

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 20-F

(Mark one)

REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2018

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of event requiring this shell company report:

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: 1-35016.

**SGOCO Group, Ltd.**

(Exact name of the Registrant as specified in its charter)

N/A

(Translation of registrant's name into English)

Cayman Islands

(Jurisdiction of incorporation or organization)

21/F, 8 Fui Yiu Kok Street, Tsuen Wan, New Territories,  
Hong Kong

(Address of principal executive offices)

Xiao-Ming HU, Interim Chief Financial Officer  
Tel: +852 2153-3957; Fax: +852 3286-3200  
21/F, 8 Fui Yiu Kok Street, Tsuen Wan, New Territories,  
Hong Kong

(Name, Telephone, E-mail and/or Facsimile Number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Ordinary shares, par value \$0.004 per share	SGOC	The NASDAQ Stock Market, LLC

Securities registered or to be registered pursuant to Section 12(g) of the Act:

Warrants, each to purchase one ordinary share  
Title of Class

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

None

The registrant had 80,026,647 ordinary shares issued and outstanding as of April 30, 2019.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or an emerging growth company. See definition of “large accelerated filer,” “accelerated filer,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large Accelerated filer

Accelerated filer

Non-accelerated filer  
 Emerging growth company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards† provided pursuant to Section 13(a) of the Exchange Act.

† The term “new or revised financial accounting standard” refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP

International Financial Reporting  
Standards as issued by the International  
Accounting Standards Board

Other

If “Other” has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.

Item 17  Item 18

If this is an Annual Report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

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## FORWARD-LOOKING STATEMENTS

This Annual Report contains “forward-looking statements” that represent our beliefs, projections and predictions about future events. All statements other than statements of historical fact are “forward-looking statements,” including any projections of financial items, any statements of the plans, strategies and objectives of management for future operations, any statements concerning proposed new projects or other developments, any statements regarding future economic conditions or performance, any statements of management’s beliefs, goals, strategies, intentions and objectives, and any statements of assumptions underlying any of the foregoing. These forward-looking statements are made under the “safe harbor” provisions of the U.S. Private Securities Litigation Reform Act of 1995. Words such as “may,” “will,” “should,” “could,” “would,” “predicts,” “potential,” “continue,” “expects,” “anticipates,” “future,” “intends,” “plans,” “believes,” “estimates” and similar expressions, as well as statements in the future tense, identify forward-looking statements.

These statements are subjective. Therefore, they involve known and unknown risks.

They are based largely on our current expectations and projections about future events and financial trends, uncertainties and other important factors that could cause our actual results, performance or achievements, or industry results to differ materially from any future results, performance or achievements described in or implied by such statements. Actual results may differ materially from expected results described in our forward-looking statements, for reasons connected with measuring future developments, including:

1. the correct measurement and identification of factors affecting our business;
2. the extent of their likely impact; and/or
3. the accuracy and completeness of the publicly available information regarding the factors upon which our business strategy is based.

Forward-looking statements should not be read as a guarantee of future performance or results. They will not necessarily be accurate indications of whether, or the times by which, our performance or results may be achieved. Forward-looking statements are based on information available at the time those statements are made and management’s belief as of that time regarding future events. Consequently, they are subject to risks and uncertainties that could cause actual performance or results to differ materially from those expressed in or suggested by the forward-looking statements.

Important factors that could cause actual performance or results to differ materially from those contained in forward-looking statements include, but are not limited to, those factors discussed under Item 3.D. “Risk Factors” herein, including, among others:

1. The acquisition of Boca International Limited or any future acquisition may not produce the benefits the Company anticipated and the Company is exposed to both operational and acquisition integration risks that could adversely affect the Company
2. Competition in our industry is intense and, if we are not able to compete effectively, we may lose customers and our financial results will be negatively affected.
3. If we fail to meet the evolving needs of VR markets, identify new products, services or technologies, or successfully compete in our target markets, our revenue and financial results will be adversely impacted.
4. Decreases in the price of coal, oil and gas or a decline in popular support for “green” energy technologies could reduce demand for Boca's energy saving projects, which could materially harm our ability to grow our business.
5. Our strategy of acquiring complementary assets, technologies and businesses may fail and result in impairment losses.
6. Changes in the growth of demand for or pricing of electricity could reduce demand for Boca's energy saving projects, which could materially harm our ability to grow our business.
7. We may not be able to adequately respond to changes in technology affecting the energy saving industry.
8. Giant Credit Limited is subject to greater credit risks than larger lenders, which could adversely affect our results of operations.
9. Giant Credit may fail to renew its money lenders license.

10. The business of Giant Credit is affected by fluctuations in interest rates and our credit position.
11. There is intense competition in the money lending industry.
12. Provision for loan losses may not be sufficient to absorb future losses or prevent a material adverse effect on our business, financial condition, or results of operations.
13. An increase to the provision for loan losses will cause our net income to decrease and net loss to increase.
14. Competition in the lending industry is growing and could cause us to lose market share and revenues in the future.
15. Giant Credit Limited may face regulatory hurdles in the future in connection with its lending business.
16. The business of Giant Credit may be affected by changes in the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong).
17. Our property investment business is sensitive to downturns in the economy, economic uncertainty and particularly the performance of the real estate market in Hong Kong.
18. The fair value of our investment properties is likely to fluctuate from time to time and may decrease significantly in the future, which may materially and adversely affect our profitability.
19. Our revenue from our investment property portfolio depends on a number of factors, such as changes in market rental levels, competition for tenants and rental collection and renewal.
20. We may not be able to generate any growth and our revenues may continue to decrease in the future.
21. Giant Credit, 11 Hau Fook Street and Paris Sky have a limited operating history.
22. Our risk management and internal control systems may not be effective and have deficiencies or material weaknesses
23. Future changes in laws, regulations or enforcement policies in China could adversely affect our business.
24. Uncertainties regarding the Chinese legal system could have a material adverse effect on us.

## DEFINITIONS

Unless otherwise indicated and except where the context otherwise requires, the following definitions are used in this Annual Report:

1. “Acquisition” means the business combination transaction consummated on March 12, 2010, as provided by the Share Exchange Agreement, dated as of February 12, 2010, by and among our company, Honesty Group and each of the shareholders signatory thereto, as amended by Amendment No. 1 to Share Exchange Agreement, dated March 11, 2010;
2. “Apex” or “Apex Flourish Group Limited” means the British Virgin Islands Company that purchased Honesty Holdings Group Limited and SGOCO (Fujian) Electronic Co., Ltd. from SGOCO in 2011 and 2014, in what is referred to, depending on the context, as the “Sale of Honesty Group” and or the “Sale of SGOCO (Fujian)”, respectively;
3. “Boca” means Boca International Limited, a Hong Kong limited company and a wholly owned subsidiary of SGOCO International.
4. “Beijing SGOCO” means Beijing SGOCO Image Technology Co., Ltd., a company with limited liability incorporated in China and a wholly owned subsidiary of SGOCO International;
5. “Guancheng” means Guancheng (Fujian) Electron Technological Co. Limited, a company with limited liability incorporated in China and a wholly owned subsidiary of Honesty Group;
6. “Guanke” means Guanke (Fujian) Electron Technological Industry Co. Ltd., a company with limited liability incorporated in China and a wholly owned subsidiary of Honesty Group;
7. “Guanwei” means Guanwei (Fujian) Electron Technological Co. Limited, a company with limited liability incorporated in China and a wholly owned subsidiary of Honesty Group;

8. “Honesty Group” means Honesty Group Holdings Limited, a Hong Kong limited company and a former wholly owned subsidiary of SGOCO, which was acquired in the Acquisition and was sold to Apex Flourish Group Limited in the Sale of Honesty Group transaction described below;
9. “Jinjiang Guanke” means Jinjiang Guanke Electron Co., Ltd., a company with limited liability incorporated in China and a wholly owned subsidiary of Guanke (Fujian) Electron Technological Industry Co. Ltd.;
10. “PRC” or “China” means the People’s Republic of China;
11. “Sale of Honesty Group” means the transaction consummated as provided by the Sale and Purchase Agreement dated November 15, 2011, by and between our company and Apex Flourish Group Limited pursuant to which we sold our 100% ownership interest in Honesty Group to Apex Flourish Group Limited;
12. “Sale of SGOCO (Fujian)” means the transaction consummated as provided by the Sale and Purchase Agreement dated December 24, 2014, by and between our company and Apex Flourish Group Limited pursuant to which we sold our 100% ownership interest in SGOCO (Fujian) Electronic Co., Ltd. to Apex Flourish Group Limited;
13. “SGO” means SGO Corporation, a Delaware corporation and a wholly owned subsidiary of SGOCO International;
14. “SGOCO”, “we,” “us,” “our,” “the company,” or “our company” means SGOCO Group, Ltd., a company organized under the laws of the Cayman Islands, and its consolidated subsidiaries. SGOCO Group, Ltd. was previously named SGOCO Technology, Ltd., and prior to the Acquisition described below, our predecessor was named Hambrecht Asia Acquisition Corp.;
15. “SGOCO (Fujian)” means SGOCO (Fujian) Electronic Co., Ltd., a company with limited liability incorporated in China and a former wholly owned subsidiary of SGOCO International; which was sold to Apex Flourish Group Limited in the Sale of SCOGO (Fujian) transaction described above;
16. “SGOCO International” means SGOCO International (HK) Limited, a Hong Kong limited company and wholly owned subsidiary of SGOCO;
17. “SGOCO Shenzhen” means SGOCO (Shenzhen) Technology Co., Ltd., a company with limited liability incorporated in China and a wholly owned subsidiary of SGOCO International;
18. “U.S. Dollars,” “dollars,” “US\$,” or “\$” means the legal currency of the United States. “RMB” or “Renminbi” means the legal currency of China;
19. “Shareholders”: means the owner of the equivalent of common stock in a typical corporation organized under state and federal US law. Based on Cayman Islands’ law and our current Amended and Restated Memorandum of Association and Articles of Association we are authorized to issue ordinary shares. Holders of our ordinary shares are referred to as “members” under Cayman Islands’ law, rather than “shareholders.” In this Annual Report, however, references that would otherwise be to “members” are made to “shareholders,” which term is more familiar to investors on the NASDAQ Capital Market.
20. “Convertible notes” refer to a series convertible notes we issued between June and September, 2015.
21. “Giant Connection” means Giant Connection Limited, a limited liability company registered in the Republic of Seychelles and wholly owned by SGOCO Group, Ltd.
22. “Giant Credit” means Giant Credit Limited, a Hong Kong limited company and wholly owned subsidiary of Giant Connection;
23. “Century Skyway” means Century Skyway Limited, a Hong Kong limited company and a wholly owned subsidiary of SGOCO International.
24. “Shen Zhen Provizon” means Shen Zhen Provizon Technology Co., Limited, a company with limited liability incorporated in China and a wholly owned subsidiary of Century Skyway Limited.
25. “11 Hau Fook Street” means 11 Hau Fook Street Limited, a Hong Kong limited company and wholly owned subsidiary of Giant Connection;
26. “Paris Sky” means Paris Sky Limited, a Marshall Islands company and wholly owned subsidiary of Giant Connection;
27. “Vision Lane” means Vision Lane Limited, a British Virgin Islands company and wholly owned subsidiary of Paris Sky;

28. “First Asia Tower” means First Asia Tower Limited, a Hong Kong limited company and wholly owned subsidiary of Paris Sky;

29. “First Asia Finance” means First Asia Finance Limited, a Hong Kong limited company and wholly owned subsidiary of Vision Lane;

## **PART I**

### **ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS**

Not applicable.

### **ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE**

Not applicable.

### **ITEM 3. KEY INFORMATION**

#### **A. Selected Financial Data.**

On March 12, 2010, we completed a share-exchange transaction with Honesty Group and its shareholders, and Honesty Group became our wholly-owned subsidiary. The share-exchange transaction was accounted for as a reorganization and recapitalization of Honesty Group. As a result, SGOCO’s (the legal acquirer) consolidated financial statements were previously, in substance, those of Honesty Group (the accounting acquirer), with the assets and liabilities, and revenues and expenses, of SGOCO being included effective from the date of the Share-Exchange Transaction. There was no gain or loss recognized on the transaction. The historical financial statements for periods prior to March 12, 2010 are those of Honesty Group, except that the equity section and earnings per share have been retroactively restated to reflect the reorganization and recapitalization.

On November 15, 2011, we entered into a Sale and Purchase Agreement to sell our 100% ownership interest in Honesty Group to Apex for \$76.0 million in total consideration (referred to hereinafter as “Sale of Honesty Group”). Honesty Group and its subsidiaries controlled our core manufacturing facility, including the land, buildings and production equipment. The Sale of Honesty Group allowed SGOCO to transition to a “light-asset” business model with greater flexibility and scalability and focus its operations on developing, branding, marketing and distributing LCD/LED products in China. Honesty Group’s operations are reflected in our Fiscal Year 2011 financial statements through November 30, 2011.

On December 24, 2014, we entered into a Sale and Purchase Agreement to sell our 100% ownership interest in SGOCO (Fujian) to Apex for \$11.0 million in total consideration (referred to hereinafter as “Sale of SGOCO (Fujian)”). SGOCO (Fujian)’s operations are reflected in our Fiscal Year 2014 financial statements through December 31, 2014.

On December 28, 2015, SGOCO International entered into a Share Sale and Purchase Agreement for the Sale and Purchase of the Entire Issued Share Capital of Boca International Limited with Richly Conqueror Limited, a company incorporated under the laws of the British Virgin Islands. Pursuant to the Agreement, SGOCO International acquired 100% of the issued share capital of Boca International Limited., a private company incorporated in Hong Kong, from its sole legal and beneficial owner - Richly Conqueror Limited at a consideration of \$52 million in cash, plus up to 19.9% newly issued ordinary shares of the Company. In March, 2016, the acquisition of Boca was completed and SGOCO International fully paid \$52 million plus 1,162,305 post-split shares of common stock of the Company and received 100% ownership of Boca.

On April 28, 2017, SGOGO International (HK) Limited (“SGOGO International”), a wholly-owned subsidiary of SGOCO, entered into a Share Sale and Purchase Agreement with Full Linkage Limited (the “Seller”) pursuant to which SGOCO International acquired all of the issued and outstanding capital stock of Century Skyway Limited, which was owned by the Seller. In consideration for the acquisition of Century, SGOCO International paid to the Seller \$32,600,000 and SGOCO issued to the Seller 1,500,000 of its ordinary shares. The consummation of the transactions contemplated by the Share Sale and Purchase Agreement occurred on May 10, 2017.

On December 22, 2017, Giant Connection Limited, a wholly-owned subsidiary of SGOCO, completed the acquisition of Giant Credit Limited contemplated by the Share Exchange Agreement entered into by and between the parties in consideration for HK\$19.6 million (\$2.4 million), which was satisfied by the allotment and issuance of 2,220,283 ordinary shares of the Company. The principal activity of Giant Credit Limited is money lending in Hong Kong. Giant Credit Limited is a Hong Kong incorporated company which has a Money Lenders License for carrying on money lending business in Hong Kong. Giant Credit Limited has been providing high-quality mortgage loans to its customers since 2016. Since the commencement of business, Giant Credit Limited has continued to record a growth in its mortgage loans receivable along with satisfactory interest income.



On March 8, 2018, the Company's wholly-owned subsidiary, Giant Connection Limited closed a Share Exchange Agreement with Vagas Lane Limited for the purchase and sale of 11 Hau Fook Street Limited in consideration for HK\$26.1 million (\$3.4 million), which was satisfied by the allotment and issuance of 2,935,222 ordinary shares.

On June 7, 2018, the Company's wholly-owned subsidiary, Giant Connection Limited closed a Share Exchange Agreement for the entire issued share capital of Paris Sky Limited. In consideration for (1) the allotment of 3,889,050 ordinary shares of the Company to Leung Iris Chi Yu ("Ms. Leung"), at an initial agreed value of HK\$30,334,590 (\$3.9 million), the fair value of the 3,889,050 ordinary shares was \$4.8 million, which was calculated based on the stock price of \$1.23 per share on June 7, 2018, (2) the transfer of a 49% interest in Century Skyway Limited at an agreed value of HK\$126,126,000 (\$16.2 million), (3) the transfer of a 48.9% interest in Boca International Limited at an agreed value of HK\$184,842,000 (\$23.7 million), and (4) the issuance of a promissory note to Leung in the principal amount of HK\$27,103,410 (\$3.5 million), bearing a 8% interest, by Giant Connection Limited, the Company acquired 100% of the issued share capital of Paris Sky Limited, an investment holding company which, through its wholly owned subsidiary, owns a property located at No. 8 Fui Yiu Kok Street, Tsuen Wan, New Territories, Hong Kong. The Company repaid the promissory note in full on August 22, 2018.

In the fourth quarter of 2018, management committed a plan to dispose of its remaining 51% equity interests in Century Skyway and initiated efforts to locate buyers. On April 25, 2019, the Company entered into a Letter of Intent (the "LOI") to sell to another individual, Ho Pui Lung (the "Purchaser") 5,100 shares in the share capital of Century Skyway, at a consideration of HK\$99.45 million (\$12.75 million).

On March 12, 2019, the Company's wholly-owned subsidiary, Paris Sky Limited closed a Share Exchange Agreement for the entire issued share capital of Vision Lane Limited. The acquisition was initially consummated in consideration for a total of \$12,428,205, satisfied by (1) the allotment of 4,519,347 ordinary shares of the Company to Kwok Man Yee Elvis, at \$1.10 per share and (2) the payment of \$7.5 million in cash. The fair value of the 4,519,347 ordinary shares was \$5.2 million, which was calculated based on the stock price of \$1.16 per share on March 8, 2019, and the final consideration was \$12.7 million. Vision Lane is a private company incorporated in the British Virgin Islands, and engages in property investment and money lending services in Hong Kong.

The selected consolidated statement of operations data presented below for the years ended December 31, 2018, 2017 and 2016 and the selected consolidated balance sheet data as of December 31, 2018 and 2017 are derived from our audited consolidated financial statements included elsewhere in this Annual Report. The selected consolidated statement of operations data for the years ended December 31, 2016, 2015 and 2014 and the selected consolidated balance sheet data as of December 31, 2016, 2015 and 2014 are derived from our audited consolidated financial statements that have not been included herein. Our financial statements were prepared according to U.S. GAAP.

Prior period amounts also have been adjusted to exclude discontinued operations of Century Skyway Limited (refer to Note 3 to the Consolidated Financial Statements).

Our historical operation results for any prior period are not necessarily indicative of results to be expected in any future period. See "Key Information — Risk Factors" included elsewhere in this Annual Report. The selected consolidated financial information for the years ended December 31, 2018, 2017 and 2016 should be read together with those consolidated financial statements and the accompanying notes and "Operating and Financial Review and Prospects - Operating Results" included elsewhere in this Annual Report.

**Consolidated Statement of Income**

(In thousands of U.S. Dollars, except share and per share data which are based upon post-split share numbers)

	<b>For the Years Ended December 31,</b>				
	<b>2018</b>	<b>2017</b>	<b>2016</b>	<b>2015</b>	<b>2014</b>
Net revenues	1,580	51	5,069	1,921	43,230
Cost of revenues	(2,635)	(1,343)	(4,867)	(1,826)	(41,213)
Gross (loss) profit	(1,055)	(1,292)	202	95	2,017
Selling expenses	-	(257)	(55)	(131)	(297)
General and administrative expenses	(2,391)	(1,959)	(4,115)	(1,498)	(3,069)
Allowance for guarantee	(157)	-	-	-	-
Impairment loss of property, plant and equipment	(385)	-	-	-	-
Impairment loss of goodwill	(10,330)	(5,618)	-	-	-
Total operating expenses	(13,263)	(7,834)	(4,170)	(1,629)	(3,366)
Operating loss from continuing operations	(14,318)	(9,126)	(3,968)	(1,534)	(1,349)
Interest income	-	134	121	220	338
Interest expense	(198)	(13)	(15)	(57)	(304)
Other income (expense), net	(3)	2	-	(8)	319
Gain from disposal of a subsidiary	263	-	-	-	-
Gain (Loss) on change in fair value of warrant derivative liability	394	(150)	-	2	19
Loss on change in fair value of convertible notes	-	-	(1,500)	(1,041)	-
Loss before provision for income taxes from continuing operations	(13,862)	(9,153)	(5,362)	(2,418)	(977)
Income taxes benefit (expense)	311	350	315	-	(1,311)
Net loss from continuing operations	(13,551)	(8,803)	(5,047)	(2,418)	(2,288)
Loss from discontinued operations, net of income taxes	(7,513)	(2,411)	-	-	-
Net loss	(21,064)	(11,214)	(5,047)	(2,418)	(2,288)
Net loss attributable to noncontrolling interests – continuing operations	5,377	-	-	-	-
Net loss attributable to noncontrolling interests – discontinued operations	3,315	-	-	-	-
Net loss attributable to ordinary shareholders of SGOCO Group Ltd.	(12,372)	(11,214)	(5,047)	(2,418)	(2,288)
Loss from continuing operations per share:					
Basic	(0.23)	(0.78)	(0.68)	(0.55)	(0.53)
Diluted	(0.23)	(0.78)	(0.68)	(0.55)	(0.53)
Loss from discontinued operations per share:					
Basic	(0.12)	(0.21)	-	-	-
Diluted	(0.12)	(0.21)	-	-	-
Loss per share:					
Basic	(0.35)	(0.99)	(0.68)	(0.55)	(0.53)
Diluted	(0.35)	(0.99)	(0.68)	(0.55)	(0.53)
Weighted average shares used in calculating loss per share:					
Basic	35,080,704	11,341,629	7,422,208	4,400,298	4,351,517
Diluted	35,080,704	11,341,629	7,422,208	4,400,298	4,351,517

**Consolidated Balance Sheet Data**

(In thousands of U.S. Dollars)

	As of December 31,				
	2018	2017	2016	2015	2014
Total assets	190,841	98,453	100,272	86,882	92,553
Total liabilities	22,667	14,638	13,593	9,046	7,356
Total equity	168,174	83,815	86,679	77,836	85,197

**B. Capitalization and Indebtedness.**

Not applicable.

**C. Reason for the Offer and Use of Proceeds.**

Not applicable.

**D. Risk Factors.**

*You should carefully consider all the information in this Annual Report, including various changing regulatory, competitive, economic, political and social risks and conditions described below, before making an investment in our ordinary shares. One or more of a combination of these risks could materially impact our business, results of operations and financial condition. In any such case, the market price of our ordinary shares could decline, and you may lose all or part of your investments.*

**Risks Relating to Our Business and Industry**

***The acquisition of Boca International Limited or any future acquisition may not produce the benefits the Company anticipated and the Company is exposed to both operational and acquisition integration risks that could adversely affect the Company***

In March 2016, we completed the acquisition of 100% ownership of Boca International Limited ("Boca"), a company providing energy saving products and services to reduce the energy costs for new and existing buildings. Our intention is to reduce the reliance on sales of traditional flat panel LED and LCD monitor products and enter into energy saving and new energy market. However, the Company may not be able to fully achieve its strategic objectives and operating efficiencies after the acquisition of Boca. Inherent uncertainties exist in integrating the operations of Boca to the Company. The Company may lose key personnel, either from the acquired entity or from itself, as a result of an acquisition. These factors could contribute to the Company not achieving the expected benefits from its acquisitions within desired time frames, if at all.

Any acquisition or future acquisitions present financial, managerial and operational challenges, including diversion of management attention, difficulty with integrating acquired businesses, integration of different corporate cultures or separating personnel and financial and other systems, increased expenses, assumption of unknown liabilities, indemnities, and potential disputes with the buyers or sellers, and the need to evaluate the financial systems of and establish internal controls for acquired entities. There can be no assurance that the Company will engage in any additional acquisitions or divestitures or that the Company will be able to do so on terms that will result in any expected benefits. If the Company makes any future business acquisitions, it may issue additional shares of common stock to pay for those acquisitions, which would further dilute current shareholders' ownership interest. Acquisitions also could require the Company to use substantial cash or other liquid assets or to incur debt. In such a case, it could make the Company more vulnerable to business downturns and could negatively affect the Company's earnings.

Furthermore, our financial results could be adversely affected by our investments or acquisitions. The investments and acquired assets or businesses may not generate the financial results we expect. They could result in occurrence of significant investments and goodwill impairment charges, and amortization expenses for other intangible assets. We periodically review goodwill and investments for impairment. As the financial performance of the green energy products and services reporting unit and the VR technologies products and services reporting unit were below our original expectations, fair value of these reporting units were indicated to be lower than its carrying value. We performed the two-step goodwill impairment test and applied the income approach, resulting an impairment loss of goodwill of \$10.3 million and \$5.6 million being recorded for the year ended December 31, 2018 and 2017. We may continue to incur impairment charges in connection with our investments or acquisitions, which could depress our profitability and have a material adverse impact on our financial results.

***Competition in our LCD/LED industry is intense and, if we are not able to compete effectively, we may lose customers and our financial results will be negatively affected.***

The LCD/LED products industry in China is highly competitive, and we expect competition to persist and intensify. Due to the increasing popularity of mobile devices, the contraction of personal computer market demand continued and it adversely impacted the market demand of our major products, flat panel LCD and LED monitors. We face competition from distributors and LCD/LED manufacturers that use their extensive brand-name value, manufacturing and marketing size, and in-house sales forces and exclusive sales agents to distribute their products. We compete for customers on the basis of, among other things, our product offerings, customer service and reputation. Some of our competitors have greater financial, research and development, design, marketing, distribution, management or other resources.

Our results of operations could be affected by several competitive factors, including entry by new competitors into our current markets, expansion by existing competitors, better marketing and advertising leading to stronger brand equity for our competitors, and competition with other companies for the production capacity of contract manufacturers. Our results of operations and market position may be adversely impacted by these competitive factors.

There can be no assurance that our strategies will remain competitive or that we will succeed in the future. Increased competition could result in a loss of market share. In particular, if our competitors adopt aggressive pricing policies, we may be forced to adjust the pricing of our products to improve our competitiveness. This could adversely affect our margins, profitability and financial results.

***Decreases in the price of coal, oil and gas or a decline in popular support for “green” energy technologies could reduce demand for Boca's energy saving projects, which could materially harm our ability to grow our business.***

Higher coal, oil and gas prices provide incentives for customers to invest in “green” energy technologies such as our energy saving projects that reduce their need for electricity. Conversely, lower coal, oil and gas prices would tend to reduce the incentive for customers to invest in equipment to save electric power. Demand for our projects and services depends in part on the current and future commodity prices of coal, oil and gas. We have no control over the current or future prices of these commodities.

In addition, popular support by governments, corporations and individuals for “green” energy technologies may change. Because of the ongoing development of, and the possible change in support for, “green” energy technologies we cannot assure you that negative changes to this industry will not occur. Changes in government or popular support for “green” energy technologies could have a material adverse effect on our business, prospects and results of operations.

***Our strategy of acquiring complementary assets, technologies and businesses may fail and result in impairment losses.***

As a component of our growth strategy, we have acquired and intend to actively identify and acquire assets, technologies and businesses that are complementary to our existing businesses. Our acquisitions could result in the use of substantial amounts of cash, issuance of potentially dilutive equity securities, significant impairment losses related to goodwill or amortization expenses related to intangible assets and exposure to undisclosed or potential liabilities of acquired companies. Impairment loss for goodwill and acquired intangible assets may exist if our management concluded that expected synergies from acquisitions of assets, technologies and businesses would not materialize.

***We may be required to record a significant charge to earnings if we are required to reassess our tangible and intangible assets.***

We are required under U.S. GAAP to test for impairment on tangible and intangible assets annually or more frequently if facts and circumstances warrant a review. Currently we are losing money, and our tangible and intangible assets may be impaired if the losses continue. We are also required to review our amortizable intangible assets for impairment when events or changes in circumstances indicate the carrying value may not be recoverable. Factors that may be considered a change in circumstances indicating that the carrying value of our amortizable intangible assets may not be recoverable include a decline in stock price and market capitalization and slower or declining growth rates in our industry. We may be required to record a significant charge to earnings in our financial statements during the period in which any impairment of our goodwill or amortizable intangible assets is determined.

***Changes in the growth of demand for or pricing of electricity could reduce demand for Boca's energy saving projects, which could materially harm our ability to grow our business.***

Boca's revenues are dependent on the ability to provide savings on energy costs for our clients. According to the National Bureau of Statistics of the PRC, domestic electricity consumption grew at a rate of 6.6% in 2017. Power generation capacity was 13,372 billion kWh, an increase of 10.1% from 2016. Clean energy power generation increased significantly in 2015. However, such growth is unpredictable and depends on general economic conditions and consumer demand, both of which are beyond our control. Furthermore, pricing of electricity in the PRC is set in advance by the state or local electricity administration and may be artificially depressed by governmental regulation or influenced by supply and demand imbalances. If these changes reduce the cost of electricity from traditional sources of supply, the demand for Boca's energy saving projects could be reduced, and therefore, could materially harm our ability to grow our business.

***We may not be able to adequately respond to changes in technology affecting the energy saving industry.***

Our industry could experience rapid technological changes and new product introductions. Current competitors or new market entrants could introduce new or enhanced products with features which render the systems used in our projects obsolete or less marketable. Our future success will depend, in part, on our ability to respond to changing technology and industry standards in a timely and cost-effective manner. We may not be successful in effectively using new technologies, developing new systems or enhancing our existing systems and technology on a timely basis. Our new technologies or enhancements may not achieve market acceptance. Our pursuit of new technologies may require substantial time and expense. We may need to license new technologies to respond to technological change. These licenses may not be available to us on terms that we can accept. Finally, we may not succeed in adapting our projects to new technologies as they emerge.

***We are exposed to the credit risks of our customers and borrowers.***

Our financial position and profitability is dependent on our customers' creditworthiness. Thus, we are exposed to our customers' credit risks. There is no assurance that we will not encounter doubtful or bad debts in the future. Due to economic conditions in China, in particular the risk of monetary and fiscal policies to address inflation, businesses in China are generally conserving cash or under increased financial and credit stress. As a result, we could experience slower payments from our customers and borrowers, an increase in accounts receivable aging and/or an increase in bad debts. If we were to experience any unexpected delay or difficulty in collections from our customers or borrowers, our cash flows and financial results would be adversely affected.

***Giant Credit Limited is subject to greater credit risks than larger lenders, which could adversely affect our results of operations.***

There are inherent risks associated with our lending activities, including credit risk, which is the risk that borrowers may not repay the outstanding loans balances. As a lending company, we extend credits to individual and commercial households and is premised on the fact that such loans will be timely repaid together with interest. These borrowers generally have fewer financial resources in terms of capital or borrowing capacity than larger entities and may have fewer financial resources to weather a downturn in the economy. Such borrowers may fail to perform their contractual obligations and default on payment of interest and/or the principal, and thus may expose us to greater credit risks than lenders lending to larger, better-capitalized state-owned businesses with longer operating histories. Conditions such as inflation, economic downturn, local policy change, adjustment of industrial structure and other factors beyond our control may increase our credit risk more than such events would affect larger lenders. As at December 31, 2018, loans receivable owed from our customers to Giant Credit amounted to approximately \$37.1 million. If Giant Credit's customers delay or default on their payments, Giant Credit may have to incur additional legal costs and expenses in order to enforce its security and/or make provision for impairment or write-off the relevant loans and interest receivables, which in turn may adversely affect our financial position and profitability.

***Giant Credit may fail to renew its money lenders license.***

Our money lending business is subject to licensing requirements under the provisions of the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong). Money lenders licenses are granted by the licensing court of Hong Kong and are renewable annually subject to satisfaction of all licensing conditions. The licensing court has the discretion to suspend or revoke a license if a licensee is in breach of any licensing conditions. We cannot guarantee that the conditions or requirements which Giant Credit may be required to satisfy or meet will not change from time to time. In the event that Giant Credit is unable to renew its money lenders license in a timely manner or if the licensing court or other relevant authorities do not approve the application for a renewal of its money lenders license, Giant Credit may not be able to operate its money lending business until such time as it receives a new license, which may have a material adverse effect on our financial condition and results of operation.

***The business of Giant Credit is affected by fluctuations in interest rates and our credit position.***

The interest rate risks faced by Giant Credit arise from both the interest-bearing lending and borrowings of our money lending business. In particular, our profitability is highly correlated with the net interest margin, being the difference between the interest rate charged to our customers and the costs of our funding. The interest rate chargeable by Giant Credit to its customers is determined by, amongst other factors, the market demand for loans and the prevailing competition in the industry, and is ultimately capped by the relevant provisions of the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong). The borrowing cost of Giant Credit is determined with reference to the overall local money lending market conditions and our credit positions. An increase in general interest rates or a deterioration of our credit positions will lead to increases in our funding costs.

***There is intense competition in the money lending industry.***

As of March 15, 2019, as provided by the Hong Kong Licensed Money Lenders Association, there were 2,173 licensed money lenders in Hong Kong. These licensed money lenders operate under various scales and conditions, some of which may or may not be our direct competitors. Some of our competitors may have certain competitive advantages over us, including greater financial resources, more established reputations, stronger brand recognition, broader product and service offerings, lower costs of funding and a branch network with a wider geographic coverage. As a result, we may have to compete by lowering the interest rates charged on loans in order to gain market share. Failure to maintain or enhance our competitiveness within the money lending industry or maintain our customer base with good credit standing may result in a decrease in profit as well as loss of market share. Consequently, our financial performance and profitability may be adversely affected.

***Provision for loan losses may not be sufficient to absorb future losses or prevent a material adverse effect on our business, financial condition, or results of operations.***

Our risk management procedures use historical information to estimate any potential losses based on the experience, judgment, and expectations regarding borrowers and the economic environment in which we operate. Giant Credit Limited has been providing mortgage loans to its customers since it first obtained its money lenders license in 2016. Given its limited operating history, Giant Credit Limited did not have a sufficient operating data to develop a reasonable estimation for its loan loss provision. The provision policy of the Company does not distinguish among loans by type of guarantee. In addition, the Company has a policy in place to calculate the specific provision amount pursuant to U.S. GAAP as funds set aside covering losses due to risks related to a particular borrower. The reserve rate is decided based on management estimate of loan collectability. So far Giant Credit has not experienced any losses on its loans to customers.

However, our loan loss reserves may not be sufficient to absorb future loan losses or prevent a material adverse effect on our business, financial condition, or results of operations.

While we believe we use the best information available to make loan loss provision evaluations, adjustments to the provision may be necessary based on changes in economic and other conditions or changes in accounting guidance, which could negatively affect the our results of operations and financial condition.

***An increase to the provision for loan losses will cause the Company's net income to decrease and net loss to increase.***

Our lending business is subject to fluctuations based on economic conditions. These fluctuations are neither predictable nor within our control and may have a material adverse impact on our operations and financial condition. We may voluntarily decide to increase our provision for loan losses. Regulatory authorities may also require an increase in the provision for loan losses or the recognition of further loan charge-offs, based on judgments different from those of its management. Any increase in the provision for loan losses will result in a decrease in net income and an increase in net loss that may have a material adverse effect on our financial condition and results of operations.

***Competition in the lending industry is growing and could cause us to lose market share and revenues in the future.***

We believe that the lending industry is an emerging market in China. We may face growing competition in the lending industry, and we believe that the lending industry is becoming more competitive as this industry matures and begins to consolidate. We will compete, with traditional financial institutions, other lending companies, other microfinance companies, and some cash-rich state-owned companies or individuals. Some of these competitors have larger and more established borrower bases and substantially greater financial, marketing and other resources than we have. As a result, we could lose market share and its revenues could decline, thereby adversely affecting our earnings and potential for growth.

***Giant Credit Limited may face regulatory hurdles in the future in connection with its lending business.***

Giant Credit Limited has been providing high-quality mortgage loans to its customers since it first obtained its money lenders license in 2016. The Hong Kong Monetary Authority continues to impose stringent policies and prudential measures on property mortgage loans provided by authorized financial institutions in Hong Kong, which creates additional hurdles for the public who are looking for mortgages to satisfy their financial needs.

***The business of Giant Credit may be affected by changes in the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong).***

The business operation of Giant Credit is regulated under the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong) and full compliance with such regulation is essential for us to carry on our business. Notwithstanding this, the relevant regulatory authorities may from time to time amend the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong) or adopt new laws and regulations applicable to licensed money lenders in Hong Kong. Our operation, financial performance and business prospects may be materially and adversely affected if we are not able to comply with any changes and/or new requirements in applicable laws and regulations related to the money lending industry in Hong Kong. Notably, for the mortgage loans granted by us to our customers, the interest rate for such loans shall not exceed the maximum effective interest rate of 60% per annum as stipulated under the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong). In the event that such maximum limit for interest rate is lowered as a result of any change to the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong) and/or any relevant laws and regulations, thus limiting and lowering the interest rate we can offer to our customers, our financial performance, operational results and profitability may be materially and adversely affected.

***Our property investment business is sensitive to downturns in the economy, economic uncertainty and particularly the performance of the real estate market in Hong Kong.***

Demand for property is sensitive to downturns and uncertainty in the global and regional economy and corresponding changes in the appetite for real estate investments and purchases. Changes in the appetite for real estate investments and purchases are driven by various factors including, amongst others, perceived or actual general economic conditions, employment and job market conditions, actual or perceived levels of disposable consumer income and wealth and consumer confidence in the economy. These and other factors have, in the past, affected consumer demand for real estate and any negative sentiment or downturn in the economy could materially and adversely affect our business, financial condition and results of operations and also our liquidity position. For example, a slowdown in the Hong Kong economy or any changes in the laws, regulations and policies in relation to the real estate market may result in a decline in the number of real estate transactions.

***The fair value of our investment properties is likely to fluctuate from time to time and may decrease significantly in the future, which may materially and adversely affect our profitability.***

We are required to reassess the fair value of our investment properties at the end of each reporting period. Under US GAAP, impairment losses arising from changes in the fair value of our investment properties are included in our consolidated statements of profit or loss for the period in which they arise. For the year ended December 31, 2018, our impairment on investment properties held by Giant Credit, 11 Hau Fook Street and First Asia Tower was nil, \$0.4 million and nil, respectively. The amount of revaluation adjustments has been, and will continue to be, subject to market fluctuations. As a result, we cannot assure you that changes in the market conditions will continue to create fair value gains on our investment properties or that the fair value of our investment properties will not decrease in the future. In addition, the fair value of our investment properties may materially differ from the amounts we would receive in actual sales of the investment properties. Any significant decreases in the fair value of our investment properties or any significant decreases in the amount we could receive in actual sales of the investment properties as compared with the recorded fair value of such properties would materially and adversely impact our results of operations.

***Our revenue from our investment property portfolio depends on a number of factors, such as changes in market rental levels, competition for tenants and rental collection and renewal.***

Leasing of our investment properties constitutes a very substantial part of the business of 11 Hau Fook Street and Paris Sky. For the year ended December 31, 2018, revenue generated from our investment properties constituted \$0.6 million. We are subject to risks incidental to the ownership and operation of commercial properties, such as volatility in market rental rates and occupancy rates, competition for tenants, costs resulting from on-going maintenance and repair and the inability to collect rent from tenants or renew leases with tenants due to bankruptcy, insolvency, financial difficulties or other reasons. In addition, we may not be able to renew leases with our tenants on terms acceptable to us, or at all, upon the expiration of existing terms. If the above occurs, there may be a material adverse effect on our business, financial condition, results of operation and prospectus.

***We may not be able to generate any growth and our sales may continue to decrease in the future.***

We expanded our business rapidly during the years between 2006 and 2013. Our revenues, however, have dropped significantly since 2014, primarily due to our significant reduction in businesses as a result of the sale of SGOCO (Fujian), weak industry growth and increased competition in China's flat panel display market, which was our primary market.

In the future, we may expand either through organic growth or through acquisitions and investments in electronic related businesses. Such expansion may place a significant strain on our managerial, operational and financial resources. We will need to effectively manage future growth, which will entail devising and implementing business plans, training and managing a growing workforce, managing costs and implementing adequate controls and reporting systems in a timely manner. There can be no assurance that our personnel, procedures and controls will be managed effectively to adequately support future growth. Failure to effectively manage expansion could prevent us from executing our business plan and adversely affect our business, financial condition and results of operations. In addition, we may not be able to generate any growth in the future. Accordingly, you should not rely on our historic growth rate as an indicator for our future growth rate.

***Giant Credit, 11 Hau Fook Street and Paris Sky have a limited operating history.***

Our operating subsidiaries, Giant Credit, 11 Hau Fook Street and Paris Sky, were acquired by us in December 22, 2017, March 8, 2018 and June 7, 2018, respectively. Our experience and operations in the Hong Kong money lending and property investment industries are relatively limited. As a result, there is limited historical information available upon which you can base your evaluation of our business prospects and future financial performance in such industries. There is no assurance that we can maintain our profitability and growth in the future. The limited financial results on the three subsidiaries should not be used as an indication of our business prospects and our performance in the future. Furthermore, we may encounter significant risks and difficulties frequently experienced by companies with early stage operations, and such risks and difficulties may be heightened in a rapidly developing market such as the money lending and property investment markets in Hong Kong. Our future operating results depend upon a number of factors, including our ability to manage our growth, retain our customers as well as identify and attract new ones and to provide loan products at competitive rates which suit our customers' needs. If we are unable to successfully address the above issues, we may be unable to operate our business in the manner which we contemplate and generate revenues from such activities in the amounts and within the timeframes which we anticipate. If any of these events were to occur, it would have a material adverse effect on our business, prospects, financial condition, results of operation and cash flow.

***As the majority of our operations are in China, we may face risks related to health problems, including epidemics in China, which could adversely affect our operations.***

Our business could be materially and adversely affected by the outbreak of avian flu, severe acute respiratory syndrome, other public health problems, or even an epidemic. From time-to-time, there have been reports on the occurrences of avian flu in various parts of China, including a few confirmed human cases and deaths. Any prolonged recurrence of avian flu, severe acute respiratory syndrome or other adverse public health developments in China or elsewhere in Asia would have a material and adverse effect on our business operations.

***We may not be able to secure financing needed for future operating needs on favorable terms, or on any terms at all.***

From time-to-time, we may seek additional financing to provide the capital required for future acquisitions and to expand our business, if cash flow from operations is not sufficient to do so. We cannot predict with certainty the timing or amount of any such capital requirements. If such financing is not available on satisfactory terms, we may not be able to expand our business or to develop new business at the rate desired. Consequently, our results of operations may be adversely affected.

If we are able to secure financing through debt, lenders may impose certain restrictions. In addition, repaying such debt may limit our cash flow and our ability to grow. If we are not able to secure financing through debt, we may be forced to issue additional equity, which would have a dilutive effect on our shares.

***We may be treated as a passive foreign investment company, or “PFIC,” which could result in adverse U.S. federal income tax consequences to U.S. Holders of our ordinary shares and warrants.***

In general, we will be treated as a PFIC for any taxable year in which either:

1. at least 75% of our gross income (looking through certain 25% or more-owned corporate subsidiaries) is passive income; or
2. at least 50% of the average value of our assets (looking through certain 25% or more-owned corporate subsidiaries) are attributable to assets that produce, or are held for the production of, passive income.

