



**盛源控股有限公司**

**SHENG YUAN HOLDINGS LIMITED**

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

Stock Code 股份代號：851

**2019**

INTERIM REPORT

中期報告

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## CORPORATE INFORMATION

### 公司資料

#### BOARD OF DIRECTORS

##### Executive Directors

Mr. Qiu Bin  
Ms. Cheng Kit Sum, Clara  
Mr. Zhou Quan

##### Non-Executive Directors

Mr. Mu Hao  
Mr. Zhao Yun

##### Independent Non-Executive Directors

Mr. Fung Tze Wa  
Dr. Huan Guocang  
Mr. Lo Ka Wai  
Ms. Fang Fang

#### AUDIT COMMITTEE

Mr. Lo Ka Wai (*Chairman*)  
Mr. Fung Tze Wa  
Dr. Huan Guocang  
Ms. Fang Fang

#### REMUNERATION COMMITTEE

Mr. Fung Tze Wa (*Chairman*)  
Dr. Huan Guocang  
Mr. Lo Ka Wai  
Ms. Fang Fang

#### NOMINATION COMMITTEE

Dr. Huan Guocang (*Chairman*)  
Mr. Fung Tze Wa  
Mr. Lo Ka Wai  
Ms. Fang Fang

#### 董事會

##### 執行董事

邱斌先生  
鄭潔心女士  
周全先生

##### 非執行董事

牟昊先生  
趙允先生

##### 獨立非執行董事

馮子華先生  
宦國蒼博士  
羅嘉偉先生  
方芳女士

#### 審核委員會

羅嘉偉先生 (*主席*)  
馮子華先生  
宦國蒼博士  
方芳女士

#### 薪酬委員會

馮子華先生 (*主席*)  
宦國蒼博士  
羅嘉偉先生  
方芳女士

#### 提名委員會

宦國蒼博士 (*主席*)  
馮子華先生  
羅嘉偉先生  
方芳女士

## CORPORATE INFORMATION (Continued)

### 公司資料 (續)

#### COMPANY SECRETARY

Mr. Hung Yuk Miu, *HKICPA*

#### 公司秘書

洪育苗先生，香港會計師

#### STOCK CODE

851

#### 股份代號

851

#### WEBSITE

[www.shengyuan.hk](http://www.shengyuan.hk)

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#### SHARE REGISTRAR

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

#### 股份過戶登記處

卓佳登捷時有限公司  
香港  
皇后大道東183號  
合和中心54樓

#### REGISTERED OFFICE

4/F North  
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41 Cedar Avenue  
Hamilton HM12  
Bermuda

#### 註冊辦事處

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Hamilton HM12  
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#### PRINCIPAL OFFICE IN HONG KONG

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Causeway Bay, Hong Kong

#### 香港主要辦事處

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勿地臣街1號  
時代廣場1座  
43樓4301-5室

## CORPORATE INFORMATION (Continued)

### 公司資料（續）

#### AUDITOR

BDO Limited

*Certified Public Accountants*

25th Floor, Wing On Centre  
111 Connaught Road Central  
Hong Kong

#### 核數師

香港立信德豪會計師

事務所有限公司

執業會計師

香港  
干諾道中 111 號  
永安中心 25 樓

#### SOLICITORS

Lau, Horton & Wise LLP

In Association with CMS Hasche

Sigle, Hong Kong LLP

8th floor, Nexxus Building  
41 Connaught Road Central  
Hong Kong

#### 律師

Lau, Horton & Wise LLP

（與CMS德和信律師事務所聯盟）

香港

中環干諾道中 41 號  
盈置大廈 8 樓

#### PRINCIPAL BANKERS

The Hong Kong & Shanghai Banking Corporation  
Limited

Bank of China (Hong Kong) Limited

#### 主要往來銀行

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# REPORT ON REVIEW OF INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

TO THE BOARD OF DIRECTORS OF  
SHENG YUAN HOLDINGS LIMITED  
(incorporated in Bermuda with limited liability)

## INTRODUCTION

We have reviewed the interim condensed consolidated financial statements set out on pages 10 to 54, which comprises the condensed consolidated statement of financial position of Sheng Yuan Holdings Limited (the **"Company"**) and its subsidiaries (collectively referred to as the **"Group"**) as of 30 June 2019 and the related condensed consolidated statement of profit or loss and other comprehensive income, condensed consolidated statement of changes in equity and condensed consolidated statement of cash flows for the six-month period then ended, and a summary of significant accounting policies and other explanatory notes (the **"interim condensed consolidated financial statements"**). The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 "Interim Financial Reporting" (**"HKAS 34"**) issued by the Hong Kong Institute of Certified Public Accountants. The directors are responsible for the preparation and presentation of the interim condensed consolidated financial statements in accordance with HKAS 34. Our responsibility is to express a conclusion on the interim condensed consolidated financial statements based on our review. This report is made 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.

BDO Limited  
香港立信德豪會計師事務所有限公司

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# 中期簡明綜合財務報表 之審閱報告

致盛源控股有限公司董事會  
(於百慕達註冊成立之有限公司)

## 緒言

吾等已審閱載於第10至54頁之中期簡明綜合財務報表，此中期簡明綜合財務報表包括盛源控股有限公司（「貴公司」）及其附屬公司（統稱「貴集團」）於二零一九年六月三十日之簡明綜合財務狀況表，與截至該日止六個月期間之相關簡明綜合損益及其他全面收益表、簡明綜合權益變動表及簡明綜合現金流量表，以及主要會計政策概要及其他解釋附註（「中期簡明綜合財務報表」）。香港聯合交易所有限公司證券上市規則規定須按照其相關規定及由香港會計師公會頒佈之香港會計準則第34號「中期財務報告」（「香港會計準則第34號」）之規定編製中期財務資料報告。董事須負責根據香港會計準則第34號編製及列報中期簡明綜合財務報表。吾等之責任是根據吾等之審閱對中期簡明綜合財務報表作出結論。根據雙方協定之委聘條款，本報告僅向全體董事會報告，而不作其他用途。吾等不會就本報告之內容向任何其他人士負責或承擔任何責任。



## SCOPE OF REVIEW

Except as explained in the “Basis for Qualified Conclusion” paragraphs below, we conducted our review in accordance with Hong Kong Standard on Review Engagements 2410, “Review of Interim Financial Information Performed by the Independent Auditor of the Entity” issued by the Hong Kong Institute of Certified Public Accountants. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

## 審閱範圍

除下文「保留結論之基礎」各段所述者外，吾等已根據香港會計師公會頒佈之香港委聘審閱準則第2410號「實體之獨立核數師對中期財務資料之審閱」進行審閱。審閱中期財務資料包括主要向負責財務及會計事宜之人員進行徵詢，並實施分析性覆核及其他審閱程序。該審閱工作範圍遠小於根據香港審計準則進行審計工作之範圍，吾等因而無法保證能在審閱工作中發現若進行審計工作所能發現之所有重大事項。因此，吾等不發表審計意見。



## BASIS FOR QUALIFIED CONCLUSION

The Group had disposed of a subsidiary, Joinbo Holdings Limited (“**JHL**”), which indirectly owned the equity interest in an associate and had recognised a loss on disposal of subsidiaries of HK\$2,919,000 for the six months ended 30 June 2018. The Group also recognised its share of associate’s loss of HK\$1,723,000 for the six months ended 30 June 2018 using the equity method of accounting prior to the disposal of JHL. The associate had an investment in a PRC company (“**Investee Company**”) which was included in the Group’s interests in an associate under the equity method of accounting during the six months ended 30 June 2018. The Investee Company was acquired by the associate in prior years at RMB18,000,000, in which the Group had an effective interest of HK\$5,114,000 and a full impairment loss of HK\$5,114,000 was recognised by the Group during the year ended 31 December 2017.

## 保留結論之基礎

貴集團出售一間附屬公司駿寶集團有限公司（「**駿寶**」）（其間接擁有一間聯營公司之股權），並於截至二零一八年六月三十日止六個月確認出售附屬公司的虧損2,919,000港元。於出售駿寶前，貴集團亦使用權益會計法確認其分佔該聯營公司截至二零一八年六月三十日止六個月之虧損1,723,000港元。該聯營公司於一間中國公司（「**被投資公司**」）擁有投資，並於截至二零一八年六月三十日止六個月根據權益會計法計入貴集團於一間聯營公司之權益。被投資公司由該聯營公司於過往年度以人民幣18,000,000元收購，當中貴集團擁有實際利益5,114,000港元，且貴集團於截至二零一七年十二月三十一日止年度內確認全部減值虧損5,114,000港元。





## BASIS FOR QUALIFIED CONCLUSION (CONTINUED)

Our audit opinion on the Group's consolidated financial statements for the year ended 31 December 2017 and our review conclusion on the Company's interim condensed consolidated financial statements for the six months ended 30 June 2018 were qualified as we were unable to obtain relevant financial and other information of the Investee Company which we considered necessary and there were no alternative procedures which we could carry out to assess the carrying amount of the associate's investment in the financial statements of the Investee Company prior to the disposal of JHL. The limitation may have consequential impact on the amount of the Group's share of associate's loss and loss on disposal of subsidiaries for the six months ended 30 June 2018. Our review conclusion on the interim condensed consolidated financial statements for the six months ended 30 June 2019 is therefore modified because of the possible effect of this matter on the comparability of the related 2019 figures and the 2018 figures.

## QUALIFIED CONCLUSION

Except for the adjustments to the interim condensed consolidated financial statements that we might have become aware of had it not been for the situation described in the "Basis for Qualified Conclusion" paragraphs above, based on our review, nothing has come to our attention that causes us to believe that the interim condensed consolidated financial statements are not prepared, in all material respects, in accordance with HKAS 34.

## 保留結論之基礎（續）

吾等有關 貴集團於截至二零一七年十二月三十一日止年度之綜合財務報表之審計意見及吾等有關 貴公司於截至二零一八年六月三十日止六個月之中期簡明綜合財務報表之審閱結論為保留意見，此乃由於吾等無法獲取被投資公司之相關財務及其他資料，而吾等認為有關資料對評估於出售駿寶前該聯營公司投資於被投資公司之財務報表之賬面值而言屬必要，且並無替代程序可供吾等進行評估。該限制可能對截至二零一八年六月三十日止六個月 貴集團分佔該聯營公司虧損及出售附屬公司虧損產生重要影響。吾等有關截至二零一九年六月三十日止六個月之中期簡明綜合財務報表之審閱結論亦經修訂，原因是該事項可能對比較二零一九年之數字與二零一八年之數字造成影響。

## 保留結論

除倘非因上段「保留結論之基礎」所述情況吾等應會知悉對中期簡明綜合財務報表作出之調整外，根據吾等之審閱，吾等並不知悉任何事項，足以令吾等認為中期簡明綜合財務報表於所有重大方面均未按照香港會計準則第34號編製。



## EMPHASIS OF MATTER – MATERIAL UNCERTAINTY RELATED TO GOING CONCERN

Without further qualifying our conclusion, we draw attention to note 3 in the interim condensed consolidated financial statements, which indicates that the Group had net loss attributable to owners of the Company of approximately HK\$37,893,000 for the six months ended 30 June 2019, and as at 30 June 2019, the Group had net current liabilities of approximately HK\$32,048,000 and net liabilities of approximately HK\$23,059,000. These conditions, along with other matters as set forth in note 3, indicate the existence of a material uncertainty that may cast significant doubt about the Group's ability to continue as a going concern.

## 強調事項 – 與持續經營有關之重大不確定性

在並無進一步保留結論的情況下，吾等謹請閣下垂注中期簡明綜合財務報表附註3，其顯示貴集團截至二零一九年六月三十日止六個月貴公司擁有人應佔虧損淨額為約37,893,000港元，及貴集團於二零一九年六月三十日擁有之流動負債淨值為約32,048,000港元及負債淨值約23,059,000港元。該等狀況連同附註3所載其他事項，顯示存在重大不明朗因素，可能導致貴集團繼續持續經營之能力重大存疑。

### BDO Limited

*Certified Public Accountants*

### Chiu Wing Cheung Ringo

Practising Certificate No.: P04434

Hong Kong, 22 August 2019

### 香港立信德豪會計師事務所有限公司

*執業會計師*

### 招永祥

執業證書號碼：P04434

香港，二零一九年八月二十二日

# CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

## 簡明綜合損益及其他全面收益表

For the six months ended 30 June 2019

截至二零一九年六月三十日止六個月

Six months ended 30 June

截至六月三十日止六個月

		Notes 附註	2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)	2018 二零一八年 HK\$'000 千港元 (Unaudited) (未經審核)
Fee and commission income	費用及佣金收入	5	7,104	15,503
Interest income	利息收入	5	40	1,317
			7,144	16,820
Other gains and losses	其他收益及虧損	6	(3,604)	(19,863)
Other income	其他收入	7	831	21
Staff costs	員工成本	8	(14,671)	(14,296)
Depreciation of property, plant and equipment	物業、廠房及設備之折舊		(69)	(153)
Finance costs	融資成本	8	(13,113)	(11,950)
Reversal of provision for settlement of convertible bonds	結算可換股債券之撥備撥回	8	-	4,394
Impairment losses on trade receivables	貿易應收賬款減值虧損		(3,711)	-
Other expenses	其他費用		(10,722)	(11,829)
Share of results of an associate	分佔一間聯營公司業績		-	(1,723)
<b>Loss before income tax</b>	<b>除所得稅前虧損</b>	8	<b>(37,915)</b>	<b>(38,579)</b>
Income tax expense	所得稅開支	9	-	(1,457)
<b>Loss for the period</b>	<b>期內虧損</b>		<b>(37,915)</b>	<b>(40,036)</b>
<b>Other comprehensive income</b>	<b>其他全面收益</b>			
<i>Items that may be reclassified subsequently to profit or loss</i>	<i>其後可重新分類至損益之項目</i>			
- Exchange differences on translating foreign operations	- 換算海外業務產生之匯兌差額			
Exchange differences arising during the period	期內所產生之匯兌差額		14	(103)
Reclassification adjustments relating to foreign operations disposed of during the period	期內有關出售海外業務之重新分類調整		-	6,528

# CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

## (Continued)

### 簡明綜合損益及其他全面收益表（續）

For the six months ended 30 June 2019

截至二零一九年六月三十日止六個月

		Six months ended 30 June 截至六月三十日止六個月	
	Notes 附註	2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)	2018 二零一八年 HK\$'000 千港元 (Unaudited) (未經審核)
<b>Other comprehensive income for the period</b>	期內其他全面收益	<b>14</b>	6,425
<b>Total comprehensive income for the period</b>	期內全面收益總額	<b>(37,901)</b>	(33,611)
<b>Loss for the period attributable to:</b>	以下各項應佔期內虧損：		
– Owners of the Company	– 本公司擁有人	<b>(37,893)</b>	(40,028)
– Non-controlling interests	– 非控股權益	<b>(22)</b>	(8)
		<b>(37,915)</b>	(40,036)
<b>Total comprehensive income for the period attributable to:</b>	以下各項應佔期內全面收益總額：		
– Owners of the Company	– 本公司擁有人	<b>(37,879)</b>	(33,603)
– Non-controlling interests	– 非控股權益	<b>(22)</b>	(8)
		<b>(37,901)</b>	(33,611)
		<b>HK cents 港仙</b>	HK cents 港仙
<b>Loss per share</b>	每股虧損		
– Basic	– 基本	<b>(0.99)</b>	(1.12)
– Diluted	– 攤薄	<b>(0.99)</b>	(1.12)

# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 簡明綜合財務狀況表

As at 30 June 2019

於二零一九年六月三十日

		Notes 附註	30 June 2019 二零一九年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2018 二零一八年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
<b>ASSETS AND LIABILITIES</b> <b>資產及負債</b>				
<b>Non-current assets</b> <b>非流動資產</b>				
Property, plant and equipment	物業、廠房及設備	12	284	352
Trading rights	買賣權		-	-
Goodwill	商譽		7,000	7,000
Other assets	其他資產		1,705	1,730
			8,989	9,082
<b>Current assets</b> <b>流動資產</b>				
Trade and other receivables and prepayments	貿易及其他應收賬款 以及預付款項	13	7,164	40,145
Held for trading investments	持作買賣用途投資	14	2,422	6,828
Current tax assets	即期稅項資產		938	938
Trust bank balances held on behalf of clients	代表客戶持有之 信託銀行結餘		37,488	45,407
Cash and cash equivalents	現金及現金等同項目		51,418	47,262
			99,430	140,580
<b>Current liabilities</b> <b>流動負債</b>				
Trade and other payables and accruals	貿易及其他應付 賬款以及應計 費用	15	39,290	54,219
Borrowings	借貸	16	90,533	80,421
Provision for reinstatement costs	復修成本撥備		1,205	-
Contract liabilities	合約負債		450	450
			131,478	135,090

# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION (Continued)

## 簡明綜合財務狀況表（續）

As at 30 June 2019

於二零一九年六月三十日

		Notes 附註	30 June 2019 二零一九年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2018 二零一八年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
<b>Net current (liabilities)/assets</b>	流動（負債）／ 資產淨值		<b>(32,048)</b>	5,490
<b>Net (liabilities)/assets</b>	（負債）／資產淨值		<b>(23,059)</b>	14,572
<b>EQUITY</b>	權益			
Share capital	股本	17	<b>190,985</b>	190,985
Reserves	儲備		<b>(214,723)</b>	(176,413)
<b>(Capital deficiency)/Equity attributable to owners of the Company</b>	本公司擁有人應佔 （資本虧絀）／ 權益		<b>(23,738)</b>	14,572
<b>Non-controlling interests</b>	非控股權益		<b>679</b>	—
<b>(Capital deficiency)/ Total equity</b>	（資本虧絀）／ 權益總額		<b>(23,059)</b>	14,572

## CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 June 2019

截至二零一九年六月三十日止六個月

	Attributable to owners of the Company				Non-controlling interests								
	本公司擁有人應佔				非控股權益								
	Share capital	Share premium	Shareholder's contribution	Capital redemption reserve	Convertible bond equity reserve	Share option reserve	Currency translation reserve	Accumulated losses	Share of net assets of subsidiaries	Convertible bond equity reserve of a subsidiary	Total	Total equity	
	股本	股份溢價	股東注資	資本贖回準備	可換股債券權益儲備	購股權儲備	貨幣換算儲備	累計虧損	總計	分佔附屬公司資產淨值	可換股債券權益儲備	總計	
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	千港元	千港元	千港元	千港元	千港元
At 1 January 2019 (Audited)	190,985	320,370	7,834	477	-	-	8,457	(512,218)	14,572	-	-	-	14,572
Loss for the period	-	-	-	-	-	-	-	(37,883)	(37,883)	(22)	-	(22)	(37,915)
Other comprehensive income	-	-	-	-	-	-	-	-	-	-	-	-	-
- Exchange differences on translation of financial statements of foreign operations	-	-	-	-	-	-	14	-	14	-	-	-	14
Total comprehensive income for the period	-	-	-	-	-	-	14	(37,883)	(37,879)	(22)	-	(22)	(37,901)
Disposed of partial interest in a subsidiary (note 19)	-	-	-	-	-	-	-	(431)	(431)	701	-	701	270
At 30 June 2019 (unaudited)	190,985	320,370	7,834	477	-	-	8,457	(550,542)	(23,789)	679	-	679	(23,089)

# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (Continued)

## 簡明綜合權益變動表 (續)

For the six months ended 30 June 2019

截至二零一九年六月三十日止六個月

	Attributable to owners of the Company 本公司擁有人應佔				Non-controlling interests 非控股權益			
	Share capital	Share premium	Shareholder's contribution	Capital redemption reserve	Convertible bond equity reserve	Share of net assets of subsidiaries	Convertible bond equity reserve of a subsidiary	Total equity
	股本	股份溢價	股東注資	資本贖回準備	可換取債券權益儲備	分佔附屬公司資產淨值	一間附屬公司之可換取債券權益儲備	總計
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
<b>At 1 January 2018 (Audited)</b>	178,128	246,385	7,834	477	13,713	9,723	(3)	17,792
Equity-settled share-based payments	-	-	-	-	-	876	-	876
<b>Transactions with owners</b>	-	-	-	-	-	-	-	-
Issued shares	-	-	-	-	-	876	-	876
Loss for the period	-	-	-	-	-	-	-	-
Other comprehensive income	-	-	-	-	-	(8)	-	(8)
- Exchange differences	-	-	-	-	-	(40,028)	-	(40,028)
- Translation of financial statements	-	-	-	-	-	(103)	-	(103)
- Reclassification adjustments on disposal of foreign operations	-	-	-	-	-	6,528	-	6,528
<b>Total comprehensive income for the period</b>	-	-	-	-	-	(33,603)	(8)	(33,611)
<b>Disposal of subsidiaries (Note 16)</b>	-	-	-	-	-	-	-	-
Settlement of 2014 SYRS Bond by way of issuing 2018 SYHL Bonds	-	-	-	-	-	11	-	11
Forfeiture of share options	-	-	-	-	9,267	-	(17,792)	(17,792)
<b>At 30 June 2018 (Unaudited)</b>	178,128	246,385	7,834	477	22,980	9,333	-	(20,188)



# CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

## 簡明綜合現金流量表

For the six months ended 30 June 2019

截至二零一九年六月三十日止六個月

Six months ended 30 June

截至六月三十日止六個月

		Notes 附註	2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)	2018 二零一八年 HK\$'000 千港元 (Unaudited) (未經審核)
<b>Cash flows from operating activities</b>	<b>經營活動所得現金流量</b>			
Loss for the period	期內虧損		<b>(37,915)</b>	(40,036)
Adjustments for:	調整：			
Income tax expense	所得稅開支	9	–	1,457
Depreciation of property, plant and equipment	物業、廠房及設備之折舊		<b>69</b>	153
Equity-settled share-based payment expense	股本結算股份付款開支	8	–	876
Finance costs	融資成本	8	<b>13,113</b>	11,950
Impairment losses on trade receivables	貿易應收賬款之減值虧損		<b>3,711</b>	–
Impairment losses on trading rights	買賣權之減值虧損	6	–	3,322
Interest income from banks and others	銀行及其他利息收入	7	<b>(21)</b>	(21)
Loss on disposal of subsidiaries	出售附屬公司之虧損	6	–	2,919
Share of results of an associate	分佔一間聯營公司業績		–	1,723

# CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

## 簡明綜合現金流量表（續）

For the six months ended 30 June 2019

截至二零一九年六月三十日止六個月

		Six months ended 30 June 截至六月三十日止六個月	
Notes 附註		2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)	2018 二零一八年 HK\$'000 千港元 (Unaudited) (未經審核)
Operating loss before working capital changes	營運資金變動前之經營虧損	(21,043)	(17,657)
Decrease in other assets	其他資產減少	25	25
Decrease in trade and other receivables and prepayments	貿易及其他應收賬款以及預付款項減少	29,282	5,866
Decrease in held for trading investments	持作買賣用途投資減少	4,406	13,762
Decrease in trust bank balances held on behalf of clients	代表客戶持有之信託銀行結餘減少	7,919	15,722
Decrease in trade and other payables and accruals	貿易及其他應付賬款以及應計費用減少	(14,929)	(25,089)
Increase in provision for reinstatement costs	復修成本撥備增加	1,205	-
Decrease in provision for settlement of convertible bonds	結算可換股債券之撥備減少	-	(4,394)
Cash generated from/(used in) operations	經營所得／（所用）現金	6,865	(11,765)
Interest paid	已付利息	(13,001)	(4,364)
Interest received from banks and others	已收銀行及其他利息	21	21
Net cash used in operating activities	經營活動所用現金淨額	(6,115)	(16,108)

# CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

## 簡明綜合現金流量表（續）

For the six months ended 30 June 2019

截至二零一九年六月三十日止六個月

Six months ended 30 June

截至六月三十日止六個月

	Notes 附註	2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)	2018 二零一八年 HK\$'000 千港元 (Unaudited) (未經審核)
<b>Cash flows from investing activities</b>	<b>投資活動所得現金流量</b>		
Purchases of property, plant and equipment	購買物業、廠房及設備	-	(19)
Net cash inflow from disposal of subsidiaries	出售附屬公司之現金流入淨額	18	3,982
<i>Net cash generated from investing activities</i>	<i>投資活動所用現金淨額</i>	-	3,963
<b>Cash flows from financing activities</b>	<b>融資活動所得現金流量</b>		
Proceeds from disposal of partial interest in a subsidiary that does not involve a loss of control	出售一間附屬公司之部分權益之所得款項（並不包括失去控制權）	19	270
Proceeds from loans advanced from a related company	一家關連公司墊付貸款之所得款項	90,000	-
Repayments of loans advanced from a related company	償還一家關連公司墊付之貸款	(80,000)	-
<i>Net cash generated from financing activities</i>	<i>融資活動所得現金淨額</i>	10,270	-

# CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

## 簡明綜合現金流量表（續）

For the six months ended 30 June 2019

截至二零一九年六月三十日止六個月

		Six months ended 30 June 截至六月三十日止六個月	
		2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)	2018 二零一八年 HK\$'000 千港元 (Unaudited) (未經審核)
Notes 附註			
	<b>Net increase/(decrease) in cash and cash equivalents</b>		
	現金及現金等同項目 增加／（減少）淨額	<b>4,155</b>	(12,145)
	Cash and cash equivalents at beginning of the period		
	於期初之現金及 現金等同項目	<b>47,262</b>	87,556
	Effect of foreign exchange rate changes, on cash held		
	匯率變動對所持 現金之影響	<b>1</b>	(37)
	<b>Cash and cash equivalents at end of the period</b>		
	於期終之現金 及現金等同項目	<b>51,418</b>	75,374

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended 30 June 2019

截至二零一九年六月三十日止六個月

### 1. GENERAL INFORMATION

Sheng Yuan Holdings Limited (the “**Company**”) is an exempted company with limited liability incorporated and domiciled in Bermuda. The address of its registered office was Clarendon House, 2 Church Street, Hamilton HM11, Bermuda and its principal place of business is Suites 4301-5, 43/F., Tower 1, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong. With effect from 19 July 2019, the address of its registered office is 4/F North, Cedar House, 41 Cedar Avenue, Hamilton HM12, Bermuda. The Company's shares are listed on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”).

The Company is an investment holding company. Its subsidiaries are principally engaged in provision of securities brokerage and financial services, asset management services, proprietary trading and trading business.

The condensed consolidated financial statements for the six months ended 30 June 2019 were approved for issue by the board of directors on 22 August 2019.

These condensed consolidated financial statements contains selected explanatory notes primarily an explanation of the events and changes that are significant to an understanding of the changes in financial position and performance of the Group since the end of the last annual reporting period and do not include all information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's annual financial statements for the year ended 31 December 2018.

### 1. 一般資料

盛源控股有限公司（「**本公司**」）為一間於百慕達註冊成立及登記之獲豁免有限公司。其過往之註冊辦事處地址為Clarendon House, 2 Church Street, Hamilton HM11, Bermuda及其主要營業地點位於香港銅鑼灣勿地臣街1號時代廣場1座43樓4301-5室。自二零一九年七月十九日起，其註冊辦事處地址為4/F North, Cedar House, 41 Cedar Avenue, Hamilton HM12, Bermuda。本公司股份於香港聯合交易所有限公司（「**聯交所**」）上市。

本公司為投資控股公司，其附屬公司主要從事提供證券經紀及金融服務、資產管理服務、自營買賣及貿易業務。

截至二零一九年六月三十日止六個月之簡明綜合財務報表於二零一九年八月二十二日獲董事會批准刊發。

該等簡明綜合財務報表載有經選定之解釋附註，主要解釋自上一年度報告期間結算日以來，對了解本集團財務狀況及表現之變動構成重要影響之事件及變動，惟不包括年度財務報表規定之所有資料及披露，且須與本集團截至二零一八年十二月三十一日止年度之年度財務報表一併閱讀。

## 2. ADOPTION OF NEW OR AMENDED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs")

In the current period, the Group has applied new standards, amendments and interpretations (the "**new HKFRSs**") which are effective for the Group's financial statements for the annual period beginning on 1 January 2019. HKFRSs include all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("**HKASs**") and Interpretations issued by the Hong Kong Institute of Certified Public Accountants ("**HKICPA**"). Except as explained below, the adoption of new or amended HKFRSs has no material impact on the Group's financial statements. The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

## 2. 採納新訂或經修訂香港財務報告準則（「香港財務報告準則」）

於本期間內，本集團已採納於二零一九年一月一日開始之年度期間之本集團財務報表生效之新準則、修訂及詮釋（「**新訂香港財務報告準則**」）。香港財務報告準則包括香港會計師公會（「**香港會計師公會**」）頒佈之所有適用個別香港財務報告準則、香港會計準則（「**香港會計準則**」）及詮釋。除下文所述者外，採納新訂或經修訂香港財務報告準則不會對本集團之財務報表產生重大影響。本集團不會應用任何於本會計期間尚未生效之新準則或詮釋。

## 2. ADOPTION OF NEW OR AMENDED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

### HKFRS 16 "Leases" ("HKFRS 16")

HKFRS 16 replaces HKAS 17 "Leases" ("HKAS 17") along with three interpretations, HK(IFRIC)-Int 4, "Determining whether an Arrangement contains a Lease" ("HK(IFRIC)-Int 4"), HK(SIC)-Int 15 "Operating Leases – Incentives" and HK(SIC)-Int 27 "Evaluating the Substance of Transactions Involving the Legal Form of a Lease". In the current accounting period, the Group had applied HKFRS 16 using the modified retrospective approach with a date of initial application of 1 January 2019, under which the cumulative effect of initial application, if any, is recognised in the opening balance of equity as at 1 January 2019 and comparative information have not been restated. HKFRS 16 introduces new or amended requirements with respect to lease accounting. It introduces significant changes to the lessee accounting by removing the distinction between operating and finance leases and requiring the recognition of a right-of-use asset and a lease liability at the lease commencement for all leases, except for short-term leases and leases of low value assets. In contrast to lessee accounting, the requirements for lessor accounting have remained largely unchanged. The impact of the adoption of HKFRS 16 on the Group's financial statements is described below.

## 2. 採納新訂或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」）

香港財務報告準則第16號取代香港會計準則第17號「租賃」（「香港會計準則第17號」）連同三項詮釋（即香港（國際財務報告詮釋委員會）－詮釋第4號「釐定安排是否包含租賃」（「香港（國際財務報告詮釋委員會）－詮釋第4號」）、香港（準則詮釋委員會）－詮釋第15號「經營租賃－優惠」及香港（準則詮釋委員會）－詮釋第27號「評估涉及租賃法律形式之交易之內容」。於本會計期間，本集團已使用經修訂追溯法採納香港財務報告準則第16號（首次應用日期為二零一九年一月一日），據此首次應用之累計影響（如有）於二零一九年一月一日之權益期初結餘中確認且未有重列比較資料。香港財務報告準則第16號就租賃會計處理引入新訂或經修訂規定。香港財務報告準則第16號消除了經營租賃與融資租賃之區別並規定所有租賃均須於租賃開始時確認使用權資產及租賃負債（惟短期租賃及低價值資產租賃除外），因而為租賃會計處理帶來重大改變。與承租人會計處理相反，有關出租人會計處理之規定大致維持不變。下文載述採納香港財務報告準則第16號對本集團財務報表之影響。

## 2. ADOPTION OF NEW OR AMENDED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

### HKFRS 16 "Leases" ("HKFRS 16") (Continued)

#### *Impact of the New Definition of a Lease*

The change in definition of a lease mainly relates to the concept of control. HKFRS 16 determines whether a contract contains a lease on the basis of whether the customer has the right to control the use of an identified asset for a period of time in exchange for consideration.

