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FUTURE WORLD FINANCIAL HOLDINGS LIMITED

未來世界金融控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 572)

**FINAL RESULTS ANNOUNCEMENT
FOR THE YEAR ENDED 31 DECEMBER 2019**

The board of directors (the “**Board**”) of Future World Financial Holdings Limited (the “**Company**”) announces the audited consolidated results of the Company and its subsidiaries (collectively referred to as the “**Group**”) for the year ended 31 December 2019 together with comparative figures for the previous year as follows:

FINANCIAL SUMMARY

Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the year ended 31 December 2019

		2019	2018
	<i>Notes</i>	<i>HKD'000</i>	<i>HKD'000</i>
Net realised gain from securities trading and investments	<i>5</i>	<u>–</u>	<u>4,549</u>
Revenue	<i>5</i>	80,916	39,674
Cost of sales		<u>(44,940)</u>	<u>(2,623)</u>
Gross profit		35,976	37,051
Other income	<i>7</i>	19	13
Administrative expenses		(29,888)	(21,206)
Loss on disposal of cryptocurrencies		–	(17,945)
Loss on disposal of property, plant and equipment		–	(488)
Loss on early redemption of promissory note		(266)	–
Reversal of/(provision for) credit loss allowances on loan and interest receivables, net		6,740	(9,872)
Reversal of credit loss allowances on trade and other receivables, net		–	2,688
Reversal of/(provision for) expected credit loss on loan commitment		2,456	(6,028)
Change in fair value of financial assets at fair value through profit or loss		5,252	(48,652)
Change in fair value of investment properties		(27,790)	(2,000)
Share of loss of an associate		(139)	–
Share-based payment expenses		<u>(17,893)</u>	<u>–</u>
Operating loss		(25,533)	(61,890)
Finance costs	<i>8</i>	<u>(26,856)</u>	<u>(23,881)</u>
Loss before income tax	<i>9</i>	(52,389)	(85,771)
Income tax (expenses)/credit	<i>10</i>	<u>(1,602)</u>	<u>5,931</u>
Loss for the year		<u>(53,991)</u>	<u>(79,840)</u>

	<i>Note</i>	2019 HKD'000	2018 HKD'000
Other comprehensive loss			
<i>Item that will be reclassified subsequently to profit or loss:</i>			
Exchange differences arising on translation of financial statements of foreign operations		221	–
<i>Items that will not be reclassified subsequently to profit or loss:</i>			
Change in fair value of financial assets at fair value through other comprehensive income		(372,831)	(496,306)
Loss on disposal of financial assets at fair value through other comprehensive income		–	(4,238)
Other comprehensive loss for the year, net of income tax		(372,610)	(500,544)
Total comprehensive loss for the year		(426,601)	(580,384)
Loss for the year attributable to:			
Owners of the Company		(53,991)	(79,839)
Non-controlling interests		–*	(1)
		(53,991)	(79,840)
Total comprehensive loss for the year attributable to:			
Owners of the Company		(426,601)	(580,383)
Non-controlling interests		–*	(1)
		(426,601)	(580,384)
Loss per share attributable to owners of the Company			
– Basic	12	HK(0.44) cent	HK(0.72) cent
– Diluted		HK(0.44) cent	HK(0.72) cent

* Amount below than HKD1,000

Consolidated Statement of Financial Position
As at 31 December 2019

	<i>Notes</i>	2019 <i>HKD'000</i>	2018 <i>HKD'000</i>
Non-current assets			
Property, plant and equipment		2,321	1,826
Right-of-use assets		6,095	–
Investment properties		798,085	678,000
Interest in an associate		423	–
Financial assets at fair value through other comprehensive income	13	270,627	698,020
Deferred tax assets		3,936	5,453
		<u>1,081,487</u>	<u>1,383,299</u>
Current assets			
Inventories		2,404	–
Loan and interest receivables	15	302,616	423,088
Financial assets at fair value through profit or loss	14	26,350	31,394
Trade and other receivables	16	10,098	7,957
Pledged bank deposits and cash and bank balances		12,396	6,194
Income tax recoverable		1,378	1,030
		<u>355,242</u>	<u>469,663</u>
Current liabilities			
Accruals and other payables	17	8,275	14,241
Contract liabilities	17	3,014	–
Lease liabilities		4,051	–
Bank borrowings	18	312,369	320,945
Other borrowings	19	173,061	220,260
Income tax payables		–	12,130
		<u>500,770</u>	<u>567,576</u>
Net current liabilities		<u>(145,528)</u>	<u>(97,913)</u>
Non-current liabilities			
Lease liabilities		1,764	–
Net assets		<u>934,195</u>	<u>1,285,386</u>
Capital and reserves			
Share capital		12,480	11,580
Reserves		921,721	1,273,812
Equity attributable to owners of the Company		934,201	1,285,392
Non-controlling interests		(6)	(6)
Total equity		<u>934,195</u>	<u>1,285,386</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2019

1. GENERAL

Future World Financial Holdings Limited (the “**Company**”) was incorporated as an exempted company with limited liability in the Cayman Islands on 21 October 2002 under the Companies Law of the Cayman Islands. The address of the registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The principal place of business has been changed from Unit 912, 9th Floor, New East Ocean Centre, 9 Science Museum Road, Kowloon, Hong Kong to Unit 3711, 37/F., West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong with effect from 27 December 2019. The shares of the Company are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Company is an investment holding company. The Company and its subsidiaries (hereinafter collectively referred to as the “**Group**”) are principally engaged in (i) securities trading and investment; (ii) provision of financing services; (iii) property investment; (iv) investment in film industry; (v) licensing of e-commerce platform; and (vi) trading business and related services.

The consolidated financial statements are presented in Hong Kong dollars (“**HKD**”), which is also the functional currency of the Company, and all values are rounded to the nearest thousand except when otherwise indicated.

2. BASIS OF PREPARATION

Statement of compliance

These consolidated financial statements have been prepared in accordance with all Hong Kong Financial Reporting Standards (“**HKFRSs**”) (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“**HKASs**”) and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance (the “**CO**”). These consolidated financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”).

Basis of measurement

The consolidated financial statements have been prepared on the historical cost basis, except for investment properties and certain financial assets, which are subsequently measured at fair value.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2, leasing transactions that are within the scope of HKAS 17, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 or value in use in HKAS 36.

In addition, for financial reporting purposes, fair value measurement is categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurement are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

Going concern

The Group incurred a net loss of approximately HKD53,991,000 for the year ended 31 December 2019 and, as of that date, the Group has net current liabilities of approximately HKD145,528,000. These conditions indicate a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Therefore, the Group may not be able to realise its assets and discharge its liabilities in the normal course of business.

The directors of the Company have considered the followings when they prepared the consolidated financial statements for the year ended 31 December 2019:

The current liabilities of the Group include bank borrowings of approximately HKD223,531,000, which have been classified as current liabilities as the related loan agreements contain a repayment on demand clause. According to the loan agreements, the loans are repayable by monthly instalments in 18-24 years time. The Group regularly monitors its compliance with covenants and scheduled repayments of such bank borrowings and the directors of the Company do not consider that the banks will exercise their discretion to demand repayment so long as the Group continues to meet these requirements. In addition, in order to improve the Group's financial position, liquidity and cash flows, the Company entered into a placing agreement with a placing agent on 18 March 2020 pursuant to which the Company has conditionally agreed to place through the placing agent up to 2,490,000,000 placing shares at the placing price of HKD0.0140 per placing share, in order to raise additional capital with maximum gross proceeds of approximately HKD34,860,000.

Taking into account of the above consideration and measure, the directors of the Company are satisfied that the Group will be able to meet its financial obligations when they fall due. Accordingly, the directors of the Company are of the opinion that it is appropriate to prepare the consolidated financial statements on a going concern basis.

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

3. APPLICATION OF NEW AND REVISED HKFRSs

(a) Adoption of new and revised HKFRSs effective from 1 January 2019

In the current year, the Group has applied a number of new standards and amendments to HKFRSs issued by the HKICPA that are mandatorily effective for an accounting period that begins on or after 1 January 2019. These amendments have been applied by the Group for the first time in the current year unless otherwise specified.

Amendments to HKFRS 9 HKFRS 16	Prepayment Features with Negative Compensation Leases
Amendments to HKAS 19	Plan Amendment, Curtailment or Settlement
Amendments to HKAS 28	Long-term Interests in Associates and Joint Ventures
HK(IFRIC)-Int 23	Uncertainty over Income Tax Treatments
Annual Improvements 2015-2017 Cycle	Amendments to HKFRS 3, HKFRS 11, HKAS 12 and HKAS 23

Save as disclosed in the summary of the impact of changes in accounting policies in note 4, the application of other new and revised HKFRSs in the current year has had no material impact on the Group's financial performance and positions for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

(b) New and revised HKFRSs that have been issued but are not yet effective

The Group has not applied the following new and revised HKFRSs, which have been issued but are not yet effective, in the consolidated financial statements:

HKFRS 3 (Revised) amendments	Definition of a Business ¹
HKFRS 10 and HKAS 28 Amendments	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ²
HKFRS 17	Insurance Contracts ³
HKAS 1 (Revised) and HKAS 8 Amendments	Definition of Material ¹
Conceptual Framework for Financial Reporting 2018	Revised Conceptual Framework for Financial Reporting ¹

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

² *The amendments were originally intended to be effective for periods beginning on or after 1 January 2016. The effective date has now been deferred/removed. Early application of the amendments continue to be permitted.*

³ *Effective for annual periods beginning on or after 1 January 2021*

The Group has not early applied any new standard or interpretation that is not yet mandatorily effective for the current year.

