Convertible Bonds B is denominated in HK$ and entitles the holders to convert them into ordinary shares of the Company at any time between the issue date to the maturity date at an initial conversion price of HK$3.476 per share, subject to adjustments pursuant to the terms and conditions of the 7% Convertible Bonds B. If the 7% Convertible Bonds B has not been converted or redeemed in accordance with the terms and conditions of the 7% Convertible Bonds B, it will be redeemed on the maturity date at its outstanding principal amount. As a result of the Share Subdivision, the conversion price of the 7% Convertible Bonds B has been adjusted to HK$0.6952 according to the terms of the 7% Convertible Bonds B. During the year ended 31 December 2017, the Company allotted 54,392,000 ordinary shares (after the Effect of Share Subdivision) to the 7% Convertible Bonds B subscriber as a result of the exercise in part of the 7% Convertible Bonds B in the principal amount of approximately HK$37,813,000. The 7% Convertible Bonds B contains two components, liability and equity components. The effective interest rate of the liability component is 15.9% per annum. As the maturity date of the 7% Convertible Bonds B is on 8 July 2019, thus, as at 31 December 2018, the carrying amount of the 7% Convertible Bonds B amounting to RMB49,039,000 was classified as "Current liabilities" accordingly.

39. 可換股債券(續)

(b) 於截至二零一六年十二月三十一日止年度,本公司已完成發行本金總額為100,000,000港元(相當於約人民幣85,640,000元)之3年期7%可換股債券(「7%可換股債券B」)。7%可換股債券B以港元計值,賦予持有人權利可於發行日期至到期日止期間隨時按初始轉換價每股3.476港元(可根據7%可換股債券B之條款及條件予以調整)將7%可換股債券B轉換為本公司普通股。倘7%可換股債券B並無根據7%可換股債券B之條款及條件獲轉換或贖回,則其將於到期日按其尚未償還本金額贖回。由於股份拆細,7%可換股債券B之轉換價已根據7%可換股債券B之條款調整為每份7%可換股債券B 0.6952港元。於截至二零一七年十二月三十一日止年度,本公司因行使本金額約37,813,000港元之部分7%可換股債券B而配發54,392,000股普通股(扣除股份拆細之影響)予7%可換股債券B認購方。7%可換股債券B包含兩個部分-負債及權益部分。負債部分之實際利率為每年15.9%。由於7%可換股債券B的到期日為二零一九年七月八日,因此,於二零一八年十二月三十一日,賬面值為人民幣49,039,000元的7%可換股債券B被分類為「流動負債」。

39. CONVERTIBLE BONDS (Continued)

(c) During the year ended 31 December 2016, the Company completed the issue of 3-year 5.9% plus 3-month LIBOR convertible bonds with an aggregate principal amount of US$45,000,000 (equivalent to approximately RMB298,704,000) (the"US$ Convertible Bonds"). The US$ Convertible Bonds B is denominated in US$ and entitles the holders to convert them into ordinary shares of the Company at any time between the issue date to the maturity date at an initial conversion price of HK$3.476 per share with fixed Hong Kong dollar at the average of the bid and ask rates as of the issue date of the convertible bond quoted by the Hongkong and Shanghai Banking Corporation Limited exchange rate, subject to adjustments pursuant to the terms and conditions of the US$ Convertible Bonds. In other words, due to the fact that the conversion price was fixed at HK$3.476 (before the effect of Share Subdivision) per share at the fixed exchange rate between Hong Kong dollar and US$, the bond holders are able to exercise their right to convert the outstanding principal into shares of the Company at fixed exercise price before the maturity date, given there is no adjustments pursuant to the terms and conditions of the US$ Convertible Bonds. If the US$ Convertible Bonds has not been converted or redeemed in accordance with the terms and conditions of the US$ Convertible Bonds, it will be redeemed on the maturity date at its outstanding principal amount. As a result of the Share Subdivision, the conversion price of the US$ Convertible Bonds has been adjusted to HK$0.6952 per US$ Convertible Bond according to the terms of the US$ Convertible Bonds. During the year ended 31 December 2017, the Company allotted 22,373,417 ordinary shares to the US$ Convertible Bonds subscriber as a result of the exercise in part of the US$ Convertible Bonds in the principal amount of approximately US$2,000,000. The US$ Convertible Bonds contains two components, liability and equity components. The effective interest rate of the liability component is 15.1% per annum. As the maturity date of the US$ Convertible Bonds is on 14 July 2019 and 4 August 2019, thus, as at 31 December 2018, the carrying amount of the US$ Convertible Bonds amounting to RMB313,569,000 was classified as "Current liabilities" accordingly.

39. 可換股債券(續)

(c) 於截至二零一六年十二月三十一日止年度,本公司已完成發行本金總額為45,000,000美元(相當於約人民幣298,704,000元)之3年期5.9%另加三個月倫敦同業拆息可換股債券(「美元可換股債券」)。美元可換股債券B以美元計值,賦予持有人權利可於發行日期至到期日止期間隨時按初始轉換價每股3.476港元以香港上海滙豐銀行有限公司於可換股債券發行日期所報買入及賣出報價之平均數為固定港元(可根據美元可換股債券之條款及條件予以調整)將美元可換股債券轉換為本公司普通股。換言之,由於轉換價按港元與美元之間的固定匯率固定為每股3.476港元(未計及股份拆細的影響),鑑於根據美元可換股債券的條款及條件並無作出調整,債券持有人可行使其權利於到期日前按固定行使價將未償還本金轉換為本公司股份。倘美元可換股債券並無根據美元可換股債券之條款及條件獲轉換或贖回,則其將於到期日按其尚未償還本金額贖回。由於股份拆細,美元可換股債券之轉換價已根據美元可換股債券之條款調整為每份美元可換股債券0.6952港元。於截至二零一七年十二月三十一日止年度,本公司因行使本金額約2,000,000美元之部分美元可換股債券而配發22,373,417股普通股予美元可換股債券認購方。美元可換股債券包含兩個部分-負債及權益部分。負債部分之實際利率為每年15.1%。由於美元可換股債券的到期日為二零一九年七月十四日及二零一九年八月四日,因此,於二零一八年十二月三十一日,賬面值為人民幣313,569,000元的美元可換股債券分類為「流動負債」。

39. CONVERTIBLE BONDS (Continued)

(d) During the year ended 31 December 2015, the Company issued 6% convertible bond with an aggregate principal amount of HK$300,000,000 (equivalent to approximately RMB236,419,000) (the "6% Convertible Bond"). The 6% Convertible Bond is denominated in HK$ and entitle the holders to convert them into ordinary shares of the Company at any time between the fortieth day from the issue date of 10 May 2015 to the tenth day prior to the maturity date of 9 May 2018 at an initial conversion price of HK$2.6, subject to adjustments pursuant to the terms and conditions of the 6% Convertible Bond. If the 6% Convertible Bond has not been converted or redeemed in accordance with the terms and conditions of the 6% Convertible Bond, it will be redeemed on maturity date at their outstanding principal amount. As a result of the Share Subdivision, the conversion price of the 6% Convertible Bonds has been adjusted to HK$0.52 according to the terms of the 6% Convertible Bonds. During the year ended 31 December 2018, the Company allotted 576,923,075 ordinary shares to the 6% Convertible Bonds subscriber as a result of the exercise in full of the 6% Convertible Bonds in the principal amount of HK$300,000,000. The 6% Convertible Bond contains two components, liability and equity components. The effective interest rate of the liability component is 13.6% per annum.

39. 可換股債券(續)

(d) 於截至二零一五年十二月三十一日止年度，本公司發行本金總額為300,000,000港元(相當於約人民幣236,419,000元)之6%可換股債券(「6%可換股債券」)。6%可換股債券以港元計值，賦予持有人權利可於二零一五年五月十日發行日期起計第四十日至二零一八年五月九日到期日前第十日止期間隨時按初始轉換價每股2.6港元(可根據可換股債券之條款及條件予以調整)將6%可換股債券轉換為本公司普通股。倘6%可換股債券並無根據6%可換股債券之條款及條件獲轉換或贖回，則其將於到期日按其尚未償還本金額贖回。由於股份拆細，6%可換股債券之轉換價已根據6%可換股債券之條款調整為0.52港元。截至二零一八年十二月三十一日止年度，本公司因悉數行使本金額300,000,000港元之6%可換股債券，向6%可換股債券認購人配發576,923,075股普通股。6%可換股債券包含兩個部分－負債及權益部分。負債部分之實際利率為每年13.6%。

39. CONVERTIBLE BONDS (Continued)

The movement of the liability and equity components of the Convertible Bonds is set out below:

39. 可換股債券(續)

可換股債券之負債及權益部分之變動載列如下:

		Liability Component 負債部分 RMB'000 人民幣千元	Equity Component 權益部分 RMB'000 人民幣千元	Total 總額 RMB'000 人民幣千元
At 1 January 2017	於二零一七年一月一日	1,393,172	165,583	1,558,755
Effective interest expenses	實際利息支出	202,742	–	202,742
Interest payables	應付利息	(96,511)	–	(96,511)
Conversion of convertible bonds	轉換可換股債券	(98,268)	(11,730)	(109,998)
Exchange realignment	匯兑調整	(95,990)	–	(95,990)
At 31 December 2017 and 1 January 2018	於二零一七年十二月三十一日及二零一八年一月一日	1,305,145	153,853	1,458,998
Effective interest expenses	實際利息支出	156,217	–	156,217
Interest payables	應付利息	(84,272)	–	(84,272)
Conversion of convertible bonds	轉換可換股債券	(269,645)	(25,591)	(295,236)
Exchange realignment	匯兑調整	64,961	–	64,961
At 31 December 2018	於二零一八年十二月三十一日	1,172,406	128,262	1,300,668

As at 31 December 2018, liability component of convertible bonds of RMB1,172,406,000 (2017: RMB269,840,000) with their contractual expiry date with less than twelve months after the end of the reporting period, which was classified as current liabilities accordingly. The remaining portion of convertible bonds of nil (2017: RMB1,035,305,000) with contractual expiry date with more than twelve months after the end of the reporting period, which was classified as non-current liabilities accordingly.

於二零一八年十二月三十一日,可換股債券之負債部分人民幣1,172,406,000元(二零一七年:人民幣269,840,000元)之合約到期日為報告期末後不足十二個月,因此被分類為流動負債。可換股債券之餘下部分為零(二零一七年:人民幣1,035,305,000元)之合約到期日為報告期末後十二個月以上,因此被分類為非流動負債。

40. PREFERENCE SHARES OF A SUBSIDIARY

On 24 November 2016, the Group completed the acquisition of Leyu and the non-controlling shareholders held 14,981,908 preference shares of Leyu, with the following rights extracted below:

Rights of preferred share

(a) Voting right: Each preferred share shall carry a number of votes equal to the number of ordinary shares. The preferred shares shall generally vote together with the ordinary shares and not as a separate class.

(b) Dividend: Leyu does not have obligation to pay dividend or accrue dividend. Dividend declaration is subject to the resolution of shareholder meeting.

(c) Liquidation: Leyu grants to the holder of preferred shares and enables them to claim the first 80% of the residual value of Leyu in case of liquidation. The holder of preferred shares shall automatically have the same right of liquidation preference as enjoyed by the new investor(s), unless such right is waived by the holder of preferred shares in writing.

(d) Conversion option: The preferred shares can automatically be converted into ordinary shares by written consent of the holders of the preferred shares then outstanding or by the date of Leyu's initial public offering ("IPO"), on the basis of one ordinary share for each preference share (i.e. the conversion ratio is 1:1). The conversion ratio shall be adjusted in the event that after the original issue date Leyu issues any additional ordinary shares for a price less than the original preferred share price.

In the opinion of the directors of the Company, Leyu has contractual obligation to deliver a variable number of Leyu's own equity instruments due to certain adjustments made on conversion price in case of any financing activities to be taken by Leyu. As a result, the preferred shares of Leyu is designated as financial liabilities at fair value through profit or loss at initial recognition.

In the opinion of directors of the Company, the fair value of preference share as at 31 December 2018 was recognised at RMB44,446,000 (2017: RMB118,997,000). The fair value of the preference shares as at 31 December 2018 has been arrived at on the basis of valuation carried out on the respective date by 藍策管理諮詢(北京)有限公司, an independent qualified professional valuer not connected to the Group. 藍策管理諮詢(北京)有限公司 has appropriate qualifications and recent experiences in the valuation of similar financial instruments in the relevant industries.

40. 附屬公司優先股

於二零一六年十一月二十四日，本集團完成收購Leyu及持有14,981,908股Leyu優先股之非控股股東，下文摘錄以下權利：

優先股之權利

(a) 投票權：每股優先股附帶之投票權數目等於普通股數目。優先股通常與普通股一起投票，且並不作為單獨類別。

(b) 股息：Leyu並無責任支付股息或應計股息。股息宣派須待通過股東大會決議案後方可作實。

(c) 清盤：Leyu授予新投資者優先清盤權，其條款對新投資者而言優於優先股持有人。持有人可於清盤時索償Leyu剩餘價值之前80%。除非優先股持有人書面豁免有關權利，否則優先股持有人將自動擁有新投資者享有之相同優先清盤權。

(d) 轉換權：優先股可於經當時尚未轉換之優先股持有人書面同意後或Leyu首次公開發售(「首次公開發售」)前自動轉換為普通股，基準為每一股優先股轉換為一股普通股(即轉換率為1:1)。倘Leyu於原發行日期後按低於原優先股價格之價格發行任何額外股份，則應對轉換率作出調整。

本公司董事認為，由於Leyu進行任何融資活動時對轉換價作出若干調整，故Leyu對交付不定量Leyu自有之股權工具有合約義務。因此，Leyu之優先股被指定為於初步確認時按公平值計入損益的金融負債。

本公司董事認為，優先股於二零一八年十二月三十一日之公平值確認為人民幣44,446,000元(二零一七年：人民幣118,997,000元)。優先股於二零一八年十二月三十一日之公平值乃由與本集團並無關連之獨立合資格專業估值師藍策管理諮詢(北京)有限公司，於相應日期按估值基準評估而達致。藍策管理諮詢(北京)有限公司對有關行業之類似金融工具進行估值方面擁有合適資格及近期經驗。

41. PROVISION FOR FINANCIAL GUARANTEE

Balance represented the provision for financial guarantee in favor of the fund providers of Leyu, under the segment of "Online investment and technology-enabled lending service", at fair value amounting to a RMB30,122,000 (2017: RMB225,553,000) as at 31 December 2018. The provision was recorded at fair value as at 31 December 2017 which have been arrived at on the basis of valuation carried out on the respective date by 藍策管理諮詢(北京)有限公司, an independent qualified professional valuer not connected to the Group. 藍策管理諮詢(北京)有限公司 has appropriate qualifications and recent experiences in the valuation of similar financial guarantee in the relevant industries.