The Group has made use of the practical expedient available on transition to HKFRS 16 not to reassess whether a contract is or contains a lease. Accordingly, the definition of a lease in accordance with HKAS 17 and HK(IFRIC)-Int 4 continues to be applied to leases entered or modified before 1 January 2019 and the Group applies the definition of a lease and related guidance set out in HKFRS 16 to all lease contracts entered into or modified on or after 1 January 2019 (whether it is a lessor or a lessee in the lease contract). In preparation for the first-time application of HKFRS 16, the Group assessed that the new definition in HKFRS 16 will not change significantly the scope of contracts that meet the definition of a lease for the Group.

## 2. 採納新訂或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」）（續）

#### *租賃新定義之影響*

租賃定義之改變主要涉及控制權之概念。香港財務報告準則第16號釐定合約是否包含租賃乃基於客戶是否有權（以代價作為交換）於一段期間內控制已識別資產之使用。

本集團已採用過渡至香港財務報告準則第16號時可供採用之可行權宜法，未有重新評估合約是否屬於或包含租賃。因此，香港會計準則第17號及香港（國際財務報告詮釋委員會）－詮釋第4號項下之租賃定義繼續應用於在二零一九年一月一日之前訂立或修改之租賃，而本集團將香港財務報告準則第16號所載之租賃定義及有關指引應用於所有於二零一九年一月一日或之後訂立或修改之租賃合約（不論本集團於租賃合約中為出租人或承租人）。為首次應用香港財務報告準則第16號，本集團已評估香港財務報告準則第16號所載之新定義，認為就本集團而言符合租賃定義合約之範圍不會因而發生重大改變。



## 2. ADOPTION OF NEW OR AMENDED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

### HKFRS 16 "Leases" ("HKFRS 16") (Continued)

#### *Impact on Lessee Accounting*

HKFRS 16 changes how the Group accounts for leases previously classified as operating leases under HKAS 17, which were "off-balance-sheet". Upon application of HKFRS 16, for all leases (except as noted below), the Group (a) recognises right-of-use assets and lease liabilities in the consolidated statement of financial position, initially measured at the present value of future lease payments; (b) recognises depreciation of right-of-use assets and interest on lease liabilities in the consolidated statement of profit or loss; and (c) separately presented the total amount of cash paid into a principal portion and interest within financing activities and operating activities in the consolidated statement of cash flows.

Lease incentives (e.g. free-rent period) are recognised as part of the measurement of the right-of-use assets and lease liabilities whereas under HKAS 17, they resulted in the recognition of a lease incentive liability which was amortised as a reduction of rental expense on a straight-line basis.

Under HKFRS 16, right-of-use assets are tested for impairment in accordance with HKAS 36 "Impairment of Assets". This replaces the previous requirement to recognise a provision for onerous lease contracts.

For short-term leases (lease term of 12 months or less) and leases of low-value assets (such as personal computers and office furniture), the Group has opted to recognise a lease expense on a straight-line basis as permitted by HKFRS 16. This expense is presented within other expenses in the consolidated statement of profit or loss.

## 2. 採納新訂或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」）（續）

#### *對承租人會計處理之影響*

香港財務報告準則第16號令本集團改變對先前根據香港會計準則第17號分類為經營租賃之租賃之會計處理方式（即於「資產負債表外」入賬）。應用香港財務報告準則第16號後，就所有租賃（例外者見下文）而言，本集團均(a)於綜合財務狀況表確認使用權資產及租賃負債（以未來租賃款項之現值作初步計量）；(b)於綜合損益表確認使用權資產折舊及租賃負債利息；及(c)於綜合現金流量表將已付現金總額之本金部分與利息分別呈列於融資活動與經營活動內。

租賃優惠（例如免租期）確認為使用權資產及租賃負債計量之一部分，而根據香港會計準則第17號，租賃優惠導致租賃優惠負債（按直線法作為租金開支減少予以攤銷）之確認。

根據香港財務報告準則第16號，使用權資產根據香港會計準則第36號「資產減值」進行減值測試，取代過往就虧損性租賃合約確認撥備之規定。

就短期租賃（租賃期為12個月或以下）及低價值資產租賃（如個人電腦及辦公室傢俬）而言，誠如香港財務報告準則第16號所允許，本集團已選擇按直線法確認租賃開支。該項開支於綜合損益表之其他費用內呈列。

## 2. ADOPTION OF NEW OR AMENDED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

### HKFRS 16 "Leases" ("HKFRS 16") (Continued)

#### *Impact on Lessor Accounting*

HKFRS 16 does not change substantially how a lessor accounts for leases. Under HKFRS 16, a lessor continues to classify leases as either finance leases or operating leases and account for those two types of leases differently. However, HKFRS 16 has changed and expanded the disclosures required, in particular regarding how a lessor manages the risks arising from its residual interest in the leased assets.

Under HKFRS 16, an intermediate lessor accounts for the head lease and the sublease as two separate contracts. The intermediate lessor is required to classify the sublease as a finance or operating lease by reference to the right-of-use asset arising from the head lease and not by reference to the underlying asset as was the case under HKAS 17.

## 2. 採納新訂或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」）（續）

#### *對出租人會計處理之影響*

出租人對於租賃之會計處理之方式未有因為香港財務報告準則第16號而發生重大改變。根據香港財務報告準則第16號，出租人繼續將租賃分類為金融租賃或經營租賃並將兩者以不同方式入賬。然而，香港財務報告準則第16號已改變並擴大了所需披露之範圍（尤其關於出租人如何管理產生自其於租賃資產之剩餘權益之風險）。

根據香港財務報告準則第16號，中介出租人將主租賃與分租作為兩項獨立合約入賬。中介出租人須參照產生自主租賃之使用權資產（而非根據香港會計準則第17號參照相關資產）將分租分類為融資租賃或經營租賃。

## 2. ADOPTION OF NEW OR AMENDED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

### HKFRS 16 "Leases" ("HKFRS 16") (Continued)

#### *Financial Impact on Initial Application of HKFRS 16*

On transition to HKFRS 16, the Group has taken advantage of the practical expedients to leases previously classified as operating leases under HKAS 17 to account for leases with a remaining term of twelve months or less from the date of initial application as short-term leases (i.e. not recognised "on balance sheet") even though the initial term of the leases from lease commencement date may have been more than twelve months and using hindsight when determining the lease term if the contract contains options to extend or terminate the lease.

As at 31 December 2018, the Group had operating lease commitment of HK\$5,905,000 for which the lease term ends within 12 months of the date of initial application and the leases do not include a renewal option. Accordingly, the Group has not recognised any right-of-use assets nor lease liabilities as at 1 January 2019 but to account for payments on these leases as an expense on a straight-line basis over the remaining lease term.

## 2. 採納新訂或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」)(續)

#### *首次應用香港財務報告準則第16號之財務影響*

過渡至香港財務報告準則第16號時，本集團已利用可行權宜法就先前根據香港會計準則第17號分類為經營租賃之租賃將自首次應用日期剩餘租賃期為12個月或以下之租賃作為短期租賃入賬（即未於「資產負債表內」確認）（即使自租賃開始日期之租賃初始期可能已超過12月），並於合約包含延期或終止租賃之選擇權之情況下使用事後方式釐定租賃期。

於二零一八年十二月三十一日，本集團之經營租約承擔為5,905,000港元（租賃期於首次應用日期12個月內終止且該等租約不包含續租權）。因此，本集團未有確認任何於二零一九年一月一日之使用權資產或租賃負債，惟將該等租賃之付款於剩餘租賃期內按直線法作為開支入賬。

### 3. BASIS OF PREPARATION

The condensed consolidated financial statements have been prepared in compliance with HKAS 34 "Interim Financial Reporting" issued by the HKICPA and with the applicable requirements of Appendix 16 to the Rules Governing the Listing of Securities on the Stock Exchange. The accounting policies and methods of computation that have been used in the preparation of these condensed consolidated financial statements are consistent with those applied in the preparation of the Group's annual financial statements for the year ended 31 December 2018, except for the adoption of new HKFRSs.

In preparing the condensed consolidated financial statements, the directors have considered the future liquidity of the Group in view of its recurring losses incurred, and net current liabilities and net liabilities positions. For the six months ended 30 June 2019, the Group incurred a net loss attributable to owners of the Company of approximately HK\$37,893,000 (six months ended 30 June 2018: approximately HK\$40,028,000), and as at 30 June 2019, the Group had net current liabilities and net liabilities of approximately HK\$32,048,000 (31 December 2018: net current assets of approximately HK\$5,490,000) and HK\$23,059,000 (31 December 2018: net assets of approximately HK\$14,572,000), respectively. In addition, as at 30 June 2019, the Group's liabilities included borrowings of approximately HK\$90,533,000 (31 December 2018: HK\$80,421,000) from a wholly-owned subsidiary of the Company's substantial shareholder, Yuanyin Holdings Limited, which will be due in September 2019. These conditions indicate the existence of a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern and therefore that, it may be unable to realise its assets and discharge its liabilities in the normal course of business.

### 3. 編製基準

簡明綜合財務報表已根據香港會計師公會頒佈之香港會計準則第34號「中期財務報告」及聯交所證券上市規則附錄十六之適用規定編製。除採納新訂香港財務報告準則外，編製該等簡明綜合財務報表所採用之會計政策及計算方法與編製本集團截至二零一八年十二月三十一日止年度之年度財務報表所採用者一致。

在編製簡明綜合財務報表時，董事已就其所產生之經常性虧損以及流動負債淨值及負債淨值狀況考慮本集團之未來流動資金。截至二零一九年六月三十日止六個月，本集團產生本公司擁有人應佔淨虧損約37,893,000港元（截至二零一八年六月三十日止六個月：約40,028,000港元），而於二零一九年六月三十日，本集團之流動負債淨值及負債淨值分別約為32,048,000港元（二零一八年十二月三十一日：流動資產淨值約5,490,000港元）及23,059,000港元（二零一八年十二月三十一日：資產淨值約14,572,000港元）。此外，於二零一九年六月三十日，本集團之負債包括來自本公司主要股東之全資附屬公司原銀控股有限公司之借貸約90,533,000港元（二零一八年十二月三十一日：80,421,000港元），該借貸將於二零一九年九月到期。此等狀況顯示，存在重大不明朗因素可能對本集團持續經營能力構成重大疑問，因此，本集團或無法於其正常業務過程中變現其資產及解除其負債。

### 3. BASIS OF PREPARATION (Continued)

In order to improve the Group's operating and financial position, the Company is in the progress of soliciting more potential customers and proactively looking for investment opportunities to improve its operating cash flows. The substantial shareholder, Yuanyin Holdings Limited, has agreed to provide sufficient working capital to satisfy its future working capital and other financing requirement for at least twelve months from 30 June 2019 through continual renewal of borrowings or provision of additional financing to the Group. Having taken into account of the abovementioned, the directors adopted the going concern basis in the preparation of the condensed consolidated financial statements for the six months ended 30 June 2019.

Having regard to the cash flow projections of the Group, which are prepared assuming that the aforesaid arrangement are successful, in the opinion of the directors, the Group will have sufficient working capital for its future requirements and it is reasonable to expect that the Group will remain as a commercially viable concern. Accordingly, the directors are satisfied that it is appropriate to prepare the condensed consolidated financial statements for the six months ended 30 June 2019 on a going concern basis.

Should the Group be unable to continue in business as a going concern, adjustments would have to be made in the condensed consolidated financial statements to write down the values of the assets to their net realisable amounts, to provide for any further liabilities which might arise, and to reclassify non-current assets as current assets. The effect of these adjustments has not yet been reflected in the condensed consolidated financial statements.

### 3. 編製基準 (續)

為改善本集團之經營及財務狀況，本公司正物色更多潛在客戶，並積極尋求投資機遇以提升其經營現金流量。主要股東原銀控股有限公司已同意，由二零一九年六月三十日起計至少十二個月內，其將透過持續續借借貸或提供額外資金予本集團之方式提供足夠營運資金以滿足其未來營運資金及其他資金需要。經考慮上述內容後，董事採納持續經營基準編製截至二零一九年六月三十日止六個月之簡明綜合財務報表。

經考慮按假設上述安排屬成功而編製之本集團現金流量預測，董事認為，本集團將具備足夠營運資金以應付其未來需要，並合理預期本集團得以維持可行之營商模式。因此，董事信納，按持續經營基準編製截至二零一九年六月三十日止六個月之簡明綜合財務報表實屬恰當。

倘本集團無法繼續按持續基準經營業務，則須於簡明綜合財務報表作出調整以將資產價值撇減至其可變現金額淨額，為可能產生之任何進一步負債作出撥備，以及將非流動資產重新分類為流動資產。此等調整之影響並未於簡明綜合財務報表內反映。

#### 4. SEGMENT INFORMATION

The Group identifies operating segments and prepares segment information based on the regular internal financial information reported to the executive directors for their decisions about resources allocation to the Group's business components and for their review of the performance of those components. The business components in the internal financial information reported to the executive directors are determined following the Group's major service lines as follows:

- (a) securities brokerage and financial services – provision of discretionary and non-discretionary dealing services for securities and futures contracts, securities placing and underwriting services, margin financing and money lending services, corporate finance advisory and general advisory services;
- (b) asset management services – provision of fund management and discretionary portfolio management and investment advisory services;
- (c) proprietary trading – investment holding and securities trading; and
- (d) trading business – trading of chemical products and energy and minerals products.

During the six months ended 30 June 2019, there were no changes from prior periods in the measurement methods used to determine operating segments, reported segment profit or loss and reported segment assets and liabilities. No operating segments identified have been aggregated in arriving at the reportable segments of the Group. Each of these operating segments is managed separately as each of the service lines requires different resources as well as marketing approaches.