The Group has already commenced an assessment of the related impact of adopting the above new and revised HKFRSs. So far, it has concluded that the above new and revised HKFRSs will be adopted at the respective effective dates and the adoption of them is unlikely to have a significant impact on the consolidated financial statements of the Group.

4. SUMMARY OF THE IMPACT OF CHANGES IN ACCOUNTING POLICY

This note explains the impact of the adoption of HKFRS 16 Leases on the consolidated financial statements and also discloses the new accounting policies that have been applied from 1 January 2019, where they are not applied or are different to those applied in prior periods. The Group has concluded not to restate the comparative figures based on the specific transitional provision in HKFRS 16.

HKFRS 16 Leases

HKFRS 16 introduced a single, on-balance sheet accounting model for lessees. As a result, the Group, as a lessee, has recognised right-of-use assets representing its rights to use the underlying assets and lease liabilities representing its obligation to make lease payments. Lessor accounting remains similar to previous accounting policies.

The Group has applied HKFRS 16 using the modified retrospective approach. At 1 January 2019, the Group elected not to recognise right-of-use assets and lease liabilities for leases with lease term ends within 12 months of the date of initial application. The comparative information presented for 2018 has not been restated – i.e. it is presented, as previously reported, under HKAS 17 and related interpretations. The details of the changes in accounting policies are disclosed below.

(a) Definition of a lease

Previously, the Group determined at contract inception whether an arrangement was or contained a lease under HK(IFRIC) Int-4 Determining Whether an Arrangement contains a Lease. The Group now assesses whether a contract is or contains a lease based on the new definition of a lease. Under HKFRS 16, a contract is, or contains, a lease if the contract conveys a right to control the use of an identified asset for a period of time in exchange for consideration.

On transition to HKFRS 16, the Group elected to apply the practical expedient to grandfather the assessment of which transactions are leases. It applied HKFRS 16 only to contracts that were previously identified as leases. Contracts that were not identified as leases under HKAS 17 and HK(IFRIC) Int-4 were not reassessed. Therefore, the definition of a lease under HKFRS 16 has been applied only to contracts entered into or changed on or after 1 January 2019.

At inception or on reassessment of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease and non-lease component on the basis of their relative stand-alone prices. However, for leases of properties in which it is a lessee, the Group has elected not to separate non-lease components and will instead account for the lease and non-lease components as a single lease component.

(b) As a lessee

The Group leases properties.

As a lessee, the Group previously classified leases as operating or finance leases based on its assessment of whether the lease transferred substantially all of the risks and rewards of ownership. Under HKFRS 16, the Group recognises right-of-use assets and lease liabilities for most leases – i.e. these leases are on balance sheet.

However, the Group has elected not to recognise right-of-use assets and lease liabilities for some leases of low-value assets. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

The Group presents right-of-use assets as a separate line item in the consolidated statement of financial position. The Group presents lease liabilities as a separate line item in the consolidated statement of financial position.

(i) Significant accounting policies

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, and subsequently at cost less any accumulated depreciation and impairment losses, and adjusted for certain remeasurements of the lease liability. When a right-of-use asset meets the definition of investment property, it is presented in investment property. The right-of-use asset is initially measured at cost, and subsequently measured at fair value, in accordance with the Group's accounting policies.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Generally, the Group uses its incremental borrowing rate as the discount rate.

The lease liability is subsequently increased by the finance cost on the lease liability and decreased by lease payment made. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, a change in the estimate of the amount expected to be payable under a residual value guarantee, or as appropriate, changes in the assessment of whether a purchase or extension option is reasonably certain to be exercised or a termination option is reasonably certain not to be exercised.

The Group has applied judgement to determine the lease term for some lease contracts in which it is a lessee that include renewal options. The assessment of whether the Group is reasonably certain to exercise such options impacts the lease term, which significantly affects the amount of lease liabilities and right-of-use assets recognised.

(ii) Transition

Previously, the Group classified property leases as operating leases under HKAS 17. The leases typically run for a period of 1 year.

The Group used the following practical expedients when applying HKFRS 16 to leases previously classified as operating leases under HKAS 17.

- Applied the exemption not to recognise right-of-use assets and liabilities for leases with less than 12 months of lease term.
- Excluded initial direct costs from measuring the right-of-use asset at the date of initial application.
- Applied a single discount rate to a portfolio of leases with reasonable similar characteristics.
- Relied on the assessment of whether leases are onerous by applying HKAS 37 Provisions, Contingent Liabilities and Contingent Assets as an alternative of impairment review.

(c) As a lessor

The Group leases out its investment properties. The Group has classified these leases as operating leases.

The accounting policies applicable to the Group as a lessor are not different from those under HKAS 17. However, when the Group is an intermediate lessor the sub-leases are classified with reference to the right of-use asset arising from the head lease, not with reference to the underlying asset.

The Group is not required to make any adjustments on transition to HKFRS 16 for leases in which it acts as a lessor.

When a contract included both leases and non-lease components, the Group applies HKFRS 15 to allocate consideration in a contract to lease and non-lease components. Non-lease components are separated from lease component on the basis of their relative stand-alone selling prices.

(d) **Impacts on financial statements**

(i) *Impacts on transition*

When measuring lease liabilities for leases that were classified as operating leases, the Group has applied the practical expedient to account for the operating leases with a remaining lease term of less than 12 months as at 1 January 2019 as short-term leases.

	At 1 January 2019 HKD'000
Operating lease commitment at 31 December 2018 as disclosed in the Group's consolidated financial statements	1,142
<i>Less:</i> short-term lease recognised on a straight-line basis as expense	<u>(1,142)</u>
Lease liabilities recognised at 1 January 2019	<u><u>–</u></u>

(ii) *Impacts for the year*

As a result of initially applying HKFRS 16 the Group recognised approximately HKD6,095,000 of right-of-use assets and approximately HKD5,815,000 of lease liabilities as at 31 December 2019.

Also in relation to those leases under HKFRS 16, the Group has recognised amortisation and finance costs, instead of operating lease expense. During the year, the Group recognised approximately HKD2,013,000 of amortisation and approximately HKD173,000 of finance costs from these leases.

5. REVENUE

Revenue represents the income received and receivable arising from the Group's operating activities including i) securities trading and investment; ii) provision of financing services; iii) property investment; iv) investment in film industry and v) trading business and related services during the year. An analysis of the Group's revenue for the year is as follows:

	2019 <i>HKD'000</i>	2018 <i>HKD'000</i>
Revenue		
Revenue from contracts with customers within the scope of HKFRS 15 recognised at a point in time		
Income from trading business and related services	<u>44,012</u>	–
Revenue from other sources		
Dividend income from securities trading and investments	4,061	–
Interest income from provision of financing services	28,174	30,561
Rental income from property investment	3,340	7,600
Interest income from investment in film industry	<u>1,329</u>	<u>1,513</u>
	<u>36,904</u>	<u>39,674</u>
	<u>80,916</u>	<u>39,674</u>
Net realised gain from securities trading and investments	<u>–</u>	<u>4,549</u>

6. SEGMENT INFORMATION

Information reported to the executive directors of the Company, being the chief operating decision makers (the "CODM"), for the purposes of resource allocation and assessment of segment performance focuses on types of goods or services delivered or provided. No operating segments identified by the chief operating decision makers have been aggregated in arriving at the reportable segments of the Group.

Specifically, the Group's reportable segments under HKFRS 8 are as follows:

- Trading business and related services
- Securities trading and investment
- Provision of financing services
- Property investment
- Licensing of e-commerce platform
- Investment in film industry

Segment revenues and financial performance

The following is an analysis of the Group's revenue and financial performance from operations by reportable and operating segment:

	Trading business and related services		Securities trading and investment		Provision of financing services		Property investment		Licensing of e-commerce platform		Investment in film industry		Total	
	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018
	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000
Revenue														
- External sales	44,012	-	4,061	-	28,174	30,561	3,340	7,600	-	-	1,329	1,513	80,916	39,674
Segment financial performance	(8,709)	(52)	(14,411)	(66,404)	32,726	(8,113)	(32,661)	(1,325)	(646)	(273)	1,128	333	(22,573)	(75,834)
Unallocated corporate income													19	13
Unallocated corporate expenses													(11,631)	(9,950)
Share of loss of an associate													(139)	-
Share-based payment expenses													(17,893)	-
Unallocated finance cost													(172)	-
Loss before income tax													(52,389)	(85,771)

The accounting policies of the operating segments are the same as the Group's accounting policies. Segment (loss)/profit represents the (loss incurred)/profit earned by each segment without allocation of certain administration costs, directors' emoluments, other revenue, share of loss of an associate, share-based payment expenses and certain finance costs. This is the measure reported to the chief operating decision makers for the purposes of resource allocation and performance assessment.