Passive income generally includes, without limitation, dividends, interest, rents, royalties, and gains from the disposition of passive assets. If we are determined to be a PFIC for any taxable year (or portion thereof) that is included in the holding period of a U.S. Holder of our ordinary shares, the U.S. Holder may be subject to increased U.S. federal income tax liability and may be subject to additional reporting requirements. Our actual PFIC status for any taxable year will not be determinable until after the end of such taxable year. Accordingly, there can be no assurance as to our status as a PFIC for any taxable year. U.S. Holders of our ordinary shares are urged to consult their own tax advisors regarding the possible application of the PFIC rules.

***Being a foreign private issuer exempts us from certain SEC requirements that provide shareholders the protection of information that must be made available to shareholders of U.S. public companies.***

We are a foreign private issuer within the meaning of the rules promulgated under the Securities Exchange Act of 1934, or Exchange Act. As such, we are exempt from certain provisions applicable to U.S. public companies including:

1. the rules requiring the filing with the SEC of quarterly reports on Form 10-Q or current reports on Form 8-K;
2. the sections of the Exchange Act regulating the solicitation of proxies, consents or authorizations regarding a security registered under the Exchange Act;
3. provisions of Regulation FD aimed at preventing issuers from making selective disclosures of material information; and
4. the sections of the Exchange Act requiring insiders to file public reports of their stock ownership and trading activities and establishing insider liability for profits realized from any “short swing” trading transactions (*i.e.*, a purchase and sale, or a sale and purchase, of the issuer’s equity securities within less than six months).



Because of these exemptions, our shareholders will not be provided with the same protections or information generally available to investors holding shares in public companies organized in the U.S.

***Expansion of our business may increase pressure on our management, which may impede our ability to meet any increased demand for our products and adversely affect our results of operations.***

Our business plan is to grow our operations profitably and focus on new investments and exploring new products, including but not limited to acquiring equities of potential target companies related to environmental protection, environmental energy saving, electronic and internet-related businesses and enriching our product and service ranges. Growth in our business may place a significant strain on our personnel, management, financial systems and other resources. The evolution of our business also presents numerous risks and challenges, including:

1. customers continuing to accept our LCD/LED products;
2. our ability to successfully and rapidly expand our marketing program to reach potential customers in response to potentially increasing demand;
3. the costs associated with such growth, which are difficult to quantify, but could be significant;
4. the competition from larger, better capitalized and well-known competitors and the effect of rapid technological change;
5. the highly competitive nature of our industry;
6. the continued availability and favorable pricing of the raw materials and components used in our products; and
7. the availability and favorability of terms of potential acquisition targets for developing new business.

If we are successful growing our marketing program, we may be required to provide various support and deliver LCD/LED products to our customers. In addition, we may not be able to meet the needs of our customers, which could adversely affect our relationships with our customers and results of operations.

We intend on continuing to expand our operations in China (including Hong Kong) through investments and acquisitions. Rapid expansion may expose us to new challenges and risks. To manage the further expansion of our business and the growth of our operations and personnel, we need to continuously expand and enhance our infrastructure and technology as well as improve our operational and financial systems, procedures and controls. We also need to expand, train and manage our growing employee base. In addition, our management will be required to obtain, maintain or expand relationships with manufacturer partners and other third-party business partners. We cannot assure you that our current and planned personnel, infrastructure, systems, procedures and controls will be adequate to support our expanding operations. If we fail to manage our expansions effectively, our business, results of operations and prospects may be materially and adversely affected.

***Under the Enterprise Income Taxes Law, SGOCO may be classified as a “resident enterprise” of the PRC. Such classification could result in adverse tax consequences to SGOCO and its non-PRC resident shareholders.***

Under the Enterprise Income Taxes (EIT) Law and the Implementing Rules, an enterprise established outside of the PRC with “de facto management bodies” within the PRC is considered as a resident enterprise and will be subject to PRC income tax on its global income. According to the Implementing Rules, “de facto management bodies” refer to “establishments that carry out substantial and overall management and control over the business operations, personnel, accounting, properties, etc. of an enterprise.” Accordingly, our holding company, SGOCO Group, Ltd., may be considered a resident enterprise and may therefore be subject to PRC income tax on our global income.

The State Administration of Taxation issued the Notice Regarding the Determination of Chinese-Controlled Offshore Incorporated Enterprises as PRC Tax Resident Enterprises on the Basis of De Facto Management Bodies, or Circular 82, on April 22, 2009. Circular 82 provides certain specific criteria for determining whether the “de facto management body” of a Chinese-controlled offshore incorporated enterprise is located in China.

Circular 82 only applies to offshore enterprises controlled by PRC enterprises and not those invested in by individuals or foreign enterprises like SGOCO. But, the determining criteria set forth in Circular 82 may reflect the State Administration of Taxation’s general position on how the “de facto management body” test should be applied in determining the tax resident status of offshore enterprises, regardless of whether they are controlled by PRC enterprises or controlled by or invested in by individuals or foreign enterprises. If we are considered a resident enterprise and earn income other than dividends from our PRC subsidiaries, such PRC income tax on our global income could significantly increase our tax burden and materially and adversely affect our cash flow and profitability. Since the EIT Law became effective in 2008, SGOCO has not been treated as a “resident enterprise.”

If the PRC tax authorities determine that SGOCO is a “resident enterprise” for PRC enterprise income tax purposes, a number of PRC tax consequences could follow. First, SGOCO may be subject to enterprise income tax at a rate of 25% on SGOCO’s worldwide taxable income, as well as PRC enterprise income tax reporting obligations. Second, under the EIT Law and its implementing rules, dividends paid between “qualified resident enterprises” are exempt from enterprise income tax. As a result, if both SGOCO and SGOCO International are treated as PRC “resident enterprises,” all dividends from the PRC operating subsidiaries to SGOCO International and from SGOCO International to SGOCO would be exempt from PRC tax.

If SGOCO were treated as a PRC “non-resident enterprise” under the EIT Law, then dividends that SGOCO receives from its PRC operating subsidiaries (assuming such dividends were considered sourced within the PRC):

1. may be subject to a 5% PRC withholding tax, if the Arrangement between the Mainland of China and the Hong Kong Special Administrative Region for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion regarding Taxes on Income (the “PRC-Hong Kong Tax Treaty”) is applicable; or
2. may be subject to a 10% PRC withholding tax, if such treaty does not apply ( *i.e.* , because the PRC tax authorities may deem SGOCO International to be a conduit not entitled to treaty benefits).

Any such taxes on dividends could materially reduce the amount of dividends, if any, SGOCO could pay to its shareholders.

Finally, the “resident enterprise” classification could result in a 10% PRC tax being imposed on dividends SGOCO pays to its non-PRC shareholders that are not PRC tax “resident enterprises” and gains derived by them from transferring SGOCO’s ordinary shares, if such income is considered PRC-sourced income by the relevant PRC authorities. In such event, SGOCO may be required to withhold the 10% PRC tax on any dividends paid to its non-PRC resident shareholders. SGOCO’s non-PRC resident shareholders also may be responsible for paying PRC tax at a rate of 10% on any gain realized from the sale or transfer of ordinary shares in certain circumstances. SGOCO would not, however, have an obligation to withhold PRC tax regarding such gain.

If any such PRC taxes apply, a non-PRC resident shareholder may be entitled to a reduced rate of PRC taxes under an applicable income tax treaty and/or a foreign tax credit against such shareholder’s domestic income tax liability (subject to applicable conditions and limitations). According to the Notice of the Provisional Regulation of Non-PRC Residents’ Enjoyment of the Preferential Treatment of Tax Treaty, Circular 124, on August 24, 2009, issued by the State Administration of Taxation, the non-PRC shareholders located in countries which have income tax treaties with China may be taxed at a reduced rate lower than 10%. Prospective investors should consult with their own tax advisors regarding the applicability of any such taxes, the effects of any applicable income tax treaties, and any available foreign tax credits.

***Intercompany loans from SGOCO to its operating subsidiaries must comply with PRC law.***

Any loans we make to our Chinese subsidiaries, which are treated as foreign-invested enterprises under Chinese law, cannot exceed statutory limits and must be registered with the State Administration of Foreign Exchange, or SAFE, or its local counterparts. Under applicable Chinese law, the Chinese regulators must approve the amount of a foreign-invested enterprise’s registered capital, which represents shareholders’ equity investments over a defined period of time, and the foreign-invested enterprise’s total investment, which represents the total of the Company’s registered capital plus permitted loans. The ratio of registered capital to total investment cannot be lower than the minimum statutory requirement and the excess of the total investment over the registered capital represents the maximum amount of borrowings that a foreign invested enterprise is permitted to have under Chinese law.

If we lend money to our Chinese subsidiaries and such funds exceed the permitted amount of borrowings of the subsidiary, we would have to apply to the relevant government authorities to increase the permitted total investment amounts. The various applications could be time consuming and their outcomes would be uncertain. Concurrently with the loans, we might have to make capital contributions to the subsidiaries in order to maintain the statutory minimum registered capital/total investment ratio, and such capital contributions involve uncertainties of their own, as discussed below. Furthermore, even if we make loans to our Chinese subsidiaries that do not exceed their current permitted amount of borrowings, we will have to register each loan with SAFE or its local counterpart within 15 days after signing the relevant loan agreement.

Subject to SAFE’s stipulated conditions, SAFE or its local counterpart is supposed to issue a registration certificate of foreign debts within 20 days after reviewing and accepting its application. In practice, it may take longer to complete such SAFE registration process.

We cannot be sure that we will be able to complete the necessary government registrations or obtain the necessary government approvals on a timely basis, if at all, regarding future loans by us to our Chinese subsidiaries or affiliated entities or regarding future capital contributions by us to our Chinese subsidiaries. If we fail to complete such registrations or obtain such approvals, our ability to use such future loans or capital contributions to capitalize or otherwise fund our Chinese operations may be negatively affected, which would adversely and materially affect our liquidity and our ability to fund and expand our business.

***A severe or prolonged downturn in the global economy could materially and adversely affect our business and results of operations.***

The global market and economic conditions during the years 2008 through 2012 were unprecedented and challenging, with recessions occurring in most major economies. Continued concerns about the systemic impact of potential long-term and wide-spread recession, energy costs, geopolitical issues, sovereign debt issues, and the availability and cost of credit have contributed to increased market volatility and diminished expectations for economic growth around the world. The difficult economic outlook has negatively affected businesses and consumer confidence and contributed to significant volatility.

There is continuing uncertainty over the long-term effects of the expansionary monetary and fiscal policies that have been adopted by the central banks and financial authorities of some of the world's leading economies, including China's. There have also been concerns over unrest in the Middle East and Africa, which may result in significant market volatility. Economic conditions in China are sensitive to global economic conditions. Any prolonged slowdown in the global and/or Chinese economy may have a negative impact on our business, results of operations and financial condition, and continued turbulence in the international markets may adversely affect our ability to access the capital markets to meet liquidity needs.

***Our risk management and internal control systems may not be effective and have deficiencies or material weaknesses***

We are subject to the reporting obligations under the U.S. securities laws. The Securities and Exchange Commission, or the SEC, as required under Section 404 of the Sarbanes-Oxley Act of 2002 ("Section 404"), has adopted rules requiring public companies to include a report of management on the effectiveness of such companies' internal control over financial reporting in their respective annual reports. This annual report does not include an attestation report of our registered public accounting firm regarding internal control over financial reporting because we are currently a non-accelerated filer and therefore, not required to obtain such report.

Our management has concluded that under the rules of Section 404, our internal control over financial reporting was ineffective as of December 31, 2018. A material weakness is a deficiency, or a combination of deficiencies, in internal control such that there is a reasonable possibility that a material misstatement of our company's financial statements will not be prevented, or detected and corrected on a timely basis. A significant deficiency is a deficiency, or combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance. The material weakness we identified is our lack of sufficient qualified accounting personnel with appropriate understanding of U.S. GAAP and SEC reporting requirements commensurate with our financial reporting requirements, which resulted in a number of internal control deficiencies that were identified as being significant. Also, as a small company, we do not have sufficient internal control personnel to set up adequate review functions at each reporting level.

We are in the process of implementing measures to resolve the material weakness and improve our internal and disclosure controls. However, we may not be able to successfully implement the remedial measures. For example, we may not be able to identify and hire suitable personnel with the requisite U.S. GAAP and internal control experience. The implementation of our remedial initiatives may not fully address the material weakness and significant deficiencies in our internal control over financial reporting. In addition, the process of designing and implementing an effective financial reporting system is a continuous effort that requires us to anticipate and react to changes in our business and economic and regulatory environments and to expend significant resources to maintain a financial reporting system that is adequate in satisfying our reporting obligations. We also expect to incur additional compensation expenses in connection with hiring additional accounting and internal control personnel.

As a result, our business and financial condition, results of operations and prospects, as well as the trading price of our ordinary shares may be materially and adversely affected. Ineffective internal control over financial reporting could also expose us to increased risk of fraud or misuse of corporate assets. In turn, that could subject us to potential delisting from the stock exchange on which our ordinary shares are listed, regulatory investigations or civil or criminal sanctions.

***We have granted shares to our PRC employees, which may require registration with SAFE. We may also face regulatory uncertainties that could restrict our ability to issue equity compensation to our directors and employees and other parties who are PRC citizens or residents under PRC law.***

In December 2006, the People's Bank of China promulgated the Administrative Measures of Foreign Exchange Matters for Individuals, which set forth the respective requirements for foreign exchange transactions by individuals (both PRC or non-PRC citizens) under either the current account or the capital account. In January 2007, SAFE issued implementing rules for the Administrative Measures of Foreign Exchange Matters for Individuals, which, among other things, specified approval requirements for certain capital account transactions such as a PRC citizen's participation in the employee stock ownership plans or stock option plans of an overseas publicly-listed company. In February 2012, SAFE promulgated the Notices on Issues Concerning the Foreign Exchange Administration for Domestic Individuals Participating in Stock Incentive Plans of Overseas Publicly-Listed Companies, or the Stock Option Rules, which replaced the Application Procedures of Foreign Exchange Administration for Domestic Individuals Participating in Employee Stock Ownership Plans or Stock Option Plans of Overseas Publicly-Listed Companies issued by SAFE in March 2007. Under these rules, PRC residents who participate in stock incentive plan in an overseas publicly-listed company are required to register with SAFE or its local branches and complete certain other procedures. Participants of a stock incentive plan who are PRC residents must retain a qualified PRC agent, which could be a PRC subsidiary of such overseas publicly-listed company or another qualified institution selected by such PRC subsidiary, to conduct the SAFE registration and other procedures with respect to the stock incentive plan on behalf of its participants. Such participants must also retain an overseas entrusted institution to handle matters in connection with their exercise of stock options, the purchase and sale of corresponding stocks or interests and fund transfers. In addition, the PRC agent is required to amend the SAFE registration with respect to the stock incentive plan if there is any material change to the stock incentive plan, the PRC agent or the overseas entrusted institution or other material changes. We have adopted an equity compensation plan and have begun to make option grants to some of our key employees, three of whom are PRC citizens. If we or our PRC recipients of such options fail to comply with these regulations, we or our PRC option grantees may be subject to fines and other legal or administrative sanctions. In that case, our ability to compensate our employees and directors through equity compensation would be hindered and our business operations may be adversely affected.

***PRC SAFE regulations regarding offshore financing activities by PRC residents have undertaken continuous changes which may increase the administrative burden we face and create regulatory uncertainties that could adversely affect our business.***

Recent regulations promulgated by SAFE regarding offshore financing activities by PRC residents have undergone a number of changes which may increase the administrative burden we face. The failure by our shareholders and affiliates who are PRC residents to make any required applications and filings pursuant to such regulations may prevent us from being able to distribute profits and could expose us and our PRC resident shareholders to liability under PRC law.

SAFE promulgated the Circular on Relevant Issues Concerning Foreign Exchange Control on Domestic Residents' Offshore Investment and Financing and Roundtrip Investment through Special Purpose Vehicles, or SAFE Circular 37, on July 4, 2014, which replaced the former circular commonly known as "SAFE Circular 75" promulgated by SAFE on October 21, 2005. SAFE Circular 37 requires PRC residents to register with local branches of SAFE in connection with their direct establishment or indirect control of an offshore entity, for the purpose of overseas investment and financing, with such PRC residents' legally owned assets or equity interests in domestic enterprises or offshore assets or interests, referred to in SAFE Circular 37 as a "special purpose vehicle." SAFE Circular 37 further requires amendment to the registration in the event of any significant changes with respect to the special purpose vehicle, such as an increase or decrease of capital contributed by PRC individuals, share transfer or exchange, merger, division or other material event. In the event that a PRC shareholder holding interests in a special purpose vehicle fails to fulfill the required SAFE registration, the PRC subsidiaries of that special purpose vehicle may be prohibited from making profit distributions to the offshore parent and from carrying out subsequent cross-border foreign exchange activities, and the special purpose vehicle may be restricted in its ability to contribute additional capital into its PRC subsidiary. Moreover, failure to comply with the various SAFE registration requirements described above could result in liability under PRC law for evasion of foreign exchange controls.

We cannot predict fully how Circular 37 will affect our business operations or future strategies because of ongoing uncertainty over how Circular 37 is interpreted and implemented, and how or whether SAFE will apply it to us.

We have requested our PRC resident beneficial owners to make the necessary applications, filings and amendments as required under SAFE regulations in connection with their equity interests in us. We attempt to ensure that our subsidiaries in China comply, and that our PRC resident beneficial owners subject to these rules comply, with the relevant SAFE regulations. We cannot provide any assurances that all of our present or prospective direct or indirect PRC resident beneficial owners will comply fully with all applicable registrations or required approvals. The failure or inability of our PRC resident beneficial owners to comply with the applicable SAFE registration requirements may subject these beneficial owners or us to fines, legal sanctions and restrictions described above.

***We have granted, and may continue to grant, stock options and restricted shares, which may result in increased share-based compensation expenses.***

We granted awards such as restricted shares to directors, executive officers, employees. For the years ended December 31, 2018, 2017 and 2016, we recorded \$0.2 million, \$0.7 million and \$1.6 million, respectively, in share-based compensation expenses. We believe the granting of restricted shares is of significant importance to our ability to attract and retain key personnel and employees, and we will continue to grant restricted shares to key personnel, employees, third-party consultants and business partners in the future. However, the share-based compensation expenses we incur will reduce our income from operations. We have incurred, and expect to continue to incur, share-based compensation expenses, which may have a material and adverse effect on our results of operations.

### **Risks Relating to Our Shares**

***We may fail to meet continued listing requirements on the NASDAQ Capital Market***

Our ordinary shares are listed on the NASDAQ Capital Market. We must comply with various NASDAQ Marketplace rules to maintain the listing of our securities. The NASDAQ listing rules require, among other things, that a company's stock trading to maintain a minimum bid price of \$1.00. If a NASDAQ-listed company trades below the minimum bid price requirement for 30 consecutive business days, it will be notified of the deficiency.

On December 19, 2018, Nasdaq notified the Company that its common stock failed to maintain a minimum bid price of \$1.00 over the previous 30 consecutive business days as required by the Listing Rules of The Nasdaq Stock Market. Since then, Nasdaq has determined that for the last 20 consecutive business days, from January 4 through February 1, 2019, the closing bid price of the Company's common stock has been at \$1.00 per share or greater. Accordingly, the Company has regained compliance with Listing Rule 5550(a)(2), and the matter was closed.

To regain compliance with the minimum, bid price requirement, the Company must have a minimum, closing bid price of \$1.00 or more for a minimum of ten consecutive business days during a 180-day compliance period. If compliance does not occur within the applicable 180-day compliance period, the Staff will notify the Company that its securities will be delisted from the NASDAQ Capital Market. However, the Company may appeal the Staff's determination to delist its securities to a Hearing Panel. During any appeal process, the Company's ordinary shares would continue to trade on the NASDAQ Capital Market.

If our securities were to be delisted from NASDAQ, the trading of our securities could possibly be shifted to the OTC Bulletin Board or the Pink Sheets. But, that would make it more difficult to dispose of, or obtain accurate quotations for the price of, our securities. In addition, such a development would likely also reduce the already limited coverage of our Company by security analysts and the news media. Delisting and these other effects could cause the price of our securities to decline further.

***The market price for our ordinary shares may be volatile.***

The market price for our ordinary shares is likely to be highly volatile and subject to wide fluctuations in response to factors including the following:

1. actual or anticipated fluctuations in our annual and quarterly operating results and changes or revisions in our expected results;
2. changes in financial estimates by securities research analysts;
3. market conditions for LCD/LED or VR products marketing and distribution as well as energy saving industry;
4. changes in the economic performance or market valuations of companies specializing in LCD/LED or VR product marketing and distribution as well as energy saving industry;
5. announcements by us and our affiliates or our competitors of new products, acquisitions, strategic relationships, joint ventures or capital commitments;
6. addition or departure of our senior management and key research and development personnel;
7. fluctuations of exchange rates between the RMB and the U.S. Dollars;
8. litigation related to our intellectual property;
9. changes in investors' perception toward U.S.-listed Chinese companies;
10. release or expiry of transfer restrictions on our outstanding ordinary shares; and
11. sales or perceived potential sales of our ordinary shares.

In addition, the securities market has from time-to-time experienced significant price and volume fluctuations that are not related to the operating performance of particular companies. These market fluctuations may also have a material adverse effect on the market price of our ordinary shares.

***We do not expect to pay dividends, so our shareholders will only benefit from an investment in our shares if such shares appreciate in value.***

Currently, we do not expect to pay dividends to our shareholders. The Board of Directors may determine to pay dividends in the future, depending upon results of operations, financial condition, contractual restrictions, including restrictions in credit agreements, imposed by applicable law, and the laws of China governing dividend payments, currency conversion and loans, and other factors our Board of Directors deems relevant. Accordingly, realizing a gain on shareholders' investments currently depends on whether the price of our shares appreciates in the securities exchange on which our shares trade. There is no guarantee that our shares will appreciate in value or even maintain the price at which shareholders purchased their shares.

***Due to the lack of unrestricted ordinary shares available to be sold, liquidity for our ordinary shares is limited.***

As of April 30, 2019, we had 80,026,647 ordinary shares issued and outstanding. Of these shares, approximately 27.7 million ordinary shares are held by persons not currently affiliated with us and are freely eligible to be resold in the public market. The remaining shares are either being held in escrow or are “restricted” securities not eligible to be resold in the public market. As a result of the lack of unrestricted securities available to be resold in the public market, there is limited liquidity in our ordinary shares, which may limit your ability to sell your ordinary shares of SGOOCO or reduce the price at which the shares may be sold. In addition, the lack of a liquid market in our shares may make the listed market price of our shares less meaningful and more volatile.

***Volatility in the price of our ordinary shares may result in shareholder litigation that could in turn result in substantial costs and a diversion of our management’s attention and resources.***

The financial markets in the U.S. and other countries have experienced significant price and volume fluctuations. Volatility in the price of our ordinary shares may be caused by factors outside of our control, which may not be related or may be disproportionate to our results of operations. In the past, following periods of volatility in the market price of a public company’s securities, shareholders have frequently instituted securities class action litigation against various companies. Such litigation could result in substantial costs and a diversion of our management’s attention and resources.

***If we become directly subject to the recent scrutiny involving U.S. listed Chinese companies, we may have to expend significant resources to investigate and/or defend the matter, which could harm our business operations, stock price and reputation.***

During the last several years, U.S. public companies that have substantially all of their operations in China have been the subject of intense scrutiny by investors, financial commentators and regulatory agencies. Much of the scrutiny has centered on financial and accounting irregularities and mistakes, lacks of effective internal controls over financial reporting and, in many cases, allegations of fraud. As a result of the scrutiny, the publicly traded stock of many U.S.-listed Chinese companies that have been the subject of such scrutiny has sharply decreased in value. Many of these companies are now subject to shareholder lawsuits and/or SEC enforcement actions that are conducting internal and/or external investigations into the allegations.

If we become the subject of any such scrutiny, whether any allegations are true or not, we may have to expend significant resources to investigate such allegations and/or defend the Company. Such investigations or allegations will be costly and time-consuming and distract our management from our normal business and could result in our reputation being harmed. Our stock price could decline because of such allegations, even if the allegations are false.

***You may face difficulties in protecting your interests, and your ability to protect your rights through U.S. courts may be limited, because we are incorporated under Cayman Islands law.***

We are an exempt company incorporated under Cayman Islands’ laws. Our corporate affairs are governed by our amended and restated memorandum and articles of association, the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and Cayman Islands’ common law. Shareholders’ rights to take action against the directors, actions by minority shareholders and the fiduciary responsibilities of our directors to us under Cayman Islands’ law are largely governed by Cayman Islands’ common law. It is derived in part from comparatively limited judicial precedent in the Cayman Islands and from England’s common law. English court decisions, however, are not binding on a Cayman Islands’ court.

Our shareholders’ rights and our directors’ fiduciary responsibilities under Cayman Islands law are not as clearly established as they would be under the statutes or case law in most U.S. jurisdictions. In particular, the Cayman Islands has a less developed body of securities laws than the U.S. Many U.S. states, such as Delaware, have more fully developed and judicially interpreted bodies of corporate law than the Cayman Islands. In addition, Cayman Islands companies may not have standing to initiate a shareholder derivative action in U.S. federal courts.

The Cayman Islands’ courts are also not likely:

1. to recognize or enforce against us judgments of courts of the U.S. based on civil liability provisions of U.S. securities laws; and
2. to impose liabilities against us, in original actions brought in the Cayman Islands, based on civil liability provisions of U.S. securities laws that are penal in nature.

There is no statutory recognition in the Cayman Islands of judgments obtained in the U.S. But the Cayman Islands’ courts will in certain circumstances recognize and enforce a non-penal judgment of a foreign court of competent jurisdiction without retrial on the merits.

Based on the above, shareholders may have more difficulty in protecting their interests against actions taken by management, members of the Board of Directors or controlling shareholders than they would as public shareholders of a company incorporated in the U.S.

***As a company incorporated in the Cayman Islands, we can adopt certain home country practices regarding corporate governance matters that differ significantly from the NASDAQ Stock Market corporate governance listing standards. These practices may provide less protection to shareholders than they would enjoy if we complied fully with the NASDAQ Stock Market corporate governance listing standards.***

As a Cayman Islands company listed on the NASDAQ Stock Market, we are subject to the NASDAQ Stock Market corporate governance listing standards. But, NASDAQ Stock Market rules permit a foreign private issuer like us to follow the corporate governance practices of its home country. Certain corporate governance practices in the Cayman Islands, which is our home country, may differ significantly from the NASDAQ Stock Market corporate governance listing standards.

For example, the Companies Law of the Cayman Islands does not require a majority of our directors to be independent. Therefore, we could include non-independent directors as members of our compensation committee and (if we chose to have one) our nominating committee. Finally, our independent directors would not necessarily hold regularly scheduled meetings at which only independent directors are present.

In addition, while NASDAQ Stock Market rules require that an issuer listing common stock hold an annual meeting of shareholders no later than one year after the end of the issuer's fiscal year-end, the Companies Law of the Cayman Islands does not require it. If we choose to follow home country practice, our shareholders may receive less protection than they otherwise would under the NASDAQ Stock Market corporate governance listing standards applicable to U.S. domestic issuers.

#### **ITEM 4. INFORMATION ON THE COMPANY**

##### **A. History and Development of the Company.**

###### ***Historical Structure and Acquisition of Honesty Group***

SGOCO Group, Ltd. was organized under Cayman Islands' laws on July 18, 2007. It was previously named SGOCO Technology, Ltd. and prior to the Acquisition was named Hambrecht Asia Acquisition Corp. The Company was formed as a blank check company to acquire one or more operating businesses in the PRC through a merger, stock exchange, asset acquisition or similar business combination or control through contractual agreements. The Company completed its initial public offering ("IPO") of units consisting of one ordinary share and one warrant to purchase one ordinary share on March 12, 2008.

Pursuant to our charter documents, we were required to enter into a business combination transaction to acquire control of a business with its primary operation in the PRC with a fair market value of at least 80% of the trust account established at the time of our IPO, or the Trust Account, (excluding certain deferred underwriting commissions) prior to March 12, 2010, or dissolve and liquidate. The approval of the business combination transaction required the approval of a majority of the outstanding shares. It was conditioned on, among other matters, not more than 30% of the outstanding shares being properly tendered for redemption under our charter documents. Each ordinary share issued in our IPO was entitled to be redeemed if it was voted against the business combination transaction at a price equal to the amount in the Trust Account divided by the number of shares issued in the IPO outstanding at the time, estimated to be approximately \$8.0 million as of February 17, 2010.

On March 12, 2010, we acquired all of the outstanding shares of Honesty Group (the "Acquisition"). In addition, at the meeting to approve the acquisition, the Holders of our outstanding warrants approved an amendment to the warrant agreement under which the warrants were issued to increase the exercise price per share of the warrants from \$20.00 to \$32.00. The Amendment also extended by one year the exercise period, or until March 7, 2014, and provided for redeeming the publicly-held warrants, at the Holder's option, for \$2.00 per warrant when the Acquisition closes. We may redeem the warrants at a price of \$0.04 per warrant upon a minimum of 30 days' prior written notice of redemption, if the last sale price of our ordinary shares equals or exceeds \$46.0 per share (subject to adjustment for splits, dividends, recapitalization and other similar events) for any 20 trading days within a 30-trading day period ending three business days before we send the notice of redemption.

The Acquisition resulted in issuing

1. 2,125,000 ordinary shares to the former shareholders of Honesty Group; and
2. 1,450,000 additional ordinary shares to the former shareholders of Honesty Group to be held in escrow and released if the following milestones were met by the combined Company:
  - (a) If "Income from Existing Operations" for the year ended December 31, 2010 exceeded \$15,000,000 (the "First Earn-Out Milestone"), the escrow agent would release 1,250,000 shares to the former shareholders of Honesty Group. The First Earn-Out Milestone was met during the year ended December 31, 2010. The shares were not released in 2011 but were released in 2012 to the former shareholders of Honesty Group; and
  - (b) If "Income from Existing Operations" for the year ended December 31, 2011 exceeded \$20,000,000 (the "Second Earn-Out Milestone"), the escrow agent would release the remaining 200,000 shares to the former shareholders of Honesty Group. Those 200,000 shares were released in 2012.

In addition, 191,706 shares held by the original shareholders of the Company were placed in escrow pending satisfaction of certain conditions.

Those conditions included our reaching the earn-out milestones discussed above, as well as:

1. Messrs. Robert Eu and John Wang providing the Company with 30 hours per month in services connected with investor relations, listing on the NASDAQ Global Stock Market or NASDAQ Global Select Stock Market, introducing investors and advisors;
2. listing of our shares on such stock markets if we act in good faith to obtain such a listing once the listing criteria are met; and
3. providing the opportunity for us to raise an additional \$15 million in equity, subject to meeting certain prescribed pricing criteria.

Connected with the issuing of the 1,450,000 escrowed shares and the 191,706 escrowed shares, we, the original shareholders of the Company, and the Honesty Shareholders entered into an escrow agreement with Grand Pacific Investment Limited as escrow agent. Pursuant to that escrow agreement, the escrow agent agreed to hold the foregoing shares pending satisfaction of certain conditions within the applicable time periods. If the conditions were not met, some or all of the foregoing shares, would have been cancelled and returned to the status of authorized and unissued ordinary shares.

As stated above, the First and Second Earn-Out Milestones were met during the years ended December 31, 2011 and 2010 and a total of 1,450,000 shares were released to the former shareholders of Honesty Group.

In addition, of the 191,706 escrowed shares, 85,203 and 5,129 shares were earned in 2010 and 2011, respectively, but are not currently eligible to be released. The last measurement date to determine whether the conditions were met for the release of the 191,706 escrowed shares was December 31, 2011. However, on April 17, 2012, the escrow agreement was amended to provide additional time for the conditions to be met. Pursuant to the amendment, holders of the escrowed shares had until December 31, 2012 to meet the conditions for release. The escrow share agreement was further extended to December 31, 2013 and expired on that date, the remaining 101,374 escrow shares were cancelled on May 5, 2014.

We entered into various forward-purchase agreements with various hedge funds and other institutions for us to repurchase a total of 536,873 shares for an aggregate purchase price of \$17,285,811 immediately after the closing of the Acquisition. After paying various fees and expenses, the redemption prices of shares and warrants and the forward-purchase contracts, the balance of approximately \$5.4 million in the Trust Account was released to us when the Acquisition of Honesty Group was closed. After the closing of the Acquisition and the settlement of related transactions, we had outstanding 4,023,689 ordinary shares, of which 214,917 shares were initially issued in our IPO, and warrants to purchase 454,007 shares at a price of \$32.00 per share, of which 391,507 were initially issued in our IPO.

After the Acquisition closed, Honesty Group became a wholly-owned subsidiary of SGOCO. Honesty Group is a limited liability company registered in Hong Kong on September 13, 2005. Honesty Group owns 100% of Guanke Electron Technological Industry Co., Ltd. (“Guanke”), Guanwei Electron Technological Industry Co., Ltd. (“Guanwei”) and Guancheng Electron Technological Co., Ltd. (“Guancheng”). Guanke, Guanwei and Guancheng are limited liability companies established under the corporate laws of the PRC. Honesty Group and its subsidiaries represented our core manufacturing facility along with land, buildings and production equipment. Honesty Group and its subsidiaries are now independent of the Company.

On July 26, 2010, SGOCO formed SGOCO International (HK) Limited, or SGOCO International, a limited liability company registered in Hong Kong (“SGOCO International”). SGOCO International and its subsidiaries were established for the purposes of conducting LCD/LED display product development, branding, marketing and distribution.

On February 22, 2011, SGO Corporation was established in Delaware USA. On March 14, 2011, SGOCO International purchased 100% of the outstanding shares of common stock of SGO. SGO was founded to market, sell and distribute SGOCO’s high quality products in the U.S. markets. SGO was not operating during 2011 and started to operate in the first quarter of 2012.

SGOCO International directly owns 100% of SGOCO (Fujian) Electronic Co., Ltd. SGOCO (Fujian) is a limited liability company established under the corporate laws of the PRC on July 28, 2011 for the purposes of conducting LCD/LED display product development, branding, marketing and distribution.



On December 26, 2011, SGOCO International established another wholly owned subsidiary Beijing SGOCO Image Technology Co. Ltd., a limited liability company under the laws of the PRC to conduct LCD/LED monitor, TV product-related and application-specific product design, brand development and distribution. Beijing SGOCO has operated as a cost center and commenced sales in the third quarter of 2013.

On November 14, 2013, SGOCO International established a wholly owned subsidiary, SGOCO (Shenzhen) Technology Co., Ltd., a limited liability company under the laws of the PRC for the purpose of conducting LCD/LED monitor, TV product-related and application-specific product design, brand development and distribution.

We have effected a 1-for-4 reverse stock split of our authorized ordinary shares, accompanied by a corresponding decrease in our issued and outstanding shares of ordinary shares and an increase of the par value of each ordinary share from \$0.001 to \$0.004 (the "Reverse Stock Split") on January 19, 2016. All references in this report to share and per share data have been adjusted, including historical data which have been retroactively adjusted, to give effect to the reverse stock split unless specified otherwise.

On December 15, 2017, SGOCO formed Giant Connection Limited, a limited liability company registered in Public of Seychelles.

### ***Sale of Honesty Group***

On November 15, 2011, we entered into a Sale and Purchase Agreement ("Honesty SPA") to sell our 100% ownership interest in Honesty Group to Apex, a British Virgin Islands company, for \$76.0 million in total consideration. Honesty Group directly owns 100% of Guanke, Guanwei and Guancheng. The agreement was signed by the Company and Apex; shareholder ownership was transferred; and the director of Honesty Group was changed the same day. The Company's management considers November 30, 2011 as the disposal effective date. Operational and management control over Honesty Group was shifted from SGOCO to Apex on November 30, 2011.

According to the Honesty SPA, the \$76.0 million in total consideration was to be paid in installments. As of May 31, 2012, we received the full amount of the consideration, of which:

- cash of \$1 million was received before December 31, 2011;
- cash of \$19 million was received in 2012;
- purchase deposits paid to Honesty Group of \$1 million and payables to Honesty Group of \$10 million at the time of disposal were offset;
- goods of \$9 million were received before December 31, 2011; and
- goods of \$38 million were received in 2012.

Pursuant to the Honesty SPA, Apex assumed our obligations to pay up the remaining capital of \$8.8 million in Guanwei and to pay the remaining balance of approximately \$14.0 million of the commitment to the Fujian Jinjiang government to invest in the Guanke Technology Park. In addition, the Honesty SPA required that for three years from the date of sale, Honesty Group must continue to provide SGOCO with products and services in the same or substantially similar manner as it did immediately prior to the completion of the transaction unless otherwise directed by SGOCO. The Honesty SPA also provided SGOCO with a right of first refusal for a period of five years from the date of sale to purchase from Apex any material rights or interests in Honesty Group's shares or assets before Apex offered to transfer such rights or interests to a third party.

Connected with the Sale of Honesty Group, Honesty Group transferred to SGOCO certain contracts and assets that are related to design and distribution of SGOCO's products, including research and development equipment, sales contracts with customers, contracts with retail sales sources, and trademarks and pending trademark applications.

The Sale of Honesty Group allowed SGOCO to transition to a "light-asset" business model with greater flexibility and scalability and focus its operations on designing, branding, marketing and distributing LCD/LED products in China. Through the transaction, the Company retained part of its customers, brand names, and the nationwide distribution network while substantially reducing its interest bearing liabilities.

Prior to the Sale of Honesty Group, including its manufacturing assets, to Apex, Apex was an independent third party. It had no relationships with any of SGOCO's board members or management in 2011 (including former Chairman and CEO, Mr. Burnette Or and former CEO, Mr. Shi-bin Xie). In addition, Apex had no relationship with Sun Zone Investments Limited ("Sun Zone"), our principal shareholder and a company owned by our former Chairman.

### ***Sale of SGOCO (Fujian)***

On December 24, 2014, we entered into a Sale and Purchase Agreement (“SPA”) to sell our 100% equity ownership interest in SGOCO (Fujian) to Apex, which is an independent third party with interests in real estate and forestry products and previously purchased Honesty Group in November 2011. Our management considers December 31, 2014 as the disposal effective date. Operational and management control over SGOCO (Fujian) was shifted from SGOCO to Apex on December 31, 2014.

The sales price for all the equity of SGOCO (Fujian) was equivalent to the net asset value of SGOCO (Fujian) on December 31, 2014. The final amount was \$11.0 million (the “Sale Price”).

Apex also agreed to assume responsibility to settle the entire balance of intercompany accounts payable and other payables (the “Payables”) due by SGOCO (Fujian) to us and our affiliates, which amounted to \$80.4 million. Pursuant to the SPA, payments were made in several installments upon and after completion of the Sale. Each installment will be 10% of the Sale Price and Payables of \$91.4 million. The first installment was due 14 days after the completion of the transaction, and the last installment (approximately 10% of the sale price) was to be settled prior to June 30, 2015. We received the full amount of Sale Price and settlement of the Payables during 2015. The transfer of the Sale Equity was effective on December 31, 2014.

The SPA also states that SGOCO has a right of first refusal for a period of five years that prohibits Apex from selling, assigning or otherwise transferring any material interests, ownership or rights in or related to SGOCO (Fujian) including any equity, leases, businesses and equipment to a third party, without first offering to sell or transfer to SGOCO.

The Sale of SGOCO (Fujian) allowed SGOCO to restructure its business and reduce the reliance on traditional flat panel LED and LCD monitor products. It also provided greater flexibility and scalability for our business model, which enables us to focus on finding new business acquisition opportunities and exploring new products.

### ***Warrant Repurchase and Retirement***

To reduce the potential for future EPS dilution, in 2011, the Company repurchased and retired a total of 304,294 warrants that had a strike price of \$32.00. Those warrants included 241,794 publicly-traded warrants for an aggregate purchase price of \$360,610 (or \$1.48 per warrant), and 250,000 sponsor warrants for an aggregate purchase price of \$125,000 (or \$2.00 per warrant), in private transactions. On March 7, 2014, the remaining 149,713 publicly-traded warrants expired. There were no outstanding sponsor and publicly-traded warrants as of December 31, 2016.

Additionally, the Company, in private transactions, repurchased and retired a total of 13,274 of the warrants that had a strike price of \$24.00 issued to its underwriters in the December 2010 offering for an aggregate purchase price of \$26,548 (or \$2.00 per warrant). These warrants were expired on December 20, 2015.

Through the repurchase and retirement of these warrants, the Company decreased the long-term risks of dilution that might have occurred if these warrants were exercised.

### ***Acquisition of Boca***

On December 28, 2015, SGOCO International entered into a Share Sale and Purchase Agreement for the Sale and Purchase of the Entire Issued Share Capital of Boca International Limited (the “Agreement”) with Richly Conqueror Limited, a company incorporated under the laws of the British Virgin Islands (the “Vendor”). Pursuant to the Agreement, SGOCO International acquired 100% of the issued share capital of Boca International Limited. (“Boca”), a private company incorporated in Hong Kong, from its sole legal and beneficial owner - Richly Conqueror Limited at a consideration of \$52 million in cash, plus up to 19.9% newly issued ordinary shares (the “Shares”) of the Company. In March, 2016, the acquisition of Boca was completed and SGOCO International fully paid \$52 million plus 1,162,305 post-split shares of common stock of the Company and received 100% ownership of Boca. The transaction was closed on March 31, 2016.

Boca is principally engaged in environmental protection, energy saving technologies, equipment development and applications. Its business involves production and sales of phase change thermal energy storage materials as well as central air conditioning cooling and heating system application engineering. Our intention is to reduce the reliance on sales of traditional flat panel LED and LCD monitor products and enter into energy saving and new energy market.

### ***Acquisition and disposal of Century Skyway Limited***

On April 28, 2017, SGOCO International entered into a Share Sale and Purchase Agreement with Full Linkage Limited (the “Seller”) pursuant to which SGOCO International acquired all of the issued and outstanding capital stock of Century Skyway Limited, which was owned by Full Linkage Limited. In consideration for the acquisition of Century Skyway, SGOCO International paid to the Seller \$32,600,000 and SGOCO issued to the Seller 1,500,000 of its ordinary shares. The consummation of the transactions contemplated by the Share Sale and Purchase Agreement occurred on May 10, 2017. Century Skyway Limited has not generated revenues for the year ended December 31, 2018. The Company took more time to commercialize the VR products than expected.

In the fourth quarter of 2018, management committed a plan to dispose of its remaining 51% equity interests in CSL and initiated efforts to locate buyers. On April 25, 2019, the Company entered into a Letter of Intent (the “LOI”) to sell to another individual, Ho Pui Lung 5,100 shares in the share capital of CSL, at a consideration of HK\$99.45 million (\$12.75 million)

### ***Acquisition of Giant Credit Limited***

On December 22, 2017, Giant Connection Limited, a wholly-owned subsidiary of SGOCO, completed the acquisition of Giant Credit Limited contemplated by the Share Exchange Agreement entered into by and between Kimmy Lai Ching Luk and the Company in consideration for HK\$19.6 million (\$2.4 million), which was satisfied by the allotment and issuance of 2,220,283 ordinary shares of the Company. The principal activity of Giant Credit Limited is money lending in Hong Kong.

### ***Acquisition of 11 Hau Fook Street Limited***

On March 8, 2018, the Company's wholly-owned subsidiary, Giant Connection Limited closed a Share Exchange Agreement with Vagas Lane Limited for the purchase and sale of 11 Hau Fook Street Limited in consideration for HK\$26.1 million (\$3.4 million), which was satisfied by the allotment and issuance of 2,935,222 ordinary shares.

