



同方康泰產業集團有限公司
Tongfang Kontafarma Holdings Limited

(於開曼群島註冊成立之有限公司 Incorporated in the Cayman Islands with limited liability)
(股份代號 Stock Code: 1312)



Annual Report 年報

2016

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公司資料 Corporate Information

董事會

執行董事

黃俞，主席
黃清海，董事總經理
張軼

獨立非執行董事

陳思聰
張瑞彬
張俊喜

執行委員會

黃俞，主席
黃清海
張軼

審核委員會

陳思聰，主席
張瑞彬
張俊喜

薪酬委員會

張瑞彬，主席
陳思聰
張俊喜

提名委員會

黃俞，主席
黃清海
陳思聰
張瑞彬
張俊喜

風險管理委員會

(前稱信貸及風險管理委員會，
於二零一六年十二月三十日
更改名稱)

張俊喜，主席
黃俞
黃清海
陳思聰
張瑞彬

BOARD OF DIRECTORS

Executive Directors

Huang Yu, *Chairman*
Ng Qing Hai, *Managing Director*
Zhang Yi

Independent Non-Executive Directors

Chan Sze Chung
Zhang Ruibin
Zhang Junxi Jack

EXECUTIVE COMMITTEE

Huang Yu, *Chairman*
Ng Qing Hai
Zhang Yi

AUDIT COMMITTEE

Chan Sze Chung, *Chairman*
Zhang Ruibin
Zhang Junxi Jack

REMUNERATION COMMITTEE

Zhang Ruibin, *Chairman*
Chan Sze Chung
Zhang Junxi Jack

NOMINATION COMMITTEE

Huang Yu, *Chairman*
Ng Qing Hai
Chan Sze Chung
Zhang Ruibin
Zhang Junxi Jack

RISKS MANAGEMENT COMMITTEE (formerly known as the Credit and Risks Management Committee, renamed with effect from 30 December 2016)

Zhang Junxi Jack, *Chairman*
Huang Yu
Ng Qing Hai
Chan Sze Chung
Zhang Ruibin

股份交易委員會

黃俞，主席
黃清海
張軼

投資委員會 (於二零一七年 三月二十四日成立)

黃俞，主席
陳思聰
張瑞彬

主要往來銀行

香港

中信銀行(國際)有限公司
富邦銀行(香港)有限公司
渣打銀行(香港)有限公司
香港上海滙豐銀行有限公司
瑞士銀行

中國內地

東亞銀行(中國)有限公司
中國建設銀行股份有限公司
富邦華一銀行有限公司
中國工商銀行股份有限公司
平安銀行股份有限公司

註冊辦事處

P.O. Box 1350
Clifton House
75 Fort Street
Grand Cayman KY1-1108
Cayman Islands

總辦事處及主要營業地點

香港灣仔告士打道138號
聯合鹿島大廈9樓
電話：2111 9686
傳真：2111 1276
電郵：info@tfkf.com.hk

SHARE DEALING COMMITTEE

Huang Yu, *Chairman*
Ng Qing Hai
Zhang Yi

INVESTMENT COMMITTEE (established on 24 March 2017)

Huang Yu, *Chairman*
Chan Sze Chung
Zhang Ruibin

PRINCIPAL BANKERS

Hong Kong

China CITIC Bank International Limited
Fubon Bank (Hong Kong) Limited
Standard Chartered Bank (Hong Kong) Limited
The Hongkong and Shanghai Banking Corporation Limited
UBS AG

Mainland China

The Bank of East Asia (China) Limited
China Construction Bank Corporation
Fubon Bank (China) Co., Ltd.
Industrial and Commercial Bank of China Limited
Ping An Bank Co., Ltd.

REGISTERED OFFICE

P.O. Box 1350
Clifton House
75 Fort Street
Grand Cayman KY1-1108
Cayman Islands

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

9th Floor, Allied Kajima Building
138 Gloucester Road, Wanchai, Hong Kong
Tel. : 2111 9686
Fax : 2111 1276
E-mail : info@tfkf.com.hk

公司資料 Corporate Information

股份過戶登記總處

Estera Trust (Cayman) Limited
P.O. Box 1350
Clifton House
75 Fort Street
Grand Cayman KY1-1108
Cayman Islands

股份過戶登記分處

卓佳秘書商務有限公司
香港
皇后大道東183號
合和中心22樓

首席財務長及公司秘書

司徒敏慧

獨立核數師

德勤•關黃陳方會計師行

律師

陳馮吳律師事務所與世澤律師事務所聯營
普衡律師事務所
胡百全律師事務所
Appleby

股份代號

1312

網站

<http://www.tfkf.com.hk>
<http://www.irasia.com/listco/hk/tfkf/index.htm>

PRINCIPAL SHARE REGISTRAR

Estera Trust (Cayman) Limited
P.O. Box 1350
Clifton House
75 Fort Street
Grand Cayman KY1-1108
Cayman Islands

BRANCH SHARE REGISTRAR

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

CHIEF FINANCIAL OFFICER AND COMPANY SECRETARY

Si Tou Man Wai

INDEPENDENT AUDITOR

Deloitte Touche Tohmatsu

SOLICITORS

CFN Lawyers in association with Broad & Bright
Paul Hastings
P. C. Woo & Co.
Appleby

STOCK CODE

1312

WEBSITES

<http://www.tfkf.com.hk>
<http://www.irasia.com/listco/hk/tfkf/index.htm>

主席報告 Chairman's Statement

本人謹代表同方康泰產業集團有限公司(「本公司」)的董事會(「董事會」)欣然向閣下呈報本公司及其附屬公司(「本集團」)截至二零一六年十二月三十一日止年度的經審核年度業績。

業績

截至二零一六年十二月三十一日止年度，本集團的收入約為633.3百萬港元(二零一五年：465.7百萬港元)，較上一年度上升36.0%。本年度之本集團虧損約為27.6百萬港元(二零一五年：29.8百萬港元)。每股虧損為0.75港仙(二零一五年：0.69港仙)。

本集團截至二零一六年十二月三十一日止年度錄得收入較截至二零一五年十二月三十一日止年度大幅增加167.6百萬港元。該增加中約124.5百萬港元乃來自本集團於二零一六年七月完成對北京紫光製藥有限公司(紫光製藥)的60%股本權益的收購後至二零一六年十二月三十一日期間紫光製藥及其附屬公司產生的收入。

股息

董事會已議決，不建議就截至二零一六年十二月三十一日止年度派發任何末期股息(二零一五年：無)。

展望

水泥業務

二零一六年，中華人民共和國(「中國」)經濟面臨貿易順差縮小、民間投資乏力及經濟下行等諸多風險。在二零一六年十二月召開的中央經濟工作會議上，中國政府明確以推進供給側結構性改革為主線，適度擴大社會需求，妥善應對風險挑戰。二零一七年將是深化供給側改革的關鍵之年。

On behalf of the board of directors (the "Board") of Tongfang Kontafarma Holdings Limited (the "Company"), I am pleased to present to you the audited annual results of the Company and its subsidiaries (the "Group") for the year ended 31 December 2016.

RESULTS

The revenue of the Group for the year ended 31 December 2016 was approximately HK\$633.3 million (2015: HK\$465.7 million), representing an increase of 36.0% as compared to the previous year. The loss for the year of the Group was approximately HK\$27.6 million (2015: HK\$29.8 million). The loss per share amounted to HK0.75 cent (2015: HK0.69 cent).

The Group recorded a significant increase of HK\$167.6 million in revenue for the year ended 31 December 2016 as compared to the year ended 31 December 2015. Approximately HK\$124.5 million of such increase was attributable to the revenue generated by 北京紫光製藥有限公司 (Beijing Ziguang Pharmaceutical Co., Ltd.*) ("Ziguang Pharmaceutical") and its subsidiaries for the period since the completion of the Group's acquisition of 60% equity interest in Ziguang Pharmaceutical that took place in July 2016 to 31 December 2016.

DIVIDEND

The Board has resolved not to recommend any final dividend for the year ended 31 December 2016 (2015: Nil).

OUTLOOK

Cement Business

In 2016, the People's Republic of China (the "PRC") economy was facing with various risks such as narrowing trade surplus, weak private investment and economic downturn. In the Central Economic Working Conference (中央經濟工作會議) held in December 2016, the PRC government clearly put forward that, they would focus on promoting the supply-side structural reform, moderately expanding social demand and properly dealing with emerging risks and challenges. The year 2017 will be crucial for deepening supply-side reform.

主席報告 Chairman's Statement

深化供給側結構性改革，需要打好去產能的「當頭炮」。產能嚴重過剩好比是水泥行業發展中的霧霾，而中國國務院在二零一六年五月份頒佈《關於促進建材工業穩增長調結構增效益的指導意見》(國辦發[2016]34號)中所給出的「推行錯峰生產」及「取消32.5等級複合矽酸鹽水泥」政策則好比是行業發展中的陽光，唯有讓陽光驅退霧霾，才能化解產能過剩，維護行業效益，促進行業轉型升級。

預期二零一七年中國政府將繼續加強基礎設施建設的投資，水泥作為基建的一個基礎材料，需求量自然旺盛。水泥市場的重組併購將延續二零一六年的勢頭，繼續在大企業間進行，產業集中度將進一步加強。環境保護方面，預計國家將進一步加強調控，停窯時間將有增無減，這將對水泥產量造成一定影響。綜合以上因素，本集團預計二零一七年水泥市場價格仍將呈現穩中有升的態勢，全國水泥產量大體上將和二零一六年總產量相當，中國水泥行業效益有望繼續好轉。

醫療、醫藥及健康業務

於二零一六年，中國政府已頒佈多項法律及法規，而相關政府部門亦已執行過往30年來力度最強的協調監督工作，此舉彰顯了政府推進醫藥改革的決心。在二零一六年政府工作報告中，李克強總理明確提出「健康是幸福之基。我們將協同推進醫療服務、醫療保險及藥品行業的改革」，這為中國醫藥行業的未來發展指明了道路。身處改革的春風中，紫光製藥及其附屬公司將透過充分利用其自身的行業鏈牢牢抓住此新時期誕生的機遇，並始終堅持其「專注前沿市場、發掘自身優勢、強化內部管理及保持市場領導地位」的

To deepen the supply-side structural reform, it is required to take the first step of reducing overcapacity. Only by adopting the policies of “promoting staggering production” and “prohibiting the production of grade 32.5 composite portland cement” proposed in the 《關於促進建材工業穩增長調結構增效益的指導意見》(國辦發[2016]34號) (“Guiding Opinions on Promoting Steady Growth, Restructuring and Efficiency Improvement of Building Materials Industry” (Guo Ban Fa [2016] No.34)*) issued by the State Council of the PRC in May 2016, which represents hope for industrial development, to remove the gloom of massive overcapacity in the development of cement industry, can we solve the problem of overcapacity, secure benefits from the industry and push forward industry transformation and upgrade.

It is expected that the PRC government will continue the efforts to intensify its investment in infrastructure construction in 2017. As cement is one of the basic materials in the construction of infrastructure, the demand of cement will naturally be strong. In 2017, the merger, acquisition and reorganisation among large scale corporations in the cement market will sustain its momentum in 2016 to further improve industrial concentration. It is anticipated that the government will further strengthen regulation on environmental protection. Therefore, the duration of production suspension will be increased, affecting the production volume of cement. Having taken into account the above factors, the Group expects that, in 2017, the market price of cement will show a trend of steady rise and the production volume of cement in the PRC will be roughly equivalent to the total output of 2016. Against such background, the performance of cement industry in the PRC is expected to be improved.

Medical, Pharmaceutical and Health Business

In 2016, the PRC government has enacted a number of laws and regulations and the relevant government departments have enforced the greatest coordinated supervision that have never seen over the past 30 years. It demonstrates the government's determination to push forward the pharmaceutical reform. In the Report on the Work of the Government of 2016, Premier Li Keqiang has expressly put forward the ideas that “We will advance the coordinated reform of medical services, medical insurance, and the medicine industry. Health is the root of happiness.” This points out the way for future development of the pharmaceutical industry in the PRC. Standing at the crossroad of reform, Ziguang Pharmaceutical and its subsidiaries will firmly seize the opportunities emerging from this new era by taking full advantage of its own industrial chain and adhering to its overall strategy of “dedicate to the frontier market, seek our own advantages, strengthen our internal management and

主席報告 Chairman's Statement

整體策略，以保持良好的增長勢頭並佔據醫藥行業中的最大市場份額，進而為全年帶來更出色的表現。

二零一七年，本集團將把握住改革帶來的機遇，積極回應國家戰略規劃的部署及政府改革的號召，快速反應，在研發模式、合作模式、銷售模式上大膽創新，為快速發展塑造核心競爭力。紫光製藥及其附屬公司將繼續增強內部管理，在內部控制、組織架構、財務管理、人力資源等方面，通過管理提升公司整體運營水準，更好的體現價值創造。

致謝

本人藉此機會感謝各股東、客戶及供應商對本集團的不斷支持。本人亦謹此代表本集團對董事會各成員及所有員工所作的貢獻致以衷心謝意。

主席
黃俞

二零一七年三月二十四日

* 僅供識別

maintain our leading position in the market segment”, with the aim to sustain sound momentum for growth and seize the greatest market share in the market segment, thus delivering better performance for the coming year.

In 2017, the Group will continue to leverage on the opportunities brought by the reform, actively respond to the deployment of the national strategic planning and government's reform, and build the core competitiveness for the rapid development by quick reaction and innovative research and development model, cooperation model and sales model. Ziguang Pharmaceutical and its subsidiaries will continue to strengthen its internal management, make full use of management tools in internal control, organisational structure, financial management and human resources, and enhance the overall operation level through management, so as to better reflect the value creation.

APPRECIATION

I would like to take this opportunity to thank our shareholders, customers and suppliers for their continuous support to the Group. I would also like to express the Group's appreciation for the contributions of the members of the Board and all staff.

Huang Yu
Chairman

24 March 2017

* For identification purpose only

管理層討論及分析 Management Discussion and Analysis

財務業績

截至二零一六年十二月三十一日止年度，同方康泰產業集團有限公司(「本公司」)及其附屬公司(「本集團」)的收入約為633.3百萬港元(二零一五年：465.7百萬港元)，較上一年度上升36.0%。本年度之本集團虧損約為27.6百萬港元(二零一五年：29.8百萬港元)。每股虧損為0.75港仙(二零一五年：0.69港仙)。

本集團截至二零一六年十二月三十一日止年度錄得收入較截至二零一五年十二月三十一日止年度大幅增加167.6百萬港元。該增加中約124.5百萬港元乃來自本集團於二零一六年七月完成對北京紫光製藥有限公司(紫光製藥)的60%股本權益的收購(「紫光收購」)後至二零一六年十二月三十一日期間紫光製藥及其附屬公司產生的收入。

本集團截至二零一六年十二月三十一日止年度的行政費用增加41.3百萬港元主要由於本年度授出購股權約13.8百萬港元。倘若不計及該購股權影響，本集團於本年度虧損13.8百萬港元，較上一年度減少53.7%。

FINANCIAL RESULTS

The revenue of Tongfang Kontafarma Holdings Limited (the "Company") and its subsidiaries (the "Group") for the year ended 31 December 2016 was approximately HK\$633.3 million (2015: HK\$465.7 million), representing an increase of 36.0% as compared to the previous year. The loss for the year of the Group was approximately HK\$27.6 million (2015: HK\$29.8 million). The loss per share amounted to HK0.75 cent (2015: HK0.69 cent).

The Group recorded a significant increase of HK\$167.6 million in revenue for the year ended 31 December 2016 as compared to the year ended 31 December 2015. Approximately HK\$124.5 million of such increase was attributable to the revenue generated by 北京紫光製藥有限公司 (Beijing Ziguang Pharmaceutical Co., Ltd.)* ("Ziguang Pharmaceutical") and its subsidiaries for the period since the completion of the Group's acquisition of 60% equity interest in Ziguang Pharmaceutical that took place in July 2016 (the "Acquisition") to 31 December 2016.

The increase of HK\$41.3 million in the Group's administrative expenses for the year ended 31 December 2016 was mainly attributable to the granting of a share option during the year of approximately HK\$13.8 million. Loss for the year of the Group would be HK\$13.8 million if the effect of such share option was excluded, representing a decrease of 53.7% as compared to the previous year.



本公司二零一六年股東週年大會
2016 Annual General Meeting of the Company

業務回顧

水泥業務

本集團於截至二零一六年十二月三十一日止年度的水泥及熟料銷量為2,318,000噸(二零一五年: 2,002,000噸), 較上一年度增加15.8%。

1. 上海聯合水泥有限公司(「上海上聯」)

二零一六年, 上海上聯分銷水泥1,210,000噸(二零一五年: 805,000噸), 較去年增加50.3%; 賺取毛利23.1百萬港元(二零一五年: 19.1百萬港元), 較去年增加20.9%。年內上海上聯積極開發和鞏固優質客戶, 擴大銷售份額。為降低營運成本, 上海上聯積極緊縮開支, 又繼續實行精兵簡政減少不必要的人手, 並取消了高管公車。截至二零一六年十二月三十一日止年度, 上海上聯之行政費用為16.0百萬港元(二零一五年: 18.9百萬港元), 比上年度下降15.3%。此外, 上海上聯亦繼續利用業務運行中富餘的閒置資金, 按照本集團理財政策和投資指引謹慎投資理財產品, 透過該等理財上海上聯錄得金融資產之公平價值收益及利息收入2.7百萬港元(二零一五年: 利息收入4.1百萬港元)。

BUSINESS REVIEW

Cement Business

The Group's cement and clinker sales amounted to 2,318,000 tons (2015: 2,002,000 tons) during the year ended 31 December 2016, representing an increase of 15.8% as compared to the previous year.

1. Shanghai Allied Cement Co., Ltd. ("Shanghai SAC")

In 2016, cement distributed by Shanghai SAC amounted to 1,210,000 tons (2015: 805,000 tons), which represents an increase by 50.3% over the previous year. Gross profit generated by Shanghai SAC was HK\$23.1 million (2015: HK\$19.1 million), representing an increase of 20.9% from the previous year. During the year, Shanghai SAC had been actively exploring and strengthening its relationship with quality customers with a view to enhance its sales. To reduce its operating costs, Shanghai SAC has further implemented its cost control and streamlining policies during the year. Special vehicles are no longer provided to the executives of Shanghai SAC. For the year ended 31 December 2016, the administrative expenses of Shanghai SAC amounted to HK\$16.0 million (2015: HK\$18.9 million), representing a decrease of 15.3% from the previous year. Moreover, Shanghai SAC has continued to invest cautiously the surplus of its idle funds from its business operation in wealth management products in accordance with the Group's treasury policies and investment guidelines. Shanghai SAC recorded fair value gains and interest income on financial assets of HK\$2.7 million (2015: interest income of HK\$4.1 million) through treasury management.



本公司二零一六年股東特別大會
Extraordinary General Meeting of the Company in 2016

管理層討論及分析 Management Discussion and Analysis

2. 山東聯合王晁水泥有限公司(「聯合王晁」)

二零一六年聯合王晁熟料產量為790,000噸(二零一五年：852,000噸)，水泥產量為932,000噸(二零一五年：1,083,000噸)；水泥及熟料銷售1,108,000噸(二零一五年：1,197,000噸)，較上年減少7.4%；賺取毛利8.9百萬港元(二零一五年：10.6百萬港元)，較去年下降16.0%。

年內聯合王晁加大投資進行技術革新和設備改造，降低消耗，提高生產品質，並完成了多個山東省及棗莊市的項目申報工作。聯合王晁更利用新技術進行脫硫，節約投資和運行成本。在中國全國各地按照政府要求錯峰停產的情況下，聯合王晁於二零一六年十一月獲山東省經濟和資訊化委員會核准以現有生產設備協助處理城市垃圾而豁免停產，對穩定聯合王晁利潤起到了決定性作用。

3. 山東上聯水泥發展有限公司(「山東上聯」)

山東上聯正在積極探索產品和技術轉型升級的可能性。山東上聯亦積極尋求節能及環保方面的對外投資機會。

2. Shandong Allied Wangchao Cement Limited (“Allied Wangchao”)

In 2016, Allied Wangchao’s clinker production amounted to 790,000 tons (2015: 852,000 tons), while cement production was 932,000 tons (2015: 1,083,000 tons). The sales of cement and clinker amounted to 1,108,000 tons (2015: 1,197,000 tons), representing a decrease of 7.4% as compared to the previous year. Gross profit amounted to HK\$8.9 million (2015: HK\$10.6 million), which represents a decrease of 16.0% as compared to the previous year.

During the year, Allied Wangchao increased its investments in technological innovation and equipment modification, which has resulted in reduced consumption and enhanced production quality, and declarations for several projects in the Shandong Province and Zaozhuang City have also been completed. To save investment and operating costs, Allied Wangchao has utilised new technologies in desulfurisation. While the PRC government has demanded staggering production be adopted across the country, Allied Wangchao obtained approval from the Shandong Economic and Information Technology Committee in November 2016 to use its existing production facilities to process the municipal waste and was therefore exempted from the production suspension, which played a decisive role in stabilising its profit.

3. Shandong Shanghai Allied Cement Co., Ltd. (“Shandong SAC”)

Shandong SAC is actively exploring the possibility of transforming and upgrading its products and technology. It is also proactively looking for investment opportunity in the fields of energy-saving and environmental protection.



山東聯合王晁水泥有限公司獲頒發「2016中國建材企業500強」之證書
“The Chinese Building Material Enterprises Top 500 Award 2016” awarded to Shandong Allied Wangchao Cement Limited



山東聯合王晁水泥有限公司獲頒發「高新技術企業證書」
“Certificate of the High and New Technology Enterprises” awarded to Shandong Allied Wangchao Cement Limited



山東聯合王晁水泥有限公司研發之水泥窯用秸稈燃燒裝置獲頒發「實用新型專利證書」
“The Certificate of Utility Model Patent” awarded to the cement kiln straw combustion system developed by Shandong Allied Wangchao Cement Limited

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4. 上海浦東白龍港之新水泥生產設施發展項目(「白龍港項目」)

年內白龍港項目的籌備組繼續做好項目的推進工作。期待投資雙方發揮各自優勢，促使政府相關部門核准該項目延期申請。

二零一七年本集團屬下的水泥企業將堅持創新理念，推動管理創新和產業創新，提升企業文化；繼續加強技術革新，不斷發掘各方面的潛力，提高設備的自動化程度和減少設備隱患，提高生產工藝的穩定性；持續改進客戶關係，完善銷售管理制度，強化風險管控；調整債務結構，減少財務費用，規避匯率風險，繼續謹慎投資理財產品；進一步優化組織架構，完善考核方案，提高員工工作積極性。

作為本集團的社會責任的一部份，本集團屬下的水泥企業將繼續推進水泥窯協同處置固廢，提高可替代原燃料使用率，擴大工業廢渣利用量，實現水泥行業的綠色崛起。

總括而言，本集團屬下的水泥企業將積極探索企業轉型升級的可能性，尋找新的利潤增長點，同時探討一些新的投資機會。

醫療、醫藥及健康業務

於完成紫光收購後至二零一六年十二月三十一日期間，本集團醫療、醫藥及健康業務分部收入為124.5百萬港元，為銷售處方藥及實驗相關產品之收入。

1. 紫光製藥

紫光製藥主要從事化學藥的生產，其主打產品為處方用婦科用藥及局部麻醉用藥。於完成紫光收購後至二零一六年十二月三十一日期間，紫光製藥實現商品銷售382萬支／片，收入約47.6百萬港元，賺取毛利41.0百萬港元。紫光製藥及其附屬公司二零一六年以預算及KPI管控為核心，對所屬參控股公司實行目標責任制考核。在銷售領域，紫光製藥積極開拓市場，向優質客戶提供產品，以期與之建立長期穩定的關係。為此，紫光製藥，快速調整商業政策，推行有針對性的推廣策

4. The development of new cement production facilities at Bailonggang, Pudong, Shanghai ("Bailonggang Project")

During the year, the project preparatory team of the Bailonggang Project had continued to push forward the project. Investors from both sides are expected to leverage on their respective advantages to procure the relevant government authority to approve the application for the postponement of the project.

In 2017, the cement entities of the Group will persist in the philosophy of innovation to forge ahead with innovation in management and industry, and enhance corporate culture. The Group will continue to strengthen its innovation in technology and explore potentials in all respects, increase the level of equipment automation and reduce hidden troubles of equipment to improve the steadiness of production techniques. The Group will also continue to improve the relationships with its customers, improve its sales management system and enhance its risk management. The Group will adjust its debt structure, reduce its financial costs, avoid exchange rate risk and continue to invest cautiously in wealth management products. The organisational structure of cement entities will further be optimised and appraisal system will also be improved to increase the work motivation of our staff.

As part of the Group's social responsibilities, the cement entities of the Group will continue to proceed synergetic disposal of solid waste in the cement kiln, increase the utilisation rate of substitutable fuels, and expand the utilisation volume of industrial wastes to achieve green success of the cement industry.

In general, the cement entities of the Group will actively explore the possibility of the enterprise transformation and upgrade, seek for the new profit growth point and certain new investment opportunities.

Medical, Pharmaceutical and Health Business

The Group's revenue in its medical, pharmaceutical and health business segment for the period since the completion of the Acquisition to 31 December 2016 was HK\$124.5 million, which was attributable to sales of prescription drugs and laboratory related products.

1. Ziguang Pharmaceutical

Ziguang Pharmaceutical was principally engaged in the manufacturing of chemical drugs. The key products of Ziguang Pharmaceutical are prescription drugs for gynecological and local anesthesia purposes. During the period since the completion of the Acquisition to 31 December 2016, Ziguang Pharmaceutical had sold 3,820,000 sticks/pills of drugs, recording a revenue of approximately HK\$47.6 million and a gross profit of HK\$41.0 million. In 2016, Ziguang Pharmaceuticals and its subsidiaries had carried out target-oriented assessment on budgeting and KPI control as its core. In the sales aspect, Ziguang Pharmaceutical proactively expanded its market to provide to quality customers its products with a view to establish a long-term and stable relationship with them. To achieve this, Ziguang Pharmaceuticals has rapidly adjusted its business policies and

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略，以應對中國兩票制及營改增等政策環境變化。在佈局方面，高端市場主攻北京、重慶等直轄市及經濟發達城市，同時努力將產品覆蓋到中國鄉鎮社區衛生院等機構，在保證基礎銷量的前提下又為未來增長奠定基礎。

implemented more comprehensive marketing strategy so as to respond to the changes in policy environment such as the Two-Invoice System and the transitioning from business tax to value-added tax in the PRC. In market distribution aspect, Ziguang Pharmaceutical focused on the high-end market in municipalities and in developed cities such as Beijing and Chongqing, while utilising every opportunity to extend its products coverage to various institutions including healthcare centers of the town communities in the PRC. Based on the abovementioned efforts, it will not only secure basic sale volume but also lay a solid foundation for future growth.

2. 陝西紫光辰濟藥業有限公司(「陝西辰濟」)

陝西辰濟主要從事中藥相關領域的業務，包括中藥種植、製造及流通以及營運位於陝西寶雞的生產設施。陝西辰濟擁有150多項藥品批准文號。於完成紫光收購後至二零一六年十二月三十一日期間，陝西辰濟實現收入約31.8百萬港元，賺取毛利約7.9百萬港元。年內，陝西辰濟與寶雞市政府開展了戰略合作，將在寶雞市高新開發區利用三年時間建設中藥創新產業園，借助清華大學產學研一體的科技優勢，將建成一座符合國際標準的現代化醫藥工業園區，力爭發展成為集醫藥研發、現代製藥、醫藥商業、藥材種植為一體的綜合型醫藥企業。

2. Shaanxi Unisplendour Life Care Pharmaceutical Co., Ltd.* (“Shaanxi Life Care”)

Shaanxi Life Care was principally engaged in business in the Chinese medicine-related fields, including the planting, manufacturing and distribution of Chinese medicine and operating a production facility in Baoji, Shaanxi. Shaanxi Life Care possesses over 150 drug approvals. During the period since the completion of the Acquisition to 31 December 2016, Shaanxi Life Care recorded a revenue of approximately HK\$31.8 million and a gross profit of approximately HK\$7.9 million. During the year, Shaanxi Life Care has entered into a strategic cooperation with Baoji Municipal Government in relation to the construction of an industrial park of innovative Chinese medicine at Baoji High-tech Development Zone within three years. Leveraging on Tsinghua University’s strength of integrating production, education and research, a modern industrial park of pharmaceutical that are in compliance with international standards will be built. It will be developed into a comprehensive pharmaceutical enterprise, integrating pharmaceutical research and development, modern pharmacy, pharmaceutical business and herbs planting.

3. 重慶康樂製藥有限公司(「重慶康樂」)

重慶康樂主要從事原料藥及醫藥中間體的研發、生產及銷售業務，營運位於重慶市長壽工業園區的生產設施。於完成紫光收購後至二零一六年

3. Chongqing Kangle Pharmaceutical Ltd.* (“Chongqing Kangle”)

Chongqing Kangle was principally engaged in the research and development, production and sale of Active Pharmaceutical Ingredients (“API”) and intermediate for API. It operates a production facility at the Chongqing Changshou Chemical



二零一六年十二月，重慶康樂院士工作站正式掛牌，費維揚院士出任駐站院士
In December 2016, Chongqing Kangle established its Academician Workstation, with Professor Fei Weiyang acting as a based academician



二零一六年二月二十九日，重慶康樂二期工程即原料藥及醫藥中間體生產線建設項目正式開工
On 29 February 2016, the Phase II project of Chongqing Kangle, i.e. the construction of production line for API and intermediate for API production commenced



二零一七年一月，紫光製藥獲得中關村科技園區延慶園管理委員會授予的“2016年度最佳成長企業”榮譽稱號
In January 2017, Ziguang Pharmaceutical was awarded the “2016 Best Growth Enterprise” by the Administrative Committee of Zhongguancun Yanqing Science Park

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十二月三十一日期間，重慶康樂實現收入25.2百萬港元，賺取毛利5.0百萬港元。年內，重慶康樂著力於未來發展，與清華大學合作成立了清華大學教學實習基地和重慶康樂院士工作站。我們預期重慶康樂未來將在國內原料藥及醫藥中間體市場令我們形成強有力的競爭優勢。

Industrial Park. During the period since the completion of the Acquisition to 31 December 2016, Chongqing Kangle recorded a revenue of HK\$25.2 million and a gross profit of HK\$5.0 million. During the year, Chongqing Kangle has focused on future development and established Tsinghua University Teaching and Practising Base (清華大學教學實習基地) and Chongqing Kangle Academician Workstation (重慶康樂院士工作站) in cooperation with Tsinghua University. We expect that Chongqing Kangle will allow us to gain a great competitive edge in API and intermediate for API market in the future.

4. 斯貝福(北京)生物技術有限公司(「斯貝福」)

斯貝福由多名軍事科學醫學院博士創立，主要從事標準化實驗動物供應及動物源性藥原料供應，是清華大學產業中唯一以實驗動物供應為核心的生物技術企業。於完成紫光收購後至二零一六年十二月三十一日期間，斯貝福實現收入約19.1百萬港元，賺取毛利10.3百萬港元。年內，斯貝福開始快速擴張，未來斯貝福將聚焦於在區域佈局及價值鏈延伸。為此，斯貝福將利用自身成熟的模式及技術優勢，結合清華強大的研發能力和號召力，1)在華東、華南、西南經濟發展快速的地區設立分支機構佔領全國市場；及2)向轉基因研究、藥物評價及服務、實驗相關產品等上下游領域延伸。

4. SPF (Beijing) Biotechnology Co., Ltd.* (“SPF”)

SPF was founded by a number of doctors from the Academy of Military Medical Sciences. SPF was principally engaged in the supply of standardized laboratory animals and animal indigenous raw materials, and is the only biotechnology company focusing on the supply of laboratory animals in the entire industry of Tsinghua University. During the period since the completion of the Acquisition to 31 December 2016, SPF recorded a revenue of approximately HK\$19.1 million and a gross profit of HK\$10.3 million. During the year, SPF began its rapid expansion and in the future will focus on the regional market distribution and expand along the value chain. In this regard, SPF will 1) set up branches in fast-growing areas, including East China, South China and Southwest China, to seize market share nationwide; and 2) expands its business to upstream and downstream fields, such as transgenic research, drugs evaluation and service, laboratory related products and other aspects, taking advantage of its own proven model and technology advantages and in combination with Tsinghua University's strong research and production capability and powerful appeal.

紫光製藥及其附屬公司目前正逐步打造生物製藥全價值鏈型企業，公司積極佈局生物技術服務、新藥研發、原料藥及中間體、化學仿製藥、中成藥、藥品流通等生物醫藥領域各個環節。由於公司目前正處於快速發展期，為配合上述戰略佈局，從研發、基礎設施建設、市場開拓、商務渠道建設、人員組織建設到併購重組等多方面均將進行資源投入。隨著前期投入帶來的正向效應，我們預期公司二零一七年將進入業績快速發展的軌道。

Ziguang Pharmaceutical and its subsidiaries are now developing into a group of companies to cover the value-chain of biopharmaceuticals. The companies are actively engaging in various links of the biopharmaceutical field, including biotechnology service, new drug research and development, active pharmaceutical ingredients and intermediates, chemical generic medicine, prescribed Chinese medicines and medicine circulation. As the companies are in the period of rapid development, resources will be allocated to research and development, infrastructure construction, market expansion, business channel construction, personnel organization construction to merger, acquisition and reorganization in order to meet the above strategic layout. With the positive effect from the initial investment, we expects the entities to achieve rapid performance growth in 2017.

於二零一六年八月，本集團與丁勝博士開始作出重點為免疫學及小分子之醫療研究投資，包括識別有效及特選小分子之調製器，以及通過臨床研究蒐集數據。研究結果對於發現癌症及傳染性疾病之相關藥物及治療起關鍵作用。

In August 2016, the Group and Dr. Ding Sheng started investing in medical research with a focus in immunology and small molecule, which includes identifying potent and selective small molecule modulators and accumulating data through clinical studies. The result is critical in the discovery of related drugs and treatment for cancer and infectious diseases.

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丁勝博士為清華大學藥學院創始人之一，為中國「千人計劃」下招聘之首批專家。他為生物化學及幹細胞研究領域之權威人士，並為美國多家生物技術公司之創始人之一。董事認為該投資將進一步提升本集團研發醫療及醫藥產品之研究及革新能力。

Dr. Ding Sheng is the co-founder of the School of Pharmaceutical Sciences of Tsinghua University and is among the first batch of experts recruited under the Thousand Talents Plan of the PRC. He is the leading authority in the fields of biochemistry and stem-cell research and is a co-founder of several biotech companies in the United States. The Directors consider that the investment will further enhance the research and innovation capability of the Group in the development of medical and pharmaceutical products.

財務回顧

流動資金及融資

於二零一四年十二月二十二日，本公司透過公開發售（「公開發售」）額外發行股份以籌集所得款項總額約495.0百萬港元。公開發售詳情及所得款項用途之更新載於本年報第51頁及52頁董事會報告內「公開發售之所得款項用途」一節。

FINANCIAL REVIEW

Liquidity and Financing

On 22 December 2014, additional shares of the Company were issued in an open offer (the "Open Offer") to raise gross proceeds of approximately HK\$495.0 million. Details of the open offer and update on the use of proceeds are set out in the section headed "Use of Proceeds from Open Offer" in the Directors' Report on pages 51 and 52 of this annual report.

除透過公開發售所籌集之所得款項外，於截至二零一六年十二月三十一日止年度，本集團之資本開支、日常經營及投資主要由其經營所得現金以及主要銀行及第三方授出的貸款提供資金。

Except for the proceeds raised from the Open Offer, the Group's capital expenditure, daily operations and investments during the year ended 31 December 2016 are mainly funded by cash generated from its operations and loans granted by its principal banks and third parties.

於截至二零一六年十二月三十一日止年度，本集團以第三方之其他借貸為本金總額為380.0百萬港元之銀行貸款再融資。

During the year ended 31 December 2016, the Group had refinanced bank loans with aggregate principal amount of HK\$380.0 million by other borrowings from third parties.

於二零一六年十二月三十一日，本集團持有銀行結餘及現金儲備約1,027.4百萬港元（二零一五年：1,322.8百萬港元），包括現金及現金等價物約581.1百萬港元（二零一五年：897.9百萬港元）、已抵押短期銀行存款約421.4百萬港元（二零一五年：424.9百萬港元）、原到期日為四至十二個月之定期存款約22.3百萬港元（二零一五年：無）及受限制銀行存款約2.5百萬港元（二零一五年：無）。

As at 31 December 2016, the Group maintained bank balances and cash reserves of approximately HK\$1,027.4 million (2015: HK\$1,322.8 million), including cash and cash equivalents of approximately HK\$581.1 million (2015: HK\$897.9 million), pledged short-term bank deposits of approximately HK\$421.4 million (2015: HK\$424.9 million), time deposits with original maturity between 4 to 12 months of approximately HK\$22.3 million (2015: Nil) and restricted bank deposit of approximately HK\$2.5 million (2015: Nil).

於二零一六年十二月三十一日，本集團未償還借款約916.3百萬港元（二零一五：777.5百萬港元）須於一年內償還，而未償還借款約163.1百萬港元（二零一五：無）須於一年後償還。本集團之未償還借款中約72.3%以港元（「港元」）計值，餘額以人民幣（「人民幣」）計值。本集團之未償還借款中約15.1%按固定利率計息，其餘則按浮動利率計息。

As at 31 December 2016, the Group had outstanding borrowings of approximately HK\$916.3 million repayable within one year (2015: HK\$777.5 million) and outstanding borrowings of approximately HK\$163.1 million repayable after one year (2015: Nil). Approximately 72.3% of the Group's outstanding borrowings were denominated in Hong Kong dollars ("HK\$") and the remainder were in Renminbi ("RMB"). Around 15.1% of the Group's outstanding borrowings were charged with interest at fixed rates while the remainder were at floating rates.

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於二零一六年十二月三十一日，本集團的資產負債比率(借款總額除以總資產)如下：

The gearing ratio (total borrowings over total assets) of the Group as at 31 December 2016 was as follows:

		二零一六年 2016 千港元 HK\$'000	二零一五年 2015 千港元 HK\$'000
Total borrowings	借款總額	1,079,441	777,456
Total assets	總資產	3,154,191	2,629,925
Gearing ratio	資產負債比率	34.2%	29.6%

於二零一六年十二月三十一日，一項為147.7百萬港元(二零一五年：157.9百萬港元)之結餘已計入其他關聯方欠款中，該結餘指本集團透過一間銀行向上海建材(集團)有限公司(前稱上海建築材料(集團)總公司)(「上海建材」)提供之委託貸款及相關應收利息。交易詳情載於本公司日期為二零一六年五月二十七日之公告內。

As at 31 December 2016, a balance amounting to HK\$147.7 million (2015: HK\$157.9 million) were included in the amounts due from other related parties, which represent the provision of entrusted loans by the Group through a bank to 上海建材(集團)有限公司 (Shanghai Building Material (Group) Company Limited*) (formerly known as 上海建築材料(集團)總公司 (Shanghai Building Material (Group) General Company*)) (“Shanghai Building Material”) and the related interest receivable. Details of the transactions were set out in the announcement of the Company dated 27 May 2016.

財務管理及政策

本集團的財務政策旨在令本集團的財務風險減至最低。為實現此目標，本集團並不參與投機性的衍生性金融交易，亦不會將流動資金投資於具有重大風險的金融產品上。

Financial Management and Policy

The Group's financial policy aims at minimising the Group's financial risk exposure. To achieve this objective, the Group does not engage in speculative derivative financial transactions and invest the current capital in financial products with significant risk.

外匯波動風險

本集團的業務主要位於中國，其交易、營運資金及借款主要以人民幣及港元計值。本集團一直密切監控任何外匯風險並將於出現重大貨幣風險時考慮是否需要對沖。然而，由於本集團之綜合財務報表以港元呈列，有別於其功能貨幣人民幣，本集團無可避免地就此承擔因換算賬目為呈列貨幣而產生之外匯風險(不論正面或負面)。

Risk of Foreign Exchange Fluctuation

The Group's operations are mainly located in the PRC and its transactions, working capital and borrowings are primarily denominated in RMB and HK\$. The Group has been closely monitoring any foreign exchange exposure and will consider the need of hedging should significant currency exposure arise. However, since the Group's consolidated financial statements are presented in HK\$ which is different from its functional currency, RMB, it is inevitable that the Group would face foreign exchange exposure in this respect, whether positive or negative, from translating the accounts to its presentation currency.

管理層討論及分析 Management Discussion and Analysis

資產抵押

有關資產抵押之詳情載於本年報綜合財務報表附註46。

重大收購

誠如本公司於二零一六年一月二十八日所公佈，興活有限公司(「興活」)(本公司之間接全資附屬公司)與深圳市華融泰資產管理有限公司(「深圳華融泰」，一間中介控股公司)訂立買賣協議，據此，興活有條件同意購買而深圳華融泰有條件同意出售紫光製藥(一間於中國成立之中外合資經營企業)合共60%股本權益，相當於深圳華融泰所持紫光製藥之全部權益，總代價為人民幣291.2百萬元。該項收購已於二零一六年七月完成。交易詳情分別載於日期為二零一六年一月二十八日及二零一六年三月二十二日之公告及日期為二零一六年四月十五日之通函內。

重大資本承擔及投資

誠如本公司於二零一二年二月十五日所公佈，上海上聯與國有企業上海建材於二零一二年二月十三日訂立《關於建設「白龍港項目」合作協議》及《關於設立合資公司(原則)協議》，於取得白龍港項目之有關政府批文後成立合資公司(「合資公司」)，以經營及管理白龍港項目。根據上市規則第十四章，成立合資公司構成本公司一項非常重大收購事項。本集團應佔之合資公司註冊股本之50%股份人民幣400百萬元(相當於約446.9百萬元(二零一五年：477.9百萬元))將由本集團之內部資源出資及提供資金。交易詳情分別載於本公司日期為二零一二年二月十五日及二零一四年一月三十日之公告及本公司日期為二零一二年三月十六日之通函內。

Pledge of Assets

Details regarding the pledge of assets are set out in note 46 to the consolidated financial statements of this annual report.

Material Acquisitions

As announced by the Company on 28 January 2016, Kingwood Limited (“Kingwood”), an indirect wholly-owned subsidiary of the Company, and 深圳市華融泰資產管理有限公司 (Shenzhen Warranty Asset Management Co., Ltd.*) (“Shenzhen Warranty”), an intermediate holding company, have entered into a sale and purchase agreement, pursuant to which Kingwood has conditionally agreed to purchase, and Shenzhen Warranty has conditionally agreed to sell, an aggregate of 60% equity interest in Ziguang Pharmaceutical, a sino-foreign joint venture enterprise established in the PRC, representing the entire interest held by Shenzhen Warranty in Ziguang Pharmaceutical, for an aggregate consideration of RMB291.2 million. The acquisition was completed in July 2016. Details of the transaction were set out in the announcements dated 28 January 2016 and 22 March 2016, and the circular dated 15 April 2016, respectively.

Material Capital Commitments and Investments

As announced by the Company on 15 February 2012, Shanghai SAC has entered into the《關於建設「白龍港項目」合作協議》(the Bailonggang Project Construction Cooperation Agreement*) and the《關於設立合資公司(原則)協議》(the Principle Agreement for the Establishment of the Joint Venture Company*) on 13 February 2012 with Shanghai Building Material, a state-owned enterprise, for the purpose of setting up a joint venture company (the “JV Company”) to operate and manage the Bailonggang Project after the relevant government approvals for the Bailonggang Project being obtained. The setting up of the JV Company constituted a very substantial acquisition of the Company under Chapter 14 of the Listing Rules. The 50% share of registered capital of the JV Company attributable to the Group amounting to RMB400 million (equivalent to approximately HK\$446.9 million (2015: HK\$477.9 million)) will be contributed and funded by internal resources of the Group. Details of the transaction were set out in the announcements of the Company dated 15 February 2012 and 30 January 2014, respectively, and the circular of the Company dated 16 March 2012.

管理層討論及分析 Management Discussion and Analysis

誠如本公司於二零一二年十月三日所公佈，上海上聯已於二零一二年九月二十八日訂立三項購買協議，以購買若干設備及機器在未來用於白龍港項目，總代價為人民幣380百萬元（相當於約424.6百萬元（二零一五年：454.0百萬元））。本公司不計劃將該等設備及機器留作自用。截至二零一六年十二月三十一日，上海上聯已償付三項協議各自項下總代價之首期付款合共人民幣68.3百萬元（二零一五年：人民幣68.3百萬元）（相當於約76.3百萬元（二零一五年：81.6百萬元））。交易詳情分別載於本公司日期為二零一二年十月三日及二零一二年十一月十五日之公告及通函內。

誠如本公司於二零一六年十二月十六日所公佈，本公司已與Binex Co., Ltd.（「Binex」）及Binex的韓國大股東訂立股份認購協議，據此，本公司（或透過其指定全資附屬公司）已有條件同意向Binex認購，而Binex已有條件同意向本公司（或透過其指定全資附屬公司）發行認購股份，相當於(i)緊隨截止後，Binex經認購股份擴大後之已發行股本總額約29%；及(ii)假設Binex全部未行使可換股債券及僱員購股權獲悉數轉換及行使，Binex經認購股份擴大後之已發行股本總額約28%。按照認購價每股16,000韓圓（相當於106港元）計算，Binex的認購代價合共為210,917百萬韓圓（相當於約1,397百萬元）。待本公司日期為二零一六年十二月十六日之公告所載之先決條件達成後，本公司將於截止時以現金償付認購代價。交易詳情載於日期為二零一六年十二月十六日之公告內，而一份載有（其中包括）股份認購協議之進一步資料之通函將適時寄發予本公司股東。

As announced by the Company on 3 October 2012, Shanghai SAC entered into three purchase agreements on 28 September 2012 for the purchases of certain equipment and machineries at the aggregate consideration of RMB380 million (equivalent to approximately HK\$424.6 million (2015: HK\$454.0 million)), for future use in the Bailonggang Project. The Company does not intend to retain such equipment and machineries for its own use. Up to 31 December 2016, Shanghai SAC settled the first installment of the total consideration under the three respective agreements in an aggregate amount of RMB68.3 million (2015: RMB68.3 million) (equivalent to approximately HK\$76.3 million (2015: HK\$81.6 million)). Details of the transaction were set out in the announcement and circular of the Company dated 3 October 2012 and 15 November 2012, respectively.

As announced by the Company on 16 December 2016, the Company has entered into a share subscription agreement with Binex Co., Ltd. ("Binex") and the majority Korean shareholders of Binex, pursuant to which the Company (or through its wholly owned subsidiary designated by it) has conditionally agreed to subscribe from Binex, and Binex has conditionally agreed to issue to the Company (or through its wholly owned subsidiary designated by it), subscription shares, representing (i) approximately 29% of the total issued share capital of Binex as enlarged by the Subscription Shares immediately upon closing; and (ii) approximately 28% of the total issued share capital of Binex as enlarged by the Subscription Shares and assuming that all the outstanding convertible bonds and employees share options of Binex are fully converted and exercised. The total subscription consideration of Binex is KRW210,917 million (equivalent to approximately HK\$1,397 million) based on the subscription price of KRW16,000 (equivalent to HK\$106) per share. Subject to the conditions precedent pursuant to the Company's announcement dated 16 December 2016, the Company will satisfy the subscription consideration by cash upon closing. Details of the transaction were set out in the announcement dated 16 December 2016 and a circular containing, inter alia, further information regarding the Share Subscription Agreement will be despatched to the shareholders of the Company in due course.

管理層討論及分析 Management Discussion and Analysis

僱員

於二零一六年十二月三十一日，本集團聘用1,064(二零一五年：306)名員工。本集團維持具競爭力之薪酬待遇，並按僱員表現發放薪金及花紅獎勵。此外，根據本公司分別於二零一一年四月二十八日及二零一六年九月二十日採納之購股權計劃及股份獎勵計劃，購股權及獎勵股份亦可授予合資格僱員。本計劃旨在激勵選定僱員為本集團作出貢獻，及使本集團得以招聘及挽留具有卓越才幹之僱員，以及吸納及挽留對本集團而言為寶貴之人力資源。

企業社會責任

國內／國際高水平製藥車間

位於北京的化學藥生產基地、位於陝西省寶雞市的中藥生產基地以及位於重慶市的原料藥及中間體生產基地均通過了國家食品藥品監督管理總局的GMP認證，其中位於重慶市的原料藥及中間體生產線還通過了美國FDA認證及世界衛生組織PQ認證。位於北京市的實驗動物車間通過了北京市科學技術委員會的實驗動物生產資格認證。

社會貢獻

位於北京相對貧困的延慶區的兩家生產企業，紫光製藥本部及斯貝福通過自身業績的增長，為地方貢獻了大量的稅收以及提供了更多的工作機會，兩家公司二零一六年度累計向延慶區繳納各類稅金約人民幣14.8百萬元，極大的支持了當地的基礎建設，並新增就業約100人，被中關村高新技術委員會評為延慶區最佳成長企業。

本集團亦積極投身社會公益事業。多年來，聯合王晁於兒童節(六月一日)為廠區周邊學校師生贈送校服，又為員工子女贈送筆記本並發放獎金，於重陽節慰問附近村莊老人、特困職工家庭，並義務維修廠區周邊道路，提供免費的人力物力。

EMPLOYEES

As at 31 December 2016, the Group had 1,064 (2015: 306) employees. The Group maintains a policy of paying competitive remuneration packages and employees are also rewarded salary and bonus on a performance related basis. In addition, share options and awarded shares may also be granted to eligible employees pursuant to the Share Options Scheme and Share Award Scheme adopted by the Company on 28 April 2011 and 20 September 2016 respectively. The purpose of the schemes is to provide incentives to the selected employees to contribute to the Group and to enable the Group to recruit and retain high-calibre employees and attract and retain human resources that are valuable to the Group.

CORPORATE SOCIAL RESPONSIBILITY

Domestic/international high-level pharmaceutical production facility

The chemical drugs production base located in Beijing, the Chinese medicines production base located in Baoji City, Shaanxi Province and the active pharmaceutical ingredients and intermediates production base located in Chongqing City have passed the GMP certification from the Food and Drug Administration of the PRC, while the active pharmaceutical ingredients and intermediates production line located in Chongqing City have also passed the FDA certification in the United States and the PQ certification from the World Health Organization. The experimental animal workshop located in Beijing City has passed the experimental animal production qualification certification from the Beijing Municipal Science & Technology Commission.

Contribution to society

Ziguang Pharmaceutical and SPF, being two manufacturing enterprises located in the relatively poor Yanqing District in Beijing, have contributed significantly to taxes and provided a lot of job opportunities with their own performance growth. The two companies paid taxes totaling approximately RMB14.8 million to the Yanqing District in 2016, being a great support to the local infrastructure and offering approximately 100 job opportunities. As such, they were awarded the Best Growth Enterprises in Yanqing District by the Zhongguancun High-tech Committee.

The Group also maintains its commitment to social responsibility and philanthropy. Over the years, Allied Wangchao has sponsored uniforms to schools on Children's day (1 June), sponsored notebooks and granted scholarship to the children of our staff members, paid visit to the elderly living in adjacent villages and poverty-stricken families of our staff during Chung Yang Festival and voluntarily repaired roads nearby.

管理層討論及分析 Management Discussion and Analysis

為員工提供更多的職業技能培訓

本集團定期對員工進行生產、工作技能及行為準則的培訓，提升員工綜合素養。對外則和國內高校、研究院交流合作，堅持技術革新，降本增效。

此外，本集團已委聘外部顧問向相關僱員提供有關環境、社會及管治主題之培訓及工作坊。在外部顧問之協助下，本集團已於培訓及工作坊中確定主要環境、社會及管治事宜，並考慮其對不同持份者之影響。集團管理層亦已於工作坊及培訓中評估其環境、社會及管治措施以及措施表現。進一步詳情請參閱本年報第20頁至第31頁之環境、社會及管治報告。

董事總經理
黃清海

二零一七年三月二十四日

* 僅供識別

Providing more professional skills training for employees

The Group provided regular training regarding production, skillsets and code of behaviour for its staff members in order to enhance their all-round quality. The Group also fosters communication and cooperation with colleges and academic institutions in the PRC to render support to technology innovation and at the same time reduce cost and boost efficiency.

Also, the Group has engaged an external consultant to provide trainings and workshops on the topics of environmental, social and governance (“ESG”) to the relevant employees. With the facilitation by the external consultant, the Group identified material ESG issues and considered their impacts to different stakeholders during these trainings and workshops. The Group management also evaluated its ESG initiatives and its performances during these workshops and trainings. Please refer to Environmental, Social and Governance Report on pages 20 to 31 of this annual report for further details.

Ng Qing Hai
Managing Director

24 March 2017

* For identification purpose only

環境、社會及管治報告 Environmental, Social and Governance Report

編製基礎

我們根據香港聯合交易所有限公司(「聯交所」)證券上市規則附錄27所載的《環境、社會及管治報告指引》(「環境、社會及管治指引」)編製此報告。同方康泰產業集團有限公司(「本公司」)董事(「董事」)會(「董事會」)認為，我們於截至2016年12月31日止年度已遵守《環境、社會及管治報告指引》載列的「不遵守就解釋」條文。

本集團的業務營運

截至2016年12月31日止年度，本集團主要在山東省和上海市從事水泥、熟料及礦渣製造和銷售，以及水泥貿易(以下簡稱「水泥業務」)，並提供技術服務；在中華人民共和國(「中國」)製造及銷售處方藥，從事其他醫藥相關業務及醫藥研究和測試(以下簡稱「醫療、醫藥及健康業務」)。本報告分別對水泥業務和醫療、醫藥及健康業務進行了概要披露。

環境、社會及管治(「環境、社會及管治」)的管理方針

董事會簽署了相關舉措，以制定清晰、重點突出的環境、社會及管治的管理方針，並使其與本公司的整體經營策略密切相關。

執行董事委員會負責制定政策及方針，為出於可持續發展目的開展的環境、社會及管治活動和事業分配預算。

我們的理念是推動循環經濟、為本集團打造穩固根基和美好將來，從而為本集團之商業夥伴和本公司之股東創造更高價值。

我們的策略是遵守適用於其業務的所有環保要求，並持續改進其環保管理工作至行業的最佳常規。

二零一六年八月，我們聘請了外部顧問向所有集團公司管理層提供了風險管理和環境、社會及管治報告培訓，並組織了研討會。期間，我們決定了環境衛生及產品責任為集團的主要範疇。同時，外部顧問為集團提供公司治理守則更新及最佳做法參考。這些資料有助集團在公司治理方面的持續發展。

BASIS OF PREPARATION

We have adopted the Environmental, Social and Governance Reporting Guide (the “ESG Guide”) as set out in Appendix 27 to the Rules Governing the List of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong (the “Stock Exchange”) in preparing this report. The board of directors (the “Directors” and “Board”, respectively) of Tongfang Kontafarma Holdings Limited (the “Company”) considered we have complied with the “comply or explain” provisions as set out in the ESG Guide for the year ended 31 December 2016.