41. 提供金融擔保

結餘指「在線投資及科技驅動貸款服務」分部項下於二零一八年十二月三十一日以Leyu之資金提供人為受益人提供之金融擔保人民幣30,122,000元(二零一七年:人民幣225,553,000元)(按公平值)。該資金提供於二零一七年十二月三十一日按公平值記錄,其乃根據與本集團並無關連之獨立合資格專業估值師藍策管理諮詢(北京)有限公司於相關日期進行之估值達致。藍策管理諮詢(北京)有限公司於相關行業之類似金融擔保之估值方面擁有合適資格及近期經驗。

42. SHARE CAPITAL

42. 股本

		Number of shares 股份數目	Share capital 股本	
			Presented as 以下呈列	
		'000 千股	HK$'000 千港元	RMB'000 人民幣千元
Authorised	**法定**			
100,000,000,000 ordinary shares of HK$0.02 each	100,000,000,000股每股面值0.02港元之普通股		2,000,000	N/A 不適用
Issued and fully paid	**已發行及繳足**			
At 1 January 2017	於二零一七年一月一日	21,523,672	430,472	358,259
Exercise of share option (Note a)	行使購股權(附註a)	331,500	6,630	5,673
Issue of shares for acquisition of available-for-sale investments (Note b)	因收購可供出售投資發行股份(附註b)	124,397	2,488	2,204
Issue of shares for acquisition of additional interest in a subsidiary (Note c)	因收購一間附屬公司之額外權益發行股份(附註c)	255,753	5,116	4,296
Conversion of convertible bonds (Note d)	轉換可換股債券(附註d)	177,455	3,550	3,080
At 31 December 2017 and 1 January 2018	於二零一七年十二月三十一日及二零一八年一月一日	22,412,777	448,256	373,512
Exercise of share option (Note a)	行使購股權(附註a)	122,848	2,456	2,006
Conversion of convertible bonds (Note d)	轉換可換股債券(附註d)	605,691	12,114	10,199
At 31 December 2018	於二零一八年十二月三十一日	23,141,316	462,826	385,717

42. SHARE CAPITAL (Continued)

Notes:

(a) During the year end 31 December 2018, 25,529,500 (2017: 67,419,900) share options had been exercised by the director, employee and consultant of the Company as detailed in note 49, at the adjusted subscription price after the effect of the share subdivision which was ranged from HK$0.3628 to HK$0.7860 (2017: ranged from HK$0.3628 to HK$0.7860) (after the Effect of Share Subdivision), resulting in an issue of 122,848,000 (2017: 331,500,000) new ordinary shares of HK$0.02 each.

(b) On 3 May 2016, the Company entered into a share purchase agreement with BitFury Group Limited ("BitFury"), a private entity incorporated in the Cayman Islands, in relation to the Company's subscription for 205,917 series A preferred shares in BitFury. On 25 January 2017, the Company and BitFury agreed to revised certain terms of the agreement to the effect that, amongst others, the Company would subscribe for an aggregate of 68,639 preferred shares (the "Preferred Shares"), as detailed in the announcements of the Company dated 3 May 2016 and 26 January 2017. On 26 January 2017, respectively the Company allotted and issued 124,397,247 ordinary shares to BitFury's designated shareholders as consideration for the Preferred Shares, which represented less than 1% equity interest on BitFury and, thus, such investment was accounted for available-for-sale investments as detailed in note 22.

(c) On 17 May 2017, the Company allotted and issued 255,753,200 ordinary shares for settlement of the contingent share consideration of the acquisition of Qiyuan during the year ended 31 December 2016.

(d) During the year ended 31 December 2018, there were 605,691,000 (2017: 177,455,000) shares converted by the convertible bonds as detailed in note 39, contributing approximately RMB10,199,000 (2017: RMB3,080,000) and RMB285,037,000 (2017: RMB106,918,000) new share capital and share premium accordingly.

The new shares issued during the both years rank pari passu with the existing shares in all respect.

42. 股本(續)

附註:

(a) 截至二零一八年十二月三十一日止年度,本公司董事、僱員及顧問已於扣除股份拆細之影響後按介乎0.3628港元至0.7860港元(二零一七年:介乎0.3628港元至0.7860港元)之經調整認購價(扣除股份拆細之影響)行使25,529,500份(二零一七年:67,419,000份)購股權(扣除股份拆細之影響)(誠如附註49所詳述),導致發行122,848,000股(二零一七年:331,500,000股)每股面值0.02港元之新普通股。

(b) 於二零一六年五月三日,本公司與一間於開曼群島註冊成立之私人實體BitFury Group Limited(「BitFury」)訂立一份股份購買協議,內容有關本公司認購205,917股BitFury之A系列優先股。於二零一七年一月二十五日,本公司與BitFury同意修訂協議之若干條款,(其中包括)本公司將認購合共68,639股優先股(「優先股」)(誠如本公司日期為二零一六年五月三日及二零一七年一月二十六日之公告所詳述)。於二零一七年一月二十六日,本公司分別配發及發行124,397,247股普通股予BitFury之指定股東作為優先股之代價(即少於BitFury之1%股權),因此,有關投資乃入賬為可供出售投資(誠如附註22所詳述)。

(c) 於二零一七年五月十七日,本公司配發及發行255,753,200股普通股,以支付收購起源之或然股份代價於截至二零一六年十二月三十一日止年度。

(d) 截至二零一八年十二月三十一日止年度,可換股債券轉換為605,691,000股(二零一七年:177,455,000股)股份(於附註39詳述),相應貢獻約人民幣10,199,000元(二零一七年:人民幣3,080,000元)及人民幣285,037,000元(二零一七年:人民幣106,918,000元)之新股本及股份溢價。

於兩個年度內發行之新股份在各方面均與現有股份享有同等地位。

43. COMMITMENT

43. 承擔

Operating lease arrangement

經營租賃安排

The Group as lessee

本集團作為承租人

The Group leases certain of its staff quarters and offices under operating lease arrangements. The leases typically run for an initial period of three months to three years. Lease payments are usually increased annually to reflect market rentals. No provision for contingent rent and terms of renewal was established in the leases.

本集團根據經營租賃安排租賃若干員工宿舍及辦公室。該等租賃一般初步為期三個月至三年。租賃付款通常會每年增加，以反映市場租金。租賃並無有關或然租金及重續年期之條文。

The total future minimum lease payments under non-cancellable operating leases are payable as follows:

根據不可撤銷經營租賃有應付未來最低租賃款項總額如下：

		As at 31 December 於十二月三十一日	
		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Within one year	一年內	**52,614**	47,172
In the second to fifth years inclusive	第二年至第五年內（包括首尾兩年）	**12,685**	44,151
		65,299	91,323

Capital expenditure commitment

資本開支承擔

At the end of the reporting period, the Group had the following capital commitments:

於報告期末，本集團有以下資本承擔：

		As at 31 December 於十二月三十一日	
		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Capital expenditure contracted for but not provided for in respect of: Acquisition of plant and equipment or intangible assets	有關以下各項之已訂約但未撥備之資本開支：收購廠房及設備或無形資產	**5,624**	12,242

44. RETIREMENT BENEFITS SCHEMES

The Group operates a defined contribution Mandatory Provident Fund retirement benefits scheme (the "MPF Scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance. Under the MPF Scheme, the employees are required to contribute 5% of their monthly salaries or up to a maximum of HK$1,500 (2017: HK$1,500) and they can choose to make additional contributions. The employer's monthly contributions are calculated at 5% of the employee's monthly salaries or up to a maximum of HK$1,500 (2017: HK$1,500) (the "Mandatory Contributions"). The employees are entitled to 100% of the employer's Mandatory Contributions upon their retirement at the age of 65, death or total incapacity.

Employees of the subsidiaries in the PRC are members of the state-managed retirement benefit plan operated by the government of the PRC. The subsidiaries are required to contribute a specific percentage of payroll costs to the retirement benefit to fund the benefits. The only obligation of the Group with respect to the retirement benefit plan is to make the required contributions.

Employees of the subsidiaries in Vietnam are required to participate in the state pension system administered by Vietnam Social Security operated by the government of Vietnam. The subsidiaries are required to contribute a specific percentage of payroll costs to the Vietnam Social Security to fund the benefits. The only obligation of the Group with respect to the retirement benefit plan is to make the required contributions.

44. 退休福利計劃

本集團根據香港強制性公積金計劃條例設有定額供款的強制性公積金計劃(「強積金計劃」)。根據強積金計劃,僱員須按其月薪之5%或最高1,500港元(二零一七年:1,500港元)作出供款,而彼等可選擇作出額外供款。僱主之每月供款乃按僱員月薪之5%或最高1,500港元(二零一七年:1,500港元)計算(「強制性供款」)。僱員於65歲退休、身故或完全喪失工作能力時享有100%之僱主強制性供款。

中國附屬公司的僱員均為中國政府管理的國營退休計劃的成員。該等附屬公司須按僱員薪酬的若干百分比向退休計劃供款。本集團有關該計劃的唯一責任是作出規定的供款。

越南附屬公司的僱員須參與越南政府營辦的越南社會保障局管理的國家養老金系統。該等附屬公司須按工資成本的特定百分比向越南社保局供款以向該福利提供資金。本集團有關退休福利計劃的唯一責任為作出所需的供款。

44. RETIREMENT BENEFITS SCHEMES (Continued)

44. 退休福利計劃(續)

There were no forfeited contributions utilised to offset employers' contributions for the year. The employers' contributions which have been dealt with in the consolidated statements of profit or loss and comprehensive income were as follows:

本年度並無已沒收供款可供抵銷僱主供款。已於綜合損益及全面收益表處理的僱主供款如下:

		For the year ended 31 December 截至十二月三十一日止年度	
		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Employers' contributions charged to the consolidated statements of profit or loss and other comprehensive income	於綜合損益及其他全面收益表扣除的僱主供款	**43,017**	27,699

At 31 December 2018 and 31 December 2017, there was no forfeited contribution available to reduce the contributions payable in the future years.

於二零一八年及二零一七年十二月三十一日,並無已沒收供款可供減低未來年度的應付供款。

45. ACQUISITION OF SUBSIDIARIES/ ACQUISITION OF ASSETS THROUGH ACQUISITION OF SUBSIDIARIES

45. 收購附屬公司／透過收購附屬公司收購資產

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

Acquisition of K&R International Limited ("K&R")

On 22 March 2018, the Group acquired 100% equity interest in the issued share capital of K&R from a third party independent to the Group, at a total consideration of approximately HK$109,988,000 (equivalent to approximately to RMB87,946,000) satisfied by cash. This acquisition has been accounted for using the acquisition method. The amount of goodwill arising as a result of the acquisition was RMB28,371,000. K&R is engaged in the provision of third party payment services in Hong Kong. Goodwill arose in the acquisition of K&R because the cost of the combination included a control premium. In addition, the consideration paid for the combination effectively included amounts for the benefit of allowing the Group to leverage the third party payment services segment in Hong Kong and the PRC. These benefits are not recognised separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets.

None of the goodwill arising from the acquisition is expected to be deductible for tax purposes.

收購僑達國際有限公司(「僑達」)

於二零一八年三月二十二日，本集團向獨立於本集團的第三方收購僑達已發行股本之100%股權，代價總額約為109,988,000港元（相當於約人民幣87,946,000元），以現金支付。收購已按收購法入賬。收購產生的商譽為人民幣28,371,000元。僑達在香港從事提供第三方支付服務。收購僑達產生商譽乃因合併成本內含控制權溢價。此外，就有效合併已付的代價包括令本集團可利用香港及中國的第三方付款服務分部利益之金額。該等利益因不符合可識別無形資產確認條件而並未與商譽分開確認。

該等收購產生之商譽預期概不可作稅務扣減。

Consideration transferred

轉讓代價

		RMB'000 人民幣千元
Cash	現金	87,946

45. ACQUISITION OF SUBSIDIARIES/ ACQUISITION OF ASSETS THROUGH ACQUISITION OF SUBSIDIARIES (Continued)

45. 收購附屬公司／透過收購附屬公司收購資產(續)

For the year ended 31 December 2018 (Continued)

截至二零一八年十二月三十一日止年度(續)

Acquisition of K&R International Limited ("K&R") (Continued)

收購僑達國際有限公司(「僑達」)(續)

Minimal acquisition-related cost of the transaction is incurred during the year ended 31 December 2018 and recognised in administrative expenses.

於截至二零一八年十二月三十一日止年度內交易產生少許收購相關成本並已於行政開支內確認。

Assets acquired and liabilities recognised at the date of acquisition are as follows:

於收購日期購入資產及確認負債如下：
人民幣千元

		RMB'000 人民幣千元
Plant and equipment	廠房及設備	1,807
Intangible assets	無形資產	39,322
Inventories	存貨	31
Trade receivables	貿易應收款	5
Other receivables	其他應收款項	7,634
Cash and cash equivalents	現金及現金等值項目	17,472
Bank balance – trust account	銀行結餘－信託賬戶	21,105
Funds payables and amounts due to customers	備用金應付款項及應付客戶款項	(21,105)
Other payables	其他應付款項	(208)
Deferred tax liabilities	遞延稅項負債	(6,488)
Net assets identified	已識別之淨資產	59,575

The fair value of trade and other receivables at the date of acquisition amounted to RMB7,639,000. The gross contractual amounts of those other receivables acquired amounted to RMB7,639,000 at the date of acquisition. The best estimate at acquisition date of the contractual cash flows not expected to be collected amounted to nil.

於收購日期貿易及其他應收款項之公平值達人民幣7,639,000元。於收購日期，該等已收購之其他應收款項之總合約金額達人民幣7,639,000元。於收購日期預期不可收回之合約現金流量之最佳估計為零。

45. ACQUISITION OF SUBSIDIARIES/ ACQUISITION OF ASSETS THROUGH ACQUISITION OF SUBSIDIARIES (Continued)

45. 收購附屬公司／透過收購附屬公司收購資產(續)

For the year ended 31 December 2018 (Continued)

截至二零一八年十二月三十一日止年度(續)

Acquisition of K&R International Limited ("K&R") (Continued)

收購僑達國際有限公司(「僑達」)(續)

Goodwill arising on acquisition:

收購產生之商譽:

		RMB'000 人民幣千元
Consideration transferred	轉讓代價	87,946
Less: net assets acquired	減:已識別之淨資產	(59,575)
Goodwill arising on acquisition	收購產生之商譽	28,371

Net cash outflow on acquisition of K&R

收購僑達之現金流出淨額

		RMB'000 人民幣千元
Cash consideration paid	**已付現金代價**	87,946
Less: cash and cash equivalent balances acquired	減:購入之現金及現金等值項目結餘	(17,472)
		70,474

Included in the loss for the year is approximately RMB13,565,000 loss attributable to the additional business generated by K&R. Revenue for the year includes approximately RMB1,870,000 generated from K&R.

年內虧損包括僑達帶來之額外業務應佔之約人民幣13,565,000元虧損。年內之收益包括僑達產生之約人民幣1,870,000元。

45. ACQUISITION OF SUBSIDIARIES/ ACQUISITION OF ASSETS THROUGH ACQUISITION OF SUBSIDIARIES (Continued)

45. 收購附屬公司／透過收購附屬公司收購資產(續)

For the year ended 31 December 2018 (Continued)

截至二零一八年十二月三十一日止年度(續)

Net cash outflow on acquisition of K&R (Continued)

Had the acquisition been completed on 1 January 2018, the total amount of revenue of the Group for the year would have been RMB2,545,619,000, and net loss for the year would have been RMB740,606,000. The pro forma information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 January 2018, nor is it intended to be a projection of future results.