### ***Acquisition of Paris Sky Limited***

On June 7, 2018, the Company's wholly-owned subsidiary, Giant Connection Limited completed the acquisition of Paris Sky Limited. In consideration for (1) the allotment of 3,889,050 ordinary shares of the Company to Leung Iris Chi Yu ("Ms. Leung"), at an initial agreed value of HK\$30,334,590 (\$3.9 million), the fair value of the 3,889,050 ordinary shares was \$4.8 million, which was calculated based on the stock price of \$1.23 per share on June 7, 2018, (2) the transfer of a 49% interest in Century Skyway Limited at an agreed value of HK\$126,126,000 (\$16.2 million), (3) the transfer of a 48.9% interest in Boca International Limited at an agreed value of HK\$184,842,000 (\$23.7 million), and (4) the issuance of a promissory note to Ms. Leung in the principal amount of HK\$27,103,410 (\$3.5 million), bearing a 8% interest, by Giant Connection Limited, the Company acquired 100% of the issued share capital of Paris Sky Limited, an investment holding company which, through its wholly owned subsidiary, owns a property located at No. 8 Fui Yiu Kok Street, Tsuen Wan, New Territories, Hong Kong. The Company repaid the promissory note in full on August 22, 2018.

### ***Acquisition of Vision Lane Limited***

On March 12, 2019, the Company's wholly-owned subsidiary, Paris Sky Limited closed a Share Exchange Agreement for the entire issued share capital of Vision Lane Limited. The acquisition was initially consummated in consideration for a total of \$12,428,205, satisfied by (1) the allotment of 4,519,347 ordinary shares of the Company to Kwok Man Yee Elvis, at \$1.10 per share and (2) the payment of \$7.5 million in cash. The fair value of the 4,519,347 ordinary shares was \$5.2 million, which was calculated based on the stock price of \$1.16 per share on March 8, 2019, and the final consideration was \$12.7 million. Vision Lane is a private company incorporated in the British Virgin Islands, and engages in property investment and money lending services in Hong Kong.

### ***SGOCO's Offices***

SGOCO's principal executive office is located in 21/F, 8 Fui Yiu Kok Street, Tsuen Wan, New Territories, Hong Kong. Under our Amended and Restated Memorandum and Articles of Association, our Registered Office is at the offices of Codan Trust Company (Cayman) Limited, Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands, telephone: (345) 949 1040, or at such other place as the directors may from time-to-time decide. Our agent for service of process in the U.S. is Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, DE 19808.

## **B. Business overview.**

### ***Our Business***

SGOCO is a conglomerate group of various businesses with its headquarters based in Hong Kong. The group is principally engaged in (a) environmental protection, energy saving technologies, equipment development and applications (b) money lending business in Hong Kong providing mortgage loans to high quality target borrowers and (c) property investment to generate additional rental income. The group's vision is to operate as a conglomerate to build synergy within its own sustainable ecosystem thereby creating value to its shareholders.

Boca designs, develops and manufactures Phase Change Material (PCM-TES) storage system and applies them on cooling and heating system. Boca's PCM-TES storage system (the "System") applies real-time electricity demand peak management which shifts on-peak chiller plant load to off-peak and increases chiller efficiency by optimization controls at any time. The System could reduce electricity consumption by approximately 50% during all running time and decrease 2/3 of central air conditioning running cost due to lower tariff rate during off-peak and higher efficiency at all time. The System can be used in all existing and new buildings and is environmentally friendly with a life of more than ten years. The System fully supports energy saving to help control the greenhouse effect and achieve maximum economic benefit for the customers.

Giant Credit Limited is a Hong Kong incorporated company which has the money lenders license for carrying on money lending business in Hong Kong. Giant Credit Limited has been providing mortgage loans to its customers since 2016. Since the commencement of business, Giant Credit Limited has continued to record growth in its mortgage loans receivable along with satisfactory interest income. Management believes that the recent rising trend in the economy and local property market provides the Company with a great opportunity to expand its mortgage loan business and portfolio. In addition, The Hong Kong Monetary Authority continues to impose stringent policies and prudential measures on property mortgage loans provided by authorized financial institutions in Hong Kong, which creates additional hurdles for the public who are looking for mortgages to satisfy their financial needs. This further enhances the competitive edge of money lenders in Hong Kong.


The group has investments in two real estate properties in Hong Kong (held under 11 Hau Fook Street Limited) and 19 storey building in Hong Kong (held under Paris Sky Limited). These investments generate additional rental income to enhance the group's cashflow. The properties are managed by the group's team with experience in property management and rental management which operates in a cost-effective manner.

### **SGOCO Products**


Our current product lines on sale include:

1. Phase Change Material Thermal Energy Storage ("Boca PCM - TES"); and
2. Money lending.
3. Property investment.

### **Intellectual Property**

Prior to the Sale of Honesty Group, Guanke submitted applications to transfer three trademarks to SGOCO International: "SGOCO", "Shangwei" (Chinese name for SGOCO) and "POVIZON;" and Guanwei submitted an application to transfer one trademark  to SGOCO International.

The State Trademark Bureau examined and approved the "SGOCO" trademark transfer on July 31, 2012 and the remaining trademark transfers were approved on May 20, 2012.

Since March 1, 2013, SGOCO owns the following trademarks: "SGOCO", "Shangwei" (Chinese name for SGOCO),  and "POVIZON"

The Intellectual Property of Boca is related to the thermal energy storage which is the temporary storage of high or low temperature energy for later use. The Intellectual Property developed by Boca is called BocaPCM-TES and its concept is based on custom-made high-density polyethylene plastic containers filled with the phase change material solutions developed by Boca which have very wide operating temperatures between -100°C & +167°C. The Intellectual Property can increase the efficiency of chiller plants by optimization control that shifts on-peak chiller plant load to off-peak through applying real-time electricity demand peak management. With the use of the Intellectual Property, less electricity will be consumed, air conditioning running cost as well as greenhouse gases emission will be reduced. The patents relevant to the Intellectual Property are listed as follows and they are Chinese patents:

### Patents

<b>Application Date</b>	<b>Patent number</b>	<b>Name of the Patent</b>	<b>Patent Term</b>
27 August 2004	ZL200410057317.5	One type of inorganic fire rated panel	20 years
1 July 2007	ZL200720157056.3	One type of Phase Change Material Container with thermal expansion joint	10 years
9 March 2009	ZL200920006162.0	One type of Phase Change Material Container with Ultra-sonic welded cap	10 years
14 January 2010	ZL201020003211.8	One type of Thermal Energy Storage Phase Change Material Container can stand for high static pressure	10 years

There are no legal disputes pending or threatened against us for any claimed intellectual property infringement as of the date of this Annual Report.

## **C. Regulations.**

### ***Chinese government subsidies***

For the years ended December 31, 2018, 2017 and 2016, we received no grants from the PRC municipal government.

### ***Environmental***

Since the sale of Honesty Group, SGOCO has not been subject to environmental impact evaluations by the local Environmental Protection Bureau.

### ***Foreign Exchange Control and Administration***

Foreign exchange in China is primarily regulated by the Foreign Currency Administration Rules (1996) and the Administration Rules of the Settlement, Sale and Payment of Foreign Exchange (1996).

Under the Foreign Currency Administration Rules, the RMB is convertible for current account items, including distributing dividends, making interest payments, and engaging in trade and service-related foreign exchange transactions. Conversion of RMB into foreign currency for capital account items, such as direct investment, loans, investment in securities and repatriation of funds, however, is still subject to SAFE's approval. Under the Administration Rules, foreign-invested enterprises may only buy, sell and remit foreign currencies at banks authorized to conduct foreign exchange transactions after providing valid commercial documents and, in the case of capital account item transactions, only after obtaining approval from SAFE.

Under the Foreign Currency Administration Rules, foreign invested enterprises must complete the foreign exchange registration and obtain the registration certificate. Beijing SGOCO and SGOCO Shenzhen have complied with these requirements.

The value of the RMB against the U.S. Dollars and other currencies may fluctuate and is affected by, among other things, changes in China's political and economic conditions. Historically, the conversion of RMB into foreign currencies, including U.S. Dollars, has been based on rates set by the People's Bank of China. On July 21, 2005, the PRC government changed its policy of pegging the value of the RMB to the U.S. Dollars. Under the new policy, the RMB is permitted to fluctuate within a band against a basket of certain foreign currencies.

On June 19, 2010, the People's Bank of China released a statement indicating that it would "proceed further with reform of the RMB exchange rate regime and increase the RMB exchange rate flexibility." There remains significant international pressure on the PRC government to adopt a substantial liberalization of its currency policy, which could result in a further and more significant appreciation in the RMB's value against the U.S. Dollar.

On March 17, 2014, the People's Bank of China announced that the RMB exchange rate flexibility increased to 2% in order to proceed further with reform of the RMB exchange rate regime. Through 2016 the RMB continued its significant depreciation, which contributed partly to a decline in our 2016 revenues. This depreciation halted in 2017, and the RMB appreciated against the U.S. dollar during this one-year period. In 2018, the RMB exchange rate against the U.S. dollar depreciated significantly, mainly due to changes in political and economic conditions, including trade friction between China and the U.S. The exchange rate of the RMB against U.S. Dollar as of December 31, 2018 and 2017 were 6.89 and 6.53.

### ***Regulation on PRC Resident's Participation of Share Option Plan Offered by an Offshore Company***

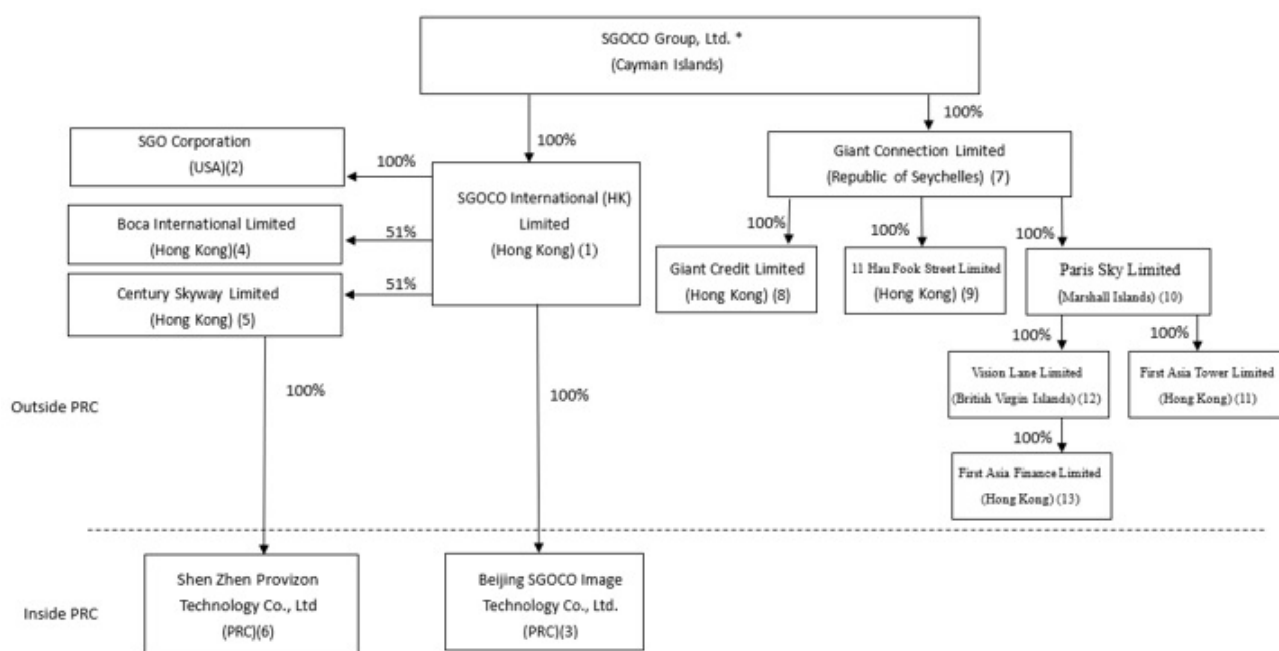
The regulations governing foreign exchange matters of PRC residents promulgated by the People's Bank of China require an employee share option plan or restricted share unit scheme offered by an offshore listed company to be filed with and approved by SAFE. A special bank account must be opened in the PRC to receive, and subsequently allocate to the participating PRC residents, the proceeds or dividends derived from such share option plan.

### ***HK Money Lender Ordinance (Cap 163)***

To provide for the control and regulation of money lenders and money-lending transactions, the appointment of a Registrar of Money Lenders and the licensing of persons carrying on business as money lenders; to provide protection and relief against excessive interest rates and extortionate stipulations in respect of loans; to provide for offences and for matters connected with or incidental to the foregoing; and to repeal the Money-lenders Ordinance 1911.

## D. Organizational structure.

The following diagram sets forth our corporate structure as of the date of this Annual Report:



- (1) The directors of SGOCO International are Mr. Hok Fung Wai and Ms. Pui Kiu Lau.
- (2) SGO is SGOCO's operational subsidiary in the U.S. The sole officer and director of SGO is Mr. Shi-bin Xie.
- (3) Beijing SGOCO is one of SGOCO's operational subsidiaries in the PRC. The officer of Beijing SGOCO is Mr. Wen-li Hong. The legal representative of Beijing SGOCO is Mr. Wen-li Hong.
- (4) Boca International Limited is SGOCO's operational subsidiary in the Hong Kong. The director of Boca International Limited is Mr. Chan, Kam Bui Richard and Mr Hok Fung Wai.
- (5) Century Skyway Limited is SGOCO's operational subsidiary in the Hong Kong. The director of Century Skyway Limited is Mr. Hok Fung Wai.
- (6) Shen Zhen Provizon Technology Co.,Ltd is SGOCO's operational subsidiary in the PRC. The legal representative of Shen Zhen Provizon Technology Co., Ltd is Mr. Shuai Tao.
- (7) The director of Giant Connection Limited is Ms Lau, Pui Kiu.
- (8) The director of Giant Credit Limited is Ms Lau, Pui Kiu.
- (9) The director of 11 Hau Fook Street Limited is Ms Lau, Pui Kiu.
- (10) The director of Paris Sky Limited is Ms Lau, Pui Kiu.
- (11) The director of First Asia Tower Limited is Ms Lau, Pui Kiu.
- (12) The director of Vision Lane Limited is Ms Lau, Pui Kiu.
- (13) The director of First Asia Finance Limited is Ms Lau, Pui Kiu.

## E. Property, plant and equipment.

After the Sale of SGOCO (Fujian) and Honesty Group in December 2014 and November 2011, respectively, SGOCO has no production facility but owns equipment used for research and development. It also owns office equipment. Its principal office is located in Hong Kong. Its operating companies are located in Hong Kong, Beijing and Shenzhen, China.

Giant Credit holds land and property in Hong Kong with a carrying value of \$0.5 million as of December 31, 2018.

11 Hau Fook Street Limited holds land and property in Hong Kong with a carrying value of \$3.3 million as of December 31, 2018.

First Asia Tower Limited holds land and property in Hong Kong with a carrying value of \$52.1 million as of December 31, 2018.

## ITEM 4A. UNRESOLVED STAFF COMMENTS

None.

## ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS

### A. Operating results.

*The following discussion should be read in conjunction with the audited consolidated financial statements and related notes which appear elsewhere in this Annual Report. This discussion contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of various factors, including those discussed elsewhere in this Annual Report, including those set forth under “Item 3. Key Information — D. Risk Factors.”*

Our financial statements are prepared in U.S. \$ and according to accounting principles generally accepted in the U.S. See “Foreign Exchange Risk” below for information concerning the exchange rates at which RMB were translated into U.S. Dollars at various pertinent dates and for pertinent periods.

#### Overview

SGOCO is a conglomerate group of various businesses with its headquarters based in Hong Kong. The group is principally engaged in (a) environmental protection, energy saving technologies, equipment development and applications (b) money lending business in Hong Kong providing mortgage loans to high quality target borrowers and (c) property investment to generate additional rental income. The group’s vision is to operate as a conglomerate to build synergy within its own sustainable ecosystem thereby creating value to its shareholders.

Boca designs, develops and manufactures Phase Change Material (PCM-TES) storage system and applies them on cooling and heating system. Boca's PCM-TES storage system (the "System") applies real-time electricity demand peak management which shifts on-peak chiller plant load to off-peak and increases chiller efficiency by optimization controls at any time. The System could reduce electricity consumption by approximately 50% during all running time and decrease 2/3 of central air conditioning running cost due to lower tariff rate during off-peak and higher efficiency at all time. The System can be used in all existing and new buildings and is environmentally friendly with a life of more than ten years. The System fully supports energy saving to help control the greenhouse effect and achieve maximum economic benefit for the customers.

Giant Credit Limited is a Hong Kong incorporated company which has the money lenders license for carrying on money lending business in Hong Kong. Giant Credit Limited has been providing mortgage loans to its customers since 2016. Since the commencement of business, Giant Credit Limited has continued to record growth in its mortgage loans receivable along with satisfactory interest income. Management believes that the recent rising trend in the economy and local property market provides the Company with a great opportunity to expand its mortgage loan business and portfolio. In addition, The Hong Kong Monetary Authority continues to impose stringent policies and prudential measures on property mortgage loans provided by authorized financial institutions in Hong Kong, which creates additional hurdles for the public who are looking for mortgages to satisfy their financial needs. This further enhances the competitive edge of money lenders in Hong Kong.

The group has investments in two real estate properties in Hong Kong (held under 11 Hau Fook Street Limited) and 19 storey building in Hong Kong (held under Paris Sky Limited). These investments generate additional rental income to enhance the group’s cashflow. The properties are managed by the group’s team with experience in property management and rental management which operates in a cost-effective manner.

In evaluating our financial condition and results of operations, attention should be drawn to the following areas:

#### 1. Sale of SGOCO (Fujian).

On December 24, 2014, the Company entered into a Sale and Purchase Agreement (“SPA”) to sell its 100% equity ownership interest in SGOCO (Fujian) to Apex, which is an independent third party with interests in real estate and forestry products. Apex previously purchased Honesty Group, SGOCO’s prior manufacturing business, on November 15, 2011. The Company considers December 31, 2014 as the disposal effective date since the operational and management control over SGOCO (Fujian) was shifted from SGOCO to Apex on December 31, 2014.

The sales price for all the equity of SGOCO (Fujian) was equivalent to the net asset value of SGOCO (Fujian) on December 31, 2014. The final amount was \$11.0 million (the “Sale Price”). The Sale of SGOCO (Fujian) allowed SGOCO to restructure the business and reduce the reliance of traditional flat panel LED and LCD monitor products. It provided greater flexibility and scalability for the Company's business model, which enables the Company to focus on finding new business acquisition opportunities and exploring new products.

The operations of SGOCO (Fujian) are reflected in our 2014 financial statements through December 31, 2014, which was the completion date of the sale of SGOCO (Fujian). As a result, past performance may not be indicative of future performance.

## 2. *Sale of Honesty Group.*

On November 15, 2011, the Company entered into a Sales and Purchase Agreement to sell its 100% ownership interest in Honesty Group to Apex for \$76.0 million in total consideration. The Agreement was signed by the Company and Apex; shareholder ownership was transferred; and the director of Honesty Group was changed the same day.

The Company's management considers November 30, 2011 as the disposal effective date since the operational and management control over Honesty Group was shifted from SGOCO to Apex on November 30, 2011.

The consideration was paid in installments and was paid in full in May 2012.

Prior to the Sale of Honesty Group, including its manufacturing assets, to Apex, Apex was an independent third party. It had no relationships with any of SGOCO's Board members or management in 2011 and 2014 (including former Chairman and CEO, Mr. Burnette Or). In addition, Apex had no relationship with Sun Zone.

Honesty Group and its subsidiaries represented our core manufacturing facility along with land, buildings and production equipment. The Sale of Honesty Group allowed us to transition to a “light-asset” business model with greater flexibility and scalability. This model allows us to focus our operations on designing, branding, marketing and distributing LCD/LED products in China. Following the Sale of Honesty Group, the Company outsourced its manufacturing operations to Honesty Group until the end of 2015.

The operations of Honesty Group are reflected in our 2011 financial statements through November 30, 2011, which was the completion date of the sale of Honesty. As a result, past performance may not be indicative of future performance;

## 3. *Acquisition of Boca.*

The acquisition of Boca was completed on March 31, 2016. The consideration included \$52 million in the form of cash, plus up to 19.9% new shares of the Company (as enlarged by the issuance). Assets of Boca acquired and liabilities assumed were mainly proprietary technology at a fair market value of \$26.2 million, and deferred tax liabilities of \$6.6 million thereon. Goodwill of \$36.5 million arose from this acquisition, representing the financial, strategic and operational value of the business of Boca and the synergies expected from the combined operations of Boca and the Company. BOCA has not generated any material revenues for the year ended December 31, 2018 as we are still negotiating with our customers about the project execution plan and timetable. We are expecting BOCA to generate more revenues when it starts to execute its performance obligations under the contracts with its customers in the second or third quarter of 2019. As a result, past performance may not be indicative of future performance.

## 4. *Acquisition and disposal of Century Skyway Limited.*

The acquisition of Century Skyway Limited was completed on May 10, 2017. The consideration included \$32.6 million in the form of cash, plus 1.5 million newly issued ordinary shares of the Company. Assets of Century Skyway Limited acquired and liabilities assumed were mainly proprietary technology at a fair market value of \$19.7 million, and deferred tax liabilities of \$4.9 million thereon. Goodwill of \$20.2 million arose from this acquisition, representing the financial, strategic and operational value of the business of Century Skyway Limited and the synergies expected from the combined operations of Century Skyway Limited and the Company. The operations of Century Skyway Limited are reflected in our 2017 financial statements since its date of acquisition. We took more time to commercialize the VR products than expected.

In the fourth quarter of 2018, management committed a plan to dispose of its remaining 51% equity interests in CSL and initiated efforts to locate buyers. On April 25, 2019, the Company entered into a Letter of Intent (the “LOI”) to sell to Ho Pui Lung 5,100 shares in the share capital of CSL, at a consideration of HK\$99.45 million (\$12.75 million)



5. *Acquisition of Giant Credit Limited.*

The acquisition of Giant Credit Limited was completed on December 22, 2017. The consideration was HK\$19.6 million (\$2.4 million), which was satisfied by the allotment and issuance of 2,220,283 ordinary shares of the Company. The operations of Giant Credit Limited are reflected in our 2018 financial statements since its date of acquisition. As a result, past performance may not be indicative of future performance.

6. *Acquisition of 11 Hau Fook Street Limited.*

On March 8, 2018, the Company's wholly-owned subsidiary, Giant Connection Limited closed a Share Exchange Agreement with Vagas Lane Limited for the purchase and sale of 11 Hau Fook Street Limited in consideration for HK\$26.1 million, which was satisfied by the allotment and issuance of 2,935,222 ordinary shares.

7. *Acquisition of Paris Sky Limited.*

On June 7, 2018, the Company's wholly-owned subsidiary, Giant Connection Limited closed a Share Exchange Agreement for the entire issued share capital of Paris Sky Limited. In consideration for (1) the allotment of 3,889,050 ordinary shares of the Company to Leung Iris Chi Yu ("Leung"), at an initial agreed value of HK\$30,334,590 (\$3.9 million), the fair value of the 3,889,050 ordinary shares was \$4.8 million, which was calculated based on the stock price of \$1.23 per share on June 7, 2018, (2) the transfer of a 49% interest in Century Skyway Limited at an agreed value of HK\$126,126,000, (3) the transfer of a 48.9% interest in Boca International Limited at an agreed value of HK\$184,842,000, and (4) the issuance of a promissory note to Leung in the principal amount of HK\$27,103,410, bearing a 8% interest, by Giant Connection Limited, the Company acquired 100% of the issued share capital of Paris Sky Limited, an investment holding company which, through its wholly owned subsidiary, owns a property located at No. 8 Fui Yiu Kok Street, Tsuen Wan, New Territories, Hong Kong. The Company repaid the promissory note in full on August 22, 2018.

8. *Limited operating history.* We have a limited operating history, and our future prospects are subject to risks and uncertainties beyond our control. In addition, we changed our strategic marketing, distribution, and business model in recent years;

9. *Currency Conversions.* Our former PRC subsidiary, SGOCO (Fujian), and our current PRC subsidiaries, Beijing SGOCO and SGOCO Shenzhen, maintain their books and records in RMB, the lawful currency of China. In general, for consolidation purposes, we translate the subsidiaries' assets and liabilities using the applicable closing exchange rates prevailing at the balance sheet date, and the statements of income and cash flows are translated at the applicable average exchange rates during the reporting period. Adjustments resulting from the translation of the subsidiaries' financial statements are recorded as accumulated other comprehensive income.

The balance sheet amounts with the exception of equity were translated using RMB6.89 and RMB6.53 to \$1.00 at December 31, 2018 and 2017, respectively. The equity accounts were stated at their historical exchange rates. The average translation rates applied to the income and cash flow statement amounts for the years ended December 31, 2018, 2017 and 2016 were RMB6.64, RMB6.76, and RMB6.64 to \$1.00, respectively.

### **Critical Accounting Estimates**

Our management's discussion and analysis of our financial condition and results of operations is based on our audited consolidated financial statements included with this Annual Report which have been prepared in accordance with accounting principles generally accepted in the United States of America, or U.S. GAAP. Preparing financial statements in accordance with U.S. GAAP requires that our management make estimates and assumptions affecting:

1. the reported amounts of assets and liabilities, including the recoverability of tangible and intangible assets;
2. disclosure of contingent assets and liabilities as of the date of the financial statements; and
3. the reported amounts of revenue and expenses during the periods covered.

A summary of accounting policies that have been applied to the historical financial statements can be found in the Notes to the Consolidated Financial Statements.

Our management evaluates our estimates on an on-going basis. The most significant estimates relate to revenue recognition, the collectability of receivables, the fair value and accounting treatment of financial instruments, the valuation and recognition of share-based compensation arrangements, fair value of assets and liabilities acquired in business combination, useful life of intangible assets, assessment of impairment of long-lived assets, intangible assets and goodwill. We based our estimates on our historical and industry experience and on various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ materially from those estimates.

The following is a brief discussion of these critical accounting policies and methods, and the judgments and estimates used by us in their application:

### *Business combinations*

We account for our business combinations using the acquisition method of accounting in accordance with Accounting Standards Codification ("ASC") 805 "Business Combinations." The cost of an acquisition is measured as the aggregate of the acquisition date fair values of the assets transferred and liabilities incurred by us to the sellers and equity instruments issued. Transaction costs directly attributable to the acquisition are expensed as incurred. Identifiable assets and liabilities acquired or assumed are measured separately at their fair values as of the acquisition date, irrespective of the extent of any noncontrolling interests. The excess of (i) the total costs of acquisition, fair value of the noncontrolling interests and acquisition date fair value of any previously held equity interest in the acquiree over (ii) the fair value of the identifiable net assets of the acquiree is recorded as goodwill. If the cost of acquisition is less than the fair value of the net assets of the subsidiary acquired, the difference is recognized directly in the consolidated statements of comprehensive income. During the measurement period, which can be up to one year from the acquisition date, we may record adjustments to the assets acquired and liabilities assumed with the corresponding offset to goodwill. Upon the conclusion of the measurement period or final determination of the values of assets acquired or liabilities assumed, whichever comes first, any subsequent adjustments are recorded to the consolidated statements of comprehensive income.

In a business combination achieved in stages, we re-measure the previously held equity interest in the acquiree immediately before obtaining control at its acquisition-date fair value and the re-measurement gain or loss, if any, is recognized in the consolidated statements of comprehensive income.

When there is a change in ownership interests that result in a loss of control of a subsidiary, we deconsolidate the subsidiary from the date control is lost. Any retained noncontrolling investment in the former subsidiary is measured at fair value and is included in the calculation of the gain or loss upon deconsolidation of the subsidiary.

For our majority-owned subsidiaries, a noncontrolling interest is recognized to reflect the portion of their equity which is not attributable, directly or indirectly, to us. "Net income (loss)" on the consolidated income statements includes the "net loss attributable to noncontrolling interests". The cumulative results of operations attributable to noncontrolling interests are also recorded as noncontrolling interests in our consolidated balance sheets.

### **Plant and equipment**

Plant and equipment is stated at cost less accumulated depreciation and accumulated impairment losses, if any. Expenditures for maintenance and repairs are charged to earnings as incurred. Major additions are capitalized. When assets are retired or otherwise disposed of, the related cost and accumulated depreciation are removed from the respective accounts, and any gain or loss is included in operations. Depreciation of plant and equipment is provided using the straight-line method for substantially all assets with estimated lives as follows:

Leasehold land and buildings	Leasehold land and buildings are depreciated over the shorter of the unexpired term of lease and their estimated useful lives, being no more than 50 years
Machinery and equipment	4-10 years
Vehicles and office equipment	4-5 years

Construction in progress represents capital expenditures for direct costs of construction or acquisition and the interest expenses directly related to the construction. Capitalization of these costs ceases and the construction in progress is transferred to the appropriate category of property, plant and equipment when substantially all the activities necessary to prepare the assets for their intended use are completed. Construction in progress is not depreciated.

### **Intangible assets**

Intangible assets acquired through business acquisitions are recognized as assets separate from goodwill if they satisfy either the "contractual-legal" or "separability" criterion. Purchased intangible assets and intangible assets arising from the acquisitions of subsidiaries are recognized and measured at fair value upon acquisition. Separately identifiable intangible assets that have determinable lives continue to be amortized over their estimated useful lives using the straight-line method as follows:

Proprietary technology of BOCA	20 years
Virtual reality technologies	10 years
Backlog	1 year

Separately identifiable intangible assets to be held and used are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. Determination of recoverability is based on an estimate of undiscounted future cash flows resulting from the use of the asset and its eventual disposition. Measurement of any impairment loss for identifiable intangible assets is based on the amount by which the carrying amount of the assets exceeds the fair value of the assets.

### **Goodwill**

Goodwill represents the excess of the purchase consideration over the fair value of the identifiable tangible and intangible assets acquired and liabilities assumed of the acquired entity as a result of our acquisitions of interests in its subsidiaries. Goodwill is not amortized but is tested for impairment on an annual basis, or more frequently if events or changes in circumstances indicate that it might be impaired. We first assess qualitative factors to determine whether it is necessary to perform the two-step quantitative goodwill impairment test. In the qualitative assessment, we consider primary factors such as industry and market considerations, overall financial performance of the reporting unit, and other specific information related to the operations. Based on the qualitative assessment, if it is more likely than not that the fair value of each reporting unit is less than the carrying amount, the quantitative impairment test is performed.

We annually, or more frequently if we believe indicators of impairment exist, review the carrying value of goodwill to determine whether impairment may exist.

In performing the two-step quantitative impairment test, the first step compares the fair values of each reporting unit to its carrying amount, including goodwill. If the fair value of each reporting unit exceeds its carrying amount, goodwill is not considered to be impaired and the second step will not be required. If the carrying amount of a reporting unit exceeds its fair value, the second step compares the implied fair value of goodwill to the carrying value of a reporting unit's goodwill. The implied fair value of goodwill is determined in a manner similar to accounting for a business combination with the allocation of the assessed fair value determined in the first step to the assets and liabilities of the reporting unit. The excess of the fair value of the reporting unit over the amounts assigned to the assets and liabilities is the implied fair value of goodwill. This allocation process is only performed for the purposes of evaluating goodwill impairment and does not result in an entry to adjust the value of any assets or liabilities. Application of a goodwill impairment test requires significant management judgment, including the identification of reporting units, assigning assets, liabilities and goodwill to reporting units, and determining the fair value of each reporting unit.

### **Impairment of long-lived assets other than goodwill**

We review long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to the future undiscounted net cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets.

### **Loans receivables, net**

Loans receivable primarily represent loan amounts due from customers. Loans receivable are recorded at unpaid principal balances net of provision that reflects our best estimate of the amounts that will not be collected.

### **Provision for loan losses**

The provision for loan losses is increased by charges to income and decreased by charge offs (net of recoveries). Recoveries represent subsequent collection of amounts previously charged-off. The increase in provision for loan losses is the netting effect of "reversal" and "provision" for both business and personal loans. If the ending balance of the provision for loan losses after any charge offs (net of recoveries) is less than the beginning balance, it will be recorded as a "reversal"; if it is larger, it will be recorded as a "provision" in the provision for loan loss. The netting amount of the "reversal" and the "provision" is presented in the statements of income and comprehensive income.

The provision consists of specific and general components. The specific component consists of the amount of impairment related to loans that have been evaluated on an individual basis, and the general component consists of the amount of impairment related to loans that have been evaluated on a collective basis. Loans are considered impaired when, based on current information and events, it is probable that the Company will be unable to collect all amounts when due according to the contractual terms of the loan agreement. Loans for which the terms have been modified resulting in a concession, and for which the borrower is experiencing financial difficulties, are considered troubled debt restructurings ("TDRs").

We recognize a charge-off when management determines that full repayment of a loan is not probable. The primary factor in making that determination is the potential outcome of a lawsuit against the delinquent debtor. We will recognize a charge-off when we lose contact with the delinquent borrower for more than one year or when the court rules against us to seize the collateral asset of the delinquent debt from either the guarantor or borrower. In addition, when the recoverability of the delinquent debt is highly unlikely, the senior management team will go through a stringent procedure to approve a charge-off. Management estimates the provision balance required using past loan loss experience, information about specific borrower situations and estimated collateral values, economic conditions, and other factors. Allocations of the provision may be made for specific loans, but the entire provision is available for any loan that, in management's judgment, should be charged-off.

The provision for loan losses is maintained at a level believed to be reasonable by management to absorb probable losses inherent in the portfolio as of each balance sheet date. The provision is based on factors such as an assessment of individual loans and actual loss. We evaluate our provision for loan losses on a quarterly basis or more often as necessary.

### **Warrant liability**

For warrants that are not indexed to our stock, we record the fair value of the issued warrants as a liability at each balance sheet date and record changes in the estimated fair value as a non-cash gain or loss in the consolidated statement of operations and comprehensive income. The warrant liability is recognized in the balance sheet at the fair value (level 3). The fair value of these warrants has been determined using the Monte-Carlo simulation model. The Monte-Carlo simulation model provides for assumptions regarding volatility, call and put features and risk-free interest rates within the total period to maturity.

### **Revenue recognition**

We adopted ASC 606, Revenue from Contracts with Customers (“ASC 606”) on January 1, 2018, using the modified retrospective approach. ASC 606 establishes principles for reporting information about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity’s contracts to provide goods or services to customers. The core principle requires an entity to recognize revenue to depict the transfer of goods or services to customers in an amount that reflects the consideration that it expects to be entitled to receive in exchange for those goods or services recognized as performance obligations are satisfied.

We have assessed the impact of the guidance by reviewing its existing customer contracts and current accounting policies and practices to identify differences that will result from applying the new requirements, including the evaluation of its performance obligations, transaction price, customer payments, transfer of control and principal versus agent considerations. Based on the assessment, the Company concluded that there was no change to the timing and pattern of revenue recognition for its current revenue streams in scope of ASC 606 and therefore there was no material changes to our consolidated financial statements upon adoption of ASC 606. Pursuant to ASC 606-10-15-2, the interest income generated by us are scoped out of ASC 606.

*Product sales* - Revenues from product sales are recognized when the customer obtains control of our product, which occurs at a point in time, typically upon delivery to the customer. We expense incremental costs of obtaining a contract as and when incurred if the expected amortization period of the asset that it would have recognized is one year or less or the amount is immaterial.

Revenues from product sales are recorded net of reserves established for applicable discounts and allowances that are offered within contracts with our customers.

*Interest on loan receivables* Interest on loan receivables is accrued monthly in accordance with their contractual terms and recorded in accrued interest receivable. The Company does not charge prepayment penalties. Additionally, any previously accrued but uncollected interest is reversed and accrual is discontinued, when either (i) reasonable doubt exists as to the full, timely collection of interest or principal or (ii) when a loan becomes past due by more than 90 days.

*Property lease and management* Minimum contractual rental income related to property leases are recognized on a straight-line basis over the terms of the respective leases. Straight-line rental revenue commences when the tenant assumes control of the leased premises. In accordance with the Company’s standard lease terms, rental payments are generally due on a monthly basis. Tenant recovery revenue includes payments from tenants as reimbursements for management fees and utilities, etc., which are recognized when the related expenses are incurred. Rental from office lease and tenant recovery revenue together is recorded as “Property lease and management.”

As of December 31, 2018, 96.6% of our 19 storey building located at No. 8 Fui Yiu Kok Street, Tsuen Wan, New Territories, Hong Kong have been leased to tenants at market rates. We expect to generate approximately \$1.2 million of gross rental income on an annualized basis from our 19 storey building based upon full occupancy of this building at prevailing market rates.

### **Share-based compensation**

We account for equity instruments issued in exchange for the receipt of goods or services from consultants in accordance with the accounting standards regarding accounting for stock-based compensation and accounting for equity instruments that are issued to other than employees for acquiring or in conjunction with selling goods or services. Costs are measured at the estimated fair market value of the consideration received or the estimated fair value of the equity instruments issued, whichever is more reliably determinable. The value of equity instruments issued for consideration other than employee services is determined on the earlier of a performance commitment or completion of performance by the provider of goods or services as defined by these accounting standards. In the case of equity instruments issued to consultants, the fair value of the equity instrument is recognized over the term of the consulting agreement if there is a term.

We account for equity instruments issued in exchange for the receipt of services from employees in the financial statements based on their fair values at the date of grant. The fair value of awards is amortized over the requisite service period.

### Financial guarantee

A provision for possible losses to be absorbed by us for financial guarantees it provides is recorded as an accrued liability when the guarantees are made and recorded as "Allowance on guarantee" in the consolidated balance sheets. This accrued liability represents probable losses and is increased or decreased by accruing a "Allowance (reversal of allowance) on financial guarantee" throughout the terms of the guarantees as necessary when additional relevant information becomes available.

The methodology used to estimate the liability for possible guarantee losses considers the guarantee contract amounts and a variety of factors, which include, depending on the counterparty, the latest financial position and performance of the borrowers, actual defaults, estimated future defaults, historical loss experience, estimated value of collateral or guarantees the customers or third parties offered, and other economic conditions, such as economic trends in the area and the country. The estimates are based upon information available at the time the estimates are made. It is possible that prior experience and default history of the borrowers are not indicative of future losses on guarantees made. Any increase or decrease in the provision would affect the Company's consolidated income statements in future years.

### Analysis of Results of Operations

#### Comparison of Fiscal Years Ended December 31, 2018 and 2017

##### Revenue

Our sales were \$1.58 million for the year ended December 31, 2018, which increased by \$1.53 million, or 2998.0% from \$0.05 million in the year ended December 31, 2017. During the year ended December 31, 2018, we through 11 Hau Fook Street Limited and Paris Sky Limited earned property lease and management income of \$0.59 million and through Giant Credit Limited earned money lending service income of \$0.98 million.

Below is the summary presenting our revenues disaggregated by products and services and timing of revenue recognition:

<b>Revenue by recognition over time vs point in time</b>	<b>Year ended December 31,</b>		
	<b>2018</b>	<b>2017</b>	<b>2016</b>
Revenue by recognition over time	\$ 1,570	\$ -	\$ -
Revenue by recognition at a point in time	10	51	5,069
	<u>\$ 1,580</u>	<u>51</u>	<u>\$ 5,069</u>

<b>Revenue by major product line</b>	<b>Year ended December 31,</b>		
	<b>2018</b>	<b>2017</b>	<b>2016</b>
Interest on loans	\$ 980	\$ -	\$ -
Property lease and management	590	-	-
Product sale	10	51	5,069
	<u>\$ 1,580</u>	<u>51</u>	<u>\$ 5,069</u>

##### Cost of revenues

For the year ended December 31, 2018, cost of revenues increased by \$1.29 million, or 96.2%, to \$2.64 million from \$1.34 million for the year ended December 31, 2017. Our cost of revenues mainly includes the amortization of proprietary technologies and depreciation of leasehold land and buildings.

### *Gross loss*

Gross loss for the fiscal year ended December 31, 2018 was \$1.06 million, compared to a gross loss of \$1.29 million for the prior fiscal year.

### *Selling expenses*

During the year ended December 31, 2018, selling expenses were approximately nil, compared to \$0.26 million for the prior fiscal year.

### *General and administrative expenses*

General and administrative expenses amounted to approximately \$2.39 million for the year ended December 31, 2018, \$0.43 million or 22.0% higher than \$1.96 million for the previous fiscal year. This increase was mainly because we acquired two subsidiaries which incurred more administrative expenses in 2018.

General and administrative expenses include office staff salary and benefits, legal, professional fees, office expenses, travel expenses, entertainment, depreciation, amortization of intangible assets, research and development and similar costs.

### *Impairment loss of property, plant and equipment*

Our impairment of property, plant and equipment was \$0.39 million in 2018, compared to \$nil in 2017, primarily attributable to the impairment related to certain real estate properties in Hong Kong in 2018.

### *Impairment of goodwill*

Our impairment of goodwill was \$10.33 million in 2018, compared to \$5.62 million in 2017, primarily attributable to the impairment related to Boca as the financial performance of the green energy products and services reporting unit continued to fall below our original expectations.

### *Gain (Loss) on change in fair value of warrant derivative liability*

Our gain on change in fair value of warrant derivative liability was \$0.39 million in 2018, compared to loss on change in fair value of warrant derivative liability of \$0.2 million in 2017. The gain was due to fluctuation in the fair value of our warrants, which we issued to our investor and placement agent in May 2017.

### *Income tax benefit*

Income tax benefit was \$0.31 million in the fiscal year of 2018, a decrease of \$0.04 million, from \$0.35 million for fiscal year of 2017. Income tax benefit in 2018 and 2017 was related to the deferred tax impact on amortization of intangible assets of Boca.

There were no significant income tax rate changes for any of our legal entities in 2018. Our PRC entities in 2018 and 2017 were subject to the statutory PRC enterprise income tax rate of 25%. Our subsidiaries in Hong Kong are subject to Hong Kong taxation on income derived from their activities conducted in Hong Kong at a rate of 16.5%.

### *Loss from discontinued operations, net of income tax*

Loss from discontinued operations, net of income tax, of \$7.51 million and \$2.41 million represents the net loss from Century Skyway Limited for fiscals 2018 and 2017, respectively. The loss was mainly related to amortization of intangible assets and goodwill impairment related to Century Skyway Limited as the financial performance of the VR technologies products and services reporting unit was below our original expectations. We acquired 100% equity interest in Century Skyway Limited on April 28, 2017, our equity interest diluted to 51% in June 2018 and in the fourth quarter of 2018, management committed a plan to dispose of our remaining 51% equity interests in Century Skyway Limited (see Notes 1 and 3 to our 2018 consolidated financial statements). We recorded impairment on goodwill of Century Skyway Limited of \$6.01 million for the year ended December 31, 2018, as compared to \$1.39 million for the same period last year. Amortization of VR technologies were \$1.97 million and \$1.31 million for the years ended December 31, 2018 and 2017, respectively.

### *Net loss*

As a result of the various factors described above, net loss for the year ended December 31, 2018 was \$21.06 million, as compared to \$11.21 million for 2017.