BUSINESS OPERATION OF THE GROUP

For the year ended 31 December 2016, the Company and its subsidiaries (the “Group”) was principally engaged in the manufacturing and sales of cement, clinker and slag, trading of cement (the “Cement Business”) and provision of technical services with operations in Shandong province and Shanghai and the manufacturing and sales of prescription drugs, other pharmaceutical-related businesses and pharmaceutical research and testing in the People’s Republic of China (the “PRC”) (the “Medical, Pharmaceutical and Health Business”). This report provides general disclosures that cover both Cement Business and Medical, Pharmaceutical and Health Business.

OUR ENVIRONMENTAL, SOCIAL AND GOVERNANCE (“ESG”) MANAGEMENT APPROACH

The Board endorsed an initiative to pursue a clear and prioritised ESG management approach that is closely aligned to the Company’s overall business strategy.

The Executive Committee is responsible for the formation of policy and guideline, and allocates the budget for ESG activities undertakings for sustainable development.

Our vision is to promote sustainable economies, build a solid foundation and a bright future for the Group and enhance the value of business partners of the Group and shareholders of the Company.

Our strategy is to comply with all environmental requirements applicable to our business and to continuously improve our environment management towards the industry best practice.

We engaged an external consultant to organise trainings and workshops on risk management and ESG reporting for management of all group entities in August 2016. Environmental Protection and Product Responsibilities are chosen as our key aspects. The external consultant also provided the Group with latest development and updates on the Code on Corporate Governance and recommended best practice. These information are valuable to us in achieving continuous improvement in corporate governance.

環境、社會及管治報告 Environmental, Social and Governance Report



公司捐款建設新農村為頓莊村建設沼氣池
Donate for building of digester in village

保護環境

我們認識到，我們需承擔與業務相關的環保責任，並承諾盡量減少經營活動對環境的影響。我們的環保策略是使我們的業務與環境達到和諧平衡。我們的主要環保政策如下：

- 遵循適用於業務經營的所有環保要求
- 根據行業最佳實踐改進環境結構
- 將環保因素融入業務運營的各個階段（例如規劃、設計與製造）
- 通過向員工提供培訓增強環保意識
- 為我們經營所在地的環保活動提供支持

我們一直努力推行減量化、再利用、再循環三大原則，從業務運營的所有可能方面減少資源消耗及排放物。我們制定了內部操作指引，包含詳細的水電使用規定，如空調的運行時間和溫度設定。

PROTECTING OUR ENVIRONMENT

We recognise the environmental responsibilities associated with our business and are committed to minimise the environmental impacts of our business operation. Our environmental strategy is to strike a harmonious balance between our business and the environment. Our major environmental policy is as below:

- To comply with all environmental requirements applicable to our operations
- To improve the environmental structure towards the industry's best practice
- To integrate environmental considerations in all stages of business operation (e.g. planning, design and manufacturing)
- To enhance environmental awareness of our employees via trainings
- To support environmental initiatives of the communities where we operate

We have a constant endeavour of reducing the consumption of resources and emissions in all possible aspects of business operation by promoting the 3R Principle (Reduce, Reuse and Recycle). We have formulated internal operational guidelines containing detailed requirements regarding water and electricity consumption such as the operating hours and temperature setting of air conditioners.



公司出資人民幣300萬元修建的便橋
Bridge repaired by the Group's RMB3 million sponsorship

環境、社會及管治報告 Environmental, Social and Governance Report

水泥生產、餘熱發電和製藥生產過程需要大量水。我們的水源各異，且在很大程度上取決於工廠的位置。我們自覺採取措施，減少用水，維護及補給水源。

我們在工廠的所有公共區域提供垃圾回收箱按性質對廢棄物進行分類以進行循環再利用，並委派可回收廢棄物收集承包商提供幫助。

我們開始更換老化設備或將其升級至更高效版本。在建造或升級工廠時，環保是一項關鍵考慮因素。我們正在為工廠和辦公室更換LED（「發光二極管」）燈，比傳統燈節能高達40%。

為了建設環保的工作環境，我們要求運營工廠至少三分之一的管理區域達到環保。

水泥業務

在熟料及礦渣生產過程中會產生廢氣（例如氮氧化物、二氧化硫和粉塵）和溫室氣體排放物（例如二氧化碳）。我們為水泥窯安裝了窯內氣體分析儀，在線監測空氣污染物。我們亦按照國家GB4915-2013的大氣污染要求粉塵排放濃度 $<20\text{mg}/\text{Nm}^3$ 、 $\text{NO}_x \leq 400\text{mg}/\text{Nm}^3$ 、 $\text{SO}_2 < 100\text{mg}/\text{Nm}^3$ 指標排放要求對窯系統技術改造安裝了SNCR進行脫硫脫硝系統。我們安裝了粉塵回收處理設備，回收生產過程中產生的粉塵，並在水泥生產中進行再利用。當地環保部門定期進行實地考察，監控生產線的污染物排放，所有排放標準全部達到環保部門的要求。

Huge amount of water is required during the cement manufacturing process, residual heat power generation process and the medicine manufacturing process. Our sources of water vary and largely depend on the location of our plants. We are consciously taking steps towards reducing our consumption and contributing towards maintenance and recharge of water sources.

We provide waste recycling bins at all common areas of our plants to separate waste by nature for recycling and appoint waste recyclables collection contractors to help discharge them.

We have started to replace or upgrade our aged equipment to models that have higher efficiency. When constructing or upgrading plants impacts on the environment are our key consideration. Ongoing replacement of Light Emitting Diodes (“LED”) lights in our plants and office provides energy savings of up to 40% compared to conventional lights.

In order to promote a green working environment, we request at least one-third of the managed area of our operation plants to be green.

About our Cement Business

During the manufacturing process of clinker and slag, exhaust gas emissions (e.g. nitrogen oxides (“ NO_x ”), sulphur dioxide (“ SO_2 ”) and dust) and greenhouse gas emissions (e.g. carbon dioxides (“ CO_2 ”)) are produced. We have installed kiln gas analysers to our cement kilns for online monitoring of the air pollutants. We have also installed SNCR for the de-sulfurization and de-nitrification to our kilns in accordance to the Emission Standard of Air Pollutants for Cement Industry “GB4915-2013” requirement (dust density $<20\text{mg}/\text{Nm}^3$, $\text{NO}_x \leq 400\text{mg}/\text{Nm}^3$, $\text{SO}_2 < 100\text{mg}/\text{Nm}^3$). Dust-reclaiming mills were in place to recycle the dust incurred in the manufacturing process and to be reused in cement production. Site visits are regularly conducted by local environmental authorities to monitor the pollutant emissions of the production lines. All emission standards have met the requirement of the environmental authorities.



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在過去兩年中，我們完成了窯系統的原料磨逆變器的改造，帶式輸送散裝水泥運輸車的技術更新及電除塵器改造，並在窯系統中採用了低氮氧化物分階段燒製技術。

於本年度，我們對公司用水和排放水進行了技術提升以使排放的經使用水達到生產使用標準及用於重用目的。因此，水系統可達到零排放。

本公司多年來都接受常規能源審計或碳審計，監測能源使用情況，產品達到了國家能源限額GB16780-2012標準。

經過我們對製造工廠進行的持續升級，於二零一五年山東聯合王晁水泥有限公司(「聯合水泥」)被認定為國家高新技術企業。

在不久的將來，我們將繼續提升水泥窯的集塵率，並促進其他環保項目的發展。

During the past two years, we have completed the reformation of inverter of clinker powder raw mill, technological updates of the belt-conveyed bulk cement carrier and the reformation of electrical dust precipitator and have adopted low NO_x staged burning techniques in the kiln system.

During the year, we have technically improved our water usage and discharge system so that discharged used water is able to meet the production standards for reuse purpose. As such, the water system is able to achieve zero emission.

Regular energy audit or carbon audit has been performed by the Company to monitor energy usage over the years. Our cement has met the Norm of Energy Consumption per Unit Products of Cement “GB16780-2012” requirement.

As a result of ongoing upgrade of our manufacturing plants, Shandong Allied Wangchao Cement Limited (“Allied Wangchao”) was identified as one of the national high-tech enterprises in 2015.

In the coming future, we would continue to enhance the dust collection rate of our cement kiln and other environmental projects.



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重慶康樂製藥有限公司處理廢棄物設施 — 水解池
Waste disposal facility of Chongqing Kangle
Pharmaceutical Ltd. — Hydrolysis tank

醫療、醫藥及健康業務

為了響應中國政府對使用替代能源的號召，我們在北京工廠實施了太陽能發電項目。該項目安裝了太陽能光伏，於二零一六年底投入使用，佔地面積30,000平方英尺，能夠提供北京工廠的所有日常能源消耗。過剩的太陽能將出售給附近工廠。我們的太陽能發電項目有效推動了替代能源發展，通過減少溫室氣體排放改善環境。

醫療、醫藥及健康業務的有害廢棄物主要包括試劑瓶、處置藥品和實驗廢液等醫療廢物。我們按照有關法律法規處理所有有害廢棄物。所有有害廢棄物在處置前將由具有相關資質的公司進行無害化處理。



重慶康樂製藥有限公司處理廢棄物設施 — 厭氧池
Waste disposal facility of Chongqing Kangle
Pharmaceutical Ltd. — Anaerobic digestion tank

About our Medical, Pharmaceutical and Health Business

In response to the promotion of alternative energy use by the PRC government, we have implemented a solar energy generation project (“Solar Energy Generation Project”) in our plant in Beijing. The project installed solar photovoltaic, which started in use in late 2016. It covers an area of over 30,000 square feet and is able to supply the daily energy consumption of our plant in Beijing. Any surplus of solar energy generated would be sold to the plants nearby. Our Solar Energy Generation Project effectively promotes the development of alternative energy use as well as making contribution to a better environment by reducing greenhouse gas emissions.

Clinical waste such as reagent bottles, disposed drug and experimental liquid waste are the major hazardous wastes of our Medical, Pharmaceutical and Health Business. We handle all of our hazardous waste in accordance with the relevant laws and regulations. All hazardous wastes would have to go through neutralisation treatment by qualified firms before disposal.



重慶康樂製藥有限公司處理廢棄物設施 — 車間廢氣治理設施
Waste disposal facility of Chongqing Kangle Pharmaceutical Ltd. — Waste gas
treatment facility

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我們的實驗動物車間在飼養動物的過程中產生臭氣，主要成分為氨。我們採用密閉獨立送風隔離籠具飼養動物，廢氣收集率100%。從車間抽出的廢氣在風機的作用下進入噴淋塔。在塔內，循環水經噴淋系統噴灑而下，與廢氣中的氨發生中和反應，從而起到淨化效果。為了提高噴淋洗滌塔的效率，其填料採用多面空心球來增加氣液接觸面積，並有效地分散氣流，被淨化後的氣體通過煙囪達標排放。

我們所有的組合式空調機組都採用變頻控制，有效的降低了能耗，比定頻控制節能達25-30%。

我們的實驗動物車間的高壓鍋冷卻用水經回收用於清洗飼養盒及噴淋吸收塔所需。

某些集團公司接受常規能源審計或碳審計，監測能源使用。所有製藥廠均通過了國家環保部的環境評價認證。

合規

相關法律法規主要包括但不限於：

- 《中華人民共和國環境保護法》
- 《中華人民共和國大氣污染防治法》
- 《中華人民共和國水污染防治法》
- 《危險廢物貯存污染控制標準》
- 《危險廢物污染防治技術政策》
- 《藥品經營質量管理規範》

Unpleasant smell (mainly composed of ammonia) is produced by our experimental animal workshop in the breeding of animals. We adopted closed independent ventilation cage to raise our animals and to collect 100% of the unpleasant smell from the cage to spray tower through fans. In the tower, water recycled from other processes would spray to purify the gas from the impact of ammonia. To improve the efficiency of the spray tower, we adopted hacketten to increase the surface area of the gas and to diversify the stream efficiently. Purified gas would be discharged through chimneys.

All of our central-station air handling units adopts frequency control to constant temperature and humidity, which provides energy savings of up to 25-30%.

Water used in pressure cookers in our experimental animal workshops would be recycled for cleansing the equipment and for the spray absorber.

Regular energy audit or carbon audit was performed by certain subsidiaries of the Group to monitor energy usage. All pharmaceutical plants have passed the environmental assessment certification of the Ministry of Environmental Protection.

COMPLIANCE

Major relevant laws and regulations include but not limited to the below:

- 《危險廢物轉移聯單管理辦法》
- 《中華人民共和國固體廢物污染環境防治法》
- 《城市生活垃圾管理辦法》
- 《北京市生活垃圾管理條例》
- 《藥品生產質量管理規範》



斯貝福(北京)生物技術有限公司環保設施 — 噴淋式洗滌塔
Environmental protection facilities in SPF (Beijing) Biotechnology Co., Ltd. —
Spray tower

環境、社會及管治報告 Environmental, Social and Governance Report

二零一六年，本公司之附屬公司聯合王晁因氨噴射系統性能不穩定導致氮氧化物排放超標0.24倍，受到了人民幣30萬元的罰款。針對此不合規事件，我司加強了與省廳、市、區環保局加強溝通聯繫，避免不必要誤解，同時在公司內部加強環保意識教育，嚴格按國家環保要求組織生產，還採購專用氣體檢測儀器，對排放進行有效控制。

在本報告期間內，除了上述事項外，我們經營中未注意到其他已報告的不遵循相關環保法律法規的情況。

不論其背景及性別如何，我們認同僱員乃我們重要的資產，並向僱員提供公平及平等的機會。於二零一六年十二月三十一日，本集團水泥業務擁有240名僱員，醫療、醫藥及健康業務擁有824名僱員，其中11名僱員為殘障人士。我們致力於為我們所有的僱員打造一個開放的且令人鼓舞的工作環境。

我們鼓勵公平競爭

所有僱傭決定均應基於客觀標準。所有僱傭政策遵循機會均等原則，特別是員工招聘、培訓、職業發展和晉升。我們根據職責和業績確定薪酬。工作時間、休息時間及固定繳款符合相關勞動法律法規。

員工手冊載列了我們的薪酬方案，包括基本工資、獎金、社保繳費和法定假日。我們按照當地勞動法律法規繳存社保。我們的薪酬方案與當地行業水平相當。工作時間和休息時間符合當地勞動法律法規。

在報告期間內，我們未注意到任何已報告的違反勞動法律法規情況。

In 2016, it was found that the unstable performance of the ammonia injection system lead to Allied Wangchao, a subsidiary of the Company, excessively emitted NO_x by 0.24 times, resulting in RMB300,000 fines being charged. In response to this non-compliance incident, we have improved communication between our Group and the local province, city and district environmental departments to avoid any misunderstanding, and in the meantime, to enhance environmental awareness amongst the Group. We strictly follow the national environment requirement on production and adopt specified gas detection instruments to control the emission effectively.

In the reporting period, save as disclosed above, no other reported instance of non-compliance to relevant environmental laws and regulations was noted in our operation.

We recognise our employees as an important asset and provide fair and equal opportunities to our employees regardless of their backgrounds and genders. As at 31 December 2016, the Group had 240 employees from the cement business and 824 employees from the medical, pharmaceutical and health business, of which 11 employees were disabled. We are committed to build an open and inspirational working environment to all our employees.

We promote fair competition

All employment decisions shall be based on objective criteria. Equal opportunities principles are applied in all employment policies, in particular to recruitment, training, career development and promotion of employees. Remuneration packages are determined based on responsibilities and performance. Working time, rest periods and defined contributions are in compliance with relevant labour laws and regulations.

Regulated by the employee handbook, our remuneration scheme consists of basic salary, bonus, social security contribution and statutory holidays. We contributed social security in compliance with local labour law and regulations. Our remuneration scheme is comparable to the peers in the local industry. Working hours and rest periods are in compliance with local labour laws and regulations.

In the reporting period, no reported instance of non-compliance with relevant labour laws and regulations was noted.

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我們絕不容忍歧視或騷擾

我們絕不容忍因任何員工的性別、年齡、種族或受法律保護的任何身份而對其進行歧視或騷擾。有關歧視或騷擾的投訴將在保密的情況下公正處理。在報告期間內，我們未注意到任何已報告的歧視或騷擾情況。

我們歡迎意見反饋

我們鼓勵員工積極主動地向管理層提出意見反饋及問題。員工可通過多種渠道表達不滿和投訴，我們將按照預定程序合理處理收到的不滿和投訴，平等對待所有員工。

我們重視職業安全與健康

我們努力為員工提供安全的工作環境，保護員工免受職業危害。所有工作地點都實施了環境、健康和安全管理制度。我們制定了安全指引，並傳達給了所有員工。

定期舉辦相關培訓，以提高員工的健康和安全意識。

我們委任了安全專員監督各個運營方面的安全水平，並定期向集團員工提供有關辦公設備、生產設施、挖掘工具和檢測設備操作的信息和培訓課程。管理層抽查安全措施的實施是否到位。在報告期間內，我們未注意到任何已報告的違反職業安全與健康法律法規情況。

We do not tolerate discrimination or harassment

We do not tolerate discrimination or harassment against any employee based on their gender, age, race, or any status protected by law. Complaints about discrimination or harassment would be dealt with confidentiality and impartially. In the reporting period, no reported instance on discrimination or harassment was noted.

We welcome feedbacks

We encourage our employees to provide feedbacks and address their concerns to the management proactively. Number of channels are in place for its employees to express grievances and complaints which will be well-handled according to the predetermined procedures to ensure equality to all employees when related matters are handled.

We promote occupational safety and health

We are committed to provide a safe working environment to our employees and to protect them from occupational hazards. Environmental, Health and Safety Management Systems are implemented in all sites. Safety guidelines are formulated and communicated to all employees.

Relevant trainings are organised regularly to improve our employees' awareness on health and safety.

We have appointed safety officers to supervise the safety level of each aspect of operations and provide the Group's employees with information and training courses about operation of equipment in office, production facilities, mining tools and inspection equipment on a regular basis. Spot checks by the management on the implementation of safety measures are in place. In the reporting period, no reported instance of non-compliance to relevant occupational safety and health laws and regulations was noted in our operation.

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我們提供學習機會

我們向員工充分提供有關生產、技能和行為規範的培訓，以提高員工的整體素質。我們持續向員工提供適當的質量和良好作業規範培訓（「良好作業規範」），以確保員工能夠有效履行職責。我們制定了相關制度，確保所有相關員工都能接受培訓，並監測培訓效果。

禁止童工和強迫勞動

我們的僱傭政策嚴格禁止童工和強迫勞動。在報告期間內，我們未注意到任何已報告的童工或強迫勞動情況。

供應鏈管理

我們所有的原料均採購自本集團的合格供應商。合格供應商名單之錄取必須遵循嚴格的標準。經過初步篩選後，潛在供應商將會接受實地審核，包括對供應商的質量管理水平、確保穩定供應的能力、安全和環境管理、企業文化和商業信譽的全面評估等。我們對合格供應商名單實施動態管理，執行定期評估，淘汰不適合的供應商。

We provide learning opportunities

We provide our employees with adequate trainings regarding production, skillsets and code of behaviour for its staff members in order to enhance their all-round quality. We provide appropriate and ongoing trainings on quality and Good Manufacturing Practice (“GMP”) to our employees to ensure that they are prepared to perform their duties effectively. Our system not only ensures that all applicable employees are trained, but also monitors the effectiveness of the trainings.

Prohibition on child and forced labour

Our employment policy strictly prohibits the employment of children and forced labour. In the reporting period, no reported instance on child labour or forced labour was noted.

SUPPLY CHAIN MANAGEMENT

All our raw materials were sourced from the Group's list of qualified suppliers. Admission to the list of qualified suppliers must follow strict standards. After a preliminary screening, potential suppliers will be subject to an on-site audit entailing a comprehensive assessment of the supplier's quality management level, capability of ensuring a stable supply, safety and environmental management, employee health and social responsibility, corporate culture and business reputation and so on. The list of qualified suppliers was managed dynamically with a regular assessment to eliminate unfit suppliers.



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產品責任

產品質量是我們業務經營中的一個主要關注點。我們建立了嚴格的內部控制制度來管理我們的知識產權，包括商標、專利、專有技術和保密性管理，以及情報和信息收集。我們及時註冊新設計的產品的商標，在網站上及時更新大部分產品的詳細描述。

醫療、醫藥及健康業務

我們應用並遵循一套嚴格的質量標準，制定了相關政策和程序，識別、衡量、控制及維持卓越的產品品質。我們不斷改善這些標準，完善我們的質量和安全程序，確保持續遵循良好作業規範。

我們的生產設施接受國家主管部門的檢查。我們在所有製造工廠採用良好作業規範。我們的質量檢查小組對我們採購的各個批次的原材料及成品執行質量檢查，以確保我們的產品質量和安全性均達到規定標準。位於北京的化學藥生產基地、位於陝西省寶雞市的中藥生產基地以及位於重慶市的原料藥及中間體生產基地均通過了國家食品藥品監督管理局的GMP認證，其中位於重慶市的原料藥及中間體生產線還通過了美國FDA認證及世界衛生組織PQ認證。位於北京市的實驗動物車間通過了北京市科學技術委員會的實驗動物生產資格認證。

PRODUCT RESPONSIBILITY

Product quality is one of our main focuses in our business operation. We have established a strict internal control system to manage our intellectual properties, encompassing the administration of trademarks and patents, the management of proprietary technology and confidentiality, and intelligence and information gathering. Trademarks of newly designed products would be registered on a timely basis. Detailed descriptions of most of our products are updated timely on our websites.



斯貝福(北京)生物技術有限公司有關安全生產之員工培訓
Staff training of SPF (Beijing) Biotechnology Co., Ltd. in relation to safety production

Medical, Pharmaceutical and Health Business

We apply and adhere to a strict set of quality standards, and we adopted policies and procedures to identify, measure, control and sustain product-quality excellence. We strive continuously to improve these standards in order to enhance our quality and safety procedures and ensure ongoing compliance with GMP.

Our manufacturing facilities are inspected by national authorities. We adopted GMP in all of our manufacturing plants. Quality checks are performed by our quality inspection team on each batch of raw materials purchased and finished products, to ensure the quality and safety of our products are up to required standards. Our chemical drugs production base located in Beijing, the Chinese medicines production base located in Baoji City, Shaanxi Province, and the active pharmaceutical ingredients and intermediates production base located in Chongqing City have all obtained the GMP certification from the Food and Drug Administration of the PRC. The active pharmaceutical ingredients and intermediates production line located in Chongqing City have also obtained the FDA certification of the United States and the PQ certification of the World Health Organisation. Our experimental animal workshop located in Beijing City has obtained the experimental animal production qualification certification of the Beijing Municipal Science & Technology Commission.



環境、社會及管治報告 Environmental, Social and Governance Report

我們竭力為客戶提供準確的醫藥產品信息。不同產品的生產線相互分離，以避免貼錯標籤。我們還指派相關人員確保藥品標籤準確無誤。

我們的實驗動物車間每年飼養約300餘萬隻實驗小鼠，並向國內外科研機構、大專院校以及生物製藥公司出售，為人類生命健康科學研究提供了重要的支撐。二零一六年，我們主要從事標準化實驗動物供應及動物源性藥原料供應的斯貝福(北京)生物技術有限公司(「斯貝福」)獲得了北京市實驗動物協會頒發的二零一五年北京實驗動物行業先進集體獎。為了保證實驗小鼠健康成長，我們提供了充足的空間、優質的食物和適宜的溫度，為實驗小鼠創造了良好的生活環境。我們隨時向相關員工提供關於動物福利的技術更新。我們遵循動物福利與仁慈終點建立的原則，並對實驗小鼠實施安樂死。

水泥業務

我們通過季度問卷調查等客戶參與措施為客戶提供優質水泥。我們確保我們的產品質量均達到了GB175-2007通用硅酸鹽水泥國家標準。

反腐敗

為了維持公平、高效的經營和工作環境，我們高度重視反腐敗工作。本集團不容忍任何形式的腐敗。此外，我們在員工手冊中規定了相關行為準則，禁止員工向與本集團有業務往來的人員、公司或組織索要、收取或接受任何形式的利益。我們制定了舉報制度，員工可舉報所有形式的可疑非法行為。在報告期間內，我們未注意到任何已報告的賄賂、勒索、舞弊和洗錢情況。

We are committed to provide accurate information of our pharmaceutical products to customers. Production lines of different products are separate to avoid mislabelling. We have also appointed personnel to make sure labelling of our medicines are accurate.

Our experimental animal workshop breeds over 3 million mice every year and sells those mice to domestic and international research institutions, tertiary institutions and other pharmaceutical companies to support the life and health science research. In 2016, SPF (Beijing) Biotechnology Co., Ltd.* (“SPF”), which principally engaged in the supply of standardised laboratory animals and animal indigenous raw materials, obtained the 2015 Beijing Advanced Laboratory Animals Industry Award (“北京實驗動物行業先進集體獎”) issued by the Beijing Association on Laboratory Animal Care. To ensure the laboratory mice grow healthily, we provide them with a good living environment with adequate space, quality food and suitable temperature. Technical updates regarding the animal welfare are given to related employees from time to time. We follow the Principle of Animal Welfare and Humane Endpoint (“動物福利與仁慈終點建立的原則”) and adopt euthanasia for our laboratory mice.

Cement Business

We are committed to provide quality cement to our customers through customer engagement such as quarterly questionnaire surveys. We ensure the quality of our products is up to the National Standard of Common Portland Cements (“GB175-2007”).

ANTI-CORRUPTION

In order to maintain a fair and efficient business and working environment, we put great emphasis on anti-corruption. Our Group does not tolerate any form of corruption. Also, we adopted relevant code of conduct in employee handbook to prohibit employees from extorting, charging or accepting any form of interest from people, companies or organisations which conducts business with the Group. Whistleblowing system is formulated for employees to report any suspect of all forms of illegal practices. In the reporting period, no reported instance on bribery, extortion, fraud and money laundering was noted.



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社區投資

COMMUNITY INVESTMENT

我們積極參與社區和慈善活動。我們的水泥業務捐贈水泥幫助周圍村莊修橋築路，完善基礎設施。本集團通過捐贈錢物向貧困群體提供幫助。本集團自成立以來已對外捐贈超過人民幣2,100萬元(二零一三至二零一五年間，本集團捐贈了人民幣4,137,700元)。

We actively take part in community and charitable activities. For our cement business, the Group donates cement to help surrounding villages repair bridges, construct roads, and improve infrastructure facilities. For people living in poverty, the Group helps them through donating money or goods. Since the establishment of the Group, it has donated over RMB21 million to external parties (between the years 2013 and 2015, the Group donated RMB4,137,700).

多年來，聯合王晁於兒童節(六月一日)向學校贊助校服，向員工子女贊助筆記本電腦、授予獎學金，於重陽節看望鄰近村莊的老人及貧困員工家庭，並自願修繕附近道路。自二零零八年以來，本集團的捐款和慈善費用超過了港幣1,500萬元。

Over the years, Allied Wangchao has sponsored uniforms to schools on Children's day (1 June), sponsored notebooks and granted scholarships to the children of our employees, paid visit to the elderly living in adjacent villages and poverty-stricken families of our staff during Chung Yang Festival and voluntarily repaired roads nearby. The Group has spent over HK\$15 million on donation and charity work since 2008.



頓莊小學學生穿上了公司捐贈的校服
Students in uniforms donated by the Group



到養老院慰問，送去保暖內衣、雞蛋等
Donation of thermal underwear and eggs to nursing homes

* 僅供識別

* For identification purpose only

企業管治報告 Corporate Governance Report

同方康泰產業集團有限公司(「本公司」)致力於切合實際之範圍內維持高水平之企業管治，以強調高透明度、問責性及獨立性為原則。本公司董事(「董事會」)會(「董事會」)相信良好的企業管治對本公司之成功及提升股東價值至為重要。

企業管治守則及企業管治報告

根據香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)附錄十四所載之企業管治守則及企業管治報告(「企業管治守則」)，董事會已檢討本公司之企業管治常規，並已採納多項經改進之程序，詳情載於本報告內。於截至二零一六年十二月三十一日止年度(「本年度」)，本公司已應用企業管治守則之原則及遵守所有適用之守則條文。

董事會

董事會目前共由六名董事組成，其中三名為執行董事(「執行董事」)及三名為獨立非執行董事(「獨立非執行董事」)。於本年度內及截至本報告日期止，董事會成員載列如下：

執行董事

黃俞先生(主席)
黃清海先生(董事總經理)
張軼先生
(獲委任日期：二零一六年七月十二日)
鄧勁光先生
(辭任日期：二零一六年七月十二日)

獨立非執行董事

陳思聰先生
張瑞彬先生
張俊喜先生

董事之簡歷詳情載於本年報董事會報告第55頁至第61頁之「董事及高級管理人員之個人資料」一節內。

董事之間概無財務、業務、家族或其他重大關係。

Tongfang Kontafarma Holdings Limited (the “Company”) is committed to maintaining a high standard of corporate governance within a sensible framework with an emphasis on the principles of transparency, accountability and independence. The board of directors of the Company (the “Directors” and the “Board”, respectively) believes that good corporate governance is essential to the success of the Company and to the enhancement of shareholders’ value.

CORPORATE GOVERNANCE CODE AND CORPORATE GOVERNANCE REPORT

In light of the Corporate Governance Code and Corporate Governance Report (the “CG Code”) contained in Appendix 14 to the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the Board has reviewed the corporate governance practices of the Company with the adoption of various enhanced procedures which are detailed in this report. The Company applied the principles of, and complied with, all the applicable code provisions of the CG Code throughout the year ended 31 December 2016 (the “Year”).

THE BOARD

The Board currently comprises six Directors in total, with three executive Directors (the “Executive Directors”) and three independent non-executive Directors (the “INEDs”). The composition of the Board during the Year and up to the date of this report is set out as follows:

Executive Directors

Mr. Huang Yu (Chairman)
Mr. Ng Qing Hai (Managing Director)
Mr. Zhang Yi
(Date of appointment: 12 July 2016)
Mr. Deng Jinguang
(Date of resignation: 12 July 2016)

INEDs

Mr. Chan Sze Chung
Mr. Zhang Ruibin
Mr. Zhang Junxi Jack

The brief biographical details of the Directors are set out in the “Biographical Details of Directors and Senior Management” section in the Directors’ Report on pages 55 to 61 of this annual report.

There are no financial, business, family or other material relationship among the Directors.

企業管治報告 Corporate Governance Report

董事會程序

於年內，獨立非執行董事為本公司及其附屬公司（統稱「本集團」）提供廣泛之專業知識及經驗。彼等積極參與董事會及董事委員會會議，對本集團之策略、表現及管理程序之事宜提供了獨立判斷，並顧及本公司全體股東（「股東」）之利益。

於整年內及截至本報告日期止，本公司有三名獨立非執行董事，佔董事會人數不少於三分之一。根據上市規則第3.10條之規定，至少一名獨立非執行董事具備適當之專業資格或會計或相關財務管理專業知識。本公司已接獲每名獨立非執行董事有關其獨立性之年度確認書，並認為所有獨立非執行董事均具備上市規則第3.13條所載之指引下之獨立性。

董事會定期召開會議，討論本集團之整體策略以及營運及財政表現，並審閱及批准本集團之全年及中期業績以及其他須處理之個別事項。各董事於本年度內於本公司董事會會議、董事委員會會議及股東週年大會（「股東週年大會」）之出席記錄載列如下：

Board Process

During the Year, the INEDs provided the Company and its subsidiaries (collectively, the “Group”) with a wide range of expertise and experience. Their active participation in the Board and Board committee meetings has brought independent judgement on issues relating to the Group’s strategy, performance and management process, taking into account the interests of all shareholders of the Company (the “Shareholders”).

Throughout the Year and up to the date of this report, the Company had three INEDs representing not less than one-third of the Board. At least one of the INEDs has the appropriate professional qualifications or accounting or related financial management expertise as required under Rule 3.10 of the Listing Rules. The Company has received from each INED an annual confirmation of his independence and considers that all the INEDs are independent under the guidelines set out in Rule 3.13 of the Listing Rules.

The Board meets regularly to discuss the overall strategy as well as the operation and financial performance of the Group, and to review and approve the Group’s annual and interim results and other ad hoc matters which need to be dealt with. The attendance records of each Director at board meetings, board committee meetings and annual general meeting of the Company (the “AGM”) for the Year are set out below:

	董事會 Board	提名委員會 Nomination Committee	薪酬委員會 Remuneration Committee	審核委員會 Audit Committee	二零一六年 股東週年 大會 2016 AGM
於本年度內舉行會議之次數 Number of meetings held during the Year	11	1	2	2	1
	出席／舉行會議之次數 ^(附註1) Number of meetings attended/held ^(Note 1)				

執行董事： Executive Directors:	Mr. Huang Yu (Chairman)	Mr. Ng Qing Hai (Managing Director)	Mr. Zhang Yi ^(Note 2)	Mr. Deng Jinguang ^(Note 3)		
黃俞先生(主席)	Mr. Huang Yu (Chairman)	Mr. Ng Qing Hai (Managing Director)	Mr. Zhang Yi ^(Note 2)	Mr. Deng Jinguang ^(Note 3)	10/11	1/1
黃清海先生(董事總經理)	Mr. Ng Qing Hai (Managing Director)				11/11	1/1
張軼先生 ^(附註2)	Mr. Zhang Yi ^(Note 2)				4/4	
鄧勁光先生 ^(附註3)	Mr. Deng Jinguang ^(Note 3)				7/7	0/1
獨立非執行董事： INEDs:	Mr. Chan Sze Chung	Mr. Zhang Ruibin	Mr. Zhang Junxi Jack			
陳思聰先生	Mr. Chan Sze Chung	Mr. Zhang Ruibin	Mr. Zhang Junxi Jack		11/11	1/1
張瑞彬先生	Mr. Zhang Ruibin				11/11	1/1
張俊喜先生	Mr. Zhang Junxi Jack				10/11	1/1

企業管治報告 Corporate Governance Report

附註：

1. 於本年度內獲委任或辭任之各董事之出席情況乃參考於彼等各自之任期內舉行之有關會議次數作出。
2. 張軼先生獲委任為執行董事，自二零一六年七月十二日起生效。
3. 鄧勁光先生已辭任執行董事，自二零一六年七月十二日起生效。

經董事會決定或考慮之事宜主要包括本集團整體策略、全年營運預算、全年及中期業績、董事委任或重新委任(按提名委員會之建議)、重大合約及交易、企業管治以及其他重大政策及財務等事宜。董事會已將日常職責委派予行政管理人員，並由執行委員會(其具有特定書面職權範圍)指示／監督。董事會及本公司管理層之職能已分別確立並以書面列載，並不時由董事會作出檢討，以確保其職能與現行規則及規例一致。

董事會定期會議的舉行日期於每年預先編定，以便更多董事出席會議。召開董事會定期會議會給予全體董事至少十四天之通知，以便彼等皆有機會提出商討事項以列入會議議程內。本公司之公司秘書(「公司秘書」)協助主席／董事總經理編製會議議程，以及確保遵守所有適用法律、規則及規例。議程及隨附之董事會文件在舉行董事會定期會議(及就可行情況下，亦適用於其他董事會會議)前至少三天呈送予全體董事。每份董事會會議記錄之初稿於提交下一次董事會會議審批前，先供全體董事傳閱並提出意見。所有會議記錄均由公司秘書保存，並供任何董事於發出合理通知時，於任何合理時間內查閱。

根據董事會現行慣例，倘主要股東或董事在董事會將予考慮之事項中存有董事會認為屬重大之利益衝突，則有關事項會於正式召開之董事會會議上由董事會處理。本公司之經修訂及重訂組織章程大綱及章程細則(「章程細則」)亦規定，除當中所述之例外情況外，董事不得就涉及其或其任何緊密聯繫人士擁有重大權益的任何合約、安排或建議的任何董事會決議案表決(亦不得將其計入法定人數內)。

Notes:

1. Attendances of each of the Directors appointed or resigned during the Year were made by reference to the number of such meetings held during their respective tenures.
2. Mr. Zhang Yi was appointed as an Executive Director with effect from 12 July 2016.
3. Mr. Deng Jinguang resigned as an Executive Director with effect from 12 July 2016.

The Board has reserved for its decision or consideration matters covering mainly the Group's overall strategy, annual operating budget, annual and interim results, Directors' appointment or re-appointment (based on the recommendations made by the Nomination Committee), material contracts and transactions, corporate governance as well as other significant policy and financial matters. The Board has delegated the day-to-day responsibility to the executive management under the instruction/supervision of the Executive Committee which has its specific written terms of reference. The respective functions of the Board and the management of the Company have been formalised and set out in writing and are reviewed by the Board from time to time to ensure that they are consistent with the existing rules and regulations.

Regular Board meetings are scheduled in advance each year to facilitate maximum attendance of Directors. A notice of a regular Board meeting of at least 14 days is given to all Directors such that they are given an opportunity to include matters for discussion in the agenda. The company secretary of the Company (the "Company Secretary") assists the Chairman/Managing Director in preparing the agenda for meetings and ensures that all applicable laws, rules and regulations are complied with. The agenda and the accompanying Board papers are sent to all Directors at least 3 days before the intended date of a regular Board meeting (and so far as practicable for such other Board meetings). Draft minutes of each Board meeting are circulated to all Directors for their comment before being tabled at the following Board meeting for approval. All minutes are kept by the Company Secretary and are open for inspection at any reasonable time on reasonable notice by any Director.

According to the current Board practice, if a substantial Shareholder or a Director has a conflict of interest in a matter to be considered by the Board, which the Board has determined to be material, the matter will be dealt with by the Board at a duly convened Board meeting. The amended and restated memorandum and articles of association of the Company (the "Articles of Association") also stipulate that save for the exceptions as provided therein, a Director shall not vote (nor shall he/she be counted in the quorum) on any resolution of the Board in respect of any contract, arrangement or proposal in which such Director or any of his/her close associates has a material interest.

企業管治報告 Corporate Governance Report

每名董事有權查閱董事會文件及相關資料，及可向公司秘書尋求意見及服務。董事會及各董事亦可個別及獨立地接觸本公司之高級管理人員。董事會獲持續提供上市規則及其他適用監管規定之最新重大發展之資料，以確保彼等遵守及秉持良好企業管治常規。此外，書面程序已於二零一一年十二月制定，讓各董事在履行其職務時，可在適當之情況下尋求獨立專業意見，有關合理費用由本公司承擔。

Every Director is entitled to have access to Board papers and the related materials and to the advice and services of the Company Secretary. The Board and each Director also have separate and independent access to the Company's senior management. Directors are continuously updated on the major development of the Listing Rules and other applicable regulatory requirements to ensure compliance and upkeep of good corporate governance practices. In addition, a written procedure was established in December 2011 to enable the Directors, in discharge of their duties, to seek independent professional advice in appropriate circumstances at a reasonable cost to be borne by the Company.

董事之持續專業發展

在持續專業發展(「持續專業發展」)方面，董事除出席會議及審閱由本公司管理層發出之文件及通函外，董事參與之活動包括如下：

Directors' Continuous Professional Development

For continuous professional development ("CPD"), in addition to Directors' attendance at meetings and review of papers and circulars sent by the management of the Company, the Directors participated in the activities including the following:

參與持續專業發展活動

Participation in CPD Activities

董事姓名	Name of Directors	出席與董事責任 有關之培訓/ 簡佈會/講座/ 會議	閱讀法規更新 Reading Regulatory Updates	Attending trainings/ briefings/ seminars/ conference relevant to Directors' duties
執行董事：	Executive Directors:			
黃俞先生(主席)	Mr. Huang Yu (Chairman)	✓	✓	✓
黃清海先生(董事總經理)	Mr. Ng Qing Hai (Managing Director)	✓	✓	✓
張軼先生(附註1)	Mr. Zhang Yi (Note 1)	✓	✓	✓
鄧勁光先生(附註2)	Mr. Deng Jinguang (Note 2)	✓	✓	✓
獨立非執行董事：	INEDs:			
陳思聰先生	Mr. Chan Sze Chung	✓	✓	✓
張瑞彬先生	Mr. Zhang Ruibin	✓	✓	✓
張俊喜先生	Mr. Zhang Junxi Jack	✓	✓	✓

附註：

Notes:

- 獲委任日期：二零一六年七月十二日
- 辭任日期：二零一六年七月十二日

- Date of appointment: 12 July 2016
- Date of resignation: 12 July 2016

企業管治報告 Corporate Governance Report

董事會成員多元化

企業管治守則之守則條文第A.5.6條規定提名委員會(或董事會)應訂有涉及董事會成員多元化之政策，並於企業管治報告內披露其政策或政策摘要。

本公司於二零一三年十二月採納了董事會成員多元化政策(「董事會成員多元化政策」)。提名委員會獲授權檢討該董事會成員多元化政策。董事會成員多元化政策載列有關董事會多元化之目標及原則，以在可行情況下達致本公司在董事會成員多元化方面取得平衡之策略目標。

甄選人選將按一系列多元化標準為基準，包括但不限於性別、年齡、文化及教育背景、知識、專業經驗及技能。最終決定將按人選的長處及可為董事會提供的貢獻而定。

主席及行政總裁之角色

企業管治守則條文第A.2.1條規定主席與行政總裁的角色應有所區分及由不同人士擔任。

董事會主席與董事總經理的角色有所區分。董事會主席黃俞先生負責領導及有效運行董事會，而董事總經理黃清海先生負責本集團整體管理。

董事之委任及重選

提名委員會之職權範圍包括訂明遴選及推薦本公司董事候選人程序及準則之提名方法。

Board Diversity

Code provision A.5.6 of the CG Code stipulates that the Nomination Committee (or the Board) should have a policy concerning diversity of board members, and should disclose the policy or a summary of the policy in the corporate governance report.

The Company adopted a board diversity policy (the “Board Diversity Policy”) in December 2013. The Nomination Committee has been charged with the review of the Board Diversity Policy. The Board Diversity Policy sets out the objectives and principles regarding board diversity for the purpose of achieving the Company’s strategic objectives of balanced diversity at the Board as far as practicable.

Selection of candidates will be based on a range of diversity criteria, including but not limited to gender, age, cultural and educational background, knowledge, professional experience and skills. The ultimate decision will be based on merit and the contribution that the selected candidates may bring to the Board.

ROLES OF CHAIRMAN AND CHIEF EXECUTIVE

Code provision A.2.1 of the CG Code provides that the roles of the chairman and the chief executive should be separate and performed by different individuals.

The roles of the Chairman of the Board and the Managing Director are separate. Mr. Huang Yu, the Chairman of the Board, is responsible for leadership and effective running of the Board, while Mr. Ng Qing Hai, the Managing Director, is responsible for overall management of the Group.

APPOINTMENT AND RE-ELECTION OF DIRECTORS

The terms of reference of the Nomination Committee include the nomination procedure specifying the process and criteria for the selection and recommendation of candidates for directorship of the Company.

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每名新獲委任之董事將於首次委任時獲公司秘書發給一套入職資料。該套入職資料乃根據香港公司條例(「條例」、上市規則以及香港證券及期貨條例(「證券及期貨條例」)董事須遵守之職責及持續責任之全面、正式及按每名董事情況專門編製之指引。此外，該套入職資料亦包括簡述本公司運作及業務之資料、本公司最新公佈之財務報告及董事會採納之企業管治常規文件。董事會持續獲更新上市規則及其他適用之監管規定之重大發展，以確保彼等遵守及維持良好之企業管治常規。

所有獨立非執行董事之委任已設特定任期，惟受章程細則之有關條文或任何其他適用法例所規限，董事須離任或退任，但可膺選連任。獨立非執行董事之任期詳情載於本年報第62頁之董事會報告所載之「獨立非執行董事之任期」一節。

根據章程細則，於每屆股東週年大會上，三分之一當時在任之董事(或倘人數並非三或三之倍數，則最接近但不少於三分之一之數目)須輪值退任。此外，任何獲董事會委任以填補臨時空缺之董事僅可任職至其獲委任後的本公司首次股東大會為止，而獲委任為董事會新增之成員可任職至下屆股東週年大會為止，在該兩種情況下，該等董事應可於相關會議上膺選連任。每名董事須至少每三年輪值退任一次。

企業管治職能

董事會負責履行企業管治責任，並已於二零一二年四月就其企業管治職能採納書面職權範圍。

董事會在企業管治職能方面之責任包括：

- (i) 制定及檢討本公司之企業管治政策及常規；
- (ii) 檢討及監察董事及高級管理人員之培訓及持續專業發展；
- (iii) 檢討及監察本公司在遵守法律及監管規定方面之政策及常規；

Every newly appointed Director will receive an induction package from the Company Secretary on the first occasion of his/her appointment. This induction package is a comprehensive, formal and tailored induction on the responsibilities and on-going obligations to be observed by a director pursuant to the Hong Kong Companies Ordinance (the “Ordinance”), Listing Rules and Hong Kong Securities and Futures Ordinance (the “SFO”). In addition, this induction package includes materials briefly describing the operations and business of the Company, the latest published financial reports of the Company and the documentation for the corporate governance practices adopted by the Board. Directors are continuously updated on any major developments of the Listing Rules and other applicable regulatory requirements to ensure compliance and upkeep of good corporate governance practices.

All INEDs were appointed for a specific term, but subject to the relevant provisions of the Articles of Association or any other applicable laws whereby the Directors shall vacate or retire from their office but are eligible for re-election. Details of the term of appointment of the INEDs are set out in the section headed “Terms of Office for the Independent Non-Executive Directors” contained in the Directors’ Report on page 62 of this annual report.

According to the Articles of Association, at each AGM, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation. Further, any Director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of the Company after his/her appointment whilst for those appointed as an addition to the Board shall hold office until the next AGM and in both cases, those Directors shall then be eligible for re-election at the relevant meeting. Every Director shall be subject to retirement by rotation at least once every three years.

CORPORATE GOVERNANCE FUNCTION

The Board is responsible for performing corporate governance duties and has adopted the written terms of reference on its corporate governance functions in April 2012.

The duties of the Board in respect of the corporate governance functions include:

- (i) developing and reviewing the Company’s policies and practices on corporate governance;
- (ii) reviewing and monitoring the training and CPD of Directors and senior management;
- (iii) reviewing and monitoring the Company’s policies and practices on compliance with legal and regulatory requirements;

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- (iv) 制定、檢討及監察僱員及董事之操守準則及合規手冊；及
- (v) 檢討本公司遵守企業管治守則之情況及在企業管治報告內之披露。

於本年度內，董事會已根據其職權範圍履行企業管治職能。

董事委員會

董事會已成立多個委員會，包括提名委員會、薪酬委員會、審核委員會及執行委員會，各委員會均以書面具體列明其職權範圍。委員會之所有會議記錄及決議案均由公司秘書保存，並提供副本予全體董事會成員傳閱，而各委員會須向董事會匯報其決定及建議（倘適用）。董事會會議之程序及安排（於本報告「董事會」一節內提述）按可行情況亦已於委員會會議獲採納。

提名委員會

提名委員會由董事會主席擔任主席，及大部份成員為獨立非執行董事。目前，提名委員會由五名成員組成，即執行董事黃俞先生（提名委員會主席）及黃清海先生以及獨立非執行董事陳思聰先生、張瑞彬先生及張俊喜先生。

提名委員會之主要職責為就包括董事之提名及委任、繼任計劃以及董事會之架構及組合在內之事宜向董事會提出建議。提名委員會獲提供充裕資源以履行其職務，並可按本公司之政策在有需要時尋求獨立專業意見。提名委員會之主要角色及職能已載於其職權範圍內，該職權範圍已於聯交所及本公司各自之網站內登載。

- (iv) developing, reviewing and monitoring the code of conduct and compliance manual applicable to employees and Directors; and
- (v) reviewing the Company's compliance with the CG Code and disclosure in the Corporate Governance Report.

During the Year, the Board has performed the corporate governance duties in accordance with its terms of reference.

BOARD COMMITTEES

The Board has established various committees, including the Nomination Committee, the Remuneration Committee, the Audit Committee and the Executive Committee, each of which has its specific written terms of reference. Copies of minutes of all meetings and resolutions of the committees, which are kept by the Company Secretary, are circulated to all Board members and the committees are required to report back to the Board on their decisions and recommendations where appropriate. The procedures and arrangements for a Board meeting, as mentioned in the section headed "The Board" of this report, have been adopted for the committee meetings so far as practicable.

Nomination Committee

The Nomination Committee is chaired by the Chairman of the Board and comprises a majority of INEDs. Currently, the Nomination Committee consists of five members, namely Mr. Huang Yu (Chairman of the Nomination Committee) and Mr. Ng Qing Hai, who are executive Directors, and Mr. Chan Sze Chung, Mr. Zhang Ruibin and Mr. Zhang Junxi Jack, who are INEDs.

The primary duty of the Nomination Committee is to make recommendations to the Board on matters including nomination and appointment of directors, succession planning and structure and composition of the Board. The Nomination Committee is provided with sufficient resources to discharge its duties and it can seek independent professional advice according to the Company's policy if considered necessary. The major roles and functions of the Nomination Committee are included in its terms of reference, which are available on the respective websites of the Stock Exchange and the Company.

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根據其職權範圍，提名委員會應於有需要時召開會議及可透過傳閱文件方式處理事宜。於二零一六年已舉行一次提名委員會會議及每名成員之出席情況載於本報告「董事會」一節內。除上述提名委員會會議外，於二零一六年內，提名委員會亦透過傳閱文件方式處理事宜。於本年度內及截至本報告日期止，提名委員會已履行之主要工作概述如下：

- (i) 審閱及建議董事會批准就重選董事(包括黃清海先生、張軼先生及陳思聰先生)提呈於二零一六年股東週年大會之決議案；
- (ii) 經考慮董事會成員多元化政策後，檢討董事會的架構、人數及組成；
- (iii) 檢討各獨立非執行董事的獨立性；
- (iv) 審閱及建議董事會批准獨立非執行董事之續任及有關任期；
- (v) 建議董事會批准建議委任執行董事以及建議執行委員會及股份交易委員會各自之新組合；
- (vi) 審閱及建議董事會批准延長本公司董事總經理之退任年齡；及
- (vii) 建議董事會批准成立投資委員會。

薪酬委員會

薪酬委員會目前由三名成員組成，即全體獨立非執行董事張瑞彬先生(薪酬委員會主席)、陳思聰先生及張俊喜先生。

薪酬委員會之主要職責為就全體董事及本集團高級管理人員之本公司薪酬政策及架構及其他與薪酬相關事宜，向董事會提出建議。薪酬委員會會定期監控所有董事之薪酬，以確保其薪酬及報酬為合理。薪酬委員會獲提供充裕資源以履行其職務，並可按本公司之政策在有需要時尋求獨立專業意見。薪酬委員會之主要角色及職能已載於其職權範圍內，該職權範圍已於聯交所及本公司各自之網站內登載。

The Nomination Committee will meet as and when necessary in accordance with its terms of reference and may also deal with matters by way of circulation. A Nomination Committee meeting was held in 2016 and the attendance of each member is set out in the section headed “The Board” of this report. In addition to the above-mentioned Nomination Committee meeting, the Nomination Committee also dealt with matters by way of circulation during 2016. During the Year and up to the date of this report, the major work performed by the Nomination Committee was as follows:

- (i) reviewed and recommended for the Board’s approval of the proposed resolutions for re-election of Directors, including Mr. Ng Qing Hai, Mr. Zhang Yi and Mr. Chan Sze Chung, at 2016 AGM;
- (ii) reviewed the structure, size, composition of the Board taking into account the Board Diversity Policy;
- (iii) reviewed the independence of INEDs;
- (iv) reviewed and recommended for the Board’s approval of the renewal of an INED’s appointment and relevant terms of the appointment;
- (v) recommended for the Board’s approval of the proposed appointment of Executive Director and the proposed new compositions of each of the Executive Committee and the Share Dealing Committee;
- (vi) reviewed and recommended for the Board’s approval of the extension of retirement age of the Managing Director of the Company; and
- (vii) recommended for the Board’s approval of the formation of investment committee.

Remuneration Committee

The Remuneration Committee currently consists of three members, namely Mr. Zhang Ruibin (Chairman of the Remuneration Committee), Mr. Chan Sze Chung and Mr. Zhang Junxi Jack, all being the INEDs.

The primary duty of the Remuneration Committee is to make recommendations to the Board on the Company’s policy and structure for remuneration of all directors and senior management of the Group and other matters relating to remuneration. The remuneration of all Directors is subject to regular monitoring by the Remuneration Committee to ensure that their remuneration and compensation are reasonable. The Remuneration Committee is provided with sufficient resources to discharge its duties and it can seek independent professional advice according to the Company’s policy if considered necessary. The major roles and functions of the Remuneration Committee are included in its terms of reference, which are available on the respective websites of the Stock Exchange and the Company.