收購僑達之現金流出淨額(續)

倘收購於二零一八年一月一日完成，年內本集團總收入將為人民幣2,545,619,000元，而年內淨虧損則將為人民幣740,606,000元。備考資料僅作說明之用，並非代表在假設收購於二零一八年一月一日完成的情況下本集團可實際獲得的經營收入及業績，亦不代表本集團日後業績的預測。

Acquisition of Glory Metro

On 9 February 2018, the Group acquired 51% equity interest in the issued share capital of Glory Metro from a third party independent to the Group, at a total consideration of approximately RMB178,500,000 satisfied by cash. This acquisition has been accounted for using the acquisition method. The amount of goodwill arising as a result of the acquisition was RMB104,955,000. Glory Metro is engaged in the provision of exhibition services in Hong Kong and the PRC. The consideration paid for the combination effectively included amounts for the benefit of allowing the Group to leverage the FinTech services in Hong Kong and the PRC.

收購盛都

於二零一八年二月九日，本集團向獨立於本集團的第三方收購盛都已發行股本的51%股權，總代價約為人民幣178,500,000元，以現金支付。收購已按收購法入賬。收購所導致的商譽金額為人民幣104,955,000元。盛都於香港及中國從事提供展覽服務。此外，就有效合併已付的代價包括令本集團可利用香港及中國金融科技服務利益之金額

45. ACQUISITION OF SUBSIDIARIES/ ACQUISITION OF ASSETS THROUGH ACQUISITION OF SUBSIDIARIES (Continued)

45. 收購附屬公司／透過收購附屬公司收購資產(續)

For the year ended 31 December 2018 (Continued)

截至二零一八年十二月三十一日止年度(續)

Acquisition of Glory Metro (Continued)

Consideration transferred

收購盛都(續)

轉讓代價

		RMB'000 人民幣千元
Cash	現金	100,531
Consideration payable	應付代價	77,969
		178,500

Minimal acquisition-related cost of the transaction is incurred during the year ended 31 December 2018 and recognised in administrative expenses.

於截至二零一八十二月三十一日止年度內交易產生少許收購相關成本並已於行政開支內確認。

Assets acquired and liabilities recognised at the date of acquisition are as follows:

於收購日期購入資產及確認負債如下：

		RMB'000 人民幣千元
Plant and equipment	廠房及設備	43
Intangible assets	無形資產	193,090
Other receivables	其他應收款項	850
Cash and cash equivalents	現金及現金等值項目	1,428
Other payables	其他應付款項	(3,038)
Deferred tax liabilities	遞延稅項負債	(48,273)
Net assets identified	已識別之淨資產	144,100

The fair value of other receivables at the date of acquisition amounted to RMB850,000. The gross contractual amounts of those other receivables acquired amounted to RMB850,000 at the date of acquisition. The best estimate at acquisition date of the contractual cash flows not expected to be collected amounted to nil.

於收購日期其他應收款項之公平值達人民幣850,000元。於收購日期，該等已收購之其他應收款項之總合約金額達人民幣850,000元。於收購日期預期不可收回之合約現金流量之最佳估計為零。

45. ACQUISITION OF SUBSIDIARIES/ ACQUISITION OF ASSETS THROUGH ACQUISITION OF SUBSIDIARIES (Continued)

45. 收購附屬公司／透過收購附屬公司收購資產(續)

For the year ended 31 December 2018 (Continued)

截至二零一八年十二月三十一日止年度(續)

Acquisition of Glory Metro (Continued)

收購盛都控股有限公司(「盛都」)(續)

Goodwill arising on acquisition:

收購產生之商譽:

		RMB'000 人民幣千元
Consideration transferred	轉讓代價	178,500
Less: net assets acquired	已收購之資產淨值	(144,100)
Add: 49% non-controlling interests#	加:49%非控股權益#	70,555
Goodwill arising on acquisition	收購產生之商譽	104,955

Non-controlling interests recognised at the acquisition date were measured by reference to the non-controlling interests' proportionate share of the acquiree's identifiable net assets.

於收購日期確認之非控股權益乃參考非控股權益按比例分佔被收購者之可識別資產計量。

45. ACQUISITION OF SUBSIDIARIES/ ACQUISITION OF ASSETS THROUGH ACQUISITION OF SUBSIDIARIES (Continued)

45. 收購附屬公司／透過收購附屬公司收購資產(續)

For the year ended 31 December 2018 (Continued)

截至二零一八年十二月三十一日止年度(續)

Acquisition of Glory Metro (Continued)

收購盛都控股有限公司(「盛都」)(續)

Net cash outflow on acquisition of Glory Metro:

收購盛都之現金流出淨額:

		RMB'000 人民幣千元
Cash consideration paid (Note)	已付現金代價(附註)	100,531
Less: cash and cash equivalent balances acquired	減:購入之現金及現金等值項目結餘	(1,428)
		99,103

Note:

Consideration of RMB100,531,000 has been paid during the year ended 31 December 2018. The remaining balance of RMB77,969,000 has been recognised in other payables (Note 34).

附註:

代價人民幣100,531,000元已於截至二零一八年十二月三十一日止年度支付。餘下款項人民幣77,969,000元已確認為其他應付款項(附註34)。

Included in the loss for the year is approximately RMB3,339,000 profit attributable to the additional business generated by Glory Metro. Revenue for the year includes approximately RMB40,779,000 generated from Glory Metro.

年內溢利包括盛都帶來之額外業務應佔之約人民幣3,339,000元溢利。年內之收益包括盛都產生之約人民幣40,779,000元。

Had the acquisition been completed on 1 January 2018, the total amount of revenue of the Group for the year would have been RMB2,545,636,000, and net loss for the year would have been RMB739,005,000. The pro forma information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 January 2018, nor is it intended to be a projection of future results.

倘收購於二零一八年一月一日完成,年內本集團總收入將為人民幣2,545,619,000元,而年內淨虧損則將為人民幣739,005,000元。備考資料僅作説明之用,並非代表在假設收購於二零一八年一月一日完成的情況下本集團可實際獲得的經營收入及業績,亦不代表本集團日後業績的預測。

45. ACQUISITION OF SUBSIDIARIES/ ACQUISITION OF ASSETS THROUGH ACQUISITION OF SUBSIDIARIES (Continued)

45. 收購附屬公司／透過收購附屬公司收購資產(續)

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

Acquisition of Amigo Technologies Joint Stock Company and its wholly-owned subsidiary ("Amigo Technologies")

On 25 January 2017, the Group acquired a 51% equity interest in the registered capital of Amigo Technologies from a third party independent to the Group, at cash consideration of VND286,588,125,000 (equivalent to approximately to RMB87,458,000). This acquisition has been accounted for using the acquisition method. The amount of goodwill arising as a result of the acquisition was RMB55,698,000. Amigo Technologies is engaged in the provision of third party payment services and IT solution services. Goodwill arose in the acquisition of Amigo Technologies because the cost of the combination included a control premium. In addition, the consideration paid for the combination effectively included amounts in relation to the benefit to allow the Group to diversify the third party payment business in Vietnam. These benefits are not recognised separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets.

None of the goodwill arising from the acquisition is expected to be deductible for tax purposes.

收購Amigo Technologies Joint Stock Company及其全資附屬公司(「Amigo Technologies」)

於二零一七年一月二十五日，本集團以現金代價286,588,125,000越南盾(相等於約人民幣87,458,000元)自一名獨立於本集團之第三方收購Amigo Technologies註冊股本中之51%股權。是次收購已經使用收購法入賬。因收購產生的商譽金額為人民幣55,698,000元。Amigo Technologies從事提供第三方支付服務及IT解決方案服務業務。收購Amigo Technologies產生商譽乃因合併成本內含控制權溢價。此外，合併所支付代價實際包括令本集團可多元化越南第三方支付業務利益之相關金額。該等利益因不符合可識別無形資產確認條件而並未自商譽獨立確認。

該收購產生之商譽預期概不可作稅務扣減。

Consideration transferred

轉讓代價

		RMB'000 人民幣千元
Cash	現金	87,458

45. ACQUISITION OF SUBSIDIARIES/ ACQUISITION OF ASSETS THROUGH ACQUISITION OF SUBSIDIARIES (Continued)

For the year ended 31 December 2017 (Continued)

Acquisition of Amigo Technologies Joint Stock Company and its wholly-owned subsidiary ("Amigo Technologies") (Continued)

Minimal acquisition-related cost of the transaction is incurred during the year ended 31 December 2017 and recognised in administrative expenses.

Assets acquired and liabilities recognised at the date of acquisition are as follows:

45. 收購附屬公司／透過收購附屬公司收購資產(續)

截至二零一七年十二月三十一日止年度(續)

收購Amigo Technologies Joint Stock Company及其全資附屬公司(「Amigo Technologies」)(續)

於截至二零一七年十二月三十一日止年度交易產生少許收購相關成本並已確認為行政開支。

於收購日期購入資產及確認負債如下：

		RMB'000 人民幣千元
Plant and equipment	廠房及設備	1,235
Intangible assets	無形資產	37,089
Inventories	存貨	4,985
Trade receivables	貿易應收款	32,686
Prepayments and other receivables	預付賬款及其他應收款項	20,097
Cash and cash equivalents	現金及現金等值項目	24,238
Accruals and other payables	應計費用及其他應付款項	(17,444)
Income tax payables	應付所得稅	(1,565)
Borrowings	借貸	(31,632)
Deferred tax liabilities	遞延稅項負債	(7,415)
Net assets identified	已識別之資產淨值	62,274

The fair value of trade and other receivables at the date of acquisition amounted to RMB32,686,000. The gross contractual amounts of those other receivables acquired amounted to RMB32,686,000 at the date of acquisition. The best estimate at acquisition date of the contractual cash flows not expected to be collected amounted to nil.

於收購日期貿易及其他應收款項之公平值達人民幣32,686,000元。於收購日期，該等已收購之其他應收款項之總合約金額達人民幣32,686,000元。於收購日期預期不可收回之合約現金流量之最佳估計為零。

45. ACQUISITION OF SUBSIDIARIES/ ACQUISITION OF ASSETS THROUGH ACQUISITION OF SUBSIDIARIES (Continued)

45. 收購附屬公司／透過收購附屬公司收購資產(續)

For the year ended 31 December 2017 (Continued)

截至二零一七年十二月三十一日止年度(續)

Acquisition of Amigo Technologies Joint Stock Company and its wholly-owned subsidiary ("Amigo Technologies") (Continued)

收購Amigo Technologies Joint Stock Company及其全資附屬公司(「Amigo Technologies」)(續)

Goodwill arising on acquisition:

收購產生之商譽:

		RMB'000 人民幣千元
Consideration transferred	轉讓代價	87,458
Less: Net assets acquired	減:已收購之資產淨值	(62,274)
Add: 49% non-controlling interests#	加:49%非控股權益#	30,514
Goodwill arising on acquisition	收購產生之商譽	55,698

Non-controlling interests recognised at the acquisition date were measured by reference to the non-controlling interests' proportionate share of the acquiree's identifiable net assets.

於收購日期確認之非控股權益乃參考非控股權益按比例分佔被收購者之可識別資產淨值計量。

Net cash outflow on acquisition of Amigo Technologies

收購Amigo Technologies之現金流出淨額

		RMB'000 人民幣千元
Cash consideration paid	**已付現金代價**	87,458
Less: cash and cash equivalent balances acquired	減:購入之現金及現金等值項目結餘	(24,238)
		63,220

Included in the profit for the year is approximately RMB14,087,000 profit attributable to the additional business generated by Amigo Technologies. Revenue for the year includes approximately RMB175,886,000 generated from Amigo Technologies.

年內溢利包括Amigo Technologies帶來之額外業務所產生之約人民幣14,087,000元之溢利。年內之收益包括由Amigo Technologies產生之約人民幣175,886,000元。

45. ACQUISITION OF SUBSIDIARIES/ ACQUISITION OF ASSETS THROUGH ACQUISITION OF SUBSIDIARIES (Continued)

For the year ended 31 December 2017 (Continued)

Acquisition of Amigo Technologies Joint Stock Company and its wholly-owned subsidiary ("Amigo Technologies") (Continued)

Had the acquisition been completed on 1 January 2017, the total amount of revenue of the Group for the year would have been RMB4,808,748,000, and net profit for the year would have been RMB1,110,550,000. The pro forma information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 January 2017, nor is it intended to be a projection of future results.

Acquisition of assets through acquisition of CSF Georgia LLC ("Georgia")

On 11 December 2017, the Group acquired a 100% equity interest in the registered capital of Georgia, a company incorporated in Georgia, from a third party independent to the Group, at cash consideration of USD35,044,000 (equivalent to approximately to RMB227,708,000). In the opinion of directors of the Company, at the acquisition date, no business has been conducted by Georgia since its establishment but only held plant and equipments (i.e. bitcoin mining computer equipments). Thus, the transaction was accounted for acquisition of assets rather than business combination.

45. 收購附屬公司／透過收購附屬公司收購資產(續)

截至二零一七年十二月三十一日止年度(續)

收購Amigo Technologies Joint Stock Company及其全資附屬公司(「Amigo Technologies」)(續)

倘收購於二零一七年一月一日完成，年內本集團總收入將為人民幣4,808,748,000元，而年內淨溢利則將為人民幣1,110,550,000元。備考資料僅作說明之用，並非代表在假設收購於二零一七年一月一日完成的情況下本集團可實際獲得的經營收入及業績，亦不代表本集團日後業績的預測。

透過收購CSF Georgia LLC(「Georgia」)收購資產

於二零一七年十二月十一日，本集團自一名獨立於本集團之第三方收購於格魯吉亞註冊成立之公司Georgia註冊股本中之全部股權，現金代價為35,044,000美元(相當於約人民幣227,708,000元)。本公司董事認為，於收購日期，Georgia自其成立以來概無開展任何業務，惟僅持有廠房及設備(即加密貨幣挖礦電腦設備)。因此，交易乃入賬為收購資產而非業務合併。

45. ACQUISITION OF SUBSIDIARIES/ ACQUISITION OF ASSETS THROUGH ACQUISITION OF SUBSIDIARIES (Continued)

45. 收購附屬公司／透過收購附屬公司收購資產(續)

For the year ended 31 December 2017 (Continued)

截至二零一七年十二月三十一日止年度(續)

Acquisition of assets through acquisition of CSF Georgia LLC ("Georgia") (Continued)

透過收購CSF Georgia LLC(「Georgia」)收購資產(續)

Assets acquired recognised at the date of acquisition are as follows:

於收購日期確認之已收購資產如下:

		RMB'000 人民幣千元
Plant and equipment	廠房及設備	227,708
Net assets identified	已識別之資產淨值	227,708

Net cash outflow on acquisition of Georgia

收購Georgia之現金流出淨額

		RMB'000 人民幣千元
Cash consideration paid	已付現金代價	227,708

46. DISPOSAL/DEEMED DISPOSAL OF SUBSIDIARIES

46. 出售／視作出售附屬公司

For the year ended 31 December 2018

Deemed disposal of 壹房壹貸

In July 2018, the Group transferred its entire equity interests in 壹房壹貸 to a third party independent to the Group to exchange for 30.215% equity interests in 一房科技 as detailed in note 23(e). The principal activity of 壹房壹貸 is online investment and technology-enabled lending services in PRC.