## Comparison of Fiscal Years Ended December 31, 2017 and 2016

### *Revenue*

Our sales were \$0.05 million for the year ended December 31, 2017, which decreased by \$5.02 million, or 99.0% from \$5.07 million in the year ended December 31, 2016. In 2016, there was a significant order of LCD/LED products from a customer of SGOCO International. Sales revenue from a major customer was \$4.3 million, or approximately 85.1% of our total sales for 2016. We did not receive recurring order in 2017 and sales of LCD/LED products continued to drop. Boca recorded a revenue of \$9,231 only in 2017, we are still negotiating with our customers about the project execution plan and timetable. We are expecting BOCA to generate more revenues when it starts to execute its performance obligations under the contracts with its customers in the second or third quarter of 2018. CSL has not generated revenues for the year ended December 31, 2017. We took more time to commercialize the VR products than expected.

### *Cost of revenues*

For the year ended December 31, 2017, cost of revenues decreased by \$3.52 million, or 72.4%, to \$1.34 million from \$4.87 million for the year ended December 31, 2016. As Boca started to earn revenues in 2017, the amortization of its proprietary technologies of \$1.31 million was recorded as cost of revenues in fiscal 2017.

### *Gross (loss) profit*

Gross loss for the fiscal year ended December 31, 2017 was \$1.29 million, compared to a gross profit \$0.2 million for the prior fiscal year.

### *Selling expenses*

During the year ended December 31, 2017, selling expenses were approximately \$0.26 million, an increase of \$0.20 million, or 367.3%, from \$0.06 million compared with the prior fiscal year.

### *General and administrative expenses*

General and administrative expenses amounted to approximately \$1.96 million for the year ended December 31, 2017, \$2.16 million or 52.4% lower than \$4.12 million for the previous fiscal year.

General and administrative expenses include office staff salary and benefits, legal, auditors' and consultants' fees, office expenses, travel expenses, entertainment, amortization of intangible assets, research and development and similar costs. The decrease in general and administrative expenses was mainly due to a decrease in employee share-based compensation of \$0.83 million, a result of fewer shares being granted to employees in 2017. In addition, as Boca started to earn revenues in 2017, the amortization of its proprietary technologies of \$1.31 million was recorded as cost of revenues in fiscal 2017, compared with \$1.26 million was recorded as general and administrative expenses in fiscal 2016.

### *Impairment of goodwill*

Our impairment of goodwill was \$5.62 million in 2017, compared to nil last year, primarily attributable to the impairment related to Boca as its financial performance was below our original expectations.

### *Loss on change in fair value of convertible notes*

Our loss on change in fair value of convertible notes was \$1.5 million in 2016 and \$nil in 2017. The change was due to fluctuation in the fair value of our convertible notes, which were converted into our ordinary shares during 2016.

### *Loss on change in fair value of warrant derivative liability*

Our loss on change in fair value of warrant derivative liability was nil in 2016 and \$0.15 million in 2017. The loss was due to fluctuation in the fair value of our warrants, which we issued to our investor and placement agent in May 2017.

### *Income tax benefit*

Income tax benefit was \$0.35 million in the fiscal year of 2017, an increase of \$0.035 million, from \$0.32 million for fiscal year of 2016. Income tax benefit in 2017 and 2016 was related to the deferred tax impact on amortization of intangible assets of Boca.

There were no significant income tax rate changes for any of our legal entities in 2017. Our PRC entities in 2017 and 2016 were subject to the statutory PRC enterprise income tax rate of 25%. Our subsidiaries in Hong Kong are subject to Hong Kong taxation on income derived from their activities conducted in Hong Kong at a rate of 16.5%.

*Loss from discontinued operations, net of income tax*

Loss from discontinued operations, net of income tax, of \$2.41 million represents the net loss from Century Skyway Limited for fiscal 2017. The loss was mainly related to amortization of intangible assets and goodwill impairment related to Century Skyway Limited as the financial performance of the VR technologies products and services reporting unit was below our original expectations. We acquired 100% equity interest in Century Skyway Limited on April 28, 2017, our equity interest diluted to 51% in June 2018 and in the fourth quarter of 2018, management committed a plan to dispose of our remaining 51% equity interests in Century Skyway Limited (see Notes 1 and 3 to our 2018 consolidated financial statements). We recorded impairment on goodwill of Century Skyway Limited and amortization of its VR technologies of \$1.39 million and \$1.31 million, respectively, for 2017.

*Net loss*

As a result of the various factors described above, net loss for the year ended December 31, 2017 was \$11.21 million, as compared to \$5.05 million for 2016.

**B. Liquidity and capital resources.**

Our principal source of liquidity in 2018 has been cash generated by proceeds from issuance of common stock and convertible loans to investors. As of December 31, 2018, we held \$14.4 million in cash and cash equivalents and had working capital of \$66.51 million. Our cash and cash equivalents consist of cash on hand and demand deposits in accounts maintained with financial institutions or state owned banks within the PRC, Hong Kong.

On March 28, 2017, we entered into a Securities Purchase Agreement with an unrelated investor to sell an aggregate of 117,361 shares of our ordinary shares, for a cash consideration of \$239,417. On April 5, 2017, we entered into a Securities Purchase Agreement with certain investors to sell an aggregate of 434,783 shares of our ordinary shares and warrants to purchase up to an initial 326,087 of our ordinary shares with an initial exercise price of \$2.75 per share, for cash consideration of \$1 million. On November 13, 2017, we entered into a Securities Purchase Agreement with certain investors to sell an aggregate of 2,314,500 shares of our ordinary shares for cash consideration of \$1.9 million.

On April 18, 2018, we entered into a Securities Purchase Agreement with Mr. So Chun LIN, pursuant to which the investor purchased a note for \$5,779,602, bearing 2.5% interest per annum (the 2018 Note). The 2018 Note will be matured 5 years from the date of issuance. At any time prior to the earlier of the maturity date or the date on which the 2018 Note is paid in full, at the option of the Holder, all or any part of Principal Amount (the "Optional Conversion Amount") may be converted into Ordinary Shares at \$1.50 per share. The 2018 Note will be automatically converted into ordinary shares of the Company at a conversion price equal to \$1.50 per share at maturity.

On September 20, 2018, we closed its previously announced rights offering. The offering was fully subscribed. At the closing, the Company issued and sold an aggregate of 50,663,270 ordinary shares at the subscription price of \$0.99 per share, pursuant to the exercise of subscriptions and oversubscriptions in the rights offering from its existing stockholders. The Company received aggregate gross proceeds of approximately \$50.15 million from the rights offering before deducting offering expenses. The rights offering was made pursuant to the Company's effective registration statement on Form F-1 (Registration No. 333-225977) filed with the Securities and Exchange Commission.



A summary of the sources and uses of cash and cash equivalents is as follows:

	<b>For the Years Ended December 31,</b>		
	<b>2018</b>	<b>2017</b>	<b>2016</b>
Net cash used in operating activities, continuing operations	\$ (36,152)	\$ (8,001)	\$ (1,079)
Net cash (used in) provided by operating activities, discontinued operations	(22)	24	-
Net cash (used in) provided by investing activities, continuing operations	(10,402)	7,400	(6,750)
Net cash from investing activities, discontinued operations	-	-	-
Net cash provided by financing activities, continuing operations	56,146	5,325	7,520
Net cash from financing activities, discontinued operations	-	-	-
EFFECT OF EXCHANGE RATE ON CASH	-	-	(7)
INCREASE (DECREASE) IN CASH	<u>9,570</u>	<u>4,748</u>	<u>(316)</u>

### ***Operating Activities***

Net cash used in operating activities from continuing operations was \$36.15 million for the year ended December 31, 2018, the decrease in cash was primarily as a result of (i) change in loans receivable of \$36.40 million, and (ii) net loss from continuing operations of \$13.55 million; the decrease was partially offset by non-cash depreciation and amortization, share-based compensation, fair value change of warrant derivative liability and goodwill and property, plant and equipment impairment totaled \$13.24 million.

Net cash used in operating activities from continuing operations was \$8.00 million for the year ended December 31, 2017, the decrease in cash was primarily as a result of (i) change in taxes payable of \$6.41 million, and (ii) net loss from continuing operations of \$8.80 million; the decrease was partially offset by non-cash depreciation and amortization, share-based compensation, fair value change of warrant derivative liability and goodwill impairment totaled \$7.91 million.

Net cash used in operating activities from continuing operations was \$1.08 million for the year ended December 31, 2016, the decrease in cash was primarily as a result of net loss from continuing operations of \$5.05 million; the decrease was partially offset by non-cash depreciation and amortization, share-based compensation and fair value change of convertible notes totaled \$4.33 million.

### ***Investing Activities***

Net cash used in investing activities from continuing operations was \$10.40 million for the year ended December 31, 2018, primarily as a result of (i) deposits of \$6.41 million paid for acquisition of Vision Lane Limited, (ii) payment of a promissory note of \$3.53 million for acquisition of Paris Sky Limited, and (iii) purchase of property and equipment of \$2.44 million, the decrease was partially offset by cash from acquisition of Paris Sky Limited.

Net cash provided by investing activities from continuing operations was \$7.40 million for the year ended December 31, 2017, primarily as a result of (i) repayment of \$6.46 million to an unrelated party, and (ii) cash from acquisition of Giant Connection Limited.

Net cash used in investing activities from continuing operations was \$6.75 million for the year ended December 31, 2016, primarily as a result of advances of \$6.74 million from an unrelated party

### ***Financing Activities***

Net cash provided by financing activities from continuing operations was \$56.14 million for the year ended December 31, 2018, the increase in cash was primarily consisting of (i) proceeds from rights offering, net of expenses, of \$49.99 million; and (ii) proceeds from issuance of convertible notes of \$5.78 million.

Net cash provided by financing activities from continuing operations was \$5.33 million for the year ended December 31, 2017, the increase in cash was primarily consisting of (i) proceeds from issuance of shares of \$3.09 million; and (ii) loans from unrelated party of \$2.17 million.

Net cash generated from financing activities from continuing operations was \$7.52 million for the year ended December 31, 2016, the increase in cash was primarily consisting of proceeds from issuance of shares of \$7.00 million, and (ii) proceeds from issuance of convertible notes of \$0.30 million.

As of December 31, 2018, we had cash of \$14.34 million. Except as disclosed in this annual report, we have no outstanding bank loans or other loans or financial guarantees or similar commitments to guarantee the payment obligations of third parties. We believe that our current levels of cash, combined with funds available to us through our financing activities, will be sufficient to meet our anticipated cash needs for at least the next 12 months. However, if our cash and borrowing are insufficient to meet our requirements, we may seek to sell equity securities, debt securities or borrow from lending institutions. We can make no assurance that financing will be available in the amounts we need or on terms acceptable to us, if at all.

If we need to raise additional financing, we may sell additional equity or debt securities or borrow from lending institutions. Financing may be unavailable in the amounts we need or on terms acceptable to us. The sale of additional equity securities, including convertible debt securities, would dilute our earnings per share. The incurrence of debt would divert cash from working capital and capital expenditures to service debt obligations and could result in operating and financial covenants that restrict our operations and ability to pay dividends to shareholders, among other restrictions. If we cannot obtain additional equity or debt financing as required, we will, among other things, be required to tighten credit terms, hold less inventory, reduce advances to suppliers and slow down investment in capital expenditures, which would result in slower growth in revenues and profits.

#### *Debt*

As of December 31, 2018, we had loans and advances totaled \$4.04 million advanced from unrelated parties, including accrued interest. A loan with a principal amount of \$0.26 million is bearing 5% interest per annum and has no fixed term of repayment. The loan is secured by certain intangible assets of the Company. We had other loans of \$3.1 million advanced from other unrelated parties as of December 31, 2018. The loans are unsecured, bearing 5% interest per annum and has no fixed term of repayment.

The fair value of warrants which we issued to our investor and placement agent in April 2017 was \$0.29 million, which was determined using the Monte-Carlo simulation model (Refer to Note 2 to the financial statements).

The liability component of the 2018 Note was \$0.47 million as of December 31, 2018 (Refer to Note 16 to the financial statements).

#### *Intercompany Loans and Capital Contributions*

We may make loans or additional capital contributions to our PRC subsidiaries to finance their operations. Any loans or capital contributions to our PRC operating subsidiaries are subject to restrictions or approvals under PRC laws, rules and regulations. For example, loans by us to our operating subsidiaries in China, which are foreign-invested enterprises, to finance their activities may not exceed statutory limits and must be registered with the local SAFE branch. We may also decide to finance our PRC operating subsidiaries by making additional capital contributions to such entities. The PRC Ministry of Commerce or its local counterparts must approve these capital contributions. We have been able to obtain these government approvals in the past. But, we cannot be sure that we will be able to obtain these government approvals on a timely basis, if at all, regarding any such loans or capital contributions. If we fail to receive such approvals, our ability to use the proceeds of any equity or debt offerings to capitalize our PRC operations may be negatively affected, which could adversely affect our ability to fund and expand our business.

#### *Related Party Transactions*

During the years ended December 31, 2018 and 2017, the Company purchased equipment of nil and \$7 from Boca Engineering Limited. Mr. Richard Kam Biu Chan is the sole director of Boca and Boca Engineering Limited.

On April 1, 2018, a company beneficially owned by Luk Lai Ching Kimmy (principal shareholder of the Company) leased a property in No. 11 Hau Fook Street, Tsim Sha Tsui, Kowloon, from a subsidiary of the Company. The lease will be expired on March 30, 2020. During the years ended December 31, 2018, 2017 and 2016, the Company received rental amounts of \$37, \$nil and \$nil that are included in revenue, respectively.

### **C. Research and development, patents and licenses, etc.**

#### ***The proprietary technology of BOCA***

The proprietary technology of BOCA is related to thermal energy storage, which is the temporary storage of high or low temperature energy for later use. The proprietary technology developed by Boca is called Boca PCM-TES and its concept is based on custom-made high-density polyethylene plastic containers filled with the phase change material solutions developed by Boca, which have very wide operating temperatures between -100°C & +167°C. This proprietary technology can increase the efficiency of chiller plants by optimization control that shifts on-peak chiller plant load to off-peak through applying real-time electricity demand peak management. With the use of Boca's proprietary technology, less electricity will be consumed, air conditioning running cost as well as greenhouse gases emission will be reduced.

### **D. Trend information.**

Other than as disclosed elsewhere in this document, we are not aware of any trends, uncertainties, demands, commitments or events since December 31, 2018 that are reasonably likely to have a material adverse effect on our net revenues, income, profitability, liquidity or capital resources, or that caused the disclosed financial information to be not necessarily indicative of future operating results or financial conditions.

## E. Off-balance sheet arrangements.

As a result of the acquisition of Paris Sky Limited, the property, plant and equipment acquired included leasehold land and buildings with a value of \$53.0 million at the date of acquisition which are pledged against the banking facilities of HK\$215.32 million (\$27.61 million) of a company beneficially owned by Kimmy Lai Ching Luk (Note 9(d) to the financial statements). The property pledge (allowance on guarantee) was measured at fair value on the basis of estimation of the probability that the borrower would be unable to either repay the loan or fulfil the loan contract terms (the default risk) and the amount that would be recovered at events of default (the recovery rate).

We do not have any outstanding off-balance sheet guarantees, interest rate swap transactions or foreign currency forward contracts. We do not engage in trading activities involving non-exchange traded contracts. In our ongoing business, we do not enter into transactions involving, or otherwise form relationships with, unconsolidated entities or financial partnerships that are established for the purpose of facilitating off-balance sheet arrangements for other contractually narrow or limited purposes.

## F. Tabular disclosure of contractual obligations.

Our contractual obligations primarily consist of operating lease obligations and capital commitments. The following table sets forth a breakdown of our contractual obligations as of December 31, 2018, and their maturity profile:

	Payment Due by Period				
	Total	Less than 1 Year	1-3 Years	3-5 Years	More than 5 Years
Short-term loan	\$ 200	\$ 200	\$ -	\$ -	\$ -
Advances from unrelated party	398	398	-	-	-
Other loan - secured	367	367	-	-	-
Other loan - unsecured	3,076	3,076	-	-	-
Convertible notes – future interest payment	620	144	289	187	-
Operating lease obligations	89	46	43	-	-
Total	\$ 4,750	\$ 4,231	\$ 332	\$ 187	\$ -

## ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

### A. Directors and senior management.

Our directors and executive officers are set forth in the table below followed by a brief biography.

Name	Age <sup>1</sup>	Position
Mark LAU	40	Director
Pui Kiu LAU	29	Director
Wood Shing Kei SZE	39	Director
Wang Tai Dominic LI	35	Director
Hok Fung WAI	42	Director
Raleigh Siu LAU	66	Chief Executive Officer and President
Tommy Wing Ling LUI	43	Chief Technology Officer
Xiao-Ming HU	47	Interim Chief Financial Officer
Tony ZHONG	35	Vice President of Finance

<sup>1</sup> As of December 31, 2018

*Mark LAU, Director.* Mr. Lau has served as the Head of IT Service Operations at Fairfax Media Limited from January 2008 to date, the one of the largest media organizations in Australia. Mr. Lau is responsible for managing professional IT service operations and manages innovative projects in artificial intelligence and automation. Prior to joining Fairfax Media, Mr. Lau worked in the IT services division at Lexmark International from January 2004 to January 2006, and for Samsung Electronics from January 2006 to January 2008. Mr. Lau graduated from Waverley College Sydney and studied IT at the Sydney Institute of Technology.

*Pui Kiu LAU, Director.* Ms. Lau has served as the Head of the Sales and Marketing Department at EIFS Limited, a professional insurance brokerage firm in Hong Kong, since 2014. Ms. Lau is responsible for managing the operation, creating the social media platform, and leading the sales team of EIFS. Prior to joining EIFS, she worked in public relations and corporate communications at Cathay Pacific Airways in 2010 and as a financial consultant at Prudential and AXA from 2011 to 2014. Ms. Lau graduated from the University of Michigan, Ann Arbor, with a Bachelor of Arts in Economics and Political Science in 2011. She is also qualified as an Associate Financial Planner, IIQE, and holds an Estate Agent's License and Chinese Insurance Qualification.

*Wood Shing Kei SZE, Director.* Mr. Sze is a chartered accountant with over 15 years of experience in providing financial reporting, internal control advisory and audit services for various industry sectors in both Hong Kong and Mainland China. Mr. Sze is experienced in business process analysis, financial audit review, forecast and budgeting, Sarbanes Oxley (SOX) attestation, and compliance with regulatory reporting framework and tax regulation in Hong Kong and Mainland China. He has worked with numerous Hong Kong and UK listed companies as well as audit firms in Hong Kong, previously serving as the Head of Finance Team - Property & Facility Management from September 2013 to April 2018 at Synergis Management Services Limited (Hong Kong Listed 2340.HK) monitoring management portfolios of over 200 accounts, preparing group management accounts and budgets for board review, monitoring financial achievements, formulating and enhancing financial procedures, and implementing internal control policies and authorization matrix for the group. Mr. Sze graduated from Hong Kong Polytechnic University in 2002 with a BA (Hons) in Accountancy.

*Wang Tai Dominic LI, Director.* Mr. Li is the founder and Chief Executive Officer of The Dessert Kitchen, a global dessert franchise with over 30 franchise stores worldwide. Mr. Li has extensive experience in managing franchising businesses, forming strategic allegiances, building and maintaining important supply and distribution networks, implementing marketing and business expansion strategies through traditional media as well as crowdfunding platforms. Mr. Li also has over 10 years of manufacturing and trading experience in Greater China Region and worked closely with factories and distributors, utilizing e-commerce technology and social media platforms. Mr. Li holds a degree in Criminology from the University of Western Sydney, Australia.

*Hok Fung WAI, Director.* Mr. Wai has been a director of the Company since December 21, 2015. Mr. Wai is an expert in the solar industry, dredging, highway construction and power stations projects. Mr. Wai also has many years of experience in M&A, fund raising and pre-IPO transactions. In the early 2008, he set up Hebert International Ltd, a Hong Kong based company which associates with a few of China State Owned Enterprises including China Harbour, China Communication Construction, CNTIC and Shenhua group. Hebert later became a partner of Silverbear Capital and a strategic partner of UNIDO in exploring solar, Green and energy saving industry for more than 6 years. Mr. Wai still serves as the director of Wahfong Industrial Development Co Ltd based in Guangdong China for luxury garment business, and as President, Chief Executive Officer and director of IWeb, Inc. since December, 2016.

*Raleigh Siu LAU, President and Chief Executive Officer.* Mr. Lau a banker who has served for almost 40 years as the senior manager of Chong Hing Bank (formerly known as Liu Chong Hing Bank), and as the personal assistant to Mr. Liu Lit-man GBS JP, the managing director Chong Hing Bank. Mr. Lau has played a critical role reforming the bank's cyber security systems, information and financial technology, risk management systems, sustainable development and business operation models. Over the course of his career, Mr. Lau has originated bank loans in excess of HK\$10 billion. Mr. Lau graduated from the State University of New York in 1975 with Bachelor of Science in Business Administration.

*Tommy Wing Ling LUI, Chief Technology Officer.* Mr. Lui is the founder of Webnix Technology Limited, a web-hosting company, and 133 Limited, a software company. Mr. Lui specializes in developing block chain and distributed ledger technology for the insurance sector, in order to assist insurers with claims and insurance policy management, fraud detection, KYC and client identification. Mr. Lui graduated from The University of Science and Technology in 1998 with a Bachelor of Engineer in Computer Science.

*Xiao-Ming HU, Interim Chief Financial Officer.* With over 18 years of experience in Accounting and Finance, specializing in electronic and consumable products, Mr. Xiao-Ming Hu was named as the Interim Chief Financial Officer of SGOCO in 2015. He joined the Company in August 2010 as finance manager and was promoted to the Financial Controller of SGOCO (Fujian) Electronic Co., Ltd., a former subsidiary of SGOCO, in June 2013. Prior to joining SGOCO, Mr. Hu was the financial controller of Allen International Group, a private group engaged in trading of cosmetic products and services. From 1998 to 2007, he was a finance manager of Hengan Group, a company engaged in manufacturing, distribution, and sale of personal hygiene products and listed on the Hong Kong Stock Exchange. In addition, Mr. Hu holds a Diploma of Finance from the South Western University of Finance and Economics in China.

*Tony ZHONG, Vice President of Finance.* Mr. Zhong joined SGOCO in September 2011 as Finance Manager. Prior to joining SGOCO, Mr. Zhong was a Financial Manager of China Hydroelectric Corporation, a NYSE listed company, from 2007 to 2011. Mr. Zhong started his career in KPMG in Beijing from 2005 to 2006. He holds a Bachelor of Arts in Finance, Accounting and Management from Nottingham University, UK, and a Bachelor of Science in Applied Accounting from Oxford Brooks University, UK. Mr Zhong is also a Chartered Global Management Accountant, and was admitted as a Fellow of the chartered institute of Management Accountants on December 21, 2018.

## **B. Compensation.**

The primary objectives of our compensation policies regarding executive compensation are to attract and retain the best possible executives to lead us and to properly motivate these executives to perform at the highest levels of which they are capable. Compensation levels established for our executives are designed to promote loyalty, long-term commitment and the achievement of its goals, to motivate the best possible performance and to award achievement of budgetary goals to the extent such responsibility is within the executive's job description. Compensation decisions regarding our named executive officers have historically focused on attracting and retaining individuals who could help us to meet and exceed our financial and operational goals. Our Board of Directors considers the growth of the Company, individual performance and market trends when setting individual compensation levels.

For the year ended December 31, 2018, the aggregate cash compensation paid to our executive officers was approximately \$0.1 million. Share-based compensation expensed by us to our directors and executive officers with respect to the year ended December 31, 2018 was \$0.53 million.

### ***Base salary***

We believe that the base salary element is required in order to provide executive officers with a stable income stream that is commensurate with their responsibilities and competitive market conditions. Our Board of Directors established base salaries payable to executive officers with the goal of providing a fixed component of compensation, reflecting the executive officer's skill set, experience, role and responsibilities. The determination of our Board of Directors and compensation committee of whether any of the executive officers merited an increase in base salary during any particular year depended on the individual's performance during the prior fiscal year, our performance during the prior fiscal year and competitive market practices. In establishing the current base salary levels, our Board of Directors and compensation committee did not engage in any particular benchmarking activities or engage any outside compensation advisors.

### ***Annual bonus***

Bonuses for any of executive officers are discretionary and are generally linked to his or her individual performances for the year, including contribution to our strategic and corporate operating plans, with individual performance and providing executive officers performance incentives for attaining specific goals.

### ***2010 Equity Incentive Plan***

On September 27, 2010, our Board of Directors approved the 2010 Equity Incentive Plan, or 2010 Plan, subject to shareholder approval which occurred on November 17, 2010.

Purpose. The purpose of the 2010 Plan is to promote our success and to increase shareholder value by providing an additional means through the grant of equity compensation awards to attract, motivate, retain and reward selected employees and other eligible persons of SGOCO.

Shares Subject to 2010 Plan. Subject to adjustments under certain conditions, the maximum number of shares that may be delivered pursuant to awards under the 2010 Plan is equal to 7% of the aggregate number of shares outstanding from time-to-time.

Administration. The 2010 Plan shall be administered by, and all equity compensation awards under the 2010 Plan shall be authorized by the Board or one or more committees appointed by the Board (the "Administrator"). Any committee of the Board that serves as the Administrator shall be comprised solely of one or more directors or such number of directors as may be required under applicable laws and may delegate some or all of its authority to another committee so constituted. Unless otherwise provided in our Memorandum and Articles of Association or the applicable charter of any Administrator:

1. a majority of the members of the acting Administrator shall constitute a quorum; and
2. the vote of a majority of the members present assuming the presence of a quorum or the unanimous written consent of the members of the Administrator shall constitute action by the acting Administrator.

Eligibility. The Administrator may grant equity compensation awards under the 2010 Plan only to those persons that the Administrator determines to be either an officer, employee, director of SGOCO or a consultant or advisor of SGOCO (each of the foregoing, an "Eligible Person"); provided, however, that incentive stock options may only be granted to an Eligible Person who is an employee of SGOCO. Notwithstanding the foregoing, a person who is otherwise an Eligible Person may participate in the 2010 Plan only if such participation would not compromise our ability to comply with applicable laws (including securities laws). A participant may, if otherwise eligible, be granted additional equity compensation awards if the Administrator so determines.

Type and Form of Awards. The Administrator shall determine the type or types of equity compensation award(s) to be made to each selected Eligible Person. Under the 2016 Plan, the Administrator may grant options to purchase ordinary shares, share appreciation rights, unrestricted shares, restricted shares, and restricted share units. Such awards may be granted singly, in combination or in tandem. Awards also may be made in combination or in tandem with, in replacement of, as alternatives to, or as the payment form for grants or rights under any other employee or compensation plan of SGOCO.

**Performance-Based Awards.** The Administrator may grant equity compensation awards as performance-based shares under the 2010 Plan. Each such equity compensation award will have an initial value that is established by the Administrator on or before the date of grant. The grant, vesting, exercisability or payment of performance-based equity compensation awards may depend on the degree of achievement of one or more performance goals relative to a pre-established targeted level or a level using one or more of the business criteria (on an absolute or relative basis) for SGOCO on a consolidated basis or for one or more of SGOCO's subsidiaries, segments, divisions or business units, or any combination of the foregoing.

**Transfer Restrictions.** Except as specifically provided in the 2010 Plan:

1. all equity compensation awards are non-transferable and shall not be subject in any manner to sale, transfer, anticipation, alienation, assignment, pledge, encumbrance or charge;
2. equity compensation awards shall be exercised only by the relevant participant; and
3. amounts payable or shares issuable pursuant to any equity compensation award shall be delivered only to (or for the account of) the relevant participant.

The 2010 Plan provides that incentive share options may not be transferred except by will or the laws of descent and distribution. The Administrator has discretion to permit transfers of other awards where it concludes such transferability is appropriate and desirable.

**Amendment and Termination.** The 2010 Plan will continue in effect until the 10th anniversary of its approval by the shareholders, unless earlier terminated by our Board. Our Board may amend, suspend or terminate the 2010 Plan as it shall deem advisable, except that no amendment may adversely affect a grantee regarding awards previously granted unless such amendments are in connection with compliance with applicable laws; provided that the Board may not make any amendment in the 2010 Plan that would, if such amendment were not approved by the shareholders, cause the 2010 Plan to fail to comply with any requirement of applicable laws, unless and until shareholder approval is obtained. No award may be granted during any suspension of the 2010 Plan or after termination of the 2010 Plan. No amendment, suspension or termination of the 2010 Plan or change affecting any outstanding equity compensation award shall, without written consent of the relevant participant, affect in any manner materially adverse to the relevant participant any rights or benefits of the relevant participant or obligations of SGOCO under any equity compensation award granted under the 2010 Plan prior to the effective date of such change.

51,750 ordinary shares were awarded in January 2012 to our independent directors, consultants and employees, 20,000 ordinary shares were issued in March 2013 to our independent directors and 28,750 ordinary shares were issued in July 2013 to our independent directors, consultants and employees. In January 2014, 40,000 ordinary shares were issued to our independent directors and employees (including certain executive officers). In March 2015, 45,000 ordinary shares were issued to our independent directors and employees (including certain executive officers). In November 2015, 72,500 ordinary shares were issued to our consultants and employees (including certain executive officers). In March 14, 2016, 48,000 ordinary shares were issued to our independent directors, consultants and employees (including certain executive officers).

### **2016 Omnibus Equity Plan**

On July 13, 2016, the Board unanimously adopted the SGOCO Group, Ltd. 2016 Omnibus Equity Plan (the "2016 Plan") which provides up to 2,500,000 ordinary shares that may be issued pursuant to awards granted under the Plan. On August 10, 2016, the 2016 Plan was approved by the shareholders of the Company at the annual shareholders meeting of the Company.

**Purpose.** The purpose of the 2016 Plan is to promote our success and to increase shareholder value by providing an additional means through the grant of equity compensation awards to attract, motivate, retain and reward selected employees and other eligible persons of SGOCO.

**Administration.** The 2016 Plan shall be administered by, and all equity compensation awards under the 2016 Plan shall be authorized by the Board or one or more committees appointed by the Board (the "Administrator"). Any committee of the Board that serves as the Administrator shall be comprised solely of one or more directors or such number of directors as may be required under applicable laws and may delegate some or all of its authority to another committee so constituted. Unless otherwise provided in our Memorandum and Articles of Association or the applicable charter of any Administrator:

1. a majority of the members of the acting Administrator shall constitute a quorum; and
2. the vote of a majority of the members present assuming the presence of a quorum or the unanimous written consent of the members of the Administrator shall constitute action by the acting Administrator.

**Eligibility.** The Administrator may grant equity compensation awards under the 2016 Plan only to those persons that the Administrator determines to be either an officer, employee, director of SGOCO or a consultant or advisor of SGOCO (each of the foregoing, an "Eligible Person"); provided, however, that incentive stock options may only be granted to an Eligible Person who is an employee of SGOCO. Notwithstanding the foregoing, a person who is otherwise an Eligible Person may participate in the 2016 Plan only if such participation would not compromise our ability to comply with applicable laws (including securities laws). A participant may, if otherwise eligible, be granted additional equity compensation awards if the Administrator so determines.

**Type and Form of Awards.** The Administrator shall determine the type or types of equity compensation award(s) to be made to each selected Eligible Person. Under the 2016 Plan, the Administrator may grant options to purchase ordinary shares, share appreciation rights, restricted shares, and restricted share units. Such awards may be granted singly, in combination or in tandem. Awards also may be made in combination or in tandem with, in replacement of, as alternatives to, or as the payment form for grants or rights under any other employee or compensation plan of SGOCO.

**Performance-Based Awards.** The Administrator may grant equity compensation awards as performance-based shares under the 2016 Plan. Each such equity compensation award will have an initial value that is established by the Administrator on or before the date of grant. The grant, vesting, exercisability or payment of performance-based equity compensation awards may depend on the degree of achievement of one or more performance goals relative to a pre-established targeted level or a level using one or more of the business criteria (on an absolute or relative basis) for SGOCO on a consolidated basis or for one or more of SGOCO's subsidiaries, segments, divisions or business units, or any combination of the foregoing.

**Transfer Restrictions.** Except as specifically provided in the 2016 Plan:

1. all equity compensation awards are non-transferable and shall not be subject in any manner to sale, transfer, anticipation, alienation, assignment, pledge, encumbrance or charge;
2. equity compensation awards shall be exercised only by the relevant participant; and
3. amounts payable or shares issuable pursuant to any equity compensation award shall be delivered only to (or for the account of) the relevant participant.

The 2016 Plan provides that incentive share options may not be transferred except by will or the laws of descent and distribution. The Administrator has discretion to permit transfers of other awards where it concludes such transferability is appropriate and desirable.

**Amendment and Termination.** The 2016 Plan will continue in effect until the 10th anniversary of its approval by the shareholders, unless earlier terminated by our Board. Our Board may amend, suspend or terminate the 2016 Plan as it shall deem advisable, except that no amendment may adversely affect a grantee regarding awards previously granted unless such amendments are in connection with compliance with applicable laws; provided that the Board may not make any amendment in the 2016 Plan that would, if such amendment were not approved by the shareholders, cause the 2016 Plan to fail to comply with any requirement of applicable laws, unless and until shareholder approval is obtained. No award may be granted during any suspension of the 2016 Plan or after termination of the 2016 Plan. No amendment, suspension or termination of the 2016 Plan or change affecting any outstanding equity compensation award shall, without written consent of the relevant participant, affect in any manner materially adverse to the relevant participant any rights or benefits of the relevant participant or obligations of SGOCO under any equity compensation award granted under the 2016 Plan prior to the effective date of such change.

320,000 ordinary shares were awarded in December 2016 to our directors, consultants and employees (including certain executive officers), 190,000 ordinary shares were issued in January 2017 to our independent directors, consultants and employees (including certain executive officers). On April, 2018, a total of 180,000 shares were issued to certain of our directors and employees.

### ***Employment Agreements***

We have entered into employment agreements with each of our senior executive officers. We may terminate a senior executive officer's employment for cause, at any time, without notice or remuneration, for certain acts of the officer, including, but not limited to, a conviction or plea of guilty to a felony, negligent or dishonest acts to our detriment or misconduct or a failure to perform agreed duties. A senior executive officer may, upon advance written notice, terminate his or her employment if there is a material and substantial reduction in his or her authority and responsibilities and such resignation is approved by our Board of Directors. Furthermore, we may, upon advance written notice, terminate a senior executive officer's employment at any time without cause.

Each senior executive officer is entitled to certain benefits upon termination, if we terminate the employment without cause or if he or she resigns upon the approval of our Board of Directors.

We will indemnify a senior executive officer for his or her losses based on or related to his or her acts and omissions made in the course of his or her performance of duties within the scope of his or her employment.

Each senior executive officer has agreed to hold in strict confidence any trade secrets or confidential information of our company. Each officer also agrees to faithfully and diligently serve the Company according to the employment agreement and the guidelines, policies and procedures of our Company approved periodically by our Board of Directors.

## **C. Board Practices.**

### ***Board of Directors***

Our Board of Directors currently has five directors. Under our amended and restated memorandum and articles of association, our Board of Directors may not consist of less than two directors with no maximum number. Our directors shall hold office until their successors are elected or appointed, which will be at the Company's next annual meeting of shareholders. We do not have service contracts with our directors and do not provide our directors with any benefits upon termination of their service.

Subject to any provision to the contrary in the Articles, a director may be removed by:

1. an ordinary resolution of the Members at any time before the expiration of his or her period of office notwithstanding anything in the Articles or in any agreement between the Company and such director (but without prejudice to any claim for damages under any such agreement); or
2. a two-thirds vote of the Board of Directors, if such removal is for cause at any time before the expiration of his or her period of office notwithstanding anything in the Articles or in any agreement between the Company and such director (but without prejudice to any claim for damages under any such agreement).

The office of a director shall be vacated if the director:

1. resigns his or her office by notice in writing delivered to the Company at the Office or tendered at a meeting of the Board;
2. becomes of unsound mind or dies;
3. without special leave of absence from the Board, is absent from meetings of the Board for six consecutive months and the Board resolves that his or her office be vacated;
4. becomes bankrupt or has a receiving order made against him or her, or suspends payment to or settle with his or her creditors;
5. is prohibited by law from being a director; or
6. ceases to be a director by virtue of any provision of law of the Cayman Islands or is removed from office pursuant to the Company's Articles.

No contract or transaction between the Company and one or more of its directors or officers, or between the Company and any other corporation, partnership, association, or other organization in which one or more of its directors or officers, are directors or officers of the Company, or have a financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board or committee which authorizes the contract or transaction, or solely because any such director's or officer's votes are counted for such purpose, if:

1. the material facts as to the director's or officer's relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; or
2. the material facts as to the director's or officer's relationship or interest and as to the contract or transaction are disclosed or are known to the shareholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the shareholders; or
3. the contract or transaction is fair as to the Company as of the time it is authorized, approved or ratified, by the Board, a committee or the shareholders.

The Board of Directors may exercise all the powers of the Company to borrow money, mortgage its undertakings, property and uncalled capital, and issue debentures, debenture stock and other securities whenever money is borrowed or pledged as security for any obligation of the Company or of any third party.



### ***NASDAQ Requirements for Director Independence***

Under the NASDAQ Stock Market Marketplace Rules, or the NASDAQ rules, a majority of our directors must meet the definition of “independent” contained in those rules. Our Board has determined that Mr. Sze, Mr. Lau and Mr. Li meet the independence standards contained in the NASDAQ rules. We do not believe that any of these directors have any relationships that would preclude a finding of independence under these rules. In reaching its determination, our Board determined that any other relationships that these directors have with us do not and would not impair their ability to exercise independent judgment.

### ***Committees of Our Board of Directors***

We have established three primary committees of the Board of Directors: an audit committee, a compensation committee and a nominating committee. We have adopted a charter for each of the committees. Each committee’s members and functions are described below. The Board also created an Equity Plan Committee consisting of Hok Fung Wai and Pui Kiu LAU to administer the Company’s 2010 Plan and 2016 Plan.

***Audit Committee.*** Our audit committee consists of Mr. Sze (Chairperson), Mr. Lau and Mr. Li. Our Board of Directors has determined that all of the audit committee members satisfy the “independence” requirements of Rule 10A-3 under the Securities Exchange Act of 1934, as amended, and Rule 5605 of NASDAQ rules. In addition, our Board of Directors has determined that Mr. Sze is an “audit committee financial expert,” as defined under SEC Regulations. The audit committee is responsible for, among other things:

1. selecting the independent auditors and pre-approving all auditing and non-auditing services permitted to be performed by the independent auditors;
2. reviewing with the independent auditors any accounting, internal accounting control or audit problems or difficulties and management’s response thereto;
3. meeting with general counsel or outside counsel to discuss legal matters that may have a significant impact on the financial statements;
4. reviewing and approving all proposed related party transactions;
5. discussing the annual audited financial statements with management and the independent auditors;
6. reviewing major issues as to the adequacy of internal controls; and
7. meeting separately and periodically with management and the independent auditors.

***Compensation Committee.*** Our compensation committee consists of Mr. Lau (Chairperson), Mr. Sze and Ms. Lau. We have determined that all of the compensation committee members satisfy the “independence” requirements of Rule 5605 of NASDAQ rules. The purpose of the compensation committee is, among other things, to discharge the responsibilities of our Board of Directors relating to compensation of our directors, executive officers and other key employees, including reviewing and evaluating and, if necessary, revising the compensation plans, policies and programs of the Company adopted by the management. Our chief executive officer may not be present at any committee meeting during which his compensation is deliberated. The compensation committee is responsible for, among other things:

1. reviewing and approving the total compensation package for our chief executive officer;
2. reviewing and recommending to the Board regarding the compensation of our directors, principal executives and other key employees; and
3. reviewing periodically and approving any long-term incentive compensation or equity plans, programs or similar arrangements.

***Nominating Committee.*** Our nominating committee consists of Mr. Li (Chairperson), Mr. Lau and Ms. Lau. We have determined that all of the nominating committee members satisfy the “independence” requirements of Rule 5605 of NASDAQ rules. The nominating committee assists our Board in selecting individuals qualified to become members of our Board and in determining the composition of our Board and its committees. The corporate governance and nominating committee is responsible for, among other things:

1. identifying and recommending to the Board qualified candidates to be nominated for the election or re-election to the Board of Directors and committees of the Board of Directors, or for appointment to fill any vacancy;
2. develop and recommend to the Board of Directors a set of Corporate Governance Guidelines such as Code of Ethics and Conduct, and periodically review and reassess the adequacy of such guidelines;
3. reviewing annually with the Board of Directors the current composition of the Board of Directors with regards to characteristics such as independence, age, skills, experience and availability of service to us; and
4. advising the Board of Directors periodically regarding significant developments in the law and practice of corporate governance as well as our compliance with these laws and practices, and making recommendations to the Board of Directors on all matters of corporate governance and on any remedial actions to be taken, if needed.

#### D. Employees.

As of December 31, 2018, the company had 8 full time employees, all of which are management and administrative staff members.

We believe that we maintain a good working relationship with our employees and we have not experienced any significant labor disputes. Our employees have not entered into any collective bargaining agreements.

#### E. Share Ownership.

The following table sets forth information, as of April 30, 2019, regarding the beneficial ownership of our ordinary shares by:

1. each director and executive officer; and
2. each person known by us to own beneficially more than 5.0% of our outstanding ordinary shares.

Beneficial ownership is determined according to the SEC's rules and includes voting or investment power regarding the securities. For each person and group included in this table, percentage ownership is calculated by dividing the number of shares beneficially owned by such person or group and the number of ordinary shares such person or group has the right to acquire within 60 days after as of May 9, 2019 by the sum of 80,026,647 being the number of ordinary shares issued and outstanding as of April 30, 2019, plus the number of post-split ordinary shares such person or group has the right to acquire within 60 days after as of April 30, 2019. Except as indicated in the footnotes to the table, the persons named in the table have sole voting and investment power regarding all shares of ordinary shares shown as beneficially owned by them.

Name	Number	Percent
Raleigh Siu LAU	1,000,000	1.3%
Tommy Wing Ling LUI	500,000	*
Xiao-Ming Hu	-	*
Pui Kiu LAU	30,000	*
Wang Tai Dominic LI	30,000	*
Mark LAU	-	*
Wood Shing Kei SZE	-	*
Hok Fung WAI	-	*
<b>Principal Shareholders</b>		
Kimmy Lai Ching LUK	4,217,423	5.3%
Kwok Man Yee Elvis	4,519,347	5.7%
Alan SUN	29,140,669	36.4%
Leung Iris Chi YU	23,132,500	28.9%

“\*” Indicates less than 1%

Our major shareholders do not have different voting rights than any other shareholder. We are not aware of any arrangement that may, at a subsequent date, result in a change of control of our company.

#### ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS

##### A. Major Shareholders.

Please refer to “Item 6. Directors, Senior Management and Employees — E. Share Ownership.”

##### B. Related Party Transactions.

On April 1, 2018, a company beneficially owned by Luk Lai Ching Kimmy (principal shareholder of the Company) leased a property in No. 11 Hau Fook Street, Tsim Sha Tsui, Kowloon, from a subsidiary of the Company. The lease will be expired on March 30, 2020. During the years ended December 31, 2018, 2017 and 2016, the Company received rental amounts of \$37, \$nil and \$nil that are included in revenue, respectively.

##### C. Interests of Experts and Counsel

Not applicable.

## ITEM 8. FINANCIAL INFORMATION

### A. Consolidated Statements and Other Financial Information.

Please see “Item 18. Financial Statements” for our audited consolidated financial statements.