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根據其職權範圍，薪酬委員會每年須至少召開一次會議。於二零一六年已舉行兩次薪酬委員會會議，而各成員之出席情況載於本報告「董事會」一節內。除舉行上述薪酬委員會會議外，薪酬委員會亦於二零一六年內透過傳閱文件方式處理事宜。於本年度內及截至本報告日期止，薪酬委員會已履行之工作概述如下：

- (i) 審閱及建議董事會批准董事及高級管理人員薪酬之現有政策及架構；
- (ii) 審閱及建議董事會批准董事及高級管理人員於截至二零一五年十二月三十一日止年度之薪酬待遇，以及執行董事於本年度之薪金之增幅；
- (iii) 建議董事會批准建議向董事及高級管理人員授出購股權；及
- (iv) 審閱及建議董事會批准新執行董事之薪酬待遇。

每名董事將有權獲取之董事袍金需於每年股東週年大會上提呈予股東批准。就董事之額外職責及服務而應付予彼等之額外薪酬(包括獨立非執行董事之任何服務費)，將按彼等各自之僱傭合約或服務合約各自之合約條款而釐定，惟須經薪酬委員會建議及獲董事會批准。董事薪酬之詳情載於本年報綜合財務報表附註10，而於截至二零一六年六月三十日止六個月期間(「二零一六年中期期間」)及截至本公司二零一六年中期期間之中期報告(「中期報告」)日期(即二零一六年八月二十六日)止之若干董事酬金之變更詳情亦已披露於中期報告內。本集團薪酬政策之詳情亦已載於本年報管理層討論及分析第18頁之「僱員」一節內。

根據企業管治守則之守則條文第B.1.5條，其詳情載於本年度董事會報告「董事及高級管理人員之個人資料」一節之高級管理人員(董事除外)之年度酬金範圍載列於本年報綜合財務報表附註10。

The Remuneration Committee shall meet at least once a year in accordance with its terms of reference. Two Remuneration Committee meetings were held in 2016 and the attendance of each member is set out in the section headed “The Board” of this report. In addition to the above Remuneration Committee meetings, the Remuneration Committee also dealt with matters by way of circulation during 2016. During the Year and up to the date of this report, the Remuneration Committee had performed the work as summarised below:

- (i) reviewed and recommended for the Board’s approval of the existing policy and structure for the remuneration of Directors and senior management;
- (ii) reviewed and recommended for the Board’s approval of the remuneration packages of Directors and senior management for the year ended 31 December 2015, and the salary increments of the Executive Directors for the Year;
- (iii) recommended for the Board’s approval of the proposed grant of share options to the Directors and senior management; and
- (iv) reviewed and recommended for the Board’s approval of the remuneration package of new Executive Director.

Each Director will be entitled to a Director’s fee which is to be proposed for the Shareholders’ approval at the AGM each year. Further remuneration payable to the Directors (including any service fees of the INEDs) for their additional responsibilities and services will depend on their respective contractual terms under their respective employment contracts or service contracts as approved by the Board on the recommendation of the Remuneration Committee. Details of the Directors’ remuneration are set out in note 10 to the consolidated financial statements of this annual report while detailed changes in the emoluments of certain Directors during the period for the six months ended 30 June 2016 (the “2016 Interim Period”) and up to the date of the interim report of the Company for the 2016 Interim Period (the “Interim Report”), being 26 August 2016, were also disclosed in the Interim Report. Details of the remuneration policy of the Group are also set out in the “Employees” section contained in the Management Discussion and Analysis on page 18 of this annual report.

Pursuant to code provision B.1.5 of the CG Code, the annual remuneration of the members of the senior management (other than the Directors) whose particulars are contained in the section headed “Biographical Details of Directors and Senior Management” in the Directors’ Report for the Year by band is set out in note 10 to the consolidated financial statements of this annual report.

審核委員會

審核委員會由三名獨立非執行董事組成，即陳思聰先生(審核委員會主席)、張瑞彬先生及張俊喜先生。為保持獨立性及客觀性，審核委員會由一名具備合適專業資格或會計或相關財務管理專業知識之獨立非執行董事擔任主席。

審核委員會之主要職責為協助董事會監管本公司財務報表之完整性、準確性及公平性，檢視風險管理及內部監控系統是否有效及足夠，評估外聘核數師之獨立性以及本公司內部審計及法規監控功能之表現及有效性。審核委員會獲提供充裕資源以履行其職務，並可按本公司之政策在有需要時尋求獨立專業意見。審核委員會之主要角色及職能已包含於其職權範圍內，該職權範圍已於聯交所及本公司各自之網站內登載。

根據其職權範圍，審核委員會每年需至少召開兩次會議。於年內已舉行兩次審核委員會會議，而各成員之出席情況載於本報告「董事會」一節內。除上述審核委員會會議外，審核委員會亦於年內透過傳閱文件方式處理事宜。

於本年度內及截至本報告日期止，審核委員會已履行之工作概述如下：

- (i) 審閱及批准外聘核數師建議之本集團於本年度之年終審核(「二零一六年年終審核」)之核數範圍及費用；
- (ii) 審閱外聘核數師就有關截至二零一五年十二月三十一日止年度之年終審核、二零一六年年終審核之獨立審閱報告／審核完成報告及管理層之回應；
- (iii) 審閱及建議董事會批准截至二零一五年十二月三十一日止年度、二零一六年年終審核及中期期間之財務報告及相關之管理層聲明函件及公佈；
- (iv) 審閱內部審計部(「內部審計部」)編製之內部審計報告／摘要(「內部審計報告」)，並指示管理層需處理報告所提出之事項；

Audit Committee

The Audit Committee currently consists of three INEDs, namely Mr. Chan Sze Chung (Chairman of the Audit Committee), Mr. Zhang Ruibin and Mr. Zhang Junxi Jack. To retain independence and objectivity, it is chaired by an INED with appropriate professional qualifications or accounting or related financial management expertise.

The primary duty of the Audit Committee is to assist the Board in its oversight of the completeness, accuracy and fairness of the financial statements of the Company, of the effectiveness and adequacy of risk management and internal control systems, of the independence of the external auditor and of the performance and effectiveness of the Company's internal audit and compliance function. The Audit Committee is provided with sufficient resources to discharge its duties and it can seek independent professional advice according to the Company's policy if considered necessary. The major roles and functions of the Audit Committee are included in its terms of reference, which are available on the respective websites of the Stock Exchange and the Company.

The Audit Committee shall meet at least twice a year in accordance with its terms of reference. Two Audit Committee meetings were held during the Year and the attendance of each member is set out in the section headed "The Board" of this report. In addition to the above Audit Committee meetings, the Audit Committee also dealt with matters by way of circulation during the Year.

During the Year and up to the date of this report, the Audit Committee had performed the work as summarised below:

- (i) reviewed and approved the audit scope and fees proposed by the external auditor in respect of the final audit for the Year (the "2016 Final Audit") of the Group;
- (ii) reviewed the independent review report/audit completion report from the external auditor and the management's response in relation to the final audit for the year ended 31 December 2015, the interim results review for the 2016 Interim Period and 2016 Final Audit;
- (iii) reviewed and recommended for the Board's approval of the financial reports for the year ended 31 December 2015, for the 2016 Interim Period and for the Year together with the relevant management representation letters and announcements;
- (iv) reviewed the internal audit review report/summary (the "IA Reports") prepared by the Internal Audit Department (the "IAD") and instructed that the issues raised would be addressed and managed by the management;

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| <p>(v) 審閱及建議董事會批准風險管理報告；</p> | <p>(v) reviewed and recommended for the Board's approval of the Risk Management Report;</p> |
| <p>(vi) 審閱及建議董事會批准就本集團會計及財務匯報職能方面的資源、員工資歷及經驗以及有關員工所接受的培訓課程及預算之報告；及</p> | <p>(vi) reviewed and recommended for the Board's approval of the updated reports on substantiation of the resources, qualifications and experience of staff of the Group's accounting and financial reporting function, and their training programmes and budget; and</p> |
| <p>(vii) 審閱及建議董事會就關連交易政策、有關連人士交易政策及程序、舉報者政策、內幕消息披露政策及操守準則及合規手冊作年度檢討。</p> | <p>(vii) reviewed and recommended for the Board's annual review of the Connected Transaction Policies, the Related Party Transaction Policies and Procedures, the Whistle Blower Policy, the Policy on the Disclosure of Inside Information and the Code of Conduct and Compliance Manual.</p> |

執行委員會

執行委員會目前由三名執行董事組成，即黃俞先生(執行委員會主席)、黃清海先生及張軼先生。

執行委員會獲授予董事會所獲授予之關於本集團業務之所有一般管理及控制權，惟根據執行委員會之書面職權範圍須留待董事會決定及批准之事宜除外。

執行委員會應於有需要時召開會議，以討論本集團之營運事宜，亦可透過傳閱文件方式處理事宜。執行委員會主要負責處理及監察日常管理事宜，並獲授權：

- (i) 制定及執行有關本集團商業活動、內部監控及行政之政策；及
- (ii) 在董事會確定之本集團整體策略範圍內，規劃及決定就本集團商業活動將予採納之策略。

董事及相關僱員進行證券交易之守則

本公司已採納上市規則附錄十所載之《上市發行人董事進行證券交易的標準守則》(「標準守則」)，作為董事進行證券交易之行為守則。經本公司作出特定查詢後，全體董事已確認彼等於本年度內一直遵守標準守則所載之規定標準。本公司已要求因於本公司之職務而有可能取得內幕資料之相關僱員遵守標準守則之條文。

Executive Committee

The Executive Committee currently consists of three Executive Directors, namely Mr. Huang Yu (Chairman of the Executive Committee), Mr. Ng Qing Hai and Mr. Zhang Yi.

The Executive Committee is vested with all the general powers of management and control of the activities of the Group as are vested in the Board, save for those matters which are reserved for the Board's decision and approval pursuant to the written terms of reference of the Executive Committee.

The Executive Committee will meet as and when necessary to discuss the operating affairs of the Group and may also deal with matters by way of circulation. The Executive Committee is mainly responsible for undertaking and supervising the day-to-day management and is empowered to:

- (i) formulate and implement policies for the business activities, internal control and administration of the Group; and
- (ii) plan and decide on strategies to be adopted for the business activities of the Group within the overall strategy of the Group as determined by the Board.

CODES FOR SECURITIES TRANSACTIONS BY DIRECTORS AND RELEVANT EMPLOYEES

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules as its code of conduct regarding securities transactions by the Directors. All Directors have confirmed, following a specific enquiry made by the Company, that they had complied with the required standard as set out in the Model Code during the Year. Relevant Employees who, because of their office in the Company, are likely to be in possession of inside information have been requested to comply with the provisions of the Model Code.

問責及核數

財務報告

於本公司財務部之協助下，董事確認彼等編製本集團綜合財務報表之責任。於編製本年度之綜合財務報表時，本公司已採納香港公認會計原則，並遵守香港會計師公會頒佈之香港財務報告準則(當中亦包括香港會計準則及詮釋)之規定以及條例之披露規定。董事認為所選擇之會計政策適當並且貫徹應用，而所作判斷及估計審慎合理，亦確保按持續經營基準編製綜合財務報表。本公司外聘核數師德勤·關黃陳方會計師行之匯報責任載於本年報第70頁至第76頁之獨立核數師報告。

風險管理及內部監控

年內，本集團已委聘外部顧問協助就風險管理制訂結構性方針，並已採納風險管理政策(「風險管理政策」)。

風險管理政策已提呈並獲董事會批准。下文概述本集團結構性風險管理方法的主要特徵：

I. 風險管理架構

本集團之風險管理框架由以下所示之「三道防線」模式指引：



ACCOUNTABILITY AND AUDIT

Financial Reporting

The Directors acknowledge their responsibility for preparing, with the support from the finance department of the Company, the consolidated financial statements of the Group. In preparing the consolidated financial statements for the Year, the accounting principles generally accepted in Hong Kong have been adopted and the requirements of the Hong Kong Financial Reporting Standards (which also include Hong Kong Accounting Standards and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the Ordinance have been complied with. The Directors believe that they have selected suitable accounting policies and applied them consistently, and made judgements and estimates that are prudent and reasonable and ensure the consolidated financial statements are prepared on a going concern basis. The reporting responsibilities of the Company's external auditor, Deloitte Touche Tohmatsu, are set out in the Independent Auditor's Report on pages 70 to 76 of this annual report.

Risk Management and Internal Control

During the Year, the Group has engaged an external consultant to provide assistance in the development of a structured policy approach to risk management and adopted a risk management policy (the "Risk Management Policy").

The Risk Management Policy was presented to and approved by the Board. We highlighted the key features of the Group's structured risk management approach as follows:

I. Risk governance structure

The Group's risk management framework is guided by the "Three Lines of Defense" model as shown below:

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董事會

董事會全面負責評估及釐定其為達致本集團之策略業務目標而願意承擔之風險性質及程度，並確保本集團建立及維持適當及有效之風險管理及內部監控系統。

本集團風險管理及內部監控系統旨在合理地(而非絕對地)保證無重大失實陳述或損失，同時管理(但並非完全消除)系統失誤之風險，並協助本集團達致議定宗旨及目標。其對達致業務目標至為重要之風險管理擔任重要角色。除了保障本集團之資產外，內部監控亦為備存妥善之會計記錄提供準則，有助遵守有關法律及規例。

董事會透過審核委員會並在內部審計部之協助下，已對本年度業務營運之風險管理及內部監控進行檢討，並認為其於本年度內屬有效及充分。

風險管理委員會

風險管理委員會負責監督本集團之整體風險管理架構，並就本集團之風險相關事宜向董事會提供意見。該委員會前稱為信貸及風險管理委員會，自二零一六年十二月三十日起更名為風險管理委員會。該委員會目前由五名成員組成，即獨立非執行董事張俊喜先生(風險管理委員會主席)、陳思聰先生、張瑞彬先生以及執行董事黃俞先生及黃清海先生。

風險管理團隊

風險管理團隊負責維持風險管理框架的有效性，及協調風險管理活動。風險管理團隊提供有關風險管理框架發展的資料及反饋，協助推進該框架及其流程，以及對自下而上報告及最高風險記錄提交予風險管理委員會之前進行監察。

第一道防線

在第一道防線，本集團之經營附屬公司(作為風險負責人)負責識別、評估及監察與每項業務營運相關之風險。

Board of Directors

The Board has overall responsibility for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Group's strategic business objectives, and ensuring the Group establishes and maintains appropriate and effective risk management and internal controls systems.

The Group's risk management and internal control systems are designed to provide reasonable, but not absolute, assurance against material misstatement or loss; to manage rather than completely eliminate the risk of system failure; and to assist in the achievement of the Group's agreed objectives and goals. It is a key role in the management of risks that are significant to the fulfilment of business objectives. In addition to safeguarding the Group's assets, it should provide a basis for the maintenance of proper accounting records and assist in the compliance with relevant laws and regulations.

The Board, through the Audit Committee and with the assistance of the IAD, conducted risk management and internal control reviews of the business operations for the Year and considered it to be effective and adequate during the Year.

Risks Management Committee

The Risks Management Committee is responsible for overseeing the Group's overall risk management framework and to advise the Board on the Group's risk-related matters. It was formerly named as Credit and Risks Management Committee and renamed the Risk Management Committee with effect from 30 December 2016. It currently consists of five members, namely Mr. Zhang Junxi Jack (Chairman of the Risks Management Committee), Mr. Chan Sze Chung, Mr. Zhang Ruibin, who are the INEDs, and Mr. Huang Yu and Mr. Ng Qing Hai, who are the Executive Directors.

Risk Management Team

The Risk Management Team is responsible for maintenance of the effectiveness of the risk management framework and co-ordination of risk management activities. The Risk Management Team provides input and feedback on the development of the risk management framework, assists in promoting the framework and its processes, and has oversight on the bottom-up reports and top risk records prior to the submission to the Risks Management Committee.

First line of defense

At the first line of defense, operating subsidiaries of the Group, as the risk owners, are responsible for identifying, assessing and monitoring risks associated with each business operations.

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第二道防線

各業務單位之董事及高級管理人員(作為第二道防線)負責評估相關風險、採取必要監控活動、執行適當監督以確保有效及高效監控各部門內部及不同部門之間之活動以及評估及提呈向風險管理團隊作出之定期報告。

第三道防線

在第三道防線，內部審計部每年進行內部審計工作，並確保第一及第二道防線有效。內部審計部就本集團內部監控之充足性及有效性向審核委員會及董事會提供獨立保證。

II. 風險管理流程

於二零一六年，本集團使用自上而下及自下而上的混合方法來識別風險，對風險來源、影響範圍、事件及其潛在影響加以識別。本集團已建立風險全域圖，以確保識別所有風險。已被識別的風險乃分類為財務、營運、聲譽及人力資源風險。

本集團使用5-5風險矩陣(「熱力圖」)評估風險。風險按其影響及產生的可能性劃分等級。風險等級以其剩餘風險水平為基準。剩餘風險水平指計及所有現有監控措施後所存在風險的分值。風險分析結果的評估旨在釐定所識別的風險是否處於預定的風險偏好及承受水平之內。

基於風險評估，風險得以透過擬定的風險緩解措施轉移、消除或有效控制。各項擬定的風險緩解措施指定有一名風險負責人，並設有預計完成日期，確保風險緩解的問責性，有關資料載於本集團的主要風險記錄內。

Second line of defense

The Directors and senior management teams of the respective business units, as the second line of defense, are responsible for assessing relevant risks and carrying out necessary control activities, exercising appropriate supervision to ensure the effectiveness and efficiency of control over activities within and between different departments, and assessing and presenting regular reports to the Risk Management Team.

Third line of defense

As the third line of defense, the IAD performs internal audit work on annual basis and ensures that the first and second lines of defence are effective. It provides independent assurance to the Audit Committee and the Board on the adequacy and effectiveness of internal controls for the Group.

II. Risk management process

In 2016, the Group uses a blended top-down and bottom-up approach for identifying risks. Sources of risk, areas of impact, events and their potential consequences are identified. A risk universe has been created to ensure the entire spectrum risks are captured. The identified risks are categorised into Financial, Operational, Reputation and Human Resources.

The Group uses a 5-by-5 risk matrix (“heat map”) to assess risks. The risk rating is scored in terms of the consequence and likelihood of occurrence. Risks are rated according to their residual risk levels. Residual risk levels refer to the scoring of risks which exist, taking into account all existing controls. The result from the risk analysis is evaluated to determine whether or not identified risks are within predefined risk appetite and tolerance levels.

Based on the risk evaluation, risks are transferred, eliminated or effectively controlled through proposed risk mitigation measures. Each proposed risk mitigation measure has a designated risk owner and an expected completion date assigned to ensure accountability for risk mitigation, which is documented in the top risk records of the Group.

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III. 風險監控及報告

下文概述本集團主要風險報告工作的報告渠道及頻次：

自下而上報告：自營運附屬公司至風險管理團隊

- 編製及更新營運附屬公司的風險登記冊(每年)
- 主要風險記錄所示之擬定風險緩解措施的整治狀態(每半年)
- 所識別營運附屬公司之任何重大風險(每半年)
- 超出本集團風險偏好之任何風險(實時)

自風險管理團隊至風險管理委員會及董事會

- 主要風險的整治狀態(每半年)
- 風險全域的任何更新(每半年)
- 風險管理政策(包括風險評估標準)的更新(每年)
- 主要風險識別(包括主要風險儀表板、風險全域圖及主要風險記錄)(每年)
- 超出本集團風險偏好之任何風險(實時)

III. Risk monitoring and reporting

We highlighted below the reporting channel and frequency of our key risk reporting activities:

Bottom-up reporting: From operating subsidiaries to the Risk Management Team

- Prepares and updates the risk register of the operating subsidiaries (annually)
- The remediation status of the proposed risk mitigation measure documented in the top risk records (semi-annually)
- Any significant risks identified from operating subsidiaries (semi-annually)
- Any risks that exceed the risk appetite of the Group (real time)

From the Risk Management Team to the Risks Management Committee and the Board

- The remediation status of top risks (semi-annually)
- Any updates to the risk universe (semi-annually)
- Update of risk management policy, including risk assessment criteria (annually)
- Top risk identification including top risk dashboard, risk universe and top risk records (annually)
- Any risks that exceed the risk appetite of the Group (real time)

IV. 年度確認

本集團風險管理及內部監控系統旨在合理地(而非絕對地)保證無重大失實陳述或損失,同時管理(但並非完全消除)無法實現業務目標之風險。其對達成業務目標至為重要之風險管理擔任重要角色。董事會透過審核委員會並在內部審計部之協助下,已對本年度業務營運之風險管理及內部監控進行審閱,並認為其於本年度內屬有效及充分。管理層已就該等政策於截至二零一六年十二月三十一日止年度的有效性向風險管理委員會(及董事會)提供確認。

內部審計

內部審計部向審核委員會匯報。內部審計部將在向董事會保證管理層維持及營運良好之內部監控系統方面擔任重要角色。

向審核委員會及董事會發出內部審計報告,以審閱內部審計職能之充足性及有效性。有關本集團面對各主要類別風險之管理政策及程序之論述,收錄於本年報第53頁董事會報告內「主要風險及不明朗因素」一節。內部審計報告提出之事項將由管理層盡快處理,審核委員會及董事會信納本公司擁有充足之風險管理及內部監控系統。

處理及發佈內幕消息

本公司根據證券及期貨條例第XIVA部及上市規則之規定,制訂有關於處理及發佈本公司內幕消息原則及程序之政策。該政策規範內幕消息的處理及發佈,當中包括:

- 擁有潛在內幕消息的有關職員按指定報告渠道將該消息告知由董事會指定之人士(「指定人士」);
- 指定人士評估潛在內幕消息及提供建議,並在適當情況下上報董事會知悉,從而議決進一步行動,以符合適用法律及規例;及
- 只限有需要知情的僱員查閱內幕消息。

IV. Annual confirmation

The Group's risk management and internal control systems are designed to provide reasonable, but not absolute assurance against material misstatement or loss; to manage rather than completely eliminate the risk of failure to achieve business objectives. It has a key role in the management of risks that are significant to the fulfilment of business objectives. The Board, through the Audit Committee and with the assistance of the IAD, conducted risk management and internal control reviews of the business operations for the Year and considered it to be effective and adequate for the Year. The management has provided a confirmation to the Risk Management Committee (and the Board) on the effectiveness of these systems for the year ended 31 December 2016.

Internal Audit

The IAD reports to the Audit Committee. The IAD plays an important role in providing assurance to the Board that a sound internal control system is maintained and operated by the management.

The IA Reports were issued to the Audit Committee and the Board for review of the adequacy and effectiveness of the internal audit function. A discussion of the policies and procedures on the management of each of the major types of risk which the Group is facing is included in the section headed "Principal Risks and Uncertainties" in the Directors' Report on page 53 of this annual report. The issues raised in the IA Reports would be addressed and managed promptly by the management, and the Audit Committee and the Board are satisfied that there are adequate risk management and internal control systems in the Company.

Handling and dissemination of inside information

The Company has a policy with regard to the principles and procedures for handling and disseminating the inside information of the Company in compliance with the requirements under Part XIVA of the SFO and the Listing Rules. The policy regulates the handling and dissemination of inside information, which includes:

- Designated reporting channel from relevant officers in possession of potential inside information informing such information to the persons designated by the Board (the "Designated Persons");
- Designated Persons to assess the potential inside information and provide advice, and where appropriate, to escalate such information for the attention of the Board to resolve on further actions complying with applicable laws and regulations; and
- Restrictive access to inside information to a limited number of employees on a need-to-know basis.

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外聘核數師酬金

於本年度，就核數服務及非核數服務已付／應付予本集團外聘核數師之酬金載列如下：

External Auditor's Remuneration

The remuneration paid/payable to the Group's external auditor in respect of audit services and non-audit services for the Year is set out as follows:

		千港元 HK\$'000
為本集團提供之服務	Services rendered for the Group	
核數服務	Audit services	2,500
非核數服務(包括審閱中期業績及其他)	Non-audit services (including review of interim results and others)	220
總計	Total	<u>2,720</u>

公司秘書

司徒敏慧女士為本公司之公司秘書兼首席財務長。上市規則第3.29條規定，發行人之公司秘書於每個財政年度內須接受不少於15個小時之相關專業培訓。司徒女士於本年度已完成不少於15小時之相關專業培訓。

COMPANY SECRETARY

Ms. Si Tou Man Wai is the Company Secretary and the Chief Financial Officer of the Company. Rule 3.29 of the Listing Rules stipulates that an issuer's company secretary is required to take no less than 15 hours of relevant professional training in each financial year. Ms. Si Tou has taken no less than 15 hours of relevant professional training during the Year.

與股東之溝通

董事會深明與股東保持良好溝通之重要性。有關本集團之資料乃按時透過多種正式途徑向股東傳達，包括中期報告及年報、公告及通函。該等刊發文件連同最近期之公司資料及消息亦已於本公司網站內登載。

COMMUNICATION WITH SHAREHOLDERS

The Board recognises the importance of good communication with Shareholders. Information in relation to the Group is disseminated to the Shareholders in a timely manner through a number of formal channels which include interim and annual reports, announcements and circulars. Such published documents together with the latest corporate information and news are also made available on the website of the Company.

除刊發資料外，本公司股東大會為董事會與股東之間的建設性交流提供重要機會。

In addition to publication of information, the general meetings of the Company provide important opportunities for constructive communication between the Board and the Shareholders.

二零一六年股東週年大會於二零一六年六月三日舉行。董事會主席親自主持二零一六年股東週年大會，確保股東與董事會交流意見。審核委員會、薪酬委員會及提名委員會各自之主席亦出席有關大會回答問題，從而確保與股東有效溝通。董事於股東週年大會之出席情況載於本報告「董事會」一節內。

The 2016 AGM was held on 3 June 2016. The Chairman of the Board took the chair of the 2016 AGM to ensure shareholders' views are communicated to the Board. The chairman of each of the Audit Committee, the Remuneration Committee and the Nomination Committee were also present thereat to answer any question to ensure effective communication with the Shareholders. The attendance record of the Directors at the AGM is set out in the section headed "The Board" of this report.

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任何須予成立或根據上市規則成立之獨立董事委員會之主席(或倘並無委任該主席,則至少一名獨立董事委員會成員)亦會出席任何就批准關連交易或須獲獨立股東批准之任何其他交易而召開之股東大會,以回答股東提問。

每項重大事項(包括但不限於重選董事及重新委任德勤•關黃陳方會計師行為本公司獨立核數師)均於股東大會提呈獨立決議案。

於本年度內,本公司分別於以下日期舉行股東特別大會:(i)二零一六年四月十五日,以批准收購北京紫光製藥有限公司(「紫光製藥」)若干股權;及(ii)二零一六年七月十五日,以批准將本公司之英文名稱由「Allied Cement Holdings Limited」更改為「Tongfang Kontafarma Holdings Limited」及將本公司之雙重外文的中文名稱由「聯合水泥控股有限公司」更改為「同方康泰產業集團有限公司」,自二零一六年七月二十日起生效。

就股東週年大會而言,股東通告於大會舉行前至少足二十個營業日發送,而就所有其他股東大會而言,股東通告於大會舉行前至少足十個營業日發送。以股數投票方式進行表決之詳細程序乃於大會開始時向股東解釋。主席會解答股東有關以股數投票方式表決之任何問題。股數投票結果將根據上市規則規定之方式刊發。

持有本公司已繳足股本不少於十分之一之股東可根據章程細則第64條以書面請求形式要求召開股東特別大會,內容須註明擬提呈處理之事項,並須有效地送達本公司於香港註冊之總辦事處及主要營業地點(「總辦事處」)或本公司之股份過戶登記分處卓佳秘書商務有限公司(「登記處」)。此外,股東可透過提呈決議案方式向董事會提交書面形式之股東大會提案並送達總辦事處或登記處,內容須清楚及簡要地列明予以討論之提案且符合本公司之業務範疇。

The chairman of any independent Board committee formed as necessary or pursuant to the Listing Rules (or if no such chairman is appointed, at least a member of the independent Board committee) should also be available to answer questions of the Shareholders at any general meeting to approve a connected transaction or any other transaction that is subject to independent Shareholders' approval.

Separate resolutions are proposed at the general meeting for each substantial issue, including but not limited to the re-election of Directors and the re-appointment of Deloitte Touche Tohmatsu as the independent auditor of the Company.

During the Year, extraordinary general meetings of the Company were held (i) on 15 April 2016 to approve the acquisition of certain equity interests in 北京紫光製藥有限公司 (Beijing Ziguang Pharmaceutical Co., Ltd.*) ("Ziguang Pharmaceutical"); and (ii) on 15 July 2016 to approve the change of the English name of the Company from "Allied Cement Holdings Limited" to "Tongfang Kontafarma Holdings Limited" and the dual foreign name in Chinese of the Company from "聯合水泥控股有限公司" to "同方康泰產業集團有限公司", with effect from 20 July 2016.

The notice to Shareholders is sent at least 20 clear business days before the meeting in the case of AGM and at least 10 clear business days in case of all other general meetings. An explanation of the detailed procedures of conducting a poll is provided to the Shareholders at the commencement of the meeting. The Chairman answers questions from Shareholders regarding voting by way of a poll. The poll results are published in the manner prescribed under the requirements of the Listing Rules.

Shareholder(s) holding not less than one-tenth of the paid-up capital of the Company can request the convening of an extraordinary general meeting according to Article 64 of the Articles of Association by written requisition, with stated business proposed to be transacted, which must be validly served at the head office and principal place of business of the Company registered in Hong Kong (the "Head Office") or at Tricor Secretaries Limited, the branch share registrar of the Company (the "Registration Office"). Besides, Shareholders may make a proposal at a Shareholders' meeting by submitting it in written form to the Board at the Head Office or at the Registration Office in the form of a proposed resolution, which shall clearly and concisely set out the proposal for discussion and be relevant to the Company's business scope.

企業管治報告 Corporate Governance Report

董事會已制定一套股東通訊政策。股東可將其向董事會提交之查詢以書面形式送達總辦事處，內容須註明查詢之性質及提出查詢之理由。此外，股東亦可就任何有關其股權問題向登記處查詢。

有關提議人士參選董事之程序可於本公司網站<http://www.tfkf.com.hk>查閱。

董事及高級職員保險

本公司已就針對其董事及高級職員的潛在法律訴訟安排適當保險。

憲章文件

根據上市規則第13.90條，本公司已將組織章程細則登載於聯交所及本公司各自網站。於本年度內，概無對本公司之憲章文件作出修訂。

代表董事會

主席
黃俞

二零一七年三月二十四日

* 僅供識別

The Board has established a shareholders' communication policy. A Shareholder may serve an enquiry to the Board to the Head Office for the attention of the Board in written form, which shall state the nature of the enquiry and the reason for making the enquiry. In addition, Shareholders can contact the Registration Office for any questions about their shareholdings.

As regards a proposed election of a person as a Director, the procedures are available on the website of the Company at <http://www.tfkf.com.hk>.

DIRECTORS' AND OFFICERS' INSURANCE

The Company has arranged appropriate insurance cover in respect of potential legal actions against its directors and officers.

CONSTITUTIONAL DOCUMENTS

Pursuant to Rule 13.90 of the Listing Rules, the Company has posted its Articles of Association on the respective websites of the Stock Exchange and the Company. During the Year, no amendments were made to the constitutional documents of the Company.

On behalf of the Board

Huang Yu
Chairman

24 March 2017

* For identification purpose only

董事會報告 Directors' Report

同方康泰產業集團有限公司(「本公司」)董事會(「董事會」)謹此呈覽本公司及其附屬公司(統稱「本集團」)截至二零一六年十二月三十一日止年度(「本年度」)之年報及經審核綜合財務報表。

主要業務

本公司乃一間投資控股公司，其附屬公司於二零一六年十二月三十一日之主要業務及詳情列於本年報綜合財務報表附註50。

本集團於本年度之收入主要來自中華人民共和國(「中國」)之業務。本集團於本年度之收入分析列於本年報綜合財務報表附註5。

股份拆細及更改每手買賣單位

於二零一四年十二月十九日，本公司宣佈，本公司股本中每股面值0.01港元之當時已發行及未發行股份拆細為五股每股面值0.002港元之股份(「股份拆細」)及於香港聯合交易所有限公司(「聯交所」)買賣之每手買賣單位由3,000股本公司股份更改為6,000股本公司股份。

股份拆細在本公司於二零一五年一月十九日舉行之股東特別大會上獲本公司股東(「股東」)批准後生效。

公開發售之所得款項用途

於二零一四年十二月二十二日，根據本公司、中國健康管理投資有限公司及第一上海證券有限公司就有關公開發售(「公開發售」)之包銷及其他安排而於二零一四年十一月七日訂立之包銷協議(「包銷協議」)之條款，本公司完成透過按於記錄日期(二零一四年十一月二十八日)每持有兩股本公司普通股獲發一股發售股份之基準，以認購價每股發售股份1.5港元公開發售330,000,000股本公司新普通股(「發售股份」)之方式籌集約495.0百萬港元(扣除成本及開支前)之公開發售。公開發售之詳情及公開發售之完成載於本公司日期為二零一四年十一月七日及二零一四年十二月二十二日之公告以及本公司日期為二零一四年十二月一日之上市文件。完成後籌得之所得款項淨額(扣除相關成本及開支後)約為487.3百萬港元。本集團擬將全部所得款項淨額用於發展及/或投資於醫藥及健康業務提供資金。

The board of directors (the “Board”) of Tongfang Kontafarma Holdings Limited (the “Company”) presents their annual report and the audited consolidated financial statements of the Company and its subsidiaries (collectively, the “Group”) for the year ended 31 December 2016 (the “Year”).

PRINCIPAL ACTIVITIES

The Company acts as an investment holding company. The principal activities and details of its subsidiaries as at 31 December 2016 are set out in note 50 to the consolidated financial statements of this annual report.

The Group's revenue for the Year was derived mainly from activities carried out in the People's Republic of China (the “PRC”). An analysis of the Group's revenue for the Year set out in note 5 to the consolidated financial statements of this annual report.

SUBDIVISION OF SHARES AND CHANGE IN BOARD LOT SIZE

On 19 December 2014, the Company announced that each of the then issued and unissued shares in the share capital of the Company of par value of HK\$0.01 each be subdivided into five shares of par value of HK\$0.002 each (the “Share Subdivision”) and the board lot size for trading on the Stock Exchange of Hong Kong Limited (the “Stock Exchange”) be changed from 3,000 shares of the Company to 6,000 shares of the Company.

The Share Subdivision took effect after the approval of the shareholders of the Company (the “Shareholders”) at the extraordinary general meeting of the Company held on 19 January 2015.

USE OF PROCEEDS FROM OPEN OFFER

On 22 December 2014, the Company completed an open offer (the “Open Offer”) to raise approximately HK\$495.0 million (before costs and expenses) by way of the Open Offer of 330,000,000 new ordinary shares of the Company (“Offer Shares”) at a subscription price of HK\$1.5 per Offer Share on the basis of one Offer Share for every two ordinary shares of the Company held on the record date, 28 November 2014, on the terms pursuant to the underwriting agreement dated 7 November 2014 (the “Underwriting Agreement”) entered into among the Company, China Health Management Investment Limited and First Shanghai Securities Limited in respect of the underwriting and other arrangement in respect of the Open Offer. Details of the Open Offer and the completion of the Open Offer were set out in the Company announcements dated 7 November 2014 and 22 December 2014 and the Company's listing document dated 1 December 2014. The net proceeds raised upon completion after deduction of relevant costs and expenses were approximately HK\$487.3 million. It was intended that the entire amount of the net proceeds would be applied by the Group in the funding of the development of and/or investment in pharmaceutical and health industry business.

董事會報告 Directors' Report

截至二零一六年十二月三十一日，公開發售所得款項淨額合共約為375.7百萬港元已動用作以下用途：

- (i) 約338.9百萬港元用於支付收購北京紫光製藥有限公司(「紫光製藥」)60%股本權益之代價；及
- (ii) 約36.8百萬港元用作重點為免疫學及小分子之醫療研究投資。

公開發售所得款項淨額之剩餘款額約111.6百萬港元將按擬定用途使用。

業績及溢利分配

本集團之業績及本公司之溢利分配列於本年報第77頁至第78頁之綜合損益及其他全面收益表及隨附之綜合財務報表附註內。

董事會已議決，不建議就本年度派發任何末期股息(二零一五年：無)。

可分派儲備

本公司於年內之儲備詳情載於本年報綜合財務報表附註49。

物業、廠房及設備

於本年度內，本集團購入之物業、廠房及設備總值約48.9百萬港元。

上述事項及本集團物業、廠房及設備於本年度內其他變動之詳情列於本年報綜合財務報表附註15。

業務回顧

本集團截至二零一六年十二月三十一日止年度之業務回顧載於本年報第5頁至第7頁、第8頁至第19頁及第20頁至第31頁之「主席報告」、「管理層討論及分析」及「環境、社會及管治報告」以及以下之段落內。「主席報告」、「管理層討論及分析」及「環境、社會及管治報告」內之討論及分析構成本董事會報告之一部分。

As of 31 December 2016, a total of approximately HK\$375.7 million of the net proceeds from the Open Offer had been utilised in the following manner:

- (i) as to approximately HK\$338.9 million in the settlement of the consideration for the acquisition of 60% equity interest in 北京紫光製藥有限公司 (Beijing Ziguang Pharmaceutical Co., Ltd*) ("Ziguang Pharmaceutical"); and
- (ii) as to approximately HK\$36.8 million in the investment in medical research with a focus in immunology and small molecule.

The remaining balance of the net proceeds from the Open Offer in the amount of approximately HK\$111.6 million will be used as intended.

RESULTS AND APPROPRIATIONS

The results of the Group and appropriations of the Company are set out in the consolidated statement of profit or loss and other comprehensive income on pages 77 to 78 of this annual report and in the accompanying notes to the consolidated financial statements.

The Board has resolved not to recommend any final dividend for the Year (2015: Nil).

DISTRIBUTABLE RESERVES

Details of the Company's reserves during the Year are set out in note 49 to the consolidated financial statements of this annual report.

PROPERTY, PLANT AND EQUIPMENT

During the Year, the Group acquired property, plant and equipment totalling approximately HK\$48.9 million.

Details of these and other movements in property, plant and equipment of the Group during the Year are set out in note 15 to the consolidated financial statements of this annual report.

BUSINESS REVIEW

The business review of the Group for the year ended 31 December 2016 is set out in the sections headed "Chairman's Statement", "Management Discussion and Analysis" and "Environmental, Social and Governance Report" from pages 5 to 7, pages 8 to 19 and pages 20 to 31 of this annual report and the paragraphs below. The discussion and analysis in the "Chairman's Statement", "Management Discussion and Analysis" and "Environmental, Social and Governance Report" form part of this Directors' Report.

主要風險及不明朗因素

中國水泥業務

本集團的水泥業務主要在中國進行，中國的經濟情況對本集團水泥業務的經營業績和財務狀況有顯著的影響，本集團的水泥產品之平均售價亦隨著中國水泥市場供需狀況而波動。而且，中國水泥行業的競爭十分激烈，本集團的水泥業務與其競爭對手在客戶、原材料、能源資源、分銷網絡及熟練勞工方面激烈競爭。雖然，本集團不能控制市況，但相信已設立有效措施以應對轉變，本集團亦將繼續著力於產品價格、服務、產品種類、資源來源、銷售及市場推廣、網絡、生產效率及品牌形象，以降低及控制各種風險。

中國醫療、醫藥及健康業務

醫療體制改革、政策法規的變化直接帶來諸多對紫光製藥及其附屬公司的衝擊，如藥品註冊制度的改革充分考驗公司的研發實力，自查及一致性評價活動對公司資金實力的考驗，兩票制的推行對公司運營模式帶來重大挑戰，醫保目錄調整、醫保控費對公司可持續發展帶來極大挑戰等等，公司面對這些宏觀調控帶來的政策影響要有切實有效的應對措施，如果處理不好，隨便一條就可以對公司產生重大的影響。

金融風險

本集團面臨各種金融風險，有關本集團面對各主要類別金融風險之管理政策及程序之論述，收錄於本年報綜合財務報表附註45。

遵守相關法律及規例

有關遵守相關法律及規例之詳情載於本年報第20頁至第31頁之「環境、社會及管治報告」。

Principal Risks and Uncertainties

Cement Business in the PRC

The cement business of the Group are mainly conducted in the PRC, the economic conditions in the PRC have a significant impact on the operating results and financial conditions for the cement business of the Group. The Group's average selling price of cement products fluctuates along with demand and supply of the PRC cement market. Moreover, the cement industry is highly competitive in the PRC. The cement business of the Group competes with its competitors for customers, raw materials, energy resources, distribution network and skilled labour force. Although, the Group cannot control market conditions but believes it has effective measures in place to respond to changes. The Group will continue to focus on the basis of pricing of our products, our service, variety of product offerings, access to resources, sales and marketing, network, production efficiency and brand image to mitigate and control the various risks.

Medical, Pharmaceutical and Health Business in the PRC

Medical system reform and changes in policies and regulations have many direct impacts on Ziguang Pharmaceutical and its subsidiaries. For example, the reform of the drug registration system fully tests the companies' research and development strength, self-examination and consistency evaluation test the companies' financial strength, the implementation of the Two-Invoice System brings substantial challenges to the companies' operating model, while adjustments to the medical insurance catalogue and control over excessive medical insurance expenditures bring great challenges to the companies' sustainable development. The companies shall take effective measures to reduce the impact of these macro-control policies, and any of them will have a material impact on the companies if not handled properly.

Financial Risk

The Group is exposed to a variety of financial risks, a discussion of the policies and procedures on the management of each of the major types of financial risks which the Group is facing is included in note 45 to the consolidated financial statements of this annual report.

Compliance with Relevant Laws and Regulations

Details of compliance with relevant laws and regulations are set out in "Environmental, Social and Governance Report" on pages 20 to 31 of this annual report.

董事會報告 Directors' Report

與僱員、客戶及供應商之關係

有關與僱員、客戶及供應商之關係之詳情載於本年報第20頁至第31頁之「環境、社會及管治報告」。

股本

本公司之股本於本年度之變動詳情列於本年報綜合財務報表附註34。

購股權計劃

本公司購股權計劃之詳情列於本年報綜合財務報表附註35。

股份獎勵計劃

本公司股份獎勵計劃之詳情列於本年報綜合財務報表附註36。

優先購買權

本公司之經修訂及重訂組織章程細則（「章程細則」）或開曼群島法例並無有關優先購買權之規定，以致本公司須按比例向現有股東提呈發售新股份。

借款及資本化之利息

本集團須於一年內償還之銀行及其他借貸歸納於流動負債內。有關本集團銀行及其他借貸之還款詳情列於本年報綜合財務報表附註33。本集團於年內並無資本化任何利息。

財務概要

本集團過往五個財政年度之業績以及資產及負債概要載於本年報第192頁。

稅務減免

本公司並不知悉股東因持有本公司股份（「股份」）而可享有任何稅務減免。

Relationships with Employees, Customers and Suppliers

Details of relationships with employees, customers and suppliers are set out in “Environmental, Social and Governance Report” on pages 20 to 31 of this annual report.

SHARE CAPITAL

Details of movement in the share capital of the Company during the Year are set out in note 34 to the consolidated financial statements of this annual report.

SHARE OPTION SCHEME

Particulars of the share option scheme of the Company are set out in note 35 to the consolidated financial statements of this annual report.

SHARE AWARD SCHEME

Particulars of the share award scheme of the Company are set out in note 36 to the consolidated financial statements of this annual report.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the amended and restated articles of association of the Company (the “Articles of Association”) or the laws of the Cayman Islands which would oblige the Company to offer new shares on a pro rata basis to existing Shareholders.

BORROWINGS AND INTEREST CAPITALISED

Bank and other borrowings of the Group which are repayable within one year are classified as current liabilities. Repayment analysis of bank and other borrowings of the Group is set out in note 33 to the consolidated financial statements of this annual report. The Group had not capitalised any interest during the Year.

FINANCIAL SUMMARY

A summary of the results as well as the assets and liabilities of the Group for the last five financial years is set out on page 192 of this annual report.

TAX RELIEF

The Company is not aware of any relief from taxation available to the Shareholders by reason of their holding of the Company's Shares (the “Shares”).

董事

於本年度內及截至本報告日期止之本公司董事(「董事」)如下：

執行董事

黃俞先生(主席)
黃清海先生(董事總經理)
張軼先生
(獲委任日期：二零一六年七月十二日)
鄧勁光先生
(辭任日期：二零一六年七月十二日)

獨立非執行董事

陳思聰先生
張瑞彬先生
張俊喜先生

根據章程細則第108條，黃清海先生及陳思聰先生須於二零一七年六月二十日舉行之應屆股東週年大會(「二零一七年股東週年大會」)上輪值退任，惟合資格膺選連任。

根據章程細則第112條，張軼先生可任職至其獲委任後之首次本公司股東大會，並於該會議上膺選連任。由於張軼先生於二零一六年七月十五日舉行之本公司股東特別大會上並無膺選連任，故須於二零一七年股東週年大會上退任，惟合資格於二零一七年股東週年大會上膺選連任。

董事及高級管理人員之個人資料

執行董事

黃俞，現年四十八歲，分別於二零一四年三月十五日及二零一四年七月二十四日獲委任為本公司執行董事(「執行董事」)及董事會主席。黃先生亦獲委任為本公司執行委員會、提名委員會、股份交易委員會及投資委員會各自之主席以及本公司風險管理委員會之成員。彼亦為本公司若干附屬公司之董事。黃先生獲得格林威治大學理學碩士學位。彼為深圳華控賽格股份有限公司(其已發行股份在深圳證券交易所上市，股份代號：68)之董事長、深圳市奧融信投資發展有限公司(「深圳奧融信」)之執行董事、鵬華基金管理有限公司監事會主席及同方股份有限公司(「同方股份」)(其已發行股份在上海證券交易所上市，股份代號：600100)之副董事長兼總裁。黃先生亦為同方泰德國際科技有限公司(其

DIRECTORS

The directors of the Company (the “Directors”) during the Year and up to the date of this report were:

Executive Directors

Mr. Huang Yu (*Chairman*)
Mr. Ng Qing Hai (*Managing Director*)
Mr. Zhang Yi
(Date of appointment: 12 July 2016)
Mr. Deng Jinguang
(Date of resignation: 12 July 2016)

Independent Non-Executive Directors

Mr. Chan Sze Chung
Mr. Zhang Ruibin
Mr. Zhang Junxi Jack

Pursuant to Article 108 of the Articles of Association, Mr. Ng Qing Hai and Mr. Chan Sze Chung shall retire from office by rotation and, being eligible, offer themselves for re-election at the forthcoming annual general meeting to be held on 20 June 2017 (the “2017 AGM”).

Pursuant to Article 112 of the Articles of Association, Mr. Zhang Yi shall hold office until the first general meeting of the Company after his appointment and subject to re-election at such meeting. Since Mr. Zhang Yi was not offered for re-election at the extraordinary general meeting of the Company held on 15 July 2016, he shall retire at the 2017 AGM and, being eligible, offer himself for re-election at the 2017 AGM.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Executive Directors

Huang Yu, aged 48, was appointed as an executive director of the Company (the “Executive Director”) and Chairman of the Board on 15 March 2014 and 24 July 2014, respectively. Mr. Huang was also appointed as a chairman of each of the executive committee, nomination committee, share dealing committee and investment committee of the Company and a member of the risks management committee of the Company. He is also a director of certain subsidiaries of the Company. Mr. Huang obtained a master’s degree in science from the University of Greenwich. He is the chairman of the board of directors of Shenzhen Huakong Seg Co., Ltd. (stock code: 68), the issued shares of which are listed on the Shenzhen Stock Exchange, an executive director of Shenzhen Aorongxin Investment Development Co., Ltd (“Shenzhen Aorongxin”), the chairman of supervisory committee of Penghua Fund Management Co., Ltd and the vice chairman and president of Tsinghua Tongfang Co., Ltd.* (“Tsinghua Tongfang”) (stock code:

董事會報告 Directors' Report

已發行股份於聯交所上市，股份代號：1206)及同方友友控股有限公司(其已發行股份於聯交所上市，股份代號：1868)之董事長。

黃清海，現年六十歲，於二零一一年三月獲委任為本公司董事，並於二零一一年十二月調任為本公司執行董事。黃先生亦獲委任為本公司之董事總經理及本公司執行委員會、提名委員會、風險管理委員會以及股份交易委員會各自之成員。黃先生為本公司若干附屬公司之董事。黃先生於一九八三年於上海建築材料工業專科學校企業管理系完成三年建材工業財務會計專業課程。彼為中國註冊會計師協會的非執業成員。黃先生為中國上海市水泥行業協會之第六任副主席，於二零零五年十一月至二零零六年十一月，其亦為亞洲知識管理協會院士。彼於二零一三年一月獲委任為中國人民政治協商會議第十一屆山東省委員會委員。黃先生曾任文化中國傳播集團有限公司(現稱為阿里巴巴影業集團有限公司)(其已發行股份於聯交所上市，股份代號：1060)之行政總裁(自二零零一年五月十五日至二零零一年四月二十日)、總裁(自二零零一年五月十五日至二零一四年六月二十四日)及執行董事(自二零零一年五月十五日至二零一四年六月二十四日)。黃先生自二零一二年一月十八日至二零一三年一月十八日擔任天安中國投資有限公司(其已發行股份於聯交所上市，股份代號：28)之非執行董事。黃先生於二零一五年十二月一日至二零一六年二月二日期間曾擔任中國山水水泥集團有限公司(其已發行股份於聯交所上市，股份代號：0691)之非執行董事。黃先生於二零一四年六月二十七日獲委任為大洋百貨集團控股股份有限公司(其已發行股份於台灣證券交易所上市，股份代號：5907)之董事並於二零一五年十二月二十一日獲委任為總經理及於二零一五年十二月二十一日獲委任為其附屬公司大洋百貨集團有限公司之總裁，於二零一六年十月十八日獲委任為大洋百貨集團有限公司董事暨董事長。彼自二零一六年七月十一日起擔任益航股份有限公司(其已發行股份於台灣證券交易所上市，股份代號：2601)之董事。黃先生為本集團高級管理層成員黃五湖先生的胞弟。

600100), the issued shares of which are listed on the Shanghai Stock Exchange. Mr. Huang is also the chairman of Technovator International Limited (stock code: 1206), the issued shares of which are listed on the Stock Exchange and Neo-Neon Holdings Limited (stock code: 1868), the issued shares of which are listed on the Stock Exchange.

Ng Qing Hai, aged 60, was appointed as a Director of the Company in March 2011 and was re-designated as an Executive Director of the Company in December 2011. Mr. Ng was also appointed as the Managing Director and a member of each of the executive committee, nomination committee, risks management committee and share dealing committee of the Company. Mr. Ng is a director of certain subsidiaries of the Company. Mr. Ng completed a three-year course in finance and accounting in building materials industry in the faculty of enterprises management at Shanghai Institute of Building Materials Industry in 1983. He is a non-practising member of The Chinese Institute of Certified Public Accountants. Mr. Ng was the 6th vice chairman of Shanghai Cement Industrial Association of the PRC, and was a fellow member of the Asian Knowledge Management Association from November 2005 to November 2006. He was appointed as a member of 11th Shandong Provincial Committee of the Chinese People's Political Consultative Conference in January 2013. Mr. Ng was the chief executive officer (from 15 May 2001 to 20 April 2010), the president (from 15 May 2001 to 24 June 2014) and an executive director (from 15 May 2001 to 24 June 2014) of ChinaVision Media Group Limited (now known as Alibaba Pictures Group Limited) (stock code: 1060), the issued shares of which are listed on the Stock Exchange. Mr. Ng was a non-executive director of Tian An China Investments Company Limited (stock code: 28), the issued shares of which are listed on the Stock Exchange, from 18 January 2012 to 18 January 2013. Mr. Ng was a non-executive director of China Shanshui Cement Group Limited (stock code: 0691), the issued shares of which are listed on the Stock Exchange from 1 December 2015 to 2 February 2016. Mr. Ng was appointed as a director (on 27 June 2014) and the general manager (on 21 December 2015) of Grand Ocean Retail Group Limited (security code: 5907), the issued shares of which are listed on the Taiwan Stock Exchange, and the president (on 21 December 2015) and the director as well as the chairman (on 18 October 2016) of its subsidiary, Grand Ocean Department Stores Group Ltd. He is a director of First Steamship Co., Ltd. (stock code: 2601), the issued shares of which are listed on the Taiwan Stock Exchange, with effect from 11 July 2016. Mr. Ng is a younger brother of Mr. Huang Wuhu, a member of the senior management of the Group.

董事會報告 Directors' Report

張軼，現年三十九歲，於二零一六年七月獲委任為本公司執行董事。張先生亦獲委任為本公司執行委員會及股份交易委員會各自之成員。張先生亦為本集團若干附屬公司及一間合資公司之董事。張先生於二零零二年九月畢業於聖約瑟夫大學，取得理學碩士學位。彼於二零一一年十月取得中歐國際工商學院的高層管理人員工商管理碩士學位。張先生於醫藥行業擁有逾15年經驗。於加入本集團前，張先生曾擔任重慶信誼東方藥業股份有限公司之總經理、上海醫藥(集團)有限公司處方藥事業部營銷中心之副總經理、上海信誼天一藥業有限公司之總經理及上海信誼大藥房連鎖經營有限公司(現稱為上海華氏北區大藥房有限公司)之董事長。此外，彼曾擔任紫光製藥之副董事長及總裁。張先生目前為同方股份(其已發行股份於上海證券交易所上市，股份代號：600100)之高級副總裁及深圳市華融泰資產管理有限公司之董事兼副總裁。

Zhang Yi, aged 39, was appointed as an Executive Director of the Company in July 2016. He was also appointed as a member of each of the executive committee and share dealing committee of the Company. Mr. Zhang is also a director of certain subsidiaries and a joint venture entity of the Group. Mr. Zhang graduated from Saint Joseph's University with a Master of Science degree in September 2002. He obtained an Executive Master's degree in Business Administration from the China Europe International Business School in October 2011. Mr. Zhang has over 15 years of experience in the pharmaceutical industry. Prior to joining the Group, Mr. Zhang was the general manager of 重慶信誼東方藥業股份有限公司 (Chongqing Sine Oriental Pharmaceutical Co., Ltd.*), the deputy general manager of the sales & marketing department of the prescription Drug Division of 上海醫藥(集團)有限公司 (Shanghai Pharmaceutical (Group) Co., Ltd.*), the general manager of 上海信誼天一藥業有限公司 (Shanghai Sine Tianyi Pharmaceutical Co., Ltd.*) and the chairman of 上海信誼大藥房連鎖經營有限公司 (Shanghai Sine Pharmacy Chain Operating Co., Ltd.*) (now known as 上海華氏北區大藥房有限公司 (Shanghai Hua Shi Northern Region Pharmacy Co., Ltd.*). In addition, he was the vice-chairman and president of Ziguang Pharmaceutical. Currently, Mr. Zhang is the senior vice president of Tsinghua Tongfang (stock code: 600100), the issued shares of which are listed on the Shanghai Stock Exchange, and a director and the vice president of 深圳市華融泰資產管理有限公司 (Shenzhen Waranty Asset Management Co., Ltd.*).