Segment assets and liabilities

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

	2019 <i>HKD'000</i>	2018 <i>HKD'000</i>
Segment assets		
Trading business and related services	17,511	337
Securities trading and investment	298,206	723,088
Provision of financing services	299,081	419,559
Property investment	799,501	678,173
Licensing of e-commerce platform	970	1,286
Investment in film industry	10,725	25,534
	<hr/>	<hr/>
Total segment assets	1,425,994	1,847,977
Unallocated corporate assets	10,735	4,985
	<hr/>	<hr/>
Consolidated assets	<u>1,436,729</u>	<u>1,852,962</u>
Segment liabilities		
Trading business and related services	3,477	3
Securities trading and investment	253,211	300,523
Provision of financing services	3,572	6,212
Property investment	235,002	243,389
Licensing of e-commerce platform	136	14,942
Investment in film industry	241	295
	<hr/>	<hr/>
Total segment liabilities	495,639	565,364
Unallocated corporate liabilities	6,895	2,212
	<hr/>	<hr/>
Consolidated liabilities	<u>502,534</u>	<u>567,576</u>

	Trading business and related services		Securities trading and investment		Provision of financing services		Property investment		Licensing of e-commerce platform		Investment in film industry		Unallocated		Total	
	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018
	HKD '000	HKD '000	HKD '000	HKD '000	HKD '000	HKD '000	HKD '000	HKD '000	HKD '000	HKD '000	HKD '000	HKD '000	HKD '000	HKD '000	HKD '000	HKD '000
Amounts included in the measure of segment profit or loss of segment assets:																
Addition to property, plant and equipment	1,315	-	-	14	-	-	-	-	-	-	-	-	-	121	1,315	135
Acquisition of investment property through acquisition of a subsidiary	-	-	-	-	-	-	147,686	400,000	-	-	-	-	-	-	147,686	400,000
Loss on disposal of property, plant and equipment	-	-	-	488	-	-	-	-	-	-	-	-	-	-	-	488
Depreciation of property, plant and equipment	124	5	672	707	-	-	-	-	-	-	-	-	24	820	736	-
Amortisation of right-of-use assets	92	-	-	-	-	-	-	-	-	-	-	-	1,921	2,013	-	-
(Reversal of)/provision for credit loss allowances on loan and interest receivables, net	-	-	-	-	(6,740)	9,872	-	-	-	-	-	-	-	-	(6,740)	9,872
Reversal of credit loss allowances recognised on trade and other receivables, net	-	-	-	(2,688)	-	-	-	-	-	-	-	-	-	-	-	(2,688)
(Reversal of)/provision for expected credit loss on loan commitment	-	-	-	-	(2,456)	6,028	-	-	-	-	-	-	-	-	(2,456)	6,028
Change in fair value of financial assets at fair value through profit or loss ("FVTPL")	-	-	(4,133)	47,533	-	-	-	-	-	-	(1,119)	1,119	-	-	(5,252)	48,652
Change in fair value of investment properties	-	-	-	-	-	-	27,790	2,000	-	-	-	-	-	-	27,790	2,000
Loss on early redemption of promissory note	-	-	-	-	-	-	266	-	-	-	-	-	-	-	266	-
Loss on disposal of cryptocurrencies	-	-	-	17,945	-	-	-	-	-	-	-	-	-	-	-	17,945
Finance costs	9	-	19,698	18,132	-	-	6,977	5,749	-	-	-	-	172	-	26,856	23,881
Income tax (credit)/expense	-	(159)	-	-	1,517	(6,202)	84	180	-	-	1	250	-	-	1,602	(5,931)
Amounts regularly provided to the chief operating decision makers but not included in the measure of segment profit or loss of segment assets:																
Interest income	(16)	-	(1)	(2)	(2)	(2)	-	-	-	(6)	-	-	-	(3)	(19)	(13)
Share of loss of an associate	-	-	-	-	-	-	-	-	-	-	-	-	139	-	139	-

Amounts regularly provided to the chief operating decision makers but not included in the measure of segment profit or loss of segment assets:

Interest income	(16)	-	(1)	(2)	(2)	(2)	-	-	-	(6)	-	-	-	(3)	(19)	(13)
Share of loss of an associate	-	-	-	-	-	-	-	-	-	-	-	-	139	-	139	-

Geographical information

The Group's operations are located in Hong Kong and the People's Republic of China (the "PRC").

The Group's revenue from external customers in continuing operations classified in accordance with geographical location of customers during the reporting period and information about the non-current assets, except deferred tax assets, financial assets at fair value through other comprehensive income and interest in an associate classified in accordance with geographical location of the assets at the end of the reporting period are detailed below.

	2019			2018		
	Hong Kong <i>HKD'000</i>	PRC <i>HKD'000</i>	Total <i>HKD'000</i>	Hong Kong <i>HKD'000</i>	PRC <i>HKD'000</i>	Total <i>HKD'000</i>
Non-current assets						
Property, plant and equipment	1,918	403	2,321	1,826	–	1,826
Investment properties	664,000	134,085	798,085	678,000	–	678,000
Right-of-use assets	<u>5,632</u>	<u>463</u>	<u>6,095</u>	<u>–</u>	<u>–</u>	<u>–</u>

Information about major customers

Revenue from customers of the corresponding years contributing over 10% of the total revenue of the Group is as follows:

Customer

	2019 <i>HKD'000</i>	2018 <i>HKD'000</i>
A ¹	39,906	–
B ²	16,619	12,241
C ³	–	13,700
D ³	–	4,770
E ³	<u>–</u>	<u>4,579</u>

¹ Revenue from trading business and related services

² Interest income from provision of financing services

³ Revenue from securities trading and investment, for the disposal of shares of a Hong Kong listed company to an independent third party

7. OTHER INCOME

	2019 <i>HKD'000</i>	2018 <i>HKD'000</i>
Interest income on bank deposits	<u><u>19</u></u>	<u><u>13</u></u>

8. FINANCE COSTS

	2019 <i>HKD'000</i>	2018 <i>HKD'000</i>
Interest expenses on:		
Bank borrowings	10,821	7,613
Other borrowings	15,486	16,268
Lease liabilities	173	–
Promissory note	368	–
Bank overdraft	<u>8</u>	<u>–</u>
	<u><u>26,856</u></u>	<u><u>23,881</u></u>

9. LOSS BEFORE INCOME TAX

Loss before income tax has been arrived at after charging/(crediting):

	2019 <i>HKD'000</i>	2018 <i>HKD'000</i>
Directors' and chief executive's emoluments, including share-based payment expenses of HKD4,442,000 (2018: Nil)	9,049	7,429
Other staff costs including share-based payment expenses of HKD344,000 (2018: Nil)	6,311	3,429
Contributions to retirement benefits scheme	245	173
Total staff costs	<u>15,605</u>	<u>11,031</u>
Auditor's remuneration:		
– Audit services	780	730
– Other services	430	1,160
Amortisation of right-of-use assets	2,013	–
Depreciation of property, plant and equipment	820	736
Direct operating expenses arising from investment properties that generated rental income during the year	268	306
Direct operating expenses arising from investment properties that did not generate rental income during the year	485	201
Expenses relating to short-term lease	1,157	–
Loss on disposal of property, plant and equipment	–	488
Loss on early redemption of promissory note	266	–
Minimum lease payments in respect of operating leases of premises	–	1,188
(Reversal of) /provision for credit loss allowances on loan and interest receivables	(6,740)	9,872
Reversal of credit loss allowances on trade and other receivables	–	(2,688)
(Reversal of) /provision for expected credit loss on loan commitment	(2,456)	6,028
Share-based payment expenses for consultants	<u>13,107</u>	<u>–</u>

10. INCOME TAX EXPENSES/(CREDIT)

	2019 <i>HKD'000</i>	2018 <i>HKD'000</i>
Current tax:		
– Hong Kong Profits Tax	1	1,715
– Withholding tax	84	–
	85	1,715
Over-provision in respect of prior years	–	(2,193)
	85	(478)
Deferred tax charged/(credited) to profit or loss	1,517	(5,453)
Income tax expenses/(credit)	<u>1,602</u>	<u>(5,931)</u>

Notes:

- 1) Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both years.
- 2) On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the “**Bill**”) which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HKD2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HKD2 million will be taxed at 16.5%. The profits of group entities are not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

The directors of the Company considered the amount involved upon implementation of the two-tiered profits tax rates regime as insignificant to the consolidated financial statements. Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both years.
- 3) The withholding tax is calculated at the rate of 10% on total rental income derived in the PRC jurisdiction for the year ended 31 December 2019.
- 4) At the end of the reporting period, the Group had unused tax losses of approximately HKD86,407,000 (2018: HKD56,431,000) available to offset against future profits. Such unused tax losses are subject to the approval of the Hong Kong Inland Revenue Department. No deferred tax asset has been recognised due to unpredictability of future profit streams. Tax losses may be carried forward indefinitely.

11. DIVIDEND

No dividend was paid or proposed for ordinary shareholders of the Company during the year ended 31 December 2019, nor has any dividend been proposed since the end of the reporting period (2018: Nil).