#### 4. 分部資料

本集團根據向執行董事申報以供彼等決定分配資源至本集團業務分部及檢討該等分部表現之定期內部財務資料識別經營分部及編製分部資料。向執行董事申報之內部財務資料所載之業務分部根據本集團之主要服務行業釐定如下：

- (a) 證券經紀及金融服務 – 提供證券及期貨合約之全權委託及非全權委託交易服務、證券配售及承銷服務、孖展融資及貸款服務、企業融資顧問及一般顧問服務；
- (b) 資產管理服務 – 提供基金管理及全權委託組合管理及投資顧問服務；
- (c) 自營買賣 – 投資控股及證券買賣；及
- (d) 貿易業務 – 買賣化工產品、能源及礦產品。

截至二零一九年六月三十日止六個月，釐定經營分部、已呈報分部損益及已呈報分部資產與負債所用之計量方法與過往期間相較並無變動。於得出本集團之可申報分部時，概無將已識別之任何經營分部作合併處理。由於各服務行業之資源需求及市場推廣方式不同，該等各經營分部乃分開管理。

## 4. SEGMENT INFORMATION (Continued)

## 4. 分部資料 (續)

		Securities brokerage and financial services 證券經紀及 金融服務 HK\$'000 千港元	Asset management services 資產管理服務 HK\$'000 千港元	Proprietary trading 自營買賣 HK\$'000 千港元	Trading business 貿易業務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Six months ended 30 June 2019 (Unaudited)</b>	截至二零一九年 六月三十日止 六個月 (未經審核)					
<b>Reportable segment revenue</b>	可申報分部收益					
External customers	外界客戶					
- Fee and commission income	- 費用及佣金 收入	207	6,897	-	-	7,104
- Interest income	- 利息收入	40	-	-	-	40
		247	6,897	-	-	7,144
<b>Fee and commission income from external customers</b>	來自外界客戶 之費用及佣金 收入					
<b>- Timing of revenue recognition</b>	- 收益確認 之時間					
Point in time	特定時間	207	-	-	-	207
Over time	一段時間	-	6,897	-	-	6,897
		207	6,897	-	-	7,104
<b>- Geographical region</b>	- 地理位置					
Hong Kong	香港	207	6,897	-	-	7,104
		207	6,897	-	-	7,104
<b>Reportable segment result</b>	可申報分部業績	(6,449)	(4,818)	(4,663)	(534)	(16,464)
<b>30 June 2019 (Unaudited)</b>	二零一九年 六月三十日 (未經審核)					
<b>Reportable segment assets</b>	可申報分部資產	39,383	9,800	2,469	53	51,705
<b>Reportable segment liabilities</b>	可申報分部 負債	38,500	188	71	26	38,785

## 4. SEGMENT INFORMATION (Continued)

## 4. 分部資料 (續)

		Securities brokerage and financial services 證券經紀及 金融服務 HK\$'000 千港元	Asset management services 資產管理服務 HK\$'000 千港元	Proprietary trading 自營買賣 HK\$'000 千港元	Trading business 貿易業務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Six months ended 30 June 2018 (Unaudited)</b>	<b>截至二零一八年 六月三十日 止六個月 (未經審核)</b>					
<b>Reportable segment revenue</b>	<b>可申報分部收益</b>					
External customers	外界客戶					
- Fee and commission income	- 費用及佣金收入	1,061	14,442	-	-	15,503
- Interest income	- 利息收入	1,317	-	-	-	1,317
		2,378	14,442	-	-	16,820
<b>Fee and commission income from external customers</b>	<b>來自外界客戶 之費用及佣金收入</b>					
<b>- Timing of revenue recognition</b>	<b>- 收益確認之時間</b>					
Point in time	特定時間	1,061	-	-	-	1,061
Over time	一段時間	-	14,442	-	-	14,442
		1,061	14,442	-	-	15,503
<b>- Geographical region</b>	<b>- 地理位置</b>					
Hong Kong	香港	1,061	14,181	-	-	15,242
Mainland China	中國內地	-	261	-	-	261
		1,061	14,442	-	-	15,503
<b>Reportable segment result</b>	<b>可申報分部業績</b>	(8,423)	6,325	(9,758)	(4,200)	(16,056)
<b>31 December 2018 (Audited)</b>	<b>二零一八年 十二月三十一日 (經審核)</b>					
<b>Reportable segment assets</b>	<b>可申報分部資產</b>	54,665	37,181	6,955	56	98,857
<b>Reportable segment liabilities</b>	<b>可申報分部負債</b>	47,130	1,351	1,306	49	49,836



## 4. SEGMENT INFORMATION (Continued)

The Group's reportable segment result is reconciled to the Group's loss before income tax as follows:

## 4. 分部資料 (續)

本集團可申報分報業績與本集團除所得稅前虧損之對賬如下：

## Six months ended 30 June

截至六月三十日止六個月

		2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)	2018 二零一八年 HK\$'000 千港元 (Unaudited) (未經審核)
Reportable segment result	可申報分部業績	(16,464)	(16,056)
Other income	其他收入	21	21
Equity-settled share-based payment expense	股本結算股份付款開支	-	(876)
Finance costs	融資成本	(13,113)	(11,950)
Loss on disposal of subsidiaries	出售附屬公司之虧損	-	(2,919)
Reversal of provision for settlement of convertible bonds	結算可換股債券之撥備撥回	-	4,394
Share of results of an associate	分佔一間聯營公司業績	-	(1,723)
Corporate expenses**	公司開支**	(8,359)	(9,470)
Group's loss before income tax	本集團除所得稅前虧損	(37,915)	(38,579)

\*\* mainly staff costs, including directors' emoluments, short-term lease expenses (six months 30 June 2018: minimum lease payments under operating leases) in respect of land and buildings and other professional fees

\*\* 主要為員工成本，包括董事酬金、土地及樓宇之短期租賃開支（二零一八年六月三十日止六個月：經營租賃的最低租賃款項）以及其他專業費用

## 5. FEE AND COMMISSION INCOME, INTEREST INCOME

## 5. 費用及佣金收入以及利息收入

Six months ended 30 June

截至六月三十日止六個月

		<b>2019</b> <b>二零一九年</b> <b>HK\$'000</b> <b>千港元</b> <b>(Unaudited)</b> <b>(未經審核)</b>	2018 二零一八年 HK\$'000 千港元 (Unaudited) (未經審核)
<b>Fee and commission income</b>	<b>費用及佣金收入</b>		
Securities brokerage and financial services segment:	證券經紀及金融服務分部：		
– Securities and futures brokerage	– 證券及期貨經紀	<b>114</b>	1,019
– Others	– 其他	<b>93</b>	42
		<b>207</b>	1,061
Asset management services segment:	資產管理服務分部：		
– Fund and portfolio management and investment advisory	– 基金及投資組合管理以及投資顧問	<b>6,897</b>	14,442
		<b>6,897</b>	14,442
		<b>7,104</b>	15,503
<b>Interest income</b>	<b>利息收入</b>		
– Margin financing and money lending	– 孖展融資及貸款	<b>40</b>	1,317
		<b>40</b>	1,317
<b>Total</b>	<b>總計</b>	<b>7,144</b>	16,820

## 6. OTHER GAINS AND LOSSES

## 6. 其他收益及虧損

Six months ended 30 June

截至六月三十日止六個月

		2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)	2018 二零一八年 HK\$'000 千港元 (Unaudited) (未經審核)
Changes in fair value of held for trading investments	持作買賣投資之 公平值之變動	(3,664)	(13,763)
Impairment losses on trading rights*	買賣權減值虧損*	-	(3,322)
Loss on disposal of subsidiaries (note 18)	出售附屬公司之虧損 (附註18)	-	(2,919)
Net foreign exchange gains	外匯收益淨額	60	120
Others	其他	-	21
		(3,604)	(19,863)

\* Trading rights represent the eligibility rights to trade on or through Hong Kong Futures Exchange Limited and the Stock Exchange, the carrying amount of which is allocated to the cash generating unit which engaged in the securities brokerage and financial services for the purpose of impairment testing. For the six months ended 30 June 2018, taking into account of the deteriorating financial performance of the securities brokerage business, the unfavourable change in the capital market and the expectations for the market development, an impairment loss of HK\$3,322,000 was recognised in respect of the trading rights.

\* 買賣權指於或透過香港期貨交易所有限公司及聯交所進行買賣之合法權利。就減值測試而言，買賣權之賬面值分配至從事證券經紀及金融服務之現金產生單位。截至二零一八年六月三十日止六個月，考慮到證券經紀業務之財務表現惡化、資本市場中之不利變動及市場發展之預期，本公司已就買賣權確認減值虧損3,322,000港元。

## 7. OTHER INCOME

## 7. 其他收入

Six months ended 30 June

截至六月三十日止六個月

		2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)	2018 二零一八年 HK\$'000 千港元 (Unaudited) (未經審核)
Interest income from banks and others	銀行及其他利息收入	21	21
Sundry income	雜項收入	810	—
		831	21

## 8. LOSS BEFORE INCOME TAX

## 8. 除所得稅前虧損

Six months ended 30 June

截至六月三十日止六個月

		2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)	2018 二零一八年 HK\$'000 千港元 (Unaudited) (未經審核)
Loss before income tax is arrived at after charging/(crediting):	除所得稅前虧損已扣除／(計入)下列各項：		
Reversal of provision for settlement of convertible bonds (note (a))	結算可換股債券之撥備撥回(附註(a))	-	(4,394)
Finance costs	融資成本		
- Effective interest on liability component of convertible bonds	- 可換股債券負債部分之實際利息	-	11,948
- Interest on bank and other borrowings	- 銀行及其他借貸之利息	13,113	2
		13,113	11,950
Staff costs, including directors' emoluments	員工成本(包括董事酬金)		
- Fees, salaries, allowances and bonuses	- 袍金、薪金、津貼及花紅	14,220	13,148
- Equity-settled share-based payments	- 股本結算股份付款	-	876
- Retirement benefit scheme contributions (note (b))	- 退休福利計劃供款(附註(b))	451	272
		14,671	14,296

## 8. LOSS BEFORE INCOME TAX (Continued)

Notes:

- (a) On 9 April 2014, a wholly-owned subsidiary of the Company, Sheng Yuan Financial Services Group Limited (“SYFS”), issued zero coupon convertible bonds with principal amount of HK\$45,000,000 (“**2014 SYFS Bonds**”). The 2014 SYFS Bonds entitled the holders to convert them into ordinary shares of SYFS (“**SYFS Conversion Shares**”) with certain profit conditions as set out in the Company’s circular dated 16 May 2014. Any unconverted 2014 SYFS Bonds had to be redeemed by SYFS at 100% of its face value within 30 business days from the third anniversary day. Based on the terms of the subscription agreement, the 2014 SYFS Bonds contained the liability and the equity conversion components.

On 29 December 2017, the Company, SYFS and the bondholder entered into a deed of settlement, and subject to the permission from the Stock Exchange, the Company would issue convertible bonds with a principal amount of HK\$90,000,000 for a term of 2 years as settlement and release of the SYFS’s obligations under the 2014 SYFS Bonds.

## 8. 除所得稅前虧損（續）

附註：

- (a) 於二零一四年四月九日，本公司之全資附屬公司 Sheng Yuan Financial Services Group Limited (「SYFS」) 發行本金額為 45,000,000 港元之零息可換股債券 (「**二零一四年 SYFS 債券**」)。二零一四年 SYFS 債券賦予持有人權利，可將之兌換為 SYFS 普通股 (「**SYFS 換股股份**」)，並附有若干溢利之條件 (詳見本公司日期為二零一四年五月十六日之通函)。任何未獲兌換之二零一四年 SYFS 債券須由 SYFS 於第三週年日後 30 個營業日內按其面值之 100% 贖回。根據認購協議之條款，二零一四年 SYFS 債券包括負債及權益兌換部分。

於二零一七年十二月二十九日，本公司、SYFS 及債券持有人訂立結算契據，且待取得聯交所許可後，本公司將發行兩年期本金額為 90,000,000 港元之可換股債券，以結算及解除 SYFS 於二零一四年 SYFS 債券下之債務。

## 8. LOSS BEFORE INCOME TAX (Continued)

Notes: (Continued)

- (a) Given the permission from the Stock Exchange, which was considered as substantive, had not been granted at 31 December 2017, the directors of the Company believed that the Group's obligations under the 2014 SYFS Bonds remained outstanding at 31 December 2017 and a provision for settlement of 2014 SYFS Bonds of HK\$33,708,000 was recognised at 31 December 2017.

On 4 June 2018, convertible bonds in the principal amount of HK\$90,000,000 ("2018 SYHL Bonds") were issued after the approval from the Stock Exchange had been granted. The 2018 SYHL Bonds entitled the holder to convert the bonds into ordinary shares of the Company at the conversion price of HK\$0.35 per share at any time before 24 months from the initial issue date ("2018 SYHL Bonds Maturity Date") and bore interest at 8% per annum. The Company shall have the right, at any time during the period from the initial issue date and up to the 2018 SYHL Bonds Maturity Date, to redeem the 2018 SYHL Bonds at 100% of the outstanding principal amount, together with accrued interest, if any.

## 8. 除所得稅前虧損（續）

附註：（續）

- (a) 鑒於聯交所許可被認為是實質性的，而聯交所於二零一七年十二月三十一日仍未授出有關許可，本公司董事認為本集團二零一四年SYFS債券項下之責任於二零一七年十二月三十一日仍未償還及已確認為二零一七年十二月三十一日就結算二零一四年SYFS債券33,708,000港元撥備。

於二零一八年六月四日，聯交所授出批准後，本金額為90,000,000港元之可換股債券（「二零一八年盛源控股債券」）獲發行。二零一八年盛源控股債券賦予持有人權利，可於首次發行日期二十四個月（「二零一八年盛源控股債券到期日」）前任何時間將債券按兌換價每股股份0.35港元兌換為本公司普通股且以年利率8厘計息。本公司有權從首次發行日期及直至二零一八年盛源控股債券到期日期止任何時間，按全部尚未償還本金額連同應計利息（如有）贖回二零一八年盛源控股債券。

**8. LOSS BEFORE INCOME TAX (Continued)**

Notes: (Continued)

- (a) Based on the terms of the deed of settlement, the Group had initially recognised the liability and equity conversion components in respect of the 2018 SYHL Bonds at HK\$74,314,000 and HK\$9,267,000, respectively. The difference between the liability component of 2014 SYFS Bonds of HK\$45,000,000 and the liability component of 2018 SYHL Bonds of HK\$74,314,000 (i.e. HK\$29,314,000) was debited to the provision for settlement of 2014 SYFS Bonds. The Group had also recognised a reversal of provision for settlement 2014 SYFS Bonds of HK\$4,394,000 during the six months ended 30 June 2018.
- (b) For the six months ended 30 June 2018, the amount included forfeited contributions of HK\$279,000 in respect of employees who left employment prior to such contributions vesting fully in accordance with the rules of the MPF Scheme.

**8. 除所得稅前虧損 (續)**

附註：(續)

- (a) 根據結算契據之條款，本集團首次就二零一八年盛源控股債券分別按74,314,000港元及9,267,000港元確認負債及權益兌換部分。45,000,000港元二零一四年SYFS債券與74,314,000港元二零一八年盛源控股債券間之差額(即29,314,000港元)已計入作結算二零一四年SYFS債券撥備。本集團亦就截至二零一八年六月三十日止六個月之結算二零一四年SYFS債券4,394,000港元確認撥備撥回。
- (b) 截至二零一八年六月三十日止六個月，該金額包括僱員於有關供款根據強積金計劃之規則悉數獲歸屬前離職被沒收之供款279,000港元。



## 9. INCOME TAX EXPENSE

For the six months ended 30 June 2019, no Hong Kong profits tax has been provided in the condensed consolidated financial statements as the Group did not generate assessable profits in Hong Kong for the period. For the six month ended 30 June 2018, Hong Kong profits tax was calculated in accordance with the two-tiered profits tax rates regime. Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of qualifying corporation are taxed at 8.25%, and profits above HK\$2 million are taxed at 16.5%. The profits of corporation not qualifying for the two-tiered profits tax rates regime are taxed at a flat rate of 16.5%.

## 9. 所得稅開支

截至二零一九年六月三十日止六個月，由於本集團就本期間於香港並無產生應課稅溢利，故並無於簡明綜合財務報表撥備香港利得稅。截至二零一八年六月三十日止六個月，香港利得稅乃根據利得稅兩級制計算。根據利得稅兩級制，合資格法團按8.25%之稅率就溢利首2,000,000港元繳納稅項，並按16.5%之稅率繳納2,000,000港元以上溢利之稅項。不符合利得稅兩級制資格之法團將繼續按16.5%之稅率繳納稅項。

### Six months ended 30 June 截至六月三十日止六個月

		2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)	2018 二零一八年 HK\$'000 千港元 (Unaudited) (未經審核)
<b>Current tax – Hong Kong profits tax</b>	<b>即期稅項 – 香港利得稅</b>		
– Provision for current period	– 本期間撥備	–	1,457
Total income tax expense	所得稅開支總額	–	1,457

## 10. DIVIDENDS

No dividend was proposed or paid during the six months ended 30 June 2019 and 2018, nor has any dividend been proposed since the end of the reporting periods.