獨立非執行董事

陳思聰，現年四十七歲，於二零一一年十二月二十日獲委任為本公司獨立非執行董事(「獨立非執行董事」)。彼於先前任期屆滿後於二零一六年一月十七日與本公司訂立新委任函，任期由二零一六年一月十八日起至二零一八年一月十七日止。彼為本公司審核委員會主席及薪酬委員會、提名委員會、風險管理委員會以及投資委員會各自之成員。彼於一九九一年七月畢業於威爾斯大學，取得會計及金融文學學士學位，並於一九九二年十二月獲得蘭開斯特大學的會計及金融文學碩士學位。陳先生為香港會計師公會的會計師及美國註冊會計師公會會員。此外，彼亦獲認可為美國特許財務分析員協會的特許財務分析員。於加入本公司之前，彼曾出任快意節能有限公司(現稱為非凡中國控股有限公司)(其已發行股份於聯交所上市，股份代號：8032)之財務總監(自二零零九年十二月至二零一零年八月)，Nam Tai Electronic & Electrical Products Limited (其已發行股份此前於聯交所上市)之財務總監(署理)(自二零零八年九月至二零零九年三月)，以及 Nam Tai Electronics, Inc. (現稱為 Nam Tai Property Inc.)(其已發行股份於紐約證券交易所上市，NYSE: NTP)之副財務總監(自二零零九年三月至二零零九年十一月)。自一九九三年一月至一九九七年八月期間，陳先生曾受僱於德勤•關黃陳方會計師行，於離職時所擔任職務為高級會計師。

Independent Non-Executive Directors

Chan Sze Chung, aged 47, was appointed as an Independent Non-Executive Director of the Company (the "INED") on 20 December 2011. He entered into a new appointment letter with the Company on 17 January 2016 upon the expiry of previous terms with a term from 18 January 2016 until 17 January 2018. He is the chairman of the audit committee and a member of each of the remuneration committee, nomination committee, risks management committee and investment committee of the Company. He graduated from the University of Wales with a bachelor of arts degree in accounting and finance in July 1991 and obtained a master of arts degree in accounting and finance at the University of Lancaster in December 1992. Mr. Chan is a certified public accountant of the Hong Kong Institute of Certified Public Accountants and a member of the American Institute of Certified Public Accountants. Besides, he is also recognised as a chartered financial analyst by the CFA Institute of the United States of America. Prior to joining the Company, he acted as the chief financial officer (from December 2009 to August 2010) of Coolpoint Energy Limited (now known as Viva China Holdings Limited) (stock code: 8032), the issued shares of which are listed on the Stock Exchange, as the acting chief financial officer (from September 2008 to March 2009) of Nam Tai Electronic & Electrical Products Limited, the issued shares of which were previously listed on the Stock Exchange, and as the vice chief financial officer (from March 2009 to November 2009) of Nam Tai Electronics, Inc. (now known as Nam Tai Property Inc.) (NYSE: NTP), the issued shares of which are listed on the New York Stock Exchange. During the period from January 1993 to August 1997, Mr. Chan was employed by Deloitte Touche Tohmatsu and served as a senior accountant at the time of his resignation.

董事會報告 Directors' Report

張瑞彬，現年四十四歲，於二零一四年七月二十四日獲委任為本公司獨立非執行董事。張先生亦獲委任為本公司之薪酬委員會主席及審核委員會、提名委員會、風險管理委員會以及投資委員會各自之成員。張先生持有廈門大學統計學博士學位。彼為中國人民大學及中國人民銀行金融研究所博士後研究人員。彼獲廣東省人事廳授予合資格高級經濟師、The Association for Financial Professionals之合資格國際財資管理師。彼榮獲中國證券業協會科研課題二等獎及中國人民銀行重點科研課題三等獎。張先生為中國貴州茅台酒廠集團有限責任公司外部董事。張先生(i)自二零一三年五月十八日起獲委任為貴州盤江精煤股份有限公司(其已發行股份於上海證券交易所上市，股份代號：600395)之獨立董事；(ii)自二零一四年七月二十五日起任中國振華(集團)科技股份有限公司(其已發行股份於深圳證券交易所上市，股份代號：000733)之獨立董事；(iii)自二零一四年九月十二日起任貴州黔源電力股份有限公司(其已發行股份於深圳證券交易所上市，股份代號：002039)之獨立董事；及(iv)自二零一六年七月二十二日起任北京五道口教育科技有限公司之執行董事。

張俊喜，現年五十三歲，於二零一五年八月二十一日獲委任為本公司獨立非執行董事。張先生亦獲委任為本公司之風險管理委員會主席及審核委員會、薪酬委員會以及提名委員會各自之成員。張先生於一九八三年七月畢業於南開大學，取得物理學學士學位。彼於一九八六年七月取得由中華人民共和國教育部(前稱中華人民共和國國家教育委員會)、南開大學和加拿大國際開發署合辦的經濟管理碩士學位。張先生於一九九二年八月獲得美國匹茲堡大學經濟系博士學位。張先生於經濟、金融以及商業管理範疇擁有逾二十年經驗，並主要從事有關貨幣經濟學及金融財務學方面的教學及研究工作。張先生自二零一三年二月起出任渤海銀行股份有限公司之獨立董事、自二零一一年十二月起出任天津財經大學之副校長及自二零零零年九月起出任北京大學中國經濟研究中心的兼職教授。自二零零七年四月至二零一零年三月，彼為濱海投資有限公司(其已發行股份於聯交所上市，股份代號：2886)之投資策略及發展分析師。自一九九二年八月至一九九五年八月，張先生於香港中文大學經濟系任教，並自一九九五年八月至一九九七年七月於英國的鄧迪大學從事教學及研究工作。張先生自一九九七年七月至一九九八年八月於新加坡國立大學任教，自一九九八年九月至二零一二年八月，彼任香港大學經濟金融學院博士生導師。張先生為國際知名的經濟金融學家，自二零零六年九月至二零零九年八月為中央財經大

Zhang Ruibin, aged 44, was appointed as an INED of the Company on 24 July 2014. Mr. Zhang was also appointed as the chairman of the remuneration committee and a member of each of the audit committee, nomination committee, risks management committee and investment committee of the Company. Mr. Zhang holds a doctoral degree in statistics from the Xiamen University. He was a postdoctoral research fellow at the Renmin University of China and 中國人民銀行金融研究所. He was qualified as a senior economist by 廣東省人事廳. He was qualified as a certified treasury professional of The Association for Financial Professionals. He has been awarded the research project second prize by The Securities Association of China and the key research project third prize by the People's Bank of China. Mr. Zhang was an external director of Moutai Group Company Limited. Mr. Zhang has been (i) an independent director of Guizhou Panjiang Refined Coal Co., Ltd. (stock code: 600395), the issued shares of which are listed on the Shanghai Stock Exchange, since 18 May 2013; (ii) an independent director of China Zhenhua (Group) Science & Technology Co. Ltd. (stock code: 000733), the issued shares of which are listed on the Shenzhen Stock Exchange, since 25 July 2014; (iii) an independent director of Guizhou Qianyuan Power Co., Ltd. (stock code: 002039), the issued shares of which are listed on the Shenzhen Stock Exchange, since 12 September 2014; and (iv) an executive director of Beijing Wudaokou Education & Technology Co., Ltd. since 22 July 2016.

Zhang Junxi Jack, aged 53, was appointed as an INED of the Company on 21 August 2015. Mr. Zhang was also appointed as the chairman of the risks management committee and a member of each of the audit committee, remuneration committee and nomination committee of the Company. Mr. Zhang graduated from the Nankai University with a bachelor degree in Physics in July 1983. He obtained a master of business administration degree established jointly by the Ministry of Education of the People's Republic of China (formerly known as the State Education Commission of the People's Republic of China), Nankai University and Canadian International Development Agency in July 1986. Mr. Zhang also obtained a doctoral degree in the Department of Economics at the University of Pittsburgh in the United States in August 1992. Mr. Zhang has over 20 years of experience in the field of economics, financial and business management, and mainly engaged in teaching and research work in the aspect of Monetary Economics and Finance. Mr. Zhang has been an independent director of China Bohai Bank Co., Ltd. since February 2013, the vice principal of the Tianjin University of Finance and Economics since December 2011 and a part-time professor of China Center for Economic Research in Peking University since September 2000. From April 2007 to March 2010, he was an investment strategy and development analyst of Binhai Investment Company Limited (stock code: 2886), the issued shares of which are listed on the Stock Exchange. From August 1992 to August 1995, Mr. Zhang taught in the Department of Economics of The Chinese University of Hong Kong, and he was engaged in teaching and researching at the University of Dundee in the United Kingdom from August 1995 to July 1997. Mr. Zhang taught in the National University of Singapore from July 1997 to August 1998. From September 1998 to August 2012, he has been a doctoral tutor in

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學中國金融發展研究院之院長，並自二零零九年九月至二零一二年四月為南開大學金融發展研究院之院長。

the School of Economics and Finance at The University of Hong Kong. Mr. Zhang is an internationally well-known financial economist, he has been the dean of the China Academy of Finance and Development at the Central University of Finance and Economics from September 2006 to August 2009 and the dean of the Institute of Finance and Development at the Nankai University from September 2009 to April 2012.

高級管理人員

黃五湖，現年六十四歲，於二零零一年六月加入本集團，為山東上聯水泥發展有限公司（「山東上聯」）之董事及總經理，及山東聯合王晁水泥有限公司（「聯合王晁」）之董事長，兩間公司均為本公司之附屬公司。於加入本集團之前，黃先生於中國福建省南安市多家農村信用社（現稱福建南安農村合作銀行）工作二十餘年。彼曾為中國註冊策劃師及獲授予合資格金融經濟師，並獲中國經理人協會授予國際高級職業經理人。黃先生曾為中國人民政治協商會議棗莊市第七屆至第九屆委員會委員。彼為本公司執行董事黃清海先生之胞兄。

Senior Management

Huang Wuhu, aged 64, joined the Group in June 2001, is a director and the general manager of Shandong Shanghai Allied Cement Co., Ltd. ("Shandong SAC") and the chairman of Shandong Allied Wangchao Cement Limited ("Allied Wangchao"), both of which are subsidiaries of the Company. Prior to joining the Group, Mr. Huang worked for various unions in Nan'an City of Fujian province, the PRC, now known as Fujian Nan'an Rural Cooperative Bank, for more than twenty years. He was a registered planner in the PRC and was qualified as a finance economist and was also qualified as an international senior occupation manager by the China Manager Society. Mr. Huang was appointed as a member of the 7th to 9th Zaozhuang Committee of the China People's Political Consultative Conference. He is an elder brother of Mr. Ng Qing Hai, an Executive Director of the Company.

李超，現年五十四歲，於二零零二年二月加入本集團。彼目前擔任上海聯合水泥有限公司（「上海上聯」）之財務總監及董事及聯合王晁之董事，兩間公司均為本公司之附屬公司。李先生於一九八三年修畢上海建築材料工業專科學校為期三年的企業管理系建材工業財務會計課程。彼於二零零一年修畢中共湖北省委黨校為期三年的經濟管理在職研究生課程。於一九九六年，李先生獲湖北省會計專業高級職務評審委員會授予合資格高級會計師。

Li Chao, aged 54, joined the Group in February 2002. He is currently the financial controller and a director of Shanghai Allied Cement Co., Ltd. ("Shanghai SAC") and also a director of Allied Wangchao, both of which are subsidiaries of the Company. Mr. Li completed a three-year course in finance and accounting in building materials industry in the faculty of enterprises management at the Shanghai Institute of Building Materials Industry in 1983. In 2001, he completed a three-year part-time post-graduate course in economic management at Party School of Chinese Communist Party of Hubei province, the PRC. Mr. Li was qualified as a senior accountant by the Professional Title Reform Office of Hubei province in 1996.

余忠，現年五十四歲，曾於二零一一年三月獲委任為董事，並自二零一一年十二月至二零一四年三月十五日調任為執行董事。彼於一九九三年十二月加入上海上聯，現任上海上聯董事及副總經理，並自二零零三年十二月起擔任聯合王晁之董事。彼於二零零一年六月至二零零四年七月期間曾擔任山東上聯之副總經理一職。於一九八二年，余先生於上海市建築材料學校完成為期兩年半的水泥工藝課程，及於一九八八年，彼畢業於上海市輕工業局職工大學，主修工業企業管理。於一九九三年，余先生獲上海市建材局授予經濟師資格。

Yu Zhong, aged 54, was appointed a Director in March 2011 and redesignated as an Executive Director from December 2011 to 15 March 2014. He joined Shanghai SAC in December 1993 and is currently a director and the vice general manager of Shanghai SAC, and has been a director of Allied Wangchao since December 2003. He served as the deputy general manager of Shandong SAC, for the period from June 2001 to July 2004. Mr. Yu completed a two-and-a-half-year course in cement craftsmanship at the Shanghai School of Building Materials in 1982 and in 1988, he graduated from the Shanghai Light Industry Authority Workers College in industrial enterprise management. In 1993, Shanghai Building Material Authority certified that Mr. Yu was qualified as an economist.

董事會報告 Directors' Report

張守田，現年六十五歲，於二零零五年六月加入本集團。彼自二零零六年十二月起一直擔任山東上聯及聯合王晁之財務總監。張先生於一九九一年完成立信會計專科學校為期兩年的基建財會大專專業課程，並於一九九六年修畢中共山東省委黨校為期兩年半的兼讀經濟管理課程。於加入本集團之前，彼曾於滕州市水利局所屬水利工程公司擔任逾十年的財務主管，亦曾於魯南中聯水泥有限公司擔任財務部副主任、審計部主任及監事，任期分別為五年左右。

黃臻衛，現年四十六歲，於二零一四年一月加入本集團，為山東上聯副總經理，及聯合王晁總經理。黃臻衛先生於一九九三年畢業於廈門大學經濟管理系，獲學士學位。二零零一年畢業於香港公開大學，獲工商管理碩士學位。二零零二年獲國家人事部頒發中國國際高級職業經理人資格。為棗莊市第十六屆人民代表大會代表。於加入本集團之前，彼曾任福建省漳州化工廠財務科長一年，及福建省南安市羅東鎮政府工作十年。

司徒敏慧，現年三十九歲，於二零一四年十一月七日獲委任為本公司之首席財務長及公司秘書。司徒女士持有新南威爾士大學商學碩士學位(資金管理)及商學學士學位(會計及金融)。司徒女士從事審計及財務諮詢服務方面(包括併購、估值及重組)擁有超過十六年經驗。於加盟本公司前，彼曾任職於香港之德勤•關黃陳方會計師行。司徒女士為香港會計師公會之會員及澳洲特許會計師公會之會員。彼於二零一五年六月二十九日至二零一六年九月二十六日期間曾擔任柏榮集團(控股)有限公司(其已發行股份於聯交所上市，股份代號：8316)之獨立非執行董事。

陳一，現年五十二歲，於二零一五年八月加入本集團。彼自二零一五年八月起擔任本公司之附屬公司北京華控康泰醫療健康管理有限公司總裁。陳先生擁有美國紐約福坦莫大學商學院工商管理碩士學位。彼並修畢北京大學經濟研究中心高級管理人員工商管理碩士課程及北京大學醫學部藥學專業。於加入本公司之前，彼曾在北京大學醫學部及多間跨國知名製藥集團，如北大醫療集團有限公司、中信醫療健康產業集團等從事醫療產業投資與產業化營運。彼在國內醫院併購與國外醫療資源合作方面具有豐富的經驗。彼曾主導和參與多個大型醫藥醫療項目之併購及首次公開發售股份。彼為醫療及醫藥產業資深投

Zhang Shoutian, aged 65, joined the Group in June 2005. He has been the financial controller of Shandong SAC and Allied Wangchao since December 2006. Mr. Zhang completed a two-year course in finance and accounting for infrastructure from the Li Xin Accounting Institute in 1991 and a two-and-a-half-year part-time course in economic management at the Party School of Chinese Communist Party of Shandong province in 1996. Prior to joining the Group, he served as a finance officer at the Tengzhou Water Resources Bureau for more than ten years, and was the deputy head of finance department, the head of audit division and a supervisor of China United Cement Lunan Co., Ltd. for about five years respectively.

Huang Zhenwei, aged 46, joined the Group in January 2014, is the vice general manager of Shandong SAC, and the general manager of Allied Wangchao. Mr. Huang graduated from the Department of Economics and Management at Xiamen University with a bachelor's degree in 1993. He graduated from the Open University of Hong Kong with a master of Business Administration degree in 2001. He was qualified as a China's international senior occupation manager by 國家人事部 (the Ministry of Personnel of the PRC*) in 2002. He was appointed as a representative of the 16th People's Congress of Zaozhuang. Prior to joining the Group, he acted as the chief of the financial division of 福建省漳州化工廠 (Fujian Zhangzhou Chemical Factory*) for one year, and worked for the government of Luodong Town, Nan'an City, Fujian Province for ten years.

Si Tou Man Wai, aged 39, was appointed as the chief financial officer and the company secretary of the Company on 7 November 2014. Ms. Si Tou holds a master of commerce degree in funds management and a bachelor of commerce degree in accounting and finance from the University of New South Wales. Ms. Si Tou has more than 16 years of experience in audit and financial advisory services including mergers and acquisitions, valuation and reorganisation. Prior to joining the Company, she worked at Deloitte Touche Tohmatsu in Hong Kong. Ms. Si Tou is a member of the Hong Kong Institute of Certified Public Accountants and a member of the Institute of Chartered Accountants in Australia. From 29 June 2015 to 26 September 2016, she was an independent non-executive director of Pak Wing Group (Holdings) Limited (stock code: 8316), the issued shares of which are listed on the Stock Exchange.

Chen Yi, aged 52, joined the Group in August 2015. He has served as the president of Beijing Huakong Kangtai Healthcare Management Co., Ltd.*, a subsidiary of the Company, since August 2015. Mr. Chen obtained a master's degree in Business Administration from the Business School of Fordham University, New York, the USA. He also studied an Executive Master of Business Administration (EMBA) course in the Centre for Economic Research of Peking University and a special course in pharmacy of Peking University Health Science Center. Prior to joining the Company, he worked at Peking University Health Science Center and several multinational well-known pharmaceutical enterprises, such as PKU Healthcare Industrial Group Co., Ltd.*, CITIC Medical & Health Group Co., Limited*, in the field of healthcare industry investment and industrialised operation. He has extensive experience in merger and acquisition projects of hospitals in the PRC and cooperation with overseas medical resources. He has led

董事會報告 Directors' Report

資人，並具有國際與國內製藥及醫療健康產業投資、市場、管理及運作的經驗。彼在中信醫療健康產業集團任職期間主要負責集團醫療產業戰略規劃、投資併購、主導多個私立醫院及公立醫院改制併購工作，尤其在公立醫院體制改革及產權研究方面具有廣泛經驗。

蔣朝文，現年五十二歲，於二零一六年七月加入本集團，為紫光製藥總裁，及斯貝福(北京)生物技術有限公司董事長，蔣先生畢業於重慶大學工商管理學院，獲得工商管理碩士學位，求學期間還曾在中共重慶市委黨校、清華大學等單位進修學習。加入本集團前，先後在西南製藥一廠、重慶佳辰生物工程有限有限公司、重慶健能醫藥開發有限公司、四川健能製藥有限公司等擔任總經理及董事長職務，有近三十年豐富的醫藥行業管理經驗。

曹捷，現年四十八歲，於二零一六年七月加入本集團。彼為本公司之附屬公司華控創新(北京)藥物研究院有限公司之總經理。曹先生於一九九二年獲頒天津中醫藥大學中醫本科生學位，於一九九八年獲頒天津醫科大學研究生學歷。曹先生在醫藥行業累積近二十五年經驗，曾任職(其中包括)生物技術公司及藥物科技公司，出任該等公司之研發總監約十五年。

董事之服務合約

擬於應屆股東週年大會上膺選連任之董事概無與本集團訂立本集團不可於一年內毋須賠償(法定賠償除外)而可予以終止之未到期服務合約。

and participated in the mergers and acquisitions and initial public offerings of shares for various large medical and pharmaceutical projects. He is a senior investor in the medical and pharmaceutical industry, and is experienced in the investment, market, management and operation of overseas and domestic pharmaceutical and healthcare industry. During his tenure in CITIC Medical & Health Group Co., Limited*, he was mainly responsible for the company's strategic planning on medical industry, investment and mergers and acquisitions and leading various restructuring and mergers and acquisitions of private and public hospitals, and has extensive experience, in particular, in the restructuring of public hospital system and research of property rights.

Jiang Chaowen, aged 52, joined the Group in July 2016, is the president of Ziguang Pharmaceutical and the chairman of 斯貝福(北京)生物技術有限公司 (SPF (Beijing) Biotechnology Co., Ltd.*). Mr. Jiang graduated from School of Business Administration of Chongqing University with a master of Business Administration degree, during which time he further studied at such institutions as the Party School of Chinese Communist Party of Chongqing City and Tsinghua University. Prior to joining the Group, he held positions of general manager and chairman in various companies, including 西南製藥一廠 (The First South-west Pharmaceutical Factory*), 重慶佳辰生物工程有限有限公司 (Chongqing Jiachen Biological Engineering Co., Ltd.*), Chongqing Jewelland Pharmaceutical Development Co., Ltd. and Si Chuan Jewelland Pharmaceutical Co., Ltd. He has nearly 30 years of extensive management experience in the pharmaceutical industry.

Cao Jie, aged 48, joined the Group in July 2016. He is the general manager of Huakong Innovation (Beijing) Institute of Pharmaceutical Research Co., Ltd.*, a subsidiary of the Company. Mr. Cao obtained his undergraduate degree in Chinese Medicine from the Tianjin University of Traditional Chinese Medicine in the year of 1992 and his postgraduate degree from the Tianjin Medical University in the year of 1998. Mr. Cao has accumulated nearly 25 years of experience in the medical and pharmaceutical industry working for, amongst others, biotechnology companies and pharmaceutical science and technology companies where he has acted as a research and development director for approximately 15 years.

DIRECTORS' SERVICE CONTRACTS

None of the Directors proposed for re-election at the forthcoming AGM has an unexpired service contract with the Group which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

董事會報告 Directors' Report

獨立非執行董事之任期

陳思聰先生已按兩年之特定年期獲委任，其將持續至二零一八年一月十七日為止，惟受章程細則之有關條文或任何其他適用法例所規限，董事須離任或退任。

就張瑞彬先生及張俊喜先生而言，彼等之任期分別為自二零一四年七月二十四日及二零一五年八月二十一起計三年，惟受章程細則之有關條文或任何其他適用法例所規限，董事須離任或退任。

董事及最高行政人員於股份、相關股份及債券之權益及淡倉

於二零一六年十二月三十一日，本公司董事及最高行政人員於本公司或其任何相聯法團(定義見於香港法例第571章證券及期貨條例(「證券及期貨條例」)第XV部)的股份、相關股份或債券中擁有須記錄於證券及期貨條例第352條規定所備存之登記冊內，或根據聯交所證券上市規則(「上市規則」)附錄十所載《上市發行人董事進行證券交易的標準守則》(「標準守則」)須知會本公司及聯交所之權益及淡倉如下：

(a) 於本公司之權益

下表載列董事於二零一六年十二月三十一日於股份及相關股份之好倉總數。

董事姓名 Name of Directors	股份數目 Number of Shares		購股權數目 (附註2) Number of share options (Note 2)		概約持股百分比 Approximate percentage of shareholdings
	個人權益 Personal Interests	公司權益 Corporate Interests			
黃俞 Huang Yu	—	3,263,652,000 (附註1) (Note 1)	—	3,263,652,000	65.93%
黃清海 Ng Qing Hai	—	—	5,000,000	5,000,000	0.10%
張軼 Zhang Yi	—	—	20,000,000	20,000,000	0.40%
陳思聰 Chan Sze Chung	—	—	1,000,000	1,000,000	0.02%
張瑞彬 Zhang Ruibin	—	—	1,000,000	1,000,000	0.02%
張俊喜 Zhang Junxi Jack	—	—	1,000,000	1,000,000	0.02%

TERMS OF OFFICE FOR THE INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Chan Sze Chung was appointed for a specific term of two years, which shall continue until 17 January 2018 but subject to the relevant provisions of the Articles of Association or any other applicable laws whereby the Directors shall vacate or retire from their office.

For Mr. Zhang Ruibin and Mr. Zhang Junxi Jack, their terms of appointment shall be three years, which commenced on 24 July 2014 and 21 August 2015 respectively and are subject to the relevant provisions of the Articles of Association or any other applicable laws whereby the Directors shall vacate or retire from their office.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURE

As at 31 December 2016, the interests and short positions of the Directors and chief executive of the Company in the Shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong (the "SFO")) as recorded in the register required to be kept under section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") were as follows:

(a) Interests in the Company

The table below sets out the aggregate long positions in the Shares and underlying shares of the Directors as at 31 December 2016.

董事會報告 Directors' Report

附註：

- (1) 於二零一六年十二月三十一日，黃俞先生擁有深圳奧融信註冊資本99%之權益及深圳奧融信擁有深圳華融泰資產管理有限公司(「深圳華融泰」)註冊資本52%之權益。深圳華融泰透過其附屬公司華融泰資產管理(香港)有限公司(「華融泰香港」)擁有中國健康管理投資有限公司(「中國健康」)已發行股本100%之權益。由於中國健康為3,263,652,000股股份之實益擁有人，黃俞先生被視為於中國健康所持有之股份中擁有權益。
- (2) 有關進一步詳情，請參閱本公司日期為二零一六年七月二十二日之公告及本年報綜合財務報表附註35。

Notes:

- (1) As at 31 December 2016, Mr. Huang Yu owned 99% interests in the registered capital of Shenzhen Aorongxin and Shenzhen Aorongxin owned 52% interests in the registered capital of Shenzhen Warranty Asset Management Co., Ltd.* ("Shenzhen Warranty"). Shenzhen Warranty, through its subsidiary, namely Warranty Assets Management (HK) Limited ("Warranty Hong Kong"), owned 100% interests in the issued share capital of China Health Management Investment Limited ("China Health"). Since China Health is the beneficial owner of 3,263,652,000 Shares, Mr. Huang Yu was deemed interested in the Shares held by China Health.
- (2) Please refer to the Company's announcement dated 22 July 2016 and note 35 to the consolidated financial statements of this annual report for further details.

(b) 於相聯法團之權益

(b) Interest in associated corporation

董事姓名 Name of Director	相聯法團名稱 Name of associated corporation	身份 Capacity	佔相聯法團 權益百分比 (概約) Percentage of interest in the associated corporation (approximate)
黃俞(附註) Huang Yu (Note)	深圳奧融信 Shenzhen Aorongxin	實益擁有人 Beneficial owner	99%

附註：

於二零一六年十二月三十一日，黃俞先生擁有深圳奧融信註冊資本99%之權益及深圳奧融信擁有深圳華融泰註冊資本52%之權益。深圳華融泰透過其附屬公司華融泰香港擁有中國健康已發行股本100%之權益。中國健康直接持有3,263,652,000股股份。

Note:

As at 31 December 2016, Mr. Huang Yu owned 99% interests in the registered capital of Shenzhen Aorongxin and Shenzhen Aorongxin owned 52% interests in the registered capital of Shenzhen Warranty. Shenzhen Warranty, through its subsidiary, Warranty Hong Kong, owned 100% interests in the issued share capital of China Health. China Health directly held 3,263,652,000 Shares.

除上文所披露者外，於二零一六年十二月三十一日，概無本公司董事或最高行政人員及彼等各自之聯繫人士於本公司及其相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份及債券中擁有任何記錄於本公司按證券及期貨條例第352條規定備存之登記冊內，或根據標準守則須知會本公司及聯交所之權益或淡倉。

Save as disclosed above, as at 31 December 2016, none of the Directors nor the chief executive of the Company and their respective associates had any interests or short positions in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO), which were recorded in the register maintained by the Company pursuant to section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

董事於競爭業務之利益

DIRECTORS' INTERESTS IN COMPETING BUSINESSES

於年內及截至本報告日期止，根據上市規則，概無董事(獨立非執行董事除外)被視為於與本集團業務競爭或有可能的競爭業務中持有權益。

During the Year and up to the date of this report, none of the Directors (not being the INEDs) are considered to have interests in the businesses which compete or are likely to compete with the businesses of the Group as defined in the Listing Rules.

董事會報告 Directors' Report

董事在交易、安排或合約中之重大權益

除本公司於二零一六年一月二十八日公佈之須予披露及關連交易外，直至本年度終結時或於年內任何時間，並無訂立本公司、其附屬公司、其同系附屬公司或其控股公司為訂約方而董事或與董事有關連之實體直接或間接擁有重大權益之任何與本集團業務相關之重要交易、安排或合約。交易詳情分別載於日期為二零一六年一月二十八日及二零一六年四月十五日之公告及日期為二零一六年三月二十二日之通函內。

獲准許之彌償條文

根據章程細則，全體董事(或每位董事)均可就執行彼等之職責或推定職責或其他有關職責時因作出、發生之作為或不作為而招致或蒙受之所有訴訟、費用、收費、損失、損害及開支而從本公司之資產中獲得彌償，惟本彌償保證不延伸至任何與任何董事欺詐或不誠實行為有關之事宜。

本公司於整個本年度已購買及維持董事責任保險，就針對董事的任何法律訴訟提供適當保障。

購買股份或債券之安排

除按購股權計劃授予可認購股份之購股權外，本公司或其任何附屬公司於本年度內概無參與任何安排，使董事能藉此獲得本公司或其他任何法人團體之股份或債券而獲得利益。

管理合約

於本年度內概無訂立或簽立有關本公司全部或任何重大部份業務之管理及行政之合約。

DIRECTORS' MATERIAL INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

No transactions, arrangements or contracts of significance in relation to the Group's businesses to which the Company, its subsidiaries, its fellow subsidiaries or its holding companies was a party or were parties and in which a Director or any entities connected with a Director had a material interest, whether directly or indirectly, subsisted at the end of the Year or at any time during the Year save for the discloseable and connected transactions announced by the Company on 28 January 2016. Details of the transactions were set out in the announcements dated 28 January 2016 and 15 April 2016, and the circular dated 22 March 2016, respectively.

PERMITTED INDEMNITY PROVISION

Pursuant to the Articles of Association, the Directors and every one of them is entitled to be indemnified out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses which the Directors or any of them, shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty in their offices or otherwise in relation thereto provided that this indemnity shall not extend to any matter in respect of any fraud or dishonesty which may attach to any of the Directors.

The Company has taken out and maintained Directors' liability insurance throughout the Year which provides appropriate cover for legal actions brought against the Directors.

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

At no time during the Year was the Company or any of its subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate with the exception of granting of share options to subscribe for Shares under the share option scheme.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or executed during the Year.

主要股東及其他人士於股份之權益及淡倉

於二零一六年十二月三十一日，就本公司任何董事或最高行政人員所知或獲另行知會，根據證券及期貨條例第336條規定所存置之登記冊所載，擁有股份或相關股份5%或以上權益之股東(本公司董事或最高行政人員除外)如下：

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

At 31 December 2016, so far as it was known by or otherwise notified to any Directors or the chief executive of the Company, the following Shareholders (other than a Director or the chief executive of the Company) had 5% or more interests in the Shares or underlying shares as recorded in the register required to be kept under section 336 of the SFO:

股東名稱 Name of Shareholders	身份 Capacity	好倉 Long Positions	
		股份數目 Number of Shares	股權百分比 (概約) Percentage of interest in shareholding (approximate)
中國健康 China Health	實益擁有人 Beneficial owner	3,263,652,000 (附註1) (Note 1)	65.93%
華融泰香港 Waranty Hong Kong	受控制法團權益 Interest of a controlled corporation	3,263,652,000 (附註2) (Note 2)	65.93%
深圳華融泰 Shenzhen Waranty	受控制法團權益 Interest of a controlled corporation	3,263,652,000 (附註3) (Note 3)	65.93%
同方金融控股(深圳)有限公司 (「同方金融」) Tongfang Financial Holdings Co., Ltd* ("Tongfang Financial")	受控制法團權益 Interest of a controlled corporation	3,263,652,000 (附註4) (Note 4)	65.93%
同方股份 Tsinghua Tongfang	受控制法團權益 Interest of a controlled corporation	3,377,646,000 (附註5) (Note 5)	68.24%
深圳奧融信 Shenzhen Aorongxin	受控制法團權益 Interest of a controlled corporation	3,263,652,000 (附註6) (Note 6)	65.93%

附註：

1. 此數字指中國健康持有之3,263,652,000股股份之合法實益權益。
2. 華融泰香港擁有中國健康已發行股本100%之權益，故被視作擁有中國健康所持有之股份之權益。根據證券及期貨條例，此數字指中國健康持有之同一批股份之權益。

Notes:

1. The figure refers to the legal and beneficial interest of China Health in 3,263,652,000 Shares.
2. Waranty Hong Kong owned 100% interest in the issued share capital of China Health and was therefore deemed to have an interest in the Shares in which China Health was interested. The figure refers to the same interests of China Health in the Shares under the SFO.

董事會報告 Directors' Report

3. 深圳華融泰透過其附屬公司華融泰香港擁有中國健康已發行股本100%之權益，故被視作擁有中國健康所持有之股份之權益。根據證券及期貨條例，此數字指中國健康持有之同一批股份之權益。
4. 同方金融擁有深圳華融泰註冊資本48%之權益，故被視作擁有深圳華融泰所持有之股份權益。根據證券及期貨條例，此數字指中國健康持有之同一批股份之權益。
5. 同方股份擁有同方金融註冊資本100%之權益，故被視作擁有同方金融所持有之股份權益。

此外，同方股份之間接全資附屬公司清華同方節能控股有限公司（「清華同方節能」）為113,994,000股股份之實益擁有人，故根據證券及期貨條例，同方股份亦被視作擁有清華同方節能所持有之股份權益。因此，同方股份擁有3,377,646,000股股份之權益，佔本公司已發行股本約68.24%。

6. 深圳奧融信擁有深圳華融泰註冊資本52%之權益，故被視作擁有深圳華融泰所持有之股份權益。根據證券及期貨條例，此數字指中國健康持有之同一批股份之權益。

除上文所披露者外，於二零一六年十二月三十一日，本公司並無接獲任何人士（本公司董事或最高行政人員或彼等各自之聯繫人士除外）通知，彼於股份及相關股份中擁有任何記錄於按證券及期貨條例第336條規定備存之登記冊之權益及淡倉。

主要客戶及供應商

於年內，本集團五大客戶應佔之銷售總額及本集團五大供應商應佔之採購總額分別為本集團銷售額及採購額約50.9%及68.8%。

於年內，本集團最大客戶之銷售總額及本集團最大供應商之採購總額分別為本集團銷售額及採購額約33.0%及22.5%。

據董事所知，概無董事、彼等之緊密聯繫人士或持有本公司已發行股份5%以上的任何股東於本集團五大供應商及客戶擁有實益權益。

3. Shenzhen Warranty, through its subsidiary, namely Warranty Hong Kong, owned 100% interests in the issued share capital of China Health and was therefore deemed to have an interest in the Shares in which China Health was interested. The figure refers to the same interests of China Health in the Shares under the SFO.
4. Tongfang Financial owned 48% interests in the registered capital of Shenzhen Warranty and was therefore deemed to have an interest in the Shares in which Shenzhen Warranty was interested. The figure refers to the same interests of China Health in the Shares under the SFO.
5. Tsinghua Tongfang owned 100% interests in the registered capital of Tongfang Financial and was therefore deemed to have an interest in the Shares in which Tongfang Financial was interested.

In addition, THTF Energy-Saving Holdings Limited ("THTF Energy-Saving"), an indirect wholly-owned subsidiary of Tsinghua Tongfang, was the beneficial owner of 113,994,000 Shares, and Tsinghua Tongfang was therefore also deemed to have an interest in the Shares in which THTF Energy-Saving was interested under the SFO. Tsinghua Tongfang was therefore interested in 3,377,646,000 Shares representing approximately 68.24% of the issued share capital of the Company.

6. Shenzhen Aorongxin owned 52% interests in the registered capital of Shenzhen Warranty and was therefore deemed to have an interest in the Shares in which Shenzhen Warranty was interested. The figure refers to the same interests of China Health in the Shares under the SFO.

Save as disclosed above, as at 31 December 2016, the Company had not been notified by any person (other than a Director or chief executive of the Company or their respective associate(s)) of any interest and short position in the Shares and underlying shares which were required to be recorded in the register required to be kept under section 336 of the SFO.

MAJOR CUSTOMERS AND SUPPLIERS

During the Year, the aggregate sales attributable to the Group's five largest customers and the aggregate purchases attributable to the Group's five largest suppliers were approximately 50.9% and 68.8% of the Group's sales and purchases respectively.

During the Year, the aggregate sales attributable to the Group's largest customer and the aggregate purchases attributable to the Group's largest supplier were approximately 33.0% and 22.5% of the Group's sales and purchases respectively.

None of the Directors, their close associates or any shareholders, which to the knowledge of the Directors owned more than 5% of the Company's issued shares, had a beneficial interest in any of the Group's five largest suppliers and customers.

購回、出售或贖回本公司上市證券

於本年度內，除本公司於二零一六年九月二十日採納的股份獎勵計劃（「股份獎勵計劃」）之受託人根據股份獎勵計劃之信託契據，以金額860,000港元在聯交所購回合共1,434,000股本公司股份外，本公司或其任何附屬公司概無購回、出售或贖回本公司上市證券。

董事資料變更

下文載列自本公司二零一六年中期業績報告日期起至本報告日期止期間董事資料之變更，須根據上市規則第13.51(B)(1)條予以披露：

- (1) 主席兼執行董事黃俞先生獲委任為董事會投資委員會主席，自二零一七年三月二十四日起生效。
- (2) 本公司獨立非執行董事陳思聰先生及張瑞彬先生獲委任為董事會投資委員會成員，自二零一七年三月二十四日起生效。
- (3) 黃俞先生之月薪變更為49,915港元，自二零一七年一月一日起生效。

關連交易

於回顧年度內，本集團訂立構成根據上市規則第14A章所界定的關連交易之交易如下：

如本公司日期分別為二零一六年一月二十八日及二零一六年三月二十二日之公告及通函所披露，於二零一六年一月二十八日，本公司之間接全資附屬公司興活有限公司（「買方」）與深圳華融泰訂立買賣協議，據此，買方有條件同意購買而深圳華融泰有條件同意出售紫光製藥（一間於中國成立之中外合資經營企業）合共60%股本權益，相當於深圳華融泰所持紫光製藥之全部權益，總代價為人民幣291.2百萬元。收購事項已於二零一六年七月完成。

鑒於深圳華融泰於本公司主要股東中國健康中擁有其全部股權，因此為本公司之關連人士。因此，根據上市規則第14A章，收購事項構成本公司之關連交易。

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

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the Year, except that the trustee of the share award scheme of the Company as adopted on 20 September 2016 (the "Share Award Scheme"), pursuant to the trust deed of the Share Award Scheme, purchased on the Stock Exchange a total of 1,434,000 shares of the Company amounting HK\$860,000.

CHANGES IN DIRECTORS' INFORMATION

The following is the change in the information of Directors since the date of the 2016 Interim Report of the Company and up to the date of this report, which is required to be disclosed pursuant to Rule 13.51(B)(1) of the Listing Rules:

- (1) Mr. Huang Yu, the Chairman and an Executive Director, has been appointed as the chairman of the Investment Committee of the Board with effect from 24 March 2017.
- (2) Mr. Chan Sze Chung and Mr. Zhang Ruibin, respectively the INED, have been appointed as members of the Investment Committee of the Board with effect from 24 March 2017.
- (3) Director's salary of Mr. Huang Yu was changed to HK\$49,915 per month with effect from 1 January 2017.

CONNECTED TRANSACTIONS

During the year under review, the Group has entered into the following transactions which constitute connected transactions as defined under Chapter 14A of the Listing Rules:

As disclosed in the announcement and circular of the Company dated 28 January 2016 and 22 March 2016, respectively, Kingwood Limited (the "Purchaser"), an indirect wholly-owned subsidiary of the Company, and Shenzhen Waranty entered into a sale and purchase agreement on 28 January 2016, pursuant to which the Purchaser conditionally agreed to purchase, and Shenzhen Waranty conditionally agreed to sell, an aggregate of 60% equity interest in Ziguang Pharmaceutical, a sino-foreign joint venture enterprise established in the PRC, representing the entire interest held by Shenzhen Waranty in Ziguang Pharmaceutical, for an aggregate consideration of RMB291.2 million. The acquisition was completed in July 2016.

Shenzhen Waranty is a connected person of the Company by virtue of its entire shareholding in China Health, a substantial shareholder of the Company. Therefore, the acquisition constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules.

董事會報告 Directors' Report

於二零一六年五月二十七日，上海建材(集團)有限公司(「上海建材」)與上海上聯訂立延長框架合同(「第二份延長框架合同」)，據此，下列委託貸款各自之期限在日期為二零一五年五月二十二日之延長框架合同(「第一份延長框架合同」)延長之期限上再延長一年：

- (i) 於二零一四年五月二十三日，上海上聯、上海建材及一間銀行訂立一份委託貸款協議，據此，上海上聯委託銀行向上海建材提供一份委託貸款，本金額為人民幣54.0百萬元，為期一年(「第一份委託貸款」)。第一份委託貸款之到期日為二零一五年五月二十六日；及
- (ii) 於二零一四年七月二日，上海上聯、上海建材及一間銀行訂立一份委託貸款協議，據此，上海上聯委託銀行向上海建材提供一份委託貸款，本金額為人民幣78.0百萬元，為期一年(「第二份委託貸款」)。第二份委託貸款之到期日為二零一五年七月三日。

根據第二份延長框架合同，第一份委託貸款及第二份委託貸款分別延長至二零一七年五月二十九日及二零一七年六月三十日。

由於上海建材持有上海上聯40%股本權益，而上海上聯為本公司之附屬公司，因此，上海建材因屬於上海上聯之主要股東而為本公司之關連人士。因此，根據上市規則第14A章，第二份延長框架合同構成本公司之關連交易並須遵守申報及公告之規定，惟獲豁免獨立股東批准之規定。

詳情請參閱(i)本公司日期為二零一四年五月二十三日有關第一份委託貸款之條款之公告；(ii)本公司日期為二零一四年七月二日有關第二份委託貸款之條款之公告；及(iii)本公司日期為二零一五年五月二十二日有關第一份延長框架合同之公告；及(iv)本公司日期為二零一六年五月二十七日有關第二份延長框架合同之公告。

載於本年報綜合財務報表附註48之關聯方交易及結餘包括上市規則定義之關連交易。本公司已就本集團於年內訂立之關連交易遵守上市規則第14A章之規定。

On 27 May 2016, 上海建材(集團)有限公司 (Shanghai Building Material (Group) Company Limited*) (“Shanghai Building Material”) and Shanghai SAC entered into an extension framework agreement (the “Second Extension Framework Agreement”), pursuant to which the term of each of the following entrusted loans was further extended by one year beyond the term extended by the extension framework agreement dated 22 May 2015 (the “First Extension Framework Agreement”):

- (i) On 23 May 2014, Shanghai SAC, Shanghai Building Material and a bank entered into an entrusted loan agreement, pursuant to which Shanghai SAC entrusted the bank to provide an entrusted loan in the principal amount of RMB54.0 million to Shanghai Building Material for a term of one year (the “First Entrusted Loan”). The maturity date of the First Entrusted Loan was 26 May 2015; and
- (ii) On 2 July 2014, Shanghai SAC, Shanghai Building Material and a bank entered into an entrusted loan agreement, pursuant to which Shanghai SAC entrusted the bank to provide an entrusted loan to Shanghai Building Material in the principal amount of RMB78.0 million for a term of one year (the “Second Entrusted Loan”). The maturity date of the Second Entrusted Loan was 3 July 2015.

Pursuant to the Second Extension Framework Agreement, the First Entrusted Loan and the Second Entrusted Loan are extended to 29 May 2017 and 30 June 2017, respectively.

Since Shanghai Building Material holds 40% equity interest in Shanghai SAC which is a subsidiary of the Company, Shanghai Building Material, as a substantial shareholder of Shanghai SAC, is therefore a connected person of the Company. Accordingly, the Second Extension Framework Agreement constituted a connected transaction of the Company and is subject to the reporting and announcement, but is exempt from the independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

Please refer to (i) the announcement of the Company dated 23 May 2014 in relation to the provision of First Entrusted Loan; (ii) the announcement of the Company dated 2 July 2014 in relation to the provision of the Second Entrusted Loan; (iii) the announcement of the Company dated 22 May 2015 in relation to the First Extension Framework Agreement; and (iv) the announcement of the Company dated 27 May 2016 in relation to the Second Extension Framework Agreement for further details.

The related party transactions and balances set out in note 48 to the consolidated financial statements of this annual report included transactions that constituted connected transactions within the meaning of the Listing Rules. The Company has complied with the requirements prescribed in Chapter 14A of the Listing Rules with respect to the connected transactions entered into by the Group during the Year.

暫停辦理股份過戶登記

二零一七年股東週年大會謹訂於二零一七年六月二十日(星期二)舉行。為釐定出席二零一七年股東週年大會並於會上投票的權利，本公司將於二零一七年六月十四日(星期三)至二零一七年六月二十日(星期二)(包括首尾兩天)暫停辦理股份過戶登記，在此期間本公司股份之轉讓手續將不予辦理。

股東為符合資格出席二零一七年股東週年大會並於會上投票，須於二零一七年六月十三日(星期二)下午四時三十分前將所有過戶文件連同有關股票送交本公司之股份過戶登記分處卓佳秘書商務有限公司(地址為香港皇后大道東183號合和中心22樓)以辦理登記手續。

捐款

本集團於本年度內之慈善捐款為0.6百萬港元。

企業管治

本公司致力維持高水準之企業管治常規。有關本公司所採納之企業管治常規之資料載於本年報第32頁至50頁之企業管治報告。

公眾持股量

根據本公司公開可得之資料及就董事所知，本公司於本年度內及直至本報告日期維持上市規則所規定之足夠公眾持股量。

獨立核數師

本集團於本年度之財務報表已經德勤•關黃陳方會計師行審核，德勤•關黃陳方會計師行將退任且符合資格並願意重選連任。將於二零一七年股東週年大會上提呈有關續聘德勤•關黃陳方會計師行及授權董事釐定其酬金之決議案。

代表董事會

主席
黃俞

二零一七年三月二十四日

* 僅供識別

CLOSURE OF REGISTER OF MEMBERS

The 2017 AGM is scheduled to be held on Tuesday, 20 June 2017. For determining the entitlement to attend and vote at the 2017 AGM, the register of members of the Company will be closed from Wednesday, 14 June 2017 to Tuesday, 20 June 2017 (both days inclusive), during which period no transfer of shares of the Company will be registered.

In order for the Shareholder to be eligible to attend and vote at the 2017 AGM, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar, Tricor Secretaries Limited of Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 13 June 2017.

DONATIONS

The Group made charitable donations of HK\$0.6 million during the Year.

CORPORATE GOVERNANCE

The Company is committed to maintaining a high standard of corporate governance practices. Information on the corporate governance practices adopted by the Company is set out in the Corporate Governance Report on pages 32 to 50 of this annual report.

PUBLIC FLOAT

Based on the information which is publicly available to the Company and within the knowledge of the Directors, the Company has maintained the prescribed amount of public float during the Year and up to the date of this report as required under the Listing Rules.

INDEPENDENT AUDITOR

The Group's financial statements for the Year have been audited by Messrs. Deloitte Touche Tohmatsu who will retire and, being eligible, offer itself for re-appointment. A resolution to re-appoint Messrs. Deloitte Touche Tohmatsu and to authorize the Directors to fix its remuneration will be proposed at the 2017 AGM.

On behalf of the Board

Huang Yu
Chairman

24 March 2017

* For identification purpose only

獨立核數師報告 Independent Auditor's Report

Deloitte. 德勤

致同方康泰產業集團有限公司
(前稱聯合水泥控股有限公司)各股東
(於開曼群島註冊成立之有限公司)

TO THE MEMBERS OF TONGFANG KONTAFARMA HOLDINGS LIMITED

同方康泰產業集團有限公司
(FORMERLY KNOWN AS ALLIED CEMENT HOLDINGS LIMITED
聯合水泥控股有限公司)
(Incorporated in the Cayman Islands with limited liability)

意見

我們已審核列載於第77頁至第191頁同方康泰產業集團有限公司(前稱聯合水泥控股有限公司)(「貴公司」)及其附屬公司(統稱「貴集團」)之綜合財務報表，包括於二零一六年十二月三十一日之綜合財務狀況表與截至該日止年度之綜合損益及其他全面收益表、綜合權益變動表和綜合現金流動表以及綜合財務報表附註，包括主要會計政策概要。

我們認為，該等綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則(「香港財務報告準則」)真實而公平地反映 貴集團於二零一六年十二月三十一日之綜合財務狀況，及其截至該日止年度之綜合財務表現及綜合現金流量，並已遵照香港公司條例之披露規定妥為編製。

意見之基礎

我們已根據香港會計師公會頒佈之香港審計準則(「香港審計準則」)進行審核。我們就該等準則須承擔之責任在本報告之核數師就審核綜合財務報表須承擔之責任一節中進一步闡述。根據香港會計師公會之職業會計師道德守則(以下簡稱「守則」)，我們獨立於 貴集團，並已履行守則中之其他道德責任。我們相信，我們所獲得之審核憑證乃充足和適當地為我們之意見提供基礎。

OPINION

We have audited the consolidated financial statements of Tongfang Kontafarma Holdings Limited 同方康泰產業集團有限公司 (formerly known as Allied Cement Holdings Limited 聯合水泥控股有限公司) (the "Company") and its subsidiaries (collectively referred to as "the Group") set out on pages 77 to 191, which comprise the consolidated statement of financial position as at 31 December 2016, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2016, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSAs") issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants ("the Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

關鍵審核事項

關鍵審核事項是根據我們之職業判斷，對本期間綜合財務報表之審核最為重要之事項。這些事項是在我們審核整體綜合財務報表及出具意見時進行處理的。我們不會就這些事項提供單獨意見。

Key audit matter

關鍵審核事項

Allowance for bad and doubtful debts

呆壞賬撥備

We identified the allowance for bad and doubtful debts as a key audit matter due to the use of judgment and estimates by the management in assessing the recoverability of trade receivables.

由於管理層於評估應收貿易賬款的可收回性時會使用判斷及估計，故我們將呆壞賬撥備認定為關鍵審核事項。

As set out in note 4 to the consolidated financial statements, in estimating the allowance for bad and doubtful debts, the management considers the credit history of the customers including default or delay in settlement, subsequent settlements and ageing analysis of the trade receivables and the business relationship with the customers.

如綜合財務報表附註4所載，於估計呆壞賬撥備時，管理層考慮應收貿易賬款的客戶信貸歷史，包括拖欠或延遲付款、後續付款及賬齡分析及與客戶的業務關係。

As at 31 December 2016, the carrying amount of trade receivables is RMB245,476,000, net of the allowance for bad and doubtful debts of RMB34,562,000. 於二零一六年十二月三十一日，應收貿易賬款的賬面值為人民幣245,476,000元，扣除呆壞賬撥備人民幣34,562,000元。

KEY AUDIT MATTERS

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

How our audit addressed the key audit matter

我們之審核如何處理關鍵審核事項

Our procedures in relation to evaluating the appropriateness of the management's assessment of the allowance for bad and doubtful debts included:

我們就評價管理層進行呆壞賬撥備評估之適當性作出的審核程序包括：

- Understanding how the allowance for bad and doubtful debts is estimated by the Group's management; 了解 貴集團管理層如何估計呆壞賬撥備；
- Assessing the reasonableness of allowance for bad and doubtful debts assessed by the management with reference to the credit history of the customers, including default or delay in payments, subsequent settlements, ageing analysis of the trade receivables and the business relationship with the customer; 參考應收貿易賬款的客戶信貸歷史，包括拖欠或延遲付款、後續付款、賬齡分析及與客戶的業務關係，評估管理層所評估呆壞賬撥備的合理性；
- Testing the accuracy of the aging analysis and subsequent settlements of the trade receivables, on a sample basis, to the relevant documents; and 抽樣測試應收貿易賬款賬齡分析及後續付款的準確性，測試到相關文件上；及
- Evaluating the historical accuracy of the allowance estimated by management by comparing historical allowance made to the actual settlements and actual loss incurred. 比較過往撥備與實際付款和實際產生損失，並追蹤實際付款情況，從而評價管理層過往撥備估計的準確性。

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Key audit matter

關鍵審核事項

How our audit addressed the key audit matter

我們之審核如何處理關鍵審核事項

Determination of fair values of identifiable assets acquired and liabilities assumed arising from acquisition of 60% equity interest in 北京紫光製藥有限公司 (Beijing Ziguang Pharmaceutical Co., Ltd.) and its subsidiaries (the “Ziguang Group”) (“the Acquisition”)

認定收購北京紫光製藥有限公司及其附屬公司(「紫光集團」)60%股本權益(「收購事項」)當中的資產及負債的公平價值

We identified the determination of fair values of identifiable assets acquired and liabilities assumed arising from the Acquisition as a key audit matter due to the judgement exercised by the Group's management in such determination.