12. LOSS PER SHARE

The calculation of the basic and diluted loss per share attributable to owners of the Company is based on the following data:

	2019 <i>HKD'000</i>	2018 <i>HKD'000</i>
Loss for the year attributable to owners of the Company for the purpose of basic and diluted loss per share	<u><u>(53,991)</u></u>	<u><u>(79,839)</u></u>
Number of shares		
	2019 <i>'000</i>	2018 <i>'000</i>
Weighted average number of ordinary shares for the purpose of basic and diluted loss per share (<i>Note</i>)	<u><u>12,285,497</u></u>	<u><u>11,020,254</u></u>

Note:

The computation of diluted loss per share for both years did not assume the exercise of the Company's outstanding share options since it would result in a decrease in the loss per share.

13. FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

	2019 <i>HKD'000</i>	2018 <i>HKD'000</i>
Listed securities, at fair value:		
Equity securities listed in Hong Kong	<u>270,627</u>	<u>698,020</u>
Unlisted securities, at fair value:		
Equity securities in Hong Kong	<u>-</u>	<u>-</u>

Listed equity securities in Hong Kong

	2019 <i>HKD'000</i>	2018 <i>HKD'000</i>
At 1 January	698,020	882,504
Additions	-	321,994
Disposal	(54,562)	(10,172)
Changes in fair value through other comprehensive income	<u>(372,831)</u>	<u>(496,306)</u>
At 31 December	<u>270,627</u>	<u>698,020</u>

Note:

The balance as at 31 December 2019 represents two listed equity securities which are listed on the Stock Exchange, amounting to approximately HKD28,252,000 and HKD242,375,000, namely Central Wealth Group Holdings Limited, a related company of the Group up to 13 March 2019 (“**Central Wealth**”) and CMBC Capital Holdings Limited (“**CMBC**”), respectively (2018: HKD23,820,000 and HKD674,200,000), which were irrevocably designated at fair value through other comprehensive income (“**FVTOCI**”) as the Group considers these investments to be strategic in nature. The fair values of the listed equity securities investments were determined based on the quoted market closing prices on the Stock Exchange. During the year, the dividends received from these investments were approximately HKD4,061,000 (2018: Nil).

During the year ended 31 December 2019, the Group sold part of its shares in CMBC in order to strengthen the cash position of the Group for repayments of margin loans and use for future business plans. The shares were sold at HKD54,562,000 and resulted in a cumulative fair value loss of approximately HKD145,431,000 reclassified to retained earnings.

At 31 December 2019, the Group's financial assets at FVTOCI, with carrying amount of approximately HKD270,627,000 (2018: 676,095,000), have been pledged to secure the other borrowings granted to the Group (Note 19).

Unlisted equity securities in Hong Kong

The unlisted equity securities are shares in Upcoin Trading Centre Limited (“**Upcoin**”), a company incorporated in Hong Kong and was dormant during the year. The Group acquired the shares in Upcoin in July 2018 and designated it as financial asset at FVTOCI, as the investment is held for strategic purposes. No dividends were received on this investment during the year (2018:Nil). The directors of the Company considered the fair value of the investment in Upcoin is nil as at 31 December 2018. The Group disposed of the shares in Upcoin to an independent third party on 26 April 2019 at the consideration of HKD1.

14. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	<i>Notes</i>	2019 <i>HKD'000</i>	2018 <i>HKD'000</i>
Listed securities held for trading, at fair value:			
Equity securities listed in Hong Kong	<i>(i)</i>	26,350	22,217
Debt investment in film industry	<i>(ii)</i>	<u>–</u>	<u>9,177</u>
		<u>26,350</u>	<u>31,394</u>

The below tables reconciled the equity securities listed in Hong Kong:

	2019 <i>HKD'000</i>	2018 <i>HKD'000</i>
At 1 January	22,217	183,620
Additions	–	176,777
Disposals	–	(290,647)
Changes in fair value	<u>4,133</u>	<u>(47,533)</u>
At 31 December	<u>26,350</u>	<u>22,217</u>

The below table reconciled the debt investment in film industry:

	2019 <i>HKD'000</i>	2018 <i>HKD'000</i>
At 1 January	9,177	10,296
Changes in fair value	1,119	(1,119)
Settlement of debt investment	<u>(10,296)</u>	<u>–</u>
	<u>–</u>	<u>9,177</u>

Notes:

- (i) The fair values of the listed equity securities investments as at 31 December 2019 and 2018 were determined based on the quoted market closing prices on the Stock Exchange.

As at 31 December 2019, the Group's financial assets at FVTPL, with carrying amount of approximately HKD26,350,000 (2018: HKD22,217,000), have been pledged to secure the other borrowings granted to the Group (Note 19).

During the year ended 31 December 2018, the Group had disposed of certain shares of Central Wealth to one of the directors of Central Wealth at a consideration of HKD13,700,000, resulting in a realised gain on disposal of approximately HKD1,500,000

- (ii) One of the Group's loan due from an entity engaged in investment in film industry ("**Film Production Investor**") amounted to approximately United States Dollars ("**USD**") 1,320,000 (equivalent to approximately HKD10,296,000) did not fulfill the contractual cash flow characteristics test specified in HKFRS 9, such loan has been classified as financial assets at FVTPL. The loan is unsecured, and bearing fixed interest rate at 8% per annum with upside return.

As the Group is entitled an additional return (the "**Upside Return**") from the loan, with reference to sum received or receivable from the Film Production Investor in connection to the provision of distribution services of the film. After assessment on status of the distribution service, the management considered that it was remote to recognise the Upside Return during both years.

Mr. Chen Xiaodong ("**Mr. Chen**"), a former shareholder and a former director (appointed on 11 August 2017 and resigned on 24 December 2018) of the Company, who is the sole director of the Film Production Investor and a director of Central Wealth, and has indirect equity interest in the Film Production Investor. As at 31 December 2018, Mr. Yu Qingrui ("**Mr. Yu**"), who is a shareholder and a director of the Company, agreed to provide guarantee to the Group on the principal receivables, interest receivables and Upside Return, if any, from the borrower.

During the year ended 31 December 2019, the Film Production Investor fully settled the outstanding balance. The change in fair value of financial assets at FVTPL was amounting to approximately HKD1,119,000.

15. LOAN AND INTEREST RECEIVABLES

		2019	2018
	<i>Notes</i>	<i>HKD'000</i>	<i>HKD'000</i>
From investment in film industry (including interest receivables of HKD1,639,000 (2018: HKD1,813,000))	<i>(i)</i>	<u>10,706</u>	<u>10,880</u>
From money lending business (including interest receivables of approximately HKD6,187,000 (2018: HKD3,225,000))	<i>(ii)</i>	312,187	439,225
<i>Less: allowance of credit losses</i>		<u>(20,277)</u>	<u>(27,017)</u>
		<u>291,910</u>	<u>412,208</u>
		<u>302,616</u>	<u>423,088</u>

Notes:

(i) From investment in film industry

During the years ended 31 December 2017 and 2018, the Group entered into three loan agreements to provide loans to the Film Production Investor for film distribution. One of the loans was fully settled during the year ended 31 December 2019.

The remaining two loans to the Film Production Investor have generated interest income of approximately HKD878,000 during the year (2018: HKD689,000). As at 31 December 2019, the loan receivables and interest receivables due from the Film Production Investor were approximately USD1,163,000 (equivalent to approximately HKD9,067,000) and USD210,000 (equivalent to approximately HKD1,639,000), respectively (2018: USD1,163,000 (equivalent to approximately HKD9,067,000) and USD232,300 (equivalent to approximately HKD1,813,000)). The loans are unsecured, bear fixed interest rate ranging from 8% to 12% per annum and interest accrued and principal are repayable on the second or third anniversary of the date of the agreements or under the demand of the Group.

As at 31 December 2019 and 2018, Mr. Yu agreed to provide guarantee to the Group in respect of all of the abovementioned loans and related interest.

(ii) **From money lending business**

The loan receivables from 4 borrowers (2018: 7 borrowers) are unsecured, bearing fixed interest rates at 8% (2018: 8%) per annum and repayable according to the respective loan agreements.

The maturity profile of these loan and interest receivables, net of credit loss allowances, at the end of the reporting period, analysed by the remaining periods to their contracted maturity, is as follows:

	2019	2018
	HKD'000	HKD'000
On demand or within 1 year after the end of reporting period	291,910	249,933
More than one year, but not more than two years after the end of reporting period (<i>note</i>)	—	162,275
	<u>291,910</u>	<u>412,208</u>

Note: These loan and interest receivables are not scheduled to be received within one year from the end of the reporting period but contain a repayment on demand clause.

The loan receivables have been reviewed by the management of the Group to assess impairment which are based on the evaluation of collectability, ageing analysis of accounts and on management's judgement, including the current creditworthiness and the past statistics of individually significant accounts or a portfolio of accounts on a collective basis.

As at 31 December 2019, the Group has granted an aggregate irrevocable loan facility of HKD270,000,000 (2018: HKD270,000,000) to Central Wealth and the total loans advanced to Central Wealth were amounted to approximately HKD215,000,000 (2018: HKD172,000,000) and during the year generated interest income of approximately HKD16,619,000 (2018: HKD12,241,000) from Central Wealth. These loans are unsecured, bearing fixed interest rate at 8% per annum and repayable under the demand of the Group or no later than 31 December 2020.