The aggregate net assets of the subsidiary disposed of at the date of disposal were as follows:

截至二零一八年十二月三十一日止年度

視作出售壹房壹貸

於二零一八年七月，本集團將其於壹房壹渠的全部股權轉讓予獨立於本集團的第三方，以換取一房科技30.215%的股權，詳情載於附註23(e)。壹房壹貸的主要業務為於中國的在線投資及科技驅動貸款服務。

於出售日期所出售的附屬公司的資產淨值總額如下：

		RMB'000 人民幣千元
Plant and equipment	廠房及設備	18
Loan receivables	應收貸款	270,000
Trade receivables	貿易應收款	10,642
Prepayment and other receivables	預付賬款及其他應收款項	35,737
Amount due from shareholders	應收股東款項	117,333
Bank balances and cash	銀行結餘及現金	85,010
Accruals and other payables	應計費用及其他應付款項	(1,365)
Borrowings	借貸	(230,133)
Income tax payables	應付所得稅	(2,056)
Net assets disposed of	出售資產淨值	285,186
Loss on deemed disposal of a subsidiary	**視作出售一間附屬公司之虧損**	
Fair value of 30.215% equity interests in 一房科技	於一房科技30.215%股權之公平值	213,547
Deferred tax liabilities released upon deemed disposal of a subsidiary (Note 37)	於視作出售一間附屬公司時解除之遞延稅項負債（附註37）	2,556
Net assets disposed of	出售資產淨值	(285,186)
Loss on deemed disposal of a subsidiary	視作出售一間附屬公司之虧損	(69,083)
Net cash outflow arising on disposal	**出售產生之現金流出淨額**	
Bank balances and cash disposed of	出售銀行結餘及現金	(85,010)

46. DISPOSAL/DEEMED DISPOSAL OF SUBSIDIARIES (Continued)

46. 出售／視作出售附屬公司(續)

For the year ended 31 December 2018 (Continued)

截至二零一八年十二月三十一日止年度(續)

Deemed disposal of 比飛力

During the year ended 31 December 2018, 100% equity interest in 比飛力 was diluted to 49.4% by new capital injected by independent investors. As a result, a gain on deemed disposal of subsidiaries was recorded. Subsequent to the deemed disposal interest in 比飛力 is accounted as interest in associates due to loss of its controlling stake at 比飛力 accordingly.

視作出售比飛力

截至二零一八年十二月三十一日止年度，比飛力的100%股權被獨立投資者註入的新資本攤薄至49.4%。因此，錄得視作出售附屬公司之收益。於視作出售事項後，比飛力之權益因失去於比飛力的控股權而入賬為於聯營公司之權益。

The aggregate net liabilities of the subsidiary disposed of at the date of deemed disposal were as follows:

於視作出售日期所出售的附屬公司的負債淨額總額如下：

		RMB'000 人民幣千元
Plant and equipment	廠房及設備	35
Prepayment and other receivables	預付賬款及其他應收款項	96,349
Bank balances and cash	銀行結餘及現金	700
Accruals and other payables	應計費用及其他應付款項	(2,030)
Amount due to shareholders	應付股東款項	(96,381)
Income tax recoverable	可收回所得稅	802
Net liabilities disposed of	出售負債淨額	(525)
Gain on deemed disposal of a subsidiary	**視作出售一間附屬公司之收益**	
Fair value of 49.4% equity interests in 比飛力	於比飛力49.4%股權之公平值	–
Exchange reserve released upon deemed disposal of a subsidiary	於視作出售一間附屬公司時解除之匯兑儲備	(5)
Net liabilities disposed of	出售負債淨額	525
Gain on deemed disposal of a subsidiary	視作出售一間附屬公司之收益	520
Net cash outflow arising on disposal	**出售產生之現金流出淨額**	
Bank balances and cash disposed of	出售銀行結餘及現金	(700)

46. DISPOSAL/DEEMED DISPOSAL OF SUBSIDIARIES (Continued)

46. 出售／視作出售附屬公司(續)

For the year ended 31 December 2018 (Continued)

截至二零一八年十二月三十一日止年度(續)

Disposal of 上海深隆商務諮詢有限公司

On 14 May 2018, the Group disposed of its 100% equity interest in 上海深隆商務諮詢有限公司, to independent third parties for a total cash consideration of approximately RMB407,542,000.

The aggregate net assets of the subsidiary disposed of at the date of disposal were as follows:

出售上海深隆商務諮詢有限公司

於二零一八年五月十四日，本集團向獨立第三方出售其於上海深隆商務諮詢有限公司的100%股權，總現金代價約為人民幣407,542,000元。

於出售日期所出售的附屬公司的資產淨值總額如下：

		RMB'000 人民幣千元
Investment property	投資物業	576,000
Other receivables	其他應收款項	8,353
Bank balances and cash	銀行結餘及現金	7,060
Accruals and other payables	應計費用及其他應付款項	(35,692)
Borrowings	借貸	(153,927)
Deferred tax liabilities (Note 37)	遞延税項負債(附註37)	(37,012)
Net assets disposed of	出售資產淨值	364,782
Gain on disposal of a subsidiary	**出售一間附屬公司之收益**	
Consideration received	已收代價	407,542
Net assets disposed of	出售資產淨值	(364,782)
Gain on disposal of a subsidiary	出售一間附屬公司之收益	42,760
Net cash inflow arising on disposal	**出售產生之現金流入淨額**	
Cash consideration received	已收現金代價	407,542
Bank balances and cash disposed of	出售銀行結餘及現金	(7,060)
		400,482

46. DISPOSAL/DEEMED DISPOSAL OF SUBSIDIARIES (Continued)

46. 出售／視作出售附屬公司(續)

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

Disposal of 9888.cn

On 30 March 2017, the Group entered into a sales agreement to dispose of its entire equity interest in 9888.cn, to an independent third party for a total cash consideration of HK$580,000,000 (equivalent to RMB507,384,000).

The aggregate net assets of the subsidiary disposed of at the date of disposal were as follows:

出售金融工場

於二零一七年三月三十日，本集團訂立銷售協議，以向一名獨立第三方出售其於金融工場之全部股權，總現金代價為580,000,000港元（相等於人民幣507,384,000元）。

已出售附屬公司於出售日期之資產淨值總額如下：

		RMB'000 人民幣千元
Plant and equipment	廠房及設備	2,012
Intangible assets	無形資產	40,127
Loan receivables	應收貸款	40,000
Trade receivables	貿易應收款	3,281
Prepayment and other receivables	預付賬款及其他應收款	83,863
Bank balances and cash	銀行結餘及現金	4,094
Accruals and other payables	應計費用及其他應付款項	(4,124)
Corporate bonds	公司債券	(89,005)
Deferred tax liabilities	遞延税項負債	(10,032)
Net assets disposed of	出售資產淨值	70,216
Gain on disposal of a subsidiary	**出售一間附屬公司之收益**	
Consideration received and receivable	已收及應收代價	507,384
Net assets disposed of	出售資產淨值	(70,216)
Accrued interest of corporate bonds	應計公司債券利息	(17,043)
Goodwill	商譽	(12,027)
Gain on disposal of a subsidiary	出售一間附屬公司之收益	408,098
Net cash inflow arising on disposal	**出售產生之現金流入淨額**	
Cash consideration received	已收現金代價	507,384
Bank balances and cash disposed of	出售銀行結餘及現金	(4,094)
		503,290

47. RELATED PARTIES TRANSACTIONS

In addition to those related party information disclosed elsewhere in the consolidated financial statements, the following is a summary of significant related parties transactions:

47. 關連人士交易

於本年度內，除綜合財務報表其他部分已披露之該等關連人士資料外，重大關連人士交易概要如下：

(a) Significant transactions with related parties

(a) 與關連人士進行之重大交易

		Notes 附註	**2018 二零一八年 RMB'000 人民幣千元**	2017 二零一七年 RMB'000 人民幣千元
Rental expenses paid to 北京霄雲華園置業有限公司	已付租金開支 北京霄雲華園置業有限公司	(i)、(ii)	**–**	2,366
UCF Holdings Group Limited (formerly known as"China UCF Group Co. Limited") ("UCF Holdings")	先鋒控股集團有限公司（前稱為「中國先鋒金融集團有限公司」）（「先鋒控股」）	(i)	**4,766**	4,717
Financial guarantee to secure bank loan granted to an associate	向一間聯營公司授出財務擔保以取得銀行貸款	(iii)	**127,242**	–

Notes:

(i) These companies are owned by Mr. Zhang Zhenxin, a substantial shareholder of the Company.

(ii) Mr. Zhang no longer has interest in 北京霄雲華園置業有限公司 with effect from 21 April 2017 and thus 北京霄雲華園置業有限公司 ceased to be a connected party of the Company.

(iii) During the year ended 31 December 2018, the Group provided financial guarantee by pledging the bank deposits of 127,242,000 (note 31) to secure bank loan granted to 壹房壹貸's short-term bank borrowings. The directors of the Company have assessed the financial position of the associate and concluded that the loss allowance for such financial guarantee is insignificant.

附註：

(i) 該等公司由本公司主要股東張振新先生擁有。

(ii) 張先生不再於北京霄雲華園置業有限公司擁有權益，自二零一七年四月二十一日起生效，北京霄雲華園置業有限公司因此不再為本公司之關連人士。

(iii) 截至二零一八年十二月三十一日止年度，本集團通過質押銀行存款127,242,000元提供融資擔保（附註31），以取得授予壹房壹貸之銀行貸款（短期銀行借貸）。本公司董事已對該聯營公司之財務狀況進行評估，並斷定該融資擔保虧損撥備屬不重大。

47. RELATED PARTIES TRANSACTIONS (Continued)

47. 關連人士交易(續)

(b) Significant balances with related parties

(b) 與關連人士之重大結餘

Name of related companies	關連公司名稱	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Vast Well International Limited	浩佳國際有限公司	**189,504**	190,724
上海鑫珮創業投資管理合夥企業（有限合夥）	上海鑫珮創業投資管理合夥企業（有限合夥）	**905**	(6,446)
重慶深璟企業管理諮詢有限公司	重慶深璟企業管理諮詢有限公司	**(99,544)**	(99,580)
重慶潤科股權投資基金合夥企業（有限合夥）	重慶潤科股權投資基金合夥企業（有限合夥）	**(79,403)**	(79,437)
上海鼎慎投資諮詢有限公司	上海鼎慎投資諮詢有限公司	**(2,350)**	(2,350)

Key management personnel remuneration

Key management personnel represents directors of the Company and five highest paid individuals including directors of the Company. The remuneration of the key management personnel which comprises the directors of the Company only was as follows:

主要管理人員的酬金

主要管理人員指本公司董事及本公司五位最高薪人士(包括董事)。主要管理人員(僅包括本公司董事)之薪酬如下:

		For the year ended 31 December 截至十二月三十一日止年度 2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Short-term benefit	短期福利	**16,760**	15,972
Post-employment benefits	離職後福利	**75**	84
Share-based payment expenses	以股份支付之支出	**30,640**	50,039
		47,475	66,095

The remuneration of directors of the Company and key executives is determined by the remuneration committee having regard to the performance of individuals and market trends.

本公司董事及主要行政人員之薪酬乃由薪酬委員會根據個人表現及市場趨勢釐定。

48. MAJOR NON-CASH TRANSACTIONS

During the year ended 31 December 2018, the Group transferred its entire equity interests in 壹房壹貸 to independent third parties independent to the Group to exchange for 30.215% equity interests in 一房科技 as detailed in note 23(e).

During the years ended 31 December 2018 and 2017, certain of the convertible bonds were converted as detailed in note 39.

During the year ended 31 December 2017, the Group acquired certain equity interests over BitFury by issuance of new shares as detailed in the note 42(b).

48. 主要非現金交易

誠如附註23(e)所詳述，於截至二零一八年十二月三十一日止年度，本集團將其於壹房壹貸的全部股權轉讓予本集團的獨立第三方，以換取一房科技30.215%的股權。

誠如附註39所詳述，於截至二零一八年及二零一七年十二月三十一日止年度，若干可換股債券乃予以轉換。

誠如附註42(b)所詳述，於截至二零一七年十二月三十一日止年度，本集團通過發行新股份收購若干BitFury股權。

49. SHARE OPTION SCHEME

(a) Pre-IPO Share Option Scheme

Pursuant to the written resolution of the shareholders of the Company on 4 November 2010, the Company has adopted a Pre-IPO Share Option Scheme (the "Pre-IPO Scheme") whereby three executive directors of the Group were granted the rights to subscribe for shares of the Company.

The total number of shares which may be issued upon the exercise of all options granted under the Pre-IPO Scheme is 64,000,000 shares which were granted on 4 November 2010 with subscription price of HK$0.3125 per share.

The options granted under the Pre-IPO Scheme have vesting period ranging from six to eighteen months commencing from 4 November 2010, being the grant date of the options and the options are exercisable for a period of 5 years. The Company has no legal or contractual obligation to repurchase or settle the options in cash.

49. 購股權計劃

(a) 首次公開發售前購股權計劃

根據本公司股東於二零一零年十一月四日之書面決議案，本公司採納首次公開發售前購股權計劃(「首次公開發售前購股權計劃」)，據此，本集團三名執行董事獲授予認購本公司股份之權利。

於行使根據首次公開發售前購股權計劃授出之全部購股權時可能發行之股份總數為64,000,000股，該等購股權乃於二零一零年十一月四日獲授出，每股認購價為0.3125港元。

根據首次公開發售前購股權計劃授出之各購股權有自二零一零年十一月四日(即購股權授出日期)開始之六至十八個月之歸屬期，而購股權於五年期間內可行使。本公司並無法定或合約責任須以現金購買或結算購股權。

49. SHARE OPTION SCHEME (Continued)

(b) Share Option Scheme

The Company has also adopted a Share Option Scheme (the "Share Option Scheme") pursuant to the written resolution of the shareholders on 4 November 2010. The Share Option Scheme will remain in force for a period of 10 years, commencing on 19 November 2010.

The maximum number of shares that may be allotted and issued upon exercise of all options which then has been granted and have yet to be exercised under the Share Option Scheme and any other share option schemes of the Company shall not in aggregate exceed 30% of the shares in issue from time to time. Unless approved by the shareholders, no option shall be granted to any person which if exercised in full would result in the total number of shares issued and to be issued upon exercise of the share options already granted or to be granted to such person (including exercised and outstanding share options) in the 12-month period up to and including the date of such new grant exceeding 1% of the total number of shares in issue as at the date of such new grant.