#### *Legal Proceedings*

Neither we nor any of our subsidiaries are currently parties to any pending legal proceedings that are expected to have a significant effect on our business, financial position, results of operations or liquidity, nor are we or any of our subsidiaries aware of any proceedings that are pending or threatened which may have a significant effect on our business, financial position and results of operations or liquidity.

#### *Dividend Policy*

We do not currently have any plans to pay any cash dividends in the foreseeable future on our ordinary shares. We currently intend to retain most, if not all, of our available funds and any future earnings to operate and expand our business.

We are a holding company incorporated in the Cayman Islands. We rely on dividends paid by our Hong Kong and Chinese subsidiaries for our cash needs. The payment of dividends by entities organized in China is subject to limitations. Regulations in the PRC currently permit payment of dividends only out of accumulated profits based on PRC accounting standards and regulations. Our Chinese subsidiaries, Beijing SGOCO and SGOCO Shenzhen, are also required to withhold at least 10% of their after-tax profit based on China’s accounting standards each year as their general reserves until the cumulative amount of such reserves reach 50% of its registered capital. These reserves are not distributable as cash dividends.

The Board of Directors of our PRC subsidiary, which is a wholly foreign owned enterprise, has the discretion to allocate a portion of its after-tax profits to its staff welfare and bonus funds, which is likewise not distributable to its equity owners except in the event of a liquidation of the foreign-invested enterprise. If the Board decides to pay dividends in the future, these restrictions may impede our ability to pay dividends and/or the amount of dividends we could pay. In addition, if the Chinese subsidiary incurs debt on its own behalf in the future, the instruments governing the debt may restrict its ability to pay dividends or make other distributions to us.

Our Board of Directors has discretion to pay dividends. Even if our Board of Directors decides to pay dividends, the form, frequency and amount will depend upon our future operations and earnings, capital requirements and surplus, general financial condition, contractual restrictions and other factors that our Board of Directors may deem relevant.

### B. Significant Changes.

Except as disclosed elsewhere in this Annual Report, we have not experienced any significant changes since the date of our audited consolidated financial statements included in this Annual Report.

## ITEM 9. THE OFFER AND LISTING

### A. Offer and Listing Details.

Our ordinary shares are listed on the NASDAQ Capital Market.

Our warrants were quoted on the OTC Bulletin Board under the symbol SGTWF through June 1, 2012 and thereafter were quoted on the OTC Pink Market. FINRA delisted our warrants from the OTC Bulletin Board effective June 1, 2012 due to our failure to timely file the prior Annual Report. Our ordinary shares, warrants, and units were previously traded on the OTC Bulletin Board under the symbols HMAQF.OB, HMAWF.OB, and HMAUF.OB, respectively. Each unit consisted of one ordinary share and one warrant. Our ordinary shares and warrants commenced to trade separately on April 9, 2008. These warrants expired on March 7, 2014.

### B. Plan of Distribution.

Not applicable.

### C. Markets.

See “Item 9. The Offer and Listing - A. Offer and Listing Details” above.

**D. Selling Shareholders.**

Not applicable.

**E. Dilution.**

Not applicable.

**F. Expenses of the Issue.**

Not applicable.

**ITEM 10. ADDITIONAL INFORMATION****A. Share Capital.**

Not applicable.

**B. Memorandum and Articles of Association.**

We incorporate by reference into this Annual Report the description of our amended and restated memorandum and articles of association contained in our registration statement on Form F-1/A (File No. 333-170674) originally filed with the Securities and Exchange Commission on December 15, 2010, as amended.

**C. Material Contracts.**

Except for the following, we have not entered into any material contracts other than in the ordinary course of business and other than those described in Item 4, or elsewhere in this Annual Report.

**D. Exchange controls.**

Under Cayman Islands law, there are currently no restrictions on the export or import of capital, including foreign exchange controls or restrictions that affect the remittance of dividends, interest or other payments to nonresident holders of our shares.

**E. Taxation.**

The following summary of the material Cayman Islands, PRC and U.S. federal income tax consequences of an investment in or ownership of our ordinary shares is based upon laws and relevant interpretations thereof in effect as of the date of this Annual Report, all of which are subject to change. This summary does not deal with all possible tax consequences regarding investing investment in our ordinary shares, such as the tax consequences under state, local and other tax laws.

***Cayman Islands Taxation***

The Cayman Islands currently levies no taxes on individuals or corporations based upon profits, income, gains or appreciation and there is no taxation in the nature of inheritance tax or estate duty. There are no other taxes likely to be material to the Company or its shareholders levied by the Government of the Cayman Islands except for stamp duties which may be applicable on instruments executed in, or brought within Cayman Islands. The Cayman Islands is not party to any double-tax treaties that are applicable to any payments made to or by the Company. There are no exchange control regulations or currency restrictions in the Cayman Islands.

***Material PRC Income Tax Considerations***

Under the new EIT Law and the Implementing Rules, an enterprise established outside of the PRC with “de facto management bodies” within the PRC is considered as a “resident enterprise” and will be subject to a PRC income tax on its global income. According to the Implementing Rules, “de facto management bodies” refer to “establishments that carry out substantial and overall management and control over the manufacturing and business operations, personnel, accounting, properties, etc. of an enterprise.” Accordingly, our holding company, SGOCO Group, Ltd., may be considered a resident enterprise and may therefore be subject to a PRC income tax on our global income. The State Administration of Taxation issued the Notice Regarding the Determination of Chinese-Controlled Offshore Incorporated Enterprises as PRC Tax Resident Enterprises on the Basis of De Facto Management Bodies, or Circular 82, on April 22, 2009.

Circular 82 provides certain specific criteria for determining whether the “de facto management body” of a Chinese-controlled offshore enterprise is located in China. Circular 82 only applies to offshore enterprises controlled by PRC enterprises and not those invested in by individuals or foreign enterprises like SGOCO. But, the determining criteria set forth in Circular 82 may reflect the State Administration of Taxation’s general position on how the “de facto management body” test should be applied in determining the tax resident status of offshore enterprises, regardless of whether they are controlled by PRC enterprises or controlled by or invested in by individuals or foreign enterprises.

If we are considered a resident enterprise and earn income other than dividends from our PRC subsidiary, such PRC income tax on our global income could significantly increase our tax burden and materially and adversely affect our cash flow and profitability. Since the EIT Law became effective in 2008, SGOCO has not been treated as a “resident enterprise.”

If the PRC tax authorities determine that SGOCO is a “resident enterprise” for PRC enterprise income tax purposes, a number of PRC tax consequences could follow. First, SGOCO may be subject to enterprise income tax at a rate of 25% on SGOCO’s worldwide taxable income and PRC enterprise income tax reporting obligations. Second, under the EIT Law and its implementing rules, dividends paid between “qualified resident enterprises” are exempt from enterprise income tax. As a result, if both SGOCO and SGOCO International are treated as PRC “resident enterprises,” all dividends from the PRC operating subsidiary to SGOCO International and from SGOCO International to SGOCO would be exempt from PRC tax.

If SGOCO were treated as a PRC “non-resident enterprise” under the EIT Law, then dividends that SGOCO receives from its PRC operating subsidiary (assuming such dividends were considered sourced within the PRC):

1. may be subject to a 5% PRC withholding tax, if the Arrangement between the Mainland of China and the Hong Kong Special Administrative Region for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion regarding Taxes on Income (the “PRC — Hong Kong Tax Treaty”) were applicable; or
2. if such treaty does not apply (i.e., because the PRC tax authorities may deem SGOCO International to be a conduit not entitled to treaty benefits), may be subject to a 10% PRC withholding tax. Any such taxes on dividends could materially reduce the amount of dividends, if any, SGOCO could pay to its shareholders.

Finally, the new “resident enterprise” classification could result in a situation in which a 10% PRC tax is imposed on dividends SGOCO pays to its non-PRC shareholders that are not PRC tax “resident enterprises” and gains derived by them from transferring SGOCO’s ordinary shares or warrants, if such income is considered PRC sourced income by the relevant PRC authorities. In such event, SGOCO may be required to withhold the 10% PRC tax on any dividends paid to its non-PRC resident shareholders. SGOCO’s non-PRC resident shareholders also may be responsible for paying PRC tax at a rate of 10% on any gain realized from the sale or transfer of ordinary shares or warrants in certain circumstances. SGOCO would not, however, have an obligation to withhold PRC tax regarding such gain. If any such PRC taxes apply, a non-PRC resident shareholder may be entitled to a reduced rate of PRC taxes under an applicable income tax treaty and/or a foreign tax credit against such shareholder’s domestic income tax liability (subject to applicable conditions and limitations). Shareholders or prospective investors should consult with their own tax advisors regarding the applicability of any such taxes, the effects of any applicable income tax treaties, and any available foreign tax credits.

## ***U.S. Federal Income Taxation***

### ***General***

The following is a summary of the material U.S. federal income tax consequences of owning and disposing of our ordinary shares. The discussion below of the U.S. federal income tax consequences to “U.S. Holders” will apply to a beneficial owner of our shares that is for U.S. federal income tax purposes:

1. an individual citizen or resident of the U.S.;
2. a corporation (or other entity treated as a corporation) that is created or organized (or treated as created or organized) in or under the laws of the U.S., any state thereof or the District of Columbia;
3. an estate whose income is includible in gross income for U.S. federal income tax purposes regardless of its source; or
4. a trust if:
  - a) a U.S. court can exercise primary supervision over the trust’s administration and one or more U.S. persons are authorized to control all substantial decisions of the trust; or
  - b) it has a valid election in effect under applicable U.S. Treasury regulations to be treated as a U.S. person.

If a beneficial owner of our shares is not described as a U.S. Holder and is not an entity treated as a partnership or other pass-through entity for U.S. federal income tax purposes, such owner will be considered a “Non-U.S. Holder.” The U.S. federal income tax consequences applicable specifically to non-U.S. Holders is described below under the heading “Tax Consequences to Non-U.S. Holders of Ordinary Shares.”

This summary is based on the Internal Revenue Code of 1986, as amended, or the Code, its legislative history, existing and proposed Treasury regulations promulgated thereunder, published rulings and court decisions, all as currently in effect. These authorities are subject to change or different interpretations, possibly on a retroactive basis.

This discussion does not address all aspects of U.S. federal income taxation that may be relevant to us or to any particular Holder of our shares based on such Holder's individual circumstances. In particular, this discussion considers only Holders that own our shares as capital assets within the meaning of Section 1221 of the Code. This discussion also does not address the potential application of the alternative minimum tax or the U.S. federal income tax consequences to Holders that are subject to special rules, including:

1. financial institutions or financial services entities;
2. broker-dealers;
3. taxpayers who have elected mark-to-market accounting;
4. tax-exempt entities;
5. governments or agencies or instrumentalities thereof;
6. insurance companies;
7. regulated investment companies;
8. real estate investment trusts;
9. certain expatriates or former long-term residents of the U.S.;
10. persons that actually or constructively own 5% or more of our voting shares;
11. persons that acquired our shares pursuant to the exercise of employee stock options, in connection with employee stock incentive plans or otherwise as compensation;
12. persons that hold our shares as part of a straddle, constructive sale, hedging, conversion or other integrated transaction; or
13. persons whose functional currency is not the U.S. Dollars.

This discussion does not address any aspect of U.S. federal non-income tax laws, such as gift or estate tax laws, or state, local or non-U.S. tax laws. Additionally, this discussion does not consider the tax treatment of partnerships or other pass-through entities or persons who hold our securities through such entities. If a partnership (or other entity classified as a partnership for U.S. federal income tax purposes) is the beneficial owner of our shares, the U.S. federal income tax treatment of a partner in the partnership will generally depend on the status of the partner and the activities of the partnership. This discussion also assumes that any distribution made (or deemed made) regarding our shares and any consideration received (or deemed received) by a Holder connected with selling or other disposition of such shares will be in U.S. Dollars.

We have not sought, and will not seek, a ruling from the Internal Revenue Service (the "IRS"), or an opinion of counsel as to any U.S. federal income tax consequence described herein. The IRS may disagree with one or more aspects of the discussion herein, and its determination may be upheld by a court. Moreover, there can be no assurance that future legislation, regulations, administrative rulings or court decisions will not adversely affect the accuracy of the statements in this discussion.

**BECAUSE OF THE COMPLEXITY OF THE TAX LAWS AND BECAUSE THE TAX CONSEQUENCES TO SGOCO OR TO ANY PARTICULAR HOLDER OF OUR SECURITIES MAY BE AFFECTED BY MATTERS NOT DISCUSSED HEREIN, EACH HOLDER OF OUR SECURITIES IS URGED TO CONSULT WITH ITS TAX ADVISOR REGARDING THE SPECIFIC TAX CONSEQUENCES OF THE OWNERSHIP AND DISPOSITION OF OUR SECURITIES, INCLUDING THE APPLICABILITY AND EFFECT OF STATE, LOCAL AND NON-U.S. TAX LAWS, AS WELL AS U.S. FEDERAL TAX LAWS AND APPLICABLE TAX TREATIES.**

## ***Tax Consequences to U.S. Holders of Ordinary Shares***

### **Taxation of Distributions Paid on Ordinary Shares**

Subject to the passive foreign investment company, or PFIC, rules discussed below, a U.S. Holder generally will be required to include in gross income as ordinary income the amount of any cash dividend paid on our ordinary shares. A cash distribution on such shares will be treated as a dividend for U.S. federal income tax purposes to the extent the distribution is paid out of our current or accumulated earnings and profits (as determined for U.S. federal income tax purposes). Such dividend will not be eligible for the dividends-received deduction generally allowed to domestic corporations regarding dividends received from other domestic corporations. Any distributions in excess of such earnings and profits generally will be applied against and reduce the U.S. Holder's basis in its ordinary shares and, to the extent in excess of such basis, will be treated as gain from the sale or exchange of such ordinary shares.

Regarding non-corporate U.S. Holders for taxable years beginning before January 1, 2013, dividends may be taxed at the lower applicable long-term capital gains rate (see “— Taxation on the Disposition of Ordinary Shares” below) provided that:

1. our ordinary shares are readily tradable on an established securities market in the U.S. or, in the event we are deemed to be a Chinese “resident enterprise” under the EIT Law, we are eligible for the benefits of the Agreement between the Government of the United States of America and the Government of the People's Republic of China for the Avoidance of Double Taxation and the Prevention of Tax Evasion regarding Taxes on Income, or the “U.S.-PRC Tax Treaty;”
2. we are not a PFIC, as discussed below, for either the taxable year in which the dividend was paid or the preceding taxable year; and
3. certain holding period requirements are met. Under published IRS authority, shares are considered for purposes of clause (1) above to be readily tradable on an established securities market in the U.S. only if they are listed on certain exchanges, which presently include the NASDAQ Stock Market but do not include the OTC Bulletin Board.

We were listed on the NASDAQ Stock Market in December 2010. If we are not able to maintain such a listing, it is anticipated that our ordinary shares will be quoted and traded only on the OTC Bulletin Board. In that case, any dividends paid on our ordinary shares would not qualify for the lower rate unless we are deemed to be a Chinese “resident enterprise” under the EIT Law and are eligible for the benefits of the U.S.-PRC Tax Treaty.

Unless the special provisions described above, dealing with the taxation of qualified dividend income at the lower long-term capital gains rate, are extended, this favorable treatment will not apply to dividends in taxable years beginning on or after January 1, 2013. U.S. Holders should consult their own tax advisors regarding the availability of the lower rate for any dividends paid regarding our ordinary shares.

If PRC taxes apply to dividends paid to a U.S. Holder on our ordinary shares, such U.S. Holder may be entitled to a reduced rate of PRC tax under the U.S.-PRC Tax Treaty. In addition, such PRC taxes may be treated as foreign taxes eligible for credit against such Holder's U.S. federal income tax liability (subject to certain limitations). U.S. Holders should consult their own tax advisors regarding the creditability of any such PRC tax and their eligibility for the benefits of the U.S.-PRC Tax Treaty.

### **Taxation on the Disposition of Ordinary Shares**

Upon a sale or other taxable disposition of our ordinary shares, and subject to the PFIC rules discussed below, a U.S. Holder should recognize capital gain or loss in an amount equal to the difference between the amount realized and the U.S. Holder's adjusted tax basis in the ordinary shares.

Capital gains recognized by U.S. Holders generally are subject to U.S. federal income tax at the same rate as ordinary income, except that long-term capital gains recognized by non-corporate U.S. Holders are generally subject to U.S. federal income tax at a maximum rate of 15% for taxable years beginning before January 1, 2013 (and 20% thereafter). Capital gain or loss will constitute long-term capital gain or loss if the U.S. Holder's holding period for the ordinary shares exceeds one year. The deductibility of capital losses is subject to various limitations.

If PRC taxes would otherwise apply to any gain from the disposition of our ordinary shares by a U.S. Holder, such U.S. Holder may be entitled to a reduction in or elimination of such taxes under the U.S.-PRC Tax Treaty. Any PRC taxes that are paid by a U.S. Holder regarding such gain may be treated as foreign taxes eligible for credit against such Holder's U.S. federal income tax liability (subject to certain limitations which could reduce or eliminate the available tax credit). U.S. Holders should consult their own tax advisors regarding the creditability of any such PRC tax and their eligibility for the benefits of the U.S.-PRC Tax Treaty.

### **Additional Taxes After 2012**

For taxable years beginning after December 31, 2012, U.S. Holders that are individuals, estates or trusts and whose income exceeds certain thresholds generally will be subject to a 3.8% Medicare contribution tax on unearned income, including, among other things, cash dividends on, and capital gains from the sale or other taxable disposition of, our ordinary shares, subject to certain limitations and exceptions. U.S. Holders should consult their own tax advisors regarding the effect, if any, of such tax on their ownership and disposition of our ordinary shares.

## Passive Foreign Investment Company Rules

A foreign (*i.e.*, non-U.S.) corporation will be a PFIC if at least 75% of its gross income in a taxable year of the foreign corporation, including its pro rata share of the gross income of any corporation in which it is considered to own at least 25% of the shares by value, is passive income. Alternatively, a foreign corporation will be a PFIC if at least 50% of its assets in a taxable year of the foreign corporation, ordinarily determined based on fair market value and averaged quarterly over the year, including its pro rata share of the assets of any corporation in which it is considered to own at least 25% of the shares by value, are held for the production of, or produce, passive income. Passive income generally includes dividends, interest, rents and royalties (other than certain rents or royalties derived from the active conduct of a trade or business) and gains from the disposition of passive assets.

The composition of our passive assets during 2008 and 2009, largely consisted of cash and other investment assets. The composition of our passive income in such periods largely consisted of interest. Therefore, it is likely that we qualified as a PFIC regarding our 2008 and 2009 taxable years.

Based on the composition of our assets and the nature of the Company's income and subsidiaries' income for our taxable year ended December 31, 2018, we do not expect to be treated as a PFIC for such year under the tax laws as enacted and construed at the present time. But, this conclusion is based in part on our treating the "other receivable" on our balance sheet not as a passive asset for PFIC purposes on the ground that it is an installment note on the sale of stock of an affiliate company that held assets that had been actively used in our manufacturing business.

We believe this conclusion is proper. But, because the matter is not certain, there is no guarantee that the IRS in an audit would agree. If the IRS did not agree, we would likely be treated as a PFIC for both 2018 and 2017.

In addition, our actual PFIC status for our 2018 taxable year or any subsequent taxable year will not be determinable until after the end of such taxable year. Accordingly, there can be no assurance regarding our status as a PFIC for our current taxable year or any future taxable year.

If we are determined to be a PFIC and a U.S. Holder did not make either a timely qualified electing fund, or QEF, election for our first taxable year as a PFIC in which the U.S. Holder held (or was deemed to hold) ordinary shares, or a mark-to-market election, as described below, such Holder generally will be subject to special rules regarding:

1. any gain recognized by the U.S. Holder on the sale or other disposition of its ordinary shares; and
2. any "excess distribution" made to the U.S. Holder (generally, any distributions to such U.S. Holder during a taxable year of the U.S. Holder that are greater than 125% of the average annual distributions received by such U.S. Holder regarding the ordinary shares during the three preceding taxable years of such U.S. Holder or, if shorter, such U.S. Holder's holding period for the ordinary shares).

Under these rules:

1. the U.S. Holder's gain or excess distribution will be allocated ratably over the U.S. Holder's holding period for the ordinary shares;
2. the amount allocated to the U.S. Holder's taxable year in which the U.S. Holder recognized the gain or received the excess distribution, or to the period in the U.S. Holder's holding period before the first day of our first taxable year in which we are a PFIC, will be taxed as ordinary income;
3. the amount allocated to other taxable years (or portions thereof) of the U.S. Holder and included in its holding period will be taxed at the highest tax rate in effect for that year and applicable to the U.S. Holder; and
4. the interest charge generally applicable to underpayments of tax will be imposed regarding the tax attributable to each such year of the U.S. Holder.

In general, a U.S. Holder may avoid the PFIC tax consequences described above in respect to our ordinary shares by making a timely QEF election to include in income its pro rata share of our net capital gains (as long-term capital gain) and other earnings and profits (as ordinary income), on a current basis, in each case whether or not distributed, in the taxable year of the U.S. Holder in which or with which our taxable year ends. There can be no assurance, however, that we will pay current dividends or make other distributions sufficient for a U.S. Holder who makes a QEF election to satisfy the tax liability attributable to income inclusions under the QEF rules, and the U.S. Holder may have to pay the resulting tax from its other assets. A U.S. Holder may make a separate election to defer the payment of taxes on undistributed income inclusions under the QEF rules, but if deferred, any such taxes will be subject to an interest charge.



The QEF election is made on a shareholder-by-shareholder basis and, once made, can be revoked only with the consent of the IRS. A U.S. Holder generally makes a QEF election by attaching a completed IRS Form 8621 (Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund), including the information provided in a PFIC annual information statement, to a timely filed U.S. federal income tax return for the tax year to which the election relates.

Retroactive QEF elections generally may be made only by filing a protective statement with such return and if certain other conditions are met or with the consent of the IRS. To comply with the requirements of a QEF election, a U.S. Holder must receive certain information from us. Upon request from a U.S. Holder, we will endeavor to provide to the U.S. Holder no later than 90 days after the request such information as the IRS may require, including a PFIC annual information statement, in order to enable the U.S. Holder to make and maintain a QEF election. However, there is no assurance that we will have timely knowledge of our status as a PFIC in the future or of the required information to be provided.

If a U.S. Holder has made a QEF election regarding our ordinary shares, and the special tax and interest charge rules do not apply to such shares (because of a timely QEF election for our first taxable year as a PFIC in which the U.S. Holder holds (or is deemed to hold) such shares), any gain recognized on the appreciation of our ordinary shares generally will be taxable as capital gain and no interest charge will be imposed. As discussed above, U.S. Holders of a QEF are currently taxed on their pro rata shares of its earnings and profits, whether or not distributed. In such case, a subsequent distribution of such earnings and profits that were previously included in income generally should not be taxable as a dividend to those U.S. Holders who made a QEF election. The tax basis of a U.S. Holder's shares in a QEF will be increased by amounts that are included in income, and decreased by amounts distributed but not taxed as dividends, under the above rules. Similar basis adjustments apply to property if by reason of holding such property the U.S. Holder is treated under the applicable attribution rules as owning shares in a QEF.

A determination as to our PFIC status will be made annually. But, an initial determination that our company is a PFIC will generally apply for subsequent years to a U.S. Holder who held ordinary shares while we were a PFIC, whether or not we meet the test for PFIC status in those years. A U.S. Holder who makes the QEF election discussed above for our first taxable year as a PFIC in which the U.S. Holder holds (or is deemed to hold) our ordinary shares, however, will not be subject to the PFIC tax and interest charge rules discussed above in respect to such shares. In addition, such U.S. Holder will not be subject to the QEF inclusion regime regarding such shares for any taxable year of ours that ends within or with a taxable year of the U.S. Holder and in which we are not a PFIC. But, if the QEF election is not effective for each of our taxable years in which we are a PFIC and the U.S. Holder holds (or is deemed to hold) our ordinary shares, the PFIC rules discussed above will continue to apply to such shares unless the Holder makes a purging election, and pays the tax and interest charge regarding the gain inherent in such shares attributable to the pre-QEF election period.

Alternatively, if a U.S. Holder, at the close of its taxable year, owns shares in a PFIC that are treated as marketable stock, the U.S. Holder may make a mark-to-market election regarding such shares for such taxable year. If the U.S. Holder makes a valid mark-to-market election for the first taxable year of the U.S. Holder in which the U.S. Holder holds (or is deemed to hold) shares in us and for which we are determined to be a PFIC, such Holder generally will not be subject to the PFIC rules described above in respect to its ordinary shares. Instead, in general, the U.S. Holder will include as ordinary income each year the excess, if any, of the fair market value of its ordinary shares at the end of its taxable year over the adjusted basis in its ordinary shares. The U.S. Holder also will be allowed to take an ordinary loss regarding the excess, if any, of the adjusted basis of its ordinary shares over the fair market value of its ordinary shares at the end of its taxable year (but only to the extent of the net amount of previously included income as a result of the mark-to-market election). The U.S. Holder's basis in its ordinary shares will be adjusted to reflect any such income or loss amounts, and any further gain recognized on a sale or other taxable disposition of the ordinary shares will be treated as ordinary income.

The mark-to-market election is available only for stock that is regularly traded on a national securities exchange that is registered with the SEC, or on a foreign exchange or market that the IRS determines has rules sufficient to establish that the market price represents a legitimate and sound fair market value. Although we became listed on the NASDAQ Stock Market in December 2010, if we are not able to maintain such a listing, it is anticipated that our ordinary shares would continue to be quoted and traded only on the OTC Bulletin Board. If our ordinary shares were to be quoted and traded only on the OTC Bulletin Board, such shares may not currently qualify as marketable stock for purposes of the election. U.S. Holders should consult their own tax advisors regarding the availability and tax consequences of a mark-to-market election in respect to our ordinary shares under their particular circumstances.

If we are a PFIC and, at any time, have a foreign subsidiary that is classified as a PFIC, U.S. Holders generally would be deemed to own a portion of the shares of such lower-tier PFIC, and generally could incur liability for the deferred tax and interest charge described above if we receive a distribution from, or dispose of all or part of our interest in, the lower-tier PFIC. Upon request, we will endeavor to cause any lower-tier PFIC to provide to a U.S. Holder no later than 90 days after the request the information that may be required to make or maintain a QEF election regarding the lower-tier PFIC. However, there is no assurance that we will have timely knowledge of the status of any such lower-tier PFIC or will be able to cause the lower-tier PFIC to provide the required information. U.S. Holders are urged to consult their own tax advisors regarding the tax issues raised by lower-tier PFICs.

If a U.S. Holder owns (or is deemed to own) shares during any year in a PFIC, such Holder may have to file an IRS Form 8621 (whether or not a QEF election or mark-to-market election is made).

The rules dealing with PFICs and with the QEF and mark-to-market elections are very complex and are affected by various factors in addition to those described above. Accordingly, U.S. Holders of our ordinary shares should consult their own tax advisors concerning the application of the PFIC rules to our ordinary shares under their particular circumstances.

### ***Tax Consequences to Non-U.S. Holders of Ordinary Shares***

Dividends paid to a non-U.S. Holder in respect to its ordinary shares generally will not be subject to U.S. federal income tax, unless the dividends are effectively in connection with the non-U.S. Holder's conduct of a trade or business within the U.S. (and, if required by an applicable income tax treaty, are attributable to a permanent establishment or fixed base that such Holder maintains in the U.S.).

In addition, a non-U.S. Holder generally will not be subject to U.S. federal income tax on any gain attributable to a sale or other disposition of our ordinary shares, unless such gain is effectively in connection with its conduct of a trade or business in the U.S. (and, if required by an applicable income tax treaty, is attributable to a permanent establishment or fixed base that such Holder maintains in the U.S.) or the non-U.S. Holder is an individual who is present in the U.S. for 183 days or more in the taxable year of sale or other disposition and certain other conditions are met (in which case, such gain from U.S. sources generally is subject to tax at a 30% rate or a lower applicable tax treaty rate).

Dividends and gains that are effectively in connection with the non-U.S. Holder's conduct of a trade or business in the U.S. (and, if required by an applicable income tax treaty, are attributable to a permanent establishment or fixed base in the U.S.) generally will be subject to tax in the same manner as for a U.S. Holder and, in the case of a non-U.S. Holder that is a corporation for U.S. federal income tax purposes, may also be subject to an additional branch profits tax at a 30% rate or a lower applicable tax treaty rate.

### ***Backup Withholding and Information Reporting***

In general, information reporting for U.S. federal income tax purposes should apply to distributions made on our ordinary shares within the U.S. to a non-corporate U.S. Holder and to the proceeds from sales and other dispositions of our ordinary shares by a non-corporate U.S. Holder to or through a U.S. office of a broker. Payments made (and sales and other dispositions effected at an office) outside the U.S. will be subject to information reporting in limited circumstances. In addition, backup withholding of United States federal income tax, currently at a rate of 28%, generally will apply to dividends paid on our ordinary shares to a non-corporate U.S. Holder and the proceeds from sales and other dispositions of shares by a non-corporate U.S. Holder, in each case who:

1. fails to provide an accurate taxpayer identification number;
2. is notified by the IRS that backup withholding is required; or
3. in certain circumstances, fails to comply with applicable certification requirements.

Unless current individual income tax rates are extended, the backup withholding rate will increase to 31% for payments made on or after January 1, 2013. A non-U.S. Holder generally may eliminate the requirement for information reporting and backup withholding by providing certification of its foreign status, under penalties of perjury, on a duly executed applicable IRS Form W-8 or by otherwise establishing an exemption.

Backup withholding is not an additional tax. Rather, the amount of any backup withholding will be allowed as a credit against a U.S. Holder's or a non-U.S. Holder's U.S. federal income tax liability and may entitle such Holder to a refund, provided that certain required information is timely furnished to the IRS. Holders are urged to consult their own tax advisors regarding the application of backup withholding and the availability of and procedure for obtaining an exemption from backup withholding in their particular circumstances.

For taxable years beginning after March 18, 2010, individual U.S. Holders may be required to report ownership of our ordinary shares and certain related information on their individual federal income tax returns in certain circumstances. Generally, this reporting requirement will apply if: (1) the ordinary shares are held in an account of the individual U.S. Holder maintained with a "foreign financial institution"; or (2) the ordinary shares are not held in an account maintained with a "financial institution," as such terms are defined in the Code. The reporting obligation will not apply to an individual, however, unless the total aggregate value of the individual's foreign financial assets exceeds \$50,000 during a taxable year.

For clarification, this reporting requirement should not apply to ordinary shares held in an account with a U.S. brokerage firm. Not complying with this reporting requirement, if it applies, will result in substantial penalties. In certain circumstances, additional tax and other reporting requirements may apply. U.S. Holders of our ordinary shares are advised to consult with their own tax advisors concerning all such reporting requirements.

**F. Dividends and paying agents.**

Not applicable.

**G. Statement by experts.**

Not applicable.

**H. Documents on display.**

We are subject to the periodic reporting and other informational requirements of the Exchange Act. Under the Exchange Act, we are required to file reports and other information with the SEC. Specifically, we are required to file annually a Form 20-F no later than four months after the close of each fiscal year and submit other information under cover of Form 6-K. Annual Reports and other information we file with the SEC may be inspected at the public reference facilities maintained by the SEC at Room 1024, 100 F. Street, N.E., Washington, D.C. 20549, and copies of all or any part thereof may be obtained from such offices upon payment of the prescribed fees. You may call the SEC at 1-800-SEC-0330 for further information on the operation of the public reference rooms and you can request copies of the documents upon payment of a duplicating fee, by writing to the SEC. In addition, the SEC maintains a web site that contains reports and other information regarding registrants (including us) that file electronically with the SEC which can be accessed at [www.sec.gov](http://www.sec.gov).

Our Internet website is [www.sgocogroup.com](http://www.sgocogroup.com). We make our Annual Reports on Form 20-F and any amendments to such reports available free of charge on our website as soon as reasonably practicable following the electronic filing of each report with the SEC. In addition, we provide copies of our filings free of charge upon request. The information contained on our website is not part of this or any other report filed with or furnished to the SEC.

As a foreign private issuer, we are exempt from the proxy requirements of Section 14 of the Exchange Act and our officers, directors and principal shareholders will be exempt from the insider short-swing disclosure and profit recovery rules of Section 16 of the Exchange Act.

**I. Subsidiary Information**

Not required.

**ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK*****Foreign Exchange Risk***

The value of the RMB against the U.S. Dollars and other currencies is affected by, among other things, changes in China's political and economic conditions. Since July 2005, the RMB has no longer been pegged to the dollar. Although the People's Bank of China, China's central bank, regularly intervenes in the foreign exchange market to prevent significant short-term fluctuations in the exchange rate, the RMB may appreciate or depreciate significantly in value against the U.S. Dollars in the medium to long term. Moreover, it is possible that in the future, PRC authorities may lift restrictions on fluctuations in the RMB exchange rate and lessen intervention in the foreign exchange market. In 2015, the RMB depreciated significantly. The center point of the currency's official trading band was 6.1265 in January, and was 6.4465 in December, which contributed partly to a decline in our 2015 revenues, which we report in U.S. dollars in our financial statements. Through 2016 the RMB continued its significant depreciation. This depreciation halted in 2017, and the RMB appreciated against the U.S. dollar during this one-year period. In 2018, the RMB exchange rate against the U.S. dollar depreciated significantly, mainly due to changes in political and economic conditions, including trade friction between China and the U.S. The exchange rate of the RMB against U.S. Dollar as of December 31, 2018 and 2017 were 6.89 and 6.53.

Because a portion of our earnings and assets are denominated in RMB, but our reporting currency is the U.S. Dollars, fluctuations in the exchange rate between the U.S. Dollars and the RMB will affect our balance sheet and our earnings per share in U.S. Dollars. In addition, appreciation or depreciation in the value of the RMB relative to the U.S. Dollars would affect our financial results reported in U.S. Dollars terms without giving effect to any underlying change in our business or results of operations.

Very limited hedging transactions are available in China to reduce exposure to exchange rate fluctuations. To date, we have not entered into any hedging transactions in order to reduce our exposure to foreign currency exchange risk. While we may enter into hedging transactions in the future, the availability and effectiveness of these transactions may be limited, and we may not be able to successfully hedge its exposure at all. In addition, foreign currency exchange losses may be magnified by PRC exchange control regulations that restrict our ability to convert RMB into foreign currencies.

**ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES**

Not applicable.

## PART II

### ITEM 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES

We have not had a default of any indebtedness, and there has not been any arrearage in the payment of dividends.

### ITEM 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS

None.

### ITEM 15. CONTROLS AND PROCEDURES

#### *Disclosure Controls and Procedures*

Our management, with the participation of our CEO, Raleigh Siu Lau and Interim Chief Financial Officer, Mr. Xiao-Ming Hu, has performed an evaluation of the effectiveness of our disclosure controls and procedures within the meaning of Rules 13a-15(e) and 15d-15(e) of the Exchange Act as of the end of the period covered by this Annual Report. Based on such evaluation, our management has concluded that, as of the end of the period covered by this Annual Report, our disclosure controls and procedures were not effective to provide reasonable assurance that material information required to be disclosed by us in the reports that we file with, or submit to, the SEC under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in by the SEC's rules and regulations. This determination was primarily due to the identification of the material weaknesses identified in our internal control over financial reporting discussed below.

#### *Management's Annual Report on Internal Control Over Financial Reporting*

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f). Under the supervision and with the participation of our management, including our CEO and CFO, we conducted an evaluation of the effectiveness of our internal control over financial reporting. Our management assessed the effectiveness of our internal control over financial reporting as of December 31, 2018. In making this assessment, it used the criteria established in the updated framework in the Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission in 1992 and updated in May 2013 issued by the Committee of Sponsoring Organizations of the Treadway Commission, or COSO. Based on our assessment, as of December 31, 2018, our internal control over financial reporting was not ineffective.

The specific material weaknesses we identified in our internal control over financial reporting consist of the following:

- The Company has limited written documentation on monitoring loan risk assessment on a regular basis;
- the lack of sufficient qualified accounting personnel with appropriate understanding of U.S. GAAP and SEC reporting requirements commensurate with our financial reporting requirements, which resulted in a number of internal control deficiencies that were identified as being significant. Also, as a small company, we do not have sufficient internal control personnel to set up adequate review functions at each reporting level.

In order to cure the foregoing material weakness, we have taken or are taking the following remediation measures:

1. We are seeking additional accounting and internal control staff with relevant U.S. GAAP accounting, SEC reporting and internal control experience, skills and knowledge in improving standards and procedures according to the requirements of the Sarbanes-Oxley Act;
2. We are in the process of hiring a permanent chief financial officer with significant U.S. GAAP and SEC reporting experience;
3. We plan to provide further training to SGOCO's finance staff to enhance their understanding of SGOCO's internal control policies and procedures, including participating in training programs relating to U.S. GAAP accounting and internal control; and
4. We plan to implement stringent written documentation and information to capture the borrower's credit risk adequately.

We intend to complete the remediation of the material weaknesses discussed above as soon as practicable but we can give no assurance that we will be able to do so. Designing and implementing an effective disclosure controls and procedures is a continuous effort that requires us to anticipate and react to changes in our business and the economic and regulatory environments and to devote significant resources to maintain a financial reporting system that adequately satisfies our reporting obligations. The remedial measures that we have taken and intend to take may not fully address the material weaknesses that we have identified, and material weaknesses in our disclosure controls and procedures may be identified in the future. Should we discover such conditions, we intend to remediate them as soon as practicable. We are committed to taking appropriate steps for remediation, as needed.

All internal control systems, no matter how well designed, have inherent limitations. Even systems determined to be effective can only provide reasonable assurance regarding financial statement preparation and presentation and may not prevent or detect misstatements. In addition, any evaluation of effectiveness in future periods is subject to the risk that controls may become inadequate because of changes in future conditions.

Despite that, management believes that the consolidated financial statements included in this Annual Report on Form 20-F present fairly the consolidated financial position, results of operations and cash flows of SGOCO for the fiscal year covered.

***Attestation report of the registered public accounting firm***

This Annual Report does not include an attestation report of our registered public accounting firm regarding internal control over financial reporting. Management’s report was not subject to attestation by our registered public accounting firm pursuant to the rules of the SEC.

***Changes in internal control over financial reporting***

Except for the matters described above, there have been no changes in our internal control over financial reporting (as defined in Rule 13a-15(f) of the Exchange Act) that occurred during the year ended December 31, 2018 that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

**ITEM 16A. AUDIT COMMITTEE FINANCIAL EXPERT**

Our Board of Directors has determined that Mr. Sze is an audit committee financial expert, and is independent for the purposes of the NASDAQ Listing Rules and Rule 10A-3 under the Exchange Act.

**ITEM 16B. CODE OF ETHICS**

We have adopted a Code of Ethics that applies to our directors, officers and employees. The Code of Ethics is designed to deter wrongdoing and to promote ethical conduct and full, fair, accurate, timely and understandable reports that the Company files or submits to the SEC and others. We have filed our Code of Ethics and Conduct as an exhibit to this Annual Report.

**ITEM 16C. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

The following table sets forth the aggregate fees by categories specified below in connection with certain professional services rendered by our principal external independent registered public accountant firms in 2018 and 2017.

	<b>2018</b>	<b>2017</b>
Audit Fee	\$ 263,546	\$ 184,699
Audit-Related Fees	-	-
Tax fees	-	-
<b>Total</b>	<b>\$ 263,546</b>	<b>\$ 184,699</b>

*Audit Fees*

Audit fees represent the aggregate fees billed for the audit of our annual financial statements, review of our interim financial statements, review of registration statements or services that are normally provided in connection with statutory and regulatory filings or engagements for those fiscal years.

*Audit-Related Fees*

There were no other audit-related fees billed by the principal accountant during the last two fiscal years for assurance and related services that were reasonably related to the performance of the audit not reported under “Audit Fees” above.

### ***Audit Committee Pre-Approval Policies and Procedures***

The Audit Committee of the Board of Directors on an annual basis reviews audit and non-audit services performed by the independent auditors. All audit and non-audit services are pre-approved by the Audit Committee, which considers, among other things, the possible effect of the performance of such services on the auditors' independence.

#### **ITEM 16D. EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES**

None.

#### **ITEM 16E. PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS**

Not applicable.

#### **ITEM 16F. CHANGES IN REGISTRANT'S CERTIFYING ACCOUNTANT**

Not applicable.

#### **ITEM 16G. CORPORATE GOVERNANCE**

There are no material differences in our corporate governance practices from those of U.S. domestic companies under the listing standards of NASDAQ.

#### **ITEM 16H. MINE SAFETY DISCLOSURE**

Not applicable.

### **PART III**

#### **ITEM 17. FINANCIAL STATEMENTS**

We have elected to provide financial statements pursuant to Item 18.

#### **ITEM 18. FINANCIAL STATEMENTS**

Our consolidated financial statements are included at the end of this Annual Report.