由於 貴集團管理層於釐定收購事項產生之所收購可識別資產及所承擔負債之公平價值時會作出判斷，故我們認定其為關鍵審核事項。

As disclosed in note 39 to the consolidated financial statements, the Group completed the acquisition of 60% of the equity interest in the Ziguang Group (engaged in the manufacturing and sales of prescription drugs) during the year ended 31 December 2016 for a total consideration of RMB291,200,000 (equivalent to approximately HK\$338,871,000).

如綜合財務報表附註39所披露，於截至二零一六年十二月三十一日止年度， 貴集團完成收購紫光集團(從事製造及銷售處方藥)之60%股本權益，總代價為人民幣291,200,000元(相當於約338,871,000港元)。

The Acquisition has been accounted for using the purchase method. Amongst the identifiable assets acquired and liabilities assumed, the management applied significant judgements in assessing their fair values of property, plant and equipment and prepaid lease payments for land use right with reference to the depreciated replacement cost and market value, respectively. The fair values of property, plant and equipment and prepaid lease payments for land use right on acquisition date of HK\$194,814,000 and HK\$107,431,000, respectively, acquired in business combination are based on valuation performed by an independent qualified professional valuer (the “Valuer”).

收購事項已使用購買法入賬。於所收購可識別資產及所承擔負債中，管理層經參考折舊置換成本及市值評估物業、廠房及設備以及土地使用權之預付租賃款項的公平價值時，會運用重大判斷。於業務合併中所收購物業、廠房及設備以及土地使用權之預付租賃款項於收購日期的公平價值分別為194,814,000港元及107,431,000港元，乃根據獨立合資格專業估值師(「估值師」)進行的估值釐定。

Our procedures in relation to assessing the appropriateness of the fair values of identifiable assets acquired and liabilities assumed arising from the Acquisition included:

我們就評估收購事項產生之所收購可識別資產及所承擔負債的公平價值之適當性作出的審核程序包括：

- Obtaining an understanding of how the management identify the assets acquired and liabilities assumed arising from the Acquisition;
了解管理層如何識別收購事項產生之所收購資產及所承擔負債；
- Discussing with the management the key estimates adopted by the management in assessing the acquisition-date fair values of the identifiable assets acquired and the liabilities assumed, including the depreciated replacement cost of the property, plant and equipment and market value of prepaid lease payments for land use right and the involvement of the Valuer;
與管理層討論管理層於評估所收購可識別資產及所承擔負債於收購日期之公平價值時所採納的主要估計，包括物業、廠房及設備的折舊置換成本及土地使用權之預付租賃款項的市值以及估值師的參與情況；
- Evaluating the Valuer's competence, capabilities and objectivity; and
評價估值師之資質、能力及客觀性；及
- Evaluating the significant inputs used in the depreciated replacement cost of the property, plant and equipment and market value of prepaid lease payments for land use right and comparing to market available data.
評價物業、廠房及設備的折舊置換成本及土地使用權之預付租賃款項的市值所使用的重大參數，並與市場可得數據進行比較。

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其他資料

貴公司董事須就其他資料承擔責任。其他資料包括年報所載資料，但不包括綜合財務報表及有關核數師報告。

我們對綜合財務報表之意見並不涵蓋其他資料，我們亦不對其他資料發表任何形式之核證結論。

就綜合財務報表之審核而言，我們之責任是閱讀其他資料，並在此過程中，考慮其他資料是否與綜合財務報表或我們在審核過程中所了解之情況有重大抵觸，或者似乎有重大錯誤陳述。基於我們已執行之工作，如果我們認為其他資料有重大錯誤陳述，我們需要如實出具報告。就此我們沒有任何須報告事項。

董事及治理層就綜合財務報表須承擔之責任

貴公司董事須負責根據香港會計師公會頒佈之香港財務報告準則及按照香港公司條例的披露規定編製及真實而公平地列報該等綜合財務報表，並負責董事認為就編製綜合財務報表而言屬必要的內部監控，以使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

在編製綜合財務報表時，董事負責評估 貴集團持續經營之能力，並在適用情況下披露與持續經營有關之事項，以及使用持續經營為會計基礎，除非董事有意將 貴集團清盤或停止經營，或別無其他實際之替代方案。

治理層須負責監督 貴集團之財務匯報過程。

OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF DIRECTORS AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

Those charged with governance are responsible for overseeing the Group's financial reporting process.

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核數師就審核綜合財務報表須承擔之責任

我們之目標，是對整體綜合財務報表是否存在由於欺詐或錯誤而導致之任何重大錯誤陳述取得合理保證，並根據我們協定之委聘條款僅向閣下整體出具包含我們意見之核數師報告，除此之外，本報告別無其他目的。我們不會就本報告之內容向任何其他人士負上或承擔任何責任。合理保證乃高水平之保證，但不能保證按香港審計準則進行之審核總能發現存在之某一重大錯誤陳述。錯誤陳述可以由欺詐或錯誤引起，倘個別或整體在合理預期情況下可能影響使用者根據該等綜合財務報表作出之經濟決定，則有關錯誤陳述可被視作重大。

在根據香港審計準則進行審核之過程中，我們運用了職業判斷，保持了職業懷疑態度。我們亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述之風險，設計及執行審核程序以應對這些風險，以及取得充足和適當之審核憑證，作為我們意見之基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致之重大錯誤陳述之風險較未能發現因錯誤而導致之重大錯誤陳述之風險為高。
- 了解與審核相關之內部控制，以設計適當之審核程序，但目的並非對貴集團內部控制之有效性發表意見。
- 評價董事所採用會計政策之恰當性以及作出會計估計及相關披露資料之合理性。

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSA's, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

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

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- 對董事採用持續經營會計基礎之恰當性作出結論。根據所得之審核憑證，決定是否存在與事件或情況有關之重大不確定性，而可能對貴集團持續經營之能力構成重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者對綜合財務報表中之相關披露資料之關注。假若有關之披露資料不足，則我們須出具非無保留意見之核數師報告。我們之結論是基於截至核數師報告日期止所取得之審核憑證。然而，未來事件或情況可能導致貴集團不能繼續持續經營。
- 評價綜合財務報表之整體列報方式、結構和內容，包括披露資料，以及綜合財務報表是否公允反映相關交易和事項。
- 就貴集團中實體或業務活動之財務資料獲取充分、適當之審核證據，以對綜合財務報表發表意見。我們負責指導、監督和執行集團審核。我們對審核意見承擔全部責任。
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

我們與治理層溝通了計劃之審計範圍、時間安排、重大審核發現等事項，包括我們在審核期間識別出內部控制之任何重大缺陷。

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

我們還向治理層提交聲明，說明我們已符合有關獨立性之相關職業道德要求，並與他們溝通所有合理地被認為會影響我們獨立性之關係和其他事項，以及在適用之情況下，相關之防範措施。

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

從與治理層溝通之事項中，我們決定哪些事項對本期綜合財務報表之審核最為重要，因而構成關鍵審核事項。我們會在核數師報告中描述這些事項，除非法律法規不允許對某件事項作出公開披露，或在極端罕見之情況下，若有合理預期在我們報告中溝通某事項而造成之負面後果將會超過其產生之公眾利益，我們將不會在此等情況下在報告中溝通該事項。

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

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本獨立核數師報告之審核項目合夥人是胡家明。

The engagement partner on the audit resulting in the independent auditor's report is Wu Ka Ming.

德勤•關黃陳方會計師行
執業會計師

Deloitte Touche Tohmatsu
Certified Public Accountants

香港
二零一七年三月二十四日

Hong Kong
24 March 2017

綜合損益及其他全面收益表

Consolidated Statement of Profit or Loss and Other Comprehensive Income

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

			二零一六年 2016 千港元 HK\$'000	二零一五年 2015 千港元 HK\$'000
		附註 Notes		
收入	Revenue	5	633,279	465,739
銷售成本	Cost of sales		(539,160)	(441,537)
毛利	Gross profit		94,119	24,202
其他收入	Other income	7	43,705	44,872
其他收益及虧損	Other gains and losses	8	534	(23,287)
其他保本型存款 利息收入	Interest income on other principal protected deposits	29	2,020	10,749
分銷及銷售費用	Distribution and selling expenses		(34,900)	(5,655)
行政費用	Administrative expenses		(100,491)	(59,145)
其他支出	Other expenses		(2,986)	—
融資成本	Finance costs	9	(18,018)	(18,721)
應佔一間聯營公司業績	Share of results of an associate		(15)	—
應佔一間合營公司業績	Share of results of a joint venture		(4,096)	—
除稅前虧損	Loss before taxation		(20,128)	(26,985)
稅項	Taxation	11	(7,425)	(2,829)
本年度虧損	Loss for the year	12	(27,553)	(29,814)
其他全面支出：	Other comprehensive expense:			
隨後不會重新分類至損益 賬之項目：	Item that will not be reclassified subsequently to profit or loss:			
兌換為呈列貨幣 產生之匯兌 差額	Exchange difference arising on translation to presentation currency		(87,677)	(65,544)
本年度全面支出總額	Total comprehensive expense for the year		(115,230)	(95,358)

綜合損益及其他全面收益表 Consolidated Statement of Profit or Loss and Other Comprehensive Income

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

		附註 Note	二零一六年 2016 千港元 HK\$'000	二零一五年 2015 千港元 HK\$'000
本年度虧損應佔方：	Loss for the year attributable to:			
本公司股東	Owners of the Company		(37,076)	(34,237)
非控股權益	Non-controlling interests		9,523	4,423
			(27,553)	(29,814)
本年度全面支出總額 應佔方：	Total comprehensive expense for the year attributable to:			
本公司股東	Owners of the Company		(94,726)	(77,032)
非控股權益	Non-controlling interests		(20,504)	(18,326)
			(115,230)	(95,358)
每股虧損	Loss per share	13	港仙 HK cent	港仙 HK cent
基本	Basic		(0.75)	(0.69)
攤薄	Diluted		(0.75)	不適用 N/A

綜合財務狀況表

Consolidated Statement of Financial Position

於二零一六年十二月三十一日 At 31 December 2016

		二零一六年 2016 千港元 HK\$'000	二零一五年 2015 千港元 HK\$'000
	附註 Notes		
非流動資產	Non-current assets		
物業、廠房及設備	Property, plant and equipment	552,204	380,880
設備及機器之 按金	Deposits for equipment and machineries	76,279	81,565
土地使用權之預付 租賃款項	Prepaid lease payments on land use rights	104,378	6,685
投資物業	Investment properties	5,066	—
商譽	Goodwill	217,555	—
無形資產	Intangible assets	15,675	9,050
於一間聯營公司之權益	Interests in an associate	2,601	—
於一間合營公司之權益	Interests in a joint venture	32,759	—
遞延稅項資產	Deferred tax assets	199	—
		1,006,716	478,180
流動資產	Current assets		
持作銷售物業	Properties held for sale	2,161	2,310
生物資產	Biological assets	2,743	—
存貨	Inventories	78,488	34,330
應收貿易款項及應收票據	Trade and bills receivables	347,989	295,440
其他應收款項、按金及 預付款項	Other receivables, deposits and prepayments	141,028	51,142
應收貸款	Loans receivable	167,264	—
透過損益賬按公平價值處理 之金融資產	Financial assets at fair value through profit or loss	120,504	82,227
其他保本型存款	Other principal protected deposits	—	205,327
土地使用權之預付租賃 款項	Prepaid lease payments on land use rights	1,499	187
一間中介控股公司 欠款	Amount due from an intermediate holding company	89,385	—
一間合營公司欠款	Amount due from a joint venture	131	—
其他關聯方 欠款	Amounts due from other related parties	168,865	157,937
受限制銀行存款	Restricted bank deposit	2,518	—
已抵押短期銀行存款	Pledged short-term bank deposits	421,416	424,912
原到期日為四至十二個月之 定期存款	Time deposits with original maturity between 4 to 12 months	22,347	—
現金及現金等價物	Cash and cash equivalents	581,137	897,933
		2,147,475	2,151,745

綜合財務狀況表 Consolidated Statement of Financial Position

於二零一六年十二月三十一日 At 31 December 2016

		附註 Notes	二零一六年 2016 千港元 HK\$'000	二零一五年 2015 千港元 HK\$'000
流動負債	Current liabilities			
應付貿易款項及應付票據	Trade and bills payables	31	175,428	103,997
其他應付款項及已收按金	Other payables and deposits received	32	86,346	32,093
欠一間中介控股公司款項	Amount due to an intermediate holding company	47	24,230	—
欠其他關聯方款項	Amounts due to other related parties	48(c)	9,528	2,137
稅項負債	Tax liabilities		91,385	86,425
一年內到期之銀行及其他借貸	Bank and other borrowings due within one year	33	916,313	777,456
			1,303,230	1,002,108
流動資產淨額	Net current assets		844,245	1,149,637
總資產減流動負債	Total assets less current liabilities		1,850,961	1,627,817
股本及儲備	Capital and reserves			
股本	Share capital	34	9,900	9,900
股份溢價及儲備	Share premium and reserves	37	1,115,934	1,197,759
本公司股東應佔權益	Equity attributable to owners of the Company		1,125,834	1,207,659
非控股權益	Non-controlling interests		517,229	400,946
權益總額	Total equity		1,643,063	1,608,605
非流動負債	Non-current liabilities			
一年後到期之銀行及其他借貸	Bank and other borrowings due after one year	33	163,128	—
遞延稅項	Deferred taxation	38	44,770	19,212
			207,898	19,212
			1,850,961	1,627,817

本年報第77頁至第191頁的綜合財務報表已於二零一七年三月二十四日獲董事會批准及授權刊發，並由下列董事代表簽署：

The consolidated financial statements on pages 77 to 191 of this annual report were approved and authorised for issue by the Board of Directors on 24 March 2017 and are signed on its behalf by:

黃俞
Huang Yu
董事
Director

黃清海
Ng Qing Hai
董事
Director

綜合權益變動表

Consolidated Statement of Changes in Equity

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

本公司股東應佔

Attributable to owners of the Company

		本公司股東應佔								非控股權益		權益總額	
		股本	股份溢價	為股份獎勵計劃持有之股份	以股份支付之僱員酬金儲備	匯兌儲備	特別儲備	資本儲備	其他儲備	保留溢利	總額		Non-controlling interests
		Share capital	Share premium	share award scheme	share-based compensation reserve	Translation reserve	Special reserve	Capital reserve	Other reserves	Retained profits	Total	interests	Total equity
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
於二零一五年一月一日	At 1 January 2015	9,900	1,215,024	—	—	46,871	(392,735)	824	32,814	371,993	1,284,691	429,058	1,713,749
本年度虧損	Loss for the year	—	—	—	—	—	—	—	—	(34,237)	(34,237)	4,423	(29,814)
兌換為呈列貨幣產生之匯兌差額	Exchange difference arising on translation to presentation currency	—	—	—	—	(42,795)	—	—	—	—	(42,795)	(22,749)	(65,544)
本年度全面支出總額	Total comprehensive expense for the year	—	—	—	—	(42,795)	—	—	—	(34,237)	(77,032)	(18,326)	(95,358)
分配予非控股權益之股息	Dividend distribution to non-controlling interests	—	—	—	—	—	—	—	—	—	—	(9,786)	(9,786)
於二零一五年十二月三十一日	At 31 December 2015	9,900	1,215,024	—	—	4,076	(392,735)	824	32,814	337,756	1,207,659	400,946	1,608,605
本年度虧損	Loss for the year	—	—	—	—	—	—	—	—	(37,076)	(37,076)	9,523	(27,553)
兌換為呈列貨幣產生之匯兌差額	Exchange difference arising on translation to presentation currency	—	—	—	—	(57,650)	—	—	—	—	(57,650)	(30,027)	(87,677)
本年度全面支出總額	Total comprehensive expense for the year	—	—	—	—	(57,650)	—	—	—	(37,076)	(94,726)	(20,504)	(115,230)
收購附屬公司(附註39)	Acquisition of subsidiaries (note 39)	—	—	—	—	—	—	—	—	—	—	140,855	140,855
確認權益結算以股份為基礎之付款	Recognition of equity-settled share-based payments	—	—	—	13,761	—	—	—	—	—	13,761	—	13,761
已失效購股權	Share options lapsed	—	—	—	(22)	—	—	—	—	22	—	—	—
為股份獎勵計劃購買股份	Purchase of shares for share award scheme	—	—	(860)	—	—	—	—	—	—	(860)	—	(860)
分配予非控股權益之股息	Dividend distribution to non-controlling interests	—	—	—	—	—	—	—	—	—	—	(4,068)	(4,068)
於二零一六年十二月三十一日	At 31 December 2016	9,900	1,215,024	(860)	13,739	(53,574)	(392,735)	824	32,814	300,702	1,125,834	517,229	1,643,063

綜合現金流動表

Consolidated Statement of Cash Flows

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

		二零一六年 2016 千港元 HK\$'000	二零一五年 2015 千港元 HK\$'000
營運業務	OPERATING ACTIVITIES		
除稅前虧損	Loss before taxation	(20,128)	(26,985)
調整：	Adjustments for:		
攤銷及折舊	Amortisation and depreciation	28,780	23,166
土地使用權之預付租賃款項釋出	Release of prepaid lease payments on land use rights	1,440	195
呆壞賬撥備	Allowance for bad and doubtful debts	4,001	18,274
融資成本	Finance costs	18,018	18,721
應收貸款利息收入	Interest income from loans receivable	(11,555)	(1,317)
其他保本型存款利息收入	Interest income on other principal protected deposits	(2,020)	(10,749)
來自銀行之利息收入	Interest income from banks	(8,321)	(6,607)
來自本集團附屬公司之一名非控股股東之利息收入	Interest income from a non-controlling shareholder of the Group's subsidiary	(6,918)	(8,184)
來自一間中介控股公司之利息收入	Interest income from an intermediate holding company	(2,214)	—
出售及撇銷物業、廠房及設備之(收益)虧損淨額	Net (gain) loss on disposal and write-off of property, plant and equipment	(6,060)	1,697
透過損益賬按公平價值處理之金融資產之公平價值虧損	Fair value losses on financial assets at fair value through profit or loss	1,545	898
物業、廠房及設備之減值虧損	Impairment loss on property, plant and equipment	12	—
權益結算以股份為基礎之付款	Equity-settled share-based payments	13,761	—
應佔一間聯營公司業績	Share of results of an associate	15	—
應佔一間合營公司業績	Share of results of a joint venture	4,096	—
撇銷其他應付款項及已收按金	Write-off of other payables and deposits received	—	1,637
撇銷存貨虧損	Loss on write-off of inventories	576	5,685
營運資金變動前之營運現金流入	Operating cash inflow before movements in working capital	15,028	16,431
存貨減少(增加)	Decrease (increase) in inventories	11,346	(2,177)
生物資產減少	Decrease in biological asset	505	—
應收貿易款項及應收票據增加	Increase in trade and bills receivables	(16,215)	(23,648)
其他應收款項、按金及預付款項(增加)減少	(Increase) decrease in other receivables, deposits and prepayments	(40,171)	7,514
應付貿易款項及應付票據增加	Increase in trade and bills payables	40,060	9,035
其他應付款項及已收按金增加(減少)	Increase (decrease) in other payables and deposits received	29,733	(10,249)
持作買賣投資增加	Increase in held for trading investments	(21,694)	(84,933)
營運產生(所用)之現金	Cash generated from (used in) operations	18,592	(88,027)
已付所得稅	Income tax paid	(6,160)	(11,641)
營運業務所得(所用)現金淨額	NET CASH FROM (USED IN) OPERATING ACTIVITIES	12,432	(99,668)

綜合現金流動表 Consolidated Statement of Cash Flows

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

	附註 Note	二零一六年 2016 千港元 HK\$'000	二零一五年 2015 千港元 HK\$'000
投資業務			
INVESTING ACTIVITIES			
收購一間附屬公司 (經扣除收購之現金及 現金等價物)	39	(115,524)	—
出售物業、廠房及設備 之所得款項		13,367	1,984
購買物業、廠房及設備		(48,890)	(14,600)
無形資產增加		(1,128)	—
於一間合營公司之權益增加		(36,855)	—
於一間聯營公司之 投資增加		(2,615)	—
向一間合營公司之墊款		(131)	—
應收貸款墊款		(954,972)	(2,012,413)
購買指定為透過損益賬 按公平價值處理 之金融資產		(150,838)	—
新造其他保本型存款		(122,905)	(552,569)
贖回應收貸款 之所得款項		789,944	2,019,582
贖回指定為透過損益賬按 公平價值處理之金融資產 之所得款項		129,606	—
其他保本型存款到期後 之所得款項		312,849	571,685
向一間中介控股公司之 墊款		(609)	—
新造已抵押短期 銀行存款		(427,266)	(1,038,805)
提取已抵押短期 銀行存款		429,630	634,690
新造定期存款		(22,347)	(702,306)
提取定期存款		—	727,623
新造受限制銀行存款		(2,518)	—
應收貸款之已收利息		8,837	1,308
其他保本型存款之 已收利息		4,008	12,684
透過損益賬按公平價值處理 之金融資產之已收利息		2,808	1,876
其他已收利息		17,598	14,801
投資業務所用 現金淨額		(177,951)	(334,460)
NET CASH USED IN INVESTING ACTIVITIES		(177,951)	(334,460)

綜合現金流動表 Consolidated Statement of Cash Flows

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

		二零一六年 2016 千港元 HK\$'000	二零一五年 2015 千港元 HK\$'000
融資業務	FINANCING ACTIVITIES		
已付利息	Interest paid	(14,300)	(14,510)
已付其他融資成本	Other financial cost paid	(828)	(3,616)
新借銀行及其他借貸	New bank and other borrowings raised	780,000	1,327,913
償還銀行及其他借貸	Repayments of bank and other borrowings	(888,993)	(990,228)
已付非控股權益之股息	Dividends paid to non-controlling interests	(3,568)	(7,786)
一間中介控股公司欠款	Amount due from an intermediate holding company	11,682	—
向關聯方墊款	Advance to related parties	(4,006)	—
來自非控股權益墊款	Advance from non-controlling interests	89	68
償還非控股權益借款	Repayment to non-controlling interests	(137)	—
就僱員擁有權計劃購買股份	Purchase of shares for employee ownership scheme	(860)	—
融資業務(所用)所得現金淨額	NET CASH (USED IN) FROM FINANCING ACTIVITIES	(120,921)	311,841
現金及現金等價物減少淨額	NET DECREASE IN CASH AND CASH EQUIVALENTS	(286,440)	(122,287)
年初現金及現金等價物	CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	897,933	1,026,591
匯率變動之影響	Effect of foreign exchange rate changes	(30,356)	(6,371)
年末現金及現金等價物	CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	581,137	897,933
即	Represented by		
銀行結餘及現金	bank balances and cash	579,771	697,297
原到期日為三個月內之定期存款	time deposits with original maturity within 3 months	1,366	200,636
		581,137	897,933

綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

1. 一般事項

本公司根據開曼群島公司法第22章(一九六一年法例第3條,經綜合及修訂)於二零一一年三月二十一日於開曼群島註冊成立為一間獲豁免有限公司。本公司之股份自二零一二年一月十八日起於香港聯合交易所有限公司(「聯交所」)上市。其母公司為中國健康管理投資有限公司(「中國健康」,一間於英屬處女群島註冊成立之私人有限公司)。其最終控股公司為深圳市奧融信投資發展有限公司(一間根據中華人民共和國(「中國」)法例成立之有限公司)。本公司之註冊辦事處地址為Clifton House, 75 Fort Street, P.O. Box 1350, Grand Cayman KY1-1108, Cayman Islands, 而本公司之總辦事處及主要營業地點地址為香港灣仔告士打道138號聯合鹿島大廈9樓。

本公司為一間投資控股公司。其附屬公司之主要業務載於附註50。

綜合財務報表以港元(「港元」)呈列,而非本公司的功能貨幣人民幣(「人民幣」),此乃由於本公司董事(「董事」)認為公司的上市地為香港,故港元為更合適之呈列貨幣。

1. GENERAL

The Company was incorporated in the Cayman Islands as an exempted company with limited liability on 21 March 2011 under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The shares of the Company have been listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) since 18 January 2012. Its parent is China Health Management Investment Limited (“China Health”), a private limited company which is incorporated in the British Virgin Islands. Its ultimate holding company is 深圳市奧融信投資發展有限公司 (Shenzhen Aorongxin Investment Development Co., Ltd.*), a company established under the laws of the People’s Republic of China (the “PRC”) with limited liability. The address of the registered office of the Company is Clifton House, 75 Fort Street, P.O. Box 1350, Grand Cayman KY1-1108, Cayman Islands and the head office and principal place of business of the Company is 9th Floor, Allied Kajima Building, 138 Gloucester Road, Wanchai, Hong Kong.

The Company is an investment holding company. The principal activities of its subsidiaries are set out in note 50.

The consolidated financial statements are presented in Hong Kong dollar (“HK\$”) which is different from the functional currency of the Company, Renminbi (“RMB”) as the directors of the Company (the “Directors”) consider that HK\$ is the most appropriate presentation currency in view of its place of listing is in Hong Kong.

綜合財務報表附註 Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

**2. 應用新訂香港財務報告準則
（「香港財務報告準則」）及其
修訂**

於本年度，本集團已首次應用下列由香港會計師公會（「香港會計師公會」）所頒佈之香港財務報告準則之修訂本。

香港財務報告準則第11號修訂本	收購共同經營權益之會計法
香港會計準則第1號修訂本	披露計劃
香港會計準則第16號及香港會計準則第38號修訂本	澄清折舊及攤銷之可接受方法
香港會計準則第16號及香港會計準則第41號修訂本	農業：生產性植物
香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第28號修訂本	投資實體：應用綜合入賬之例外情況
香港財務報告準則修訂本	二零一二年至二零一四年週期之香港財務報告準則年度改進

於本年度應用香港財務報告準則之修訂本並無對本集團於本年度及過往年度之財務表現及狀況及／或該等綜合財務報表所載的披露產生重大影響。

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

The Group has applied the following amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) for the first time in the current year.

Amendments to HKFRS 11	Accounting for Acquisitions of Interests in Joint Operations
Amendments to HKAS 1	Disclosure Initiative
Amendments to HKAS 16 and HKAS 38	Clarification of Acceptable Methods of Depreciation and Amortisation
Amendments to HKAS 16 and HKAS 41	Agriculture: Bearer Plants
Amendments to HKFRS 10, HKFRS 12 and HKAS 28	Investment Entities: Applying the Consolidation Exception
Amendments to HKFRSs	Annual Improvements to HKFRSs 2012–2014 Cycle

The application of the amendments to HKFRSs in the current year has had no material impact on the Group’s financial performance and positions for the current and prior years and/or disclosures set out in these consolidated financial statements.

綜合財務報表附註 Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

2. 應用新訂香港財務報告準則 (「香港財務報告準則」)及其 修訂(續)

已頒佈但尚未生效之新訂香港 財務報告準則及其修訂

本集團並無提早應用下列已頒佈但尚未生效的新訂香港財務報告準則及其修訂。

香港財務報告準則 第9號	金融工具 ¹
香港財務報告準則 第15號	來自客戶合約之 收入及相關 修訂本 ¹
香港財務報告準則 第16號	租賃 ²
香港財務報告準則 第2號修訂本	以股份支付 交易之分類 及計量 ¹
香港財務報告準則 第4號修訂本	與香港財務報告 準則第4號 保險合約一併 應用香港財務 報告準則第9 號金融工具 ¹
香港財務報告準則 第10號及香港會計 準則第28號修訂本	投資者與其聯營 公司或合營 公司之間的資 產出售或注資 ³
香港會計準則第7號 修訂本	披露計劃 ⁴
香港會計準則第12號 修訂本	確認未變現虧損 之遞延稅項 資產 ⁴

- ¹ 於二零一八年一月一日或以後開始之年度期間生效
- ² 於二零一九年一月一日或以後開始之年度期間生效
- ³ 待確定日期或於以後開始之年度期間生效
- ⁴ 於二零一七年一月一日或以後開始之年度期間生效

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (CONTINUED)

New and amendments to HKFRSs in issue but not yet effective

The Group has not early applied the following new and amendments to HKFRSs that have been issued but are not yet effective.

HKFRS 9	Financial Instruments ¹
HKFRS 15	Revenue from Contracts with Customers and the related Amendments ¹
HKFRS 16	Leases ²
Amendments to HKFRS 2	Classification and Measurement of Share-based Payment Transactions ¹
Amendments to HKFRS 4	Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts ¹
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³
Amendments to HKAS 7	Disclosure Initiative ⁴
Amendments to HKAS 12	Recognition of Deferred Tax Assets for Unrealised Losses ⁴

- ¹ Effective for annual periods beginning on or after 1 January 2018
- ² Effective for annual periods beginning on or after 1 January 2019
- ³ Effective for annual periods beginning on or after a date to be determined
- ⁴ Effective for annual periods beginning on or after 1 January 2017

綜合財務報表附註 Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

**2. 應用新訂香港財務報告準則
（「香港財務報告準則」）及其
修訂（續）****香港財務報告準則第9號「金融工
具」**

香港財務報告準則第9號引入有關金融資產、金融負債分類及計量之新規定以及金融資產之一般對沖會計法及減值規定。

**與本集團相關的香港財務報告
準則第9號的主要規定概述如
下：**

- 香港財務報告準則第9號範圍內的所有已確認金融資產隨後須按攤銷成本或公平價值計量。具體而言，於以收取合約現金流量為目標的業務模式內持有及合約現金流量僅為本金及未償還本金之利息付款的債務投資於隨後的會計期末一般按攤銷成本計量。於目標為同時收回合約現金流及出售金融資產之業務模式中持有之債務工具，以及合約條款令於特定日期產生之現金流量純粹為支付本金及未償還本金之利息的債務工具，一般按透過其他全面收益按公平價值處理之方式計量。所有其他債務投資及股權投資於隨後的會計期末按其公平價值計量。此外，根據香港財務報告準則第9號，實體可作出不可撤銷地選擇將（並非持作買賣的）股權投資的隨後公平價值變動於其他全面收益呈列，僅股息收入一般於損益中確認。
- 就金融資產之減值而言，與香港會計準則第39號「金融工具：確認及計量」項下按已產生信貸虧損模式計算相反，香港財務報告準則第9號規定按預期信貸虧損模式計算。預期信貸虧損模式規定實體於各報告日將預期信貸虧損及該等預期信貸虧損之變動入賬，以反映信貸風險自首次確認以來之變動。換言之，毋須再待發生信貸事件方確認信貸虧損。

**2. APPLICATION OF NEW AND
AMENDMENTS TO HONG KONG
FINANCIAL REPORTING STANDARDS
（“HKFRSs”） (CONTINUED)****HKFRS 9 “Financial Instruments”**

HKFRS 9 introduces new requirements for the classification and measurement of financial assets, financial liabilities, general hedge accounting and impairment requirements for financial assets.

**Key requirements of HKFRS 9 which are
relevant to the Group are described as
follows:**

- all recognised financial assets that are within the scope of HKFRS 9 are required to be subsequently measured at amortised cost or fair value. Specifically, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost at the end of subsequent accounting periods. Debt instruments that are held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets, and that have contractual terms that give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding, are generally measured at fair value through other comprehensive income. All other debt investments and equity investments are measured at their fair value at the end of subsequent accounting periods. In addition, under HKFRS 9, entities may make an irrevocable election to present subsequent changes in the fair value of an equity investment (that is not held for trading) in other comprehensive income, with only dividend income generally recognised in profit or loss.
- in relation to the impairment of financial assets, HKFRS 9 requires an expected credit loss model, as opposed to an incurred credit loss model under HKAS 39 “Financial Instruments: Recognition and Measurement”. The expected credit loss model requires an entity to account for expected credit losses and changes in those expected credit losses at each reporting date to reflect changes in credit risk since initial recognition. In other words, it is no longer necessary for a credit event to have occurred before credit losses are recognised.

綜合財務報表附註 Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

**2. 應用新訂香港財務報告準則
（「香港財務報告準則」）及其
修訂（續）**

**與本集團相關的香港財務報告
準則第9號的主要規定概述如下：**
（續）

根據本集團於二零一六年十二月三十一日的金融工具及風險管理政策，於日後應用香港財務報告準則第9號或會對本集團的金融資產的分類及計量產生重大影響。預期信貸虧損模式可能導致對本集團按攤銷成本計量的金融資產尚未產生的信貸虧損作出提早撥備。然而，於本集團進行詳細審閱前提供有關香港財務報告準則第9號之影響之合理估算並不可行。

**香港財務報告準則第15號「來自
客戶合約之收入」**

香港財務報告準則第15號為實體將自客戶合約產生之收入入賬方法制定單一全面模式。香港財務報告準則第15號生效後，將取代現時載於香港會計準則第18號「收入」、香港會計準則第11號「建築合約」及相關詮釋之收入確認指引。

香港財務報告準則第15號之核心原則為實體應以可反映該實體預期就交換該等貨品或服務有權獲得之代價，確認向客戶轉讓承諾貨品或服務之收入。具體而言，該準則引入確認收入之五個步驟：

- 第一步：識別與客戶訂立之合約
- 第二步：識別合約中之履約責任
- 第三步：釐定交易價
- 第四步：將交易價分配至合約中之履約責任
- 第五步：於實體完成履約責任時（或就此）確認收入

**2. APPLICATION OF NEW AND
AMENDMENTS TO HONG KONG
FINANCIAL REPORTING STANDARDS
（“HKFRSs”）（CONTINUED）**

**Key requirements of HKFRS 9 which are
relevant to the Group are described as
follows:（CONTINUED）**

Based on the Group's financial instruments and risk management policies as at 31 December 2016, application of HKFRS 9 in the future may have a material impact of the classification and measurement of the Group's financial assets. The expected credit loss model may result in early provision of credit losses which are not yet incurred in relation to the Group's financial assets measured at amortised cost. However, it is not practicable to provide a reasonable estimate of the effect of HKFRS 9 until the Group performs a detailed review.

**HKFRS 15 “Revenue from Contracts with
Customers”**

HKFRS 15 was issued which establishes a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. HKFRS 15 will supersede the current revenue recognition guidance including HKAS 18 “Revenue”, HKAS 11 “Construction Contracts” and the related interpretations when it becomes effective.

The core principle of HKFRS 15 is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Specifically, the Standard introduces a 5-step approach to revenue recognition:

- Step 1: Identify the contract(s) with a customer
- Step 2: Identify the performance obligations in the contract
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price to the performance obligations in the contract
- Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation

綜合財務報表附註 Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

2. 應用新訂香港財務報告準則 （「香港財務報告準則」）及其 修訂（續）

香港財務報告準則第15號「來自 客戶合約之收入」（續）

根據香港財務報告準則第15號，實體於完成履約責任時（或就此）確認收入，即與特定履約責任相關之貨品或服務之「控制權」轉讓予客戶時。香港財務報告準則第15號已就特別情況之處理方法加入更明確之指引。此外，香港財務報告準則第15號要求更廣泛之披露資料。

於二零一六年，香港會計師公會頒佈對香港財務報告準則第15號之澄清，內容有關識別履約責任、主體對代理代價及發牌之應用指引。

董事預期日後應用香港財務報告準則第15號或會導致更多披露，但董事預期應用香港財務報告準則第15號不會對於各個報告期間確認之收入之時間及金額產生重大影響。

香港財務報告準則第16號 「租賃」

香港財務報告準則第16號為識別出租人及承租人之租賃安排及會計處理引入一個綜合模式。當香港財務報告準則第16號生效時，將取代香港會計準則第17號「租賃」及相關之詮釋。

香港財務報告準則第16號根據所識別資產是否由客戶控制來區分租賃及服務合約。除短期租賃及低值資產租賃外，經營租賃及融資租賃之差異自承租人會計處理中移除，並由承租人須就所有租賃確認使用權資產及相應負債之模式替代。

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS （“HKFRSs”）（CONTINUED）

HKFRS 15 “Revenue from Contracts with Customers”（CONTINUED）

Under HKFRS 15, an entity recognises revenue when (or as) a performance obligation is satisfied, i.e. when ‘control’ of the goods or services underlying the particular performance obligation is transferred to the customer. Far more prescriptive guidance has been added in HKFRS 15 to deal with specific scenarios. Furthermore, extensive disclosures are required by HKFRS 15.

In 2016, the HKICPA issued clarifications to HKFRS 15 in relation to the identification of performance obligations, principal versus agent considerations, as well as licensing application guidance.

The Directors anticipate that the application of HKFRS 15 in the future may result in more disclosures, however, the Directors do not anticipate that the application of HKFRS 15 will have a material impact on the timing and amounts of revenue recognised in the respective reporting periods.

HKFRS 16 “Leases”

HKFRS 16 introduces a comprehensive model for the identification of lease arrangements and accounting treatments for both lessors and lessees. HKFRS 16 will supersede HKAS 17 “Leases” and the related interpretations when it becomes effective.

HKFRS 16 distinguishes lease and service contracts on the basis of whether an identified asset is controlled by a customer. Distinctions of operating leases and finance leases are removed for lessee accounting, and is replaced by a model where a right-of-use asset and a corresponding liability have to be recognised for all leases by lessees, except for short-term leases and leases of low value assets.

綜合財務報表附註 Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

2. 應用新訂香港財務報告準則 （「香港財務報告準則」）及其 修訂（續）

香港財務報告準則第16號 「租賃」（續）

使用權資產初步按成本計量，隨後以成本（惟若干例外情況除外）減累計折舊及減值虧損計量，並就租賃負債之任何重新計量而作出調整。租賃負債初步按租賃款項（非當日支付）之現值計量。隨後，租賃負債會就（其中包括）利息及租賃款項以及租賃修訂之影響作出調整。就現金流量分類而言，本集團目前將預付租賃款項呈列為與自用租賃土地有關之投資現金流量，其他經營租賃款項則呈列為經營現金流量。根據香港財務報告準則第16號，有關租賃負債之租賃款項將分配至本金及利息部分，並以融資現金流量呈列。

根據香港會計準則第17號，本集團已確認土地使用權（其中本集團為承租人）之預付租賃款項。應用香港財務報告準則第16號可能導致該等資產之分類產生潛在變動，視乎本集團是否分開呈列使用權資產或按相應有關資產（倘為擁有相關資產）之相同項目內呈列。

與承租人會計處理方法相反，香港財務報告準則第16號大致保留香港會計準則第17號內出租人之會計要求，並繼續規定出租人將租賃分類為經營租賃或融資租賃。

此外，香港財務報告準則第16號亦要求較廣泛之披露。

於二零一六年十二月三十一日，本集團有不可撤銷之經營租賃承擔22,645,000港元（如附註42所披露）。初步評估顯示此等安排符合香港財務報告準則第16號項下租賃之定義，因此本集團將確認一項使用權資產及有關所有該等租賃相對應之負債，除非其於應用香港財務報告準則第16號時符合低值或短期租賃。此外，應用新規定可能導致上述列示之計量、呈列及披露之變動。然而，於董事進行詳細審閱前，對財務影響作出合理估計屬不切實際。

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS （“HKFRSs”）（CONTINUED）

HKFRS 16 “Leases”（CONTINUED）

The right-of-use asset is initially measured at cost and subsequently measured at cost (subject to certain exceptions) less accumulated depreciation and impairment losses, adjusted for any remeasurement of the lease liability. The lease liability is initially measured at the present value of the lease payments that are not paid at that date. Subsequently, the lease liability is adjusted for interest and lease payments, as well as the impact of lease modifications, amongst others. For the classification of cash flows, the Group currently presents upfront prepaid lease payments as investing cash flows in relation to leasehold lands for owned use while other operating lease payments are presented as operating cash flows. Under the HKFRS 16, lease payments in relation to lease liability will be allocated into a principal and an interest portion which will be presented as financing cash flows.

Under HKAS 17, the Group has already recognised prepaid lease payments on land use rights where the Group is a lessee. The application of HKFRS 16 may result in potential changes in classification of these assets depending on whether the Group presents right-of-use assets separately or within the same line item at which the corresponding underlying assets would be presented if they were owned.

In contrast to lessee accounting, HKFRS 16 substantially carries forward the lessor accounting requirements in HKAS 17, and continues to require a lessor to classify a lease either as an operating lease or a finance lease.

Furthermore, extensive disclosures are required by HKFRS 16.

As at 31 December 2016, the Group has non-cancellable operating lease commitments of HK\$22,645,000 as disclosed in note 42. A preliminary assessment indicates that these arrangements will meet the definition of a lease under HKFRS 16, and hence the Group will recognise a right-of-use asset and a corresponding liability in respect of all these leases unless they qualify for low value or short-term leases upon the application of HKFRS 16. In addition, the application of new requirements may result changes in measurement, presentation and disclosure as indicated above. However, it is not practicable to provide a reasonable estimate of the financial effect until the directors complete a detailed review.

綜合財務報表附註 Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

2. 應用新訂香港財務報告準則 （「香港財務報告準則」）及其 修訂（續）

香港財務報告準則第16號 「租賃」（續）

對於其他香港財務報告準則修訂本，董事預期，其應用將不會對本集團之業績及財務狀況構成重大影響。

3. 主要會計政策

除若干金融工具及生物資產於各報告期末按公平價值及公平價值減銷售成本計量外，綜合財務報表乃按歷史成本基準，並根據香港會計師公會頒佈之香港財務報告準則編製。

此外，綜合財務報表包括聯交所證券上市規則（「上市規則」）和香港公司條例所規定之適用披露。

歷史成本一般按換取貨品及服務所付出代價之公平價值計量。

公平價值為市場參與者間於計量日在有序交易中出售資產將收到或轉讓負債將支付之價格，不論該價格是直接可觀察或使用其他估值方法估計。若市場參與者於計量日為資產或負債定價時會將該等資產或負債之特性納入考量，則本集團於估計一項資產或負債之公平價值時會將該等特性納入考量。於本綜合財務報表內計量及／或披露之公平價值按此基準釐定，惟香港財務報告準則第2號「以股份為基礎之付款」範圍內之以股份為基礎之付款交易、香港會計準則第17號「租賃」範圍內之租賃交易，以及與公平價值類似但並非公平價值之計量（例如香港會計準則第2號「存貨」中之可變現淨值或香港會計準則第36號「資產減值」中之使用價值）除外。

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS （“HKFRSs”） (CONTINUED)

HKFRS 16 “Leases” (CONTINUED)

For other amendments to HKFRSs, the Directors anticipate that their application will have no material impact on the results and the financial position of the Group.

3. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments and biological assets that are measured at fair values and fair value less costs to sell at the end of each reporting period, and in accordance with HKFRSs issued by the HKICPA.

In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) and by the Hong Kong Companies Ordinance.

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

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

綜合財務報表附註 Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

3. 主要會計政策(續)

非金融資產之公平價值計量乃考慮市場參與者通過使用其資產之最高及最佳用途或將其出售予將使用其最高及最佳用途之另一市場參與者，而能夠產生經濟利益之能力。

此外，就財務報告而言，根據公平價值計量所用參數之可觀察程度及公平價值計量所用參數對其整體之重要程度，公平價值計量分為第一級、第二級與第三級，並於下文說明：

- 第一級參數為實體於計量日對相同資產或負債於活躍市場可取得之報價(未經調整)；
- 第二級參數為除包括於第一級內之報價外，資產或負債直接或間接之可觀察參數；及
- 第三級參數為資產或負債之不可觀察參數。

下文載列主要會計政策。

綜合賬目編製準則

綜合財務報表綜合本公司及由本公司控制的實體及其附屬公司之財務報表。本公司於下列情況下可取得控制權：

- 對被投資公司擁有權力；
- 於來自參與被投資公司之可變回報上承受風險或擁有權利；及
- 擁有行使其權力以影響其回報的能力。

倘事實及情況顯示上述三項控制權要素中之一項或以上出現變動，本集團會重新評估其是否對被投資公司擁有控制權。

3. SIGNIFICANT ACCOUNTING POLICIES*(CONTINUED)*

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

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

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

The significant accounting policies are set out below.

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

綜合財務報表附註 Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

3. 主要會計政策(續)

綜合賬目編製準則(續)

附屬公司之綜合入賬於本集團取得有關附屬公司之控制權起開始，並於本集團失去有關附屬公司之控制權時終止。具體而言，年內所收購或出售附屬公司之收入及開支乃自本集團取得控制權之日期起計入綜合損益及其他全面收益表，直至本集團不再控制有關附屬公司之日期為止。

損益及其他全面收益之每個項目會被歸屬於本公司股東及非控股權益。附屬公司之全面收益總額會被歸屬於本公司股東及非控股權益，即使此舉會導致非控股權益產生赤字結餘。

於需要時，將對附屬公司之財務報表作出調整，以令彼等之會計政策與本集團之會計政策一致。

有關本集團成員公司之間交易的所有集團內資產及負債、權益、收入、支出及現金流量於綜合入賬時悉數對銷。

本集團於現有附屬公司之擁有權權益的變動

在不曾導致本集團失去對附屬公司控制權的情況下，本集團於現有附屬公司的擁有權權益的變動按權益交易處理。本集團之有關權益部分(包括儲備)及非控股權益的賬面值會作出調整以反映彼等於附屬公司相關權益的變動。有關權益部分獲重新歸屬後，非控股權益調整金額與已付或已收取代價的公平價值之間的任何差異直接於權益確認並歸屬於本公司股東。

3. SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

Basis of consolidation (CONTINUED)

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Profit or loss and each item of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Changes in the Group's ownership interests in existing subsidiaries

Changes in the Group's ownership interests in existing subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's relevant components of equity including reserves and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted after re-attribution of the relevant equity component and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

綜合財務報表附註 Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

3. 主要會計政策(續)**綜合賬目編製準則(續)****本集團於現有附屬公司之擁有權權益的變動(續)**

倘本集團失去附屬公司之控制權，則收益或虧損於損益確認並按(i)所收代價之公平價值及任何保留權益之公平價值總額與(ii)本公司股東應佔附屬公司之資產(包括商譽)及負債之過往賬面值的差額計算。過往於其他全面收益就該附屬公司確認之所有款額，會按猶如本集團已直接出售該附屬公司之相關資產或負債入賬(即按適用香港財務報告準則所訂明/允許而重新分類至損益或轉撥至另一權益類別)。於失去控制權當日在前附屬公司保留之任何投資之公平價值，會被視為根據香港會計準則第39號作其後入賬時之首次確認公平價值，或(如適用)於聯營公司或合營公司之投資之首次確認成本。

業務合併

收購涉及共同控制實體或向外界購得之業務採用收購法入賬。業務合併所轉撥之代價按公平價值計量，而計算方法為本集團所轉讓之資產、本集團向被收購方原擁有人產生之負債及本集團為交換被收購方之控制權發行之股權於收購日之總公平價值。有關收購之成本通常於產生時於損益中確認。

於收購日期，所收購可識別資產及所承擔負債按其公平價值確認，惟下列項目除外：

- 遞延稅項資產或負債及與僱員福利安排有關的資產或負債分別根據香港會計準則第12號「所得稅」及香港會計準則第19號「僱員福利」確認及計量；

3. SIGNIFICANT ACCOUNTING POLICIES*(CONTINUED)***Basis of consolidation (CONTINUED)****Changes in the Group's ownership interests in existing subsidiaries (CONTINUED)**

When the Group loses control of a subsidiary, a gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary attributable to the owners of the Company. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKAS 39 or, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

Business combinations

Acquisitions of businesses involving entities under common control or acquired from outsiders are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that:

- deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 "Income Taxes" and HKAS 19 "Employee Benefits" respectively;

綜合財務報表附註 Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

3. 主要會計政策(續)**業務合併(續)**

- 與被收購方以股份為基礎的付款安排或本集團為取代被收購方以股份為基礎的付款安排而訂立之以股份為基礎的付款安排有關的負債或權益工具，於收購日期根據香港財務報告準則第2號「以股份為基礎的付款」(見下文會計政策)計量；及
- 根據香港財務報告準則第5號「持作出售的非流動資產及已終止經營業務」分類為持作出售的資產(或出售組合)根據該項準則計量。

商譽以所轉撥之代價、任何非控股權益於被收購方中所佔金額及收購方以往持有被收購方股權之公平價值(如有)之總和超逾於收購日期所收購可識別資產及所承擔負債淨額之差額計量。倘經過重估後，所收購可識別資產與所承擔負債淨額高於所轉撥之代價、任何非控股權益於被收購方中所佔金額及收購方以往持有被收購方權益之公平價值(如有)之總和，則超出數額即時於損益確認為議價收購收益。

屬現時擁有之權益且於清盤時賦予其持有人按比例分佔相關附屬公司資產淨值之權利之非控股權益，可初步按公平價值或非控股權益應佔被收購方可識別資產淨值的已確認金額比例計量。計量基準視乎每項交易而作出選擇。

3. SIGNIFICANT ACCOUNTING POLICIES*(CONTINUED)***Business combinations (CONTINUED)**

- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with HKFRS 2 “Share-based Payment” at the acquisition date (see the accounting policy below); and
- assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 “Non-current Assets Held for Sale and Discontinued Operations” are measured in accordance with that standard.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer’s previously held equity interest in the acquiree (if any) over the net amount of the identifiable assets acquired and the liabilities assumed as at acquisition date. If, after re-assessment, the net amount of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer’s previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the relevant subsidiary’s net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests’ proportionate share of the recognised amounts of the acquiree’s identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis.

綜合財務報表附註 Notes to the Consolidated Financial Statements

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3. 主要會計政策(續)**商譽**

因收購一業務產生之商譽按收購業務當日確認之成本(見上文會計政策)減累計減值虧損(如有)計賬。

就減值測試而言，商譽分配至預期將自合併協同效益獲益之本集團各現金產生單位(或多組現金產生單位)，該等單位代表監督商譽作內部管理用途之最低水平，且不會大於經營分部。

獲分配商譽之現金產生單位(或多組現金產生單位)於每年及於有跡象顯示單位可能出現減值時更頻密地進行測試。就於報告期間內因收購產生之商譽而言，獲分配商譽之現金產生單位(或多組現金產生單位)於報告期末前進行減值測試。倘可收回款額低於其賬面值，則將首先分配減值虧損以調低任何商譽賬面值，其後根據該單位(或多組現金產生單位)內各資產之賬面值按比例分配至其他資產。

於出售相關現金產生單位時，釐定出售之損益款額時須計入商譽之應佔款額。

於聯營公司及合營公司之投資

聯營公司為本集團對其具有重大影響力之實體。重大影響力乃指可參與被投資公司之財務及營運政策決策之權力，惟對該等政策並無控制權或共同控制權。

合營公司指一項聯合安排，對安排擁有共同控制權之訂約方據此對聯合安排之資產淨值擁有權利。共同控制權是指按照合約約定對某項安排所共有的控制權，並僅在相關活動決策須取得共同享有控制權之各方一致同意時存在。

3. SIGNIFICANT ACCOUNTING POLICIES*(CONTINUED)***Goodwill**

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business (see the accounting policy above) less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination, which represent the lowest level at which the goodwill is monitored for internal management purposes and not larger than an operating segment.

A cash-generating unit (or group of cash-generating units) to which goodwill has been allocated is tested for impairment annually or more frequently when there is indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the cash-generating unit (or group of cash-generating units) to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit (or group of cash-generating units).

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal.

Investments in associates and joint ventures

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

綜合財務報表附註 Notes to the Consolidated Financial Statements

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3. 主要會計政策(續)**於聯營公司及合營公司之投資
(續)**

聯營公司及合營公司的業績、資產及負債以權益會計法綜合計入該等綜合財務報表。聯營公司及合營公司用於權益會計法之財務報表乃按與本集團於同類情況下就同類交易及事件所遵循者一致之會計政策編製。根據權益法，於一間聯營公司或合營公司之投資初步按成本值於綜合財務狀況表中確認，其後作出調整以確認本集團應佔該聯營公司或合營公司之損益及其他全面收入。倘本集團分佔一間聯營公司或合營公司的虧損超過所佔該聯營公司或合營公司的權益(包括任何實際上構成本集團於該聯營公司或合營公司投資淨值一部分之長遠權益)，則本集團會終止確認其分佔的進一步虧損。額外虧損僅於本集團已產生法定或推定責任或代表該聯營公司或合營公司付款時確認。

於一間聯營公司或合營公司的投資自被投資者轉變為聯營公司或合營公司當日起按權益法入賬。

香港會計準則第39號的規定適用於釐定有否必要確認本集團於一間聯營公司或合營公司投資之減值虧損，如必要，則將投資的全部賬面值(包括商譽)根據香港會計準則第36號「資產減值」作為單一資產透過比較其可收回金額(使用價值與公平價值減銷售成本之較高者)與其賬面值進行減值測試。任何已確認減值虧損屬投資賬面值的一部分。倘其後投資的可收回金額增加，則根據香港會計準則第36號確認該減值虧損撥回。

3. SIGNIFICANT ACCOUNTING POLICIES*(CONTINUED)***Investments in associates and joint ventures
(CONTINUED)**

The results and assets and liabilities of associates and joint ventures are incorporated in these consolidated financial statements using the equity method of accounting. The financial statements of associates and joint ventures used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. Under the equity method, an investment in an associate or a joint venture is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate or joint venture. When the Group's share of losses of an associate or joint venture exceeds the Group's interest in that associate or joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate or joint venture), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture.

An investment in an associate or a joint venture is accounted for using the equity method from the date on which the investee becomes an associate or a joint venture.