49. 購股權計劃(續)

(b) 購股權計劃

本公司亦已根據二零一零年十一月四日之股東書面決議案採納一項購股權計劃(「購股權計劃」)。購股權計劃由二零一零年十一月十九日起有效期為十年。

於行使根據購股權計劃及本公司任何其他購股權計劃授出及有待行使之所有購股權時可能配發及發行之股份最高數目合計不得超過不時已發行股份之30%。除非獲股東批准,否則倘若悉數行使將引致於截至有關新授出日期(包括該日)至十二個月期間內在行使已授予或將授予任何人士之購股權(包括已行使及尚未行使之購股權)後所發行及將發行之股份總數超過於新授出日期之已發行股份總數之1%,則不得向該人士授予任何購股權。

49. SHARE OPTION SCHEME (Continued)

(b) Share Option Scheme (Continued)

Share options granted to the directors of the Company, chief executive or substantial shareholders or any of their respective associates is subject to the approval of the Independent Non-Executive Directors ("INEDs"). In addition, any grant of share options to a substantial shareholder or an INED or any of their respective associates, in excess of 0.1% of the shares of the Company in issue and with an aggregate value (based on the closing price of the Company's shares at the date of grant) in excess of HK$5 million, within any 12-month period, is subject to the approval of the shareholders of the Company in a general meeting.

The exercise price of the share options is determined by the Board, but shall not be less than whichever is the highest of (i) the closing price of the Company's shares as stated in the Stock Exchange's daily quotation sheet on the date of offer; (ii) the average closing price of the Company's shares as stated in the Stock Exchange's daily quotation sheet for the five trading days immediately preceding the date of offer, and (iii) the nominal value of the Company's share.

The offer of a grant of share options under the Share Option Scheme may be accepted within a period as specified in the offer, upon payment of a nominal consideration of HK$1 in total by the grantee. The Board may at its discretion determine the minimum period for which the option has to be held or other restrictions before the option can be exercised.

An option under the Share Option Scheme may be exercised in accordance with the terms of the Share Option Scheme at any time during a period as determined by the board of directors of the Company, which must not be more than 10 years from the date of the grant.

49. 購股權計劃(續)

(b) 購股權計劃(續)

將購股權授予本公司董事、主要行政人員或主要股東或彼等各自之聯繫人士須經獨立非執行董事(「獨立非執行董事」)批准。此外,於任何十二個月期間內將任何購股權授予主要董事或獨立非執行董事或彼等各自之聯繫人士如超過本公司已發行股份0.1%及總價值超逾5,000,000港元(以本公司於授出日期之收市價計算)須經本公司股東於股東大會上批准。

購股權之行使價乃經董事會釐定,惟不得低於下列最高者:(i)本公司股份於要約日期在聯交所每日報價表上所示收市價;(ii)本公司股份於緊接要約日期前五個交易日於聯交所每日報價表所示之平均收市價及(iii)本公司股份之面值。

根據購股權計劃提呈授予購股權可於提呈具體說明的期間內接納,承授人在接納時須繳付合共1港元象徵式代價。董事會可酌情決定購股權在可予行使前須予持有的最低期間或其他限制。

購股權計劃項下之購股權可根據購股權計劃之條款於本公司董事會釐定之期間(不得超過自授出日期起十年)內隨時予以行使。

49. SHARE OPTION SCHEME (Continued) 49. 購股權計劃(續)

(b) Share Option Scheme (Continued) (b) 購股權計劃(續)

Date of grant 授出日期	Vesting period 歸屬期	Exercise period 行使期	Exercise price 行使價 Before adjustment 於調整前	Exercise price 行使價 After adjustment 於調整後 (Note) (附註)
11 December 2014 二零一四年十二月十一日	11 December 2014 to 10 December 2015 二零一四年十二月十一日至二零一五年十二月十日	11 December 2015 to 10 December 2024 二零一五年十二月十一日至二零二四年十二月十日	HK$1.814 1.814港元	HK$0.3628 0.3628港元
	11 December 2014 to 10 December 2016 二零一四年十二月十一日至二零一六年十二月十日	11 December 2016 to 10 December 2024 二零一六年十二月十一日至二零二四年十二月十日	HK$1.814 1.814港元	HK$0.3628 0.3628港元
	11 December 2014 to 10 December 2017 二零一四年十二月十一日至二零一七年十二月十日	11 December 2017 to 10 December 2024 二零一七年十二月十一日至二零二四年十二月十日	HK$1.814 1.814港元	HK$0.3628 0.3628港元
	11 December 2014 to 10 December 2018 二零一四年十二月十一日至二零一八年十二月十日	11 December 2018 to 10 December 2024 二零一八年十二月十一日至二零二四年十二月十日	HK$1.814 1.814港元	HK$0.3628 0.3628港元
8 June 2015 二零一五年六月八日	8 June 2015 to 7 June 2016 二零一五年六月八日至二零一六年六月七日	8 June 2016 to 7 June 2025 二零一六年六月八日至二零二五年六月七日	HK$2.13 2.13港元	HK$0.426 0.426港元
	8 June 2015 to 7 June 2017 二零一五年六月八日至二零一七年六月七日	8 June 2017 to 7 June 2025 二零一七年六月八日至二零二五年六月七日	HK$2.13 2.13港元	HK$0.426 0.426港元
	8 June 2015 to 7 June 2018 二零一五年六月八日至二零一八年六月七日	8 June 2018 to 7 June 2025 二零一八年六月八日至二零二五年六月七日	HK$2.13 2.13港元	HK$0.426 0.426港元
	8 June 2015 to 7 June 2019 二零一五年六月八日至二零一九年六月七日	8 June 2019 to 7 June 2025 二零一九年六月八日至二零二五年六月七日	HK$2.13 2.13港元	HK$0.426 0.426港元

49. SHARE OPTION SCHEME (Continued) 49. 購股權計劃(續)

(b) Share Option Scheme (Continued) (b) 購股權計劃(續)

Date of grant 授出日期	Vesting period 歸屬期	Exercise period 行使期	Exercise price 行使價 Before adjustment 於調整前	Exercise price 行使價 After adjustment 於調整後 (Note) (附註)
11 December 2015 二零一五年十二月十一日	11 December 2015 to 10 December 2016 二零一五年十二月十一日至二零一六年十二月十日	11 December 2016 to 10 December 2025 二零一六年十二月十一日至二零二五年十二月十日	HK$3.37 3.37港元	HK$0.674 0.674港元
	11 December 2015 to 10 December 2017 二零一五年十二月十一日至二零一七年十二月十日	11 December 2017 to 10 December 2025 二零一七年十二月十一日至二零二五年十二月十日	HK$3.37 3.37港元	HK$0.674 0.674港元
	11 December 2015 to 10 December 2018 二零一五年十二月十一日至二零一八年十二月十日	11 December 2018 to 10 December 2025 二零一八年十二月十一日至二零二五年十二月十日	HK$3.37 3.37港元	HK$0.674 0.674港元
5 July 2016 二零一六年七月五日	5 July 2016 to 4 July 2017 二零一六年七月五日至二零一七年七月四日	5 July 2017 to 4 July 2026 二零一七年七月五日至二零二六年七月四日	HK$3.49 3.49港元	HK$0.698 0.698港元
	5 July 2017 to 4 July 2018 二零一七年七月五日至二零一八年七月四日	5 July 2018 to 4 July 2026 二零一八年七月五日至二零二六年七月四日	HK$3.49 3.49港元	HK$0.698 0.698港元
	5 July 2018 to 4 July 2019 二零一八年七月五日至二零一九年七月四日	5 July 2019 to 4 July 2026 二零一九年七月五日至二零二六年七月四日	HK$3.49 3.49港元	HK$0.698 0.698港元

49. SHARE OPTION SCHEME (Continued) 49. 購股權計劃(續)

(b) Share Option Scheme (Continued) (b) 購股權計劃(續)

Date of grant 授出日期	Vesting period 歸屬期	Exercise period 行使期	Exercise price 行使價 Before adjustment 於調整前	Exercise price 行使價 After adjustment 於調整後 (Note) (附註)
8 November 2016 二零一六年十一月八日	8 November 2016 to 7 November 2017 二零一六年十一月八日至二零一七年十一月七日	8 November 2017 to 7 November 2026 二零一七年十一月八日至二零二六年十一月七日	HK$0.98 0.98港元	N/A 不適用
	8 November 2017 to 7 November 2018 二零一七年十一月八日至二零一八年十一月七日	8 November 2018 to 7 November 2026 二零一八年十一月八日至二零二六年十一月七日	HK$0.98 0.98港元	N/A 不適用
	8 November 2018 to 7 November 2019 二零一八年十一月八日至二零一九年十一月七日	8 November 2019 to 7 November 2026 二零一九年十一月八日至二零二六年十一月七日	HK$0.98 0.98港元	N/A 不適用
12 December 2016 二零一六年十二月十二日	12 December 2016 to 11 December 2017 二零一六年十二月十二日至二零一七年十二月十一日	12 December 2017 to 11 December 2026 二零一七年十二月十二日至二零二六年十二月十一日	HK$0.786 0.786港元	N/A 不適用
	12 December 2017 to 11 December 2018 二零一七年十二月十二日至二零一八年十二月十一日	12 December 2018 to 11 December 2026 二零一八年十二月十二日至二零二六年十二月十一日	HK$0.786 0.786港元	N/A 不適用
	12 December 2018 to 11 December 2019 二零一八年十二月十二日至二零一九年十二月十一日	12 December 2019 to 11 December 2026 二零一九年十二月十二日至二零二六年十二月十一日	HK$0.786 0.786港元	N/A 不適用

49. SHARE OPTION SCHEME (Continued) 49. 購股權計劃(續)

(b) Share Option Scheme (Continued) (b) 購股權計劃(續)

Date of grant 授出日期	Vesting period 歸屬期	Exercise period 行使期	Exercise price 行使價 Before adjustment 於調整前	Exercise price 行使價 After adjustment 於調整後 (Note) (附註)
31 March 2017 二零一七年三月三十一日	31 March 2017 to 30 March 2018 二零一七年三月三十一日至二零一八年三月三十日	31 March 2018 to 30 March 2027 二零一八年三月三十一日至二零二七年三月三十日	HK$1.05 1.05港元	N/A 不適用
	31 March 2017 to 30 March 2019 二零一七年三月三十一日至二零一九年三月三十日	31 March 2019 to 30 March 2027 二零一九年三月三十一日至二零二七年三月三十日	HK$1.05 1.05港元	N/A 不適用
	31 March 2017 to 30 March 2020 二零一七年三月三十一日至二零二零年三月三十日	31 March 2020 to 30 March 2027 二零二零年三月三十一日至二零二七年三月三十日	HK$1.05 1.05港元	N/A 不適用
23 March 2018 二零一八年三月二十三日	23 March 2018 to 22 March 2019 二零一八年三月二十三日至二零一九年三月二十二日	23 March 2019 to 22 March 2028 二零一九年三月二十三日至二零二八年三月二十二日	HK$0.934 0.934港元	N/A 不適用
	23 March 2019 to 22 March 2020 二零一九年三月二十三日至二零二零年三月二十二日	23 March 2020 to 22 March 2028 二零二零年三月二十三日至二零二八年三月二十二日	HK$0.934 0.934港元	N/A 不適用
	23 March 2020 to 22 March 2021 二零二零年三月二十三日至二零二一年三月二十二日	31 March 2021 to 30 March 2028 二零二一年三月三十一日至二零二八年三月三十日	HK$0.934 0.934港元	N/A 不適用

Note:

The exercise price of the share options is subject to adjustment in case of rights or bonus issue or other similar changes in the Company's share capital. Following the bonus issue which completed on 30 May 2012, the exercise price and the number of the share options outstanding were adjusted accordingly.

附註:

購股權之行使價可就供股或紅股發行或本公司股本之其他類似變動作出調整。於二零一二年五月三十日完成之紅股發行後,尚未行使購股權之行使價及數目已作出相應調整。

49. SHARE OPTION SCHEME (Continued) 49. 購股權計劃(續)

(b) Share Option Scheme (Continued) (b) 購股權計劃(續)

The following table discloses movements of the Company's share options held by employees (including Directors) and business associates during the year:

下表披露於年內僱員(包括董事)及業務夥伴所持有之本公司購股權之變動:

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

Date of Grant 授出日期		Outstanding as at 1 January 2018 於二零一八年一月一日尚未行使	Granted during the year 於年內授出	Lapsed during the year 於年內失效	Cancelled during the year 於年內註銷	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
Directors	**董事**						
11 December 2014	二零一四年十二月十一日	22,000,000	–	–	–	(1,500,000)	20,500,000
11 December 2015	二零一五年十二月十一日	20,920,000	–	–	–	–	20,920,000
8 November 2016	二零一六年十一月八日	144,000,000	–	–	–	–	144,000,000
12 December 2016	二零一六年十二月十二日	24,000,000	–	–	–	–	24,000,000
23 March 2018	二零一八年三月二十三日	–	75,000,000	–	–	–	75,000,000
Employees	**僱員**						
11 December 2014	二零一四年十二月十一日	19,366,000	–	(875,000)	–	(4,250,000)	14,241,000
8 June 2015	二零一五年六月八日	18,972,000	–	(1,400,000)	–	(2,158,500)	15,413,500
11 December 2015	二零一五年十二月十一日	12,400,000	–	(1,500,000)	–	(1,800,000)	9,100,000
5 July 2016	二零一六年七月五日	17,720,100	–	(1,088,000)	–	(1,196,000)	15,436,100
12 December 2016	二零一六年十二月十二日	42,100,000	–	(6,500,000)	–	(1,200,000)	34,400,000
31 March 2017	二零一七年三月三十一日	6,000,000	–	(750,000)	–	–	5,250,000
23 March 2018	二零一八年三月二十三日	–	10,700,000	–	–	–	10,700,000
Consultants	**顧問**						
11 December 2014	二零一四年十二月十一日	121,334,000	–	–	–	(4,185,000)	117,149,000
11 December 2015	二零一五年十二月十一日	52,000,000	–	–	–	(440,000)	51,560,000
5 July 2016	二零一六年七月五日	77,200,000	–	–	–	(8,800,000)	68,400,000
12 December 2016	二零一六年十二月十二日	200,000,000	–	–	–	–	200,000,000
		778,012,100	85,700,000	(12,113,000)	–	(25,529,500)	826,069,600
Exercisable at the end of the year	於年末可行使						569,122,600
Weighted average exercise price	加權平均行使價	HK$0.704港元	HK$0.934港元	HK$0.708港元	–	HK$0.547港元	HK$0.732港元

49. SHARE OPTION SCHEME (Continued)

49. 購股權計劃(續)

(b) Share Option Scheme (Continued)

(b) 購股權計劃(續)

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

Date of Grant	授出日期	Outstanding as at 1 January 2017 於二零一七年一月一日尚未行使	Granted during the year 於年內授出	Lapsed during the year 於年內失效	Cancelled during the year 於年內註銷	Exercised during the year 於年內行使	Outstanding as at 31 December 2017 於二零一七年十二月三十一日尚未行使
Directors	**董事**						
11 December 2014	二零一四年十二月十一日	22,000,000	–	–	–	–	22,000,000
11 December 2015	二零一五年十二月十一日	20,920,000	–	–	–	–	20,920,000
8 November 2016	二零一六年十一月八日	144,000,000	–	–	–	–	144,000,000
12 December 2016	二零一六年十二月十二日	24,000,000	–	–	–	–	24,000,000
Employees	**僱員**						
11 December 2014	二零一四年十二月十一日	23,566,000	–	–	–	(4,200,000)	19,366,000
8 June 2015	二零一五年六月八日	27,088,500	–	(1,712,500)	–	(6,404,000)	18,972,000
11 December 2015	二零一五年十二月十一日	17,000,000	–	–	–	(4,600,000)	12,400,000
5 July 2016	二零一六年七月五日	22,400,000	–	(1,750,000)	–	(2,929,900)	17,720,100
12 December 2016	二零一六年十二月十二日	43,500,000	–	–	–	(1,400,000)	42,100,000
31 March 2017	二零一七年三月三十一日	–	7,250,000	(1,250,000)	–	–	6,000,000
Consultant	**顧問**						
11 December 2014	二零一四年十二月十一日	129,420,000	–	–	–	(8,086,000)	121,334,000
11 December 2015	二零一五年十二月十一日	54,000,000	–	–	–	(2,000,000)	52,000,000
5 July 2016	二零一六年七月五日	115,000,000	–	–	–	(37,800,000)	77,200,000
12 December 2016	二零一六年十二月十二日	200,000,000	–	–	–	–	200,000,000
		842,894,500	7,250,000	(4,712,500)	–	(67,419,900)	778,012,100
Exercisable at the end of year	於年末可行使						356,151,100
Weighted average exercise price	加權平均行使價	HK$0.693港元	HK$1.050港元	HK$0.693港元	–	HK$0.611港元	HK$0.704港元

85,700,000 (2017: 7,250,000) share options were granted during the year ended 31 December 2018.