#### **ITEM 19. EXHIBITS**

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
<a href="#"><u>1.1</u></a>	<a href="#"><u>Amended and Restated Memorandum and Articles of Association of the Company (incorporated by reference to Exhibit 3.1 to the Company's Form F-1 (file no. 333-170674) filed on December 15, 2010)</u></a>
<a href="#"><u>2.1</u></a>	<a href="#"><u>Warrant Agreement by and between the Company and the warrant agent (incorporated by reference to Exhibit 4.1 of the Company's Form 6-K filed on February 18, 2010)</u></a>
<a href="#"><u>2.2</u></a>	<a href="#"><u>Amendment No. 1 to the Warrant Agreement (incorporated by reference to Exhibit 4.1 of the Company's Form 6-K filed on March 16, 2010)</u></a>
<a href="#"><u>2.3</u></a>	<a href="#"><u>Unit Purchase Option issued to the underwriter in the Company's initial public offering (incorporated by reference to Exhibit 4.6 to the Company's Form S-1 (file no. 333-146147) filed February 1, 2008)</u></a>
<a href="#"><u>2.4</u></a>	<a href="#"><u>Escrow Agreement by and among escrow agent, the shareholders of Honesty Group and the initial sponsors of the Company (incorporated by reference to Exhibit 4.6 to the Company's Form F-1 (file no. 333-146147) filed August 5, 2010)</u></a>
<a href="#"><u>2.5</u></a>	<a href="#"><u>Amendment No 1 to Escrow Agreement dated April 17, 2012 among escrow agent, the former shareholder of Honesty Group, the initial sponsors of the Company and SGOCO Group, Ltd. (incorporated by reference to Exhibit 2.5 to the Company's Form 20-F (file no. 001-35016) filed August 30, 2012)</u></a>

- [2.6 Sponsors Agreement, dated as of February 12, 2010, among Sun Zone Investments Limited, Sze Kit Ting, Robert Eu, W.R. Hambrecht + Co., LLC, Hambrecht 1980 Revocable Trust, AEX Enterprises Limited, John Wang, Marbella Capital Partners LLC., Cannon Family Irrevocable Trust and Shea Ventures LLC., and Hambrecht Asia Acquisition Corp. \(incorporated by reference to Exhibit 10.16 to the Company's Form F-1 \(file no. 333-146147\) filed August 5, 2010\).](#)
- [2.7 Amendment No. 1 to Sponsors Agreement, dated as of March 11, 2010, among Sun Zone Investments Limited, Sze Kit Ting, Robert Eu, W.R. Hambrecht + Co., LLC, Hambrecht 1980 Revocable Trust, AEX Enterprises Limited, John Wang, Marbella Capital Partners LLC., Cannon Family Irrevocable Trust and Shea Ventures LLC \(incorporated by reference to Exhibit 10.17 to the Company's Form F-1 \(file no. 333-146147\) filed August 5, 2010\).](#)
- [2.8 Amendment No 2 to Sponsor Agreement dated April 17, 2012 among Sun Zone Investments Limited, Sze Kit Ting Robert Eu, W.R. Hambrecht + Co., LLC, Hambrecht 1980 Revocable Trust, AEX Enterprises Limited, John Wang, Marbella Capital Partners LLC., Cannon Family Irrevocable Trust and Shea Ventures LLC., and SGOCO Group, Ltd. \(incorporated by reference to Exhibit 2.8 to the Company's Form 20-F \(file no. 001-35016\) filed August 30, 2012\).](#)
- [2.9 Amendment No 2 to Escrow Agreement dated February 26, 2013 among escrow agent, the former shareholder of Honesty Group, the initial sponsors of the Company and SGOCO Group, Ltd. \(incorporated by reference to Exhibit 2.9 to the Company's Form 20-F \(file no. 001-35016\) filed April 19, 2013\).](#)
- [2.10 Amendment No 3 to Sponsor Agreement dated February 26, 2013 among Sun Zone Investments Limited, Sze Kit Ting Robert Eu, W.R. Hambrecht + Co., LLC, Hambrecht 1980 Revocable Trust, AEX Enterprises Limited, John Wang, Marbella Capital Partners LLC., Cannon Family Irrevocable Trust and Shea Ventures LLC., and SGOCO Group, Ltd. \(incorporated by reference to Exhibit 2.10 to the Company's Form 20-F \(file no. 001-35016\) filed April 19, 2013\).](#)
- [4.1 English Translation of Business License for Beijing SGOCO Image Technology Co., Ltd. \(incorporated by reference to Exhibit 4.6 to the Company's Form 20-F \(file no. 001-35016\) filed August 30, 2012\).](#)
- [4.2 English Translation of Business License for SGOCO \(Shenzhen\) Technology Co., Ltd. \(incorporated by reference to Exhibit 4.7 to the Company's Form 20-F \(file no. 001-35016\) filed April 22, 2014\).](#)
- [4.3 Sale and Purchase Agreement dated November 15, 2011, by and between Apex Flourish Group Limited and SGOCO Group, Ltd. \(incorporated by reference to Exhibit 4.7 to the Company's Form 20-F \(file no. 001-35016\) filed August 30, 2012\).](#)
- [4.4 English Translation of Sale and Purchase Agreement dated December 24, 2014, by and between Apex Flourish Group Limited and SGOCO Group, Ltd in respect of the transfer of share equity of SGOCO \(Fujian\) Electronic Co., Ltd. \(incorporated by reference to Exhibit 4.10 to the Company's Form 20-F \(file no. 001-35016\) filed May 15, 2015\).](#)
- [4.5 Sale and Purchase Agreement dated December 28, 2015, by and between SGOCO International Limited and Richly Conqueror Limited in respect of the transfer of share equity of Boca International Limited. \(incorporated by reference to Exhibit 4.11 to the Company's Form 20-F \(file no. 001-35016\) filed May 16, 2016\).](#)
- [4.6 Supplemental Agreement to Sale and Purchase Agreement of Boca International Limited dated February 29, 2016, by and between SGOCO International Limited and Richly Conqueror Limited. \(incorporated by reference to Exhibit 4.12 to the Company's Form 20-F \(file no. 001-35016\) filed May 16, 2016\).](#)
- [4.7 Convertible Note by and between the Company and JSJ Investments Inc. dated June 3, 2015. \(incorporated by reference to Exhibit 4.13 to the Company's Form 20-F \(file no. 001-35016\) filed May 16, 2016\).](#)
- [4.8 Securities Purchase Agreement by and between the Company and LG Capital Funding, LLC dated June 10, 2015. \(incorporated by reference to Exhibit 4.14 to the Company's Form 20-F \(file no. 001-35016\) filed May 16, 2016\).](#)
- [4.9 Securities Purchase Agreement by and between the Company and Service Trading Company, LLC dated June 11, 2015. \(incorporated by reference to Exhibit 4.15 to the Company's Form 20-F \(file no. 001-35016\) filed May 16, 2016\).](#)
- [4.10 Securities Purchase Agreement by and between the Company and Adar Bays, LLC dated June 11, 2015. \(incorporated by reference to Exhibit 4.16 to the Company's Form 20-F \(file no. 001-35016\) filed May 16, 2016\).](#)
- [4.11 Securities Purchase Agreement by and between the Company and Vis Vires Group, Inc. dated June 25, 2015. \(incorporated by reference to Exhibit 4.17 to the Company's Form 20-F \(file no. 001-35016\) filed May 16, 2016\).](#)

- [4.12](#) [Securities Purchase Agreement by and between the Company and Black Forest Capital, LLC dated July 17, 2015. \(incorporated by reference to Exhibit 4.18 to the Company's Form 20-F \(file no. 001-35016\) filed May 16, 2016\).](#)
- [4.13](#) [Securities Purchase Agreement by and between the Company and Crown Bridge Partners, LLC dated September 11, 2015. \(incorporated by reference to Exhibit 4.19 to the Company's Form 20-F \(file no. 001-35016\) filed May 16, 2016\).](#)
- [4.14](#) [Share Purchase Agreement by and between the Company and an Investor dated May 9, 2016. \(incorporated by reference to Exhibit 4.20 to the Company's Form 20-F \(file no. 001-35016\) filed May 16, 2016\).](#)
- [4.15](#) [Securities Purchase Agreement by and between the Company and an Investor dated March 20, 2017. \(incorporated by reference to Exhibit 10.1 to the Company's Form 6-K \(file no. 001-35016\) filed on March 20, 2017\).](#)
- [4.16](#) [Securities Purchase Agreement by and between the Company and Investors dated April 5, 2017. \(incorporated by reference to Exhibit 10.1 to the Company's Form 6-K \(file no. 001-35016\) filed on April 6, 2017\).](#)
- [4.17](#) [Sale and Purchase Agreement dated April 28, 2017, by and between SGOCO International Limited and Full Linkage Limited in respect of the transfer of share equity of Century Skyway Limited. \(incorporated by reference to Exhibit 4.23 to the Company's Form 20-F \(file no. 001-35016\) filed May 15, 2017\).](#)
- [4.18](#) [Securities Purchase Agreement by and between the Company and Investors dated November 13, 2017. \(incorporated by reference to Exhibit 10.1 to the Company's Form 6-K \(file no. 001-35016\) filed on November 14, 2017\).](#)
- [4.19](#) [Sale and Purchase Agreement dated December 22, 2017, by and between Giant Connection Limited and Luk Lai Ching Kimmy in respect of the transfer of share equity of Giant Credit Limited. \(incorporated by reference to Exhibit 4.1 to the Company's Form 6-K \(file no. 001-35016\) filed on December 26, 2017\).](#)
- [4.20](#) [Sale and Purchase Agreement dated February 22, 2018, by and between Giant Connection Limited and Vagas Lane Limited in respect of the transfer of share equity of 11 Hau Fook Street Limited. \(incorporated by reference to Exhibit 4.1 to the Company's Form 6-K \(file no. 001-35016\) filed on February 23, 2018\).](#)
- [4.21](#) [Convertible Note Purchase Agreement by and between the Company and Lin So Chun dated April 18, 2018. \(incorporated by reference to Exhibit 4.1 to the Company's Form 6-K \(file no. 001-35016\) filed April 19, 2018\).](#)
- [4.22](#) [Sale and Purchase Agreement dated May 21, 2018, by and between Giant Connection Limited and Leung Iris Chi Yu in respect of the transfer of share equity of Paris Sky Limited. \(incorporated by reference to Exhibit 4.1 to the Company's Form 6-K \(file no. 001-35016\) filed on May 21, 2018\).](#)
- [4.23](#) [Sale and Purchase Agreement dated February 5, 2019, by and between Paris Sky Limited and Kwok Man Yee Elvis in respect of the transfer of share equity of Vision Lane Limited. \(incorporated by reference to Exhibit 4.1 to the Company's Form 6-K \(file no. 001-35016\) filed on February 6, 2019\).](#)
- [8.1\\*](#) [List of Subsidiaries](#)
- [11.1](#) [SGOCO Group, Ltd.'s Code of Ethics and Conduct \(incorporated by reference to Exhibit 99.1 to the Company's Form F-1 \(file no. 333-170674\) filed December 15, 2010\)](#)
- [12.1\\*](#) [Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002](#)
- [12.2\\*](#) [Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002](#)
- [13.1\\*](#) [Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002](#)
- [15.1\\*](#) [Consent of Centurion ZD CPA & Co.](#)
- 101 \* The following financial information from the Annual Report on Form 20-F for the fiscal year ended December 31, 2018, formatted in XBRL (Extensible Business Reporting Language) and filed electronically herewith: (i) the Consolidated Balance Sheets; (ii) the Consolidated Statements of Income and Comprehensive Income; (iii) the Consolidated Statements of Shareholders' Equity; (iv) the Consolidated Statements of Cash Flows; and (v) the Notes to the Consolidated Financial Statements.

\* Filed herewith



**SIGNATURE**

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this Annual Report on its behalf.

SGOCO Group, Ltd.

Date: May 14, 2019

By: /s/ Raleigh Siu Lau

Name: Raleigh Siu Lau

Title: President and Chief Executive Officer

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders and Board of Directors of  
SGOCO Group, Ltd.

### Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of SGOCO Group, Ltd. and subsidiaries (the "Company") as of December 31, 2018 and 2017, and the related consolidated statements of comprehensive loss, shareholders' equity and cash flows for each of the three years in the period ended December 31, 2018, and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2018 and 2017, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2018, in conformity with U.S. generally accepted accounting principles.

### Basis for Opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ Centurion ZD CPA & Co.

Centurion ZD CPA & Co.  
(successor to Centurion ZD CPA Limited)

We have served as the Company's auditor since 2016.  
Hong Kong, China

May 14, 2019

**SGOCO GROUP, LTD. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
**AS OF DECEMBER 31, 2018 AND 2017**  
(In thousands of U.S. dollars except share and per share data)

	2018	2017
<b>ASSETS</b>		
<b>CURRENT ASSETS</b>		
Cash	\$ 14,342	\$ 4,237
Pledged bank deposits	-	515
Accounts receivable, net of provision for doubtful accounts of \$196 and \$196, respectively	12	-
Loans receivable, net of nil provision for loan losses	31,047	670
Interest receivable	5	6
Other receivables and prepayments	1,860	28
Advances to suppliers	-	177
Current assets held for sale	29,283	74
<b>Total current assets</b>	<b>76,549</b>	<b>5,707</b>
Deposit for acquisition of a subsidiary	6,410	-
Deferred tax assets	161	-
Plant and equipment, net	58,319	511
Intangible assets, net	22,579	23,888
Long-term loans receivable, net of nil provision for loan losses	6,019	-
Goodwill	20,804	31,134
Non-current assets held for sale	-	37,213
<b>Total assets</b>	<b>\$ 190,841</b>	<b>\$ 98,453</b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
<b>CURRENT LIABILITIES</b>		
Short-term bank loan	\$ 200	\$ -
Accounts payable, trade	-	235
Other payables and accrued liabilities	4,258	2,953
Customer deposits	1	-
Allowance on guarantee	974	-
Taxes payable	206	15
Convertible notes - current	114	-
Current liabilities held for sale	4,282	183
<b>Total current liabilities</b>	<b>10,035</b>	<b>3,386</b>
<b>LONG-TERM LIABILITIES</b>		
Convertible notes – non-current	360	-
Warrant derivative liability	286	680
Deferred tax liabilities	11,986	5,979
Non-current liabilities held for sale	-	4,593
<b>Total liabilities</b>	<b>22,667</b>	<b>14,638</b>
<b>COMMITMENTS AND CONTINGENCIES</b>		
<b>SHAREHOLDERS' EQUITY</b>		
Preferred stock, \$0.001 par value, 10,000,000 and 1,000,000 shares authorized as of December 31, 2018 and December 31, 2017, respectively; nil issued and outstanding as of December 31, 2018 and December 31, 2017	-	-
Common stock, \$0.004 par value, 500,000,000 and 50,000,000 shares authorized as of December 31, 2018 and December 31, 2017, respectively; 75,507,300 and 16,164,855 issued and outstanding as of December 31, 2018 and December 31, 2017, respectively	302	65
Additional paid-in-capital	116,648	50,159
Retained earnings	21,128	40,922
Accumulated other comprehensive loss	(9)	(7,331)
<b>Total SGOCO Group, Ltd. shareholders' equity</b>	<b>138,069</b>	<b>83,815</b>
Non-controlling interests	30,105	-
<b>Total equity</b>	<b>168,174</b>	<b>83,815</b>
<b>Total liabilities, non-controlling interests and shareholders' equity</b>	<b>\$ 190,841</b>	<b>\$ 98,453</b>

The accompanying notes are an integral part of these consolidated financial statements.

**SGOCO GROUP, LTD. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS**  
**FOR THE YEARS ENDED DECEMBER 31, 2018, 2017 AND 2016**  
(In thousands of U.S. dollars except share and per share data)

	2018	2017	2016
REVENUES	\$ 1,580	\$ 51	\$ 5,069
COST OF REVENUES	2,635	1,343	4,867
GROSS (LOSS) PROFIT	<u>(1,055)</u>	<u>(1,292)</u>	<u>202</u>
OPERATING EXPENSES:			
Selling expenses	-	257	55
General and administrative expenses	2,391	1,959	4,115
Allowance for guarantee	157	-	-
Impairment loss of property, plant and equipment	385	-	-
Impairment loss of goodwill	10,330	5,618	-
Total operating expenses	<u>13,263</u>	<u>7,834</u>	<u>4,170</u>
OPERATING LOSS FROM CONTINUING OPERATIONS	<u>(14,318)</u>	<u>(9,126)</u>	<u>(3,968)</u>
OTHER INCOME (EXPENSES):			
Interest income	-	134	121
Interest expense	(198)	(13)	(15)
Other income (expense), net	(3)	2	-
Gain from disposal of a subsidiary	263	-	-
Loss on change in fair value of convertible notes	-	-	(1,500)
Gain (Loss) on change in fair value of warrant derivative liability	394	(150)	-
Total other income (expenses), net	<u>456</u>	<u>(27)</u>	<u>(1,394)</u>
LOSS BEFORE PROVISION FOR INCOME TAXES FROM CONTINUING OPERATIONS	<u>(13,862)</u>	<u>(9,153)</u>	<u>(5,362)</u>
INCOME TAX BENEFIT	<u>311</u>	<u>350</u>	<u>315</u>
NET LOSS FROM CONTINUING OPERATIONS	<u>\$ (13,551)</u>	<u>\$ (8,803)</u>	<u>\$ (5,047)</u>
LOSS FROM DISCONTINUED OPERATIONS, NET OF INCOME TAXES	<u>(7,513)</u>	<u>(2,411)</u>	<u>-</u>
NET LOSS	<u>(21,064)</u>	<u>(11,214)</u>	<u>\$ (5,047)</u>
Net loss attributable to noncontrolling interests – continuing operations	5,377	-	-
Net loss attributable to noncontrolling interests – discontinued operations	3,315	-	-
Net loss attributable to ordinary shareholders of SGOCO Group Ltd.	<u>(12,372)</u>	<u>(11,214)</u>	<u>(5,047)</u>
OTHER COMPREHENSIVE INCOME (LOSS):			
Foreign currency translation adjustment	(100)	369	(2,431)
Realization of foreign currency translation loss relating to disposal of a subsidiary	7,422	-	-
COMPREHENSIVE LOSS	<u>\$ (5,050)</u>	<u>\$ (10,845)</u>	<u>\$ (7,478)</u>
LOSS FROM CONTINUING OPERATIONS PER SHARE			
Basic	<u>\$ (0.23)</u>	<u>\$ (0.78)</u>	<u>\$ (0.68)</u>
Diluted	<u>\$ (0.23)</u>	<u>\$ (0.78)</u>	<u>\$ (0.68)</u>
LOSS FROM DISCONTINUED OPERATIONS PER SHARE			
Basic	<u>\$ (0.12)</u>	<u>\$ (0.21)</u>	<u>\$ -</u>
Diluted	<u>\$ (0.12)</u>	<u>\$ (0.21)</u>	<u>\$ -</u>
LOSS PER SHARE:			
Basic	<u>\$ (0.35)</u>	<u>\$ (0.99)</u>	<u>\$ (0.68)</u>
Diluted	<u>\$ (0.35)</u>	<u>\$ (0.99)</u>	<u>\$ (0.68)</u>
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING:			
Basic	<u>35,080,704</u>	<u>11,341,629</u>	<u>7,422,208</u>
Diluted	<u>35,080,704</u>	<u>11,341,629</u>	<u>7,422,208</u>

The accompanying notes are an integral part of these consolidated financial statements.

**SGOCO GROUP, LTD. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY**  
(In thousands of U.S. dollars except share data)

	Ordinary Shares			Additional Paid-in Capital	Retained Earnings		Accumulated Other Comprehensive Income	Non- controlling Interests	Total
	Shares	Par Value			Statutory Reserves	Unrestricted			
<b>BALANCE, January 1, 2016</b>	4,522,726	\$ 18	\$ 25,904	\$ -	\$ 57,183	\$ (5,269)	-	77,836	
Shares issued for equity compensation plan	459,250	2	1,564	-	-	-	-	1,566	
Shares issued on conversion of convertible notes	1,343,425	6	3,668	-	-	-	-	3,674	
Shares issued on acquisition of a subsidiary	1,162,305	5	4,075	-	-	-	-	4,080	
Shares issued on placement financing	1,900,000	7	6,994	-	-	-	-	7,001	
Rounding difference on reverse stock split	222	-	-	-	-	-	-	-	
Net loss	-	-	-	-	-	(5,047)	-	(5,047)	
Foreign currency translation adjustment	-	-	-	-	-	(2,431)	-	(2,431)	
<b>BALANCE, December 31, 2016</b>	<u>9,387,928</u>	<u>\$ 38</u>	<u>\$ 42,205</u>	<u>\$ -</u>	<u>\$ 52,136</u>	<u>\$ (7,700)</u>	-	<u>86,679</u>	
Shares issued for equity compensation plan	190,000	1	740	-	-	-	-	741	
Shares issued on acquisition of subsidiaries	3,720,283	15	4,664	-	-	-	-	4,679	
Shares issued on private placement financing	2,866,644	11	2,550	-	-	-	-	2,561	
Net loss	-	-	-	-	-	(11,214)	-	(11,214)	
Foreign currency translation adjustment	-	-	-	-	-	369	-	369	
<b>BALANCE, December 31, 2017</b>	<u>16,164,855</u>	<u>\$ 65</u>	<u>\$ 50,159</u>	<u>\$ -</u>	<u>\$ 40,922</u>	<u>\$ (7,331)</u>	-	<u>83,815</u>	
Shares issued for equity compensation plan	1,680,000	7	1,987	-	-	-	-	1,994	
Shares issued on exercise of Investor Warrants	174,903	1	174	-	-	-	-	175	
Shares issued on acquisition of subsidiaries	6,824,272	27	8,161	-	-	-	-	8,188	
Equity component of the 2018 Notes(note 18)	-	-	5,306	-	-	-	-	5,306	
Shares issued on rights offering	50,663,270	202	49,789	-	-	-	-	49,991	
Realization of foreign currency translation loss relating to disposal of a subsidiary	-	-	-	-	(7,422)	7,422	-	-	
Disposal of partial interest in subsidiaries without losing control	-	-	1,072	-	-	-	38,797	39,869	
Net loss	-	-	-	-	-	(12,372)	(8,692)	(21,064)	
Foreign currency translation adjustment	-	-	-	-	-	(100)	-	(100)	
<b>BALANCE, December 31, 2018</b>	<u>75,507,300</u>	<u>\$ 302</u>	<u>\$ 116,648</u>	<u>\$ -</u>	<u>\$ 21,128</u>	<u>\$ (9)</u>	<u>30,105</u>	<u>168,174</u>	

The accompanying notes are an integral part of these consolidated financial statements.

**SGOCO GROUP, LTD. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**FOR THE YEARS ENDED DECEMBER 31, 2018, 2017 AND 2016**  
(In thousands of U.S. dollars)

	2018	2017	2016
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>			
Net loss from continuing operations	\$ (13,551)	\$ (8,803)	\$ (5,047)
Adjustments to reconcile net loss to cash used in operating activities:			
Depreciation and amortization	2,383	1,404	1,264
Transaction cost from issue of convertible notes	-	-	44
Deferred income taxes	(457)	(350)	(315)
Bad debt provision	-	-	195
Share-based compensation expenses	534	741	1,566
Impairment loss of goodwill	10,330	5,618	-
Impairment loss of property, plant and equipment	385	-	-
Impairment loss of allowance for guarantee	157	-	-
Gain on disposal of a subsidiary	(263)	-	-
Loss on change in fair value of convertible notes	-	-	1,500
(Gain) Loss on change in fair value of warrant derivative liability	(394)	150	-
Change in operating assets			
Accounts receivable, trade	(12)	119	(96)
Loans receivable	(36,396)	-	-
Other receivables and prepayments	(343)	(187)	(202)
Inventories	-	-	25
Interest receivable	1	-	-
Advances to suppliers	179	(179)	123
Change in operating liabilities			
Accounts payables, trade	5	(1)	186
Other payables and accrued liabilities	1,104	(100)	90
Customer deposits	-	-	(412)
Taxes payable	186	(6,413)	-
Net cash used in continuing operations	(36,152)	(8,001)	(1,079)
Net cash (used in) / provided by discontinued operations	(22)	24	-
Net cash used in operating activities	(36,174)	(7,977)	(1,079)
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>			
Advances to an unrelated third party	-	-	(6,743)
Repayment from an unrelated party	-	6,457	-
Purchase of property and equipment	(2,442)	-	-
Proceeds from acquisition of a subsidiaries	1,983	943	1
Settlement of a promissory note for acquisition of a subsidiary	(3,533)	-	-
Refund of deposit paid for acquisition of a subsidiary	-	-	33,280
Deposits paid for acquisition of subsidiaries	(6,410)	-	(33,288)
Net cash (used in) provided by continuing operations	(10,402)	7,400	(6,750)
Net cash from discontinued operations	-	-	-
Net cash (used in) provided by investing activities	(10,402)	7,400	(6,750)
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>			
Proceeds from other loan from unrelated party, unsecured	-	2,172	-
New bank loan raised	200	-	-
Proceeds from loan from a shareholder	-	-	88
Payments on loan from a shareholder	-	-	(88)
Proceeds from convertible notes	5,780	-	298
Proceeds from exercise of warrants	175	-	-
Proceeds from shares issuance	49,991	3,091	7,001
Advances from unrelated parties	-	283	221
Repayment to an unrelated party	-	(221)	-
Net cash provided by continuing operations	56,146	5,325	7,520
Net cash from discontinued operations	-	-	-
Net cash provided by financing activities	56,146	5,325	7,520
EFFECT OF EXCHANGE RATE ON CASH	-	-	(7)
INCREASE (DECREASE) IN CASH	9,570	4,748	(316)
Cash and Pledged bank deposits, beginning of year	4,777	29	345
Cash and Pledged bank deposits, end of year	\$ 14,347	\$ 4,777	\$ 29

**Analysis of Cash and Pledged bank deposits**

Included in cash and cash equivalents per consolidated balance sheets	14,342	4,752	\$ 29
Included in assets of discontinued operations	5	25	-
<b>Cash and Pledged bank deposits, end of year</b>	<u>\$ 14,347</u>	<u>\$ 4,777</u>	<u>\$ 29</u>

**SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION**

Cash paid for interest	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 6</u>
Cash paid for income taxes	<u>-</u>	<u>6,413</u>	<u>-</u>

**SUPPLEMENTAL DISCLOSURE OF NON-CASH INVESTING AND FINANCING ACTIVITIES**

Common stock issued and to be issued on conversion of convertible notes	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 3,674</u>
Common stock issued for acquisition of subsidiaries	<u>8,188</u>	<u>4,679</u>	<u>4,080</u>

The accompanying notes are an integral part of these consolidated financial statements.

**SGOCO GROUP, LTD AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**YEARS ENDED DECEMBER 31, 2018, 2017 AND 2016**  
(In thousands of U.S. dollars, except for shares and per share data)

**Note 1 - Organization and description of business**

SGOCO Group, Ltd., formerly known as Hambrecht Asia Acquisition Corp. (the “Company” or “SGOCO” or “we”, “our” or “us”) was incorporated under Cayman Islands’ law on July 18, 2007. The Company was formed as a blank check company for the purpose of acquiring one or more operating businesses in the People’s Republic of China (the “PRC”) through a merger, stock exchange, asset acquisition or similar business combination or control through contractual arrangements.

The Company completed its initial public offering (“IPO”) of units consisting of one ordinary share and one warrant to purchase one ordinary share in March 12, 2008. On March 12, 2010, the Company completed a share-exchange transaction with Honesty Group Holdings Limited (“Honesty Group”) and its shareholders, and Honesty Group became a wholly-owned subsidiary of the Company (the “Acquisition”). On the closing date, the Company issued 3,575,000 of its ordinary shares to Honesty Group in exchange for 100% of the capital stock of Honesty Group. Prior to the share-exchange transaction, the Company had 5,299,126 ordinary shares issued and outstanding. After the share-exchange transaction, the Company had 4,023,689 ordinary shares issued and outstanding.

The share-exchange transaction was accounted for as reorganization and recapitalization of Honesty Group. As a result, the consolidated financial statements of the Company (the legal acquirer) were, in substance, those of Honesty Group (the accounting acquirer), with the assets and liabilities, and revenues and expenses, of the Company being included effective from the date of the share-exchange transaction. There was no gain or loss recognized based on the transaction. The historical financial statements for periods prior to March 12, 2010 are those of Honesty Group, except that the equity section and earnings per share have been retroactively restated to reflect the reorganization and recapitalization.

SGOCO International (HK) Limited, a limited liability company registered in Hong Kong, or “SGOCO International,” is a wholly owned subsidiary of SGOCO.

On February 22, 2011, SGO Corporation (“SGO”) was established in Delaware USA. On March 14, 2011, SGOCO International purchased 100% of the outstanding shares of common stock of SGO. SGO was founded for the purpose of marketing, sales and distribution of SGOCO’s high quality LCD/LED products in America. SGO commenced sales in June 2012.

On July 28, 2011, SGOCO (Fujian) Electronic Co., Ltd. (“SGOCO (Fujian)”), a limited liability company under the laws of the PRC was established by SGOCO International for the purpose of conducting LCD/LED monitor and TV product-related design, brand development and distribution.

On December 26, 2011, SGOCO International established a wholly owned subsidiary, Beijing SGOCO Image Technology Co. Ltd. (“Beijing SGOCO”), a limited liability company under the laws of the PRC for the purpose of conducting LCD/LED monitor, TV product-related and application-specific product design, brand development and distribution.

On November 14, 2013, SGOCO International established a wholly owned subsidiary, SGOCO (Shenzhen) Technology Co., Ltd. (“SGOCO Shenzhen”), a limited liability company under the laws of the PRC for the purpose of conducting LCD/LED monitor and TV product-related and application-specific product design, brand development and distribution.

In May 2014, the Company relocated its corporate headquarters from Beijing, China to Hong Kong, China.

On December 24, 2014, the Company entered into a Sale and Purchase Agreement to sell its 100% equity ownership interest in SGOCO (Fujian) to Apex Flourish Group Limited (“Apex”), which is an independent third party with interests in real estate and forestry products. Apex previously purchased Honesty Group Holdings Limited, SGOCO’s prior manufacturing business, on November 15, 2011. The Company considers December 31, 2014 as the disposal effective date since the operational and management control over SGOCO (Fujian) was shifted from SGOCO to Apex on December 31, 2014. The Sale of SGOCO (Fujian) allowed SGOCO to reform the business and reduce the reliance of traditional flat panel LED and LCD monitor products. It provided greater flexibility and scalability for the Company’s business model, which enables the Company to focus on finding new business acquisition opportunities and exploring new products.

The sales price for all the equity of SGOCO (Fujian) is equivalent to the net asset value of SGOCO (Fujian) on December 31, 2014. The final amount is \$11.0 million.



On December 28, 2015, SGOCO International entered into a Share Sale and Purchase Agreement for the Sale and Purchase of the Entire Issued Share Capital of Boca International Limited (the "Agreement") with Richly Conqueror Limited, a company incorporated under the laws of the British Virgin Islands (the "Vendor"). Pursuant to the Agreement, SGOCO International acquired 100% of the issued share capital of Boca International Limited ("Boca"), a private company incorporated in Hong Kong, from its sole legal and beneficial owner - Richly Conqueror Limited at a consideration of \$52 million in cash, plus up to 19.9% or 3.4 million newly issued ordinary shares (the "Shares") of the Company. In March, 2016, the acquisition of Boca completed and SGOCO International fully paid \$52 million plus 1,162,305 post-split shares of common stock of the Company and received 100% ownership of Boca.

Boca designs, develops and manufactures Phase Change Material (PCM-TES) storage system and applies them on cooling and heating system. Boca's PCM-TES storage system (the "System") applies real-time electricity demand peak management which shifts on-peak chiller plant load to off-peak and increases chiller efficiency by optimization controls at any time. The System could reduce electricity consumption by approximately 50% during all running time and decrease 2/3 of central air conditioning running cost due to lower tariff rate during off-peak and higher efficiency at all time. The System can be used in all existing and new buildings and is environmentally friendly with a life of more than ten years. The System fully supports energy saving to help control the greenhouse effect and achieve maximum economic benefit for customers.

The Company has effected a 1-for-4 reverse stock split of the Company's authorized ordinary shares, accompanied by a corresponding decrease in the Company's issued and outstanding shares of ordinary shares and an increase of the par value of each ordinary share from \$0.001 to \$0.004 (the "Reverse Stock Split") on January 19, 2016. All references in this report to share and per share data have been adjusted, including historical data which have been retroactively adjusted, to give effect to the reverse stock split unless specified otherwise.

On August 10, 2016, the shareholders of the Company approved an increase of the authorized ordinary shares of the Company from 12,500,000 shares to 50,000,000 shares at the annual shareholders meeting.

On April 28, 2017, SGOGO International (HK) Limited ("SGOGO International"), a wholly-owned subsidiary of SGOCO, entered into a Share Sale and Purchase Agreement with Full Linkage Limited (the "Seller") pursuant to which SGOCO International acquired all the issued and outstanding capital stock of Century Skyway Limited ("CSL"), a company incorporated in Hong Kong at a consideration of \$32,600,000 plus 1,500,000 of the Company ordinary shares. The acquisition of CSL was completed on May 10, 2017. CSL is principally engaged in Virtual Reality ("VR") device and technologies research and development. Its development centre and main researchers are in Shenzhen China

On December 15, 2017, SGOCO formed Giant Connection Limited, a limited liability company registered in the Republic of Seychelles.

On December 22, 2017, Giant Connection Limited, a wholly-owned subsidiary of SGOCO, completed the acquisition of Giant Credit Limited contemplated by the Share Exchange Agreement entered into by and between the parties in consideration for HK\$19.6 million (\$2.4 million), which was satisfied by the allotment and issuance of 2,220,283 ordinary shares of the Company. The principal activity of Giant Credit Limited is money lending in Hong Kong. Giant Credit Limited is a Hong Kong incorporated company which has a Money Lenders License for carrying on money lending business in Hong Kong. Giant Credit Limited has been providing high-quality mortgage loans to its customers since 2016. Since the commencement of business, Giant Credit Limited has continued to record a growth in its mortgage loans receivable along with satisfactory interest income.

On March 8, 2018, the Company's wholly-owned subsidiary, Giant Connection Limited closed a Share Exchange Agreement with Vagas Lane Limited for the purchase and sale of 11 Hau Fook Street Limited in consideration for HK\$26.1 million (\$3.4 million), which was satisfied by the allotment and issuance of 2,935,222 ordinary shares. 11 Hau Fook Street Limited is an investment holding company which owns two properties located at No. 11 Hau Fook Street, Tsim Sha Tsui, Kowloon, Hong Kong.

On June 7, 2018, the Company's wholly-owned subsidiary, Giant Connection Limited closed a Share Exchange Agreement for the entire issued share capital of Paris Sky Limited. In consideration for (1) the allotment of 3,889,050 ordinary shares of the Company to Leung Iris Chi Yu ("Ms. Leung"), at an initial agreed value of HK\$30,334,590 (\$3.9 million), the fair value of the 3,889,050 ordinary shares was \$4.8 million, which was calculated based on the stock price of \$1.23 per share on June 7, 2018, (2) the transfer of a 49% interest in CSL at an agreed value of HK\$126,126,000 (\$16.2 million), (3) the transfer of a 48.9% interest in Boca at an agreed value of HK\$184,842,000 (\$23.7 million), and (4) the issuance of a promissory note to Ms. Leung in the principal amount of HK\$27,103,410 (\$3.5 million), bearing a 8% interest per annum, by Giant Connection Limited, the Company acquired 100% of the issued share capital of Paris Sky Limited, an investment holding company which, through its wholly owned subsidiary, First Asia Tower Limited, owns a property located at No. 8 Fui Yiu Kok Street, Tsuen Wan, New Territories, Hong Kong. The fair value of this property was \$53.0 million on June 7, 2018. The Company repaid the promissory note in full on August 22, 2018.

On June 26, 2018, the shareholders of the Company approved to increase the authorized share capital of the Company from \$201,000 divided into 50,000,000 ordinary shares of par value \$0.004 and 1,000,000 preferred shares of par value \$0.001 each to \$2,010,000 by the creating of 450,000,000 ordinary shares of par value \$0.004 each and 9,000,000 preferred shares of par value \$0.001 each such that the share capital of the Company shall be divided into 500,000,000 ordinary shares of par value \$0.004 and 10,000,000 preferred shares of par value \$0.001 each

In the fourth quarter of 2018, management committed a plan to dispose of its remaining 51% equity interests in CSL and initiated efforts to locate buyers. On April 25, 2019, the Company entered into a Letter of Intent (the “LOI”) to sell to another individual, Ho Pui Lung (the “Purchaser”) 5,100 shares in the share capital of CSL, at a consideration of HK\$99.45 million (\$12.75 million) (see Note 3).

On February 5, 2019, the Company’s wholly-owned subsidiary, Paris Sky Limited entered into a Share Exchange Agreement (the “Agreement”) with Kwok Man Yee Elvis for the entire issued share capital of Vision Lane Limited (“Vision Lane”) for an initial consideration of \$12,428,205 to be satisfied by (1) the allotment of 4,519,347 ordinary shares of the Company to Kwok Man Yee Elvis, at \$1.10 per share and (2) the payment of the remaining balance in cash. The fair value of the 4,519,347 ordinary shares was \$5.2 million, which was calculated based on the stock price of \$1.16 per share on March 8, 2019, and the final consideration was \$12.7 million. Vision Lane is a private company incorporated in the British Virgin Islands and engages in property investment and money lending services in Hong Kong. On March 12, 2019, Paris Sky Limited closed its acquisition of Vision Lane.

On May 17, 2018, we entered into a Sale and Purchase Agreement to sell our 100% ownership interest in SGOCO Shenzhen to Realm Valley Limited, a company incorporated in British Virgin Islands, for \$1 in total consideration.

The following table represents the net assets of the SGOCO Shenzhen as of May 31, 2018 (date of disposal):

	<b>Carrying amount</b>
Cash	\$ 1
Accounts receivable	(5)
Accounts payable, trade	(240)
Other receivables and prepayments	1
Other payables and accrued liabilities	(21)
Net assets as of May 31, 2018 (date of disposal)	(264)
Consideration	\$ 1
Gain on disposal of a subsidiary	<u>\$ (263)</u>

## Note 2 – Summary of significant accounting policies

### Basis of presentation and principle of consolidation

The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”) and include the financial statements of the Company and all its majority-owned subsidiaries that require consolidation. Intercompany transactions and balances have been eliminated in the consolidation. The following entities were consolidated as of December 31, 2018:

	<b>Place incorporated</b>	<b>Ownership percentage</b>
SGOCO	Cayman Islands	Parent Company
SGOCO International	Hong Kong	100%
Beijing SGOCO	Beijing, China	100%
SGO	Delaware, USA	100%
Boca International Limited (“Boca”)	Hong Kong	51%
Century Skyway Limited (“CSL”)	Hong Kong	51%
Shen Zhen Provizon Technology Co., Limited	Shenzhen, China	51%
Giant Connection Limited	Republic of Seychelles	100%
Giant Credit Limited (“GCL”)	Hong Kong	100%
11 Hau Fook Street Limited	Hong Kong	100%
Paris Sky Limited	Marshall Islands	100%
First Asia Tower Limited	Hong Kong	100%

### Use of estimates

Preparing consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions affecting the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The more significant areas requiring the use of management’s estimates and assumptions include, but are not limited to, revenue recognition, the collectability of its receivables, the fair value and accounting treatment of certain financial instruments, the valuation and recognition of share-based compensation arrangements, fair value of assets and liabilities acquired in business combination, useful life of intangible assets, assessment of impairment of long-lived assets, intangible assets and goodwill. Management bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances. Accordingly, actual results may differ significantly from these estimates.

## Business combinations

The Company accounts for its business combinations using the acquisition method of accounting in accordance with Accounting Standards Codification ("ASC") 805 "Business Combinations." The cost of an acquisition is measured as the aggregate of the acquisition date fair values of the assets transferred and liabilities incurred by the Company to the sellers and equity instruments issued. Transaction costs directly attributable to the acquisition are expensed as incurred. Identifiable assets and liabilities acquired or assumed are measured separately at their fair values as of the acquisition date, irrespective of the extent of any noncontrolling interests. The excess of (i) the total costs of acquisition, fair value of the noncontrolling interests and acquisition date fair value of any previously held equity interest in the acquiree over (ii) the fair value of the identifiable net assets of the acquiree is recorded as goodwill. If the cost of acquisition is less than the fair value of the net assets of the subsidiary acquired, the difference is recognized directly in the consolidated statements of comprehensive income. During the measurement period, which can be up to one year from the acquisition date, the Company may record adjustments to the assets acquired and liabilities assumed with the corresponding offset to goodwill. Upon the conclusion of the measurement period or final determination of the values of assets acquired or liabilities assumed, whichever comes first, any subsequent adjustments are recorded to the consolidated statements of comprehensive income.

In a business combination achieved in stages, the Company re-measures the previously held equity interest in the acquiree immediately before obtaining control at its acquisition-date fair value and the re-measurement gain or loss, if any, is recognized in the consolidated statements of comprehensive income.

When there is a change in ownership interests that result in a loss of control of a subsidiary, the Company deconsolidates the subsidiary from the date control is lost. Any retained noncontrolling investment in the former subsidiary is measured at fair value and is included in the calculation of the gain or loss upon deconsolidation of the subsidiary.

For the Company's majority-owned subsidiaries, a noncontrolling interest is recognized to reflect the portion of their equity which is not attributable, directly or indirectly, to the Group. "Net income (loss)" on the consolidated income statements includes the "net loss attributable to noncontrolling interests". The cumulative results of operations attributable to noncontrolling interests are also recorded as noncontrolling interests in the Company's consolidated balance sheets.

## Plant and equipment

Plant and equipment is stated at cost less accumulated depreciation and accumulated impairment losses, if any. Expenditures for maintenance and repairs are charged to earnings as incurred. Major additions are capitalized. When assets are retired or otherwise disposed of, the related cost and accumulated depreciation are removed from the respective accounts, and any gain or loss is included in operations. Depreciation of plant and equipment is provided using the straight-line method for substantially all assets with estimated lives as follows:

Leasehold land and buildings	Leasehold land and buildings are depreciated over the shorter of the unexpired term of lease and their estimated useful lives, being no more than 50 years
Machinery and equipment	4-10 years
Vehicles and office equipment	4-5 years

Construction in progress represents capital expenditures for direct costs of construction or acquisition and the interest expenses directly related to the construction. Capitalization of these costs ceases and the construction in progress is transferred to the appropriate category of property, plant and equipment when substantially all the activities necessary to prepare the assets for their intended use are completed. Construction in progress is not depreciated.

## Intangible assets

Intangible assets acquired through business acquisitions are recognized as assets separate from goodwill if they satisfy either the "contractual-legal" or "separability" criterion. Purchased intangible assets and intangible assets arising from the acquisitions of subsidiaries are recognized and measured at fair value upon acquisition. Separately identifiable intangible assets that have determinable lives continue to be amortized over their estimated useful lives using the straight-line method as follows:

Proprietary technology of BOCA	20 years
Virtual reality technologies	10 years
Backlog	1 year

Separately identifiable intangible assets to be held and used are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. Determination of recoverability is based on an estimate of undiscounted future cash flows resulting from the use of the asset and its eventual disposition. Measurement of any impairment loss for identifiable intangible assets is based on the amount by which the carrying amount of the assets exceeds the fair value of the assets.

## **Goodwill**

Goodwill represents the excess of the purchase consideration over the fair value of the identifiable tangible and intangible assets acquired and liabilities assumed of the acquired entity as a result of the Company's acquisitions of interests in its subsidiaries. Goodwill is not amortized but is tested for impairment on an annual basis, or more frequently if events or changes in circumstances indicate that it might be impaired. The Company first assesses qualitative factors to determine whether it is necessary to perform the two-step quantitative goodwill impairment test. In the qualitative assessment, the Company considers primary factors such as industry and market considerations, overall financial performance of the reporting unit, and other specific information related to the operations. Based on the qualitative assessment, if it is more likely than not that the fair value of each reporting unit is less than the carrying amount, the quantitative impairment test is performed.

The Company annually, or more frequently if the Company believes indicators of impairment exist, reviews the carrying value of goodwill to determine whether impairment may exist.

In performing the two-step quantitative impairment test, the first step compares the fair values of each reporting unit to its carrying amount, including goodwill. If the fair value of each reporting unit exceeds its carrying amount, goodwill is not considered to be impaired and the second step will not be required. If the carrying amount of a reporting unit exceeds its fair value, the second step compares the implied fair value of goodwill to the carrying value of a reporting unit's goodwill. The implied fair value of goodwill is determined in a manner similar to accounting for a business combination with the allocation of the assessed fair value determined in the first step to the assets and liabilities of the reporting unit. The excess of the fair value of the reporting unit over the amounts assigned to the assets and liabilities is the implied fair value of goodwill. This allocation process is only performed for the purposes of evaluating goodwill impairment and does not result in an entry to adjust the value of any assets or liabilities. An impairment loss is recognized for any excess in the carrying value of goodwill over the implied fair value of goodwill. Application of a goodwill impairment test requires significant management judgment, including the identification of reporting units, assigning assets, liabilities and goodwill to reporting units, and determining the fair value of each reporting unit.

Goodwill arises from Company's three reporting units: the green energy products and services, the Virtual Reality technologies products and services, and the money lending services. The Company performs its annual impairment tests on December 31 of each year.