16. TRADE AND OTHER RECEIVABLES

	<i>Notes</i>	2019 <i>HKD'000</i>	2018 <i>HKD'000</i>
Trade receivables	<i>(i)</i>	649	–
Other receivables	<i>(ii)</i>	<u>9,449</u>	<u>7,957</u>
		<u>10,098</u>	<u>7,957</u>

Notes:

(i) Trade receivables

The following is an ageing analysis of trade receivables, net of credit loss allowances, presented based on the invoice dates, which approximated the respective revenue recognition dates:

	2019 <i>HKD'000</i>	2018 <i>HKD'000</i>
0-30 days	195	–
31-90 days	432	–
91-180 days	–	–
Over 180 days	<u>22</u>	<u>–</u>
	<u>649</u>	<u>–</u>

As at 31 December 2019 and 2018, no credit loss allowance on the trade receivables was provided.

(ii) Other receivables

As at 31 December 2019, the balance mainly comprised prepayments for inventories amounting to approximately HKD4,165,000 (2018: Nil), rental income receivables in relation to investment properties in the PRC amounting to approximately HKD827,000 (2018: Nil) and rental deposits paid amounting to approximately HKD1,925,000 (2018: HKD924,000).

As at 31 December 2018, other receivables mainly comprised a receivable from the Film Production Investor amounting to approximately HKD5,460,000 in relation to the refund of investment cost in a film right. In February 2019, this receivable had been fully settled.

17. ACCRUALS AND OTHER PAYABLES/CONTRACT LIABILITIES

	<i>Notes</i>	2019 HKD'000	2018 HKD'000
Accruals	<i>(i)</i>	3,356	7,213
Deposits received	<i>(ii)</i>	1,347	1,000
Other payables	<i>(iii)</i>	3,572	6,028
		8,275	14,241
Contract liabilities	<i>(iv)</i>	3,014	–
		11,289	14,241

Notes:

- (i) At 31 December 2019, included in the balance was mainly accruals of operating expenses.

At 31 December 2018, included in the balance were mainly provision for the onerous contract of the committed lease and other payments of approximately HKD3,226,000 which was fully settled during the current year.

- (ii) Rental deposit of HKD1,347,000 was received from the tenants as at 31 December 2019 (2018: HKD1,000,000).
- (iii) Provision for expected credit loss on loan commitment amounted to approximately HKD3,572,000 in relation to the undrawn loan commitment granted to Central Wealth as at 31 December 2019 (2018: HKD6,028,000).
- (iv) Contract liabilities amounting to approximately HKD3,014,000 (2018: Nil) was received from customer as at 31 December 2019 and are expected to be recognised within one year.

18. BANK BORROWINGS

	2019 <i>HKD'000</i>	2018 <i>HKD'000</i>
Secured bank borrowings	<u>312,369</u>	<u>320,945</u>
	2019 <i>HKD'000</i>	2018 <i>HKD'000</i>
Carrying amount scheduled to repay as follows:		
Within one year	88,838	88,567
More than one year, but not more than two years	9,130	8,788
More than two years, but not more than five years	28,941	28,028
More than five years	<u>185,460</u>	<u>195,562</u>
	<u>312,369</u>	<u>320,945</u>
	2019 <i>HKD'000</i>	2018 <i>HKD'000</i>
Carrying amount of the bank borrowings that are not repayable within one year from the end of the reporting period but contain a repayment on demand clause (shown under current liabilities)	223,531	232,378
Carrying amount repayable within one year	<u>88,838</u>	<u>88,567</u>
	<u>312,369</u>	<u>320,945</u>

The bank borrowings bear interest at range of HKD Prime Rate – 2.5% per annum, 2% per annum + HIBOR (1 month) and 2.5% per annum over HIBOR (1 week to 1 month) at 31 December 2019 (2018: Prime rate – 2.5% per annum, 2% per annum + HIBOR (1 month) and 2.5% per annum over HIBOR (1 week to 1 month)). The weighted average effective interest rates on the bank borrowings are as follows:

	2019	2018
Secured bank borrowings (per annum)	<u>2.85% – 3.81%</u>	<u>2.78% – 3.67%</u>

At 31 December 2019, the Group's bank borrowings are secured by the investment properties amounting to approximately HKD664,000,000 (2018: 678,000,000).

19. OTHER BORROWINGS

(i) Securities Broker A

On 22 June 2017, Golden Horse Hong Kong Investment Limited (“**Golden Horse**”), a wholly-owned subsidiary of the Group, entered into a margin loan account client agreement (“**Margin Loan Agreement A**”) with Securities Broker A, an independent securities broker. Pursuant to the Margin Loan Agreement A, Securities Broker A provided a margin loan facility to the Group up to HKD100,000,000 at a fixed interest rate of 7% per annum payable in arrears.

The aforesaid loan can be utilised by the Group to acquire, on and/or off the Stock Exchange, the listed shares of CMBC no more than HKD60,000,000 and acquire specified listed shares (“**Specified Listed Shares**”) no more than HKD40,000,000 (the “**Margin Loan Restriction**”).

Note: Specified Listed Shares means listed shares excluding the listed shares of Central Wealth and CMBC.

Golden Horse entered into the first amendment and restatement deed with Securities Broker A on 15 August 2017. The principal amount of margin loan facility was subsequently increased from HKD100,000,000 to HKD150,000,000.

Golden Horse entered into the second amendment and restatement deed with Securities Broker A on 22 June 2018. The principal amount of margin loan facility was decreased from HKD150,000,000 to HKD120,000,000 at a fixed interest rate 9.5% effective on 23 June 2018. The Margin Loan Restriction was revoked on 22 June 2018.

At 31 December 2019, the Group has utilised approximately HKD32,291,000 (2018: HKD57,213,000) from the margin loan facility granted by Securities Broker A.

(ii) Securities Broker B

On 26 March 2018, Golden Horse entered into a margin loan account client agreement (“**Margin Loan Agreement B**”) with Securities Broker B, an independent securities broker. Pursuant to the Margin Loan Agreement B, Securities Broker B provided a margin loan facility to the Group up to HKD125,000,000 at a interest rate of 6% per annum. At 31 December 2019, the Group has utilised approximately HKD105,864,000 (2018: HKD128,141,000) of the margin loan facility granted by Securities Broker B at a interest rate of 9% per annum.

(iii) Securities Broker C

On 8 June 2018, Golden Horse entered into a revolving loan account client agreement (“**Revolving Loan Agreement**”) with Securities Broker C, an independent authorised financial institution. Pursuant to the Revolving Loan Agreement, Securities Broker C provided a revolving loan facility to the Group up to HKD35,000,000 at a fixed interest rate of HKD Prime Rate – 2% per annum. At 31 December 2019, the Group has utilised approximately HKD34,906,000 (2018: HKD34,906,000) of the margin loan facility granted by Securities Broker C.

(iv) Central Wealth Securities Investment Limited (the “CWSI”)

On 25 April 2018 and 29 June 2018, the Company entered into a master services agreement and a supplemental master services agreement respectively (collectively the “**Master Services Agreement**”), with CWSI, a subsidiary of Central Wealth (the “**Margin Financier**”). Pursuant to the Master Services Agreement, the Margin Financier provided a margin loan facility to the Group with daily maximum amounts not exceeding HKD100,000,000 and margin loan interest not exceeding HKD8,000,000 per annum. The other borrowings due to the Margin Financier would be repayable on demand and may be varied or terminated in the absolute discretion of the Margin Financier. As at 31 December 2018 and 2019, such facility has not been utilised.

As at 31 December 2019, the other borrowings are secured by the pledges of financial assets at FTVOCI of approximately HKD270,627,000 (2018: HKD676,095,000) (Note 13), financial asset at FVTPL of approximately HKD26,350,000 (2018: HKD22,217,000) (Note 14) and an investment property of approximately HKD285,000,000 (2018: HKD285,000,000). The Other borrowings with carrying amount amounting to approximately HKD34,906,000 (2018: HKD34,906,000) are repayable within twelve months from the first drawdown date, approximately HKD138,155,000 (2018: HKD185,354,000) are repayable within twelve months from the first drawdown date or under the demand of the lender or with no fixed terms of repayment.

Partial of the other borrowings amounting to approximately HKD138,155,000 (2018: HKD185,354,000) are subject to the fulfilment of covenants, but certain covenants have not been fulfilled

20. ACQUISITION OF ASSETS THROUGH ACQUISITION OF A SUBSIDIARY

Acquisition of Rich Power International Holdings Limited (“Rich Power”)

On 3 July 2019, the Best Pacific Group Limited, a wholly-owned subsidiary of the Company entered into a sale and purchase agreement with Mr. Lin Zherui and Mr. Weng Shiqing (“the Vendors”), the independent third parties, pursuant to which the Group has agreed to acquire the entire issued share capital of Rich Power at a consideration of HKD148,000,000, which is settled by cash of HKD100,000,000 and a promissory note with principal amount of HKD48,000,000 issued by the Company. The acquisition was completed on 31 July 2019. Rich Power is principally engaged in the property investment business in the PRC. The acquisition had been accounted for as acquisition of assets.