## 10. 股息

截至二零一九年及二零一八年六月三十日止六個月，概無建議派發或派發任何股息。自報告期間結算日以來亦無建議派發任何股息。

## 11. LOSS PER SHARE

The calculation of basic loss per share is based on the loss attributable to owners of the Company of approximately HK\$37,893,000 (six months ended 30 June 2018: loss of approximately HK\$40,028,000) and the weighted average number of 3,819,705,413 (six months ended 30 June 2018: 3,562,562,556) ordinary shares in issue during the period. The diluted loss per share is the same as the basic loss per share because the calculation of the diluted loss per share does not assume the exercise of the outstanding share options and conversion rights attached to the convertible bonds since their exercise would result in a decrease in loss per share.

## 12. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 June 2019, the Group did not acquire or dispose of any property, plant and equipment. During the six months ended 30 June 2018, the Group acquired property, plant and equipment with a cost of approximately HK\$19,000. Property, plant and equipment with net carrying amount of approximately HK\$1,000 were disposed of during the six months ended 30 June 2018.

## 11. 每股虧損

每股基本虧損乃根據本公司擁有人應佔虧損約37,893,000港元（截至二零一八年六月三十日止六個月：虧損約40,028,000港元）及期內已發行普通股之加權平均數3,819,705,413股（截至二零一八年六月三十日止六個月：3,562,562,556股）計算。每股攤薄虧損與每股基本虧損相同，因為計算每股攤薄虧損並無假設行使尚未行使之購股權及可換股債券所附帶之換股權，原因為該等權利之行使將導致每股虧損減少。

## 12. 物業、廠房及設備

截至二零一九年六月三十日止六個月，本集團並無收購或出售任何物業、廠房及設備。於截至二零一八年六月三十日止六個月，本集團以約19,000港元之成本收購物業、廠房及設備。賬面淨值約1,000港元之物業、廠房及設備已於截至二零一八年六月三十日止六個月內出售。

## 13. TRADE AND OTHER RECEIVABLES AND PREPAYMENTS

## 13. 貿易及其他應收賬款以及預付款項

		30 June 2019 二零一九年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2018 二零一八年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Trade receivables	貿易應收賬款	5,490	36,716
Less: Loss allowances	減：虧損撥備	(3,711)	–
Other receivables and prepayments	其他應收賬款及預付款項	1,779	36,716
		5,385	3,429
		7,164	40,145

The analysis of trade receivables is as follows:

貿易應收賬款之分析如下：

		30 June 2019 二零一九年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2018 二零一八年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Arising from the business of dealing in securities and futures contracts	來自證券及期貨合約買賣業務		
– Hong Kong Securities Clearing Company Limited (“HKSCC”) and HKFE Clearing Corporation Limited (“HKCC”)	– 香港中央結算有限公司 （「香港結算」）及 香港期貨結算有限公司 （「香港期貨結算」）	25	60
Arising from asset management services	來自資產管理服務	5,464	29,415
Arising from money lending services	來自貸款服務	–	7,241
Arising from proprietary trading	來自自營買賣	1	–
		5,490	36,716

### 13. TRADE AND OTHER RECEIVABLES AND PREPAYMENTS (Continued)

The normal settlement terms of trade receivables arising from the business of dealing in securities are one to two business days after the respective trade dates. The normal settlement terms of trade receivables arising from the business of dealing in futures contracts are one business day after the respective trade dates. The amounts due from HKSCC are repayable on demand subsequent to the settlement date. The amounts due from HKCC are repayable on demand except for the required margin deposits for the trading of futures contracts.

The Group does not provide any credit term to clients for its asset management services. Amount arising from proprietary trading represents deposits placed with a securities broker which is repayable on demand. Amount arising from money lending services at 31 December 2018 represented a term loan which was repayable within one year from 31 December 2018 and bore interest at a fixed rate of 10% per annum and was secured by marketable securities with fair value of HK\$30,000,000 at 31 December 2018.

### 13. 貿易及其他應收賬款以及預付款項（續）

來自證券買賣業務之貿易應收賬款結算期通常為各交易日期後一至兩個營業日。來自期貨合約買賣業務之貿易應收賬款結算期通常為各交易日期後之一個營業日。應收香港結算款項須於結算日期後按要求償還。應收香港期貨結算款項須按要求償還，惟期貨合約買賣所需孖展按金除外。

本集團並無向其資產管理服務客戶提供任何信貸期。來自自營買賣之款項指存放於證券經紀之存款，須按要求償還。於二零一八年十二月三十一日，來自貸款服務之款項指須自二零一八年十二月三十一日起計一年內償還、按固定年利率10厘計息及以於二零一八年十二月三十一日之公平值為30,000,000港元之有價證券作抵押之定期貸款。

### 13. TRADE AND OTHER RECEIVABLES AND PREPAYMENTS (Continued)

At 30 June 2019 and 31 December 2018, amount due from HKSCC represents unsettled trade transacted on the last two business days prior to the end of each reporting period and amount due from HKCC represents undrawn deposits at the end of the reporting period. None of the amounts arising from money lending services were past due at the reporting date. The following table provides information about the exposure to credit risk for amounts arising from asset management services:

### 13. 貿易及其他應收賬款以及預付款項（續）

於二零一九年六月三十日及二零一八年十二月三十一日，應收香港結算款項指於各報告期結算日前最後兩個交易日之未結算交易額，而應收香港期貨結算款項指於各報告期結算日之未動用存款。於報告日期概無來自貸款服務之款項逾期。下表提供來自資產管理服務之款項所面臨之信貸風險資料：

		30 June 2019 二零一九年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2018 二零一八年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Not yet past due	尚未逾期	1,735	8,903
0 – 30 days past due	逾期0至30日	3	–
31 – 60 days past due	逾期31至60日	3	–
61 – 90 days past due	逾期61至90日	3	4,705
91 – 180 days past due	逾期91至180日	1,522	7,530
181 – 365 days past due	逾期181至365日	1,949	8,151
Over 365 days past due	逾期超過365日	249	126
		5,464	29,415

## 14. HELD FOR TRADING INVESTMENTS

## 14. 持作買賣用途投資

	<b>30 June</b> <b>2019</b> 二零一九年 六月三十日 <b>HK\$'000</b> 千港元 <b>(Unaudited)</b> (未經審核)	31 December 2018 二零一八年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Listed equity securities 上市股本證券	<b>729</b>	5,263
Unlisted investment fund (note) 非上市投資基金(附註)	<b>1,693</b>	1,565
	<b>2,422</b>	6,828

Note:

Pursuant to the subscription agreement, the Group's interests in the above investment fund are in the form of redeemable shares, which is puttable at the holder's option at any time, for an amount equal to the pro rata share of the fund's net assets and entitle the Group to a proportionate stake in the fund's net assets. The investment fund is managed by an unrelated investment manager who is empowered to manage its daily operations and apply various investment strategies to accomplish the investment objectives.

附註：

根據認購協議，本集團於上述投資基金之權益為可贖回股份形式，可隨時由持有人選擇贖回相等於基金資產淨值佔比之金額，且本集團有權按比例分攤該基金之資產淨值。該投資基金由相關獲授權管理其日常營運及採用多項投資策略以達致其投資目標之無關連之投資經理管理。

## 15. TRADE AND OTHER PAYABLES AND ACCRUALS

## 15. 貿易及其他應付賬款以及應計費用

		30 June 2019 二零一九年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2018 二零一八年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Trade payables arising from the business of dealing in securities and futures contracts	來自證券及期貨合約買賣業務之貿易應付賬款		
- HKSCC	- 香港結算	75	-
- Cash clients	- 現金客戶	36,738	44,354
- Margin clients	- 孖展客戶	852	1,134
		37,665	45,488
Other payables and accruals	其他應付賬款及應計費用	1,625	8,731
		39,290	54,219

The normal settlement terms of trade payables arising from the business of dealing in securities are one to two business days after the respective trade dates. The normal settlement terms of trade payables arising from the business of dealing in futures contracts are one business day after the respective trade dates. The amounts payable to cash and margin clients are repayable on demand except for the required margin deposits for the trading of futures contracts. No ageing analysis in respect of trade payables is disclosed as, in the opinion of the directors, the ageing analysis does not give additional value in view of the business nature.

來自證券買賣業務之貿易應付賬款之一般結算期為各自交易日後一至兩個營業日。來自期貨合約買賣業務之貿易應付賬款之一般結算期為各自交易日後的一個營業日。應付現金及孖展客戶之款項須按要求償還，惟期貨合約買賣所需孖展按金除外。董事認為，基於業務性質使然，賬齡分析不會帶來額外用途，故並無披露貿易應付賬款之賬齡分析。

## 16. BORROWINGS

	<b>30 June</b> <b>2019</b> 二零一九年 六月三十日 <b>HK\$'000</b> 千港元 <b>(Unaudited)</b> (未經審核)	31 December 2018 二零一八年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Loans from related companies 來自關聯公司之貸款		
– Principal amount – 本金	<b>90,000</b>	80,000
– Interest payables – 應付利息	<b>533</b>	421
	<b>90,533</b>	80,421

The loan at 31 December 2018 with the principal amount of HK\$80,000,000 was secured by a charge of the Company's shares owned by certain substantial shareholders of the Company, interest bearing at 24% per annum and repayable within three months from 22 December 2018. The amount had been fully settled on 22 March 2019.

The loan at 30 June 2019 with the principal amount of HK\$90,000,000 is secured by a charge of the Company's shares owned by certain substantial shareholders of the Company, interest bearing at 24% per annum and repayable within one month from 22 June 2019. The loan was renewed in July 2019 and was further renewed in August 2019 for a period of one month.

於二零一八年十二月三十一日，本金額為80,000,000港元之貸款由本公司若干主要股東擁有之本公司股份押記作抵押，按年利率24厘計息並須於二零一八年十二月二十二日起計三個月內償還。該金額已於二零一九年三月二十二日悉數償還。

於二零一九年六月三十日，本金額為90,000,000港元之貸款由本公司若干主要股東擁有之本公司股份押記作抵押，按年利率24厘計息及須自二零一九年六月二十二日起計一個月內償還。該貸款已於二零一九年七月續期並於二零一九年八月額外續期一個月。



## 17. SHARE CAPITAL

		Number of ordinary shares of HK\$0.05 each 每股面值 0.05 港元之 普通股數目 (Unaudited) (未經審核)	Nominal value 面值 HK\$'000 千港元 (Unaudited) (未經審核)
<i>Authorised:</i> <b>At 1 January 2019 and 30 June 2019</b>	<i>法定：</i> 於二零一九年 一月一日及 二零一九年 六月三十日	8,000,000,000	400,000
<i>Issued and fully paid:</i> <b>At 1 January 2019 and 30 June 2019</b>	<i>已發行及繳足：</i> 於二零一九年 一月一日及 二零一九年 六月三十日	3,819,705,413	190,985

		Number of ordinary shares of HK\$0.05 each 每股面值 0.05 港元之 普通股數目 (Audited) (經審核)	Nominal value 面值 HK\$'000 千港元 (Audited) (經審核)
<i>Authorised:</i> <b>At 1 January 2018 and 31 December 2018</b>	<i>法定：</i> 於二零一八年 一月一日及 二零一八年 十二月三十一日	8,000,000,000	400,000
<i>Issued and fully paid:</i> <b>At 1 January 2018</b>	<i>已發行及繳足：</i> 於二零一八年 一月一日	3,562,562,556	178,128
Issue of shares upon exercise of convertible bonds	因可換股債券獲行使 而發行股份	257,142,857	12,857
<b>At 31 December 2018</b>	於二零一八年 十二月三十一日	3,819,705,413	190,985

All issued shares rank pari passu in all respects including all rights as to dividends, voting and return of capital.

所有已發行股份在所有方面享有同等權利，包括有關股息、投票及資本退還之所有權利。

## 18. DISPOSAL OF SUBSIDIARIES

In June 2018, the Company entered into an agreement to sell the entire issued share capital of a subsidiary, Joinbo Holdings Limited, which indirectly owned approximately 25% of the equity interest in Xinhua (Daqing) Merchandise Exchange Company Limited, for a cash consideration of HK\$4,000,000. The net assets disposed of, the resulting loss on disposal and the net cash inflow in respect of the above transaction were as follows:

## 18. 出售附屬公司

於二零一八年六月，本公司訂立一份協議，以出售一間附屬公司駿寶集團有限公司（其間接擁有新華（大慶）商品交易所有限公司約25%股權）之全部已發行股本，現金代價為4,000,000港元。涉及上述交易之已出售資產淨值、出售產生之虧損及淨現金流入如下：

		HK\$'000 千港元
<b>Net assets disposed of:</b>	<b>已出售資產淨值：</b>	
Property, plant and equipment	物業、廠房及設備	1
Interest in an associate	於一間聯營公司之權益	193
Other receivables and prepayments	其他應收賬款及預付款項	169
Cash and cash equivalents	現金及現金等同項目	18
Other payables and accruals	其他應付賬款及應計費用	(1)
		380
<b>Loss on disposal:</b>	<b>出售虧損：</b>	
Consideration received	已收代價	4,000
Net assets disposed of	已出售資產淨值	(380)
Non-controlling interests derecognised	終止確認非控股權益	(11)
Cumulative currency translation reserve in respect of the subsidiaries and associate disposed of reclassified from equity to profit or loss on disposal	於出售時由權益重新分類為損益之有關已出售附屬公司及聯營公司之累計貨幣換算儲備	(6,528)
		(2,919)**
<b>Net cash inflow:</b>	<b>淨現金流入：</b>	
Total consideration	代價總額	4,000
Less: Cash and cash equivalents disposed of	減：已出售現金及現金等同項目	(18)
		3,982

\*\* included in "Other gains and losses" in profit or loss for the six months ended 30 June 2018

\*\* 計入截至二零一八年六月三十日止六個月損益之「其他收益及虧損」內

## 19. DISPOSAL OF PARTIAL INTEREST IN A SUBSIDIARY

During the six months ended 30 June 2019, the Group disposed of 9% of its interest in Sheng Yuan Sino Asset Management Limited ("SYSAM"), reducing its continuing interest to 91%. The proceeds on disposal of HK\$270,000 were received in cash. An amount of HK\$701,000 (being the proportionate share of the carrying amount of the net assets of SYSAM and goodwill arising on acquisition of SYSAM in prior year) has been transferred to non-controlling interests. The difference between the increase in the non-controlling interests and the consideration received of HK\$431,000 has been debited to accumulated losses.