## **Warrant liability**

For warrants that are not indexed to the Company's stock, the Company records the fair value of the issued warrants as a liability at each balance sheet date and records changes in the estimated fair value as a non-cash gain or loss in the consolidated statement of operations and comprehensive income. The warrant liability is recognized in the balance sheet at the fair value (level 3). The fair value of these warrants has been determined using the Monte-Carlo simulation model. The Monte-Carlo simulation model provides for assumptions regarding volatility, call and put features and risk-free interest rates within the total period to maturity.

## **Impairment of long-lived assets other than goodwill**

The Company reviews long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to the future undiscounted net cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets.

## **Accounts receivable and other receivables**

Receivables include trade accounts due from customers and other receivables such as cash advances to employees, related parties and third parties and advances to suppliers. Management reviews the composition of accounts receivable and analyzes historical bad debts, customer concentration, customer credit worthiness, current economic trends and changes in customer payment patterns to determine if the allowance for doubtful accounts is adequate. An estimate for doubtful accounts is made when collection of the full amount is no longer probable. Delinquent account balances are written-off after management has determined that the likelihood of collection is not probable and known bad debts are written off against the allowance for doubtful accounts when identified. As of December 31, 2018, and 2017, there was \$196 and \$196 allowance for uncollectible accounts receivable, respectively. Management believes that the remaining accounts receivable are collectible.

## Loans receivables, net

Loans receivable primarily represent loan amounts due from customers. Loans receivable are recorded at unpaid principal balances net of provision that reflects the Company's best estimate of the amounts that will not be collected.

### Provision for loan losses

The provision for loan losses is increased by charges to income and decreased by charge offs (net of recoveries). Recoveries represent subsequent collection of amounts previously charged-off. The increase in provision for loan losses is the netting effect of "reversal" and "provision" for both business and personal loans. If the ending balance of the provision for loan losses after any charge offs (net of recoveries) is less than the beginning balance, it will be recorded as a "reversal"; if it is larger, it will be recorded as a "provision" in the provision for loan loss. The netting amount of the "reversal" and the "provision" is presented in the statements of comprehensive loss.

The provision consists of specific and general components. The specific component consists of the amount of impairment related to loans that have been evaluated on an individual basis, and the general component consists of the amount of impairment related to loans that have been evaluated on a collective basis. Loans are considered impaired when, based on current information and events, it is probable that the Company will be unable to collect all amounts when due according to the contractual terms of the loan agreement. Loans for which the terms have been modified resulting in a concession, and for which the borrower is experiencing financial difficulties, are considered troubled debt restructurings ("TDRs").

The Company recognizes a charge-off when management determines that full repayment of a loan is not probable. The primary factor in making that determination is the potential outcome of a lawsuit against the delinquent debtor. The Company will recognize a charge-off when the Company loses contact with the delinquent borrower for more than one year or when the court rules against the Company to seize the collateral asset of the delinquent debt from either the guarantor or borrower. In addition, when the recoverability of the delinquent debt is highly unlikely, the senior management team will go through a stringent procedure to approve a charge-off. Management estimates the provision balance required using past loan loss experience, information about specific borrower situations and estimated collateral values, economic conditions, and other factors. Allocations of the provision may be made for specific loans, but the entire provision is available for any loan that, in management's judgment, should be charged-off.

The provision for loan losses is maintained at a level believed to be reasonable by management to absorb probable losses as of each balance sheet date. The provision is based on factors such as an assessment of individual loans and actual loss. The Company evaluates its provision for loan losses on a quarterly basis or more often as necessary.

### Interest receivable

Interest receivable are accrued and credited to income as earned but not received. The Company determines a loan past due status by the number of days that have elapsed since a borrower has failed to make a contractual interest or principal payment. Accrual of interest is generally discontinued when either (i) reasonable doubt exists as to the full, timely collection of interest or principal or (ii) when a loan interest or principal becomes past due by more than 90 days. Additionally, any previously accrued but uncollected interest is reversed. Subsequent recognition of income occurs only to the extent payment is received, subject to management's assessment of the collectability of the remaining interest and principal. Loans are generally restored to an accrual status when it is no longer delinquent and collectability of interest and principal is no longer in doubt and past due interest is recognized at that time.

### Fair value of financial instruments

The Company's financial instruments primarily consist of cash and cash equivalents, accounts receivable, accounts payable, other receivables, other payables and accrued liabilities, advances to suppliers, short-term loans, customer deposits and convertible notes.

As of the balance sheet dates, the estimated fair value of cash and cash equivalents, accounts receivable, accounts payable, other receivables, other payables and accrued liabilities, advances to suppliers, short-term loans and customer deposits were not materially different from their carrying values as presented due to the short maturities of these instruments and that the interest rates on the borrowings approximate those that would have been available for loans for similar remaining maturity and risk profile at the respective reporting periods.

The fair value measurement accounting standard defines fair value, establishes a three-level valuation hierarchy for disclosures of fair value measurement and enhances disclosure requirements for fair value measures. The three levels are defined as follows:

- *Level 1* inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.
- *Level 2* inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the assets or liability, either directly or indirectly, for substantially the full term of the financial instruments.
- *Level 3* inputs to the valuation methodology are unobservable and significant to the fair value.

The following table sets forth by level within the fair value hierarchy our financial assets and liabilities that were accounted for at fair value on a recurring basis:

	Carrying Value at December 31, 2018	Fair Value Measurement at December 31, 2018		
		Level 1	Level 2	Level 3
Warrant derivative liability	\$ 286	\$ -	\$ -	\$ 286

A summary of changes in Warrant derivative liability for the years ended December 31, 2018, 2017 and 2016 was as follows:

Balance at January 1, 2016 and 2017	\$ -
Issuance of warrants on April 5, 2017	530
Change in fair value of warrant derivative liability	150
Balance at December 31, 2017	680
Change in fair value of warrant derivative liability	(394)
Balance at December 31, 2018	286

The fair value of the outstanding warrants was calculated using the Monte-Carlo simulation Model with the following assumptions at inception and on subsequent valuation date:

Warrants	December 31, 2018	December 31, 2017	April 5, 2017
Market price per share (USD/share)	\$ 0.85	\$ 1.06	\$ 2.75
Exercise price (USD/share)	1.00	1.00	2.75
Risk free rate	2.53%	2.00%	1.83%
Dividend yield	-%	-%	-%
Expected term/Contractual life (years)	2.26	3.26	4.00
Expected volatility	81.54%	110.46%	106.46%

### Comprehensive income

U.S. GAAP generally requires that recognized revenue, expenses, gains and losses be included in net income or loss. Although certain changes in assets and liabilities are reported as separate components of the equity section of the consolidated balance sheet, such items, along with net income, are components of comprehensive income or loss. The components of other comprehensive income or loss consist of foreign currency translation adjustments net of realization of foreign currency translation gain relating to disposal of subsidiaries.

### Revenue recognition

In May 2014 the FASB issued Accounting Standards Update (ASU) No. 2014-09, Revenue from Contracts with Customers (Topic 606), which supersedes all existing revenue recognition requirements, including most industry specific guidance. This new standard requires a company to recognize revenues when it transfers goods or services to customers in an amount that reflects the consideration that the company expects to receive for those goods or services. The FASB subsequently issued the following amendments to ASU No. 2014-09 that have the same effective date and transition date: ASU No. 2016-08, Revenue from Contracts with Customers (Topic 606): Principal versus Agent Considerations; ASU No. 2016-10, Revenue from Contracts with Customers (Topic 606): Identifying Performance Obligations and Licensing; ASU No. 2016-12, Revenue from Contracts with Customers (Topic 606): Narrow-Scope Improvements and Practical Expedients; and ASU No. 2016-20, Technical Corrections and Improvements to Topic 606, Revenue from Contracts with Customers. The Company adopted these amendments with ASU 2014-09 (collectively, the new revenue standards).

The Company has assessed the impact of the guidance by reviewing its existing customer contracts and current accounting policies and practices to identify differences that will result from applying the new requirements, including the evaluation of its performance obligations, transaction price, customer payments, transfer of control and principal versus agent considerations. Based on the assessment, the Company concluded that there was no change to the timing and pattern of revenue recognition for its current revenue streams in scope of ASC 606 and therefore there were no material changes to the Company's consolidated financial statements upon adoption of ASC 606. Pursuant to ASC606-10-15-2, the interest income generated by the Company is scoped out of ASC606.

In accordance with ASC Topic 606, revenues are recognized when control of the promised goods or services is transferred to the Company's customers, in an amount that reflects the consideration the Company expects to be entitled to in exchange for those goods or services. In determining when and how much revenue is recognized from contracts with customers, the Company performs the following five-step analysis: (1) identify the contract(s) with a customer; (2) identify the performance obligations in the contract; (3) determine the transaction price; (4) allocate the transaction price to the performance obligations in the contract; (5) recognize revenue when (or as) the entity satisfies a performance obligation.

### Product sales

Revenues from product sales are recognized when the customer obtains control of the Company's product, which occurs at a point in time, typically upon delivery to the customer. The Company expenses incremental costs of obtaining a contract as and when incurred if the expected amortization period of the asset that it would have recognized is one year or less or the amount is immaterial.

Revenues from product sales are recorded net of reserves established for applicable discounts and allowances that are offered within contracts with the Company's customers.

### Interest on loan receivables

Interest on loan receivables is accrued monthly in accordance with their contractual terms and recorded in accrued interest receivable. The Company does not charge prepayment penalties. Additionally, any previously accrued but uncollected interest is reversed and accrual is discontinued, when either (i) reasonable doubt exists as to the full, timely collection of interest or principal or (ii) when a loan becomes past due by more than 90 days.

As of December 31, 2018, the Company had outstanding interest related contract amount \$2.4 million, which were expected to be completed within 12 months after December 31, 2018.

### Property lease and management

Minimum contractual rental income related to property leases are recognized on a straight-line basis over the terms of the respective leases. Straight-line rental revenue commences when the tenant assumes control of the leased premises. In accordance with the Company's standard lease terms, rental payments are generally due on a monthly basis. Tenant recovery revenue includes payments from tenants as reimbursements for management fees and utilities, etc., which are recognized when the related expenses are incurred. Rental from office lease and tenant recovery revenue together is recorded as "Property lease and management."

Below is the summary presenting the Company's revenues disaggregated by products and services and timing of revenue recognition:

Revenue by recognition over time vs point in time	Year ended December 31,		
	2018	2017	2016
Revenue by recognition over time	\$ 1,570	\$ -	\$ -
Revenue by recognition at a point in time	10	51	5,069
	<u>\$ 1,580</u>	<u>51</u>	<u>\$ 5,069</u>

Revenue by major product line	Year ended December 31,		
	2018	2017	2016
Interest on loans	\$ 980	\$ -	\$ -
Property lease and management	590	-	-
Product sale	10	51	5,069
	<u>\$ 1,580</u>	<u>51</u>	<u>\$ 5,069</u>

### Contract Balances

For the twelve months ended December 31, 2018, the Company did not have any significant incremental costs of obtaining contracts with customers incurred and/or costs incurred in fulfilling contracts with customers within the scope of ASC Topic 606, that shall be recognized as an asset and amortized to expenses in a pattern that matches the timing of the revenue recognition of the related contract.

Advances received from customers related to unsatisfied performance obligations are recorded as contract liabilities (advance from customers), which will be recognized as revenues upon the satisfaction of performance obligations through the transfer of related promised goods and services to customers.

The Company's contract liabilities consist of rental receipt in advance related to rent paid in advance for leasing office. Below is the summary presenting the movement of the Company's contract liabilities for the twelve months ended December 31, 2018:

	Rental receipt in advance
Balance as of January 1, 2018	\$ -
Acquisition of First Asia Tower Limited	10
Revenue recognized from beginning contract liability balance	(10)
Advances received from customers related to unsatisfied performance obligations	6
Balance as of December 31, 2018	<u>6</u>

## **Allocation to Remaining Performance Obligations**

The Company has elected to apply the practical expedient in paragraph ASC Topic 606-10-50-14 and did not disclose the information related to transaction price allocated to the performance obligations that are unsatisfied or partially unsatisfied as of December 31, 2018, because either the performance obligation of the Company's contracts with customers has an original expected duration of one year or less or the Company has a right to consideration from a borrower or a customer in an amount that corresponds directly with the value to the borrower or the customer of the Company's performance completed to date, therefore the Company may recognize revenue in the amount to which the Company has a right to invoice or collect.

## **Income taxes**

The Company accounts for income taxes in accordance with the accounting standard issued by the Financial Accounting Standard Board ("FASB") for income taxes. Under the asset and liability method as required by this accounting standard, deferred income taxes are recognized for the tax consequences of temporary differences by applying enacted statutory tax rates applicable to future years to differences between the financial statement carrying amounts and the tax bases of existing assets and liabilities. The charge for taxation is based on the results for the reporting period as adjusted for items which are non-assessable or disallowed. It is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date. The effect on deferred income taxes of a change in tax rates is recognized in income in the period that includes the enactment date. A valuation allowance is recognized if it is more likely than not that some portion, or all of, a deferred tax asset will not be realized.

Under the accounting standard regarding accounting for uncertainty in income taxes, a tax position is recognized as a benefit only if it is "more likely than not" that the tax position would be sustained in a tax examination, with a tax examination being presumed to occur. The amount recognized is the largest amount of tax benefit that is greater than 50% likely of being realized on examination. For tax positions not meeting the "more likely than not" test, no tax benefit is recorded. Penalties and interest incurred related to underpayment of income tax are classified as income tax expense in the year incurred. During the years ended December 31, 2018, 2017 and 2016, the Company has not incurred any interest related to income taxes. U.S. GAAP also provides guidance on de-recognition, classification, interest and penalties, accounting in interim periods, disclosures and transition.

The Company's Chinese subsidiaries are subject to taxation in the PRC. The PRC income tax returns are generally not subject to examination by the tax authorities for tax years before calendar (tax) year 2012. With a few exceptions, the calendar (tax) years 2013-2018 remain open to examination by tax authorities in the PRC.

## **Share-based compensation**

The Company accounts for equity instruments issued in exchange for the receipt of goods or services from consultants in accordance with the accounting standards regarding accounting for stock-based compensation and accounting for equity instruments that are issued to other than employees for acquiring or in conjunction with selling goods or services. Costs are measured at the estimated fair market value of the consideration received or the estimated fair value of the equity instruments issued, whichever is more reliably determinable. The value of equity instruments issued for consideration other than employee services is determined on the earlier of a performance commitment or completion of performance by the provider of goods or services as defined by these accounting standards. In the case of equity instruments issued to consultants, the fair value of the equity instrument is recognized over the term of the consulting agreement if there is a term.

The Company accounts for equity instruments issued in exchange for the receipt of services from employees in the financial statements based on their fair values at the date of grant. The fair value of awards is amortized over the requisite service period.

## **Financial guarantee**

A provision for possible losses to be absorbed by the Company for financial guarantees it provides is recorded as an accrued liability when the guarantees are made and recorded as "Allowance on guarantee" in the consolidated balance sheets. This accrued liability represents probable losses and is increased or decreased by accruing a "Allowance (reversal of allowance) on financial guarantee" throughout the terms of the guarantees as necessary when additional relevant information becomes available.

The methodology used to estimate the liability for possible guarantee losses considers the guarantee contract amounts and a variety of factors, which include, depending on the counterparty, the latest financial position and performance of the borrowers, actual defaults, estimated future defaults, historical loss experience, estimated value of collateral or guarantees the customers or third parties offered, and other economic conditions, such as economic trends in the area and the country. The estimates are based upon information available at the time the estimates are made. It is possible that prior experience and default history of the borrowers are not indicative of future losses on guarantees made. Any increase or decrease in the provision would affect the Company's consolidated income statements in future years.



## Foreign currency translation

The reporting currency of the Company is the U.S. Dollar. The functional currency of the Company and its PRC subsidiaries is the RMB. The functional currencies of its Hong Kong subsidiaries SGOCO International and CSL are the U.S. Dollar, Boca, GCL, 11 Hau Fook Street Limited and First Asia Tower Limited are the Hong Kong Dollar. Results of operations and cash flow are translated at average exchange rates during the period, and assets and liabilities are translated at the exchange rate at the end of the period. Capital accounts are translated at their historical exchange rates when the capital transaction occurred. Translation adjustments resulting from this process are included in accumulated other comprehensive income. Transaction gains and losses that arise from exchange rate fluctuations on transactions denominated in a currency other than the functional currency are included in the results of operations as incurred.

The balance sheet amounts with the exception of equity were translated using RMB6.89 and RMB6.53 to \$1.00 at December 31, 2018 and 2017, respectively. The equity accounts were stated at their historical exchange rates. The average translation rates applied to the income and cash flow statement amounts for the years ended December 31, 2018, 2017 and 2016 were RMB6.64, RMB6.76, and RMB6.64 to \$1.00, respectively.

## Recent accounting pronouncements

In February 2016, the FASB issued ASU No. 2016-02, Leases (Topic 842). The new standard establishes a right-of-use (“ROU”) model that requires a lessee to record a ROU asset and a lease liability on the balance sheet for all leases with terms longer than 12 months. Leases will be classified as either finance or operating, with classification affecting the pattern of expense recognition in the income statement. The new standard is effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. A modified retrospective transition approach is required for lessees for capital and operating leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements, with certain practical expedients available. The Company does not expect that the adoption of this guidance will have a material impact on its consolidated financial statements.

In June 2016, the FASB issued ASU No. 2016-13, Financial Instruments-Credit Losses (Topic 326), which is effective January 1, 2020, with early adoption permitted on January 1, 2019. The guidance introduces a new credit reserving model known as the Current Expected Credit Loss (CECL) model, which is based on expected losses, and differs significantly from the incurred loss approach used today. The CECL model requires measurement of expected credit losses not only based on historical experience and current conditions, but also by including reasonable and supportable forecasts incorporating forward-looking information and will likely result in earlier recognition of credit reserves. The Company does not intend to adopt the new standard early and is currently evaluating the impact the new guidance will have on its financial position, results of operations and cash flows; however, it is expected that the new CECL model will alter the assumptions used in calculating credit losses on loans, among other financial instruments, and may result in material changes to the Company’s credit reserves.

In January 2017, the FASB issued ASU No. 2017-04, Simplifying the Test for Goodwill Impairment. The guidance removes Step 2 of the goodwill impairment test, which requires a hypothetical purchase price allocation. A goodwill impairment will now be the amount by which a reporting unit’s carrying value exceeds its fair value, not to exceed the carrying amount of goodwill. The guidance should be adopted on a prospective basis for the annual or any interim goodwill impairment tests beginning after December 15, 2019. Early adoption is permitted for interim or annual goodwill impairment tests performed on testing dates after January 1, 2017. The Company is currently evaluating the impact of adopting this standard on its consolidated financial statements.

In June 2018, the FASB issued ASU 2018-07, "Compensation — Stock Compensation (Topic 718): Improvements to Nonemployee Share-Based Payment Accounting," which expands the scope of ASC 718 to include share-based payment transactions for acquiring goods and services from non-employees. An entity should apply the requirements of ASC 718 to non-employee awards except for specific guidance on inputs to an option pricing model and the attribution of cost. The amendments specify that ASC 718 applies to all share-based payment transactions in which a grantor acquires goods or services to be used or consumed in a grantor’s own operations by issuing share-based payment awards. The new guidance is effective for SEC filers for fiscal years, and interim reporting periods within those fiscal years, beginning after December 15, 2019 (i.e., January 1, 2020, for calendar year entities). Early adoption is permitted. The Company is evaluating the effects of the adoption of this guidance and currently believes that it will impact the accounting of the share-based awards granted to non-employees.

In August 2018, the FASB issued ASU 2018-13, Fair Value Measurement - Disclosure Framework (Topic 820). The updated guidance improves the disclosure requirements on fair value measurements. The updated guidance is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2019. Early adoption is permitted for any removed or modified disclosures. The Company is currently assessing the timing and impact of adopting the updated provisions to its consolidated financial statements.

In December 2018, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2018-20, Leases (Topic 842): Narrow-Scope Improvements for Lessors. The amendments clarify or simplify certain narrow aspects of ASC 842 for lessors. Specifically: 1) The amendments provide an accounting policy election whereby lessors may choose not to evaluate whether certain sales taxes and other similar taxes are lessor costs or lessee costs. Instead, lessors making the election will account for those costs as if they are lessee costs, i.e., through the balance sheet instead of the income statement. 2) Lessors will exclude from variable payments, and therefore revenue, lessor costs paid by lessees directly to third parties. Conversely, lessors will include in variable payments, and therefore revenue, such costs that are paid by the lessor and reimbursed by the lessee, and 3) Regarding contracts with lease and nonlease components, lessors will allocate certain variable payments to the lease and nonlease components when the changes in facts and circumstances on which the variable payment is based occur. The amount of variable payments allocated to the lease components will be recognized in profit or loss, while the amount of variable payments allocated to nonlease components will be recognized in accordance with other GAAP. If an entity has not yet adopted the new leases standard, it must adopt ASU 2018-20 concurrently with the leases standard. If an entity has previously adopted the new leases standard, specific transition requirements apply. The Company is in the process of evaluating the impact of adoption of this ASU on the consolidated financial statements.

Other accounting standards that have been issued or proposed by the FASB or other standards-setting bodies that do not require adoption until a future date are not expected to have a material impact on the Company’s consolidated financial statements upon adoption.

### Note 3 – Discontinued Operations

On June 7, 2018, the Company transferred its 49% interest in CSL at an agreed value of HK\$126,126,000 (\$16.2 million) to Ms. Leung (Note 1). In the fourth quarter of 2018, management committed a plan to dispose of its remaining 51% equity interests in CSL and initiated efforts to locate buyers. On April 25, 2019, the Company entered into a Letter of Intent (the “LOI”) to sell to another individual, Ho Pui Lung (the “Purchaser”) 5,100 shares in the share capital of CSL, at a consideration of HK\$99.45 million (\$12.75 million), which shall be satisfied by:

1. the surrender of the 2018 Notes (Note 16) with a principal amount of \$3.76 million, beneficially owned by the Purchaser, to SGOCO for cancellation as an initial deposit upon signing of the LOI, and the cancellation shall be irrevocable unless the Company fails to complete the transaction contemplated herein without fault on the part of the Purchaser. On April 30, 2019, the 2018 Notes with a principal amount of \$3.76 million were surrendered to the Company for cancellation in satisfaction of the initial deposit thereunder
2. the payment of the remaining balance by way of a cashier’s order made payable to the Company or such other means as may be mutually agreed by the parties

As of December 31, 2018, operations of CSL to be disposed of were reported as discontinued operations. Accordingly, assets, liabilities, revenues, expenses and cash flows related to CSL have been reclassified in the consolidated financial statements as discontinued operations for all periods presented.

The following table presents the components of discontinued operations reported in the consolidated balance sheets:

	2018	2017
Cash	\$ 5	\$ 25
Advances to suppliers	45	49
Goodwill	12,831	18,843
Intangible assets	16,402	18,370
<b>Assets held for sale</b>	<b>29,283</b>	<b>37,287</b>
Classified as:		
— Current	29,283	74
— Non-current	-	37,213
Other payables, accrued liabilities and customer deposits	\$ 182	\$ 183
Deferred tax liabilities	4,100	4,593
<b>Liabilities held for sale</b>	<b>4,282</b>	<b>4,776</b>
Classified as:		
— Current	4,282	183
— Non-current	-	4,593

The following table presents the components of discontinued operations reported in the consolidated statements of comprehensive loss:

	Year ended December 31,		
	2018	2017	2016
Revenues	\$ -	\$ -	\$ -
Cost of revenues	-	-	-
Operating expenses	(8,005)	(2,740)	-
Loss before provision for income taxes	(8,005)	(2,740)	-
Income tax credit	492	329	-
Loss from discontinued operations, net of income taxes	(7,513)	(2,411)	-

#### Note 4 – Pledged bank deposits

These were bank deposits placed at a specified bank account to secure the Company's letters of credit and were released upon maturity of the relevant letters of credit.

#### Note 5 – Accounts receivable, trade

Accounts receivable as of December 31, 2018 and 2017 consisted of the following:

	December 31,	
	2018	2017
Accounts receivable	\$ 208	\$ 196
Allowance for doubtful accounts	(196)	(196)
	<u>\$ 12</u>	<u>\$ -</u>

The movements in allowance for doubtful accounts are as follows:

	2018	2017
Balance at the beginning of the year	\$ 196	\$ 196
Addition	-	-
Balance at the end of the year	<u>\$ 196</u>	<u>\$ 196</u>

All of the Company's customers are located in the PRC and Hong Kong. The Company provides credit in the normal course of business. The Company performs ongoing credit evaluations of its customers and maintains allowances for doubtful accounts based on factors surrounding the credit risk of specific customers, historical trends, and other information.

#### Note 6- Loans receivable, net

The interest rates on loans issued ranged between 6% and 23% for the year ended December 31, 2018, and ranged between 12% and 16% for the year ended December 31, 2017.

Loans receivable consisted of the following:

	December 31,	
	2018	2017
Loan receivable, gross		
Personal loans	\$ 30,941	\$ 670
Corporate loans	6,125	-
Provision for loan losses	-	-
Total loans receivable, net	<u>\$ 37,066</u>	<u>\$ 670</u>
Less: classified as non-current loans receivable, net	(6,019)	-
Total current loans receivable, net	<u>31,047</u>	<u>670</u>

The following is a maturity analysis of the Company's loans receivable at December 31, 2018:

**For the year ending December 31,**

2019	\$	31,047
2020		639
2021		4,338
2022		389
2023		33
2024 and thereafter		620
<b>Total</b>		<b>37,066</b>

The Company originates loans to customers located primarily in Hong Kong.

As of December 31, 2018 and 2017, the Company had 15 and 3 personal loan customers, and 3 and nil corporate loan customers, respectively. Provision for loan losses is estimated on a quarterly basis based on an assessment of specific evidence indicating doubtful collection, historical experience, loan balance aging and prevailing economic conditions.

A loan is considered impaired when, based on current information and events, it is probable that the Company will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan agreement. Factors considered by management in determining impairment include payment status, collateral value and the probability of collecting scheduled principal and interest payments when due. Loans that experience insignificant payment delays and payment shortfalls generally are not classified as impaired. Management determines the significance of payment delays and payment shortfalls on a case-by-case basis, taking into consideration all of the circumstances surrounding the loan and the borrower, including the length of the delay, the reasons for the delay, the borrower's prior payment record and the amount of the shortfall in relation to the principal and interest owed. Impairment is measured on a loan by loan basis for corporate and personal loans by either the present value of expected future cash flows discounted at the loan's effective interest rate or the fair value of the collateral if the loan is collateral dependent.

For the years ended December 31, 2018 and 2017, no provision was charged to the statement of income, and no write-off against provisions was made.

The following table represents the aging of loans receivable as of December 31, 2018 and 2017:

	<b>December 31,</b>	
	<b>2018</b>	<b>2017</b>
1-89 days past due	\$ 2,569	\$ 2
90-179 days past due	-	-
180-365 days past due	-	96
Over 1 year past due	-	-
<b>Total past due</b>	<b>\$ 2,569</b>	<b>\$ 98</b>
Current	34,497	572
<b>Total loans</b>	<b>\$ 37,066</b>	<b>\$ 670</b>

*Analysis of loans by collateral*

The following table summarizes the Company's loan portfolio by collateral as of December 31, 2018:

	<b>Personal loans</b>	<b>Corporate loans</b>	<b>Total</b>
Unsecured	\$ 17,500	\$ -	\$ 17,500
Unsecured - guarantee backed loans	-	3,846	3,846
Pledged assets backed loans	-	-	-
Collateral backed loans	13,441	2,279	15,720
	<b>\$ 30,941</b>	<b>\$ 6,125</b>	<b>\$ 37,066</b>

Unsecured Loans

Unsecured loans are made to high net worth individuals.

Guarantee Backed Loans

A guaranteed loan is a loan guaranteed by a corporation or individual.

### Pledged Asset Backed Loans

Pledged assets backed loans are loans with pledged assets. Lenders has rights of access to the pledged assets at the time the loan is made and do not need to register them with government entities to secure the loan. If the borrower defaults, the Company can sell the assets to recover the outstanding balance owed.

### Collateral Backed Loans

A collateral backed loan is a loan in which the borrower puts up an asset under their ownership, possession or control, as collateral for the loan. An asset usually is land use rights, equity shares, equipment or buildings. The loan is secured against the collateral and the Company does not take physical possession of the collateral at the time the loan is made. The Company will verify ownership of the collateral and then register the collateral with the appropriate government entities to complete the secured transaction. In the event that the borrower defaults, the Company can then take possession of the collateral asset and sell it to recover the outstanding balance owed. If the sale proceed of the collateral asset is not sufficient to pay off the loan in full, the Company will file a lawsuit against the borrower and seek judgment for the remaining balance.

Both collateral loans and pledged loans are considered secured loans. The amount of a loan that lenders provide depends on the value of the collateral pledged.

### **Note 7- Provision for loan losses**

The provision for loan losses is maintained at a level considered adequate to provide for losses that can be reasonably anticipated. Management performs a quarterly evaluation of the adequacy of the provision. The provision is based on the Company's past loan loss history, known and inherent risks of the borrower, adverse situations that may affect the borrower's ability to repay, the estimated value of any underlying collateral, current economic conditions and other relevant factors. This evaluation is inherently subjective as it requires material estimates that may be susceptible to significant revision as more information becomes available.

Generally, the primary factors for the evaluation of provision for loan losses consist of business performance, financial position, cash flow and other operational performance of the debtors. Among these, cash flow of the debtors is the primary funding source for repayment for determining the provision for loan losses and any collateral, pledged asset or guarantee is considered as a secondary funding source for repayment.

While management uses the best information available to make loan loss provision evaluations, adjustments to the provision may be necessary based on changes in economic and other conditions or changes in accounting guidance.

Besides the repayment ability and willingness to repay, the Company evaluates the provision for loan losses of collateral backed loans based on whether the fair value of the collateral if the repayment is expected to be provided by the collateral is sufficient or not. For loans with pledged assets, the net realizable value of pledged assets for pledged backed loans will be estimated to see if they have sufficient coverage on the loans. For the guarantee backed loans, the Company evaluates the provision for loan losses based on the combination of the guarantee, including the fair value and net realizable value of guarantor's financial position, credibility, liquidity and cash flow.

No impairment for loan losses was recognized for the years ended December 31, 2018, 2017 and 2016.

### **Note 8- Other receivables and prepayments**

Other receivables and prepayments as of December 31, 2018 and 2017 consisted of the following:

	<b>December 31,</b>	
	<b>2018</b>	<b>2017</b>
Utility deposits	\$ 10	\$ -
Other receivables	27	26
Prepaid employees compensation	1,461	-
Other prepayments	362	2
Other receivables and prepayments	<u>\$ 1,860</u>	<u>\$ 28</u>

### **Note 9 - Acquisition of subsidiaries and deposits paid for acquisition of subsidiaries**

#### (a) Acquisition of Boca

On December 28, 2015, SGOCO International entered into a Share Sale and Purchase Agreement (the "SPA") with Richly Conqueror Limited (the "Vendor") pursuant to which SGOCO International will acquire all of the issued share capital of Boca International Limited, a company incorporated in Hong Kong ("Boca"). Total consideration of the Sale Shares includes \$52 million in cash, plus up to 19.9% new shares in SGOCO (as enlarged by the issuance). In December 2015, the Company paid a \$52 million refundable deposit to the Vendor.

Boca is principally engaged in environmental protection, energy saving technologies, equipment development and applications. Its business involves production and sales of phase change thermal energy storage materials as well as central air conditioning cooling and heating system application engineering.

The Company and Richly Conqueror Limited entered into a supplemental agreement on February 29, 2016, pursuant to which SGOCO International agreed to issue 1,162,305 ordinary shares of the Company to the Vendor on or before March 15, 2016 and both parties confirmed the closing date of the transaction shall be March 31, 2016. The shares were issued on March 7, 2016, and the fair value of the shares was \$3.51 per share on the closing date, March 31, 2016.

After the completion of the acquisition, Boca became a wholly owned subsidiary of the Company.

The Company completed the valuations necessary to assess the fair values of the tangible and intangible assets acquired and liabilities assumed, resulting from which the amount of goodwill was determined and recognized as of the respective acquisition date. The following table summarizes the estimated aggregate fair values of the assets acquired and liabilities assumed as of the closing date, March 31, 2016.

Net liabilities acquired (including cash of \$1 and other loan of \$332 (Note 17))	\$	(337)
Amortizable intangible assets (i)		
Backlog contract (Note 11)		372
Proprietary technology (Note 11)		26,179
Goodwill		36,504
Deferred tax liabilities		(6,638)
<b>Total</b>	<b>\$</b>	<b><u>56,080</u></b>
Total purchase price comprised of:		
– cash consideration (paid in fiscal 2015 in the form of refundable deposit)	\$	52,000
– share-based consideration		4,080
<b>Total</b>	<b>\$</b>	<b><u>56,080</u></b>

- (i) Acquired amortizable intangible asset-backlog contract and proprietary technology have estimated amortization periods of one year and twenty years, respectively.

The transaction resulted in a purchase price allocation of \$36,504 to goodwill, representing the financial, strategic and operational value of the transaction to the Company. Goodwill is attributed to the premium that the Company paid to obtain the value of the business of Boca and the synergies expected from the combined operations of Boca and the Company, the assembled workforce and their knowledge and experience in provision of products and projects utilizing “green” energy technologies. The total amount of the goodwill acquired is not deductible for tax purposes.

Boca has not generated any material revenues for the year ended December 31, 2018 and 2017 as the Company is still negotiating with its customers about the project execution and delivery. The Company is expecting Boca to generate more revenues when it starts to execute its performance obligations under the contracts with its customers in the second quarter of 2019.

After June 7, 2018, the Company’s effective equity interest in Boca was reduced to 51.1% after the completion of the transfer of a 48.9% interest in Boca International Limited to Ms. Leung (Note 1).

(b) Potential Acquisition of Sola Green

On December 22, 2015, the Company signed a memorandum of understanding (“MOU”) to acquire all of the issued share capital of Sola Green Technologies Limited, a company incorporated in Hong Kong (“Sola Green”), for a purchase price of \$40 million in form of cash or new shares in SGOCO, subject to satisfactory due diligence and customary purchase price adjustments. In December 2015, a refundable deposit of \$34 million was paid to the shareholders of Sola Green. On March 1, 2016, an extension of the MOU was signed pursuant to which both parties originally expected that the definitive agreements would be executed and the transaction would be closed by June 30, 2016. The completion of the transaction is dependent on the completion of due diligence. Both parties had spent significant amount of time and efforts in the due diligence in 2016 but were unable to complete the process with satisfaction to both parties.

On November 20, 2016, the Company sent an official notice to the Seller to terminate the due diligence process and requested full refund of the deposit paid to the Seller. On November 30, 2016, the Company received full deposit back from the Seller.

Sola Green invests and develops energy-saving glass coating.

(c) Acquisition of Century Skyway

On December 27, 2016, the Company signed a memorandum of understanding (“MOU”) to acquire all of the issued share capital of Century Skyway Limited (“CSL”), a company incorporated in Hong Kong, for a purchase price of \$35 million in form of cash or new shares in SGOCO, subject to satisfactory due diligence and customary purchase price adjustments. In December 2016, a refundable deposit of \$32 million was paid to the owner of CSL.

CSL is principally engaged in Virtual Reality (“VR”) device and technologies research and development. Its development center and main researchers are in Shenzhen China. CSL’s R&D team has extensive experience and expertise in the VR industry. The R&D team cooperated with Razer to develop Open-Source Virtual Reality (“OSVR”) product aimed on VR-Gaming. The OSVR product attended the 2017 US CES exhibition in Las Vegas in January, 2017.

CSL develops VR technology and applies them on VR device. CSL’s VR technology applies on VR Head-mounted display (“HMD”) which can reduce the number of cables needed for a VR signal/data link between HMD and the source unit. It also uses ultrasound to calibrate VR devices’ attitude without user’s intervention.

The Company and Full Linkage Limited entered into a Share Sale and Purchase Agreement on April 28, 2017, pursuant to which SGOCO International agreed to pay \$32.6 million and issue 1.5 million newly issued ordinary shares of the Company to the Vendor on or before May 15, 2017. The shares were issued on May 4, 2017, and the fair value of the shares was \$1.55 per share on the closing date, May 10, 2017.

After the completion of the acquisition, CSL became a wholly owned subsidiary of the Company.

The Company completed the valuations necessary to assess the fair values of the tangible and intangible assets acquired and liabilities assumed, resulting from which the amount of goodwill was determined and recognized as of the respective acquisition date. The following table summarizes the estimated aggregate fair values of the assets acquired and liabilities assumed as of the closing date, May 10, 2017.

Net liabilities acquired (including cash of \$1 and accrued liabilities of \$68)	\$	(67)
Amortizable intangible assets		
Technologies		19,682
Goodwill		20,230
Deferred tax liabilities		(4,920)
Total	\$	<u>34,925</u>
Total purchase price comprised of:		
– cash consideration (paid in fiscal 2016 in the form of refundable deposit)	\$	32,600
– share-based consideration		2,325
Total	\$	<u>34,925</u>

The transaction resulted in a purchase price allocation of \$20,230 to goodwill, representing the financial, strategic and operational value of the transaction to the Company. Goodwill is attributed to the premium that the Company paid to obtain the value of the business of CSL and the synergies expected from the combined operations of CSL and the Company, the assembled workforce and their knowledge and experience in provision of products and projects utilizing VR technologies. The total amount of the goodwill acquired is not deductible for tax purposes.

On June 5, 2017, CSL incorporated a wholly foreign owned subsidiary, Shen Zhen Provizon Technology Co., Limited, for the development of VR technology and application of these technologies on VR device in China. CSL and Shen Zhen Provizon Technology Co., Limited have not generated revenues for the years ended December 31, 2018 and 2017. The Company took more time to commercialize the VR products than expected.

After June 7, 2018, the Company’s effective equity interest in Boca was reduced to 51% after the completion of the transfer of a 49% interest in CSL to Ms. Leung (Note 1).

In the fourth quarter of 2018, management committed a plan to dispose of its remaining 51% equity interests in CSL and initiated efforts to locate buyers. On April 25, 2019, the Company entered into a Letter of Intent (the “LOI”) to sell to another individual, Ho Pui Lung (the “Purchaser”) 5,100 shares in the share capital of CSL, at a consideration of HK\$99.45 million (\$12.75 million) ( Note 3).

(d) Acquisition of Giant Connection Limited

On December 22, 2017, Giant Connection Limited, a wholly-owned subsidiary of SGOCO, completed the acquisition of Giant Credit Limited (“GCL”) contemplated by the Share Exchange Agreement entered into by Luk Lai Ching Kimmy (as vendor) and the Company in consideration for HK\$19.6 million (\$2.4 million), which was satisfied by the allotment and issuance of 2,220,283 ordinary shares of the Company. GCL holds a Money Lenders License and engages in money lending business in Hong Kong. The fair value of the shares was \$1.06 per share on December 26, 2017.

After the completion of the acquisition, GCL became a wholly owned subsidiary of the Company.

The Company completed the valuations necessary to assess the fair values of the tangible assets acquired and liabilities assumed, resulting from which the amount of goodwill was determined and recognized as of the respective acquisition date. The following table summarizes the estimated aggregate fair values of the assets acquired and liabilities assumed as of the closing date, December 22, 2017.

Net assets acquired (including cash of \$943, loan receivables of \$670, interest receivables of \$6, property, plant and equipment of \$508 and income tax payable of \$14)	\$	2,113
Goodwill		248
Deferred tax liabilities		(7)
Total	\$	<u>2,354</u>
Total purchase price comprised of:		
— share-based consideration	\$	2,354
Total	\$	<u>2,354</u>

The transaction resulted in a purchase price allocation of \$248 to goodwill, representing the financial, strategic and operational value of the transaction to the Company. Goodwill is attributed to the premium that the Company paid to obtain the value of the business of GCL and the synergies expected from the combined operations of GCL and the Company, the assembled workforce and their knowledge and experience in provision of money lending service. The total amount of the goodwill acquired is not deductible for tax purposes.

(e) Acquisition of Paris Sky Limited

On June 7, 2018, the Company’s wholly-owned subsidiary, Giant Connection Limited closed a Share Exchange Agreement for the entire issued share capital of Paris Sky Limited, whose then sole shareholder and sole director were Leung Iris Chi Yu (“Ms. Leung”) and Luk Lai Ching Kimmy (see (d) above, respectively). In consideration for (1) the allotment of 3,889,050 ordinary shares of the Company to Leung Iris Chi Yu (“Ms. Leung”), at an initial agreed value of HK\$30,334,590 (\$3.9 million), the fair value of the 3,889,050 ordinary shares was \$4.8 million, which was calculated based on the stock price of \$1.23 per share on June 7, 2018, (2) the transfer of a 49% interest in CSL at an agreed value of HK\$126,126,000 (\$16.2 million), (3) the transfer of a 48.9% interest in Boca at an agreed value of HK\$184,842,000 (\$23.7 million), and (4) the issuance of a promissory note to Ms. Leung in the principal amount of HK\$27,103,410 (\$3.5 million), bearing a 8% interest per annum, by Giant Connection Limited, the Company acquired 100% of the issued share capital of Paris Sky Limited, an investment holding company which, through its wholly owned subsidiary, First Asia Tower Limited, owns a property located at No. 8 Fui Yiu Kok Street, Tsuen Wan, New Territories, Hong Kong. The Company repaid the promissory note in full on August 22, 2018.

As 99.9% of the fair value of the gross assets acquired is concentrated in the leasehold property, the acquisition of Paris Sky Limited is considered an asset acquisition.

Net assets acquired		
Property, plant and equipment*	\$	52,994
Allowance on guarantee		(817)
Other assets acquired (including cash of \$1,957, other assets of \$50, Other payables of \$170 and income tax payable of \$4)		1,833
Deferred tax assets		116
Deferred tax liabilities		(5,998)
Total	\$	<u>48,128</u>
Total purchase price comprised of:		
— share-based consideration	\$	4,784
— 48.9% interest in Boca		23,699
— 49% interest in CSL		16,170
— promissory note		3,475
Total	\$	<u>48,128</u>



- \* Property, plant and equipment acquired included leasehold land and buildings with a value of \$53.0 million at the date of acquisition which are pledged against the banking facilities of HK\$215.32 million (\$27.61 million) of a company beneficially owned by Kimmy Lai Ching Luk (see (d) above). The property pledge (allowance on guarantee) was valued on the basis of estimation of the probability that the borrower would be unable to either repay the loan or fulfil the loan contract terms (the default risk) and the amount that would be recovered at events of default (the recovery rate).

(f) Acquisition of Vision Lane

On October 3, 2018, the Company signed a letter of intent (“LOI”) to acquire all of the issued share capital of Vision Lane, a company incorporated in British Virgin Island and engages in property investment in Hong Kong. Vision Lane owns all of the issued share capital of First Asia Finance Limited, a company incorporated in Hong Kong. First Asia Finance Limited holds a Money Lenders License and engages in money lending business in Hong Kong.

On December 31, 2018, a refundable deposit of \$6.4 million was paid to the owner of Vision Lane Limited.

On February 5, 2019, the Company’s wholly-owned subsidiary, Paris Sky Limited entered into a Share Exchange Agreement for the entire issued share capital of Vision Lane for an initial consideration of \$12,428,205 to be satisfied by (1) the allotment of 4,519,347 ordinary shares of the Company to Kwok Man Yee Elvis, at \$1.10 per share and (2) the payment of \$7.5 million in cash. The fair value of the 4,519,347 ordinary shares was \$5.2 million, which was calculated based on the stock price of \$1.16 per share on March 8, 2019, and the final consideration was \$12.7 million.