於截至二零一八年十二月三十一日止年度內授出85,700,000份(二零一七年:7,250,000份)購股權。

49. SHARE OPTION SCHEME (Continued)

49. 購股權計劃(續)

(b) Share Option Scheme (Continued)

(b) 購股權計劃(續)

The fair values of share options granted were calculated using the Black-Scholes option pricing model for the years ended 31 December 2018 and 2017. The inputs into the model were as follows:

於截至二零一八年及二零一七年十二月三十一日止年度內,已授出購股權之公平值乃使用伯力克-舒爾茲期權定價模式計算。輸入該模式之數據如下:

		11 December 2014 二零一四年 十二月十一日	8 June 2015 二零一五年 六月八日	11 December 2015 二零一五年 十二月十一日	5 July 2016 二零一六年 七月五日	8 November 2016 二零一六年 十一月八日	12 December 2016 二零一六年 十二月十二日	31 March 2017 二零一七年 三月三十一日	23 March 2018 二零一八年 三月二十三日
Exercise price	行使價	HK$1.814港元	HK$2.13港元	HK$3.37港元	HK$3.49港元	HK$0.98港元	HK$0.786港元	HK$1.050港元	HK$0.934港元
Adjusted exercise price	經調整行使價	HK$0.3628港元	HK$0.426港元	HK$0.674港元	HK$0.698港元	N/A不適用	N/A不適用	N/A不適用	N/A不適用
Expected volatility	預期波幅	41.71%-42.35%	44.45%-49.47%	48.48%-50.96%	30.23%-50.51%	38.61%-52.79%	44.32%-53.52%	40%	30.00%
Expected life	預期年期	2-5 years年	2-5 years年	2-4 years年	2.5-10 years年	10 years年	10 years年	10 years年	10 years年
Expected dividend yield	預期股息收益	0.676%	0.219%	0.287%	0.264%	0.164%	0.215%	0.12%	0.070%
Risk-free rate	無風險利率	0.43%-1.237%	0.48%-1.31%	0.404%-0.895%	0.42%-0.93%	1.12%	1.57%	1.59%	2.03%

Expected volatility of the options granted under the Pre-IPO Share Option Scheme and Share Option Scheme was determined by using the historical volatility of the share price of comparable companies and the Company respectively. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioral considerations.

根據首次公開發售前購股權計劃及購股權計劃授出之購股權之預期波幅乃分別採用可資比較公司及本公司之股價之過往波幅而釐定。該模式所採用之預期年期已根據管理層之最佳估計就不可轉讓性、行使限制及行為因素作出調整。

The Group recognised the total expenses of approximately RMB71,235,000 (2017: RMB160,684,000) for the year ended 31 December 2018 in relation to share options granted by the Company.

本集團於截至二零一八年十二月三十一日止年度就本公司授出之購股權確認開支總額約人民幣71,235,000元(二零一七年:人民幣160,684,000元)。

In the opinion of directors of the Company, regarding the share option granted to Company's consultants, the fair value of the service rendered by consultants cannot reliably measured because the nature of services rendered by them includes but not limit to build up investors relationships, enhance corporate strategy and branding etc., which may not have a quantifiable and measurable effect for assessment.

本公司董事認為,就本公司顧問獲授之購股權而言,顧問提供服務之公平值無法可靠計量,原因為其提供服務之性質包括但不限於建立投資者關係,提升企業策略及品牌等,其可能並無可量化及可計量之效果以供評估。

50. OTHER FINANCIAL LIABILITIES

On 10 October 2016, the Group and the non-controlling shareholders entered into put option contracts on selling remaining equity interest of Leyu to the Group (the "Put Option"). Pursuant to the contracts, the non-controlling shareholders have been granted the right to sell its remaining equity interest at the pre-determined dates if the operating result of Leyu exceeds a profit of RMB120 million in 2017 and/or 2018. The Put Option will be settled by the Company's shares and the exercise prices are based on pre-defined calculation formula at the right of the Put Option's holders, and the Put Option will be exercisable upon the release of audited statutory financial statements for the year ended 31 December 2017 or for the year ended 31 December 2018 of Leyu. The put option liabilities on non-controlling interests amounted to RMB276,075,000 are measured at present value of exercise price and are recorded in "Other financial liabilities" on acquisition date.

As at 31 December 2017, the fair value of the Put Option amounted to RMB536,000,000, which has been arrived at on the basis of valuation carried out on the respective date by Roma Appraisals, an independent qualified professional valuer not connected to the Group. Roma Appraisals is a member of the Institute of Valuers, and have appropriate qualifications and recent experiences in the valuation of similar derivative financial instruments in the relevant locations. In the opinion of the Company's directors, the audited statutory financial statements for the year ended 31 December 2017 was expected to be released in 2018, thus, the Put Option may be exercised by the holders in the year of 2018, the balance of the Put Option amounted to RMB536,000,000 was classified as current liabilities as at 31 December 2017 accordingly.

As at 28 April 2018, the audited statutory financial statements for the year ended 31 December 2017 was released. The non-controlling shareholders did not exercise their Put Option within the exercisable period and the Put Option for the year 2017 was lapsed.

For the year ended 31 December 2018, the operating result of Leyu did not exceed a profit of RMB120 million, thus, the Put Option for the year 2018 was lapsed. The balance of the Put Option amounted to nil was recognised as at 31 December 2018.

50. 其他金融負債

於二零一六年十月十日，本集團與非控股股東就向本集團出售Leyu之剩餘股權訂立認沽期權合約（「認沽期權」）。根據該等合約，非控股股東已獲授權利，可在Leyu之經營業績於二零一七年及／或二零一八年超過溢利人民幣120,000,000元之情況下於預先釐定日期出售其餘下股權。認沽期權將以本公司股份結算及行使價可由認沽期權持有人按預先界定的計算公式釐定，且認沽期權可於Leyu截至二零一七年十二月三十一日止年度或截至二零一八年十二月三十一日止年度之經審核法定財務報表發佈後行使。有關非控股權益之人民幣276,075,000元認沽期權負債乃按行使價現值計量並於收購日期於「其他金融負債」入賬。

於二零一七年十二月三十一日，認沽期權之公平值為人民幣536,000,000元，此金額是由與本集團並無關連之獨立合資格專業估值師羅馬評估於有關日期根據進行的估值達致。羅馬評估為估值師公會之會員，其於對有關位置之類似衍生金融工具進行估值方面擁有合適資格及近期經驗。本公司董事認為，截至二零一七年十二月三十一日止年度之經審核法定財務報表預期將於二零一八年發佈，因此，認沽期權於二零一八年可能獲持有人行使，認沽期權之餘額人民幣536,000,000元相應於二零一七年十二月三十一日分類為流動負債。

於二零一八年四月二十八日，截至二零一七年十二月三十一日止年度之經審核法定財務報表已刊發。非控股股東並無於可行使期間行使其認沽期權，且二零一七年之認沽期權已失效。

截至二零一八年十二月三十一日止年度，Leyu之經營業績並無超過溢利人民幣120,000,000元，故二零一八年之認沽期權失效。認沽期權餘額零元於二零一八年十二月三十一日確認。

51. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY

51. 有關本公司之財務狀況表之資料

Statement of financial position of the Company at the end of the reporting period is as follows:

於報告期末本公司之財務狀況表如下：

		Notes 附註	As at 31 December 於十二月三十一日 2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Non-current asset	**非流動資產**			
Investments in subsidiaries	於附屬公司之投資	a	**–**	–
Financial assets at fair value through other comprehensive income	按公平值計量且其變動計入其他全面收入之金融資產		**50,356**	–
			50,356	–
Current assets	**流動資產**			
Prepayments and other receivables	預付賬款及其他應收款項		**1,731**	325
Amounts due from subsidiaries	應收附屬公司款項	c	**5,974,673**	5,901,103
Amounts due from joint ventures	應收合營企業款項	c/24	**1,676**	67
Amounts due from associates	應收聯營公司款項	c/23	**113,492**	1,332
Financial assets at fair value through profit or loss/held for trading investments	按公平值計入損益之金融資產/ 持作買賣投資		**2,379**	45,892
Bank balances and cash	銀行結餘及現金		**116,398**	11,330
			6,210,349	5,960,049
Current liabilities	**流動負債**			
Accruals	應計費用		**10,034**	14,081
Amounts due to subsidiaries	應付附屬公司款項	c	**322,965**	228,007
Amounts due to related companies	應付關連公司款項		**414**	–
Borrowings	借貸		**689,850**	640,570
Corporate bonds	公司債券		**182,903**	–
Convertible bonds	可換股債券		**1,172,406**	269,840
			2,378,572	1,152,498
Net current assets	**流動資產淨值**		**3,831,777**	4,807,551
Total assets less current liabilities	**總資產減流動負債**		**3,882,133**	4,807,551
Non-current liabilities	**非流動負債**			
Corporate bonds	公司債券		**271,451**	61,732
Convertible bonds	可換股債券		**–**	1,035,305
			271,451	1,097,037
Net assets	**資產淨值**		**3,610,682**	3,710,514
Capital and reserves	**資本及儲備**			
Share Capital	股本		**385,717**	373,512
Reserves	儲備	b	**3,224,965**	3,337,002
Total equity	**權益總額**		**3,610,682**	3,710,514

51. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

51. 有關本公司之財務狀況表之資料(續)

(a) Investments in subsidiaries

(a) 於附屬公司之投資

		As at 31 December 於十二月三十一日 2018 二零一八年	2017 二零一七年
Unlisted investments, at cost	非上市投資，按成本	**RMB56 人民幣56元**	RMB56 人民幣56元

Details of the principal subsidiaries held by the Company as at 31 December 2018 and 2017 are as follows:

於二零一八年及二零一七年十二月三十一日，本公司持有之主要附屬公司之詳情如下：

Name of subsidiary 附屬公司名稱	Place and date of incorporation/ establishment/operations 註冊成立／成立／營業地點及日期	Class of shares held 所持股份類別	Issued and fully paid share capital/ registered capital 已發行及繳足股本／註冊資本	Proportion ownership interest held by the Company 本公司持有的擁有權權益比例 Directly 直接 2018 二零一八年	Directly 2017 二零一七年	Indirectly 間接 2018 二零一八年	Indirectly 2017 二零一七年	Principal activities 主要業務
Ever Step Holdings Ltd. 永階控股有限公司	BVI 7 December 2009 英屬處女群島 二零零九年十二月七日	Ordinary shares 普通股	USD1/USD50,000 1美元／50,000美元	**100%** **不適用**	100% 不適用	**N/A** **不適用**	N/A 不適用	Investment holding 投資控股
Vigo Hong Kong Investment Ltd. 滙高香港投資有限公司	Hong Kong 2 September 2008 香港 二零零八年九月二日	Ordinary shares 普通股	HKD1/HKD100,000 1港元／100,000港元	**N/A** **不適用**	N/A 不適用	**100%**	100%	Money lending business 放債業務
峻岭物業顧問(上海)有限公司 (Note (ii)) 峻岭物業顧問（上海）有限公司（附註(ii)）	The PRC 5 May 1998 中國 一九九八年五月五日	Registered capital 註冊資本	USD3,600,000/ USD3,600,000 3,600,000美元／3,600,000美元	**N/A** **不適用**	N/A 不適用	**100%**	100%	Financial consultancy services and entrusted loans business 財務諮詢服務及委託貸款業務
上海銀通 (Notes (i) & (iii)) 上海銀通（附註(i)及(iii)）	The PRC 11 June 2003 中國 二零零三年六月十一日	Registered capital 註冊資本	RMB40,000,000/ RMB40,000,000 人民幣40,000,000元／人民幣40,000,000元	**N/A** **不適用**	N/A 不適用	**100%**	100%	Pawn loans business 典當貸款業務
上海深隆商務諮詢有限公司 (Note (i)) 上海深隆商務諮詢有限公司（附註(i)）	The PRC 15 November 2012 中國 二零一二年十一月十五日	Registered capital 註冊資本	RMB258,500,000/ RMB300,000,000 人民幣258,500,000元／人民幣300,000,000元	**N/A** **不適用**	N/A 不適用	**N/A** **不適用**	100%	Investment property holding 投資物業持有

51. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

51. 有關本公司之財務狀況表之資料(續)

(a) Investments in subsidiaries (Continued)

Details of the principal subsidiaries held by the Company as at 31 December 2018 and 2017 are as follows: (Continued)

(a) 於附屬公司之投資(續)

於二零一八年及二零一七年十二月三十一日,本公司持有之主要附屬公司之詳情如下:(續)