The requirements of HKAS 39 are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group's investment in an associate or a joint venture. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 "Impairment of Assets" as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

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3. 主要會計政策(續)**於聯營公司及合營公司之投資
(續)**

倘集團實體與本集團的聯營公司或合營公司進行交易，僅在該聯營公司或合營公司的權益與本集團無關之情況下，與該聯營公司或合營公司進行交易所產生的溢利及虧損，方會於本集團之綜合財務報表中確認。

收入確認

收入按已收或應收代價之公平價值計算，及指日常業務運作中所出售之貨品及提供服務之應收賬款(經扣除折扣及銷售相關稅項)。

當收入金額能夠可靠計量；未來經濟利益很可能流入本集團，而本集團各項活動均符合下文所述之指定條件時，確認收入。

銷售貨品之收入於貨品付運及擁有權轉移時確認。

出售持作銷售物業之收入於相關物業交付買家時確認。於符合上述收入確認準則前已收買家之按金及分期付款計入綜合財務狀況表之流動負債。

技術服務收入於提供服務時確認。

投資所得之股息收入於股東可收取該等款項之權利確立時確認。

利息收入按時間基準，並參照尚未償還本金及按適用之實際利率計提，而實際利率為金融資產之預期年限內將估計未來現金收入準確貼現至該資產於首次確認時之賬面淨值之比率。

3. SIGNIFICANT ACCOUNTING POLICIES*(CONTINUED)***Investments in associates and joint ventures
(CONTINUED)**

When a group entity transacts with an associate or a joint venture of the Group, profits and losses resulting from the transactions with the associate or joint venture are recognised in the Group's consolidated financial statements only to the extent of interests in the associate or joint venture that are not related to the Group.

Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods sold and services provided in the normal course of business, net of discounts and sales related taxes.

Revenue is recognised when the amount of revenue can be reliably measured; when it is probable that future economic benefits will flow to the Group and when specific criteria have been met for each of the Group's activities, as described below.

Revenue from sales of goods is recognised when goods are delivered and titles have passed.

Revenue from sale of properties held for sale is recognised when the respective properties have been delivered to the buyers. Deposits and instalments received from purchasers prior to meeting the above criteria for revenue recognition are included in the consolidated statement of financial position under current liabilities.

Technical services income is recognised when services are provided.

Dividend income from investments is recognised when the shareholders' rights to receive payment have been established.

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

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3. 主要會計政策(續)**物業、廠房及設備**

物業、廠房及設備包括持作用於生產或供應貨品或服務或作行政用途之樓宇及建築物(在建工程除外)，按其成本減其後累計折舊及累計減值虧損(如有)於綜合財務狀況表列賬。

在建工程包括興建中用作生產或自用之物業、廠房及設備。在建工程以成本減任何已確認減值虧損計算。在建工程於完成及可作擬定用途時分類為適當類別之物業、廠房及設備。當該等資產可用於其擬定用途時按與其他物業資產所採用之相同準則計算其折舊。

折舊乃使用直線法確認，於資產(除在建工程以外)之估計可使用年期內撇減成本(經減去剩餘價值)。估計可使用年期、剩餘價值及折舊方法於各報告期末時檢討，任何估計變動之影響按往後基準入賬。

物業、廠房及設備項目乃於出售後或當預期繼續使用該資產將不會產生未來經濟利益時被終止確認。於出售或報廢物業、廠房及設備項目時產生的任何收益或虧損乃按銷售所得款項與該資產賬面值的差額計算，並於損益確認。

投資物業

投資物業指為獲得租金收益及／或資本增值而持有之物業。

投資物業首次確認時按成本(包括任何直接應佔支出)計量。

於首次確認後，投資物業按成本減其後累計折舊及任何累計減值虧損列賬。折舊乃使用直線法確認，於投資物業之估計可使用年期內撇減成本(經考慮其估計剩餘價值)。

3. SIGNIFICANT ACCOUNTING POLICIES*(CONTINUED)***Property, plant and equipment**

Property, plant and equipment, including buildings and structures held for use in the production or supply of goods or services, or for administrative purpose other than construction in progress, are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and accumulated impairment losses, if any.

Construction in progress includes property, plant and equipment in the course of construction for production or for its own use purposes. Construction in progress is carried at cost less any recognised impairment loss. Construction in progress is classified to the appropriate category of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Depreciation is recognised so as to write off the cost of assets, other than construction in progress, less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation.

Investment properties are initially measured at cost, including any directly attributable expenditure.

Subsequent to initial recognition, investment properties are stated at cost less subsequent accumulated depreciation and any accumulated impairment losses. Depreciation is recognised so as to write off the cost of investment properties over their estimated useful lives and after taking into account of their estimated residual value, using the straight-line method.

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3. 主要會計政策(續)**投資物業(續)**

投資物業於出售時或當投資物業永久地不再使用及當出售該資產預期不會產生任何未來經濟利益時終止確認。物業終止確認所產生之任何收益或虧損(按該資產之出售所得款項淨額及賬面值之差額計算)於該物業終止確認之期間計入損益。

無形資產**獨立收購之無形資產**

個別收購並具有有限使用年期之無形資產按成本減累計攤銷及任何累計減值虧損列賬。具有有限使用年期之無形資產攤銷乃以直線法按其估計可使用年期確認。估計可使用年期及攤銷方法於各報告期末時檢討，任何估計變動之影響按往後基準入賬(請參閱下文有關有形及無形資產減值虧損之會計政策)。

於業務合併中收購之無形資產

於業務合併中收購之無形資產會與商譽分開確認，初始按收購日期之公平價值(被視為成本)確認。

首次確認後，於業務合併中所收購的可使用年期有限的無形資產按獨立收購的無形資產相同的基準，以成本減累計攤銷及任何累計減值虧損呈報。然而，於業務合併中所收購的具有無限可使用年期的無形資產按成本減任何其後累計減值虧損列值(請參閱下文有關有形及無形資產減值虧損之會計政策)。

無形資產於出售時或當使用或出售預期不會產生任何未來經濟利益時終止確認。無形資產終止確認所產生之收益及虧損(按該資產之出售所得款項淨額及賬面值之差額計算)於該資產終止確認時於損益確認。

3. SIGNIFICANT ACCOUNTING POLICIES*(CONTINUED)***Investment properties (CONTINUED)**

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposals. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the profit or loss in the period in which the property is derecognised.

Intangible assets**Intangible assets acquired separately**

Intangible assets with finite useful lives that are acquired separately are carried at costs less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis (see the accounting policy in respect of impairment losses on tangible and intangible assets below).

Intangible assets acquired in a business combination

Intangible assets acquired in a business combination are recognised separately from goodwill and are initially recognised at their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets acquired in a business combination with finite useful lives are reported at costs less accumulated amortisation and any accumulated impairment losses, on the same basis as intangible assets that are acquired separately. Alternatively, intangible assets acquired in a business combination with indefinite useful lives are carried at cost less any subsequent accumulated impairment losses (see the accounting policy in respect of impairment losses on tangible and intangible assets below).

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains and losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

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3. 主要會計政策(續)**有形資產及無形資產(商譽除外)的減值**

於報告期末，本集團會檢討其具有有限使用年期之有形資產及無形資產之賬面值，以釐定是否有任何跡象顯示上述資產出現減值虧損。倘存在任何減值虧損跡象，將對資產之可收回金額進行估計以釐定減值虧損的程度(如有)。倘若不大可能估計個別資產之可收回金額，則本集團估計資產屬於之現金產生單位之可收回金額。如可識別合理及一致之分配基準，則公司資產亦被分配至個別現金產生單位，否則，公司資產將分配至可識別合理及一致分配基準之現金產生單位之最小組合。

具有無限可使用年期之無形資產至少每年及當可能存在減值跡象時進行減值測試。

可收回金額為公平價值減去銷售成本及使用價值兩者中之較高者。於評估使用價值時，估計未來現金流量乃以稅前貼現率貼現至現值，該貼現率能反映當前市場所評估之貨幣時間值及資產特定風險(就此而言，估計未來現金流量尚未作出調整)。

倘資產(或現金產生單位)之可收回金額估計將少於其賬面值，則資產(或現金產生單位)之賬面值會減少至其可收回金額。分配減值虧損時，減值虧損首先會分配以減低任何商譽之賬面值(如適用)，然後再基於單位中各項資產之賬面值按比例分配至其他資產。資產之賬面值不得減少至低於其公平價值減出售成本(倘可計量)、其使用價值(倘可釐定)及零三者中之最高者。分配至資產之減值虧損數額按單位之其他資產比例分配。減值虧損會即時於損益確認。

倘減值虧損其後撥回，則增加資產(或現金產生單位)之賬面值至其經修訂估計可收回金額，惟增加後之賬面值不得超過倘於過往年度並無確認該資產(或現金產生單位)之減值虧損而應確定之賬面值。減值虧損之撥回會即時於損益確認。

3. SIGNIFICANT ACCOUNTING POLICIES*(CONTINUED)***Impairment of tangible assets and intangible assets other than goodwill**

At the end of the reporting period, the Group reviews the carrying amounts of its tangible assets and intangible assets with finite useful lives to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of an asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives are tested for impairment at least annually and whenever there is an indication that they may be impaired.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a cash-generating unit) in prior years. A reversal of an impairment loss is recognised as immediately in profit or loss.

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3. 主要會計政策(續)**租賃**

如果租賃條款將所有涉及擁有權之絕大部分風險及回報轉讓予承租人時，該租賃歸類為融資租賃。所有其他租賃則歸類為經營租賃。

本集團作為出租人

來自經營租賃之租金收入於有關租賃之租期內按直線法於損益確認。

本集團作為承租人

經營租賃款項於有關租賃之租期內按直線法確認為支出。訂立經營租約時已收及應收作為獎勵之利益確認為負債，並按直線法於租約年期釋出為租金開支減少。

租賃土地及樓宇

當一項租賃同時包括土地及樓宇部分，本集團則根據各部分之擁有權附帶之絕大部分風險及回報是否已轉讓予本集團，而評估各部分是否應分類為融資或經營租賃，惟兩部分均確定為經營租賃則除外，於該情況下全部租賃分類為經營租賃。具體而言，最低租賃款項(包括任何一次性預付款)按於租賃開始時，於土地部分及樓宇部分之租賃權益之相對公平價值比例在土地及樓宇部分之間分配。

倘能可靠分配租賃款項，入賬為經營租賃之租賃土地權益於綜合財務狀況表內呈列為「土地使用權之預付租賃款項」及按直線法於租賃期內釋出。

持作銷售物業

持作銷售物業乃按成本減任何減值虧損列賬。

3. SIGNIFICANT ACCOUNTING POLICIES*(CONTINUED)***Leasing**

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

The Group as lessor

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease.

The Group as lessee

Operating lease payments are recognised as an expense on a straight-line basis over the term of the relevant lease. Benefits received and receivable as an incentive to enter into an operating lease are recognised as a liability and release as a reduction of rental expense over the lease term on a straight-line basis.

Leasehold land and building

When a lease includes both land and building elements, the Group assesses the classification of each element as a finance or an operating lease separately based on the assessment as to whether substantially all the risks and rewards incidental to ownership of each element have been transferred to the Group, unless it is clear that both elements are operating leases in which case the entire lease is classified as an operating lease. Specifically, the minimum lease payments (including any lump-sum upfront payments) are allocated between the land and the building elements in proportion to the relative fair values of the leasehold interests in the land element and building element of the lease at the inception of the lease.

To the extent the allocation of the lease payments can be made reliably, interest in leasehold land that is accounted for as an operating lease is presented as “prepaid lease payments on land use rights” in the consolidated statement of financial position and is released over the lease term on a straight-line basis.

Properties held for sale

Properties held for sale are stated at cost less any impairment loss.

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3. 主要會計政策(續)**生物資產**

生物資產指於首次確認時計量及於各報告期末按公平價值減銷售成本列賬之實驗小鼠。於首次確認按公平價值減銷售成本列賬之生物資產及生物資產之公平價值減銷售成本之變動所產生之收益或虧損於其產生期間計入損益。

存貨

存貨按成本與可變現淨值兩者中較低者列賬。成本按加權平均法計算。可變現淨值指估計售價減去所有估計完工成本及銷售活動所需成本。

稅項

所得稅支出指即期應付稅項與遞延稅項之總額。

即期應付稅項乃按本年度之應課稅溢利計算。應課稅溢利與綜合損益及其他全面收益表內列賬的損益不同，因為於其他年度應課稅或可扣減之收入或支出以及永不須課稅或永不可扣減之項目。本集團的即期稅項負債乃採用於報告期末前已頒佈或實際頒佈的稅率計算。

遞延稅項按綜合財務報表所載資產及負債賬面值與計算應課稅溢利時所採用的相應稅基之臨時差異而確認。所有應課稅臨時差異一般均確認為遞延稅項負債。倘若可能出現應課稅溢利可用作抵銷該等可扣減臨時差異，則所有可扣減臨時差異一般確認為遞延稅項資產。倘若因首次確認一項交易(業務合併除外)之資產與負債而產生並無影響應課稅溢利或會計溢利的臨時差異，則不會確認該等遞延稅項資產與負債。此外，倘臨時差異產生自首次確認商譽，則不會確認遞延稅項負債。

3. SIGNIFICANT ACCOUNTING POLICIES*(CONTINUED)***Biological assets**

Biological assets represent laboratory mice which is measured on initial recognition and at each end of the reporting period at their fair value less costs to sell. A gain or loss arising on initial recognition of biological asset at fair value less costs to sell and from a change in fair value less costs to sell of a biological asset is included in profit or loss for the period in which it arises.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is calculated using the weighted average method. Net realisable value represents the estimated selling price less all estimated cost of completion and costs necessary to make the sale.

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit or loss as reported in the consolidated statement of profit or loss and other comprehensive income because of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary difference. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

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3. 主要會計政策(續)**稅項(續)**

遞延稅項負債乃按因附屬公司投資以及於聯營公司及合營公司之權益的相關應課稅臨時差異而確認，惟本集團可控制有關臨時差異撥回以及在可見將來可能不會撥回有關臨時差異除外。該等投資及權益的可扣減臨時差異所產生的遞延稅項資產，僅於有足夠應課稅溢利時可動用臨時差異的利益且預期臨時差異會於可見將來撥回時確認。

遞延稅項資產之賬面值於各報告期末進行檢討，及調低至不可能再有足夠應課稅溢利足以撥回全部或部分資產。

遞延稅項資產及負債乃按預期於償還負債或變現資產期間適用之稅率及基於報告期末已頒佈或實際頒佈之稅率(及稅法)計算。

遞延稅項負債及資產之計量反映本集團於報告期末預期就收回或償付資產及負債賬面值可能引致之稅務後果。

即期及遞延稅項乃於損益確認，除非該等稅項與於其他全面收益或直接於權益確認之項目有關，在此情況下，即期及遞延稅項亦分別於其他全面收益或直接於權益確認。就因對業務合併進行首次會計處理而產生之即期稅項或遞延稅項而言，稅項影響乃計入業務合併之會計處理內。

3. SIGNIFICANT ACCOUNTING POLICIES*(CONTINUED)***Taxation (CONTINUED)**

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries, and interests in associates and joint ventures except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

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3. 主要會計政策(續)

借貸成本

收購、建造或生產合資格資產(即需要長時間方可作其擬定用途或供銷售的資產)直接應佔的借貸成本，將加入該等資產的成本，直至有關資產大致可用於其擬定用途或可供銷售。

因等待使用於合資格資產而暫時投資之特定借貸所賺取的投資收入，自符合資本化條件的借貸成本中扣除。

所有其他借貸成本均於發生時於損益確認。

外幣

於編製各個別集團實體之財務報表時，以該實體功能貨幣以外之貨幣(外幣)進行的交易須按交易當日的適用匯率換算為相關功能貨幣(即該實體經營所在主要經濟環境的貨幣)列賬。於報告期末，以外幣計值的貨幣項目均按該日的適用匯率重新換算。以外幣計值按歷史成本計量的非貨幣項目則毋須重新換算。

因結算及換算貨幣項目而產生之匯兌差額均於產生期間於損益確認。

為呈列綜合財務報表，本集團實體之資產及負債按於報告期末的適用匯率換算成本集團的呈列貨幣(即港元)，且其收支按年內平均匯率換算，除非期內匯率大幅波動，於此情況下，則使用交易日期的適用匯率。所產生匯兌差額(如有)確認為其他全面收益並於權益中匯兌儲備一項累計(非控股權益應佔(如適用))。

3. SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded in the respective functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's entities are translated into the presentation currency of the Group (i.e. HK\$) at the rate of exchange rate prevailing at the end of the reporting period, and their income and expenses are translated at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, the exchange rates prevailing at the dates of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of translation reserve (attributed to non-controlling interests as appropriate).

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3. 主要會計政策(續)**政府補助**

政府補助於合理確定本集團將遵守其所附帶之條件及將可收取該等補助前不會被確認。

政府補助乃就本集團確認之有關支出(預期補助可予抵銷成本之支出)期間按系統化之基準於損益中確認。

政府補助是抵銷已產生之支出或虧損或旨在給予本集團之即時財務支援(而無未來有關成本)，於有關補助成為應收款項之期間在損益中確認。

退休福利成本

強制性公積金及國家管理之退休福利計劃之付款於僱員提供服務使其有權享有供款時確認為支出。若本集團在國家管理之退休福利計劃下之責任相等於界定供款退休福利計劃所產生者，則向有關計劃所作之供款會作界定供款計劃之供款處理。

向僱員作出的權益結算以股份為基礎的付款

向僱員作出的權益結算以股份為基礎的付款乃按權益工具於授出日期之公平價值計量。

3. SIGNIFICANT ACCOUNTING POLICIES*(CONTINUED)***Government grants**

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate.

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

Retirement benefit costs

Payments to Mandatory Provident Fund and state-managed retirement benefit schemes are recognised as an expense when employees have rendered service entitling them to the contributions. Payments made to state-managed retirement benefit schemes are dealt with as payments to defined contribution plans where the Group's obligations under the plans are equivalent to those arising in a defined contribution retirement benefit plan.

Equity-settled share-based payment to employees

Equity-settled share-based payments to employees are measured at the fair value of the equity instruments at the grant date.

綜合財務報表附註 Notes to the Consolidated Financial Statements

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3. 主要會計政策(續)**向僱員作出的權益結算以股份為基礎的付款(續)**

於權益結算以股份為基礎的付款之授出日期釐定之公平價值以直線法於歸屬期間基於本集團估計將最終歸屬之權益工具支銷，權益(以股份為基礎的僱員酬金儲備)亦會相應增加。於各報告期末，本集團修訂其預期歸屬之權益工具之估計數目。修訂原估計之影響(如有)於損益中確認，從而使累計開支反映經修訂估計，而以股份為基礎的僱員酬金儲備亦會作出相應調整。就即時於授出日期歸屬之權益工具而言，已授出之權益工具之公平價值即時於損益中支銷。

當購股權獲行使時，先前於以股份為基礎的僱員酬金儲備中確認之款額將轉撥至股份溢價。當購股權於歸屬日期後被沒收或於到期日仍未行使，先前於以股份為基礎的僱員酬金儲備中確認之款額將轉撥至保留溢利。

金融工具

當集團實體成為工具合約條文的訂約方時，則確認金融資產及金融負債。

金融資產及金融負債首次按公平價值計量。因收購或發行金融資產及金融負債(透過損益賬按公平價值處理之金融資產或金融負債除外)而直接應佔的交易成本於首次確認時於該項金融資產或金融負債的公平價值中計入或扣除(如適用)。收購透過損益賬按公平價值處理之金融資產或金融負債而直接應佔的交易成本會即時於損益確認。

3. SIGNIFICANT ACCOUNTING POLICIES*(CONTINUED)***Equity-settled share-based payment to employees (CONTINUED)**

The fair value determined at the grant date of the equity-settled share-based payments is expensed on straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity (employee share-based compensation reserve). At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the employee share-based compensation reserve. For equity instruments that vest immediately at the date of grant, the fair value of the equity instruments granted is expensed immediately to profit or loss.

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

Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

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3. 主要會計政策(續)**金融工具(續)****金融資產**

本集團的金融資產分類為透過損益賬按公平價值處理(「透過損益賬按公平價值處理」)之金融資產與貸款及應收款項。分類取決於金融資產之性質及目的，於首次確認時釐定。所有以常規方式購入或出售之金融資產均按買賣日期基準確認及終止確認。以常規方式購入或出售指須於市場規定或慣例所訂時限內交付資產之金融資產購入或出售。

實際利息法

實際利息法為計算金融資產攤銷成本及於有關期間攤分利息收入之方法。實際利率為將於金融資產之預定期限或(如適用)較短期間內估計未來所收之現金(包括所有構成實際利率之組成部分之已付或已收費用、交易成本及其他溢價或折讓)準確貼現至於首次確認時之賬面淨值之利率。

債務工具的利息收入按實際利息基準確認，惟分類為透過損益賬按公平價值處理之金融資產除外，其利息收入計入收益或虧損淨額。

透過損益賬按公平價值處理之金融資產

當金融資產為(i)持作買賣；或(ii)其獲指定為透過損益賬按公平價值處理時，則金融資產分類為透過損益賬按公平價值處理。

3. SIGNIFICANT ACCOUNTING POLICIES*(CONTINUED)***Financial instruments (CONTINUED)****Financial assets**

The Group's financial assets are classified as financial assets at fair value through profit or loss ("FVTPL") and loans and receivables. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset, or, where appropriate, a shorter period to the net carrying amount on initial recognition.

Interest income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL, of which interest income is included in net gains or losses.

Financial assets at FVTPL

Financial assets are classified as at FVTPL when the financial asset is (i) held for trading, or (ii) it is designated as at FVTPL.

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3. 主要會計政策(續)

金融工具(續)

金融資產(續)

透過損益賬按公平價值處理之金融資產(續)

倘出現下列情況，金融資產被歸類為持作買賣：

- 購入金融資產主要是為於短期內出售；或
- 於首次確認時，其構成本集團合併管理之金融工具之確定組合之一部份及具有最近實際短期獲利模式；或
- 其為未被指定及可有效作為對沖工具之衍生工具。

倘發生下列情況，金融資產(除持作買賣之金融資產外)可於首次確認時指定為透過損益賬按公平價值處理：

- 該指定對銷或大幅減少採用其他基準可能產生之計量或確認不一致的情況；或
- 該金融資產構成金融資產或金融負債或兩者之組別之一部分，並根據本集團之已定風險管理或投資策略按公平價值基準管理及評估其業績，該組別之資料按該基準內部提供；或
- 其構成包括一個或以上嵌入式衍生工具之合約之一部分，香港會計準則第39號允許全部合併合約(資產或負債)指定為透過損益賬按公平價值處理。

透過損益賬按公平價值處理之金融資產按公平價值計量，有關重新計量導致之公平價值變動於變動產生期間透過損益直接確認。於損益確認之盈虧淨額包括通過金融資產所賺取的任何股息或利息。

3. SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

Financial instruments (CONTINUED)

Financial assets (CONTINUED)

Financial assets at FVTPL (CONTINUED)

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

A financial asset other than a financial asset held for trading may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial asset forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and HKAS 39 permits the entire combined contract (asset or liability) to be designated as at FVTPL.

Financial assets at FVTPL are measured at fair value, with changes in fair value arising from remeasurement recognised directly in profit or loss in the period in which they arise. The net gain or loss recognised in profit or loss includes any dividend or interest earned on the financial assets.

綜合財務報表附註 Notes to the Consolidated Financial Statements

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3. 主要會計政策(續)**金融工具(續)****金融資產(續)****貸款及應收款項**

貸款及應收款項為具有固定或可釐定付款的非衍生金融資產，該等資產於活躍市場上並無報價。首次確認後，貸款及應收款項(包括應收貿易款項及應收票據、其他應收款項、應收貸款、其他保本型存款、一間中介控股公司欠款、一間合營公司欠款、其他關聯方欠款、已抵押短期銀行存款、受限制銀行存款、定期存款以及銀行結餘及現金)乃使用實際利息法按攤銷成本減任何已識別減值虧損列賬。有關金融資產減值虧損的會計政策載列於下文。

利息收入使用實際利率確認，惟確認利息影響不大之短期應收款項除外。

金融資產之減值

金融資產(透過損益賬按公平價值處理除外)會於報告期末評定是否有減值跡象。當有客觀證據顯示金融資產之估計未來現金流量因於首次確認金融資產後發生之一項或多項事件而受到影響時，該等金融資產視為已減值。

就按攤銷成本處理之金融資產而言，減值客觀證據包括：

- 發行人或交易對手存在重大財政困難；或
- 違約，如拖欠或逾期支付利息或本金；或
- 借款方將可能破產或進行財務重組。

一組應收款項之客觀減值證據可能包括本集團過往之收款經驗、組合中超過平均信貸期之延期付款數目增加、與拖欠應收款項相關之國家或本地經濟環境之可觀察轉變。

3. SIGNIFICANT ACCOUNTING POLICIES*(CONTINUED)***Financial instruments (CONTINUED)****Financial assets (CONTINUED)****Loans and receivables**

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables (including trade and bills receivables, other receivables, loans receivable, other principal protected deposits, amount due from an intermediate holding company, amount due from a joint venture, amounts due from other related parties, pledged short-term bank deposits, restricted bank deposit, time deposits and bank balances and cash) are carried at amortised cost using the effective interest method, less any identified impairment losses. The accounting policy on impairment loss of financial assets is set out below.

Interest income is recognised by applying the effective interest rate, except for short-term receivables where the recognition of interest would be immaterial.

Impairment of financial assets

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of the reporting period. Financial assets are considered to be impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial assets, the estimated future cash flows of the financial assets have been affected.

For financial assets at amortised cost, objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- breach of contract, such as default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation.

Objective evidence of impairment for a portfolio of receivables could include Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period, observable changes in national or local economic conditions that correlate with default on receivables.

綜合財務報表附註 Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產之減值(續)

就按攤銷成本計算之金融資產而言，其減值虧損按資產之賬面值與按原實際利率貼現之估計未來現金流量之現值之間之差額確認。

所有金融資產之賬面值直接扣除減值虧損，惟貿易及其他應收款項除外，其賬面值透過使用撥備賬扣減。撥備賬之賬面值之變動於損益確認。當貿易及其他應收款項被視為不可收回時，其於撥備賬內撇銷。過往撇銷之其後收回款項於損益入賬。

就按攤銷成本計算之金融資產而言，倘於其後期間，減值虧損金額減少及該減少與於確認減值虧損後發生之事件存在客觀關係，則過往之已確認減值虧損透過損益撥回，惟於減值日期撥回之資產之賬面值不可超過倘並未確認減值之攤銷成本。

金融負債及權益工具

集團實體發行之金融負債及權益工具乃根據所訂立合約安排之主旨與金融負債及權益工具之定義分類為金融負債或權益。

權益工具乃證明於實體經扣減其所有負債後之資產中擁有剩餘權益之任何合約。本公司發行之權益工具乃按已收取之所得款項扣除直接發行費用確認。

3. SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

Financial instruments (CONTINUED)

Financial assets (CONTINUED)

Impairment of financial assets (CONTINUED)

For financial assets carried at amortised cost, the amount of the impairment loss recognised is the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the financial asset's original effective interest rate.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade and other receivables, where the carrying amount is reduced through the use of an allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss. When the trade and other receivables are considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to profit or loss.

For financial assets measured at amortised cost, if, in a subsequent period, the amount of impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment loss was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

Financial liabilities and equity instruments

Financial liabilities and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

綜合財務報表附註 Notes to the Consolidated Financial Statements

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3. 主要會計政策(續)**金融工具(續)****金融負債及權益工具(續)****實際利息法**

實際利息法為計算金融負債攤銷成本及於有關期間攤分利息支出之方法。實際利率為將於金融負債之預期年限或(如適用)較短期間內估計未來所支付之現金(包括所有構成實際利率之組成部分之已付或已收費用及點子、交易成本及其他溢價或折讓)準確貼現至於首次確認時之賬面淨值之利率。

利息支出按實際利息基準確認。

金融負債

金融負債(包括應付貿易款項及應付票據、其他應付款項、欠一間中介控股公司款項、欠其他關聯方款項及銀行及其他借貸)隨後使用實際利息法按攤銷成本計量。

終止確認

僅於資產現金流量之合約權利屆滿時，或將金融資產及該資產擁有權之絕大部分風險及回報轉讓予另一實體時，本集團方會終止確認金融資產。倘本集團保留已轉讓金融資產擁有權之絕大部分風險及回報，則本集團繼續確認該金融資產並亦確認已收所得款項之有抵押借款。

終止確認金融資產時，資產賬面值與已收及應收代價之差額於損益確認。

本集團當且僅當本集團之責任解除、註銷或屆滿時終止確認金融負債。終止確認之金融負債賬面值與已付及應付代價之差額於損益確認。

3. SIGNIFICANT ACCOUNTING POLICIES*(CONTINUED)***Financial instruments (CONTINUED)****Financial liabilities and equity instruments (CONTINUED)****Effective interest method**

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest expense is recognised on an effective interest basis.

Financial liabilities

Financial liabilities (including trade and bills payables, other payables, amount due to an intermediate holding company, amounts due to other related parties and bank and other borrowings) are subsequently measured at amortised cost, using the effective interest method.

Derecognition

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group retains substantially all the risks and rewards of ownership of a transferred financial assets, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset, the difference between the asset's carrying amount and the consideration received and receivable is recognised in profit or loss.

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

綜合財務報表附註 Notes to the Consolidated Financial Statements

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4. 不確定性估計之主要來源

董事於應用附註3所述之本集團會計政策時須就無法直接通過其他來源獲得之資產及負債賬面值作出判斷、估計及假設。估計及相關假設乃基於歷史經驗及視為相關之其他因素作出。實際結果可能與該等估計存在差異。

估計及相關假設乃按持續基準檢討。如會計估計之修訂僅對修訂期間產生影響，則其影響僅在估計修訂期間確認；如會計估計之修訂對即期及未來期間均產生影響，則相關影響將在估計修訂期間及未來期間進行確認。

不確定性估計之主要來源

於報告期末，有關未來的主要假設及其他不確定性估計之主要來源(具有風險導致下個財政年度之資產及負債賬面值出現重大調整)如下。

呆壞賬撥備

本集團基於對應收貿易款項的可收回性評估計提呆壞賬撥備。倘出現結餘可能無法收回的任何客觀證據，則就應收貿易款項計提撥備。於評估是否須就呆壞賬計提撥備時，管理層會考慮應收貿易款項的客戶信貸歷史，包括拖欠或延遲付款、應收貿易款項的後續付款、賬齡分析及與客戶的業務關係。倘應收貿易款項可收回性的實際結果有別於初始估計，則有關差額會影響有關估計變動之期間應收貿易款項之賬面值及呆壞賬撥備。於二零一六年十二月三十一日，應收貿易款項之賬面值為人民幣245,476,000元(經扣除撥備人民幣34,562,000元)(二零一五年：賬面值人民幣134,655,000元(經扣除撥備人民幣32,971,000元))。呆壞賬撥備之詳情於附註25披露。

4. KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3, the Directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Allowance for bad and doubtful debts

The Group makes allowance for bad and doubtful debts based on an assessment of the recoverability of trade receivables. Allowances are made on trade receivables whenever there is any objective evidence that the balances may not be collectible. In estimating the allowance for bad and doubtful debts, the management considers the credit history of customers, including default or delay in settlement, subsequent settlements, ageing analysis of the trade receivables and the business relationship with the customers. Where the actual outcome of the recoverability of trade receivables is different from the original estimate, such difference will impact the carrying value of trade receivables and allowance for bad and doubtful debts in the period in which such estimate has changed. As at 31 December 2016, the carrying amount of trade receivables is RMB245,476,000 (net of allowance of RMB34,562,000) (2015: carrying amount of RMB134,655,000 (net of allowance of RMB32,971,000)). Details of the allowance for bad and doubtful debts are disclosed in note 25.

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4. 不確定性估計之主要來源(續)

商譽之減值來自收購北京紫光製藥有限公司及其附屬公司之60%股本權益

於二零一六年七月十二日，本集團完成自深圳市華融泰資產管理有限公司(本公司之中介控股公司)收購北京紫光製藥有限公司及其附屬公司之60%股本權益，現金代價為人民幣291,200,000元(相當於338,871,000港元)。收購事項已使用購買法入賬並產生商譽219,492,000港元。

釐定商譽是否減值須對獲分配至商譽的現金產生單位的可收回金額(即使用價值或公平價值減去銷售成本兩者中之較高者)作出估計。本集團委聘獨立專業估值師進行有關估值。計算使用價值須本集團估計預期產生自現金產生單位的未來現金流量及適當的貼現率以計算現值。所使用之主要假設包括貼現率、永久增長率、預算銷售收入及毛利率，並計及相關行業增長預測、董事基於管理層於有關處方藥及實驗相關產品製造之經驗批准的財務預算及管理層對市場發展的預期。根據本公司管理層作出之評估，於二零一六年十二月三十一日並無發現任何減值。倘未來實際現金流量少於預期，或事實及情況有變以致未來現金向下調整，則可能產生重大減值虧損。於二零一六年十二月三十一日，收購北京紫光製藥有限公司產生之商譽之賬面值為217,555,000港元(二零一五年：無)。有關可收回金額計算之詳情於附註19披露。

4. KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

Impairment of goodwill arising from acquisition of 60% equity interest in 北京紫光製藥有限公司 (Beijing Ziguang Pharmaceutical Co., Ltd.) and its subsidiaries

On 12 July 2016, the Group completed the acquisition of 60% of the equity interest in 北京紫光製藥有限公司 (Beijing Ziguang Pharmaceutical Co., Ltd.) and its subsidiaries from 深圳市華融泰資產管理有限公司, an intermediate holding company of the Company, for a cash consideration of RMB291,200,000 (equivalent to HK\$338,871,000). The acquisition has been accounted for using the purchase method and the goodwill of HK\$219,492,000 was arose.

Determining whether goodwill is impaired requires an estimation of the recoverable amount of the cash-generating unit to which goodwill has been allocated, which is the higher of the value in use or fair value less costs of disposal. The Group engaged an independent professional valuer to perform such valuation. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate the present value. The use of the key assumptions include the discount rate, terminal growth rate, budgeted sales and gross margin taking into account the relevant industry growth forecasts, financial budgets approved by the directors from the management's experience from manufacturing of related prescription drugs and laboratory related products and management's expectation for the market development. Based on the assessment made by the management of the Company, no impairment was identified as at 31 December 2016. Where the actual future cash flows are less than expected, or change in facts and circumstances which results in downward revision of future cash, a material impairment loss may arise. As at 31 December 2016, the carrying amount of goodwill arising from the acquisition of 北京紫光製藥有限公司 (Beijing Ziguang Pharmaceutical Co., Ltd.) is HK\$217,555,000 (2015: Nil). Details of the recoverable amount calculation are disclosed in note 19.

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5. 收入

收入指來自製造及銷售處方藥及實驗室相關產品、製造及銷售水泥及熟料以及買賣水泥的銷售金額(已扣除折扣及銷售相關稅項)。

製造及銷售處方藥及
實驗室相關產品

製造及銷售水泥
及熟料

買賣水泥

Manufacture and sales of prescription
drugs and laboratory related products

Manufacture and sales of cement and
clinker

Trading of cement

5. REVENUE

Revenue represents the sales amount from the manufacturing and sales of prescription drugs and laboratory related products, manufacturing and sales of cement and clinker, and trading of cement, net of discount and sales related tax.

	二零一六年 2016 千港元 HK\$'000	二零一五年 2015 千港元 HK\$'000
	124,461	—
	214,319	239,934
	294,499	225,805
	633,279	465,739

6. 分部資料

於截至二零一六年十二月三十一日止年度，本集團已收購醫療、醫藥及健康業務的新業務，詳情披露於附註39。本公司管理層已重新評估本集團的經營業務及財務表現評估的測量方法，並將水泥業務及醫療、醫藥及健康業務視作本集團的兩個獨立經營及可呈報分部。因此，截至二零一五年十二月三十一日止年度的比較資料已經重新呈列，以符合本年度的呈列方式。

各分部所組織及管理的經營業務代表提供不同產品及服務以供分配資源及評估分部表現的策略性業務單位。本集團有以下可呈報及經營分部：

- 水泥業務 — 水泥及熟料生產和銷售、水泥買賣以及提供技術服務(如有)。
- 醫療、醫藥及健康業務 — 製造及銷售處方藥及實驗室相關產品(如有)。

於得出本集團之可呈報分部時，概無將已識別之任何經營分部作合併處理。

6. SEGMENT INFORMATION

During the year ended 31 December 2016, the Group acquired new business of medical, pharmaceutical and health business which is detailed in note 39. The management of the Company had reassessed the Group's operations and measurement of financial performance assessment and identified the cement business and medical, pharmaceutical and health business as two separate operating and reportable segments of the Group. Accordingly, the comparative information for the year ended 31 December 2015 has been represented to conform with the current year's presentation.

The operating business organised and managed in each segment represents a strategic business unit that offers different products and services for the purpose of resource allocation and assessment of segment performance. The Group has following reportable and operating segments:

- Cement business — manufacture and sales of cement and clinker, trading of cement and provision of technical services, if any.
- Medical, pharmaceutical and health business — manufacture and sales of prescription drugs and laboratory related products, if any.

No operating segments identified have been aggregated in arriving at the reportable segments of the Group.

綜合財務報表附註 Notes to the Consolidated Financial Statements

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6. 分部資料(續)

(i) 分部收入及業績

本集團的分部收入及業績分析如下：

	水泥業務		醫療、醫藥及健康業務 Medical, pharmaceutical and health business		總額 Total		
	二零一六年 2016 千港元 HK\$'000	二零一五年 2015 千港元 HK\$'000	二零一六年 2016 千港元 HK\$'000	二零一五年 2015 千港元 HK\$'000	二零一六年 2016 千港元 HK\$'000	二零一五年 2015 千港元 HK\$'000	
外界客戶分部 收入	Segment revenue from external customers	508,818	465,739	124,461	—	633,279	465,739
分部業績	Segment results	33,109	4,199	(11,412)	—	21,697	4,199
未分配企業收入	Unallocated corporate income					1,176	5,674
未分配企業開支	Unallocated corporate expenses					(24,983)	(18,137)
融資成本	Finance costs					(18,018)	(18,721)
除稅前虧損	Loss before taxation					(20,128)	(26,985)

截至二零一六年及二零一五年十二月三十一日止年度並無分部間銷售。可呈報分部之會計政策與本集團之會計政策相同。分部業績乃自各分部錄得之溢利(虧損)，不包括未分配企業收入及開支以及融資成本。此乃就資源分配及表現評估向本公司主要經營決策者報告之措施。

6. SEGMENT INFORMATION (CONTINUED)

(i) Segment revenue and results

Analysis of the Group's segment revenue and results is as follows:

	Cement business		Medical, pharmaceutical and health business		Total	
	2016 千港元 HK\$'000	2015 千港元 HK\$'000	2016 千港元 HK\$'000	2015 千港元 HK\$'000	2016 千港元 HK\$'000	2015 千港元 HK\$'000
Segment revenue from external customers	508,818	465,739	124,461	—	633,279	465,739
Segment results	33,109	4,199	(11,412)	—	21,697	4,199
Unallocated corporate income					1,176	5,674
Unallocated corporate expenses					(24,983)	(18,137)
Finance costs					(18,018)	(18,721)
Loss before taxation					(20,128)	(26,985)

There was no inter-segment sales during the years ended 31 December 2016 and 2015. The accounting policies of the reportable segments are the same as the Group's accounting policies. Segment results represent the profit (loss) from each segment without allocation of unallocated corporate income and expenses and finance costs. This is the measure reported to the chief operating decision makers of the Company for the purposes of resource allocation and performance assessment.

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6. 分部資料 (續)

(ii) 分部資產及負債

分部資產	Segment assets
遞延稅項資產	Deferred tax assets
未分配企業資產	Unallocated corporate assets

綜合資產	Consolidated assets
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6. SEGMENT INFORMATION (CONTINUED)

(ii) Segment assets and liabilities

水泥業務		醫療、醫藥及健康業務		總額	
Cement business		Medical, pharmaceutical and health business		Total	
二零一六年	二零一五年	二零一六年	二零一五年	二零一六年	二零一五年
2016	2015	2016	2015	2016	2015
千港元	千港元	千港元	千港元	千港元	千港元
HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
1,249,360	1,272,401	1,186,716	—	2,436,076	1,272,401
				199	—
				717,916	1,357,524
				3,154,191	2,629,925

分部負債	Segment liabilities
稅項負債	Tax liabilities
銀行及其他借貸	Bank and other borrowings
遞延稅項	Deferred taxation
未分配公司負債	Unallocated corporate liabilities

綜合負債	Consolidated liabilities
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水泥業務		醫療、醫藥及健康業務		總額	
Cement business		Medical, pharmaceutical and health business		Total	
二零一六年	二零一五年	二零一六年	二零一五年	二零一六年	二零一五年
2016	2015	2016	2015	2016	2015
千港元	千港元	千港元	千港元	千港元	千港元
HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
168,259	136,618	119,190	—	287,449	136,618
				91,385	86,425
				1,079,441	777,456
				44,770	19,212
				8,083	1,609
				1,511,128	1,021,320

就監控分部表現及於分部間分配資源而言：

- 所有資產分配至經營分部，惟不包括遞延稅項資產及未分配企業資產；及
- 所有負債分配至經營分部，惟不包括稅項負債、銀行及其他借貸、遞延稅項及未分配企業負債。

For the purposes of monitoring segment performance and allocating resources between segments:

- all assets are allocated to operating segments other than deferred tax assets and unallocated corporate assets; and
- all liabilities are allocated to operating segments other than tax liabilities, bank and other borrowings, deferred taxation and unallocated corporate liabilities.

綜合財務報表附註 Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

6. 分部資料(續)

(iii) 其他分部資料

6. SEGMENT INFORMATION (CONTINUED)

(iii) Other segment information

水泥業務 Cement business		醫療、醫藥及健康業務 Medical, pharmaceutical and health business		未分配 Unallocated		總額 Total	
二零一六年 2016 千港元 HK\$'000	二零一五年 2015 千港元 HK\$'000	二零一六年 2016 千港元 HK\$'000	二零一五年 2015 千港元 HK\$'000	二零一六年 2016 千港元 HK\$'000	二零一五年 2015 千港元 HK\$'000	二零一六年 2016 千港元 HK\$'000	二零一五年 2015 千港元 HK\$'000

計入分部損益或
分部資產計量之
款項：

Amounts included in the
measure of segment profit
or loss or segment
assets:

添置非流動 資產	Addition to non-current assets	11,567	13,889	353,063	—	46	711	364,676	14,600
攤銷及折舊	Amortisation and depreciation	20,723	22,969	8,031	—	26	197	28,780	23,166
按公平價值處理之 金融資產之公平 價值(收益)虧損	Fair value (gains) losses on financial assets at fair value	(713)	1,563	—	—	2,258	(664)	1,545	899
利息收入	Interest income	(22,232)	(20,201)	(3,243)	—	(3,339)	(6,656)	(28,814)	(26,857)
呆壞賬撥備	Allowance for bad and doubtful debts	3,827	18,274	174	—	—	—	4,001	18,274
減值及撇銷 存貨虧損	Loss on impairment and write-off of inventories	—	5,685	576	—	—	—	576	5,685
應佔一間聯營公司 業績	Share of results of an associate	15	—	—	—	—	—	15	—
應佔一間合營公司 業績	Share of results of a joint venture	—	—	4,096	—	—	—	4,096	—
土地使用權之 預付租賃 款項釋出	Release of prepaid lease payments on land use rights	182	195	1,258	—	—	—	1,440	195
出售及撇銷物業、 廠房及設備之 (收益)虧損淨額	Net (gain) loss on disposal and write-off of property, plant and equipment	(6,044)	1,697	(16)	—	—	—	(6,060)	1,697
權益結算以股份為 基礎之付款	Equity-settled share-based payments	—	—	9,713	—	4,048	—	13,761	—
於一間聯營公司之 權益	Interests in an associate	2,601	—	—	—	—	—	2,601	—
於一間合營公司之 權益	Interests in a joint venture	—	—	32,759	—	—	—	32,759	—

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6. 分部資料 (續)

(iv) 有關主要產品的資料

主要產品的收入分析如下：

生產和銷售及買賣：	Manufacture and sales and trading of:
水泥	Cement
熟料	Clinker
處方藥	Prescription drugs
實驗室相關產品	Laboratory related products

6. SEGMENT INFORMATION (CONTINUED)

(iv) Information about major products

The revenue of the major products is analysed as follows:

二零一六年 2016 千港元 HK\$'000	二零一五年 2015 千港元 HK\$'000
476,375	444,494
32,443	21,245
105,411	—
19,050	—
633,279	465,739

(v) 有關主要客戶的資料

截至二零一六年十二月三十一日止年度，來自水泥業務之一名客戶之收入達209,284,000港元(二零一五年：52,336,000港元)，單獨佔本集團收入之10%以上。

(v) Information about major customers

For the year ended 31 December 2016, revenue from a customer in the cement business amounting to HK\$209,284,000 (2015: HK\$52,336,000) individually represented more than 10% of the Group's revenue.

(vi) 地區資料

由於本集團全部收入均源自位於中國的客戶，而本集團主要非流動資產(根據資產地點劃分)位於中國，故並無呈列地區分部資料。

(vi) Geographical information

As all the Group's revenue is derived from customers based in the PRC and the Group's major non-current assets are located in the PRC by location of assets, no geographical segment information is presented.

綜合財務報表附註 Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

7. 其他收入

7. OTHER INCOME

		二零一六年 2016 千港元 HK\$'000	二零一五年 2015 千港元 HK\$'000
來自銀行之利息收入	Interest income from banks	8,291	6,607
應收貸款利息收入	Interest income from loans receivable	11,555	1,317
來自本集團附屬公司之一名 非控股股東之利息收入	Interest income from a non-controlling shareholder of the Group's subsidiary	6,918	8,184
來自一間中介控股公司之 利息收入	Interest income from an intermediate holding company	2,214	—
補助及政府補助	Subsidy and government grant	2,530	23,298
公開發售費用超額撥備	Overprovision of open offer expenses	—	360
撇銷其他應付款項 及已收按金	Write-off of other payables and deposits received	—	1,637
廢料銷售	Sales of scrap	5,317	293
租金收入	Rental income	150	—
雜項收入	Sundry income	6,730	3,176
		43,705	44,872

綜合財務報表附註 Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

8. 其他收益及虧損

淨匯兌收益(虧損)
透過損益賬按公平價值
處理之金融資產之
公平價值虧損
呆壞賬撥備
出售及撇銷物業、廠房及
設備之收益(虧損)淨額

Net foreign exchange gain (loss)
Fair value losses on financial assets
at fair value through
profit or loss
Allowance for bad and doubtful debts
Net gain (loss) on disposal and write-off
of property, plant and equipment

8. OTHER GAINS AND LOSSES

二零一六年 2016 千港元 HK\$'000	二零一五年 2015 千港元 HK\$'000
20	(2,418)
(1,545)	(898)
(4,001)	(18,274)
6,060	(1,697)
534	(23,287)

9. 融資成本

以下借貸之利息：
銀行貸款
其他借貸
貸款安排費
貸款擔保費

Interests on following borrowings:
Bank loans
Other borrowing
Loans arrangement fee
Loans guarantee fee

9. FINANCE COSTS

二零一六年 2016 千港元 HK\$'000	二零一五年 2015 千港元 HK\$'000
7,225	11,155
9,454	3,609
542	2,035
797	1,922
18,018	18,721

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截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

10. 董事、僱員及高級管理人員
酬金(續)

董事酬金(續)

10. DIRECTORS', EMPLOYEES' AND SENIOR
MANAGEMENT'S EMOLUMENTS (CONTINUED)

Directors' emoluments (CONTINUED)

二零一五年

2015

		薪金／ 服務費及 其他福利	按表現計算 之花紅	退休福利計劃 供款	酬金總額	
董事袍金		Salaries/ service fee and other benefits	Performance related bonuses	Retirement scheme contributions	Total emoluments	
千港元		千港元	千港元	千港元	千港元	
HK\$'000		HK\$'000	HK\$'000	HK\$'000	HK\$'000	
執行董事：	Executive Directors:					
黃俞先生	Mr. Huang Yu	10	600	24 (note a) (附註a)	—	634
黃清海先生	Mr. Ng Qing Hai	10	2,730	1,180 (note b) (附註b)	126	4,046
鄧勁光先生	Mr. Deng Jinguang	10	347	24 (note a) (附註a)	—	381
獨立非執行 董事：	Independent Non-Executive Directors:					
陳思聰先生	Mr. Chan Sze Chung	10	79	—	—	89
張瑞彬先生	Mr. Zhang Ruibin	10	79	—	—	89
張俊喜先生 ^α	Mr. Zhang Junxi Jack ^α	4	29	—	—	33
李樹杰先生 ^β	Mr. Li Shujie ^β	6	50	—	—	56
		60	3,914	1,228	126	5,328

^α 由二零一五年八月二十一日至二零一五年十二月三十一日。

^β 由二零一五年一月一日至二零一五年八月二十一日。

^α From 21 August 2015 to 31 December 2015.

^β From 1 January 2015 to 21 August 2015.

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截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

**10. 董事、僱員及高級管理人員
酬金(續)****董事酬金(續)**

以上所示之執行董事薪酬與管理本公司及本集團事宜所提供之服務有關。而以上所示之獨立非執行董事薪酬則與擔任董事所提供之服務有關。

於截至二零一六年及二零一五年十二月三十一日止年度，概無董事放棄任何酬金。

附註：

- (a) 金額乃指年內已批准並支付予相關董事之前一年實際酌情花紅。
- (b) 金額乃指年內已批准並支付予董事之前一年實際酌情花紅及月度目標計劃之實際花紅。

僱員酬金

本集團五名最高薪酬人士中有兩名(二零一五年：一名)為本公司董事，彼等之酬金已於上文予以披露。截至二零一六年十二月三十一日止年度，其餘三名(二零一五年：四名)最高薪酬人士之酬金如下：

薪金及其他福利	Salaries and other benefits
按表現計算之花紅	Performance related bonuses
退休福利計劃供款	Retirement benefits scheme contributions
權益結算以股份為基礎之付款	Equity-settled share-based payments

**10. DIRECTORS', EMPLOYEES' AND SENIOR
MANAGEMENT'S EMOLUMENTS (CONTINUED)****Directors' emoluments (CONTINUED)**

The executive directors' emoluments shown above were for their services in connection with the management of the affairs of the Company and the Group, while the independent non-executive directors' emoluments shown above were for their services as Directors.

None of the Directors waived any emoluments during the years ended 31 December 2016 and 2015.

Notes:

- (a) The amount represented the actual discretionary bonus of the preceding year approved and paid to the respective Directors during the year.
- (b) The amount represented the actual discretionary bonus of the preceding year and the actual bonus on monthly target scheme approved and paid to the Director during the year.

Employees' emoluments

Of the five individuals with the highest emoluments in the Group, two (2015: one) were the directors of the Company whose emoluments are included in the disclosure above. The emoluments of the remaining three (2015: four) highest paid individuals for the year ended 31 December 2016 were as follows:

	二零一六年 2016 千港元 HK\$'000	二零一五年 2015 千港元 HK\$'000
薪金及其他福利	2,990	3,806
按表現計算之花紅	198	230
退休福利計劃供款	167	225
權益結算以股份為基礎之付款	2,759	—
	6,114	4,261

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截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

**10. 董事、僱員及高級管理人員
酬金(續)**

僱員酬金(續)

其酬金介乎下列範圍：

1,000,000港元或以下	HK\$1,000,000 or below
1,000,001港元至 1,500,000港元	HK\$1,000,001 to HK\$1,500,000
1,500,001港元至 2,000,000港元	HK\$1,500,001 to HK\$2,000,000
2,000,001港元至 2,500,000港元	HK\$2,000,001 to HK\$2,500,000

於截至二零一六年十二月三十一日止年度，本集團概無向五名最高薪酬人士支付任何酬金(二零一五年：無)，以作為吸引彼等加入或於加入本集團後的報酬。

高級管理人員酬金

本集團高級管理人員中有七名(二零一五年：七名)為本公司董事或前董事，彼等之酬金已於上文予以披露。截至二零一六年十二月三十一日止年度，其餘九名(二零一五年：六名)人士之酬金如下：

薪金及其他福利	Salaries and other benefits
按表現計算之花紅	Performance related bonuses
退休福利計劃供款	Retirement benefits scheme contributions
權益結算以股份為基礎之付款	Equity-settled share-based payments

**10. DIRECTORS', EMPLOYEES' AND SENIOR
MANAGEMENT'S EMOLUMENTS (CONTINUED)**

Employees' emoluments (CONTINUED)

Their emoluments were within the following bands:

二零一六年 2016 僱員數目 Number of employees	二零一五年 2015 僱員數目 Number of employees
—	2
1	2
—	—
2	—
3	4

During the year ended 31 December 2016, no emoluments (2015: Nil) were paid by the Group to the five highest paid individuals as an inducement to join or upon joining the Group.

Senior management's emoluments

Of the senior management of the Group, seven (2015: seven) were the directors or former directors of the Company whose emoluments are included in the disclosure above. The emoluments of the remaining nine (2015: six) individuals for the year ended 31 December 2016 were as follows:

二零一六年 2016 千港元 HK\$'000	二零一五年 2015 千港元 HK\$'000
5,452	4,625
525	369
443	309
3,558	—
9,978	5,303

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截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

**10. 董事、僱員及高級管理人員
酬金(續)****高級管理人員酬金(續)**

其酬金介乎下列範圍：

1,000,000港元或以下	HK\$1,000,000 or below
1,000,001港元至 1,500,000港元	HK\$1,000,001 to HK\$1,500,000
1,500,001港元至 2,000,000港元	HK\$1,500,001 to HK\$2,000,000
2,000,001港元至 2,500,000港元	HK\$2,000,001 to HK\$2,500,000

按表現計算之花紅包括本公司若干附屬公司(即上海聯合水泥有限公司(「上海上聯」)、山東聯合王晁水泥有限公司(「聯合王晁」)及山東上聯水泥發展有限公司(「山東上聯」))採用的獎勵計劃。獎勵計劃標準為：

- 溢利金額
- 平均生產成本
- 生產水泥及熟料之數量
- 耗電量
- 耗煤量
- 逾期債務總額
- 銷量

各公司根據年度預算業績設定其目標。倘於某特定月份達到預定目標，則該月全體職員有權按各目標水平釐定及按個人表現評估而獲分配按表現計算之花紅。

**10. DIRECTORS', EMPLOYEES' AND SENIOR
MANAGEMENT'S EMOLUMENTS (CONTINUED)****Senior management's emoluments (CONTINUED)**

Their emoluments were within the following bands:

二零一六年 2016 僱員數目 Number of employees	二零一五年 2015 僱員數目 Number of employees
6	4
1	2
—	—
2	—
9	6

The performance related bonuses included an incentive scheme adopted by the Company's certain subsidiaries, namely Shanghai Allied Cement Co., Ltd. ("Shanghai SAC"), Shandong Allied Wangchao Cement Limited ("Allied Wangchao") and Shandong Shanghai Allied Cement Co., Ltd. ("Shandong SAC"). Criteria on the incentive scheme are:

- Amount of profits
- Average cost of production
- Quantities of cement and clinker produced
- Electricity consumption
- Coal consumption
- Aggregate amount of aging debts
- Sales volume

Each company bases on its annual budgeted performance to set its targets. If pre-set targets are achieved in a particular month, all staff will be entitled to performance related bonus as determined for in each target level as well as on individual's assessed performance during the subject month.