Assets acquired at the date of acquisition were as follows:

	2019
	HKD’000
Investment properties	147,686
Cash at bank	36
	<hr/>
	147,722
	<hr/> <hr/>

21. LITIGATIONS AND CONTINGENCIES

Development of the retaking control of the deconsolidated subsidiaries

Pursuant to the Company’s announcement dated 25 March 2014, due to the reason of unable to access to the books and records of the subsidiaries, Bloxworth Enterprises Limited and Shanxi Zhanpen Metal Products Co., Limited* (“Zhanpen”) (collectively the “Deconsolidated Subsidiaries”), the Group therefore deconsolidated the Deconsolidated Subsidiaries from its consolidated financial statement since 1 January 2013.

The People’s court of Fenyang county (汾陽市人民法院) (the “Fenyang Court”) issued a judgement on 12 September 2016, the former directors of Zhanpen (the “Former Directors”) are obliged to return the official seal and business certificates of Zhanpen to the Group. On 18 December 2019, the Group has disposed of the 100% equity interest in Bloxworth Enterprises Limited and its wholly owned subsidiary, Zhanpen, to an independent third party at a consideration of HKD1 (the “Disposal”). Up to the date of Disposal, the Former Directors still not returned the official seal and business certificates of Zhanpen to the Group.

22. EVENTS AFTER THE END OF THE REPORTING PERIOD

- (a) On 18 March 2020, the Company entered into a placing agreement with CWSI, acting as a placing agent. Pursuant to the placing agreement, the Company has conditionally agreed to place through CWSI up to 2,490,000,000 placing shares at the placing price of HKD0.0140 per placing share to not less than six placees who and whose beneficial owners shall be independent third parties. The placing shares were issued under the general mandate which was granted to the directors at the annual general meeting of the Company held on 17 June 2019. The maximum gross proceeds from the placing will be amounted to approximately HKD34,860,000. Further details of the placing are set out in the Company's announcements dated 18 March 2020.
- (b) Due to the outbreak of the novel coronavirus (COVID-19) epidemic in China in January 2020 and the COVID-19 has spread across the world, the macroeconomic is expected to be affected by epidemic in 2020. The Group will keep continuous attention on the situation of the COVID-19, assess and react actively to its impacts on the financial position and operating results of the Group.

In view of the outbreak and worldwide spread of this epidemic leading to continuous shortage of mask products, the Group has now commenced the mask production business, with an aim to provide the market with masks that meet relevant certification standards in a short time. In March 2020, the Group has entered into two purchase agreements with two respective suppliers to acquire (i) 10 sets of mask production machine in an aggregate amount of HKD8,300,000 and (ii) a melt-blown production line in an aggregate amount of Renminbi (“RMB”) 3,600,000 (equivalent to approximately HKD4,023,000) respectively. Further details of the mask production plan of the Group are set out in the Company's announcements dated 23 March 2020 and 25 March 2020.

MANAGEMENT DISCUSSION AND ANALYSIS

FINANCIAL RESULTS

The Group recorded a net loss of approximately HKD53,991,000 attributable to shareholders of the Company (2018: net loss of HKD79,839,000) and basic loss per share of HK0.44 cents (2018: basic loss per share of HK0.72 cents) for the year ended 31 December 2019. The loss is mainly attributable to (i) the Group recognised share-based payment expenses of approximately HKD17,893,000 of which there was no such item in the corresponding period of 2018; (ii) revaluation loss of approximately HKD27,790,000 arising from change in fair value of investment properties (2018: revaluation loss of approximately HKD2,000,000); and (iii) increase in operating expenses during the year of 2019.

For the year ended 31 December 2019, the Group recorded a revenue of approximately HKD80,916,000 (2018: HKD39,674,000) and did not record any net realised gain/loss from securities trading (2018: loss of HKD4,549,000).

BUSINESS REVIEW

Properties investment

The Group is currently holding two residential properties located in Hong Kong which are on No. 19, Cumberland Road, Kowloon Tong (approximate saleable area of 5,808 square feet) and No. 1, Lincoln Road, Kowloon Tong (approximate saleable area of 6,892 square feet) respectively.

Aiming to generate stable rental income and/or for capital appreciation, the Group has also expanded its investment property portfolio to the PRC by acquisition of Rich Power International Holdings Limited (“**Rich Power**”). Rich Power owns 19 retail units in a development district known as “Fortune Town”(振業城) located at Henggang Road, Longgang District, Shenzhen, PRC (中國深圳市龍崗區橫崗街道). The acquisition was completed on 31 July 2019. For more information, please refer to the Company’s announcements on 3 July 2019 and 31 July 2019.

During the year ended 31 December 2019, the Group recorded rental income of HKD3,340,000 (2018: HKD7,600,000) and fair value loss of HKD27,790,000 (2018: fair value loss of HKD2,000,000) arising from change in fair value of investment properties from the property investment segment.

The Group will continue to look for opportunity to expand and optimise its investment property portfolio with an aim to generate stable rental income and/or for capital appreciation.

Treasury business

The treasury business includes securities trading and investment business and money lending business.

Securities trading and investment business

The Group identified its investments based on the share price, the gain potential and the future prospect of the investments. The securities investments were classified under financial assets at fair value through other comprehensive income (“**FVTOCI**”) and financial assets at fair value through profit or loss (“**FVTPL**”) in the consolidated financial statements. During the year, the Group’s securities trading portfolio comprised of equity securities of CMBC Capital Holdings Limited (“**CMBC Capital**”, stock code: 1141) and Central Wealth Group Holdings Limited, (“**Central Wealth**”, stock code: 139) listed on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

During the year, the Group did not invest in cryptocurrency and did not record any loss on disposal of cryptocurrency (2018: loss of HKD17,945,000).

As a whole, the securities trading and investment segment recorded a loss of approximately HKD14,411,000 (2018: loss of HKD66,404,000). The loss was mainly due to financial costs of approximately HKD19,698,000 (2018: HKD18,132,000). Besides, the Group recorded HKD4,061,000 dividend income (2018: Nil) and an unrealised gain of securities investments under FVTPL of approximately HKD4,133,000 (2018: net unrealised loss of HKD47,533,000). For the securities under FVTOCI, the Group recorded a net unrealised loss of approximately HKD372,831,000 (2018: net unrealised loss of HKD496,306,000) through other comprehensive income.

As at 31 December 2019, details of the securities investments held are as follows:

Name of the investees	Number of shares held	Percentage of equity interests as at 31.12.2019	Closing value as at 31.12.2019 <i>HKD</i>	Market value of the interests as at 31.12.2019 <i>HKD'000</i>	Fair value gain/(loss) for the year <i>HKD'000</i>
FVTOCI					
CMBC Capital (Stock code: 1141)	1,694,930,000	3.555%	0.143	242,375	(377,263)
Central Wealth (Stock code: 139)	553,954,650	3.763%	0.051	28,252	4,432
Total				<u>270,627</u>	<u>(372,831)</u>
FVTPL					
Central Wealth	516,666,666	3.510%	0.051	26,350	4,133
Total				<u>26,350</u>	<u>4,133</u>
Grand-Total				<u>296,977</u>	<u>(368,698)</u>

As at 31 December 2019, the Group held securities investment portfolio with market value of approximately HKD296,977,000 (31 December 2018: HKD720,237,000). Except for the investments in CMBC Capital and Central Wealth, at 31 December 2019, there were no investments held by the Group which value was more than 5% of the net assets of the Group.

Performance and prospects of the investees

CMBC

CMBC Capital and its subsidiaries (the “**CMBC Capital Group**”) was principally engaged in the business of brokerage and related services, securities investment and provision of finance. China Minsheng Banking Corporation Limited, one of the largest private banks in the People’s Republic of China (“**PRC**”) has indirect interest in over 60% of the issued shares capital of CMBC Capital as at 31 December 2019.

As mentioned in its annual result announcement for the year ended 31 December 2019, the CMBC Capital Group has recorded net profit amounted to approximately HKD356.9 million, representing an increase of approximately 45.5% when compared to the year ended 31 December 2018. The CMBC Capital Group's basic and diluted earnings per share were both HK0.75 cents (2018: both HK0.53 cents). The CMBC Capital Group has recorded a revenue of approximately HKD978.7 million, representing a year-on-year growth of approximately 23.7%.

CMBC Capital closed at HKD0.143 as at 31 December 2019 (31 December 2018: HKD0.325).

Central Wealth

Central Wealth and its subsidiaries (the “**Central Wealth Group**”) are principally engaged in the securities and futures dealing business, financial investment, property investments and money lending business.

As mentioned in Central Wealth's annual result announcement for the year ended 31 December 2019, the net profit after tax for the year was approximately HKD208.4 million as compared to the net loss after tax of approximately HKD67.1 million for the year ended 31 December 2018. Basic earnings per share attributable to ordinary equity holders of the parent for the year was approximately HK1.42 cent (2018: basic loss per share of approximately HK0.48 cent). The Central Wealth group recorded a revenue of approximately HKD947.7 million for the year ended 31 December 2019, compared to a revenue of approximately HKD174.5 million for the year ended 31 December 2018.

Central Wealth closed at HKD0.051 as at 31 December 2019 (31 December 2018: HKD0.043).