Name of subsidiary 附屬公司名稱	Place and date of incorporation/establishment/operations 註冊成立/成立/營業地點及日期	Class of shares held 所持股份類別	Issued and fully paid share capital/registered capital 已發行及繳足股本/註冊資本	Proportion ownership interest held by the Company 本公司持有的擁有權權益比例				Principal activities 主要業務
				Directly 直接		Indirectly 間接		
				2018 二零一八年	2017 二零一七年	2018 二零一八年	2017 二零一七年	
上海峻屹商務諮詢有限公司 (Note (i)) 上海峻屹商務諮詢有限公司(附註(i))	The PRC 19 November 2012 中國 二零一二年十一月十九日	Registered capital 註冊資本	RMB60,000,000/RMB60,000,000 人民幣60,000,000元/人民幣60,000,000元	**N/A** **不適用**	N/A 不適用	**100%** **100%**	100% 100%	Entrusted loan financing services 委託貸款融資服務
UCF 先鋒	Hong Kong 23 December 2011 香港 二零一一年十二月二十三日	Ordinary shares 普通股	HKD10,000/HKD10,000 10,000港元/10,000港元	**N/A** **不適用**	N/A 不適用	**100%** **100%**	100% 100%	Investment holding 投資控股
合肥建信 (Note (ii)) 合肥建信(附註(ii))	The PRC 20 October 2010 中國 二零一零年十月二十日	Registered capital 註冊資本	RMB40,000,000/RMB40,000,000 人民幣40,000,000元/人民幣40,000,000元	**N/A** **不適用**	N/A 不適用	**100%** **100%**	100% 100%	Microfinance services 小額貸款服務
大連先鋒匯通投資諮詢有限公司 (Note (ii)) 大連先鋒匯通投資諮詢有限公司(附註(ii))	The PRC 1 August 2012 中國 二零一二年八月一日	Registered capital 註冊資本	RMB630,120/RMB630,120 人民幣630,120元/人民幣630,120元	**N/A** **不適用**	N/A 不適用	**100%** **100%**	100% 100%	Investment holding 投資控股
先鋒支付 (Notes (ii) & (iii)) 先鋒支付(附註(ii)及(iii))	The PRC 12 July 2007 中國 二零零七年七月十二日	Registered capital 註冊資本	RMB10,000,000/RMB10,000,000 人民幣10,000,000元/人民幣10,000,000元	**N/A** **不適用**	N/A 不適用	**100%** **100%**	100% 100%	Third party payment 第三方支付
上海華勵商務諮詢有限公司 (Note (i)) 上海華勵商務諮詢有限公司(附註(i))	The PRC 28 November 2012 中國 二零一二年十一月二十八日	Registered capital 註冊資本	RMB100,000/RMB100,000 人民幣100,000元/人民幣100,000元	**N/A** **不適用**	N/A 不適用	**100%** **100%**	100% 100%	Financial consultancy services 財務諮詢
壹房壹貸 (Note (ii)) 壹房壹貸(附註(ii))	The PRC 14 March 2014 中國 二零一四年三月十四日	Registered capital 註冊資本	RMB9,922,500/RMB12,500,000 人民幣9,922,500元/人民幣12,500,000元	**N/A** **不適用**	N/A 不適用	**N/A** **不適用**	100% 100%	P2P loan service P2P貸款服務

51. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

51. 有關本公司之財務狀況表之資料(續)

(a) Investments in subsidiaries (Continued)

Details of the principal subsidiaries held by the Company as at 31 December 2018 and 2017 are as follows: (Continued)

(a) 於附屬公司之投資(續)

於二零一八年及二零一七年十二月三十一日,本公司持有之主要附屬公司之詳情如下:(續)

Name of subsidiary 附屬公司名稱	Place and date of incorporation/establishment/operations 註冊成立/成立/營業地點及日期	Class of shares held 所持股份類別	Issued and fully paid share capital/registered capital 已發行及繳足股本/註冊資本	Proportion ownership interest held by the Company 本公司持有的擁有權權益比例				Principal activities 主要業務
				Directly 直接		Indirectly 間接		
				2018 二零一八年	2017 二零一七年	2018 二零一八年	2017 二零一七年	
深圳起源科技天下有限公司 (Note (iii))	The PRC 25 November 2014	Registered capital	RMB5,000,000/RMB5,000,000	**N/A**	N/A	**51%**	51%	Provision of social gaming service
深圳起源科技天下有限公司(附註(iii))	中國 二零一四年十一月二十五日	註冊資本	人民幣5,000,000元/人民幣5,000,000元	**不適用**	不適用	**51%**	51%	提供社交遊戲服務
北京掌眾科技有限公司 (Note (iii))	The PRC 5 January 2011	Registered capital	USD700,000/USD1,000,000	**N/A**	N/A	**48%**	48%	Provision of online microfinance service
北京掌眾軟件技術有限責任公司(附註(iii))	中國 二零一一年一月五日	註冊資本	700,000美元/1,000,000美元	**不適用**	不適用	**48%**	48%	提供網上小額融資服務
Amgio Technologies Joint Stock Company	Vietnam 11 April 2008	Registered charter capital	VND74,469,900,000VND74,469,900,000	**N/A**	N/A	**51%**	51%	Provision of third party payment services and IT solution services
Amigo Technologies Joint Stock Company	越南 二零零八年四月十一日	註冊資本	74,469,900,000越南盾/74,469,900,000越南盾	**不適用**	不適用	**51%**	51%	提供第三方支付服務及IT解決方案服務
Easy Beyond Limited	BVI 28 August 2017	Ordinary shares	US$1/US$50,000	**N/A**	N/A	**100%**	100%	Investment Holding
易越有限公司	英屬處女群島 二零一七年八月二十八日	普通股	1美元/50,000美元	**不適用**	不適用	**100%**	100%	投資控股
CSF Georgia LLC	Georgia 6 September 2017	Authorised chartered capital	US$35,043,980/US$35,043,980	**N/A**	N/A	**100%**	100%	Provision of transaction verification services
CSF Georgia LLC	格魯吉亞 二零一七年九月六日	法定註冊資本	35,043,980美元/35,043,980美元	**不適用**	不適用	**100%**	100%	提供交易審核服務
K&R International Limited	Hong Kong 15 July 2010	Ordinary shares	HK$80,000,000/HK$80,000,000	**N/A**	N/A	**100%**	N/A	Third party payment
僑達國際有限公司	香港 二零一零年七月十五日	普通股	80,000,000港元/80,000,000港元	**不適用**	不適用	**100%**	不適用	第三方支付
北京博軒管理咨詢有限公司	The PRC 25 April 2017	Registered capital	RMB5,000,000/RMB5,000,000	**N/A**	N/A	**51%**	N/A	Provision of exhibition services
北京博軒管理咨詢有限公司	中國 二零一七年四月二十五日	註冊資本	人民幣5,000,000元/人民幣5,000,000元	**不適用**	不適用	**51%**	不適用	提供展覽服務

51. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

(a) Investments in subsidiaries (Continued)

Details of the principal subsidiaries held by the Company as at 31 December 2018 and 2017 are as follows: (Continued)

Notes:

(i) These entities were established in the PRC as domestic companies.

(ii) These entities were established in the PRC as wholly foreign-owned enterprises.

(iii) No equity interests were held by the Company. The Company has control over the subsidiaries through the structured contracts.

In the opinion of the directors of the Company, the subsidiaries of the Company listed in the above table principally affected the results, assets and liabilities of the Group. To give details of other subsidiaries would result in particular of excessive length.

None of the subsidiaries had any debt securities issued subsisting at the end of both years or any time during both years.

51. 有關本公司之財務狀況表之資料(續)

(a) 於附屬公司之投資(續)

於二零一八年及二零一七年十二月三十一日，本公司持有之主要附屬公司之詳情如下：(續)

附註：

(i) 該等實體均為於中國成立的內資公司。

(ii) 該等實體均為於中國成立的外商獨資企業。

(iii) 本公司並無持有股本權益。本公司透過架構合約控制附屬公司。

本公司董事認為，上表所列之本公司附屬公司主要影響本集團之業績、資產及負債。提供其他附屬公司之詳情將導致內容過於冗長。

概無附屬公司擁有任何於兩個年度末或兩個年度內任何時間存在之已發行債務證券。

51. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

51. 有關本公司之財務狀況表之資料(續)

(a) Investments in subsidiaries (Continued)

(a) 於附屬公司之投資(續)

Composition of the Group

本集團構成

Information about the composition of the Group other than the principal subsidiaries disclose above at the end of the reporting period is as follows:

於報告期末,本集團構成(不包括上文披露之主要附屬公司)之資料如下:

Principal activities 主要業務	Places of incorporation and operation 註冊成立及營業地點	Number of wholly-owned subsidiaries 全資附屬公司數目	
		2018 二零一八年	2017 二零一七年
Investment holding 投資控股	Hong Kong 香港	**25**	22
	BVI 英屬處女群島	**38**	32
	The PRC 中國	**5**	6
	Singapore 新加坡	**2**	2
	Canada 加拿大	**1**	1
	Malaysia 馬來西亞	**3**	–
Financial consultancy services 財務諮詢服務	The PRC 中國	**9**	10
Third party payment service 第三方支付服務	The PRC 中國	**1**	1
Online investment and technology-enabled lending services 在線投資及科技驅動貸款服務	The PRC 中國	**1**	1
		85	75

51. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY(Continued)

51. 有關本公司之財務狀況表之資料(續)

(a) Investments in subsidiaries (Continued)

(a) 於附屬公司之投資(續)

Composition of the Group (Continued)

本集團構成(續)

Principal activities 主要業務	Places of incorporation and operation 註冊成立及營業地點	Number of non-wholly owned subsidiaries 非全資附屬公司數目 2018 二零一八年	2017 二零一七年
Investment holding 投資控股	Hong Kong 香港	**4**	4
	BVI 英屬處女群島	**3**	3
	Vietnam 越南	**1**	1
Financial consultancy services 財務諮詢服務	The PRC 中國	**4**	4
Third party payment services 第三方支付服務	Vietnam 越南	**1**	1
P2P loan services P2P貸款服務	The PRC 中國	**2**	2
Social gaming service 社交遊戲服務	The PRC 中國	**1**	1
		16	16

Details of non-wholly owned subsidiaries that have material non-controlling interests to the Group are disclosed below.

對本集團擁有重大非控股權益之非全資附屬公司之詳情披露於下文。

51. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

51. 有關本公司之財務狀況表之資料(續)

(a) Investments in subsidiaries (Continued)

(a) 於附屬公司之投資(續)

Details of non-wholly owned subsidiaries that have material non-controlling interests

擁有重大非控股權益之非全資附屬公司之詳情

The table shows details of non-wholly owned subsidiaries of the Group that have material non-controlling interests:

下表顯示本集團擁有重大非控股權益之非全資附屬公司之詳情:

Name of subsidiaries 附屬公司名稱	Places of incorporation/ establishment/ operations 註冊成立／成立／營業地點	Proportion of ownership interests and voting rights held by non-controlling interests 非控股權益持有的擁有權權益及投票權比例		Profit (loss) allocated to non-controlling interests 分配至非控股權益的溢利(虧損)		Accumulated non-controlling interests 累計非控股權益	
		2018 **二零一八年**	2017 二零一七年	**2018** **二零一八年** **RMB'000** **人民幣千元**	2017 二零一七年 RMB'000 人民幣千元	**2018** **二零一八年** **RMB'000** **人民幣千元**	2017 二零一七年 RMB'000 人民幣千元
Qiyuan 起源	The PRC 中國	**49%**	49%	**(50,435)**	9,441	**(7,622)**	42,813
北京掌眾 北京掌眾	The PRC 中國	**52%**	52%	**54,500**	268,998	**317,575**	261,586
Amigo Technologies Amigo Technologies	Vietnam 越南	**49%**	49%	**(2,055)**	7,285	**27,126**	35,169
Glory Metro 盛都	The PRC 中國	**49%**	N/A 不適用	**2,448**	N/A 不適用	**73,059**	N/A 不適用
Individual immaterial subsidiaries with non-controlling interests 擁有非控股權益的個別非重大附屬公司				**16,720**	9,711	**18,015**	21,700
Total 總計				**21,178**	295,435	**428,153**	361,268

51. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

51. 有關本公司之財務狀況表之資料(續)

(a) Investments in subsidiaries (Continued)

Summarised financial information in respect of each of the Group's subsidiaries that has material non-controlling interests is set out below. The summarised financial information below represents amounts before intragroup eliminations.

(a) 於附屬公司之投資(續)

有關擁有重大非控股權益之本集團各附屬公司之財務資料概要載列如下。下文概述之財務資料為於集團內部抵銷前之金額。

北京掌眾

		As at 31 December 於十二月三十一日	
		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Current assets	流動資產	**1,788,198**	2,008,524
Non-current assets	非流動資產	**86,589**	21,959
Current liabilities and total liabilities	流動負債及負債總額	**(1,264,066)**	(1,527,433)
Equity attributable to owners of the Company	本公司擁有人應佔權益	**293,146**	241,464
Non-controlling interests	非控股權益	**317,575**	261,586

51. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

51. 有關本公司之財務狀況表之資料(續)

(a) Investments in subsidiaries (Continued)

(a) 於附屬公司之投資(續)

北京掌眾 (Continued)

北京掌眾(續)

		For the year ended 31 December 截至十二月三十一日止年度	
		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Revenue	收入	**923,424**	3,208,090
Expenses	開支	**(815,753)**	(2,690,787)
Profit and total comprehensive income for the year	年度溢利及全面收入總額	**107,671**	517,303
Profit and total comprehensive income attributable to owners of the Company	本公司擁有人應佔溢利及全面收入總額	**51,682**	248,305
Profit and total comprehensive income attributable to the non-controlling interests	非控股權益應佔溢利及全面收入總額	**55,989**	268,998
		107,671	517,303
Net cash (outflow) inflow from operating activities	經營活動之現金(流出)流入淨額	**(963,653)**	732,582
Net cash outflow from investing activities	投資活動之現金流出淨額	**(70,668)**	(670,128)
Net cash flow from financing activities	融資活動之現金流量淨額	**–**	–
Net cash (outflow) inflow	現金(流出)流入淨額	**(1,034,321)**	62,454

51. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

51. 有關本公司之財務狀況表之資料(續)

(a) Investments in subsidiaries (Continued)

Summarised financial information in respect of each of the Group's subsidiaries that has material non-controlling interests is set out below. The summarised financial information below represents amounts before intragroup eliminations.