After the completion of the acquisition, Vision Lane Limited and First Asia Finance Limited became wholly owned subsidiaries of the Company.

The following table sets forth the Company’s best estimate of fair value of the assets acquired and the liabilities assumed. The Company is in the process of obtaining a third-party valuation for the assets acquired and liabilities assumed, and will refine fair value estimates when the valuation is completed using the balances as of the closing date, March 12, 2019.

Net assets acquired (including cash of \$1,122, loan receivables of \$7,495, interest receivables of \$151, property, plant and equipment of \$1,095, other receivables of \$20, account payables of \$30, other payables of \$607 and income tax payable of \$81)	\$	9,165
Goodwill		3,658
Deferred tax liabilities		(124)
Total	\$	<u>12,699</u>
Total purchase price comprised of:		
– cash consideration	\$	7,457
– share-based consideration		5,242
Total	\$	<u>12,699</u>

The transaction resulted in a purchase price allocation of \$3,658 to goodwill, representing the financial, strategic and operational value of the transaction to the Company. Goodwill is attributed to the premium that the Company paid to obtain the value of the business of Vision Lane and the synergies expected from the combined operations of Vision Lane and the Company, the assembled workforce and their knowledge and experience in provision of money lending service. The total amount of the goodwill acquired is not deductible for tax purposes.

## Note 10 – Plant and equipment, net and allowance on guarantee

Plant and equipment consisted of the following as of December 31, 2018 and 2017:

	December 31,	
	2018	2017
Leasehold land and buildings*	\$ 57,320	\$ 499
Construction in progress	2,442	-
Machinery and equipment	7	2
Vehicles and office equipment	22	23
Total	59,791	524
Impairment	(385)	-
Less: accumulated depreciation	(1,087)	(13)
Plant and equipment, net	\$ 58,319	\$ 511

\* Including leasehold land and buildings with a carrying value of \$52.1 million as of December 31, 2018 which are pledged against the banking facilities of HK\$215.32 million (\$27.61 million) of a company beneficially owned by Luk Lai Ching Kimmy (see Note 9(d) and (e) above). The financial guarantee in the form of property pledge of \$974 as of December 31, 2018 was measured at fair value on the basis of estimation of the probability that the borrower would be unable to either repay the loan or fulfil the loan contract terms (the default risk) and the amount that would be recovered at events of default (the recovery rate).

Construction in progress represented equipment pending installation.

Depreciation expense from continuing operations was \$1,074, \$2 and \$3 for the years ended December 31, 2018, 2017 and 2016, respectively. No depreciation expense from discontinued operations was incurred for the years ended December 31, 2018, 2017 and 2016, respectively.

During the course of the Company's strategic review of its operations in the years ended December 31, 2018, 2017 and 2016, the Company assessed the recoverability of the carrying value of certain property, plant and equipment which resulted in impairment losses from continuing operations of approximately \$0.4 million, \$nil and \$nil million, respectively. There were no impairment losses of property, plant and equipment from discontinued operations for the years ended December 31, 2018, 2017 and 2016.

## Note 11 – Intangible assets, net

Intangible assets, net, as of December 31, 2018 and 2017 consisted of the following:

	December 31,	
	2018	2017
Backlog contract (Note 9)	\$ 372	\$ 372
Proprietary technology (Note 9)	26,179	26,179
Accumulated amortization	(3,972)	(2,663)
Intangible assets, net	\$ 22,579	\$ 23,888

Amortization expenses of intangible assets from continuing operations were \$1,309, \$1,402 and \$1,261 for the years ended December 31, 2018, 2017 and 2016, respectively. Amortization expenses of intangible assets from discontinued operations were \$1,968, \$1,312 and \$nil for the years ended December 31, 2018, 2017 and 2016, respectively.

During the course of the Company's strategic review of its operations, the Company assessed the recoverability of the carrying value of the Company's intangible assets. The impairment charge, if any, represented the excess of carrying amounts of the Company's intangible assets over their fair value, using the expected future discounted cash flows. The Company believes that there was no impairment of its intangible assets for the years ended December 31, 2018, 2017 and 2016.

As of December 31, 2018, amortization expenses related to intangible assets for future periods are estimated to be as follows:

	For the years ending December 31,					2024 and thereafter
	2019	2020	2021	2022	2023	
	\$	\$	\$	\$	\$	\$
Amortization expenses	1,309	1,309	1,309	1,309	1,309	16,034

## Note 12 - Goodwill

The movement of the goodwill for the years ended December 31, 2018 2017 and 2016 is as follows:

Balance as of January 1, 2016	\$	-
Acquisition of Boca		36,504
Balance as of December 31, 2016		<u>36,504</u>
Acquisition of GCL		248
Impairment of goodwill in relation to Boca		(5,618)
Balance as of December 31, 2017		<u>31,134</u>
Impairment of goodwill in relation to Boca		(10,330)
Balance as of December 31, 2018	\$	<u><u>20,804</u></u>

The Company performed goodwill impairment test at the reporting unit level on an annual basis and between annual tests when an event occurs or circumstances change indicating the asset might be impaired. As of December 31, 2018, the Company performed testing on reporting units comprise of the green energy products and services, the Virtual Reality (“VR”) technologies products and services, and the money lending services.

The Company first assessed qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. For those reporting units where it is determined that it is more likely than not that their fair values are less than the units’ carrying amounts, the Company will perform the first step of a two-step quantitative goodwill impairment test. After performing the assessment, if the carrying amounts of the reporting units are higher than their fair values, the Company will perform the second step of the two-step quantitative goodwill impairment test.

In 2017, the Company performed qualitative assessments for all reporting units. Based on the requirements of ASC 350-20-35-3C through ASC 350-20-35-3G, the Company evaluated all relevant factors, weighed all factors in their totality. As the financial performance of the green energy products and services reporting unit and the VR technologies products and services reporting unit were below original expectations, fair value of these reporting units were indicated to be lower than its carrying value. For these reporting units, where it was determined that it was more likely than not that its fair value was less than the units’ carrying amount after performing the qualitative assessment, as a result, the Company performed the two-step quantitative goodwill impairment test for these two reporting units.

For the two-step goodwill impairment test, the Company estimated the fair value with either income approach or asset approach for specific reporting unit components. With the income approach, the Company estimates the fair value of the reporting units using discounted cash flows. Forecasts of future cash flows are based on the best estimate of future net sales and operating expenses, based primarily on expected expansion, pricing, market share, and general economic conditions. Certain estimates of discounted cash flows involve businesses with limited financial history and developing revenue models. Changes in these forecasts could significantly change the amount of impairment recorded, if any. Asset based approach is used in evaluating the fair value of some specific components which is deemed as the most prudent approach due to the unpredictability of future cash flows.

The result of step one impairment test for the green energy products and services reporting unit failed, with its determined fair value lower than the book value. The Company performed step two impairment test, applying the income approach, resulting an impairment loss of goodwill of \$10.33 million being recorded for the year ended December 31, 2018, and \$5.62 million being recorded for the year ended December 31, 2017, from continuing operations.

The result of step one impairment test for the VR technologies products and services reporting unit failed, with its determined fair value lower than the book value. The result of step two impairment test, applying the income approach, resulting an impairment loss of \$5.50 million was recorded for the year ended December 31, 2018. The result of step one impairment test for the VR technologies products and services reporting unit failed, with its determined fair value lower than the book value. The result of step two impairment test, applying the income approach, resulting an impairment loss of goodwill of \$6.01 million being recorded for the year ended December 31, 2018, and an impairment loss of \$1.39 million was recorded for the year ended December 31, 2017, from discontinued operations.

As of December 31, 2018, the Company was negotiating with a potential buyer on the terms of disposal of CSL. Accordingly, the assets and liabilities of CSL were recognized as “assets held for sale” and “liabilities held for sale,” respectively. As of December 31, 2018 and 2017, goodwill in the amount of \$12,831 and \$18,843 million, respectively, was reclassified to “assets held for sale.”

The Company completed the acquisition of the money lending reporting unit on December 22, 2017. The Company believes that there was no impairment of the money lending reporting unit for the years ended December 31, 2018 and 2017.

### **Note 13 - Short-term bank loan**

On November 30, 2018, the Company obtained banking facilities from Alpen Baruch Bank for loans with a maximum amount of \$0.2 million to November 29, 2019. The banking facilities were guaranteed by a subsidiary of the Company. The Company agrees not to pledge or sell its tangible or intangible assets to any party without the approval of Alpen Baruch Bank.

### **Note 14 - Employee pension**

Regulations in the PRC require the Company to contribute to a defined contribution retirement plan for all permanent employees. The PRC government is responsible for the pension liability to these retired employees. The Company is required to make monthly contributions to the state retirement plan at 20% of the base requirement for all permanent employees. Different geographic locations have different base requirements.

The Company's subsidiaries incorporated in Hong Kong participated in defined contribution Mandatory Provident Fund (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance, for all of its employees in Hong Kong. The Company is required to contribute 5% of the monthly salaries for all Hong Kong based employees to the MPF Scheme (subject to a cap).

Total pension expense incurred by the Company from continuing operations was \$10, \$20 and \$9 for the years ended December 31, 2018, 2017 and 2016, respectively. Total pension expense incurred by the Company from discontinued operations was \$3, \$4 and \$nil for the years ended December 31, 2018, 2017 and 2016, respectively.

### **Note 15 - Warrant derivative liability**

#### **Investor Warrants**

On April 5, 2017, the Company entered into a Securities Purchase Agreement with certain unrelated investors to sell an aggregate of 434,783 shares of the Company's ordinary shares and warrants to purchase up to an initial 326,087 of the Company's ordinary shares with an initial exercise price of \$2.75 per share. Warrants to purchase the Company's ordinary shares were issued to investors in amount equal to 75% of the shares purchased by each investor under the Purchase Agreement.

On November 15, 2017, the Company consummated a private placement of the Company's ordinary stock pursuant to a series of Stock Purchase Agreements, dated November 13, 2017. Under the Stock Purchase Agreements, the Company sold shares at a price of \$0.80. As such, pursuant to Section 3(b) of the Warrants, the Company has determined that the Investor Warrants exercise price per share of ordinary stock shall be hereby adjusted to \$1.00 and the number of shares of ordinary stock subject to the Investor Warrants shall be hereby increased to 896,739 shares, with an expiration date of April 4, 2021.

As of December 31, 2018, 721,836 Investor Warrants were outstanding, and their fair values were \$253. As of December 31, 2017, 896,739 Investor Warrants were outstanding, and their fair values were \$615.

#### **Placement Agent Warrants**

In connected with the offering of the Company's shares on April 5, 2017 (see above), the Company issued 34,783 warrants (the "Placement Agent Warrants") to its placement agent (an amount equal to 8% of our ordinary shares sold to investors in the offering).

On November 15, 2017, as a result of the private placement of the Company's ordinary stock pursuant to a series of Stock Purchase Agreements, and pursuant to Section 3(b) of the Warrants, the Company has determined that the Placement Agent Warrants exercise price per share of ordinary stock shall be hereby adjusted to \$1.00 and the number of shares of ordinary stock subject to the Placement Agent Warrants shall be hereby increased to 95,653 shares, with an expiration date of April 4, 2021.

As of December 31, 2018, 95,653 Placement Agent Warrants were outstanding, and their fair values were \$33. As of December 31, 2017, 95,653 Placement Agent Warrants were outstanding, and their fair values were \$65.

The amount of \$394, (\$150) and \$nil was recognized as "Change in fair value of warrant derivative liability" in the consolidated statements of comprehensive loss for the year ended December 31, 2018, 2017 and 2016, respectively.

The Investor Warrants and Placement Agent Warrants are exercisable for a period of four years commencing from April 5, 2017.

Following is a summary of the warrant activity for the years ended December 31, 2018 and 2017:

	Number of Warrants	Average Exercise Price	Weighted Average Remaining Contractual Term in Years
Outstanding at January 1, 2017	-	\$ -	-
Exercisable at January 1, 2017	-	-	-
Granted*	992,392	1.00	4.00
Exercised /surrendered	-	-	-
Expired	-	-	-
Outstanding at December 31, 2017	992,392	\$ 1.00	3.26
Exercisable at January 1, 2018	992,392	1.00	-
Granted	-	-	-
Exercised	174,903	1.39	-
Surrendered	-	-	-
Expired	-	-	-
Exercisable at December 31, 2018	817,489	\$ 1.00	2.26

\* After a price reset adjustment on November 15, 2017, Investor Warrants to purchase an initial 434,783 of the Company's shares granted on April 5, 2017 have been adjusted to purchase 896,739 of the Company's shares, and Placement Agent Warrants to purchase an initial 34,783 of the Company's shares granted on April 5, 2017 have been adjusted to purchase 95,653 of the Company's shares.

#### Note 16 – Convertible notes

The Company entered into a series of Securities Purchase Agreements (the "Agreements") with certain investors between June and September, 2015. Pursuant to the Agreements, the Company issued certain convertible notes (the "Notes") to the investors in a total principal amount of \$1,149. A summary of the major terms of the Agreements are presented as follows:

Investor	Principal amount	Issue date	Maturity date	Interest rate	Conversion discount rate (b)
LG Capital Funding, LLC	\$ 231	6/10/2015	6/10/2016	8%	35%
JSJ Investments INC	150	6/3/2015	12/3/2015(a)	12%	43%
Crown Bridge Partner, LLC	46	9/11/2015	8/25/2016	5%	42%
Service Trading Company, LLC	105	6/11/2015	6/11/2016	8%	35%
Adar Bays, LLC	158	6/11/2015	6/11/2016	8%	35%
Vis Vires Group, INC	159	6/10/2015	3/15/2016	8%	39%
Black Forest Capital, LLC	300	7/17/2015	7/17/2016	12%	42%
	<u>\$ 1,149</u>				

(a) At any time before, on and after the maturity date, this note has a cash redemption premium of 150%.

(b) The rate is the discount to the lowest closing bid price of the Company's ordinary shares for the 10 or 20 days prior to the date of conversion or execution of the convertible note agreements, as the case may be.

The conversion feature is dual indexed to the Company's stock and is considered an embedded derivative which needs to be bifurcated from the host instrument in accordance with ASC 815.

ASC 815-15-25 provides that if an entity has a hybrid financial instrument that would require bifurcation of embedded derivatives under ASC 815, the entity may irrevocably elect to initially and subsequently measure a hybrid financial instrument in its entirety at fair value with changes in fair value recognized in earnings. The fair value election can be made instrument by instrument and shall be supported by concurrent documentation or a preexisting documented policy for automatic election.

The Company elected to measure the Notes in their entirety at fair value with changes in fair value recognized as non-operating income or loss at each balance sheet date in accordance with ASC 815-15-25. In addition, issuance costs of \$44 and \$106 associated with the Notes offering have been expensed as incurred in the years ended December 31, 2016 and 2015, respectively.

During the year ended December 31, 2016, the note holders have fully converted the remaining Notes with a total principal amount of \$1,114 into 1,343,425 ordinary shares of the Company.

On April 18, 2018, the Company entered into a Securities Purchase Agreement with Mr. So Chun LIN, an unrelated party, pursuant to which the investor purchased a note for \$5,779,602, bearing 2.5% interest per annum (the "2018 Notes"). The 2018 Notes will be matured 5 years from the date of issuance. At any time prior to the earlier of the maturity date or the date on which this 2018 Notes is paid in full, at the option of the Holder, all or any part of Principal Amount (the "Optional Conversion Amount") may be converted into 3,853,068 Ordinary Shares at \$1.50 per share. The 2018 Notes will be automatically converted into ordinary shares of the Company at a conversion price equal to \$1.50 per share at maturity. Interest on the 2018 Notes will be paid in cash and cannot be converted into shares of the Company. The 2018 Notes were sold pursuant to an exemption from the registration requirements of the Securities Act of 1933, as amended (the "Securities Act"), pursuant Section 4(a)(2) of the Securities Act and Regulation S promulgated thereunder.



The contractual obligation to pay interest on the 2018 Notes results in an indirect contractual obligation to pay dividends on the base instrument. The present value of the expected dividend (interest) stream of \$0.5 million is classified as liability and the difference between the proceeds of the 2018 Notes and the fair value of the liability component is attributable to equity component (\$5.3 million).

The issuance of the 2018 Notes did not give rise to a beneficial conversion feature due to the market price of the shares of the Company at the issuance date of \$1.07 being less than the effective conversion price was \$1.38 per share.

#### Note 17 - Other payables and accrued liabilities

Other payables and accrued liabilities as of December 31, 2018 and 2017 consisted of the following:

	Note	December 31,	
		2018	2017
Accrued professional fees		\$ 141	\$ 112
Advances from unrelated third parties	(iii)	398	283
Accrued staff costs and staff benefits		10	31
Rental deposits from tenants		215	-
Rental receipt in advance		6	-
Interest receipt in advance		42	-
Other loan – secured	(i)	367	355
Other loans – unsecured	(ii)	3,076	2,172
Others		3	-
		<u>\$ 4,258</u>	<u>\$ 2,953</u>

- (i) The amount represents a loan of \$256 advanced from an unrelated party to the Company, plus accrued interest. The loan is bearing 5% interest per annum and has no fixed term of repayment. The loan is secured by certain intangible assets of Boca.
- (ii) The amount represents loans of \$3.1 million advanced from unrelated parties to the Company. The loans are unsecured, bearing 5% interest per annum and has no fixed term of repayment.
- (iii) The advances from unrelated third parties are unsecured, interest free and have no fixed terms of repayment.

#### Note 18 - Capital transactions

##### Preferred stock

On January 29, 2008, the Company amended its articles of association and authorized 1,000,000 preferred shares. No preferred shares were issued or registered in the IPO. There were no preferred shares issued and outstanding as of December 31, 2018 and 2017.

##### Issuance of capital stock

##### 2018

During January 2018, a total of 174,903 Investor Warrants were exercised.

On September 20, 2018, the Company closed a rights offering and issued and sold an aggregate of 50,663,270 ordinary shares at the subscription price of \$0.99 per share, pursuant to the exercise of subscriptions and oversubscriptions in the rights offering from its existing stockholders. The Company received aggregate gross proceeds of approximately \$50.16 million from the rights offering before deducting offering expenses of \$166. The rights offering was made pursuant to the Company's effective registration statement on Form F-1 (Registration No. 333-225977) filed with the Securities and Exchange Commission.

### *Share-based compensation*

On April 10, 2018, a total of 180,000 shares were issued to certain of the Company's directors and employees, which vested immediately. The grant date fair value was \$1.08 per share. Compensation expense of \$194 was recorded in the statement of comprehensive loss in 2018.

On June 8, 2018, Raleigh Siu Lau was appointed as the Company's President and Chief Executive Officer by the Board of Directors. In connection with Mr. Lau's appointment as the Company's President and Chief Executive Officer, the Compensation Committee granted Mr. Lau 1,000,000 restricted ordinary shares. One-third of the shares shall vest on June 8, 2019, one-third of the shares shall vest of June 8, 2020 and the remaining one-third of the shares shall vest on June 8, 2021, if Mr. Lau remains employed by the Company on each such vesting date.

On June 8, 2018, Tommy Wing Ling Lui was appointed as the Company's Chief Technology Officer by the Board of Directors. In connection with Mr. Lui's appointment as the Company's Chief Technology Officer, the Compensation Committee granted Mr. Lui 500,000 restricted ordinary shares. One-third of the shares shall vest on June 8, 2019, one-third of the shares shall vest of June 8, 2020 and the remaining one-third of the shares shall vest on June 8, 2021, if Mr. Lui remains employed by the Company on each such vesting date.

Compensation expense of \$400 was recorded in the statement of comprehensive loss in 2018 in relation to the restricted ordinary shares granted to Mr. Lau and Mr. Lui. As of December 31, 2018, there was \$1,461 unrecognized compensation cost related to unvested restricted shares, which is to be recognized over a weighted average vesting period of 2.44 years. The Company determined the fair value of restricted shares based on its stock price on the date of grant of \$1.2 per share.

### **2017**

On March 20, 2017, the Company entered into a Securities Purchase Agreement with an unrelated investor to sell an aggregate of 117,361 shares of the Company's ordinary shares. Under the Purchase Agreement, the Company sold 117,361 ordinary shares to investors for a per share purchase price of \$2.04. The securities were offered and sold by the Company pursuant to an effective shelf registration statement on Form F-3 (File No. 333-214141), which was originally filed with the Securities and Exchange Commission on October 17, 2016, amended on December 23, 2016, and was declared effective on January 4, 2017, and a related prospectus. The investor paid full amount of \$239, and the Company issued 117,361 shares on March 28, 2017. The fair value of the shares was \$2.85 per share on March 28, 2017.

On April 5, 2017, the Company entered into a Securities Purchase Agreement with certain unrelated investors to sell an aggregate of 434,783 shares of the Company's ordinary shares, and warrants to purchase up to an initial 326,087 of the Company's ordinary shares with an initial exercise price of \$2.75 per share. Under the Purchase Agreement, the Company sold 434,783 ordinary shares to investors for a per share purchase price of \$2.30. Warrants to purchase the Company's ordinary shares were issued to investors in amount equal to 75% of the shares purchased by each investor under the Purchase Agreement. The securities were offered and sold by the Company pursuant to an effective shelf registration statement on Form F-3 (File No. 333-214141), which was originally filed with the Securities and Exchange Commission on October 17, 2016, amended on December 23, 2016, and was declared effective on January 4, 2017, and a related prospectus. The investor paid full amount of \$1,000, and the Company issued 434,783 shares on April 7, 2017. The fair value of the shares was \$2.70 per share on April 7, 2017.

On November 13, 2017, the Company, entered into a Stock Purchase Agreement with two unrelated investors pursuant to sell an aggregate of 2,314,500 shares of its ordinary stock, par value \$0.004 per share, at a per share purchase price of \$0.80, for aggregate proceeds of \$1,852. The investors paid full amount of \$1,852 on November 14, 2017 and the Company issued 2,314,500 shares on November 15, 2017. The fair value of the shares was \$1.20 per share on November 15, 2017.

### *Share-based compensation*

On January 5, 2017, a total of 190,000 shares were issued to certain of the Company's directors, certain employees and consultants, which vested immediately. The grant date fair value was \$3.90 per share.

### **2016**

Certain investors have agreed to purchase 1,900,000 shares of our common stock for an amount of \$7 million. In May 2016, the Company received the first tranche of \$350. The investors paid the balance of \$6,650 on August 11, 2016 and the Company issued 1,900,000 shares on September 19, 2016. The fair value of the shares was \$3.30 per share on September 19, 2016.

### *Share-based compensation*

On December 8, 2016, a total of 320,000 shares were issued to the Company's directors, certain employees and consultants, which vested immediately. The grant date fair value was \$3.43 per share.



On March 29, 2016, a total of 31,250 shares were issued to a consultant of the Company. The grant date fair value for such shares was \$3.38 per share.

On March 15, 2016, a total of 48,000 shares were issued to the Company's independent directors, certain employees and consultants, which vested immediately. The grant date fair value was \$3.35 per share.

On February 29, 2016, a total of 60,000 shares were issued to the certain IR service providers. The grant date fair value was \$3.37 per share.

#### Note 19 - Statutory reserves

##### Statutory reserves

The laws and regulations of the PRC require that before an enterprise distributes profits to its owners, it must first satisfy all tax liabilities, provide for losses in previous years, and make allocations in proportions determined at the discretion of the Board of Directors after the statutory reserves.

##### Surplus reserve fund

As stipulated by the Company Law of the PRC, as applicable to Chinese companies with foreign ownership, net income after taxation can only be distributed as dividends after appropriation has been made for the following:

1. Making up cumulative prior years' losses, if any;
2. Allocations to the "Statutory surplus reserve" of at least 10% of income after tax, as determined under PRC accounting rules and regulations, until the fund amounts to 50% of the company's registered capital; and
3. Allocations to the discretionary surplus reserve, if approved in the shareholders' general meeting.

The surplus reserve fund is non-distributable other than during liquidation and can be used to fund previous years' losses, if any. It may be utilized for business expansion or converted into share capital by issuing new shares to existing shareholders in proportion to their shareholding or by increasing the par value of the shares currently held by them, provided that the remaining reserve balance after such issue is not less than 25% of the registered capital.

The Company did not make appropriations to the statutory reserves for the years ended December 31, 2018, 2017 and 2016. No appropriations were made to surplus reserve fund.

#### Note 20 - Income taxes

	Year ended December 31,		
	2018	2017	2016
Income tax expenses– Hong Kong	(146)	-	-
Deferred income tax benefit	\$ 457	\$ 350	\$ 315
	<u>311</u>	<u>350</u>	<u>\$ 315</u>

Income is subject to tax in the various countries in which the Company operates.

The Company is a tax-exempted company incorporated in the Cayman Islands.

SGO is incorporated in the State of Delaware that is subject to U.S. corporate income tax on its taxable income at a rate of up to 21% for taxable years beginning after December 31, 2017 and U.S. corporate income tax on its taxable income of up to 35% for prior tax years.

No provision for income taxes in the United States has been made as SGO had no taxable income for the years ended December 31, 2018, 2017 and 2016.

The Company mainly conducts its operating business through its subsidiaries in China, including Hong Kong.

The subsidiaries incorporated in Hong Kong and are subject to Hong Kong taxation on income derived from their activities conducted in Hong Kong. Hong Kong Profits Tax has been calculated at 16.5% of the estimated assessable profit for the years ended December 31, 2018, 2017 and 2016.

The subsidiaries incorporated in mainland China are governed by the Income Tax Law of the PRC concerning foreign invested enterprises and foreign enterprises and various local income tax laws (the Income Tax Laws), and are subject to 25% tax rate throughout the periods presented.

The Income Tax Laws also impose a 10% withholding income tax for dividends distributed by a foreign invested enterprise to its immediate holding company outside China for distribution of earnings generated after January 1, 2008. Under the Income Tax Laws, the distribution of earnings generated prior to January 1, 2008 is exempt from the withholding tax. As our subsidiaries in the PRC will not be distributing earnings to the Company for the years ended December 31, 2018, 2017 and 2016, no deferred tax liabilities have been recognized for the undistributed earnings of these PRC subsidiaries at December 31, 2018, 2017 and 2016. Total undistributed earnings of the Company's PRC subsidiaries at December 31, 2018 were nil (December 31, 2017: nil).

The following table reconciles the U.S. statutory rates to the Company's effective tax rate for the years ended December 31, 2018, 2017 and 2016:

	<b>Year ended December 31,</b>		
	<b>2018</b>	<b>2017</b>	<b>2016</b>
U.S. Statutory rates	21.0%	34.0%	34.0%
Foreign income not recognized in USA	(21.0)	(34.0)	(34.0)
China income taxes	25.0	25.0	25.0
Impact of tax rate in other jurisdiction	(7.5)	(6.4)	(1.6)
Provisional re-measurement of deferred taxes	-	(0.9)	-
Tax effect of non-deductible expenses	(12.3)	(10.1)	-
Valuation allowance	(2.2)	(1.3)	(2.9)
Under provision in respect of prior years	(0.3)		
Other (a)	(0.5)	(2.5)	(14.6)
Effective income taxes	<u>2.2%</u>	<u>3.8%</u>	<u>5.9%</u>

Notes:

- (a) There were no other material items affecting the effective income tax for the years ended December 31, 2018, 2017 and 2016 except for (i) losses incurred by SGOCO of approximately \$0.3 million, \$0.9 million and \$3.1 million, respectively, where there is no tax in the Cayman Islands; and (ii) under-provision of Hong Kong profits tax as a result of certain non-deductible expenses in prior year.

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant components of deferred income tax assets and liabilities are as follows:

	<b>December 31, 2018</b>	<b>December 31, 2017</b>
<b>Deferred income tax assets:</b>		
Net operating loss carry-forward	\$ 1,573	\$ 1,422
Allowance on guarantee	161	-
Less: Valuation allowance	(1,573)	(1,422)
	<u>\$ 161</u>	<u>\$ -</u>
<b>Deferred tax liabilities</b>		
Proprietary technology of BOCA	\$ 5,645	\$ 5,972
Backlog	-	-
Virtual reality technologies	-	-
Leasehold land and buildings	6,341	7
	<u>\$ 11,986</u>	<u>\$ 5,979</u>

The deferred income tax assets wholly relates to net tax loss carry forwards. The net operating loss carry forwards derived from the Company's PRC entities, HK entities and U.S. entity.

The net tax loss attributable to those PRC entities can only be carried forward for a maximum period of five years. As of December 31, 2018, and 2017, the Company had \$1,578 and \$2,277, respectively, of deductible tax loss carry forwards that expire through December 31, 2023. The net tax loss of the Hong Kong entities of \$6,465 and \$4,455 as of December 31, 2018 and 2017, respectively, available for offset against future profits may be carried forward indefinitely. Management believes that the Company will not realize these potential tax benefits as the Company's operations in these PRC and Hong Kong entities will not generate any operating profits in the foreseeable future. As a result, the full amount of the valuation allowance was provided against the potential tax benefits.

As of December 31, 2018, and 2017, the Company's U.S. entity, SGO, had net tax loss carry-forwards of \$609 and \$609, respectively, available to reduce future taxable income which will expire in various years through 2033. Management believes that the Company will not realize these potential tax benefits as the Company's U.S. operations will not generate any operating profits in the foreseeable future. As a result, the full amount of the valuation allowance was provided against the potential tax benefits.

**Note 21 - Related party and shareholder transactions**

During the years ended December 31, 2018, 2017 and 2016, the Company purchased equipment of \$nil, \$7 and \$nil from Boca Engineering Limited. Mr. Richard Kam Biu Chan is the sole director of Boca and Boca Engineering Limited.

On April 1, 2018, a company beneficially owned by Luk Lai Ching Kimmy (principal shareholder of the Company) leased a property in No. 11 Hau Fook Street, Tsim Sha Tsui, Kowloon, from a subsidiary of the Company. The lease will be expired on March 30, 2020. During the years ended December 31, 2018, 2017 and 2016, the Company received rental amounts of \$37, \$nil and \$nil that are included in revenue, respectively.

## Note 22 - Loss per share

The following is a reconciliation of the basic and diluted loss per share computation:

	For the year ended December 31,		
	2018	2017	2016
Net loss attributable to ordinary shareholders of SGOCO Group Ltd.			
— continuing operations	\$ (8,174)	\$ (8,803)	\$ (5,047)
— discontinued operations	(4,198)	(2,411)	-
Net loss	\$ (12,372)	\$ (11,214)	\$ (5,047)
Weighted average shares used in calculating loss per share			
— basic and diluted	35,080,704	11,341,629	7,422,208
Loss from continuing operations per share – basic and diluted	\$ (0.23)	\$ (0.78)	\$ (0.68)
Loss from discontinued operations per share – basic and diluted	\$ (0.12)	\$ (0.21)	\$ -
Net loss per share – basic and diluted	\$ (0.35)	\$ (0.99)	\$ (0.68)

As of December 31, 2018, 2017 and 2016, all the Company's outstanding warrants and convertible notes were excluded from the diluted loss per share calculation as they were anti-dilutive.

## Note 23 – Segment information

The Company's segments are business units that offer different products and services and are reviewed separately by the chief operating decision maker (the "CODM"), or the decision-making group, in deciding how to allocate resources and in assessing performance. The Company's CODM is the Company's Chief Executive Officer. During 2016, after the acquisition of Boca, there is one additional segment, consisting of the provision of green energy products and services. During 2017, after the acquisition of CSL and Giant Credit, there are two additional segments, consisting of the VR service and products and money lending. During 2018, after the acquisition of 11 Hau Fook Street Limited and Paris Sky Limited, there are one additional segment, consisting of the property lease and management.

For the year ended	Green energy products and services		VR products and services		Money lending services		Property lease and management		Corporate unallocated (note)		Consolidated
December 31, 2018	LCD/LED products	-	-	-	-	-	-	-	-	-	-
Revenues	\$ -	\$ 10	\$ -	\$ 980	\$ 590	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 1,580
Gross (loss) profit	-	(1,368)	-	912	(599)	-	-	-	-	-	(1,055)
Operating expenses	(1,504)	(10,489)	-	(45)	(616)	(609)	-	-	-	-	(13,263)
Operating (loss) profit from continuing operations	(1,504)	(11,857)	-	867	(1,215)	(609)	-	-	-	-	(14,318)
Other income (expenses)	262	(140)	-	-	-	334	-	-	-	-	456
(Loss) profit before provision for income taxes	(1,242)	(11,997)	-	867	(1,215)	(275)	-	-	-	-	(13,862)
Income tax benefit (expense)	-	327	-	(175)	159	-	-	-	-	-	311
Net (loss) profit from continuing operations	(1,242)	(11,670)	-	692	(1,056)	(275)	-	-	-	-	(13,551)
As of December 31, 2018											
Identifiable long-lived assets	1	25,021	-	492	55,384	-	-	-	-	-	80,898
Total assets	17,348	45,615	29,283	40,947	56,180	1,468	-	-	-	-	190,841

<b>For the year ended December 31, 2017</b>	<b>LCD/LED products</b>	<b>Green energy products and services</b>	<b>VR products and services</b>	<b>Money lending services</b>	<b>Corporate unallocated (note)</b>	<b>Consolidated</b>
Revenues	\$ 42	\$ 9	\$ -	\$ -	\$ -	\$ 51
Gross (loss) profit	16	(1,308)	-	-	-	(1,292)
Operating expenses	(1,052)	(6,009)	-	-	(773)	(7,834)
Operating loss from continuing operations	(1,036)	(7,317)	-	-	(773)	(9,126)
Other income (expenses)	136	(13)	-	-	(150)	(27)
Loss before provision for income taxes	(900)	(7,330)	-	-	(923)	(9,153)
Income tax benefit	-	350	-	-	-	350
Net loss from continuing operations	(900)	(6,980)	-	-	(923)	(8,803)
<b>As of December 31, 2017</b>						
Identifiable long-lived assets	3	23,888	18,370	508	-	42,769
Total assets	2,085	56,696	37,287	2,376	9	98,453

<b>For the year ended December 31, 2016</b>	<b>LCD/LED products</b>	<b>Green energy products and services</b>	<b>Corporate unallocated (note)</b>	<b>Consolidated</b>
Revenues	\$ 5,067	\$ 2	\$ -	\$ 5,069
Gross profit	200	2	-	202
Operating expenses	1,281	1,272	1,617	4,170
Operating loss from continuing operations	(1,081)	(1,270)	(1,617)	(3,968)
Other income (expenses)	137	(9)	(1,522)	(1,394)
Loss before provision for income taxes	(944)	(1,279)	(3,139)	(5,362)
Income tax benefit	-	315	-	315
Net loss from continuing operations	(944)	(964)	(3,139)	(5,047)

The VR products and services are reported as discontinued operations (Note 3).

Note: The Company does not allocate its assets located and expenses incurred outside Hong Kong and China to its reportable segments because these assets and activities are managed at a corporate level.

Geographic area data is based on product shipment destination. In accordance with the enterprise-wide disclosure requirements of the accounting standard, the Company's net revenue from external customers by geographic areas is as follows:

	<b>For the year ended December 31,</b>		
	<b>2018</b>	<b>2017</b>	<b>2016</b>
Mainland China	\$ -	\$ 42	\$ 751
Hong Kong	1,580	9	4,318
Total	<u>\$ 1,580</u>	<u>\$ 51</u>	<u>\$ 5,069</u>

#### **Note 24 - Commitments and contingencies**

The management is not currently aware of any threatened or pending litigation or legal matters, which would have a significant effect on the Company's consolidated financial statements as of December 31, 2018 and 2017.

Our contractual obligations primarily consist of operating lease obligations. The following table sets forth a breakdown of our contractual obligations as of December 31, 2018 and their maturity profile:

	<b>For the years ending December 31,</b>						
	<b>2019</b>	<b>2020</b>	<b>2021</b>	<b>2022</b>	<b>2023</b>	<b>2024 and thereafter</b>	<b>Total</b>
	\$	\$	\$	\$	\$	\$	\$
Future minimum lease payments under non-cancelable operating lease agreements	<u>46</u>	<u>38</u>	<u>5</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>89</u>

Financial guarantee issued:

As a result of the acquisition of Paris Sky Limited (Note 9(e)), the property, plant and equipment acquired included leasehold land and buildings with a value of \$53.0 million at the date of acquisition which are pledged against the banking facilities of HK\$215.32 million (\$27.61 million) of a company beneficially owned by Kimmy Lai Ching Luk (Note 9(d)). The property pledge (allowance on guarantee) was measured at fair value on the basis of estimation of the probability that the borrower would be unable to either repay the loan or fulfil the loan contract terms (the default risk) and the amount that would be recovered at events of default (the recovery rate).

#### Note 25 – Future minimum rental income under operating leases

SGOCO's operations include the leasing of commercial property a property located at No. 11 Hau Fook Street, Kowloon and No. 8 Fui Yiu Kok Street, Tsuen Wan, New Territories. The leases thereon expire at various dates through 2019 to 2022. The following is a schedule of minimum future rents on non-cancelable operating leases at December 31, 2018:

<b>For the year ending December 31,</b>	<b>Future Minimum Rentals</b>
2019	\$ 934
2020	572
2021	146
2022	26
2023	-
Total	<u><u>1,678</u></u>

There are no contingent rentals as of December 31, 2018.

#### Note 26 - Concentration of risks

Credit risk is one of the most significant risks for the Company's business and arise principally in lending activities.

Credit risk on loans receivable is controlled by the application of credit approvals, limits and monitoring procedures. To minimize credit risk, the Company requires collateral primarily in the form of rights to property.

The Company originates loans to customers located primarily in Hong Kong. This geographic concentration of credit exposes the Company to a higher degree of risk associated with this economic region.

In measuring the credit risk of lending loans to corporate customers, the Company mainly reflects the "probability of default" by the customer on its contractual obligations and considers the current financial position of the customer and the exposures to the customer and its likely future development. For individual customers, the Company uses standard approval procedures to manage credit risk for personal loans.

As of December 31, 2018, the loan receivable due from 3 customers accounted for 10%, 10% and 51% of total loan receivable, respectively. As of December 31, 2018, no other customer accounted for more than 10% of total loan balance.

As of December 31, 2017, the loan receivable due from 3 customer accounted for 16%, 48% and 36% of total loan receivable, respectively. As of December 31, 2017, no other customer accounted for more than 10% of total loan balance.

Revenue from 2 major customers was 14% and 23% of the Company's total revenues, respectively, for the year ended December 31, 2018, respectively. No other single customer accounted for more than 10% of the Company's total revenues during the year ended December 31, 2018.

Revenue from 2 major customers was 66.7% and 18.3% of the Company's total revenues, respectively, for the year ended December 31, 2017. No other single customer accounted for more than 10% of the Company's total revenues during the year ended December 31, 2017.

Revenue from a major customer was approximately 85.1% of the Company's total revenues for the year ended December 31, 2016. No other single customer accounted for more than 10% of the Company's total revenues during the year ended December 31, 2016.

Three major vendors provided approximately 90.6% of total purchases by the Company during the year ended December 31, 2017.

A major vendor provided approximately 86.1% of total purchases by the Company during the year ended December 31, 2016.

**Note 27 – Subsequent events**

On March 12, 2019, the Company's wholly-owned subsidiary, Paris Sky Limited closed a Share Exchange Agreement for the entire issued share capital of Vision Lane Limited. The acquisition was consummated in consideration for a total of \$12,428,205, satisfied by (1) the allotment of 4,519,347 ordinary shares of the Company to Kwok Man Yee Elvis, at \$1.10 per share and (2) the payment of the remaining balance in cash. Vision Lane is a private company incorporated in the British Virgin Islands, and engages in property investment and money lending services in Hong Kong.



## List of Subsidiaries

<b>Name of Subsidiary</b>	<b>Jurisdiction of Formation</b>
SGOCO International (HK) Limited	Hong Kong
Beijing SGOCO Image Technology Co., Ltd.	People's Republic of China
SGO Corporation.	Delaware, USA
Boca International Limited	Hong Kong
Century Skyway Limited	Hong Kong
Shen Zhen Provizon Technology Co., Limited	People's Republic of China
Giant Connection Limited	Republic of Seychelles
Giant Credit Limited	Hong Kong
11 Hau Fook Street Limited	Hong Kong
Paris Sky Limited	Marshall Island
First Asia Tower Limited	Hong Kong

## CERTIFICATION

I, Raleigh Siu Lau, President and Chief Executive Officer, certify that:

1. I have reviewed this Annual Report on Form 20-F of SGOCO Group, Ltd.;
2. Based on my knowledge, this Annual Report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading regarding the period covered by this Annual Report;
3. Based on my knowledge, the financial statements, and other financial information included in this Annual Report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this Annual Report;
4. The Company's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Company and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this Annual Report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the Company's disclosure controls and procedures and presented in this Annual Report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this Annual Report based on such evaluation; and
  - (d) Disclosed in this Annual Report any change in the Company's internal control over financial reporting that occurred during the period covered by the Annual Report that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting; and
5. The Company's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company's auditors and the audit committee of the Company's Board of Directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.

Dated: May 14, 2019

By: /s/ Raleigh Siu Lau

Name: Raleigh Siu Lau

Title: President and Chief Executive Officer

Signature Page to Form 20-F

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## CERTIFICATION

I, Xiao-Ming HU, Interim Chief Financial Officer, certify that:

1. I have reviewed this Annual Report on Form 20-F of SGOCO Group, Ltd.;
2. Based on my knowledge, this Annual Report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading regarding the period covered by this Annual Report;
3. Based on my knowledge, the financial statements, and other financial information included in this Annual Report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this Annual Report;
4. The Company's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Company and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this Annual Report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the Company's disclosure controls and procedures and presented in this Annual Report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this Annual Report based on such evaluation; and
  - (d) Disclosed in this Annual Report any change in the Company's internal control over financial reporting that occurred during the period covered by the Annual Report that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting; and
5. The Company's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company's auditors and the audit committee of the Company's Board of Directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.

Dated: May 14, 2019

By: /s/ Xiao-Ming HU

Name: Xiao-Ming HU

Title: Interim Chief Financial Officer

Signature Page to Form 20-F

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**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of SGOCO Group, Ltd. (the "Company") on Form 20-F for the year ended December 31, 2018, as filed with the Securities and Exchange Commission on the date hereof (the "Annual Report"), I, Raleigh Siu Lau, President and Chief Executive Officer, and I, Xiao-Ming HU, Interim Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Annual Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Annual Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Dated: May 14, 2019

By: /s/ Raleigh Siu Lau  
Name: Raleigh Siu Lau  
Title: President and Chief Executive Officer

Dated: May 14, 2019

By: /s/ Xiao-Ming HU  
Name: Xiao-Ming HU  
Title: Interim Chief Financial Officer

Signature Page to Form 20-F

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in Registration Statements No. 333-172406 and 333-214142 on Form S-8, No. 333-176437 and 333-214141 on Form F-3 and No. 333-225977 on Form F-1 of SGOCO Group, Ltd.( the “Company”) of our report dated May 14, 2019, relating to the Company’s consolidated financial statements which appears in this Annual Report on Form 20-F of the Company for the year ended December 31, 2018.

/s/ Centurion ZD CPA & Co.

Centurion ZD CPA & Co.  
(successor to Centurion ZD CPA Limited)  
Hong Kong, China  
May 14, 2019

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