Money lending business

A wholly-owned subsidiary of the Group, Globally Finance Limited (“**Globally Finance**”), which held the Money Lenders Licence in Hong Kong since early of 2015, carried a licensed money lending business in Hong Kong. During the year ended 31 December 2019, Globally Finance generated revenue of approximately HKD28,174,000 (2018: HKD30,561,000) and recorded a gain of approximately HKD32,726,000 (2018: loss of HKD8,113,000). During the year ended 31 December 2019, the Group assessed and estimated credit loss allowance for loan and interest receivables under HKFRS 9 requirement. Based on the result of credit assessment on debtors, the credit loss allowance as at 31 December 2019 was approximately HKD20,277,000 (2018: HKD27,017,000), and a reversal on credit loss allowance for debtors of approximately HKD6,740,000 was credited to consolidated profit or loss for the year ended 31 December 2019 (2018: charged of HKD9,872,000).

Investment in film industry

China Wisdom Group Limited (“**China Wisdom**”), a wholly owned subsidiary of the Company, has entered into agreements with Ocean Wave Motion Pictures (International) Limited (“**Ocean Wave**”) in relation to investment and advancements in the following film projects:

Date of agreement	Film project	Investment/ Advancement amount	Annual interest rate	Investment return	Carrying amount of investment as at 31.12.2019 (as at 31.12.2018) HKD	Category
12.07.2016	Girls II 《閨蜜2》	RMB10,800,000	Nil	RMB10,800,000	– (5,460,000)	Other receivables
21.09.2017	Death Wish 《虎膽追兇》	USD1,320,000	8%	Additional upside return (if any)	– (9,177,000)	Financial assets at FVTPL
					– (1,052,000)	Loan and interest receivables
11.10.2017	Two Days 《兩天》	USD487,500	12%	Nil	4,787,000 (4,330,000)	Loan and interest receivables
12.06.2018	Papillon 《巴比龍》	USD675,000	8%	Nil	5,919,000 (5,498,000)	Loan and interest receivables

Girls II has been released in March 2018 in the PRC, Hong Kong and Taiwan. Pursuant to the investment agreement with Ocean Wave, the investment return should be subject to the box office revenue of the film. Regardless of the unsatisfactory box office, Ocean Wave has agreed to pay an amount of RMB10,800,000 equivalent to the amount invested by China Wisdom in the film as investment return for maintaining long-term, collaborative business relationships. All investment return has been duly collected.

During the year ended 31 December 2019, China Wisdom recorded interest income from the segment of investment in film industry of approximately HKD1,329,000 (2018: HKD1,513,000). The Board considers that the entering into of the above agreements will allow the Group to have stable return without significant risk exposures.

Trading business and related services

With a view to developing and expanding the Group's intelligent robotics business, the Group has entered into several trading agreements in relation to the sales and purchase of robots and related products during the year. During the year ended 31 December 2019, revenue of approximately HKD44,012,000 was generated (2018: Nil) and a loss of approximately HKD8,709,000 (2018: HKD52,000) was recorded for the segment of trading business and related services. The Group will seek for business opportunity in the trading business.

Licensing of e-commerce platform

During the year ended 31 December 2019, no revenue (2018: Nil) was generated and a loss of approximately HKD646,000 (2018: HKD273,000) was recorded for the segment of e-commerce business. The Group will continue to look for any potential opportunity in the e-commerce business.

PROSPECTS AND OUTLOOK

The Group are principally engaged in (i) property investment; (ii) provision of financing services; (iii) securities trading and investment; (iv) investment in film industry; (v) trading business and related services and (vi) licensing of e-commerce platform. The Group will continue to explore opportunities in these core businesses so as to create long-term value for its shareholders.

Other than the existing business as named hereinabove which is on an on-going basis, the management will explore other business opportunities to diversify its business portfolio with a view to broaden its income stream which shall be in the best interests of the Company and its shareholders as a whole. In March 2019, the Board has initiated a restructure by appointing new Directors, new Chairman and new Chief Executive Officer of the Group. Leveraging on the expertise and experience of the new Directors and key management personnel, the Group intends to take initiatives in developing business in relation to intelligent robotics and related services.

Facing the current outbreak of the novel coronavirus (COVID-19) pandemic, the worldwide spread thereof and the continuous shortage of mask products, the Group has ordered ten one-to-two flat mask production lines which will be delivered to Hong Kong in or around April 2020. It is expected that the mask production will commenced in or around April 2020. The Group will deploy high-end production equipment, monitor the quality of raw materials and strictly comply with the cleanliness requirements of professional production environments. The Group will also apply for relevant certification for the masks to be produced to ensure that the masks to be produced will meet the relevant certification standards. Melt-blown non-woven fabric is a key material in the production of masks, essentially the core component of the masks. As such, melt-blown non-woven fabric is in higher scarcity with a constantly increasing price. As the Group is committed to providing guaranteed quantity and quality of raw material supply for mask production and maintaining its price advantage, a wholly-owned subsidiary of the Company (the “**Subsidiary**”) has now ordered a melt-blown production line to produce melt-blown non-woven fabric. The Subsidiary will have outstanding melt-blown technologies and a production procedure with high stability. It is expected that the production of melt-blown non-woven fabric will commence in April 2020.

On 24 June 2019, the Company entered into a global strategic co-operation agreement with HIT Robot Group Co., Ltd. (哈工大機器人集團股份有限公司) (“**HIT Robot Group**”), pursuant to which each of the Company and HIT Robot Group will become global strategic co-operation partner and will co-operate with each other on their respective business areas including but not limited to intelligent robotics, artificial intelligence, new energy products and commodities trading in accordance with the terms and conditions of the Strategic Co-operation Agreement. HIT Robot Group will utilise their edge, technology and expertise to assist the Group in production of masks. HIT Robot Group will also provide relevant assistance in respect of the production of meltblown non-woven fabric.

On 4 March 2020, the decision makers stressed at the meeting held by the Standing Committee of the Political Bureau of the CPC Central Committee that, efforts should be made to accelerate the major engineering and infrastructure construction specified in the national planning, including the progress of new infrastructure construction such as 5G network and data center. New infrastructure construction refers to the infrastructure construction related to science and technology, mainly including seven fields, i.e. 5G infrastructure, ultra-high voltage, intercity high-speed rail and intercity rail transit, NEV charging stations, big data center, artificial intelligence, and Industrial Internet, and covering several key industries related to social people’s livelihood such as the communication, power, transport and digital industry.

Seven segmented fields and applications of “new infrastructure construction”

Field	Application
5G infrastructure construction	Industrial Internet, Internet of Cars, Internet of Things, enterprise clouding, AI, remote medical treatment, etc.
Ultra-high voltage	Energy industries such as power industry
Intercity high-speed rail and intercity rail transit,	Transport industry
NEV charging stations	NEVs
Big data center	Financial, security, energy and business fields, as well as every aspect in daily life (including travelling, shopping, sport and wealth management)
AI	Intelligent home furnishing Service robots Mobile equipment/UAV Automatic driving Applications in other industries: Home furnishing, finance, security, medical treatment, enterprise service, education, customer service, video/entertainment, retail/e-commerce, architecture, law, news information and recruitment
Industrial Internet	Intelligent manufacture within the enterprise, inter-enterprise networked collaboration, custom-tailored production for users by enterprises, service extension of enterprises and products

Looking into 2020, the Group plans to develop five businesses, namely (1) robotics products and application solutions; (2) artificial intelligence products and application solutions; (3) new energy products and application solutions; (4) technological equipment and products related to culture and entertainment; and (5) technology incubators. These business plans are in line with the aforesaid national development direction and policies.

In terms of robotics products and application solutions, the Group will focus on the development of intelligent industrial welding robots and equipment, set up a top welding tooling expert team for research and development, and be committed to the development, design, production and sales of a full range of non-standard customized positioner, all kinds of special welding and cutting tooling devices, and all kinds of unmanned and intelligent non-standard production lines. Our products will be applied to pressure vessels, low-temperature equipment, special vehicles, rail transit, offshore wind power, engineering machinery and other industries. In terms of artificial intelligence products and application solutions, the application of technologies such as vision, voice, navigation and mechanical arms will be extended to services and special fields to promote more product applications. The main products are intelligent robots for public service, intelligent electronic consumption products, intelligent mobile equipment, household, security and financial intelligent robots, etc. Also, the Group has transformed the business nature of a wholly-owned subsidiary established in Shenzhen, China to provide artificial intelligence and robotics products and original equipment manufacturing (OEM) services of intelligent technology products and sell the products through cross-border e-commerce platform. In terms of new energy products and application solutions, during the Year, the Group has established a subsidiary in Indonesia for sale, assembly and design of electric motorcycles and EV charging stations. Instead of focusing on flashy designs or high-end specs, the bike provides convenient travelling mode for domestic riders, saving energy and money and protecting the environment. In terms of technological equipment and products related to culture and entertainment, the Company will focus on the operation of intellectual property rights in film, television and animation. In terms of technology incubators, the Company will focus on incubating and accelerating projects based on leading international technologies and China's domestic market development. HIT Robot Group Co., Ltd. will provide support for the intelligent industrial welding robots and equipment, artificial intelligence products and application solutions of the Group, and offer premises and production sites free of charge for the Group in its base in the mainland China in 2020.