## 20. RELATED PARTY TRANSACTIONS

In addition to the transactions and balances detailed elsewhere in these condensed consolidated financial statements, the Group had the following material transactions with related parties during the period:

## 19. 出售一間附屬公司之部分權益

截至二零一九年六月三十日止六個月，本集團出售其於Sheng Yuan Sino Asset Management Limited (「SYSAM」) 之9%權益，其持續權益減至91%。出售事項所得款項270,000港元以現金收取。701,000港元之金額（即按比例分佔SYSAM淨資產之賬面值及於過往年度收購SYSAM產生之商譽）已轉至非控股權益。非控股權益增加與所收取之代價431,000港元之差額已於累計虧損扣除。

## 20. 關連人士交易

除該等簡明綜合財務報表其他地方詳述之交易及結餘外，本集團於期內與關連人士進行之重大交易如下：

		Six months ended 30 June 截至六月三十日止六個月	
		2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)	2018 二零一八年 HK\$'000 千港元 (Unaudited) (未經審核)
<b>A director of the Company</b>	本公司一名董事		
– Interest expense (note (a))	利息開支（附註(a)）	–	3,967
<b>A wholly-owned subsidiary of an entity having significant influence over the Company</b>	對本公司有重大影響力之實體之全資附屬公司		
– Interest expense (note (b))	– 利息開支（附註(b)）	5,977	–
<b>An entity had significant influence over the Company</b>	對本公司有重大影響力之實體		
– Interest expense (note (c))	– 利息開支（附註(c)）	4,419	–

## 20. RELATED PARTY TRANSACTIONS (Continued)

Notes:

- (a) Interest expense of HK\$3,967,000 for the six months ended 30 June 2018 was in connection with convertible bonds issued by the Company and held by the director. The principal amount of the convertible bonds was HK\$100,000,000 and was fully repaid in November 2018. The director is Mr. Chen Zhong Min, who resigned as non-executive director with effect on 1 January 2019.
- (b) Interest expense of HK\$5,977,000 for the six months ended 30 June 2019 was in connection with the loan advanced from this entity. The principal amount of the loan was HK\$90,000,000 and was included under "Borrowings" (note 16) at 30 June 2019.
- (c) Interest expense of HK\$4,419,000 for the six months ended 30 June 2019 was in connection with the loan advanced from this entity. The principal amount of the loan was HK\$80,000,000 and was included under "Borrowings" (note 16) at 31 December 2018. The loan was fully repaid in March 2019.

### Compensation of key management personnel

		Six months ended 30 June 截至六月三十日止六個月	
		2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)	2018 二零一八年 HK\$'000 千港元 (Unaudited) (未經審核)
Short-term employee benefits	短期僱員福利	2,145	3,192
Post-employment benefits	退休福利	59	107
		2,204	3,299

## 20. 關連人士交易 (續)

附註：

- (a) 截至二零一八年六月三十日止六個月之利息開支3,967,000港元與由本公司發行及由董事持有之可換股債券有關。該等可換股債券之本金額為100,000,000港元，並已於二零一八年十一月悉數償還。董事為陳重民先生，其已辭任非執行董事，自二零一九年一月一日起生效。
- (b) 截至二零一九年六月三十日止六個月之利息開支5,977,000港元與該實體墊付之貸款有關。該貸款之本金額為90,000,000港元，並計入於二零一九年六月三十日之「借貸」（附註16）。
- (c) 截至二零一九年六月三十日止六個月之利息開支4,419,000港元與該實體墊付之貸款有關。該貸款之本金額為80,000,000港元，並計入於二零一八年十二月三十一日之「借貸」（附註16）。該貸款已於二零一九年三月悉數償還。

### 主要管理層人員薪酬

## 21. FAIR VALUE MEASUREMENT

### Financial instruments measured at fair value

The following table presents the Group's financial instruments measured at fair value on a recurring basis in the condensed consolidated statement of financial position according to the fair value hierarchy. The hierarchy groups financial instruments into three levels based on the relative reliability of significant inputs used in measuring the fair value of these financial instruments. The fair value hierarchy has the following levels:

Level 1:	quoted prices (unadjusted) in active markets for identical assets or liabilities;
Level 2:	inputs other than quoted prices included within Level 1 that are observable for the assets or liabilities, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
Level 3:	inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

## 21. 公平值計量

### 按公平值計量之金融工具

下表呈列本集團於簡明綜合財務狀況表根據公平值等級制度以經常基準按公平值計量之金融工具。該等級制度根據該等金融工具之公平值計量所採用之重要輸入值之相對可靠性，將金融工具分為三級。公平值等級制度分級如下：

第一級：	相同資產或負債於活躍市場之報價（未經調整）；
第二級：	資產或負債直接（即價格）或間接（即價格衍生）可觀察之輸入值，第一級包括之報價除外；及
第三級：	資產或負債並非根據可觀察市場數據之輸入值（不可觀察輸入值）計算。

## 21. FAIR VALUE MEASUREMENT (Continued)

## 21. 公平值計量 (續)

Financial instruments measured at fair value  
(Continued)

## 按公平值計量之金融工具 (續)

		Level 1 第一級 HK\$'000 千港元 (note (a)) (附註(a))	Level 2 第二級 HK\$'000 千港元 (note (b)) (附註(b))	Level 3 第三級 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>At 30 June 2019 (Unaudited)</b>	<b>於二零一九年 六月三十日 (未經審核)</b>				
Financial assets at fair value through profit or loss	按公平值計入損益 計量之金融資產				
- Listed equity securities	- 上市股本證券	729	-	-	729
- Unlisted investment fund	- 非上市投資基金	-	1,693	-	1,693
		729	1,693	-	2,422
<b>At 31 December 2018 (Audited)</b>	<b>於二零一八年 十二月三十一日 (經審核)</b>				
Financial assets at fair value through profit or loss	按公平值計入損益 計量之金融資產				
- Listed equity securities	- 上市股本證券	5,263	-	-	5,263
- Unlisted investment fund	- 非上市投資基金	-	1,565	-	1,565
		5,263	1,565	-	6,828

The levels in the fair value hierarchy within which the financial instruments are categorised in its entirety are based on the lowest level of input that is significant to the fair value measurement. There were no transfers between levels 1 and 2 or transfers into or out of level 3 in the reporting periods. The Group's policy is to recognise transfers between levels of fair value hierarchy at the date of the event or change in circumstances that caused the transfer.

公平值等級制度分級乃基於對公平值計量而言屬重要的輸入值的最低層次，該分級對金融工具進行整體分類。於報告期內，第一級與第二級之間並無轉移，第三級亦並無轉入或轉出。本集團的政策是於致使轉移的事件或情況發生當日確認公平值級別之間的轉移。

**21. FAIR VALUE MEASUREMENT (Continued)****Financial instruments measured at fair value (Continued)****(a) Financial instruments in Level 1**

The fair value of the listed equity securities is based on the quoted market prices at the reporting date. The quoted market price used for the listed equity securities held by the Group is the current bid price.

**(b) Financial instruments in Level 2**

The fair value was determined with reference to the reported net asset value of the investment fund.

**Financial instruments measured at amortised cost**

The fair value of the financial assets and financial liabilities at amortised cost under current assets and current liabilities, respectively, is not materially different from their carrying amount as they are all short term in nature.

**21. 公平值計量（續）****按公平值計量之金融工具（續）****(a) 第一級中的金融工具**

上市股本證券之公平值乃基於報告日期之市場報價得出。本集團持有之上市股本證券所採用之市場報價為現行市場買入價。

**(b) 第二級中的金融工具**

公平值乃經參考已呈報之投資基金之資產淨值釐定。

**按攤銷成本計量之金融工具**

流動資產及流動負債項下按攤銷成本入賬之金融資產及金融負債均為短期，故其公平值與其各自賬面值並無重大差別。



## INTERIM DIVIDEND

### 中期股息

The directors of the Company (the “**Directors**”) do not recommend the payment of interim dividend for the six months ended 30 June 2019 (six months ended 30 June 2018: Nil).

本公司董事（「**董事**」）不建議派發截至二零一九年六月三十日止六個月之中期股息（截至二零一八年六月三十日止六個月：無）。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

#### BUSINESS AND FINANCIAL REVIEW

For the six months ended 30 June 2019, the revenue of the Group substantially decreased to approximately HK\$7.1 million, representing 57.7% decrease as compared with approximately HK\$16.8 million for the six months ended 30 June 2018. Loss for the six months ended 30 June 2019 was approximately HK\$37.9 million, as compared with loss of approximately HK\$40.0 million of the six months ended 30 June 2018. Such decrease in loss is primarily attributable to the combined effect of (i) substantially decrease in revenue, (ii) decrease in fair value loss of held for trading investments, and (iii) absence of impairment losses on trading rights and loss on disposal of subsidiaries.

#### 業務及財務回顧

截至二零一九年六月三十日止六個月，本集團之收入大幅減少至約7,100,000港元，較截至二零一八年六月三十日止六個月之約16,800,000港元減少57.7%。截至二零一九年六月三十日止六個月之虧損約為37,900,000港元，而截至二零一八年六月三十日止六個月則為虧損約40,000,000港元。有關虧損減少主要由於(i)收入大幅減少、(ii)持作買賣用途投資之公平值虧損、及(iii)並無買賣權之減值虧損及出售附屬公司之虧損之合併效應所致。



## BUSINESS AND FINANCIAL REVIEW (Continued)

In the first half of 2019, the global economy experienced a slowdown. The tension of the trade war between China and the United States, the global economic slowdown, and Brexit in the United Kingdom contributed to uncertainty and volatility in both global and local markets. China's model of economic development is undergoing transition and has been going through optimization under the pressure of the economic downturn. Due to such a tremendous downturn and material uncertainties in both global and local stock market, these factors discouraged our clients to further invest in the market and thus both our securities brokerage business and asset management business had dropped significantly. The Group will continue to monitor the market closely and explore more investment opportunities in order to maximize values for the shareholders.

During the six months ended 30 June 2019, revenue from securities brokerage and financial services decreased significantly by 89.6% to approximately HK\$0.2 million (2018: approximately HK\$2.4 million); segment result recorded a loss of approximately HK\$6.4 million (2018: approximately HK\$8.4 million). Such decrease in revenue was mainly due to the decrease of income from placement and securities margin financing for the six months ended 30 June 2019 as a result of a competitive placing market in the first half of 2019 as well as due to the Group was unable to provide desired securities margin financing services to its customers.

## 業務及財務回顧（續）

於二零一九年上半年，全球經濟放緩。中美貿易戰局勢緊張，全球經濟放緩，加上英國脫歐均為全球及本地市場增添不明朗因素以及導致波動。中國的經濟發展模式處於過渡期，受經濟逆轉之壓力下已持續進行優化。全球及本地股票市場均面臨重大低迷以及大量不明朗因素，有關因素已成為我們客戶於市場進一步投資的阻礙，故此，我們的證券經紀業務以及資產管理業務均大幅減少。本集團將繼續密切關注市場動向，並探索更多投資機會，為股東創造更大價值。

於截至二零一九年六月三十一日止六個月，來自證券經紀及金融服務之收益大幅減少89.6%至約200,000港元（二零一八年：約2,400,000港元）；分部業績錄得虧損約6,400,000港元（二零一八年：約8,400,000港元）。有關收益減少主要是由於配售市場於二零一九年上半年競爭激烈，以及由於本集團未能向其客戶提供所須證券孖展融資服務，致令配售及證券孖展融資於截至二零一九年六月三十一日止六個月之收益減少。

## BUSINESS AND FINANCIAL REVIEW (Continued)

For asset management business, the Group acts as the fund manager or investment adviser for 3 funds and 3 discretionary accounts. The total assets under management of the Group have decreased by nearly 92.2% to approximately HK\$83.7 million for the six months ended 30 June 2019 (2018: approximately HK\$10.8 billion). During the six months ended 30 June 2019, the Group recorded segment revenue of approximately HK\$6.9 million (2018: approximately HK\$14.4 million), representing a decrease of approximately 52.1%; it recorded segment loss of approximately HK\$4.8 million (2018: segment profit of approximately HK\$6.3 million). The significant decrease in revenue was mainly due to the significant drop in total asset under management throughout the period. Due to tremendous uncertainties, some customers are awaiting better opportunities and defer their investment decision.

For proprietary trading business, the Group mainly invests in the listed shares and private funds in Hong Kong market. During the six months ended 30 June 2019 and 2018, as no additional investment in proprietary trading business, the segment loss from proprietary trading business was approximately HK\$4.7 million (2018: HK\$9.8 million). Such loss was mainly due to the fair value loss of held-for-trading investment held by the Group owing to under-performance of the stock market.

The Group has continued to suspend its trading business for the first half of 2019. No revenue generated for both of period ended 2019 and 2018. The segment loss for trading business for the six month ended 30 June 2019 was approximately HK\$0.5 million (2018: segment loss of HK\$4.2 million).

## 業務及財務回顧 (續)

資產管理業務方面，本集團作為基金管理人或投資顧問管理的基金有3隻，而管理的專戶則有3個。截至二零一九年六月三十日止六個月，本集團所管理之資產總額減少近92.2%至約83,700,000港元（二零一八年：約108.0億港元）。於截至二零一九年六月三十日止六個月，本集團分部收益錄得減少約52.1%至約6,900,000港元（二零一八年：約14,400,000港元）；分部虧損錄得約4,800,000港元（二零一八年：分部溢利約6,300,000港元）。有關收益明顯減少主要由於期內管理的總資產大幅減少所致。鑒於市場充斥不明朗因素，部分客戶選擇靜待良機，並押後進行投資。

自營買賣業務方面，本集團主要投資香港市場之上市股份及私募基金。於截至二零一九年及二零一八年六月三十日止六個月，自營買賣業務並沒有再增加投資，自營買賣業務帶來之分部虧損約4,700,000港元（二零一八年：9,800,000港元）。其出現虧損主要由於股票市場表現欠佳，本集團持作買賣用途投資之公平值出現虧損所致。

本集團於二零一九年上半年繼續暫停其貿易業務。截至二零一九及二零一八年止兩個期間均無產生收益。貿易業務之分部虧損於截至二零一九年六月三十日止六個月約為500,000港元（二零一八年：分部虧損4,200,000港元）。

## PROSPECTS

Looking forward to the second half of 2019, the market conditions for Hong Kong remain uncertain and continue to face new challenges. Hong Kong will be exposed to increasing risks and difficulties, mainly from trade war between China and the US and depreciation of Renminbi (“RMB”), changing monetary policies among major economies and economic downturn in emerging markets.

The Group will continue to improve the platform of financial management service. Apart from the consolidation of its traditional brokerage business, The Group will further develop the intermediary businesses to cover both equity and debt capital markets business in Hong Kong, which include provision of fixed income products, securities placing and underwriting of IPO and debt and structured financing.

The Group will also step up its efforts in funds management and discretionary accounts management services, establish additional funds of various types, develop more financial products and expand its customer base to keep abreast of the market trends by focusing on high-valued customers and potential professional investor groups.

In addition, the Group will continue to expand its financial consultancy businesses including corporate finance advisory services and mergers and acquisitions transactions.

For proprietary trading business, given that the investment market is expected to be increasingly volatile, it is necessary to exercise caution and care in processing each investment transaction in order to monitor relevant risks. Therefore, the Group will continue to closely monitor market changes, manage and reorganize existing investment portfolio and, ultimately, achieve balance between risks and profits.

## 前景

展望二零一九年下半年，香港仍會維持不明朗的市場狀況，並會繼續面對各種新挑戰。香港前路荊棘滿途，有關風險及困難主要來自中美之間的貿易戰、人民幣（「人民幣」）貶值、主要經濟體貨幣政策不斷變化以及新興市場的經濟衰退所致。

本集團將繼續提升金融理財服務平台，而本集團除鞏固傳統的經紀業務之外，將進一步發展中間業務，以涵蓋香港股權及債務資本市場，其中包括提供固定收益類產品、IPO 證券配售及承銷服務以及債務及結構化融資。

本集團亦將大力發展基金管理和專戶管理服務，設立更多不同類型基金，開拓更多金融產品，並關注高增值客戶及有潛力專業投資者客群，以擴大客戶基礎，把握市場脈搏。

此外，本集團繼續開拓財務諮詢業務，包括提供企業融資顧問服務及兼併與收購交易。

自營買賣業務方面，由於預期投資市場更加波動，各項投資買賣需嚴謹處理，監察相關風險，本集團將繼續密切監察市場內的變動、管理及重整已持有之投資組合，以最終達致風險收益平衡。

## ACQUISITIONS AND DISPOSALS

There was no material acquisition during the six months ended 30 June 2019.