綜合財務報表附註 Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

11. 稅項

11. TAXATION

		二零一六年 2016 千港元 HK\$'000	二零一五年 2015 千港元 HK\$'000
(支出)抵免包括：	The (charge) credit comprises:		
即期稅項	Current tax		
— 中國企業所得稅	— PRC Enterprise Income Tax	(9,376)	(4,766)
— 香港利得稅	— Hong Kong Profits Tax	(19)	(19)
		(9,395)	(4,785)
過往年度之(撥備不足) 超額撥備	(Under) over provision in prior years		
— 中國企業所得稅	— PRC Enterprise Income Tax	(1)	(439)
— 香港利得稅	— Hong Kong Profits Tax	14	—
		13	(439)
遞延稅項(附註38)	Deferred tax (note 38)	1,957	2,395
		(7,425)	(2,829)

中國企業所得稅乃按適用於各附屬公司之稅率計算。根據中國稅務法規，一間於中國成立並獲認可為山東省高新科技企業之附屬公司，可於截至二零一六年及二零一五年十二月三十一日止年度享有優惠稅率15%。另一間於中國成立之附屬公司獲認可為《企業從事農、林、牧、漁業項目》，並可於截至二零一六年十二月三十一日止年度享有優惠稅率12.5%。於中國成立之其他附屬公司於截至二零一六年十二月三十一日止年度之適用稅率均為25%（二零一五年：25%）。一間於香港註冊成立之附屬公司須根據中國企業所得稅法按中國現行之預扣稅率，繳納就借貸予一間中國附屬公司所得之利息收入收取之預扣稅。

香港利得稅兩個年度均按估計應課稅溢利之16.5%計算。

The PRC Enterprise Income Tax is calculated at the rates applicable to respective subsidiaries. According to the PRC tax laws and regulations, a subsidiary established in the PRC, which was recognised as the High and New Technology Enterprise in Shandong Province, is entitled to enjoy the preferential tax rate at 15% for the years ended 31 December 2016 and 2015. Another subsidiary established in the PRC was recognised as 《企業從事農、林、牧、漁業項目》 and is entitled to enjoy the preferential tax rate at 12.5% for the year ended 31 December 2016. The applicable tax rate for other subsidiaries established in the PRC is 25% (2015: 25%) for the year ended 31 December 2016. A subsidiary incorporated in Hong Kong is subject to withholding tax charged on the interest income from lendings to a PRC subsidiary at the withholding tax rate prevailing in the PRC under the Enterprise Income Tax Law of the PRC.

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profits for both years.

綜合財務報表附註 Notes to the Consolidated Financial Statements

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11. 稅項(續)

本年度稅項支出與綜合損益及其他全面收益表內之除稅前虧損對賬如下：

11. TAXATION (CONTINUED)

The taxation charge for the year can be reconciled to the loss before taxation per the consolidated statement of profit or loss and other comprehensive income as follows:

		二零一六年 2016 千港元 HK\$'000	二零一五年 2015 千港元 HK\$'000
除稅前虧損	Loss before taxation	(20,128)	(26,985)
按國內所得稅稅率25% (二零一五年：25%)計算 之稅項抵免	Tax credit at the domestic income tax rate of 25% (2015: 25%)	5,032	6,746
不可扣稅支出之稅項 影響	Tax effect of expenses not deductible for tax purpose	(10,998)	(5,309)
毋須課稅收入之稅項 影響	Tax effect of income not taxable for tax purpose	3,026	4,402
未確認之稅項虧損之稅項 影響	Tax effect of tax losses not recognised	(7,258)	(8,717)
優惠稅率之稅項影響	Tax effect of preferential tax rate	1,470	547
在其他司法權區經營之附屬 公司之不同稅率之影響	Effect of different tax rates of subsidiaries operating in other jurisdictions	10	10
未分派盈利之預扣稅 撥回	Reversal of withholding tax on undistributed earnings	392	356
過往年度之超額撥備 (撥備不足)	Over (under) provision in prior years	13	(439)
使用先前未確認之 稅項虧損	Utilisation of tax loss previously not recognised	2,020	—
應佔一間聯營公司業績之 稅項影響	Tax effect of share of results of an associate	(4)	—
應佔一間合營公司業績之 稅項影響	Tax effect of share of results of a joint venture	(1,024)	—
其他	Others	(104)	(425)
本年度稅項支出	Taxation charge for the year	(7,425)	(2,829)

國內稅稅率指於中國經營之主要集團公司之法定稅率。

The domestic tax rate represents the statutory tax rate of the major group companies operating in the PRC.

綜合財務報表附註 Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

12. 本年度虧損

12. LOSS FOR THE YEAR

		二零一六年 2016 千港元 HK\$'000	二零一五年 2015 千港元 HK\$'000
本年度虧損已扣除(計入)：	Loss for the year has been arrived at after charging (crediting):		
員工費用 (包括董事酬金)	Staff costs (including Directors' emoluments)		
薪金及其他費用	Salaries and other costs	39,686	25,517
權益結算以股份為基礎之付款	Equity-settled share-based payments	13,761	—
退休福利計劃供款	Contributions to retirement benefits schemes	6,325	4,198
		59,772	29,715
核數師酬金	Auditor's remuneration	2,067	974
確認為支出之存貨成本	Cost of inventories recognised as expenses	538,120	435,852
減值及撇銷存貨虧損	Loss on impairment and write-off of inventories	576	5,685
無形資產攤銷	Amortisation of intangible assets	456	278
投資物業折舊	Depreciation of investment properties	67	—
物業、廠房及設備折舊	Depreciation of property, plant and equipment	28,257	22,888
攤銷及折舊總額	Total amortisation and depreciation	28,780	23,166
土地使用權之預付租賃款項釋出	Release of prepaid lease payments on land use rights	1,440	195
出售及撇銷物業、廠房及設備之(收益)虧損淨額	Net (gain) loss on disposal and write-off of property, plant and equipment	(6,060)	1,697
物業之經營租賃租金	Operating lease rentals in respect of premises	4,167	1,161

於截至二零一六年十二月三十一日止年度，本集團向為本集團提供臨時勞工的一間人才服務公司支付服務費1,991,000港元(二零一五年：8,061,000港元)。該等款項並未計入上文所述的員工費用總額。

During the year ended 31 December 2016, the Group paid HK\$1,991,000 (2015: HK\$8,061,000) services fee to a personnel services company providing temporary labours to the Group. Such amounts are excluded from the total staff costs as mentioned on above.

綜合財務報表附註 Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

13. 每股虧損

本公司股東應佔之每股基本及攤薄虧損乃根據以下數據計算：

虧損

用以計算每股基本及攤薄虧損之虧損(本公司股東應佔本年度虧損)

Loss

Loss for the purposes of basic and diluted loss per share (loss for the year attributable to owners of the Company)

二零一六年	二零一五年
2016	2015
千港元	千港元
HK\$'000	HK\$'000

(37,076)	(34,237)
-----------------	----------

二零一六年	二零一五年
2016	2015
股	股
Shares	Shares

4,949,626,885	4,950,000,000
----------------------	---------------

股份數目

用以計算每股虧損之普通股加權平均數

Number of shares

Weighted average number of ordinary shares for the purpose of loss per share

截至二零一五年十二月三十一日止年度，用於計算每股基本及攤薄虧損之普通股數目基於本公司已發行普通股而釐定，並已就於二零一五年一月進行之普通股拆細(「股份拆細」)而調整。

For the year ended 31 December 2015, the number of ordinary shares for the purpose of basic and diluted loss per share has been determined on the basis that the ordinary shares of the Company have been in issue and adjusted for the effect of the subdivision of the ordinary shares in January 2015 (the "Share Subdivision").

由於行使本公司購股權將導致每股虧損減少，故計算截至二零一六年十二月三十一日止年度之每股攤薄虧損時並無假設行使該等購股權。

The computation of the diluted loss per share for the year ended 31 December 2016 does not assume the exercise of the Company's share options as such would result in a decrease in loss per share.

由於截至二零一五年十二月三十一日止年度及報告期末並無發行在外的潛在普通股，故並無就該年度呈列每股攤薄虧損。

No diluted loss per share has been presented for the year ended 31 December 2015 as there was no outstanding potential ordinary share during the year and at the end of the reporting period.

14. 股息

本公司董事會(「董事會」)不建議派付截至二零一六年十二月三十一日止年度之末期股息(二零一五年：無)。

14. DIVIDEND

The board of directors of the Company (the "Board") does not recommend the payment of a final dividend for the year ended 31 December 2016 (2015: Nil).

於本年度，本公司並無宣派或派付股息(二零一五年：無)。

No dividend was declared or paid by the Company during the year (2015: Nil).

綜合財務報表附註 Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

15. 物業、廠房及設備

15. PROPERTY, PLANT AND EQUIPMENT

		樓宇及 建築物 Buildings and structures	租賃裝修 improvements	廠房及機器 Plant and machinery	在建工程 Construction in progress	傢俬、裝置 及設備 Furniture, fixtures and equipment	汽車 Motor vehicles	總額 Total
		千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
成本	COST							
於二零一五年一月一日	At 1 January 2015	276,186	4,099	261,460	19,421	5,522	8,624	575,312
匯兌調整影響	Effect of exchange adjustments	(15,509)	(230)	(14,758)	(1,091)	(306)	(484)	(32,378)
添置	Additions	1,111	—	4,085	7,889	341	1,174	14,600
出售及撇銷	Disposals and write-off	—	(515)	(12,216)	—	(220)	(1,526)	(14,477)
重新分類	Reclassification	15,386	—	2,972	(20,340)	1,982	—	—
超額撥備調整	Adjustment for overprovision	(6,501)	—	—	—	—	—	(6,501)
於二零一五年 十二月三十一日	At 31 December 2015	270,673	3,354	241,543	5,879	7,319	7,788	536,556
匯兌調整影響	Effect of exchange adjustments	(25,270)	(938)	(17,575)	(2,118)	(1,522)	(600)	(48,023)
收購附屬公司 所產生	Arising on acquisition of subsidiaries	126,846	11,594	27,337	9,422	17,001	2,614	194,814
添置	Additions	3,199	1,117	4,973	36,800	2,170	631	48,890
出售及撇銷	Disposals and write-off	(7,194)	(942)	(6,166)	—	(435)	(4,280)	(19,017)
重新分類	Reclassification	1,469	—	9,838	(12,418)	1,085	26	—
於二零一六年 十二月三十一日	At 31 December 2016	369,723	14,185	259,950	37,565	25,618	6,179	713,220
折舊	DEPRECIATION							
於二零一五年一月一日	At 1 January 2015	40,793	973	103,338	—	3,438	4,670	153,212
匯兌調整影響	Effect of exchange adjustments	(2,643)	(60)	(6,391)	—	(221)	(313)	(9,628)
本年度撥備	Provided for the year	7,886	126	12,818	—	730	1,328	22,888
於出售及撇銷時 對銷	Eliminated on disposals and write-off	—	(496)	(8,971)	—	(194)	(1,135)	(10,796)
於二零一五年 十二月三十一日	At 31 December 2015	46,036	543	100,794	—	3,753	4,550	155,676
匯兌調整影響	Effect of exchange adjustments	(3,271)	(58)	(7,236)	—	(344)	(310)	(11,219)
本年度撥備	Provided for the year	8,970	1,458	13,895	—	2,559	1,375	28,257
於出售及撇銷時 對銷	Eliminated on disposals and write-off	(3,301)	(942)	(3,497)	—	(435)	(3,535)	(11,710)
減值	Impairment	—	—	—	—	4	8	12
於二零一六年 十二月三十一日	At 31 December 2016	48,434	1,001	103,956	—	5,537	2,088	161,016
賬面值	CARRYING VALUES							
於二零一六年 十二月三十一日	At 31 December 2016	321,289	13,184	155,994	37,565	20,081	4,091	552,204
於二零一五年 十二月三十一日	At 31 December 2015	224,637	2,811	140,749	5,879	3,566	3,238	380,880

綜合財務報表附註 Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

15. 物業、廠房及設備(續)

以上物業、廠房及設備(在建工程除外)乃以直線法按以下年率折舊:

樓宇及建築物	2.5%–9%
租賃裝修	4.5%–18%
廠房及機器	5%–9%
傢俬、裝置及設備	9%–20%
汽車	18%–33.3%

本集團的樓宇為位於中國之租賃土地。

於二零一六年十二月三十一日，本集團抵押其賬面值合共為105,999,000港元(二零一五年：133,907,000港元)的樓宇及建築物以及廠房及機器，以取得一項銀行貸款102,793,000港元(二零一五年：25,440,000港元)及向供應商開具應付票據76,484,000港元(二零一五年：69,249,000港元)相關的短期銀行融資。資產抵押之詳情請參閱附註46。

16. 設備及機器之按金

上海上聯已於二零一二年九月二十八日訂立三項購買協議，以購買若干設備及機器，總代價為人民幣380,000,000元(相當於約424,581,000港元(二零一五年：454,002,000港元))。三項購買協議項下購買之設備及機器旨在未來用於位於上海浦東白龍港之新水泥生產設施發展項目(「白龍港項目」)，本集團及本公司不計劃把該等設備及機器留作自用。於二零一六年十二月三十一日，上海上聯已支付三項購買協議項下總代價之各首期付款合共人民幣68,270,000元(二零一五年：人民幣68,270,000元)(相當於約76,279,000港元(二零一五年：81,565,000港元))。交易詳情載於本公司日期分別為二零一二年十月三日及二零一二年十一月十五日之公告及通函內及本綜合財務報表附註43。

15. PROPERTY, PLANT AND EQUIPMENT*(CONTINUED)*

The above property, plant and equipment other than construction in progress are depreciated on a straight-line basis at the following rates per annum:

Buildings and structures	2.5%–9%
Leasehold improvements	4.5%–18%
Plant and machinery	5%–9%
Furniture, fixtures and equipment	9%–20%
Motor vehicles	18%–33.3%

The buildings of the Group are situated on the leasehold land in the PRC.

At 31 December 2016, the Group pledged its buildings and structures and plant and machinery with aggregate carrying amount of HK\$105,999,000 (2015: HK\$133,907,000) to secure for a bank loan of HK\$102,793,000 (2015: HK\$25,440,000) and short-term bank facilities in respect of the issuance of bills payable to suppliers amounting to HK\$76,484,000 (2015: HK\$69,249,000). Details of the pledged of assets referred to note 46.

16. DEPOSITS FOR EQUIPMENT AND MACHINERIES

On 28 September 2012, Shanghai SAC entered into three purchase agreements for the purchases of certain equipment and machineries at the aggregate consideration of RMB380,000,000 (equivalent to approximately HK\$424,581,000 (2015: HK\$454,002,000)). The equipment and machineries under the three purchase agreements were purchased for future use in the development of new cement production facilities at Bailonggang, Pudong, Shanghai (“Bailonggang Project”) and the Group and the Company does not intend to retain such equipment and machineries for their own use. As at 31 December 2016, Shanghai SAC has settled the respective first payments of the total consideration in an aggregate amount of RMB68,270,000 (2015: RMB68,270,000) (equivalent to approximately HK\$76,279,000 (2015: HK\$81,565,000)) under the three purchase agreements. Details of the transaction were set out in the announcement and circular of the Company dated 3 October 2012 and 15 November 2012 respectively and note 43 to these consolidated financial statements.

綜合財務報表附註 Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

17. 土地使用權之預付租賃款項

17. PREPAID LEASE PAYMENTS ON LAND USE RIGHTS

	二零一六年 2016 千港元 HK\$'000	二零一五年 2015 千港元 HK\$'000
土地使用權之預付租賃款項 包括： 中期租約下之 中國租賃土地	The prepaid lease payments on land use rights comprise: Leasehold land in the PRC under medium-term lease	
	105,877	6,872
就報告而作出之分析如下：	Analysed for reporting purposes as:	
非流動	Non-current	6,685
流動	Current	187
	105,877	6,872

租賃土地乃以直線法按租賃剩餘年期釋出。

The leasehold land is released on a straight-line basis over the remaining term of leases.

於二零一六年及二零一五年十二月三十一日，本集團抵押若干土地使用權之預付租賃款項，以取得銀行貸款及有關開具應付票據的短期銀行融資。抵押資產之詳情請參閱附註46。

At 31 December 2016 and 2015, the Group pledged certain prepaid lease payments on land use rights to secure for bank loans and short-term bank facilities in respect of the issuance of bills payable. Details of the pledged of assets referred to note 46.

綜合財務報表附註 Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

18. 投資物業

18. INVESTMENT PROPERTIES

		千港元 HK\$'000
成本	COST	
於二零一五年一月一日及 二零一五年十二月三十一日	At 1 January 2015 and 31 December 2015	—
匯兌調整影響	Effect on exchange adjustments	(333)
來自收購附屬公司	Arising on acquisition of subsidiaries	5,466
		<hr/>
於二零一六年十二月三十一日	At 31 December 2016	5,133
		<hr/>
攤銷	AMORTISATION	
於二零一五年一月一日及 二零一五年十二月三十一日	At 1 January 2015 and 31 December 2015	—
匯兌調整影響	Effect on exchange adjustments	—
本年度扣除	Charge for the year	67
		<hr/>
於二零一六年十二月三十一日	At 31 December 2016	67
		<hr/>
賬面值	CARRYING VALUE	
於二零一六年十二月三十一日	At 31 December 2016	5,066
		<hr/> <hr/>
於二零一五年十二月三十一日	At 31 December 2015	—
		<hr/> <hr/>

綜合財務報表附註 Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

19. 商譽

19. GOODWILL

		千港元 HK\$'000
成本	COST	
於二零一五年一月一日	At 1 January 2015 and	—
及二零一五年十二月三十一日	31 December 2015	
收購附屬公司所產生(附註39)	Arising on acquisition of subsidiaries (note 39)	219,492
匯兌調整影響	Effect on exchange adjustments	(1,937)
		<hr/>
於二零一六年十二月三十一日	At 31 December 2016	<u>217,555</u>

於二零一六年七月十二日，本集團完成自深圳市華融泰資產管理有限公司(本公司之中介控股公司)收購北京紫光製藥有限公司之60%股本權益，現金代價為人民幣291,200,000元(相當於338,871,000港元)。因收購而產生之商譽金額為219,492,000港元。詳情請參閱附註39。此現金產生單位之可收回金額已基於使用價值計算而釐定。本集團委聘獨立專業估值師進行有關估值。五年預算期間現金流量預測所使用之主要假設包括折現率、永久增長率、預算銷售收入及毛利率，並計及相關行業增長預測、董事基於管理層於有關處方藥及實驗相關產品製造之經驗批准的財務預算及管理層對市場發展的預期。有關計算採用現金流量預測，以獲管理層批准之五年期財務預算及貼現率15.5%為基準。超過五年期間之現金流量使用增長率2.3%推斷。管理層相信，任何該等假設之任何合理及可能變動不會導致此現金產生單位之總賬面金額超過其可收回金額總額。

On 12 July 2016, the Group completed the acquisition of 60% of the equity interest in Beijing Ziguang Pharmaceutical Co., Ltd.) from 深圳市華融泰資產管理有限公司, an intermediate holding company of the Company, for a cash consideration of RMB291,200,000 (equivalent to HK\$338,871,000). The amount of goodwill arising as a result of the acquisition was HK\$219,492,000. Details referred to note 39. The recoverable amount of this cash generating unit has been determined based on a value in use calculation. The Group engaged an independent professional valuer to perform such valuation. The use of the key assumptions of the cash flow projection during the 5-year budget period include the discount rate, terminal growth rate, budgeted sales and gross margin taking into account the relevant industry growth forecasts, financial budgets approved by the directors from the management's experience from manufacturing of related prescription drugs and laboratory related products and management's expectation for the market development. That calculation uses cash flow projections based on financial budgets approved by management covering a 5-year period, and discount rate of 15.5%. The cash flows beyond the 5-year period are extrapolated at a growth rate of 2.3%. Management believes that any reasonably possible change in any of these assumptions would not cause the aggregate carrying amount to exceed the aggregate recoverable amount of this cash generating unit.

綜合財務報表附註 Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

20. 無形資產

20. INTANGIBLE ASSETS

		採礦權 Mining right 千港元 HK\$'000	俱樂部會籍 Club membership 千港元 HK\$'000	產品 許可證 Product license 千港元 HK\$'000	總額 Total 千港元 HK\$'000
成本	COST				
於二零一五年 一月一日	At 1 January 2015	11,751	—	—	11,751
匯兌調整 影響	Effect on exchange adjustments	(660)	—	—	(660)
於二零一五年 十二月三十一日	At 31 December 2015	11,091	—	—	11,091
匯兌調整 影響	Effect on exchange adjustments	(719)	—	(427)	(1,146)
收購附屬公司 所產生	Arising on acquisition of subsidiaries	—	—	6,947	6,947
添置	Addition	850	278	—	1,128
於二零一六年 十二月三十一日	At 31 December 2016	11,222	278	6,520	18,020
攤銷	AMORTISATION				
於二零一五年 一月一日	At 1 January 2015	1,881	—	—	1,881
匯兌調整 影響	Effect on exchange adjustments	(118)	—	—	(118)
本年度扣除	Charge for the year	278	—	—	278
於二零一五年 十二月三十一日	At 31 December 2015	2,041	—	—	2,041
匯兌調整 影響	Effect on exchange adjustments	(144)	—	(8)	(152)
本年度扣除	Charge for the year	272	—	184	456
於二零一六年 十二月三十一日	At 31 December 2016	2,169	—	176	2,345
賬面值	CARRYING VALUE				
於二零一六年 十二月三十一日	At 31 December 2016	9,053	278	6,344	15,675
於二零一五年 十二月三十一日	At 31 December 2015	9,050	—	—	9,050

綜合財務報表附註 Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

20. 無形資產 (續)

除具無限使用年期之俱樂部會籍外，無形資產均按直線基準於以下期間攤銷：

採礦權	50年
產品許可證	7年

20. INTANGIBLE ASSETS (CONTINUED)

Other than the club membership, which have indefinite useful lives, the intangible assets are amortised on a straight-line basis over the following periods:

Mining right	50 years
Product license	7 years

21. 於一間聯營公司之權益

投資成本	Cost of investment
匯兌調整影響	Effect on exchange adjustments
應佔收購後儲備	Share of post-acquisition reserves

本集團於二零一六年十二月三十一日之聯營公司之詳情載於附註51。

21. INTERESTS IN AN ASSOCIATE

二零一六年 2016 千港元 HK\$'000	二零一五年 2015 千港元 HK\$'000
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2,615	—
1	—
(15)	—

2,601	—
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Particulars of the Group's associate at 31 December 2016 are set out in note 51.

22. 於一間合營公司之權益

投資成本	Cost of investment
應佔收購後儲備	Share of post-acquisition reserves

22. INTERESTS IN A JOINT VENTURE

二零一六年 2016 千港元 HK\$'000	二零一五年 2015 千港元 HK\$'000
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36,855	—
(4,096)	—

32,759	—
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22. 於一間合營公司之權益 (續)

年內，本集團與一名個人第三方（「個人」）訂立普通合夥投資及股東協議。根據該協議，本集團與個人共同控制泰勝投資有限公司（「泰勝」）。泰勝為普通合夥人，進而全面控制Tongfang Konta Capital L.P.（「Konta Capital」）。Konta Capital於一間根據美利堅合眾國特拉華州法律註冊成立之公司Apros Therapeutics, Inc.（「Apros」）持有68.74%權益，並從事重點為免疫學及小分子之醫療研究。本集團於Konta Capital投資4,750,000美元（相當於36,855,000港元），並因此作為有限合夥人直接持有Konta Capital之99.99%權益，亦透過一間非全資擁有之附屬公司向Konta Capital提供管理服務。因此，Konta Capital實際為本集團持有99.99%權益之合營公司。

本集團擁有可認購250,000股泰勝股份之選擇權，倘該選擇權獲行使，本集團可對泰勝行使控制權。選擇權須於(i)投資日期第四週年（即二零二零年八月五日）；及(ii)Apros就先導化合物完成專利註冊兩者中之較早者後任何時間行使。董事認為，認購權之價值並不重大。

董事認為，該投資將提升本集團於發展醫療及醫藥產品之研究及創新能力。

本集團於二零一六年十二月三十一日之合營公司之詳情載於附註52。

23. 持作銷售物業

結餘乃指位於中國之已竣工物業。

24. 存貨

存貨包括下列項目：

原料
在製品
製成品

Inventories consist of the following:

Raw materials
Work in progress
Finished goods

22. INTERESTS IN A JOINT VENTURE*(CONTINUED)*

During the year, the Group entered into a General Partner Investment and Shareholders Agreement with an individual third party (the "Individual"). Pursuant to the agreement, the Group and the Individual jointly controlled Taisheng Investment Co., Ltd. ("Taisheng"). Taisheng is the general partner and in turns has full control over Tongfang Konta Capital L.P. ("Konta Capital") which holds 68.74% of Apros Therapeutics, Inc. ("Apros"), a company duly incorporated under the laws of Delaware, the United States of America, and engaged in medical research with a focus in immunology and small molecule. The Group invested US\$4,750,000 (equivalent to HK\$36,855,000) in Konta Capital and, accordingly, directly held 99.99% of the Konta Capital as a limited partner and also provided management services to Konta Capital via a non-wholly owned subsidiary. Accordingly, Konta Capital is a 99.99% joint venture of the Group effectively.

The Group has an option to subscribe for 250,000 shares of Taisheng, which by then the Group could exercise control over Taisheng. The option shall be exercisable at any time after the earlier of (i) the fourth anniversary of the date of investment (i.e. 5 August 2020) and (ii) the registration of a patent for a lead compound by Apros. In the opinion of the Directors, the value of the subscription option is insignificant.

The Directors consider that the investment will enhance the research and innovation capability of the Group in the development of medical and pharmaceutical products.

Particulars of the Group's joint venture at 31 December 2016 are set out in note 52.

23. PROPERTIES HELD FOR SALE

The balance represented completed properties located in the PRC.

24. INVENTORIES

二零一六年 2016 千港元 HK\$'000	二零一五年 2015 千港元 HK\$'000
----------------------------------	----------------------------------

存貨包括下列項目：

Inventories consist of the following:

原料
在製品
製成品

Raw materials
Work in progress
Finished goods

33,561
10,675
34,252

20,202
274
13,854

78,488 **34,330**

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25. 應收貿易款項及應收票據

25. TRADE AND BILLS RECEIVABLES

		二零一六年 2016 千港元 HK\$'000	二零一五年 2015 千港元 HK\$'000
應收貿易款項	Trade receivables	280,038	167,626
減：應收貿易款項撥備	Less: Allowance for trade receivables	(34,562)	(32,971)
		245,476	134,655
應收票據	Bills receivables	102,513	160,785
		347,989	295,440

本集團之政策為給予其貿易客戶一般介乎30日至1年不等之信貸期。於報告期末根據發票日期呈列之應收貿易款項及應收票據(扣除呆壞賬撥備)之賬齡分析如下：

The Group has a policy of allowing its trade customers credit periods normally ranging from 30 days to 1 year. The aged analysis of trade and bills receivables, net of allowance for bad and doubtful debts, is presented based on the invoice date at the end of the reporting period as follows:

		二零一六年 2016 千港元 HK\$'000	二零一五年 2015 千港元 HK\$'000
0至90日	0 to 90 days	206,377	161,123
91至180日	91 to 180 days	93,456	59,782
181至365日	181 to 365 days	36,812	47,388
超過1年	Over 1 year	11,344	27,147
		347,989	295,440

在接納任何新客戶前，本集團將評估潛在客戶之信貸質素和釐定客戶之信貸限額。客戶之限額及評分每年檢討兩次。約97% (二零一五年：約91%) 的應收貿易款項及應收票據並無逾期或減值。本集團管理層認為，於報告期末並無逾期或減值之應收貿易款項及應收票據結餘的信貸質素良好，且該等客戶與本集團建有長期合作關係。

Before accepting any new customer, the Group will assess the potential customer's credit quality and define credit limits by customer. Limits and scoring attributed to customers are reviewed twice a year. Approximately 97% (2015: approximately 91%) of the trade and bills receivables were neither past due nor impaired. Management of the Group is of the opinion that the credit quality of the trade and bills receivables balances that are neither past due nor impaired at the end of the reporting period is of good quality and these customers have long term relationship with the Group.

綜合財務報表附註 Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

25. 應收貿易款項及應收票據(續)

於二零一六年十二月三十一日，本集團之應收貿易款項及應收票據結餘包括於報告期末已過期而本集團並無計提減值虧損的應收賬款，總賬面金額為11,344,000港元(二零一五年：27,147,000港元)。

於報告期末已過期但未減值之應收貿易款項及應收票據之賬齡分析如下：

超過1年 Over 1 year

應收貿易款項之賬面值已扣除下列減值撥備：

年初結餘	Balance at beginning of the year
匯兌差異	Exchange difference
就應收款項確認之減值虧損	Impairment losses recognised on receivables
作為無法收回款項撇銷之款項	Amounts written off as uncollectible
年內收回之款項	Amounts recovered during the year

於二零一六年十二月三十一日，呆壞賬撥備內包括總結餘為34,562,000港元(二零一五年：32,971,000港元)的個別已減值應收貿易款項，該等結餘乃經考慮應收貿易款項的客戶信貸歷史，包括拖欠或延遲付款、後續付款、賬齡分析及與客戶的業務關係後進行評估。本集團並未就該等結餘持有任何抵押品。

25. TRADE AND BILLS RECEIVABLES

(CONTINUED)

At 31 December 2016, included in the Group's trade and bills receivables balances are debtors with aggregate carrying amount of HK\$11,344,000 (2015: HK\$27,147,000) which are past due at the end of the reporting period for which the Group has not provided for impairment loss.

The following is an aged analysis of trade and bills receivables that were past due at the end of the reporting period but not impaired:

二零一六年 2016 千港元 HK\$'000	二零一五年 2015 千港元 HK\$'000
11,344	27,147

The carrying amount of the trade receivables is after netting off the following impairment allowances:

二零一六年 2016 千港元 HK\$'000	二零一五年 2015 千港元 HK\$'000
32,971	30,907
(2,410)	(2,460)
4,109	18,274
—	(13,750)
(108)	—
34,562	32,971

At 31 December 2016, included in the allowance for bad and doubtful debts are individually impaired trade receivables with an aggregate balance of HK\$34,562,000 (2015: HK\$32,971,000) which was assessed after considering the credit history of the customers, including default or delay in settlement, subsequent settlements, aging analysis of trade receivables and the business relationship with the customers. The Group does not hold any collateral over these balances.

綜合財務報表附註 Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

26. 其他應收款項、按金及預付款項

26. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

		二零一六年 2016 千港元 HK\$'000	二零一五年 2015 千港元 HK\$'000
向供應商墊款	Advance to suppliers	66,983	17,514
已付按金	Deposits paid	2,069	543
預付款項	Prepayments	10,096	8,384
其他應收款項(附註)	Other receivables (note)	56,634	22,478
應收銀行利息收入	Bank interest income receivable	5,246	2,223
		141,028	51,142

附註：計入其他應收款項中包括一項應收款項金額為13,610,000港元(二零一五年：14,337,000港元)，其乃按年利率6%(二零一五年：6%)計息。

Note: There is a receivable amounting to HK\$13,610,000 (2015: HK\$14,337,000) carrying interest at 6% (2015: 6%) per annum included in other receivables.

27. 應收貸款

27. LOANS RECEIVABLE

		二零一六年 2016 千港元 HK\$'000	二零一五年 2015 千港元 HK\$'000
應收貸款	Loans receivable		
逆回購合同	Reverse repurchase agreements (a)	125,981	—
貸款票據	Loan note (b)	—	—
其他應收貸款	Other loans receivable (c)	41,283	—
		167,264	—

綜合財務報表附註 Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

27. 應收貸款(續)**(a) 逆回購合同**

於截至二零一六年十二月三十一日止年度，本集團作為逆回購方透過上海證券交易所訂立以人民幣計值，本金總額為人民幣578,100,000元(相當於645,922,000港元)(二零一五年：人民幣537,700,000元(相當於642,413,000港元))，到期期間介乎一至二十八日，年息介乎2.06%至9.30%(二零一五年：0.45%至23.00%)之債券質押式回購交易。該等逆回購合同被分類為貸款及應收款項並按攤銷成本列賬。

於截至二零一六年十二月三十一日止年度，本金總額為人民幣465,400,000元(相當於520,000,000港元)(二零一五年：人民幣543,700,000元(相當於649,582,000港元))之逆回購合同已到期及已贖回。

(b) 貸款票據

於截至二零一六年十二月三十一日止年度，本集團認購以港元計值，本金總額為80,000,000港元(二零一五年：1,370,000,000港元)，到期期間為六個月(二零一五年：一個月)之定息票據。定息票據年息為1.18%(二零一五年：0.58%至0.90%)。該貸款票據被分類為貸款及應收款項並按攤銷成本列賬。

於截至二零一六年十二月三十一日止年度，本金總額為80,000,000港元(二零一五年：1,370,000,000港元)的定息票據已到期及已贖回。

(c) 其他應收貸款

本金總額為人民幣35,000,000元(相當於39,106,000港元)之其他應收貸款年息為12%並按攤銷成本列賬。於二零一六年十二月三十一日之結餘指到期日為報告期末後一年內之應收款項。

27. LOANS RECEIVABLE (CONTINUED)**(a) Reverse repurchase agreements**

During the year ended 31 December 2016, the Group, as the reverse repo party, entered into pledge-style bond repo transactions that were denominated in RMB with the aggregate principal amount of RMB578,100,000 (equivalent to HK\$645,922,000) (2015: RMB537,700,000 (equivalent to HK\$642,413,000)) through the Shanghai Stock Exchange with maturity periods from 1 day to 28 days and carried interest ranged from 2.06% to 9.30% (2015: 0.45% to 23.00%) per annum. Such reverse repurchase agreements are classified as loans and receivables and stated at amortised cost.

During the year ended 31 December 2016, reverse repurchase agreements with aggregate principal amount of RMB465,400,000 (equivalent to HK\$520,000,000) (2015: RMB543,700,000 (equivalent to HK\$649,582,000)) had matured and been redeemed.

(b) Loan note

During the year ended 31 December 2016, the Group subscribed for fixed coupon note that was denominated in HK\$ with the aggregate principal amount of HK\$80,000,000 (2015: HK\$1,370,000,000) with maturity period of six (2015: one) months. The fixed coupon note carried interest at 1.18% (2015: 0.58% to 0.90%) per annum. Such loan note is classified as loans and receivables and is stated at amortised cost.

During the year ended 31 December 2016, fixed coupon notes with aggregate principal amount of HK\$80,000,000 (2015: HK\$1,370,000,000) had matured and been redeemed.

(c) Other loans receivable

Other loans receivable with aggregate principal amount of RMB35,000,000 (equivalent to HK\$39,106,000) carrying interest at 12% per annum is stated at amortised cost. The balance as at 31 December 2016 represented a receivable with maturity within one year from the end of the reporting period.

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28. 透過損益賬按公平價值處理之金融資產

28. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

			二零一六年 2016 千港元 HK\$'000	二零一五年 2015 千港元 HK\$'000
持作買賣投資	Held for trading investments			
債券	Bonds	(a)	79,438	78,126
於香港上市之 股本證券	Equity securities listed in Hong Kong	(b)	15,849	—
於香港以外上市之 股本證券	Equity securities listed outside Hong Kong	(b)	2,783	4,101
指定透過損益賬按公平 價值處理之金融資產	Financial assets designated as at fair value through profit or loss			
匯率掛鈎結構性 存款	Exchange rate linked structured deposits	(c)	22,434	—
			120,504	82,227

(a) 債券

該等債券以美元(「美元」)計值，年息為3.25%至4.00%。由於本集團擬短期持有該等債券及作流動資金用途，故該等債券被分類為持作買賣投資。

(b) 股本證券

股本證券乃按公平價值列賬。該等公平價值乃根據有關證券交易所所報之市場買入價釐定。

(a) Bonds

The bonds were denominated in United States dollars ("US\$") and carried interest at 3.25% to 4.00% per annum. The bonds are classified as held for trading investment since the Group intended to hold the bonds for short term and liquidity purposes.

(b) Equity securities

Equity securities are stated at fair value which is determined based on the quoted market bid price available on the relevant stock exchanges.

綜合財務報表附註 Notes to the Consolidated Financial Statements

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28. 透過損益賬按公平價值處理之金融資產(續)**(c) 匯率掛鈎結構性存款**

於截至二零一六年十二月三十一日止年度，本集團與銀行訂立以人民幣計值，本金總額為人民幣135,000,000元(相當於150,838,000港元)(二零一五年：無)，到期期間為一個月之新保本型匯率掛鈎結構性存款。

於截至二零一六年十二月三十一日止年度，本金總額為人民幣135,000,000元(相當於150,838,000港元)(二零一五年：無)之結構性存款已到期及已按人民幣115,997,000元(相當於129,606,000港元)(二零一五年：無)贖回，且產生截至二零一六年十二月三十一日止年度透過損益賬按公平價值處理之金融資產之公平價值收益人民幣1,075,000元(相當於1,256,000港元)(二零一五年：無)。

該等結構性存款的利率因應美元與澳元的匯率變動而浮動。該等結構性存款於首次確認時被指定為透過損益賬按公平價值處理之金融資產。

於二零一六年十二月三十一日，被分類為透過損益賬按公平價值處理之金融資產之結構性存款之公平價值乃根據普敦國際評估有限公司(一間與本集團並無關連之獨立及合資格專業估值師行)於該日作出之估值為基準而釐定，且產生截至二零一六年十二月三十一日止年度透過損益賬按公平價值處理之金融資產之公平價值收益人民幣78,000元(相當於91,000港元)。

資產抵押之詳情請參閱附註46。

28. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (CONTINUED)**(c) Exchange rate linked structured deposits**

During the year ended 31 December 2016, the Group entered into new principal protected exchange rate linked structured deposits that were denominated in RMB with the aggregate principal amount of RMB135,000,000 (equivalent to HK\$150,838,000) (2015: Nil) with banks with maturity periods of one month.

Structured deposits with aggregate principal amount of RMB135,000,000 (equivalent to HK\$150,838,000) (2015: Nil) had matured and been redeemed at RMB115,997,000 (equivalent to HK\$129,606,000) (2015: Nil) during the year ended 31 December 2016 and resulted in fair value gains on financial assets designated as at fair value through profit or loss of RMB1,075,000 (equivalent to HK\$1,256,000) (2015: Nil) for the year ended 31 December 2016.

Interest rates of these structured deposits vary depending on the movement of exchange rate between the United States Dollars and the Australian Dollars. Such structured deposits are designated as financial assets at fair value through profit or loss on initial recognition.

The fair values of structured deposits classified as financial assets designated as at fair value through profit or loss as at 31 December 2016 have been arrived at the basis on the valuation carried out at that date by Norton Appraisals Limited, a firm of independent and qualified professional valuers not connected with the Group, and resulted in fair value gains on financial assets designated as at fair value through profit or loss of RMB78,000 (equivalent to HK\$91,000) for the year ended 31 December 2016.

Details of the pledged of assets referred to note 46.

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截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

29. 其他保本型存款

29. OTHER PRINCIPAL PROTECTED DEPOSITS

		二零一六年 2016 千港元 HK\$'000	二零一五年 2015 千港元 HK\$'000
其他保本型存款	Other principal protected deposits		
利率掛鉤結構性存款	Interest rate linked structured deposits	(a) —	205,327
其他存款	Other deposit	(b) —	—
		—	205,327

(a) 利率掛鉤結構性存款

於截至二零一六年十二月三十一日止年度，本集團與一間銀行訂立以人民幣計值，本金總額為人民幣110,000,000元(相當於122,905,000港元)(二零一五年：人民幣328,500,000元(相當於392,473,000港元))，到期期間介乎一至六個月，年息介乎3.35%至3.85%(二零一五年：3.75%至4.80%)之保本型利率掛鉤結構性存款。

於截至二零一六年十二月三十一日止年度，本金總額為人民幣280,000,000元(相當於312,849,000港元)(二零一五年：人民幣344,500,000元(相當於411,589,000港元))之結構性存款已到期及已贖回。

該等結構性存款之利率因應上海銀行間同業拆放利率變動而浮動。該等結構性存款被分類為貸款及應收款項並按攤銷成本列賬。

(a) Interest rate linked structured deposits

During the year ended 31 December 2016, the Group entered into principal protected interest rate linked structured deposits that were denominated in RMB with the aggregate principal amount of RMB110,000,000 (equivalent to HK\$122,905,000) (2015: RMB328,500,000 (equivalent to HK\$392,473,000)) with a bank with maturity periods ranging from one month to six months and carried interest ranged from 3.35% to 3.85% (2015: 3.75% to 4.80%) per annum.

During the year ended 31 December 2016, structured deposits with aggregate principal amount of RMB280,000,000 (equivalent to HK\$312,849,000) (2015: RMB344,500,000 (equivalent to HK\$411,589,000)) had matured and been redeemed.

Interest rates of these structured deposits vary depending on the movement of the SHIBOR. Such structured deposits are classified as loans and receivables and stated at amortised cost.

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29. 其他保本型存款(續)**(b) 其他存款**

於截至二零一五年十二月三十一日止年度，本集團與一間銀行訂立以人民幣計值，本金總額為人民幣134,000,000元(相當於160,096,000港元)，到期期間為一個月，年息介乎2.90%至3.70%之其他保本型存款。該等存款被分類為貸款及應收款項及按攤銷成本列賬。

於截至二零一五年十二月三十一日止年度，本金總額為人民幣134,000,000元(相當於160,096,000港元)之其他存款已到期及已贖回。

於截至二零一六年十二月三十一日止年度，概無作出有關安排。

30. 定期存款／現金及現金等價物

於二零一六年十二月三十一日，原到期日為四至十二個月之定期存款包括本集團持有之按固定年利率4.3%計息之銀行結餘。

於二零一六年十二月三十一日，本集團之現金及現金等價物包括原到期日為三個月內並按固定年利率0.9% (二零一五年：0.75%至0.80%) 計息之定期存款1,366,000港元(二零一五年：200,636,000港元)。

本集團持有之其他銀行結餘乃按市場利率計息，年利率介乎0.00%至0.35% (二零一五年：0.00%至0.35%)。

29. OTHER PRINCIPAL PROTECTED DEPOSITS (CONTINUED)**(b) Other deposit**

During the year ended 31 December 2015, the Group entered into other deposits that were principal protected and denominated in RMB with the aggregate principal amount of RMB134,000,000 (equivalent to HK\$160,096,000) with a bank with maturity periods of one month and carried interest ranged from 2.90% to 3.70% per annum. Such deposits are classified as loans and receivables and stated at amortised cost.

During the year ended 31 December 2015, other deposits with aggregate principal amount of RMB134,000,000 (equivalent to HK\$160,096,000) had matured and been redeemed.

No such arrangement is made throughout the year ended 31 December 2016.

30. TIME DEPOSITS/CASH AND CASH EQUIVALENTS

Time deposits with original maturity between 4 to 12 months comprised bank balances held by the Group and carried fixed interest rate which was 4.3% per annum at 31 December 2016.

At 31 December 2016, included in the Group's cash and cash equivalents are time deposits with original maturity within 3 months of HK\$1,366,000 (2015: HK\$200,636,000) which carried fixed interest at 0.9% (2015: 0.75% to 0.80%) per annum.

Other bank balances held by the Group carried interest at market rates which range from 0.00% to 0.35% (2015: 0.00% to 0.35%) per annum.

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31. 應付貿易款項及應付票據

於報告期末，本集團應付貿易款項及應付票據根據發票日期呈列之賬齡分析如下：

0至90日	0 to 90 days
91至180日	91 to 180 days
181至365日	181 to 365 days
超過1年	Over 1 year

31. TRADE AND BILLS PAYABLES

An aged analysis of the Group's trade and bills payables, presented based on the invoice date, at the end of the reporting period is as follows:

二零一六年 2016 千港元 HK\$'000	二零一五年 2015 千港元 HK\$'000
65,230	60,043
50,373	20,300
54,833	20,324
4,992	3,330
175,428	103,997

32. 其他應付款項及已收按金

購買物業、廠房及設備應付款項	Payables for acquisition of property, plant and equipment
收取客戶墊款	Receipt in advance from customers
其他應付稅項	Other tax payables
其他應付款項	Other payables
其他應計經營費用	Other accrued operating expenses
已收按金	Deposits received

32. OTHER PAYABLES AND DEPOSITS RECEIVED

二零一六年 2016 千港元 HK\$'000	二零一五年 2015 千港元 HK\$'000
3,652	3,905
22,043	5,435
25,242	16,210
8,329	2,295
17,010	3,904
10,070	344
86,346	32,093

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33. 銀行及其他借貸

33. BANK AND OTHER BORROWINGS

		二零一六年 2016 千港元 HK\$'000	二零一五年 2015 千港元 HK\$'000
銀行貸款	Bank loans	536,313	777,456
其他借貸	Other borrowing	543,128	—
		1,079,441	777,456
有抵押	Secured	502,793	777,456
無抵押	Unsecured	576,648	—
		1,079,441	777,456

上述銀行及其他借貸之到期日情況如下：

The maturity profile of the above bank and other borrowings is as follows:

		二零一六年 2016 千港元 HK\$'000	二零一五年 2015 千港元 HK\$'000
銀行貸款之賬面值償還如下：	The carrying amount of bank loans are repayable as follows:		
於一年內	Within one year	536,313	777,456
其他借貸之賬面值償還如下：	The carrying amount of other borrowing is repayable as follows:		
於一年內	Within one year	380,000	—
兩年以上但不超過五年	More than two years but not exceeding five years	163,128	—
		543,128	—
銀行及其他借貸	Bank and other borrowings	1,079,441	777,456
減：於一年內到期及計入流動負債之款項	Less: Amounts due within one year and shown under current liabilities	(916,313)	(777,456)
一年後到期及計入非流動負債之款項	Amounts due after one year and shown under non-current liabilities	163,128	—

於二零一六年十二月三十一日，銀行及其他借貸780,000,000港元(二零一五年：777,456,000港元)乃以港元計值(並非有關集團實體之功能貨幣)。

Bank and other borrowings of HK\$780,000,000 (2015: HK\$777,456,000) were denominated in HK\$ at 31 December 2016, the currency other than the functional currency of the relevant group entities.

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截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

33. 銀行及其他借貸(續)

於二零一六年十二月三十一日，本集團銀行貸款約136,313,000港元(二零一五年：無)乃由本集團之中介控股公司提供擔保。

本集團為獲得銀行貸款而抵押之資產詳情載於附註46。

本集團的定息和浮息銀行及其他借貸的風險如下：

33. BANK AND OTHER BORROWINGS

(CONTINUED)

At 31 December 2016, bank loans of approximately HK\$136,313,000 (2015: Nil) of the Group were guaranteed by the Group's intermediate holding company.

Details of the assets of the Group pledged to secure bank loans are set out in notes 46.

The exposures of the Group's fixed-rate and variable-rate bank and other borrowings are as follows:

		二零一六年 2016 千港元 HK\$'000	二零一五年 2015 千港元 HK\$'000
須予償還之定息借貸： 兩年以上但不超過五年	Fixed-rate borrowings repayable: More than two years but not more than five years	163,128	—
須予償還之浮息借貸： 於一年內	Variable-rate borrowings repayable: Within one year	916,313	777,456
		1,079,441	777,456

附帶須定期重新釐定利率之浮息銀行及其他借貸如下：

The variable-rate bank and other borrowings carry interest rate, which are repriced periodically, as follows:

		二零一六年 2016 千港元 HK\$'000	二零一五年 2015 千港元 HK\$'000
香港銀行同業拆息 加1.00%	Hong Kong Interbank Offered Rate plus 1.00%	—	400,000
香港銀行同業拆息 加1.35%	Hong Kong Interbank Offered Rate plus 1.35%	400,000	—
香港銀行同業拆息 加2.00%	Hong Kong Interbank Offered Rate plus 2.00%	—	229,956
香港銀行同業拆息 加2.25%	Hong Kong Interbank Offered Rate plus 2.25%	—	147,500
香港銀行同業拆息 加2.75%	Hong Kong Interbank Offered Rate plus 2.75%	380,000	—
中國人民銀行一年期 基準利率 乘以125%	1-year People's Bank of China benchmark interest rate multiplied by 125%	33,520	—
中國人民銀行一年期 基準利率 乘以130%	1-year People's Bank of China benchmark interest rate multiplied by 130%	102,793	—
		916,313	777,456

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33. 銀行及其他借貸(續)

於截至二零一六年十二月三十一日止年度，本集團銀行及其他借貸的實際利率(亦與已訂約利率相同)範圍如下：

33. BANK AND OTHER BORROWINGS

(CONTINUED)

The ranges of effective interest rates (which are also equal to contracted interest rates) of the Group's bank and other borrowings during the year ended 31 December 2016 are as follows:

	二零一六年 2016 千港元 HK\$'000	二零一五年 2015 千港元 HK\$'000
實際利率：		
定息銀行及其他借貸	Effective interest rate: Fixed-rate bank and other borrowings	1.20%–6.84%
浮息銀行及其他借貸	Variable-rate bank and other borrowings	5.52%–8.00%
		1.30%–6.15%

34. 股本

34. SHARE CAPITAL

	股份數目 Number of shares	股本 Share capital 千港元 HK\$'000
法定：		
於二零一五年一月一日每股 面值0.01港元之普通股	Authorised: Ordinary shares of HK\$0.01 each at 1 January 2015	20,000,000,000
股份拆細	Subdivision of shares	200,000
		—
於二零一五年十二月三十一 日及二零一六年十二月三 十一日每股面值0.002港 元之普通股	Ordinary shares of HK\$0.002 each at 31 December 2015 and 31 December 2016	100,000,000,000
		200,000
已發行及繳足：		
於二零一五年一月一日每股 面值0.01港元之普通股	Issued and fully paid: Ordinary shares of HK\$0.01 each at 1 January 2015	990,000,000
股份拆細	Subdivision of shares	9,900
		—
於二零一五年十二月三十一 日及二零一六年十二月三 十一日每股面值0.002港 元之普通股	Ordinary shares of HK\$0.002 each at 31 December 2015 and 31 December 2016	4,950,000,000
		9,900

由二零一五年一月二十日起，本公司股份由每股面值0.01港元拆細為五股每股面值0.002港元之拆細股份。交易詳情載於本公司日期為二零一四年十二月十九日之公佈。

Effective from 20 January 2015, the Company subdivided its shares of par value of HK\$0.01 each into five subdivided shares of par value of HK\$0.002 each. Details of the transaction were set out in the announcement of the Company dated 19 December 2014.

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35. 購股權計劃

本公司之購股權計劃(「購股權計劃」)於二零一一年四月二十八日採納，旨在激勵參與者為本集團作出貢獻，及使本集團得以招聘及挽留具有卓越才幹之僱員，以及吸納及挽留對本集團而言為寶貴之人力資源。董事會可向董事會全權酌情認為基於其表現、服務年期，其對本集團之業務作出寶貴貢獻或按照其工作經驗、行業知識及其他相關因素被認為是本集團之寶貴人力資源之任何個別人士，即本集團任何成員公司之僱員、高級職員、代理、顧問或代表(包括本集團任何成員公司之任何執行或非執行董事)，授予可認購本公司股份之購股權。購股權計劃自二零一二年一月十八日起計十年內有效，並將於二零二二年一月十七日屆滿。

因行使購股權計劃及本公司任何其他購股權計劃已授出而未獲行使之所有尚未行使購股權(不包括已失效及已註銷之購股權)而可能發行之本公司股份總數限額，不得超過本公司不時已發行股份總數之30%。此外，因行使根據購股權計劃連同本公司任何其他購股權計劃將予授出之所有購股權(不包括已失效購股權)而可能發行之本公司股份總數，不得超過本公司股份於聯交所主板上市之日(「計劃授權限制」)或批准更新計劃授權限制之日本公司已發行股份總數之10%。

由於股份拆細，根據購股權計劃可供發行之股份總數已獲調整。於二零一六年十二月三十一日，根據購股權計劃可供發行之股份總數為330,000,000股，相當於於二零一六年十二月三十一日及本報告日期本公司已發行股份總數約6.66%(即4,950,000,000股)。

於緊接建議授出日期前十二個月期間內，因行使已授予各參與者之購股權連同根據本公司之任何其他購股權計劃而已授予及將授予該參與者之所有購股權(包括已行使、已註銷及尚未行使之購股權)而已發行及將予發行之股份總數，不得超過於建議授出日期本公司已發行股份總數之1%。凡向參與者進一步授出超過1%限額之購股權，須待本公司股東批准方可作實，而該參與者及其聯繫人士均須放棄投票。

35. SHARE OPTION SCHEME

The share option scheme of the Company (the "Share Option Scheme") was adopted on 28 April 2011 for the purpose of providing incentives to participants to contribute to the Group and to enable the Group to recruit and retain high-calibre employees and attract and retain human resources that are valuable to the Group. The Board may grant an option to subscribe for the shares in the Company to any individual being an employee, officer, agent, consultant or representative of any members of the Group (including any executive or non-executive director of any member of the Group) who, as the Board may determine in its absolute discretion, has made valuable contribution to the business of the Group based on his/her performance, years of service, or is regarded to be a valuable human resource of the Group based on his/her working experience, knowledge in the industry and other relevant factors. The Share Option Scheme shall be valid and effective for a period of ten years commencing on 18 January 2012 and will expire on 17 January 2022.