On 17 December 2019, the Company entered into a strategic co-operation agreement with Shanghai R&F Real Estate Development Co., Ltd. (上海富力房地產開發有限公司) (“**Shanghai R&F**”), pursuant to which each of the Company and Shanghai R&F will become strategic co-operation partners integrating the advantages in their respective fields, and starting from the Eastern China region, jointly build an international high-tech innovation center and an innovative service platform for leading high-tech companies across China.

The Board considers that the development in the intelligent robotics business will contribute positively to the revenue and profit of the Group and will be beneficial to the Group, thereby creating values to the Company and its shareholders.

In 2015, the Group invested in securities brokerage business in Hong Kong through investment in associates. The Group disposed the associates to Central Wealth Group Holdings Limited, (“**Central Wealth**”, stock code: 139) listed on the Stock Exchange subsequently in 2017.

The Directors are optimistic to the securities market development in Hong Kong and now continue securities brokerage business. The Group is now applying the Stock Exchange Trading Right from the Stock Exchange and licenses from the Securities and Futures Commission to carry out Type 1 (Dealing in Securities) and Type 4 (Advising on Securities) regulated activities through a wholly owned subsidiary Oriental Power Securities Investment Limited (“**Oriental Power**”). Oriental Power aims at providing broader and more diversified services to customers. Oriental Power targets to provide securities dealing and advising securities services to its customers. Oriental Power will provide broker-dealer services covering the stocks and investment-linked instruments listed in the Stock Exchange. The Company will also apply for a trading right at the Stock Exchange and become a direct clearing participant at Hong Kong Exchange and Clearing Limited and Hong Kong Securities Clearing Company Limited and also apply the China Connect Clearing Participants. Oriental Power will act as an underwriter or a sub-underwriter or a placing agent or a sub-placing agent for companies listed or to be listed on the Stock Exchange or shareholders of companies listed or to be listed on the Stock Exchange for their fund raising exercises such as IPOs, rights issues, open offers or placing of new and/or existing shares and debt securities. We will charge placing or underwriting commission at a rate determined by negotiation with clients which is generally in line with market practice.

FINANCIAL REVIEW

Liquidity, financial resources and funding

The Group had total pledged bank deposits and cash and bank balances of approximately HKD12,396,000 as at 31 December 2019 (2018: HKD6,194,000). The Group had total borrowings of approximately HKD485,430,000 (2018: HKD541,205,000) comprised with bank borrowings of approximately HKD312,369,000 (2018: HKD320,945,000) and other borrowings of approximately HKD173,061,000 (2018: HKD220,260,000) as at 31 December 2019.

Among bank borrowings, approximately HKD88,838,000 are repayable within one year, HKD9,130,000 are repayable over one year but not exceeding two years, HKD28,941,000 are repayable over two years but not exceeding five years and HKD185,460,000 are repayable over five years. The bank borrowings bear interest at range of HKD Prime Rate – 2.5% per annum, 2% per annum + HIBOR (1 month) and 2.5% per annum over HIBOR (1 week to 1 month).

The other borrowings comprised of margin loans and revolving loan. The margin loan payables bear fixed interest at 6% to 9.5% per annum. The margin loan payables are repayable within one year and was guaranteed by the Company. The revolving loan bear fixed interest rate of HKD Prime Rate – 2% per annum. Details are set out in Note 19 to the consolidated financial statements.

The gearing ratio, which is calculated as total borrowings divided by total equity, was 51.96% (2018: 42.10%). Net assets were approximately HKD934,195,000 (2018: HKD1,285,386,000).

As at 31 December 2019, the Group has total current assets of approximately HKD355,242,000 (2018: HKD469,663,000) and total current liabilities of approximately HKD500,770,000 (2018: HKD567,576,000). The current ratio of the Group, calculated by dividing total current assets by total current liabilities, was about 0.71 as at 31 December 2019 (2018: 0.83).

The Group's finance costs for the year was approximately HKD26,856,000 (2018: HKD23,881,000) and was mainly related to interests paid on the bank borrowings and margin loans. The increase in finance cost was due to interest paid for the margin loans.

Pledge of assets

At 31 December 2019, the Group's investment properties, with carrying amount of HKD664,000,000 (2018: HKD678,000,000), have been pledged to secure the bank borrowings granted to the Group.

As at 31 December 2019, the Group had pledged an investment property with carrying amount of HKD285,000,000 (2018: HKD285,000,000), the securities investment under FVTOCI of approximately HKD270,627,000 (2018: HKD676,095,000) and the securities investment under FVTPL of approximately HKD26,350,000 (2018: HKD22,217,000) to secure the other borrowings.

As at 31 December 2019, a bank deposit in amount of EUR160,000 in equivalent to HKD1,410,000, has been pledged to a bank for the issuance of a letter of guarantee for trading business.

Foreign currency management

The Group has minimal exposure to foreign currency risks as most of its business transactions, assets and liabilities are principally denominated in Hong Kong dollars. The Group currently does not have a foreign currency hedging policy in respect of its foreign currency assets and liabilities. The Group will monitor its foreign currency exposure closely and will consider hedging foreign currency exposure if necessary.

Litigations and contingencies

Details of litigations and contingencies are set out in Note 21 to the annual results announcement.

EMPLOYEES AND REMUNERATION POLICIES

As at 31 December 2019, the Group had 35 employees situated in Hong Kong and China (2018: 17 employees situated in Hong Kong). The Group's emoluments policies are formulated based on industry practices and performance of individual employees. For the year ended 31 December 2019, the total staff costs including remuneration of directors and chief executive amounted to approximately HKD15,605,000 (2018: HKD11,031,000).

FINAL DIVIDEND

The Board does not recommend the payment of a final dividend for the year (2018: Nil).

CAPITAL STRUCTURE

On 27 February 2019, the Company entered into the subscription agreement with subscriber for the subscription of 900,000,000 subscription shares at the subscription price of HKD0.064 per subscription share (“**Subscription**”). The closing market price was HKD0.079 per share at the date of the subscription agreement.

The Subscription was completed on 21 March 2019 and the Company issued 900,000,000 subscription shares to the subscriber. The gross proceeds and net proceeds from the Subscription were HKD57.6 million and HKD57.5 million respectively. The net proceeds was intended to be used by the Company as to HKD41 million for development of its existing trading business and HKD16.5 million for general working capital purposes. The Company had fully utilised the net proceeds to as intended. Details of the Subscription were set out in the announcements of the Company dated 27 February 2019 and 21 March 2019. As at 31 December 2019, the Company had 12,480,291,446 shares in issue.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

During the year ended 31 December 2019, neither the Company nor any of its subsidiaries purchased, sold or redeemed any shares of the Company.

EVENTS AFTER THE END OF REPORTING PERIOD

Events after the end of reporting period are set out in Note 22 to the annual result announcement.

SCOPE OF WORK OF MOORE STEPHENS CPA LIMITED

The figures in respect of the Group’s consolidated statement of financial position, consolidated statement of profit or loss and other comprehensive income and the related notes thereto for the year ended 31 December 2019 as set out in the preliminary announcement have been agreed by the Group’s auditor, Moore Stephens CPA Limited (“**Moore**”), to the amounts set out in the Group’s audited consolidated financial statements for the year. The work performed by Moore in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the Hong Kong Institute of Certified Public Accountants and consequently no assurance has been expressed by Moore on the preliminary announcement.

AUDIT COMMITTEE

The Audit Committee of the Company has met the external auditor of the Company, Moore, and reviewed the audited consolidated financial statements of the Group for the year ended 31 December 2019.

CORPORATE GOVERNANCE

The Company has complied with all code provisions of the Corporate Governance Code (the “**CG Code**”) during the year ended 31 December 2019 as set out in Appendix 14 of the Listing Rules except for the following deviations:

Code provision A.4.1 of the CG Code stipulates that non-executive directors should be appointed for a specific term. Two independent non-executive directors, namely Mr. Siu Siu Ling, Robert and Mr. Tam Tak Wah are appointed with no specific term. All independent non-executive directors are subject to the requirement to retire by rotation at least once every three years. The Board considers that the requirement has the same effect of accomplishing the same objective as a specific term of appointment.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code as set out in Appendix 10 of the Listing Rules as its own code of conduct regarding securities transactions by directors of the Company. Having made specific enquiry with the existing Directors of the Company, all of them confirmed that they have complied with the required standards set out in the Model Code since their appointment as a Director during the year ended 31 December 2019.

PUBLICATION OF INFORMATION ON WEBSITES

This results announcement is available for viewing on the websites of the Stock Exchange at www.hkexnews.hk and the Company at www.fw-fh.com. The annual report of the Company for year ended 31 December 2019 containing the information required by Appendix 16 of the Listing Rules will be dispatched to the shareholders of the Company in due course.

By order of the Board
Future World Financial Holdings Limited
Wang Fei
Chairman

Hong Kong, 26 March 2020

As at the date of this announcement, the Board comprises (i) seven executive Directors, namely Mr. Wang Fei, Mr. Liang Jian, Mr. Yu Zhenzhong, Mr. Cai Linzhan, Mr. Lau Fai Lawrence, Mr. Siu Yun Fat and Mr. Yu Qingrui; and (ii) five independent non-executive Directors, namely Mr. Chen Pei, Mr. Siu Siu Ling, Robert, Mr. Tam Tak Wah, Mr. Wang Ning and Mr. Zheng Zongjia.