## LIQUIDITY AND FINANCIAL RESOURCES

As at 30 June 2019, cash and bank balances in general accounts and maintained by the Group were approximately HK\$51.4 million, representing an increase of approximately 8.8% from approximately HK\$47.3 million as at 31 December 2018. Balances in trust and segregated accounts were approximately HK\$37.5 million (31 December 2018: HK\$45.4 million). Trade and other receivables and prepayments were approximately HK\$7.2 million as at 30 June 2019 (31 December 2018: HK\$40.1 million), which mainly represented decreased trade volume arising from business of securities brokerage and HK\$3.7 million of impairment loss recognised for the six months ended 30 June 2019. Trade and other payables and accruals were approximately HK\$39.3 million as at 30 June 2019 (31 December 2018: HK\$54.2 million), which was due to decrease in other payable from asset management business and trade payable from securities brokerage.

## 收購及出售

於截至二零一九年六月三十日止六個月，概無任何重大收購。

## 流動資金及財務資源

於二零一九年六月三十日，本集團維持現金及銀行結餘（屬一般賬戶）約51,400,000港元，較二零一八年十二月三十一日之約51,400,000港元增加約8.8%。信託及獨立賬戶之結餘約為37,500,000港元（二零一八年十二月三十一日：45,400,000港元）。於二零一九年六月三十日，貿易及其他應收賬款以及預付款項約為7,200,000港元（二零一八年十二月三十一日：40,100,000港元），主要乃由於證券經紀業務所產生之交易量減少及於截至二零一九年六月三十日止六個月確認減值虧損3,700,000港元所致。於二零一九年六月三十日，貿易及其他應付賬款以及應計費用約為39,300,000港元（二零一八年十二月三十一日：54,200,000港元），乃由於來自證券經紀的資產管理業務及貿易應付賬款之其他應付賬款減少所致。

## LIQUIDITY AND FINANCIAL RESOURCES(Continued)

The Group's current assets and current liabilities as at 30 June 2019 were approximately HK\$99.4 million (31 December 2018: HK\$140.6 million) and approximately HK\$131.5 million (31 December 2018: HK\$135.1 million) respectively. The borrowings as at 30 June 2019 were approximately HK\$90.5 million (31 December 2018: HK\$80.4 million). The gearing ratio of the Group, measured as total debts to total assets, remained healthy at approximately 83.5% as at 30 June 2019 (31 December 2018: 53.7%). As at 30 June 2019, the Group recorded net liabilities of approximately HK\$23.1 million (31 December 2018: net assets of HK\$14.6 million), which was mainly due to the Group incurred loss for the six months ended 30 June 2019. During the six months ended 30 June 2019, the Group financed its operation with internally generated cash flow and funds from borrowings from a substantial shareholder.

## FOREIGN EXCHANGE EXPOSURE

The Group's transactions are mainly denominated in Hong Kong dollars, United States dollars ("USD"), and RMB. The Group has not implemented any foreign currencies hedging policies. However, the Group's management will closely monitor exchange rate movement and will take appropriate actions to reduce the risks.

## CAPITAL STRUCTURE

There has been no change to the capital structure of the Group during the six months ended 30 June 2019.

## 流動資金及財務資源（續）

本集團於二零一九年六月三十日之流動資產及流動負債分別約為99,400,000港元（二零一八年十二月三十一日：140,600,000港元）及約131,500,000港元（二零一八年十二月三十一日：135,100,000港元）。於二零一九年六月三十日，借貸約為90,500,000港元（二零一八年十二月三十一日：80,400,000港元）。於二零一九年六月三十日，本集團之資產負債比率（按總債務對總資產計算）保持穩健約為83.5%（二零一八年十二月三十一日：53.7%）。於二零一九年六月三十日，本集團錄得負債淨值約23,100,000港元（二零一八年十二月三十一日：資產淨值14,600,000港元），主要乃由於截至二零一九年六月三十日止六個月本集團產生虧損所致。於截至二零一九年六月三十日止六個月，本集團以內部產生的現金流量及來自主要股東借款的資金為其業務提供資金。

## 外匯風險

本集團之交易主要以港元、美元（「美元」）及人民幣列值。本集團並無實行任何外幣對沖政策。然而，本集團管理層將密切監控匯率變動，並將採取適當行動減低風險。

## 資本架構

於截至二零一九年六月三十日止六個月，本集團的資本架構並無出現變動。

## SIGNIFICANT SECURITIES INVESTMENTS

During the six months ended 30 June 2019, the Group has no further investments in held-for-trading securities in Hong Kong. As at 30 June 2019, the Company held an aggregate of 70,722,903 shares of Hong Kong Life Sciences and Technologies Group Limited, a company listed on the GEM of the Stock Exchange (stock code: 8085) at an average cost of HK\$0.145 each for a consideration of approximately HK\$10.2 million. As at 30 June 2019, such securities investment was at fair value of approximately HK\$0.7 million (31 December 2018: HK\$5.3 million), accounting for approximately 0.67% of the Group's total assets and the loss on the change in fair value was approximately HK\$9.5 million (30 June 2018: HK\$13.6 million).

## CONTINGENT LIABILITIES

As at 30 June 2019, the Group did not have any material contingent liabilities.

## PLEDGE OF ASSETS

As at 30 June 2019, the Group did not have any pledged assets.

## EMPLOYEES AND REMUNERATION POLICIES

As at 30 June 2019, the Group employed 50 employees. The remuneration policy and package of the Group's employees are maintained at market level and are reviewed annually by management. In addition to basic salary, discretionary bonuses, mandatory pension fund and medical insurance scheme, share options may also be granted to eligible employees at the discretion of the Board and are subject to the performance of the individual employees as well as the Group.

## 重大證券投資

於截至二零一九年六月三十日止六個月，本集團於香港並無進一步投資持作交易證券。於二零一九年六月三十日，本公司持有香港生命科學技術集團有限公司（一間於聯交所GEM上市之公司（股份代號：8085））合共70,722,903股股份，平均成本為每股0.145港元，代價約為10,200,000港元。於二零一九年六月三十日，有關證券投資公平值約為700,000港元（二零一八年十二月三十一日：5,300,000港元），佔本集團資產總值之約0.67%，而公平值變動虧損約為9,500,000港元（二零一八年六月三十日：13,600,000港元）。

## 或然負債

於二零一九年六月三十日，本集團並無任何重大或然負債。

## 抵押資產

於二零一九年六月三十日，本集團並無任何抵押資產。

## 僱員及薪酬政策

於二零一九年六月三十日，本集團聘用50名僱員。本集團僱員之薪酬政策及待遇維持在市場水平，並由管理層每年檢討。除基本薪金、酌情花紅、強制性公積金及醫療保險計劃外，董事會亦會根據個別僱員表現及本集團業績，酌情向合資格僱員授出購股權。

## DIRECTORS' INTERESTS IN SHARES

### 董事於股份之權益

At 30 June 2019, the interests and short positions of the Directors and chief executive of the Company in the shares capital and underlying shares and convertible notes of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the “SFO”), as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”), were as follows:

於二零一九年六月三十日，董事及本公司主要行政人員於本公司或其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股本、相關股份及可換股票據中擁有並已記錄於本公司根據證券及期貨條例第352條須予存置之登記冊之權益及淡倉，或根據上市發行人之董事進行證券交易的標準守則（「標準守則」）須另行知會本公司及聯交所之權益及淡倉如下：

### LONG POSITION – ORDINARY SHARES OF HK\$0.05 EACH OF THE COMPANY

### 好倉 – 本公司每股面值0.05港元之普通股

Name of Director	Capacity	Number of shares held	Percentage of the issued share capital of the Company 佔本公司已發行股本百分比
董事姓名	身份	所持有股份數目	
Mr. Qiu Bin (Note) 邱斌先生（附註）	Interest of corporation controlled 受控法團權益	10,300,000	0.29%

Note: These shares are held by Pacific Assets Alliance Limited which is wholly owned by Mr. Qiu Bin.

附註：該等股份由邱斌先生全資擁有的 Pacific Assets Alliance Limited 持有。



## LONG POSITION – SHARE OPTIONS

## 好倉 – 購股權

Name of Directors 董事姓名	Capacity 身份	Number of options held 所持有購股權數目	Number of underlying shares 相關股份數目
Mr. Qiu Bin 邱斌先生	Beneficial owner 實益擁有人	10,000,000	10,000,000
Ms. Cheng Kit Sum, Clara 鄭潔心女士	Beneficial owner 實益擁有人	12,000,000	12,000,000
Dr. Huan Guocang 宦國蒼博士	Beneficial owner 實益擁有人	3,000,000	3,000,000
Mr. Lo Ka Wai 羅嘉偉先生	Beneficial owner 實益擁有人	3,000,000	3,000,000

Save as disclosed above, as at 30 June 2019, none of the Directors or chief executive had registered an interest or short position in the shares, underlying shares or convertible notes of the Company or any of its associated corporations that was required to be recorded pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

除上文所披露者外，於二零一九年六月三十日，概無董事或主要行政人員已作登記，表示其於本公司或其任何相聯法團之股份、相關股份或可換股票據中擁有根據證券及期貨條例第352條之規定須予記錄之權益或淡倉或根據標準守則須另行知會本公司及聯交所之權益或淡倉。

## DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

## 董事收購股份或債券之權利

Other than the share option scheme of the Company, at no time during the six months ended 2019 was the Company or any of its subsidiaries a party to any arrangement to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate and none of their spouses or children under the age of 18, had any right to subscribe for the securities of the Company, or had exercised any such right during the six months ended 30 June 2019.

除上文所討論之本公司購股權計劃外，於截至二零一九年止六個月內任何時間，本公司或其任何附屬公司概無訂立任何安排，致使本公司董事可藉收購本公司或任何其他法團之股份或債券而獲益，且彼等之配偶或十八歲以下之子女並無擁有可認購本公司證券之任何權利，亦無於截至二零一九年六月三十日止六個月內行使任何有關權利。



## DIRECTORS' INTEREST IN COMPETING BUSINESS

None of the Directors have an interest in any business constituting a competing business to the Group.

## 董事於競爭業務之權益

概無董事於任何與本集團業務構成競爭之業務中擁有任何權益。

## SUBSTANTIAL SHAREHOLDERS' INTERESTS

### 主要股東權益

As at 30 June 2019, so far as the Directors are aware and as shown in the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO, other than interest disclosed above in respect of certain Directors and chief executive, the following shareholders had notified the Company of their relevant interests in the shares, underlying shares and convertible notes of the Company.

於二零一九年六月三十日，據董事所悉及於根據本公司遵照證券及期貨條例第336條存置之主要股東登記冊所示，除上文所披露有關若干董事及主要行政人員所擁有之權益外，下列股東已知會本公司彼等於本公司股份、相關股份及可換股票據之相關權益。

## LONG POSITION – ORDINARY SHARES OF HK\$0.05 EACH OF THE COMPANY

## 好倉 – 本公司每股面值0.05港元之普通股

Name of shareholders	Capacity	Number of shares held	Percentage of the issued share capital of the Company 佔本公司已發行股本百分比
股東名稱	身份	所持有股份數目	發行股本百分比
Mr. Hao Xiaohui (Note 1) 郝曉暉先生（附註1）	Interest of corporation controlled 受控法團權益	1,905,842,857	49.90%
Yuanyin ESOP Limited (Note 1) Yuanyin ESOP Limited（附註1）	Interest of corporation controlled 受控法團權益	1,905,842,857	49.90%

**LONG POSITION – ORDINARY SHARES  
OF HK\$0.05 EACH OF THE COMPANY  
(Continued)**

好倉 – 本公司每股面值0.05  
港元之普通股 (續)

Name of shareholders	Capacity	Number of shares held	Percentage of the issued share capital of the Company 佔本公司已 發行股本百分比
股東名稱	身份	所持有股份數目	發行股本百分比
Yuanyin Holdings Limited (Note 1)	Beneficial owner	1,011,000,000	26.47%
原銀控股有限公司 (附註1)	實益擁有人		
	Interest of controlled corporation 受控法團權益	894,842,857	23.43%
Yuanyin International Limited (Note 1)	Interest of controlled corporation 受控法團權益	894,842,857	23.43%
原銀國際有限公司 (附註1)			
Yuanyin Finance Limited (Note 1)	Beneficial owner	894,842,857	23.43%
原銀金融信貸有限公司 (附註1)	實益擁有人		
Mr. Lu Xing (Note 2)	Beneficial owner	11,586,734	0.30%
路行先生 (附註2)	實益擁有人		
	Interest of corporation controlled 受控法團權益	413,600,000	10.83%
Redhead Investments Limited (Note 2)	Beneficial owner	300,000,000	7.85%
Redhead Investments Limited (附註2)	實益擁有人		

**LONG POSITION – ORDINARY SHARES  
OF HK\$0.05 EACH OF THE COMPANY  
(Continued)**

好倉 – 本公司每股面值0.05  
港元之普通股（續）

Name of shareholders	Capacity	Number of shares held	Percentage of the issued share capital of the Company 佔本公司已 發行股本百分比
股東名稱	身份	所持有股份數目	發行股本百分比
Mr. Choi Chung Lam (Note 3)	Beneficial owner	50,000,000	1.31%
蔡忠林先生 (附註3)	實益擁有人 Interest of controlled corporation 受控法團權益	358,142,857	9.38%
Team Effort Investments Limited (Notes 3)	Beneficial owner	358,142,857	9.38%
Team Effort Investments Limited (附註3)	實益擁有人		

## LONG POSITION – ORDINARY SHARES OF HK\$0.05 EACH OF THE COMPANY (Continued)

Notes:

- (1) On 22 March 2019, share charges in respect of 357,142,857 shares, 50,000,000 shares, 300,000,000 shares, 100,000,000 shares, 10,000,000 shares and 77,700,000 shares in the Company were executed by Team Effort Investments Limited, Mr. Choi Chung Lam, Readhead Investments Limited, Ascher Group Limited, Mr. Hu Haoran and Ms. Gao Wei, respectively in favour of Yuanyin Finance Limited, pursuant to which the abovementioned shares were pledged by the forgoing shareholders to Yuanyin Finance Limited in order to secure a HK\$90 million loan advanced by Yuanyin Finance Limited to the Company. Therefore, Yuanyin Finance Limited is deemed to be interested in the abovementioned shares held by Team Effort Investments Limited, Mr. Choi Chung Lam, Readhead Investments Limited, Ascher Group Limited, Mr. Hu Haoran and Ms. Gao Wei.

In addition, Yuanyin Holdings Limited is the beneficial owner of 1,011,000,000 shares in the Company.

Yuanyin Finance Limited is a wholly-owned subsidiary of Yuanyin International Limited and Yuanyin International Limited is a wholly-owned subsidiary of Yuanyin Holdings Limited. As such, each of Yuanyin International Limited and Yuanyin Holdings Limited is deemed to be interested in 894,842,857 shares which Yuanyin Finance Limited is interested in.

Yuanyin ESOP Limited holds 37.04% voting rights in Yuanyin Holdings Limited. As such, Yuanyin ESOP Limited is deemed to be interested in 1,905,842,857 shares which Yuanyin Holdings Limited is interested in.