(a) 於附屬公司之投資(續)

有關擁有重大非控股權益之本集團各附屬公司之財務資料概要載列如下。下文概述之財務資料為於集團內部抵銷前之金額。

Qiyuan

起源

		As at 31 December 於十二月三十一日	
		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Current assets	流動資產	**15,550**	115,455
Non-current assets	非流動資產	**503**	17,608
Current liabilities and total liabilities	流動負債及負債總額	**(31,609)**	(45,689)
Equity attributable to owners of the Company	本公司擁有人應佔權益	**(7,934)**	44,561
Non-controlling interests	非控股權益	**(7,622)**	42,813

51. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

51. 有關本公司之財務狀況表之資料(續)

(a) Investments in subsidiaries (Continued)

(a) 於附屬公司之投資(續)

Qiyuan (Continued)

起源(續)

		For the year ended 31 December 截至十二月三十一日止年度	
		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Revenue	收入	**9,945**	121,437
Expenses	開支	**(113,110)**	(102,169)
(Loss)/profit and total comprehensive (expenses)/income for the year	年度(虧損)/溢利及全面(開支)/收入總額	**(102,930)**	19,268
(Loss)/profit and total comprehensive (expenses)/income attributable to owners of the Company	本公司擁有人應佔(虧損)/溢利及全面(開支)/收入總額	**(52,495)**	9,827
(Loss)/profit and total comprehensive (expenses)/income attributable to the non-controlling interests	非控股權益應佔(虧損)/溢利及全面(開支)/收入總額	**(50,435)**	9,441
		(102,930)	19,268
Net cash inflow from operating activities	經營活動之現金流入淨額	**13,597**	46,328
Net cash outflow from investing activities	投資活動之現金流出淨額	**(32,619)**	(12,646)
Net cash outflow from financing activities	融資活動之現金流出淨額	**(20)**	(33,904)
Net cash outflow	現金流出淨額	**(19,042)**	(222)

51. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

51. 有關本公司之財務狀況表之資料(續)

(a) Investments in subsidiaries (Continued)

(a) 於附屬公司之投資(續)

Amigo Technologies

Amigo Technologies

		As at 31 December 於十二月三十一日	
		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Current assets	流動資產	**134,303**	119,685
Non-current assets	非流動資產	**30,638**	31,221
Current liabilities and total liabilities	流動負債及負債總額	**(109,583)**	(79,132)
Equity attributable to owners of the Company	本公司擁有人應佔權益	**28,232**	36,605
Non-controlling interests	非控股權益	**27,126**	35,169

51. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

51. 有關本公司之財務狀況表之資料(續)

(a) Investments in subsidiaries (Continued)

(a) 於附屬公司之投資(續)

Amigo Technologies (Continued)

Amigo Technologies (續)

		1 January 2018 to 31 December 2018 二零一八年一月一日至二零一八年十二月三十一日 RMB'000 人民幣千元	25 January 2017 to 31 December 2017 二零一七年一月二十五日至二零一七年十二月三十一日 RMB'000 人民幣千元
Revenue	收入	**211,646**	175,886
Expenses	開支	**(215,839)**	(161,018)
(Loss)/profit and total comprehensive (expense)/ income for the year/period	年度/期間(虧損)/溢利及全面(開支)/收入總額	**(10,527)**	14,868
(Loss)/profit and total comprehensive (expense)/ income attributable to owners of the Company	本公司擁有人應佔(虧損)/溢利及全面(開支)/收入總額	**(5,369)**	7,583
(Loss)/profit and total comprehensive (expense)/ income attributable to the non-controlling interests	非控股權益應佔(虧損)/溢利及全面(開支)/收入總額	**(5,158)**	7,285
		(10,527)	14,868
Dividends paid to non-controlling interests	已付非控股權益股息	**(2,885)**	–
Net cash outflow from operating activities	經營活動之現金流出淨額	**(4,358)**	(9,887)
Net cash outflow from investing activities	投資活動之現金流出淨額	**(3,690)**	(2,667)
Net cash inflow from financing activities	融資活動之現金流入淨額	**1,746**	15,888
Net cash (outflow) inflow	現金(流出)流入淨額	**(6,302)**	3,334

51. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

51. 有關本公司之財務狀況表之資料(續)

(a) Investments in subsidiaries (Continued)

(a) 於附屬公司之投資(續)

Glory Metro

盛都

		As at 31 December 2018 於十二月三十一日 二零一八年 RMB'000 人民幣千元
Current assets	流動資產	**34,722**
Non-current assets	非流動資產	**175,892**
Current liabilities and total liabilities	流動負債及負債總額	**(61,515)**
Equity attributable to owners of the Company	本公司擁有人應佔權益	**76,040**
Non-controlling interests	非控股權益	**73,059**

51. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

51. 有關本公司之財務狀況表之資料(續)

(a) Investments in subsidiaries (Continued)

(a) 於附屬公司之投資(續)

***Glory Metro* (Continued)**

***盛都*(續)**

		2 February 2018 to 31 December 2018 二零一八年二月二日至二零一八年十二月三十一日 RMB'000 人民幣千元
Revenue	收入	**40,779**
Expenses	開支	**(35,782)**
Profit and total comprehensive income for the period	期間溢利及全面收入總額	**4,997**
Profit and total comprehensive income attributable to owners of the Company	本公司擁有人應佔溢利及全面收入總額	**2,549**
Profit and total comprehensive income attributable to the non-controlling interests	非控股權益應佔溢利及全面收入總額	**2,448**
		4,997
Net cash inflow from operating activities	經營活動之現金流入淨額	**2,776**
Net cash outflow from investing activities	投資活動之現金流出淨額	**(29)**
Net cash flow from financing activities	融資活動之現金流量淨額	**–**
Net cash inflow	現金流入淨額	**2,747**

51. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

51. 有關本公司之財務狀況表之資料(續)

(b) Reserves of the Company

(b) 本公司之儲備

		Share premium 股份溢價 RMB'000 人民幣千元	Accumulated losses 累計虧損 RMB'000 人民幣千元	Exchange reserve 匯兑儲備 RMB'000 人民幣千元	Share-based payment reserve 以股份支付款項儲備 RMB'000 人民幣千元	Consideration payables reserve 應付代價儲備 RMB'000 人民幣千元	Equity component of convertible bonds 可換股債券之權益部分 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2017	於二零一七年一月一日	2,920,079	(268,987)	198,379	151,279	155,502	165,583	3,321,835
Loss for the year	年度虧損	–	(278,338)	–	–	–	–	(278,338)
Other comprehensive expenses	其他全面開支	–	–	(237,221)	–	–	–	(237,221)
Total comprehensive expenses for the year	年度全面開支總額	–	(278,338)	(237,221)	–	–	–	(515,559)
Issue of shares upon exercise of share options (Note 42(a))	於行使購股權時發行股份(附註42(a))	200,587	–	–	(34,947)	–	–	165,640
Recognition of equity-settled share based payments (Note 49)	確認按權益結算以股份支付款項(附註49)	–	–	–	160,684	–	–	160,684
Conversion of convertible bonds (Note 42(d))	轉換可換股債券(附註42(d))	106,918	–	–	–	–	(11,730)	95,188
Lapsed of share options	購股權失效	–	1,174	–	(1,174)	–	–	–
Acquisition of an available-for-sale investment (Note 42(b))	收購一項可供出售投資(附註42(b))	113,510	–	–	–	–	–	113,510
Issue of consideration shares (Note 42(c))	發行代價股份(附註42(c))	151,206	–	–	–	(155,502)	–	(4,296)
At 31 December 2017	於二零一七年十二月三十一日	3,492,300	(546,151)	(38,842)	275,842	–	153,853	3,337,002

		Share premium 股份溢價 RMB'000 人民幣千元	**Accumulated losses 累計虧損 RMB'000 人民幣千元**	**Exchange reserve 匯兑儲備 RMB'000 人民幣千元**	**Investment revaluation reserve 投資重估 RMB'000 人民幣千元**	**Share-based payment reserve 以股份支付款項儲備 RMB'000 人民幣千元**	**Equity component of convertible bonds 可換股債券之權益部分 RMB'000 人民幣千元**	**Total 總計 RMB'000 人民幣千元**
At 1 January 2018	於二零一八年一月一日	**3,492,300**	**(546,151)**	**(38,842)**	**–**	**275,842**	**153,853**	**3,337,002**
Loss for the year	年度虧損	**–**	**(703,798)**	**–**	**–**	**–**	**–**	**(703,798)**
Other comprehensive income	其他全面收益	**–**	**–**	**187,291**	**17,307**	**–**	**–**	**204,598**
Total comprehensive expenses for the year	年度全面開支總額	**–**	**(703,798)**	**187,291**	**17,307**	**–**	**–**	**(499,200)**
Issue of shares upon exercise of share options (Note 42(a))	於行使購股權時發行股份(附註42(a))	**69,785**	**–**	**–**	**–**	**(13,303)**	**–**	**56,482**
Recognition of equity-settled share based payments (Note 49)	確認按權益結算以股份支付款項(附註49)	**–**	**–**	**–**	**–**	**71,235**	**–**	**71,235**
Conversion of convertible bonds (Note 42(d))	轉換可換股債券(附註42(d))	**285,037**	**–**	**–**	**–**	**–**	**(25,591)**	**259,446**
Lapsed of share options	購股權失效	**–**	**4,346**	**–**	**–**	**(4,346)**	**–**	**–**
At 31 December 2018	於二零一八年十二月三十一日	**3,847,122**	**(1,245,603)**	**148,449**	**17,307**	**329,428**	**128,262**	**3,224,965**

(c) Amounts due from (to) subsidiaries/ joint ventures/associates

The amounts are unsecured, interest-free and repayable on demand.

(c) 應收(應付)附屬公司／合營企業／聯營公司款項

該等款項為無抵押、免息及須於要求時償還。

52. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

52. 融資活動產生之負債對賬

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the consolidated statement of cash flows as cash flows from financing activities.

下表詳列本集團融資活動產生之負債變動，包括現金及非現金變動。融資活動產生之負債乃指其現金流量已經或未來現金流量將會於綜合現金流量表中分類為融資活動所得現金流量之該等負債。

For the year ended 31 December 2018

於截至二零一八年十二月三十一日止年度

				Non-cash changes 非現金變動				
		1 January 2018 二零一八年一月一日	Financing cash flows 融資現金流量	Acquisition (disposal) of a subsidiary 收購(出售)一間附屬公司	Finance costs incurred 已產生融資成本	Foreign exchange movements 外匯變動	Conversion of bonds 兌換債券	31 December 2018 二零一八年十二月三十一日
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Borrowings	借貸	1,760,158	(36,900)	(384,060)	177,729	34,686	–	1,551,613
Convertible bonds	可換股債券	1,305,145	(84,272)	–	156,217	64,961	(269,645)	1,172,406
Corporate bonds	公司債券	61,732	427,589	–	58,397	16,371	–	564,089
Amounts due to non-controlling shareholders	應付非控股股東款項	1,541	–	–	–	39	–	1,580
Amounts due to related companies	應付關連公司款項	187,813	–	–	–	(5,902)	–	181,911
		3,316,389	306,417	(384,060)	392,343	110,155	(269,645)	3,471,599

For the year ended 31 December 2017

於截至二零一七年十二月三十一日止年度

				Non-cash changes 非現金變動					
		1 January 2017 二零一七年一月一日	Financing cash flows 融資現金流量	Acquisition (disposal) of a subsidiary 收購(出售)一間附屬公司	Finance costs incurred 已產生融資成本	Foreign exchange movements 外匯變動	Conversion of bonds 兌換債券	Imputed interest on corporate bonds 公司債券之估算利息	31 December 2017 二零一七年十二月三十一日
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Borrowings	借貸	1,820,206	(226,076)	31,632	172,181	(37,785)	–	–	1,760,158
Convertible bonds	可換股債券	1,393,172	(96,511)	–	202,742	(95,990)	(98,268)	–	1,305,145
Corporate bonds	公司債券	154,450	(3,814)	(89,005)	8,431	(4,628)	–	(3,702)	61,732
Amounts due to non-controlling shareholders	應付非控股股東款項	1,597	–	–	–	(56)	–	–	1,541
Amounts due to related companies	應付關連公司款項	189,983	–	–	–	(2,170)	–	–	187,813
		3,559,408	(326,401)	(57,373)	383,354	(140,629)	(98,268)	(3,702)	3,316,389

Financial Summary
財務概要

A summary of the Group's results for the last five financial years and the assets and liabilities of the Group as at 31 December 2018, 2017, 2016, 2015 and 2014, as extracted from the published audited financial statements for the years ended 31 December 2018, 2017, 2016, 2015 and 2014, is set out below. The amounts set out in this financial summary are prepared as if the current structure of the Group had been in existence throughout the years presented.

下表載列本集團過去五個財政年度業績及本集團於二零一八年、二零一七年、二零一六年、二零一五年及二零一四年十二月三十一日的資產及負債概要，乃摘錄自已發表截至二零一八年、二零一七年、二零一六年、二零一五年及二零一四年十二月三十一日止年度經審核財務報表。此財務概要所載數額乃以猶如本集團現有架構於所呈報年度內經已存在而編製。

		2018 **二零一八年** **RMB'000** **人民幣千元**	2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
RESULTS	**業績**					
Turnover	**營業額**	**2,545,187**	4,805,010	1,075,677	429,590	374,068
Net interest income	利息收入淨額	**6,164**	71,922	138,751	44,938	83,261
Financial consultancy service income	財務諮詢服務收入	**156,453**	70,685	53,053	37,650	66,597
Third party payment service income	第三方支付服務收入	**360,433**	338,950	189,983	128,148	60,665
Online investment and technology-enabled lending service income	在線投資及科技驅動貸款服務收入	**959,723**	3,334,003	366,517	112,546	24,822
Transaction verification service income	交易審核服務收入	**420,341**	289,063	–	–	–
Gain on transfer of rights on interests on loan receivables	轉讓應收貸款利息權利之收益	**–**	31,132	–	4,778	46,304
Others	其他	**249,730**	285,901	89,189	–	–
		2,152,844	4,421,656	837,493	328,060	281,649
Other income	其他收入	**49,397**	32,829	26,949	24,427	18,810
Other gains and losses	其他收益及虧損	**822,583**	20,625	4,414	7,586	–
Administrative and other operating expenses	行政及其他經營開支	**(3,849,258)**	(3,250,302)	(374,474)	(229,798)	(199,930)
Net (loss) gain on deemed disposal of subsidiaries	視作出售附屬公司之(虧損)收益淨額	**(68,563)**	3,303	–	–	–
Gain on deemed disposal of an associate	視作出售一間聯營公司之收益	**5,373**	–	(2,029)	–	–
Gain on disposal of subsidiaries	出售附屬公司之收益	**42,760**	408,098	37	42,091	6,068
Loss on disposal of joint ventures	出售合營企業之虧損	**–**	–	–	–	(56)
Gain/(loss) on disposal of an associate	出售一間聯營公司之收益／(虧損)	**225,050**	–	(797)	–	–
Change in fair value of investment property	投資物業之公平值變動	**–**	2,000	–	(1,000)	10,239
Change in fair value of crypto currencies	加密貨幣之公平值變動	**(122,874)**	53,346	–	–	–
Change in fair value of derivative and embedded derivative components of convertible bond and exchangeable bond	衍生工具以及可換股債券及可交換債券之內含衍生工具部分之公平值變動	**–**	–	(208)	(7,877)	394
Change in fair value of contingent consideration	或然代價之公平值變動	**–**	–	–	–	(8,452)
Change in fair value of preference share of a subsidiary	一間附屬公司之優先股之公平值變動	**74,551**	(47,007)	(461)	–	–
Share-based payment expenses	以股份支付款項開支	**(71,235)**	(160,684)	(109,986)	(43,999)	(4,790)
Share of results of associates	應佔聯營公司業績	**(69,908)**	64,283	45,747	6,024	(672)
Share of results of joint ventures	應佔合營企業業績	**–**	–	–	(6,230)	(1,945)
(Loss) profit before tax	**除稅前(虧損)溢利**	**(809,280)**	1,548,147	426,685	119,284	101,315
Income tax	所得稅	**(27,161)**	(449,699)	(84,438)	(39,243)	(35,057)
(Loss) profit for the year	**年度(虧損)溢利**	**(836,441)**	1,098,448	342,247	80,041	66,258
Attributable to:	**應佔：**					
Owners of the Company	本公司擁有人	**(857,619)**	803,013	301,122	85,606	58,194
ASSETS AND LIABILITIES	**資產及負債**					
Total assets	總資產	**11,681,530**	12,323,588	8,862,513	4,871,701	2,671,727
Total liabilities	總負債	**(5,872,427)**	(6,757,172)	(4,620,933)	(2,239,115)	(1,252,299)
Net assets	**資產淨值**	**5,809,103**	5,566,416	4,241,580	2,632,586	1,419,428

Summary of Investment Property
投資物業概要

Particulars of investment property held by the Group as at 31 December 2017 is as follows:

於二零一七年十二月三十一日，本集團所持有之投資物業詳情如下：

Property 物業	Use 用途	Group Interest 本集團權益	Category of the lease 租賃類別
Nos. 518-686 Sichuan North Road, Hongkou District, Shanghai The PRC 中國 上海 虹口區 四川北路 518-686號	Commercial 商業	100% 100%	Medium term lease 中期租賃

CHONG SING

Holdings FinTech Group Limited 中新