Mr. Hao Xiaohui owns 100% interest in Yuanyin ESOP Limited. As such, Mr. Hao Xiaohui is deemed to be interested in 1,905,842,857 shares which Yuanyin ESOP Limited is interested in.

## 好倉 – 本公司每股面值0.05 港元之普通股 (續)

附註：

- (1) 於二零一九年三月二十二日，就 Team Effort Investments Limited、蔡忠林先生、Readhead Investments Limited、Ascher Group Limited、Hu Haoran 先生及 Gao Wei 女士分別擁有之 357,142,857 股、50,000,000 股、300,000,000 股、100,000,000 股、10,000,000 股及 77,700,000 股以原銀金融信貸有限公司為受益人之股份押記，據此，上述股份已由上述股東抵押予原銀金融信貸有限公司，以取得原銀金融信貸有限公司授予本公司 90,000,000 港元之貸款。因此，原銀金融信貸有限公司被視為於上述由 Team Effort Investments Limited、蔡忠林先生、Readhead Investments Limited、Ascher Group Limited、Hu Haoran 先生及 Gao Wei 女士持有之股份中擁有權益。

此外，原銀控股有限公司乃本公司 1,011,000,000 股股份之實益擁有人。

原銀金融信貸有限公司乃 Yuanyin International Limited 之全資附屬公司，而 Yuanyin International Limited 則為原銀控股有限公司之全資附屬公司。故此，Yuanyin International Limited 及原銀控股有限公司各自被視為於原銀金融信貸有限公司擁有權益之 894,842,857 股股份中擁有權益。

Yuanyin ESOP Limited 持有於原銀控股有限公司 37.04% 之投票權。故此，Yuanyin ESOP Limited 被視為於原銀控股有限公司擁有權益之 1,905,842,857 股股份中擁有權益。

Hao Xiaohui 先生於 Yuanyin ESOP Limited 擁有 100% 權益。故此，Hao Xiaohui 先生被視為於 Yuanyin ESOP Limited 擁有權益之 1,905,842,857 股股份中擁有權益。

## LONG POSITION – ORDINARY SHARES OF HK\$0.05 EACH OF THE COMPANY (Continued)

Notes: (Continued)

- (2) Redhead Investments Limited, Ascher Group Limited and Headwind Holdings Limited is the beneficial owner of 300,000,000 shares, 100,000,000 shares and 13,600,000 shares in the Company respectively and Mr. Lu Xing is the beneficial owner of 11,586,734 shares.

Each of Redhead Investments Limited, Ascher Group Limited and Headwind Holdings Limited is wholly-owned by Mr. Lu Xing. As such, Mr. Lu Xing is deemed to be interested in 413,600,000 shares which Redhead Investments Limited, Ascher Group Limited and Headwind Holdings Limited are interested in.

- (3) Team Effort Investments Limited is the beneficial owner of 358,142,857 shares in the Company and Mr. Choi Chung Lam is the beneficial owner of 50,000,000 shares in the Company.

Team Effort Investments Limited is wholly-owned by Mr. Choi Chung Lam. As such, Mr. Choi Chung Lam is deemed to be interested in 358,142,857 shares which Team Effort Investments Limited is interested in.

Other than the interests disclosed above, the register of substantial shareholders maintained by the Company pursuant to section 336 of the SFO discloses no other person as having a notifiable interest or short position in the shares, underlying shares and convertible bonds of the Company as at 30 June 2019.

## 好倉 – 本公司每股面值0.05港元之普通股 (續)

附註：(續)

- (2) Redhead Investments Limited, Ascher Group Limited及Headwind Holdings Limited分別為本公司300,000,000股、100,000,000股及13,600,000股股份之實益擁有人，而路行先生則為11,586,734股股份之實益擁有人。

Redhead Investments Limited, Ascher Group Limited及Headwind Holdings Limited均由路行先生全資擁有。因此，路行先生被視為於Redhead Investments Limited, Ascher Group Limited及Headwind Holdings Limited擁有權益之413,600,000股股份中擁有權益。

- (3) Team Effort Investments Limited為本公司358,142,857股股份之實益擁有人，而蔡忠林先生為本公司50,000,000股股份之實益擁有人。

Team Effort Investments Limited由蔡忠林先生全資擁有。因此，蔡忠林先生被視為於Team Effort Investments Limited擁有權益之358,142,857股股份中擁有權益。

除上文所披露之權益外，根據本公司遵照證券及期貨條例第336條存置之主要股東登記冊所披露，於二零一九年六月三十日，概無其他人士於本公司股份、相關股份及可換股債券中擁有須予知會之權益或淡倉。

## SHARE OPTIONS

The Company adopted a share option scheme on 24 September 2004 (the “**2004 Scheme**”). Pursuant to an ordinary resolution passed at the special general meeting of the Company held on 15 October 2014, the Company adopted a new share option scheme (the “**2014 Scheme**”), the purpose of which is to enable the Group to grant share options to the eligible participants as incentives or rewards for their contribution to the Group. No further option shall be granted under the 2004 Scheme but the options granted under the 2004 Scheme prior to its expiry shall remain valid and exercisable in accordance with the terms of the respective grants. No share option has been granted under the 2014 Scheme and the movements of the share options granted under the 2004 Scheme during the six months ended 30 June 2019 were as follows:

## 購股權

於二零零四年九月二十四日，本公司採納一項購股權計劃（「**二零零四年計劃**」）。根據本公司於二零一四年十月十五日舉行之股東特別大會上通過之一項普通決議案，本公司採納一項新購股權計劃（「**二零一四年計劃**」），二零一四年計劃旨在使本集團向合資格參與者授出購股權，作為彼等為本集團作出貢獻之獎勵或回報。概無根據二零零四年計劃進一步授出購股權，惟根據二零零四年計劃於其屆滿前授出之購股權根據相關授出之條款仍將有效及可予行使。於截至二零一九年六月三十日止年六個月，概無根據二零一四年計劃授出之購股權，而根據二零零四年計劃授出之購股權之變動如下：

[illegible]

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

### 購買、出售或贖回本公司上市證券

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

於截至二零一九年六月三十日止六個月，本公司及其任何附屬公司概無購買、贖回或出售本公司任何上市證券。

## CORPORATE GOVERNANCE

The Company is committed to maintain high standard of corporate governance standards and procedures to safeguard the interests of all shareholders and to enhance accountability and transparency. The Company has complied with the code on corporate governance practices (the “**Code**”) as set out in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) during the six months ended 30 June 2019 except the following deviations:

The Code provision A.2.1 stipulates that the role of the Chairman and the Chief Executive Officer should be separated and should not be performed by the same individual. Although the Company does not have a Chairman, all major decisions are made in consultation with the Board members and the senior management of the Company. There are four independent non-executive Directors in the Board. The Board considers that there is sufficient balance of power and the current arrangement maintains a strong management position of the Company.

## 企業管治

本公司致力維持高水平之企業管治標準及程序，以保障全體股東之利益，以及加強公司問責性及提高透明度。本公司於截至二零一九年六月三十日止六個月一直遵守香港聯合交易所有限公司證券上市規則（「**上市規則**」）附錄十四所載之《企業管治常規守則》（「**守則**」），惟下列偏離情況除外：

守則條文第A.2.1條訂明主席及行政總裁之職能應有所區分及不應由同一人擔任。儘管本公司並無設主席職位，但所有重大決策均經諮詢本公司董事會成員及高級管理層後作出。董事會有四名獨立非執行董事。董事會認為已有足夠之權力平衡，且現有之安排可維持本公司管理層之強勢地位。



Under the Code provision A.6.7, independent non-executive directors and other non-executive directors should attend general meetings. Dr. Huan Guocang, independent non-executive Director was unable to attend the annual general meeting of the Company held on 30 May 2019 as he had other business commitments.

## CHANGE IN INFORMATION IN RESPECT OF DIRECTORS

The change in information of the Directors pursuant to Rule 13.51B(1) of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited since the date of the Company's 2018 annual report dated 29 March 2019 up to the date of this report is as below:

On 3 April 2019, Ms. Fang Fang was appointed as an independent non-executive Director of the Company. She is also appointed as the member of audit committee, remuneration committee and nomination committee. On the same date, Mr. Mu Hao was appointed as a non-executive Director of the Company.

On 2 May 2019, Mr. Zhou Quan was appointed as an executive Director of the Company and Mr. Zhao Yun was appointed as a non-executive Director of the Company.

根據守則條文第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。獨立非執行董事宦國蒼博士因有其他事務需要處理而均未能出席本公司於二零一九年五月三十日舉行之股東週年大會。

## 有關董事資料之變更

以下為自本公司日期為二零一九年三月二十九日之二零一八年年報日期起直至本報告日期根據香港聯合交易所有限公司證券上市規則第13.51B(1)條有關董事資料之變更：

於二零一九年四月三日，方芳女士獲委任為本公司獨立非執行董事。彼同時獲委任為審核委員會、薪酬委員會及提名委員會成員。同日，牟昊先生獲委任為本公司非執行董事。

於二零一九年五月二日，周全先生獲委任為本公司執行董事及趙允先生獲委任為本公司非執行董事。

## AUDIT COMMITTEE

The audit committee of the Company currently comprises Mr. Lo Ka Wai (Chairman), Mr. Fung Tze Wa, Dr. Huan Guocang and Ms. Fang Fang, all of whom are independent non-executive Directors with appropriate professional qualifications and experience in financial matters. The audit committee has reviewed with management the accounting principles and practices adopted by the Group and discussed the internal control and financial reporting matters. The interim results and the unaudited financial statements for the six months ended 30 June 2019 have been reviewed by the audit committee.

## REMUNERATION COMMITTEE

The remuneration committee of the Company is responsible for making recommendations to the Board on the Company's policy and packages of employment for the Directors and senior management. It comprises four independent non-executive Directors. The present members are Mr. Fung Tze Wa (Chairman), Dr. Huan Guocang, Mr. Lo Ka Wai and Ms. Fang Fang.

## 審核委員會

本公司審核委員會目前由羅嘉偉先生（主席）、馮子華先生、宦國蒼博士及方芳女士組成。彼等均為獨立非執行董事，並具有合適專業資歷及財務方面之經驗。審核委員會已與管理層審閱本集團採納之會計原則及慣例，並討論內部監控及財務報告事宜。審核委員會已審閱截至二零一九年六月三十日止六個月之中期業績及未經審核財務報表。

## 薪酬委員會

本公司薪酬委員會負責就本公司董事及高級管理層之聘用政策及待遇向董事會提供意見。薪酬委員會由四名獨立非執行董事組成。現任成員為馮子華先生（主席）、宦國蒼博士、羅嘉偉先生及方芳女士。

## NOMINATION COMMITTEE

The nomination committee of the Company is required, amongst other things, to review the structure, size and composition of the Board and make recommendations for changes as necessary, to identify individuals suitably qualified to become board members and select or make recommendations to the Board on the selection of, individuals nominated for directorships, to assess the independence of independent nonexecutive Directors, and to make recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors and succession planning for Directors in particular the Chairman and the Chief Executive Officer. It comprises four independent non-executive Directors. The present members are Dr. Huan Guocang (Chairman), Mr. Fung Tze Wa, Mr. Lo Ka Wai and Ms. Fang Fang.

## RESPONSIBILITY FOR CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

The Directors wish to make the following statement with regard to the material uncertainty related to going concern in the “Report on review of interim condensed consolidated financial statements”.

## 提名委員會

本公司提名委員會須（其中包括）檢討董事會之架構、規模及組成，並於必要時就任何變動提出推薦意見，物色具備合適資格可擔任董事會成員之人士，並甄選提名有關人士出任董事或就此向董事會提出推薦意見，評核獨立非執行董事之獨立性，以及就有關董事委任或重新委任及董事（尤其是主席及行政總裁）繼任計劃之相關事宜向董事會提出推薦意見。提名委員會由四名獨立非執行董事組成。現任成員為宦國蒼博士（主席）、馮子華先生、羅嘉偉先生及方芳女士。

## 就簡明綜合財務報表須承擔之責任

就「中期簡明綜合財務報表之審閱報告」中與持續經營相關之重大不確定性而言，董事聲明如下。

The condensed consolidated financial statements were prepared based on the assumption that the Group can be operated as a going concern after taking into consideration of the following plans and measures:

- During period under review, the Group had entered into an agreement with a substantial shareholder for borrowing of HK\$90 million due in June 2019, approximately HK\$84.8 million of which was applied for the settlement of borrowings as at 31 December 2018 with the remaining approximately HK\$5.2 million being applied as general working capital of the Group. The Group has agreed with the substantial shareholder to extend the due date to 22 September 2019. The Group will further negotiate with the substantial shareholder for further financing arrangements or continual renewal of the borrowing.
- The Group shall continuously review and monitor its receivables in order to ensure the receivables are recovered on time.
- The Group shall expand its existing business from the proceeds received from the additional financing and shall continue to apply various measures to tighten its operating expenditures in order make improvements in cash inflow from its operations.

The Directors are of the view that the Group and the Company will be able to continue as going concern and that the financial statements have been prepared on that basis.

經考慮下列計劃及措施，基於簡明綜合財務報表按本集團能夠持續經營的假設而編製：

- 於回顧期間內，本集團與一名主要股東就於二零一九年六月到期之借貸90,000,000港元訂立協議，其中約84,800,000港元已用於結算於二零一八年十二月三十一日之借貸，而餘下約5,200,000港元將用作本集團之一般營運資金。本集團與主要股東已同意將到期日延長至二零一九年九月二十二日。本集團與主要股東將就進一步融資安排或持續續借借貸進行進一步磋商。
- 本集團持續審閱及監察其應收賬款以確保應收賬款可按時收回。
- 本集團將透過收取額外融資之所得款項擴展其現有業務，並將繼續採取多種措施縮緊營運開支以改善其自營運產生之現金流入。

董事認為本集團及本公司能夠持續經營及財務報表已按此基準編製。

## MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

### 董事進行證券交易的標準守則

The Company has adopted the Model Code of the Listing Rules as a code of conduct of the Company for directors' securities transactions. Having made specific enquiry of all Directors, the Directors have complied with the required standard set out in the Model Code and the Company's code of conduct regarding directors' securities transactions throughout the six months ended 30 June 2019.

### BOARD OF DIRECTORS

As at the date of this report, the Board consists of Mr. Qiu Bin, Ms. Cheng Kit Sum, Clara and Mr. Zhou Quan, (all being executive Directors), Mr. Mu Hao and Mr. Zhao Yun (all being non-executive Directors), Mr. Fung Tze Wa, Dr. Huan Guocang, Mr. Lo Ka Wai and Ms. Fang Fang (all being independent non-executive Directors).

本公司已採納上市規則的標準守則作為本公司董事進行證券交易之操守準則。本公司已向全體董事作出具體查詢，各董事於截至二零一九年六月三十日止六個月內一直遵守標準守則所載規定標準，以及本公司有關董事進行證券交易之操守準則。

### 董事會

於本報告日期，董事會成員包括執行董事邱斌先生、鄭潔心女士及周全先生；非執行董事牟昊先生及趙允先生；以及獨立非執行董事馮子華先生、宦國蒼博士、羅嘉偉先生及方芳女士。

By Order of the Board  
**Sheng Yuan Holdings Limited**  
**Qiu Bin**

*Executive Director and Chief Executive Officer*

承董事會命  
**盛源控股有限公司**  
執行董事兼行政總裁  
**邱斌**

Hong Kong, 22 August 2019

香港，二零一九年八月二十二日

**盛源控股有限公司**

SHENG YUAN HOLDINGS LIMITED