The limit on the total number of the Company's shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option scheme(s) of the Company (excluding lapsed and cancelled options) must not exceed 30% of the total number of the Company's shares in issue from time to time. In addition, the total number of the Company's shares which may be issued upon exercise of all options to be granted under the Share Option Scheme, together with all options to be granted under any other share option scheme(s) of the Company (excluding lapsed options), must not represent more than 10% of the total number of the Company's shares in issue as at the date of commencement of the listing of shares of the Company on the Main Board of the Stock Exchange (the "Scheme Mandate Limit") or as at the date of approval of the refreshed Scheme Mandate Limit.

As a result of the Share Subdivision, the total number of shares available for issue under the Share Option Scheme was adjusted. As at 31 December 2016, the total number of shares available for issue under the Share Option Scheme was 330,000,000, representing approximately 6.66% of the total number of shares of the Company in issue (i.e. 4,950,000,000), as at 31 December 2016 and the date of this report.

The total number of shares issued and to be issued upon exercise of the options granted to each participant, together with all options granted and to be granted to him/her under any other share option scheme(s) of the Company within the 12-month period immediately preceding the proposed date of grant (including exercised, cancelled and outstanding options) shall not exceed 1% of the total number of the Company's shares in issue as at the proposed date of grant. Any further grant of options to a participant in excess of the 1% limit shall be subject to the shareholders' approval of the Company with such participant and his/her associates abstaining from voting.

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35. 購股權計劃 (續)

根據購股權計劃向本公司董事、行政總裁或主要股東或彼等各自之任何聯繫人士授出任何購股權，必須獲獨立非執行董事(不包括身為承授人的獨立非執行董事)批准。此外，倘向本公司主要股東或獨立非執行董事或彼等各自之任何聯繫人士授出任何購股權將導致於任何十二個月期限內已發行及將發行之股份超過已發行股份之0.1%或總值(根據股份於授出購股權日期之收市價計算)超過5,000,000港元，則須由本公司股東於股東大會作出批准。

授予購股權之要約必須於授出日期起計二十八日內獲接納。各購股權承授人就接納授予購股權之要約應付予本公司之金額為1.00港元。購股權之行使期將由董事會決定，惟於任何情況下不得超過授出購股權日期起計十年。

於購股權計劃項下購股權獲行使時本公司股份之行使價不得低於以下三者之最高者：(a)授出購股權當日(必須為營業日)聯交所每日報價表所列的股份收市價；(b)於緊接授出購股權日期前五個營業日聯交所每日報價表所列股份之平均收市價；及(c)股份面值。

於二零一六年七月二十二日(「授出日期」)，董事會議決根據於二零一一年四月二十八日採納之計劃向若干合資格參與者(「承授人」)授出合共148,500,000份購股權，以認購合共148,500,000股本公司股本中每股面值0.002港元之本公司普通股(「股份」)，惟須待有關承授人接納後方可作實。所有購股權將按其相應歸屬條件歸屬。有關授出購股權之進一步詳情載於本公司日期為二零一六年七月二十二日之公告內。

35. SHARE OPTION SCHEME (CONTINUED)

Any option to be granted under the Share Option Scheme to a Director, chief executive or substantial shareholder of the Company or any of their respective associates must be approved by Independent Non-Executive Directors (excluding Independent Non-Executive Director who is the grantee). In addition, any option to be granted to a substantial shareholder of the Company or an Independent Non-Executive Director or any of their respective associates which will result in the shares issued and to be issued in excess of 0.1% of the issued shares or with an aggregate value (based on the closing price of the shares at the date of the grant) in excess of HK\$5,000,000 within any 12-month period is subject to approval by the shareholders of the Company in general meeting.

An offer for grant of options must be accepted within 28 days from the date of grant. The amount payable by each grantee of options to the Company on acceptance of the offer for the grant of options is HK\$1.00. The exercisable period will be determined by the Board and in any event must not be more than 10 years from the date of the grant of the option.

The exercise price for the Company's shares on the exercise of options under the Share Option Scheme shall be at least the highest of: (a) the closing price of the shares as stated in the Stock Exchange's daily quotations sheet on the date of grant, which must be a business day; (b) the average closing price of the shares as stated in the Stock Exchange's daily quotations sheet for the 5 business days immediately preceding the date of grant; and (c) the nominal value of the share.

On 22 July 2016 (the "Grant Date"), the Board has resolved to grant to certain eligible participants (the "Grantees"), subject to acceptance by such Grantees, a total of 148,500,000 share options to subscribe for a total number of 148,500,000 ordinary shares of HK\$0.002 each of the Company (the "Shares") in the share capital of the Company under the Scheme adopted on 28 April 2011. All the share options shall be vested in accordance with their respective vesting conditions of the share options. Further details regarding the grant of Share Options are set out in the Company's announcement dated 22 July 2016.

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35. 購股權計劃 (續)

本公司根據計劃授出之購股權於年內之變動詳情如下：

35. SHARE OPTION SCHEME (CONTINUED)

The details of the movements of the Company's share options under the Scheme during the year are as follows:

承授人姓名/類別 Name of Grantees/ Category	授出日期 Grant Date	每股行使價 Exercise price per Share	緊接授出 日期前收市價 Closing price immediately before Grant	行使期間 (附註1及2) Exercise period (Notes 1 and 2)	購股權數目 Number of share options				於二零一六年 十二月三十一日 As at 31 December 2016	
					於二零一六年 一月一日 As at 1 January 2016	年內已授出 Granted during the year	年內已行使 Exercised during the year	年內已失效 Lapsed during the year		
執行董事 Executive Directors										
黃清海	二零一六年 七月二十二日	0.68	0.67	二零一六年七月二十二日至 二零一七年七月三十一日	附註1	-	5,000,000	-	-	5,000,000
Ng Qing Hai	22 July 2016			22 July 2016 to 21 July 2020	Note 1					
張軼	二零一六年 七月二十二日	0.68	0.67	二零一六年七月二十二日至 二零一七年七月三十一日	附註1	-	20,000,000	-	-	20,000,000
Zhang Yi	22 July 2016			22 July 2016 to 21 July 2020	Note 1					
獨立非執行董事 Independent Non-Executive Directors										
陳思聰	二零一六年 七月二十二日	0.68	0.67	二零一六年七月二十二日至 二零一七年七月三十一日	附註1	-	1,000,000	-	-	1,000,000
Chan Sze Chung	22 July 2016			22 July 2016 to 21 July 2020	Note 1					
張瑞彬	二零一六年 七月二十二日	0.68	0.67	二零一六年七月二十二日至 二零一七年七月三十一日	附註1	-	1,000,000	-	-	1,000,000
Zhang Ruibin	22 July 2016			22 July 2016 to 21 July 2020	Note 1					
張俊喜	二零一六年 七月二十二日	0.68	0.67	二零一六年七月二十二日至 二零一七年七月三十一日	附註1	-	1,000,000	-	-	1,000,000
Zhang Junxi Jack	22 July 2016			22 July 2016 to 21 July 2020	Note 1					
						-	28,000,000	-	-	28,000,000
其他僱員 Other employees										
	二零一六年 七月二十二日	0.68	0.67	二零一六年七月二十二日至 二零一七年七月三十一日	附註1	-	95,800,000	-	(400,000)	95,400,000
	二零一六年 七月二十二日	0.68	0.67	二零一七年七月二十二日至 二零一八年七月三十一日	附註2	-	24,700,000	-	(200,000)	24,500,000
	22 July 2016		0.67	22 July 2017 to 21 July 2021	Note 2					
總額 Total										
						-	148,500,000	-	(600,000)	147,900,000
於年末可行使 Exercisable at the end of the year										
										30,850,000

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35. 購股權計劃 (續)

附註：

- (1) 有效期為二零一六年七月二十二日至二零二零年七月二十一日的購股權須分四批按下列歸屬日期歸屬：
- (i) 授予承授人之25%購股權須於授出日期歸屬，及於二零一六年七月二十二日至二零二零年七月二十一日可供行使；
 - (ii) 授予承授人之25%購股權須於授出日期1週年當日歸屬，及於二零一七年七月二十二日至二零二零年七月二十一日可供行使；
 - (iii) 授予承授人之25%購股權須於授出日期2週年當日歸屬，及於二零一八年七月二十二日至二零二零年七月二十一日可供行使；及
 - (iv) 授予承授人之25%購股權須於授出日期3週年當日歸屬，及於二零一九年七月二十二日至二零二零年七月二十一日可供行使。
- (2) 有效期為二零一六年七月二十二日至二零二一年七月二十一日的購股權須分四批按下列歸屬日期歸屬：
- (i) 授予承授人之25%購股權須於授出日期1週年當日歸屬，及於二零一七年七月二十二日至二零二一年七月二十一日可供行使；
 - (ii) 授予承授人之25%購股權須於授出日期2週年當日歸屬，及於二零一八年七月二十二日至二零二一年七月二十一日可供行使；
 - (iii) 授予承授人之25%購股權須於授出日期3週年當日歸屬，及於二零一九年七月二十二日至二零二一年七月二十一日可供行使；及
 - (iv) 授予承授人之25%購股權須於授出日期4週年當日歸屬，及於二零二零年七月二十二日至二零二一年七月二十一日可供行使。

35. SHARE OPTION SCHEME (CONTINUED)

Notes:

- (1) Share Options are valid from 22 July 2016 to 21 July 2020 and shall be vested in four tranches in accordance with the following vesting dates:
- (i) 25% of the Share Options so granted to the grantees shall become vested on the Grant Date and shall be exercisable from 22 July 2016 to 21 July 2020;
 - (ii) 25% of the Share Options so granted to the grantees shall become vested on the 1st anniversary of the Grant Date and shall be exercisable from 22 July 2017 to 21 July 2020;
 - (iii) 25% of the Share Options so granted to the grantees shall become vested on the 2nd anniversary of the Grant Date and shall be exercisable from 22 July 2018 to 21 July 2020; and
 - (iv) 25% of the Share Options so granted to the grantees become vested on the 3rd anniversary of the Grant Date and shall be exercisable from 22 July 2019 to 21 July 2020.
- (2) Share Options are valid from 22 July 2016 to 21 July 2021 and shall be vested in four tranches in accordance with the following vesting dates:
- (i) 25% of the Share Options so granted to the grantees become vested on the 1st anniversary of the Grant Date and shall be exercisable from 22 July 2017 to 21 July 2021;
 - (ii) 25% of the Share Options so granted to the grantees become vested on the 2nd anniversary of the Grant Date and shall be exercisable from 22 July 2018 to 21 July 2021;
 - (iii) 25% of the Share Options so granted to the grantees become vested on the 3rd anniversary of the Grant Date and shall be exercisable from 22 July 2019 to 21 July 2021; and
 - (iv) 25% of the Share Options so granted to the grantees become vested on the 4th anniversary of the Grant Date and shall be exercisable from 22 July 2020 to 21 July 2021.

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35. 購股權計劃 (續)

該等購股權於授出日期之公平價值為33,492,000港元，乃根據普敦國際評估有限公司(一間與本集團並無關連之獨立及合資格專業估值師行)作出之估值為基準而釐定。截至二零一六年十二月三十一日止年度，13,761,000港元(二零一五年：無)於損益中確認為權益結算以股份為基礎之付款。

公平價值使用三項式期權定價模式計算。於該模式使用之參數如下：

		於二零一六年 七月二十二日至 二零二零年七月 二十一日可行使 Exercisable from 22 July 2016 to 21 July 2020	於二零一七年 七月二十二日至 二零二一年七月 二十一日可行使 Exercisable from 22 July 2017 to 21 July 2021
行使價	Exercise price	HK\$0.68港元	HK\$0.68港元
無風險利率	Risk-free rate	0.575%	0.618%
波動率(附註)	Volatility (note)	41.18%	42.12%
股息收益率	Dividend yield	0%	0%
員工流動比率	Employee turnover rate	0%	0%
提早行使乘數	Early exercise multiplier	2.8	2.8

附註：由於本公司主要業務出現重大變動，已採用主要業務與本公司類似之公司之平均波動率，而非歷史波動率。

計算購股權公平價值時使用之可變因素及假設乃基於董事之最佳估計。購股權之價值可能因若干主觀假設之不同變數而異。

36. 股份獎勵計劃

於二零一六年九月二十日(「採納日期」)，本公司採納股份獎勵計劃(「股份獎勵計劃」)，旨在激勵選定僱員(「選定僱員」)並挽留彼等以協助本集團之持續營運及發展，並吸引適當人才以利本集團之增長及進一步發展。董事會可根據股份獎勵計劃之條款向選定僱員(包括但不限於董事會不時全權酌情認為對本集團業務發展已或將作出貢獻之本集團任何成員公司之董事、行政人員、高級職員及其他僱員(不論全職或兼職))獎勵本公司股份(「股份」)。

35. SHARE OPTION SCHEME (CONTINUED)

The fair value of these share options at the Grant Date was amounting to HK\$33,492,000, which have been arrived on the basis of a valuation carried out by Norton Appraisals Limited, a firm of independent and qualified professional valuers not connected with the Group. For the year ended 31 December 2016, HK\$13,761,000 (2015: Nil) was recognised as equity-settled share-based payments to the profit or loss.

The fair values were calculated using the trinomial option pricing model. The inputs into the model were as follows:

Note: Due to the substantial changes of the major business of the Company, instead of historical volatilities, average volatilities of companies with major business comparable to the Company was adopted.

The variables and assumptions used in computing the fair value of the share options are based on the directors' best estimate. The value of an option varies with different variables of certain subjective assumptions.

36. SHARE AWARD SCHEME

On 20 September 2016 (the "Adoption Date"), the Company adopted the share award scheme (the "Share Award Scheme") for the purpose of providing incentives to selected employees (the "Selected Employees") in order to retain them for the continual operation and development of the Group and to attract suitable personnel for the growth and further development of the Group. The Board may award shares of the Company (the "Shares"), pursuant to the terms of the Share Award Scheme, to the Selected Employees including without limitation, the directors, executives, officers and other employees, whether full-time or part-time, of any member of the Group from time to time who the Board considers, in its absolute discretion, has contributed or will contribute to the business development of the Group.

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36. 股份獎勵計劃(續)

董事會將不會作出任何進一步股份獎勵，以致董事會根據股份獎勵計劃授出及批准之獎勵股份(「獎勵股份」)總數超出於採納日期之已發行股份總數的10%。

根據股份獎勵計劃可授予一名選定僱員之獎勵股份最高數目將不得超過於採納日期之已發行股份總數的1%。

由於採納日期之已發行股份總數為4,950,000,000股股份，故根據股份獎勵計劃可授出之獎勵股份最高數目為495,000,000股股份，而可授予一名選定僱員之獎勵股份最高數目為49,500,000股股份。

於截至二零一六年十二月三十一日止年度，本公司已透過其信託人於聯交所購買1,434,000股股份，金額為860,000港元。於截至二零一六年十二月三十一日止年度，概無根據股份獎勵計劃向選定僱員獎勵任何股份。已購買股份於權益之「為股份獎勵計劃持有之股份」項下確認及累計。

37. 股份溢價及儲備

本年度及過往年度本集團股份溢價及儲備之金額以及其變動乃於綜合權益變動表中呈列。

二零一六年十二月三十一日其他儲備包括上海上聯、聯合王晁及山東上聯之儲備基金24,092,000港元(二零一五年：24,092,000港元)及企業拓展基金8,722,000港元(二零一五年：8,722,000港元)。儲備基金乃用作增加企業之營運資金。當企業虧損時，儲備基金可用作彌補於特殊情況下未能追討之損失。企業拓展基金乃用於業務拓展，如獲批准亦可用作增加資本。

於中國成立之附屬公司將保留溢利匯出中國須取得地方機關之批准，並須視乎該等附屬公司所產生及保留之外幣是否足夠。

36. SHARE AWARD SCHEME (CONTINUED)

The Board shall not make any further award of Shares which will result in the total number of Shares awarded (the "Awarded Shares") and approved by the Board under the Share Award Scheme, to be in excess of 10% of the total number of issued Shares as at the Adoption Date.

The maximum number of Awarded Shares which may be awarded to a Selected Employee under the Share Award Scheme shall not exceed 1% of the total number of issued Shares as at the Adoption Date.

As the total number of Shares in issue was 4,950,000,000 Shares as at the Adoption Date, the maximum number of Awarded Shares that may be awarded under the Share Award Scheme is 495,000,000 Shares and the maximum number of Awarded Shares that may be awarded to a Selected Employee is 49,500,000 Shares.

During the year ended 31 December 2016, the Company has purchased 1,434,000 Shares amounting to HK\$860,000 through its trustee on the Stock Exchange. No share was awarded to Selected Employees under the Share Award Scheme during the year ended 31 December 2016. The acquired Shares was recognised and accumulated in equity under the heading of "Shares held for share award scheme".

37. SHARE PREMIUM AND RESERVES

The amounts of the Group's share premium and reserves and the movement therein for the current and prior years are presented in the consolidated statement of changes in equity.

Other reserves as at 31 December 2016 comprise reserve fund of HK\$24,092,000 (2015: HK\$24,092,000) and enterprise expansion fund of HK\$8,722,000 (2015: HK\$8,722,000) of Shanghai SAC, Allied Wangchao and Shandong SAC. The reserve fund is to be used to expand the enterprise's working capital. When the enterprise suffers losses, the reserve fund may be used to make up unrecovered losses under special circumstances. The enterprise expansion fund is to be used for business expansion and, if approved, can also be used to increase capital.

The remittance of retained profits of the subsidiaries established in the PRC outside the PRC is subject to approval of the local authorities and the availability of foreign currencies generated and retained by these subsidiaries.

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38. 遞延稅項

於報告期末及於本年度及過往年度內，就臨時差異確認之遞延稅項負債(資產)與以下各項有關：

38. DEFERRED TAXATION

At the end of the reporting period and during the current and prior years, deferred tax liabilities (assets) were recognised in respect of the temporary differences attributable to the following:

		呆壞賬撥備 Allowance for bad and doubtful debts	未分派盈利 之預扣稅 Withholding tax on undistributed earnings	業務合併之 公平價值調整 Fair value adjustments on business combination	其他 Others	總計 Total	
	加速稅務折舊 Accelerated tax depreciation	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	
於二零一五年 一月一日	At 1 January 2015	31,635	(12,665)	2,572	—	1,238	22,780
匯兌差額	Exchange differences	(1,776)	771	(129)	—	(39)	(1,173)
於損益中計入	Credit to profit or loss	—	(1,357)	(356)	—	(682)	(2,395)
於二零一五年 十二月三十一日	At 31 December 2015	29,859	(13,251)	2,087	—	517	19,212
匯兌差額	Exchange differences	(2,306)	904	(115)	(1,510)	2	(3,025)
收購附屬公司 所產生	Arising on acquisition of subsidiaries	5,979	(50)	—	24,577	(165)	30,341
於損益中扣除 (計入)	Charge (credit) to profit or loss	88	(957)	(392)	(110)	(586)	(1,957)
於二零一六年 十二月三十一日	At 31 December 2016	33,620	(13,354)	1,580	22,957	(232)	44,571

以下載列就財務報告而言之遞延稅項結餘分析：

The following is the analysis of the deferred tax balances for financial reporting purposes:

		二零一六年 2016 千港元 HK\$'000	二零一五年 2015 千港元 HK\$'000
遞延稅項資產	Deferred tax assets	199	—
遞延稅項負債	Deferred tax liabilities	(44,770)	(19,212)
		(44,571)	(19,212)

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38. 遞延稅項 (續)

於二零一六年十二月三十一日，本集團擁有為數110,858,000港元(二零一五年：64,493,000港元)之估計未動用稅項虧損可用於抵銷將來利潤。由於將來利潤流量難以估計，因此並無確認遞延稅項資產。為數52,292,000港元(二零一五年：19,875,000港元)之未動用稅項虧損將在五年內逐漸到期，而餘下未動用稅項虧損可無限期結轉。

39. 收購附屬公司

於二零一六年七月十二日，本集團完成自深圳市華融泰資產管理有限公司(本公司之中介控股公司)收購北京紫光製藥有限公司(「紫光」)之60%股本權益，現金代價為人民幣291,200,000元(相當於338,871,000港元)。該交易為關聯方交易。該收購事項已使用購買法入賬。因收購產生之商譽金額為219,492,000港元。紫光及其附屬公司(「紫光集團」)從事製造及銷售處方藥，包括化學藥和傳統中成藥。收購紫光集團乃為實現更佳回報及發展。

有關收購之成本2,910,000港元並未計入轉撥之代價，並已於本年度於綜合損益及其他全面收益表之其他支出項下確認為支出。

38. DEFERRED TAXATION (CONTINUED)

The Group had estimated unused tax losses of HK\$110,858,000 (2015: HK\$64,493,000) at 31 December 2016, which were available for offset against future profits. No deferred tax asset has been recognised due to the unpredictability of future profit streams. Unused tax losses of HK\$52,292,000 (2015: HK\$19,875,000) at 31 December 2016 will gradually expire in five years and the remaining unused tax losses may be carried forward indefinitely.

39. ACQUISITION OF SUBSIDIARIES

On 12 July 2016, the Group completed the acquisition of 60% of the equity interest in 北京紫光製藥有限公司 (Beijing Ziguang Pharmaceutical Co., Ltd) ("Ziguang") from 深圳市華融泰資產管理有限公司, an intermediate holding company of the Company, for a cash consideration of RMB291,200,000 (equivalent to HK\$338,871,000). The transaction is a related party transaction. This acquisition has been accounted for using the purchase method. The amount of goodwill arising as a result of the acquisition was HK\$219,492,000. Ziguang and its subsidiaries ("Ziguang Group") is engaged in the manufacturing and sales of prescription drugs, including chemical drugs and traditional prescribed Chinese medicines. Ziguang Group was acquired so as to achieve better returns and development.

Acquisition-related costs amounting to HK\$2,910,000 has been excluded from the consideration transferred and have been recognised as an expense in the current year, within the other expenses line item in the consolidated statement of profit or loss and other comprehensive income.

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39. 收購附屬公司 (續)

39. ACQUISITION OF SUBSIDIARIES (CONTINUED)

千港元
HK\$'000購買代價
現金代價

Purchase consideration

Cash consideration

338,871

於收購日已收購資產
及已承擔負債之公平價值如下：Fair value of assets acquired and liabilities
assumed at the date of acquisition are
as follows:

物業、廠房及設備	Property, plant and equipment	194,814
土地使用權之預付租賃款項	Prepaid lease payments on land use right	107,431
投資物業	Investment property	5,466
無形資產	Intangible assets	6,947
遞延稅項資產	Deferred tax assets	212
存貨	Inventories	59,697
生物資產	Biological assets	3,437
應收貿易款項及應收票據	Trade and bills receivables	43,724
其他應收款項、按金及預付款項	Other receivables, deposits and prepayments	52,412
其他關聯方欠款	Amounts due from other related parties	94,617
一間中介控股公司欠款	Amount due from an intermediate holding company	22,579
現金及現金等價物	Cash and cash equivalents	223,347
應付貿易款項及應付票據	Trade and bills payables	(34,278)
其他應付款項	Other payables	(27,482)
欠一間中介控股公司款項	Amount due to an intermediate holding company	(13,912)
欠其他關聯方款項	Amounts due to other related parties	(11,064)
稅項負債	Tax liabilities	(7,398)
遞延稅項負債	Deferred tax liabilities	(30,553)
銀行及其他借貸	Bank and other borrowings	(429,762)
可識別已收購淨資產總額	Total identifiable net assets acquired	260,234

於業務合併中收購物業、廠房及設備以及土地使用權之預付租賃款項之公平價值乃基於獨立合資格專業估值師參考物業、廠房及設備的折舊置換成本及土地使用權之預付租賃款項之市值進行的估值釐定。

The fair values of property, plant and equipment and prepaid lease payments for land use right acquired in business combination are based on valuations performed by an independent qualified professional valuer with reference to depreciated replacement cost of property, plant and equipment and market value of prepaid lease payments for land use right.

應收貿易款項及應收票據、其他應收款項、其他關聯方欠款及一間中介控股公司欠款於收購日期之公平價值為195,805,000港元。於收購日期已收購貿易及其他應收款項之合約總額為96,760,000港元。預期不可收回之合約現金流量於收購日期之最佳估計為1,601,000港元。

The fair value of trade and bills receivables, other receivables, amounts due from other related parties and amount due from an intermediate holding company at the date of acquisition amounted to HK\$195,805,000. The gross contractual amounts of those trade and other receivables acquired amounted to HK\$96,760,000 at the date of acquisition. The best estimate at acquisition date of the contractual cash flows not expected to be collected amounted to HK\$1,601,000.

綜合財務報表附註 Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

39. 收購附屬公司 (續)

39. ACQUISITION OF SUBSIDIARIES (CONTINUED)

		千港元 HK\$'000
收購產生之商譽	Goodwill arising on acquisition	
所轉撥之代價	Consideration transferred	338,871
加：非控股權益	Plus: non-controlling interests	140,855
減：已收購資產淨值	Less: net assets acquired	(260,234)
		<u>219,492</u>

本年度有關收購之現金及現金等價物
流出淨額分析如下：

An analysis of the net outflow of cash and cash equivalents
in the current year in respect of the acquisition is as follows:

		千港元 HK\$'000
已購入之現金及現金等價物	Cash and cash equivalents acquired	223,347
減：本年度以現金支付之代價	Less: Consideration satisfied by cash in the current year	(338,871)
本年度收購附屬公司產生之 現金流出淨額	Net cash outflow on acquisition of subsidiaries in the current year	<u>(115,524)</u>

於收購日期確認的於紫光集團的非控
股權益乃按現存之擁有權權益於被收
購方可識別資產淨值已確認金額之應
佔部分計量，有關金額為140,855,000
港元。

The non-controlling interests in Ziguang Group recognised at
the acquisition date was measured by the present ownership
interest's proportionate share in the recognised amounts of
the acquiree's identifiable net assets and amounted to
HK\$140,855,000.

綜合財務報表附註 Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

39. 收購附屬公司 (續)

收購事項產生的商譽計入有關紫光集團的預期收入增長利益、未來市場發展及裝配勞動力的金額。為把握醫療健康行業的機遇，本公司已成立全資附屬公司北京華控康泰醫療健康管理有限公司（「華控康泰」）。華控康泰將專注於投資及經營醫療健康業務，而紫光集團將繼續專注於其醫藥業務。預期華控康泰及紫光集團可共同促進醫療、健康及醫藥上下游供應鏈的整合。例如，華控康泰可為紫光集團增設新的銷售收入來源，而華控康泰亦可受益於紫光集團既有營運經驗。因此，董事認為收購北京製藥有限公司將對本集團的現有醫療、健康及醫藥業務產生協同效應，並提升本集團於業界的知名度。

由於該等裨益並不符合可識別無形資產的確認標準，故並無與商譽分開確認。

收購事項產生的商譽預期不會就稅務目的而遭扣減。

紫光集團業務產生年內虧損4,944,000港元。年內收入包括紫光集團產生的124,461,000港元。

39. ACQUISITION OF SUBSIDIARIES (CONTINUED)

Goodwill arose in the acquisition included amounts in relation to the benefit of expected revenue growth, future market development and the assembled workforce of Ziguang Group. In order to capture the opportunities of the medical and healthcare industry, the Company has established a wholly-owned subsidiary, 北京華控康泰醫療健康管理有限公司（“Huakong Kangtai”）。Huakong Kangtai will focus on the investment in and operation of medical and healthcare businesses and Ziguang Group will continue to focus on its pharmaceutical businesses, it is expected that Huakong Kangtai and Ziguang Group may provide mutual support for integrating the upstream and downstream supply chain in the medical, healthcare and pharmaceutical aspects. For instance, Huakong Kangtai may create new sources of sales for Ziguang Group, and Huakong Kangtai may in turn benefit from the existing operational experience from Ziguang Group. As such, the Directors believe that the acquisition of Beijing Ziguang Pharmaceutical Co., Ltd. will generate synergies with the Group's existing medical, healthcare and pharmaceutical businesses and raise the Group's profile in the industry.

These benefits are not recognised separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets.

None of the goodwill arising on this acquisition is expected to be deductible for tax purposes.

Included in the loss for the year is HK\$4,944,000 attributable to the business generated by Ziguang Group. Revenue for the year includes HK\$124,461,000 generated from Ziguang Group.

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39. 收購附屬公司 (續)

倘收購事項於二零一六年一月一日完成，年內集團收入總額應為904,413,000港元，而年內虧損應為38,746,000港元。備考資料僅作說明，未必為倘收購事項於二零一六年一月一日完成本集團會達致的實際經營收入及業績指標，亦不擬作預測未來業績。

於釐定本集團「備考」虧損時(假設紫光集團已於本年度年初被收購)，董事已根據業務合併之首次會計所產生的公平價值(而非在收購前財務報表內之已確認賬面值)計算廠房及設備折舊以及已收購土地使用權之預付租賃款項。

40. 主要非現金交易

於截至二零一五年十二月三十一日止年度，於到期日抵銷相關銀行貸款的附有追索權之應收票據為20,921,000港元。

41. 退休福利計劃

本集團之中國員工乃當地政府運作之國家管理退休福利計劃之成員。本集團須向該等退休福利計劃按員工薪金成本之若干百分比作出供款，為有關福利提供資金。本集團就該等退休福利計劃承擔之唯一責任為作出特定供款。

本集團亦設立強制性公積金計劃(「強積金計劃」)。所有香港合資格僱員須參加強積金計劃。計劃的資產與本集團的資產分開持有，存置於受託人管理的基金。僱員及本集團之供款乃按僱員每月相關收入的5%作出，有強制性上限，若僱員之每月基本薪金超過強制性上限，本集團將作出額外5%的供款。

年末董事及僱員之退休福利計劃供款分別載於附註10及12。

39. ACQUISITION OF SUBSIDIARIES (CONTINUED)

Had the acquisition been completed on 1 January 2016, total group revenue for the year would have been HK\$904,413,000, and loss for the year would have been HK\$38,746,000. The pro forma information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 January 2016, nor is it intended to be a projection of future results.

In determining the 'pro-forma' loss of the Group had Ziguang Group been acquired at the beginning of the current year, the directors have calculated depreciation of plant and equipment and prepaid lease payments on land use right acquired on the basis of the fair values arising in the initial accounting for the business combination rather than the carrying amounts recognised in the pre-acquisition financial statements.

40. MAJOR NON-CASH TRANSACTION

During the year ended 31 December 2015, bills receivables with recourse offset against corresponding bank loans upon maturity was HK\$20,921,000.

41. RETIREMENT BENEFITS SCHEMES

The PRC employees of the Group are members of state-managed retirement benefits schemes operated by the local government. The Group is required to contribute certain percentage of their payroll costs to the retirement benefits schemes to fund the benefits. The only obligation of the Group with respect to the retirement benefits schemes is to make the specified contributions.

The Group also operates a Mandatory Provident Fund Scheme (the "MPF Scheme"). All qualifying employees in Hong Kong are required to join the MPF Scheme. The assets of the scheme are held separately from those of the Group, in funds under the control of trustees. Both employees' and the Group's contributions are calculated at 5% of the employee's monthly relevant income with the mandatory cap, and the Group will make 5% top-up contribution if an employee's monthly basic salary exceeds the mandatory cap.

The retirement benefits scheme contributions of the Directors and staff for the year end are stated in notes 10 and 12 respectively.

綜合財務報表附註 Notes to the Consolidated Financial Statements

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42. 經營租賃承擔及安排

本集團與於中國之第三方訂立安排，租用場址作為水泥生產設施，為期二十年。其他已租用物業之經營租約租期經磋商後定為一年至十年。

本集團作為承租人

經營租賃項下確認為支出之
最低租賃款項

於報告期末，本集團根據上述安排及其他不可撤銷之物業和廠房及設備經營租賃須承擔之日後最低租賃款項之到期情況如下：

不超過一年	Not later than one year
一年以上但 不超過五年	Later than one year and not later than five years
超過五年	Later than five years

本集團作為出租人

於報告期末，本集團已就以下日後最低租賃款項與租戶訂立合同：

不超過一年	Not later than one year
一年以上但 不超過五年	Later than one year and not later than five years
超過五年	Later than five years

42. OPERATING LEASE COMMITMENTS AND ARRANGEMENTS

The Group entered into an arrangement with a third party in the PRC to lease rented premises as the production facilities for manufacture of cement with a term of twenty years. Other operating leases for rented premises were negotiated for terms from one to ten years.

The Group as lessee

二零一六年	二零一五年
2016	2015
千港元	千港元
HK\$'000	HK\$'000

4,167	1,161
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At the end of the reporting period, the Group had commitments for future minimum lease payments under the above arrangement and other non-cancellable operating leases for premises and plant and equipment which fall due as follows:

二零一六年	二零一五年
2016	2015
千港元	千港元
HK\$'000	HK\$'000

7,287	1,788
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14,249	4,031
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1,109	398
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22,645	6,217
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The Group as lessor

At the end of the reporting period, the Group had contracted with tenants for the following future minimum lease payments:

二零一六年	二零一五年
2016	2015
千港元	千港元
HK\$'000	HK\$'000

379	—
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1,517	—
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1,990	—
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3,886	—
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綜合財務報表附註 Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

43. 資本承擔

本集團有以下資本承擔：

已訂約但未於綜合
財務報表撥備之
資本承擔：

- 注入股本予一間
合營公司
- 注入股本予Apros
- 購置物業、廠房
及設備
- 認購一間公司的
股份

Capital commitments contracted
for but not provided in the
consolidated financial statements:

- capital contribution to a joint
venture (a)
- capital contribution to Apros
- acquisition of property, plant
and equipment
- subscription of shares in a
company (b)

43. CAPITAL COMMITMENTS

The Group had the following capital commitments:

二零一六年 2016 千港元 HK\$'000	二零一五年 2015 千港元 HK\$'000
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446,927

477,897

36,812

—

45,515

3,807

1,356,722

—

1,885,976

481,704

- (a) 誠如本公司於二零一二年二月十五日公佈，於二零一二年二月十三日，上海上聯與國有企業上海建材(集團)有限公司(前稱上海建築材料(集團)總公司，「上海建材」)訂立《關於建設「白龍港項目」合作協議》(「合作協議」)及《關於設立合資公司(原則)協議》(「合資原則協議」)，以根據有關協議之條款及條件設立合資公司(「合資公司」)。根據合作協議，上海建材及上海上聯同意於取得白龍港項目之有關政府批文後，按合資原則協議之條款成立合資公司，以經營及管理白龍港項目。注入股本予一間合營公司之承擔指合資公司註冊股本之50%股份人民幣400,000,000元(相當於約446,927,000港元(二零一五年：477,897,000港元))，將由本集團提供。交易詳情載於本公司日期分別為二零一二年二月十五日及二零一四年一月三十日之公告及通函以及日期為二零一二年三月十六日之通函內。

- (a) As announced by the Company on 15 February 2012, Shanghai SAC entered into the 《關於建設「白龍港項目」合作協議》(the Bailonggang Project Construction Cooperation Agreement*) (the “Cooperation Agreement”) and the 《關於設立合資公司(原則)協議》(the Principle Agreement for the Establishment of the Joint Venture Company*) (the “JV Principle Agreement”) with 上海建材(集團)有限公司 (Shanghai Building Material (Group) Company Limited*) (formerly known as 上海建築材料(集團)總公司 (Shanghai Building Material (Group) General Company*)) (“Shanghai Building Material”), a state-owned enterprise, for the purpose of setting up a joint venture company (the “JV Company”) pursuant to the terms and conditions therein on 13 February 2012. Pursuant to the Cooperation Agreement, Shanghai Building Material and Shanghai SAC agreed to establish the JV Company to operate and manage the Bailonggang Project under the terms of the JV Principle Agreement after the relevant government approvals for the Bailonggang Project being obtained. The commitment on capital contribution to a joint venture represents the 50% share of registered capital of the JV Company by the Group amounting to RMB400,000,000 (equivalent to approximately HK\$446,927,000 (2015: HK\$477,897,000)). Details of the transaction were set out in the announcement and circular of the Company dated 15 February 2012 and 30 January 2014, respectively, and the circular of the Company dated 16 March 2012.

綜合財務報表附註 Notes to the Consolidated Financial Statements

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43. 資本承擔 (續)

(a) (續)

上海上聯已於二零一二年九月二十八日訂立三項購買協議，以購買若干設備及機器，總代價為人民幣380,000,000元(相當於約424,581,000港元(二零一五年：454,002,000港元))。於二零一六年十二月三十一日，上海上聯已支付該三項購買協議項下總代價之各首期付款合共人民幣68,270,000元(二零一五年：人民幣68,270,000元)(相當於約76,279,000港元(二零一五年：81,565,000港元))。三項購買協議項下購買之設備及機器旨在未來用於白龍港項目，本集團及本公司不計劃把該等設備及機器留作自用。於合資公司成立後，上海上聯可根據相關中國法律及規例，以成本價格透過出售或其他方式轉讓根據購買協議所購買之設備及機器，或以成本價格更替購買協議項下之權利及責任予合資公司，或受相關中國法律及規例規限，可以成本價格以實物出資方式轉移該等設備及機器，以符合其於合資公司註冊資本比例之出資。交易詳情分別載於本公司日期為二零一二年十月三日及二零一二年十一月十五日之公告及通函內。

由於三項購買協議項下購買之設備及機器旨在未來用於白龍港項目，本集團於白龍港項目之總承擔(包括該三項購買協議項下之承擔)最高為人民幣400,000,000元(相當於約446,927,000港元(二零一五年：477,897,000港元))，相當於注入股本予一間合營公司之承擔。

43. CAPITAL COMMITMENTS (CONTINUED)

(a) (CONTINUED)

On 28 September 2012, Shanghai SAC entered into three purchase agreements for the purchases of certain equipment and machineries at the aggregate consideration of RMB380,000,000 (equivalent to approximately HK\$424,581,000 (2015: HK\$454,002,000)). As at 31 December 2016, Shanghai SAC has settled the respective first payments of the total consideration in an aggregate amount of RMB68,270,000 (2015: RMB68,270,000) (equivalent to approximately HK\$76,279,000 (2015: HK\$81,565,000)) under the three purchase agreements. The equipment and machineries under the three purchase agreements were purchased for future use in the Bailonggang Project and the Group and the Company does not intend to retain such equipment and machineries for their own use. After the JV Company is established, Shanghai SAC may transfer, by way of disposal or otherwise, the equipment and machineries purchased at cost or novate the rights and obligations of the purchase agreements at cost to the JV Company in accordance with the relevant PRC rules and regulations, or subject to the relevant PRC rules and regulations, may transfer such equipment and machineries at cost by way of contribution in kind to satisfy its proportion of the registered capital of the JV Company. Details of the transaction were set out in the announcement and circular of the Company dated 3 October 2012 and 15 November 2012 respectively.

Since the equipment and machineries under the three purchase agreements were purchased for future use in the Bailonggang Project, the total commitment of the Group to the Bailonggang Project, including the commitment under the three purchase agreements, would be limited to RMB400,000,000 (equivalent to approximately HK\$446,927,000 (2015: HK\$477,897,000)) being the commitment on capital contribution to a joint venture.

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43. 資本承擔 (續)

- (b) 於二零一六年十一月二十九日，本公司、Binex Co., Ltd. (「Binex」，一間於韓國交易所韓國證券交易所自動報價系統上市之公司)、Able Partners Co., Ltd.、Binex Holdings Co., Ltd.、Lee, Hyuk-Jong先生及Jeong, Myung-Ho先生訂立一份股份認購協議，據此，本公司(或透過其指定全資附屬公司)有條件同意向Binex認購，而Binex有條件同意向本公司(或透過其指定全資附屬公司)發行Binex 13,182,298股具投票權之普通股。按照認購價每股16,000韓圓計算，認購代價合共為210,916,768,000韓圓(相當於約1,397,725,000港元)。建議收購事項須待於本公司日期為二零一六年十二月十六日之公告所載之先決條件達成後，方可作實。交易詳情分別載於日期為二零一六年十二月十六日及二零一七年一月十一日之公告。

44. 資本風險管理

本集團管理其資本，以確保本集團之實體可持續經營，並透過優化債務及權益結餘為本公司股東帶來最大回報。本集團的整體策略與上一年度維持不變。

本集團之資本結構包括債務(主要包括於附註33披露之銀行及其他借貸)及本公司股東應佔權益，包括已發行股本、儲備及保留溢利。董事每年檢討資本結構。作為檢討的一部分，董事考慮資本成本及各資本類別相關之風險。根據董事之建議，本集團將透過發行新股份、回購股份及發行新債務或贖回現有債務以平衡其整體資本結構。

43. CAPITAL COMMITMENTS (CONTINUED)

- (b) On 29 November 2016, the Company, Binex Co., Ltd. ("Binex", a company listed on Korean Securities Dealers Automated Quotations of Korea Exchange), Able Partners Co., Ltd., Binex Holdings Co., Ltd., Mr. Lee, Hyuk-Jong and Mr. Jeong, Myung-Ho entered into a share subscription agreement, pursuant to which the Company (or through its wholly owned subsidiary designated by it) has conditionally agreed to subscribe from Binex, and Binex has conditionally agreed to issue to the Company (or through its wholly owned subsidiary designated by it) 13,182,298 shares of voting common stock of Binex. Based on the subscription price of KRW16,000 per share, the total subscription consideration is KRW210,916,768,000 (equivalent to approximately HK\$1,397,725,000). The proposed acquisition is subject to the fulfilment of the conditions precedent pursuant to the Company's announcement dated 16 December 2016. Details of the transaction were set out in the announcement dated 16 December 2016 and 11 January 2017 respectively.

44. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to owners of the Company through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of debts, which mainly includes the bank and other borrowings disclosed in note 33 and equity attributable to owners of the Company, comprising issued share capital, reserves and retained profits. The Directors review the capital structure on an annual basis. As part of this review, the Directors consider the cost of capital and the risks associated with each class of capital. Based on recommendations of the Directors, the Group will balance its overall capital structure through issuance of new shares and share buy-back as well as the issuance of new debts or the redemption of existing debts.

綜合財務報表附註 Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

45. 金融工具

金融工具之類別

45. FINANCIAL INSTRUMENTS

Categories of financial instruments

		二零一六年 2016 千港元 HK\$'000	二零一五年 2015 千港元 HK\$'000
金融資產	Financial assets		
透過損益賬按公平價值處理之金融資產(附註28)	Financial assets at fair value through profit or loss (note 28)	120,504	82,227
貸款及應收款項	Loans and receivables		
應收貿易款項及應收票據(附註25)	Trade and bills receivables (note 25)	347,989	295,440
其他應收款項(包括於其他應收款項、按金及預付款項)(附註26)	Other receivables (included in other receivables, deposits and prepayments) (note 26)	57,843	22,478
應收銀行利息收入(包括於其他應收款項、按金及預付款項)(附註26)	Bank interest income receivable (included in other receivables, deposits and prepayments) (note 26)	5,246	2,223
應收貸款(附註27)	Loans receivable (note 27)	167,264	—
其他保本型存款(附註29)	Other principal protected deposits (note 29)	—	205,327
一間中介控股公司欠款(附註47)	Amount due from an intermediate holding company (note 47)	89,385	—
一間合營公司欠款	Amount due from a joint venture	131	—
其他關聯方欠款(附註48(c))	Amounts due from other related parties (note 48(c))	168,865	157,937
受限制銀行存款	Restricted bank deposit	2,518	—
已抵押短期銀行存款	Pledged short-term bank deposits	421,416	424,912
原到期日為四至十二個月之定期存款(附註30)	Time deposits with original maturity between 4 to 12 months (note 30)	22,347	—
現金及現金等價物(附註30)	Cash and cash equivalents (note 30)	581,137	897,933
		1,864,141	2,006,250
		1,984,645	2,088,477
按攤銷成本計量之金融負債	Financial liabilities measured at amortised cost		
應付貿易款項及應付票據(附註31)	Trade and bills payables (note 31)	175,428	103,997
其他應付款項(包括於其他應付款項及已收按金)(附註32)	Other payables (included in other payables and deposits received) (note 32)	26,024	2,295
購買物業、廠房及設備應付款項(包括於其他應付款項及已收按金)(附註32)	Payables for acquisition of property, plant and equipment (included in other payables and deposits received) (note 32)	3,652	3,905
其他應計經營費用(包括於其他應付款項及已收按金)(附註32)	Other accrued operating expenses (included in other payables and deposits received) (note 32)	12,513	3,904
欠一間中介控股公司款項(附註47)	Amount due to an intermediate holding company (note 47)	24,230	—
欠其他關聯方款項(附註48(c))	Amounts due to other related parties (note 48(c))	9,528	2,137
銀行及其他借貸(附註33)	Bank and other borrowings (note 33)	1,079,441	777,456
		1,330,816	893,694

綜合財務報表附註 Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

45. 金融工具 (續)**金融風險管理目標及政策**

本集團之主要金融工具於上文載列。該等金融工具詳情於相關附註披露。有關該等金融工具的風險包括市場風險(利率風險、外幣風險及其他價格風險)、信貸風險及流動性風險。如何減輕該等風險的政策載於下文。管理層管理及監察該等風險，確保及時且有效地採取適當措施。

市場風險**利率風險**

本集團的公平價值利率風險主要與若干定息已抵押短期銀行存款、定期存款、應收貸款以及銀行及其他借貸有關(有關該等銀行及其他借貸的詳情請見附註33)。

本集團的現金流量利率風險主要與浮息銀行結餘以及銀行及其他借貸有關(有關該等銀行及其他借貸的詳情請見附註33)。利率掛鈎結構性存款(歸入其他保本型存款)的利息因上海銀行間同業拆放利率(「上海銀行間同業拆放利率」)變動而浮動。

本集團並未使用任何利率掉期以降低其所面對之利率風險。然而，管理層監察利率風險及將於預期面對重大利率風險時考慮採取所需行動。

本集團所面對之金融負債利率風險之詳情載於流動性風險部分。本集團之現金流量利率風險主要集中於本集團之銀行及其他借貸帶來之香港銀行同業拆息與中國人民銀行所報利率波動之風險。

45. FINANCIAL INSTRUMENTS (CONTINUED)**Financial risk management objectives and policies**

The Group's major financial instruments are listed above. Details of these financial instruments are disclosed in the respective notes. The risks associated with these financial instruments include market risk (interest rate risk, foreign currency risk and other price risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented in a timely and effective manner.

Market risk**Interest rate risk**

The Group's fair value interest rate risk relates primarily to certain fixed-rate pledged short-term bank deposits, time deposits, loans receivable and bank and other borrowings (see note 33 for details of these bank and other borrowings).

The Group's cash flow interest rate risk primarily relates to variable-rate bank balances and bank and other borrowings (see note 33 for details of these bank and other borrowings). For interest rate linked structured deposits, which are grouped under other principal protected deposits, interest varies depending on the movement of the Shanghai Interbank Offered Rate (the "SHIBOR").

The Group has not used any interest rate swaps to mitigate its exposure associated with interest rate risk. However, management monitors interest rate exposure and will consider necessary actions when significant interest rate exposure is anticipated.

The Group's exposures to interest rates on financial liabilities are detailed in the liquidity risk. The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of Hong Kong Interbank Offered Rate and the interest rates quoted by the People's Bank of China arising from the Group's bank and other borrowings.

綜合財務報表附註 Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

45. 金融工具(續)

金融風險管理目標及政策(續)

市場風險(續)

敏感度分析

以下敏感度分析乃基於報告期末有關銀行結餘及浮息銀行及其他借款之非衍生工具所面對的利率風險而釐定。此分析假設於報告期末尚存資產和負債金額於整個年度一直存在。200點子之增減(就銀行及其他借貸而言)及15點子之增加(就銀行結餘而言)代表管理層對利率合理可能變動的評估。預計銀行結餘的利率在自報告期末起的十二個月內不會下降。

倘銀行及其他借貸相關利率增加／減少200個點子且所有其他可變因素維持不變，則本集團截至二零一六年十二月三十一日止年度之虧損將增加／減少15,070,000港元(二零一五年：12,940,000港元)。

此外，倘銀行結餘相關利率增加15個點子且所有其他可變因素維持不變，則本集團截至二零一六年十二月三十一日止年度之虧損將減少791,000港元(二零一五年：1,003,000港元)。

本集團之保本型利率掛鉤結構性存款存在利率風險，其利率取決於上海銀行間同業拆放利率變動而浮動。於二零一六年十二月三十一日，並無利率掛鉤結構性存款結餘。

其他價格風險

本集團因其於債券及上市股本證券之投資而承受證券價格風險。管理層密切監察價格風險，並將於有需要時考慮對沖風險。管理層認為就其投資所承受之其他價格風險並不重大。因此，並未呈列敏感度分析。

45. FINANCIAL INSTRUMENTS (CONTINUED)

Financial risk management objectives and policies (CONTINUED)

Market risk (CONTINUED)

Sensitivity analysis

The sensitivity analysis below have been determined based on the exposure to interest rate for non-derivative instruments relating to bank balances and floating-rate bank and other borrowings at the end of the reporting period. The analysis is prepared assuming the amount of assets and liabilities outstanding at the end of the reporting period was outstanding for the whole year. 200 basis points increase or decrease for bank and other borrowings and 15 basis points increase for bank balances represent management's assessment of the reasonably possible change in interest rates. It is expected that the interest rate for bank balances will not decrease in the next twelve months from end of the reporting period.

If interest rates had been increased/decreased by 200 basis points in respect of bank and other borrowings and all other variables were held constant, the Group's loss for the year ended 31 December 2016 would increase/decrease by HK\$15,070,000 (2015: HK\$12,940,000).

In addition, if interest rates had been increased by 15 basis points in respective of bank balances and all other variables were held constant, the Group's loss for the year ended 31 December 2016 would decrease by HK\$791,000 (2015: HK\$1,003,000).

The Group is exposed to interest rate risk through its interest rate linked structured deposits which are principal protected and their interest varies depending on the movement of the SHIBOR. As 31 December 2016, there was no outstanding interest rate linked structured deposits.

Other price risk

The Group is exposed to equity price risk through its investments in bonds and listed equity securities. The management closely monitors the price risk and will consider hedging the risk exposure should the need arise. The management considers the exposure of other price risk for its investments is not significant. Accordingly, no sensitivity analysis is presented.

綜合財務報表附註 Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

45. 金融工具(續)

金融風險管理目標及政策(續)

市場風險(續)

外幣風險

外幣風險為金融工具之價值因外幣匯率變動而波動所產生之風險。本集團之營運主要位於中國而非香港。於二零一六年十二月三十一日，本集團持有以港元計值的銀行結餘、欠其他關聯方款項以及銀行及其他借貸(二零一五年：銀行結餘、欠其他關聯方款項及銀行及其他借貸)，而港元並非各集團實體之功能貨幣。本集團目前並無外幣對沖政策。然而，管理層密切監察外匯風險及將於有需要時考慮對沖重大外幣風險。

以港元(並非集團實體的功能貨幣)計值的貨幣資產及貨幣負債的賬面值如下：

資產	Assets
負債	Liabilities

下表詳細載列本集團就人民幣兌港元上升及下降5%之敏感度影響。管理層對以外幣匯率合理可能變動進行評估時採用之敏感度比率為5%。敏感度分析包括以港元計值之金融資產及金融負債及於報告期末以外幣匯率5%之變動進行換算調整。下文所示正數或負數即表示人民幣兌港元上漲5%時本年度虧損減少或增加。至於人民幣兌港元下跌5%時，則指對本年度業績產生同等及相反影響。

45. FINANCIAL INSTRUMENTS (CONTINUED)

Financial risk management objectives and policies (CONTINUED)

Market risk (CONTINUED)

Foreign currency risk

Foreign currency risk is the risk that the value of a financial instrument will fluctuate because of changes in foreign exchange rate. The Group's operations are mainly in the PRC other than Hong Kong. As at 31 December 2016, the Group has bank balances, amounts due to other related parties and bank and other borrowings (2015: bank balances, amounts due to other related parties and bank and other borrowings) denominated in HK\$ which is the currency other than the functional currency of the respective group entities. The Group currently does not have a foreign currency hedging policy. However, the management monitors foreign exchange exposure closely and will consider hedging significant foreign currency exposure should the need arises.

The carrying amounts of monetary assets and monetary liabilities that are denominated in HK\$, which is a currency other than the functional currency of the group entities are as follows:

	二零一六年 2016 千港元 HK\$'000	二零一五年 2015 千港元 HK\$'000
資產	770,574	988,801
負債	782,589	779,593

The following table details the Group's sensitivity to a 5% increase and decrease in RMB against HK\$. 5% sensitivity rate represents management's assessment of the reasonably possible change in foreign exchange rate. The sensitivity analysis includes the financial assets and financial liabilities denominated in HK\$, and adjusts their translation at the end of the reporting period for a 5% change in foreign currency rate. A positive or negative number below indicates a decrease or an increase in loss for the year where RMB strengthen 5% against HK\$. For a 5% weakening of RMB against in HK\$, there would be an equal and opposite impact on the result for the year.

綜合財務報表附註 Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

45. 金融工具(續)

金融風險管理目標及政策(續)

市場風險(續)

外幣風險(續)

本年度業績

Result for the year

信貸風險

本集團的信貸風險主要與應收貿易款項及應收票據及其他應收款項、透過損益賬按公平價值處理之金融資產、其他保本型存款、應收貸款、一間中介控股公司欠款、一間合營公司欠款、其他關聯方欠款、受限制銀行存款、已抵押短期銀行存款、定期存款以及銀行結餘及現金有關。

本集團因交易對手未能履行責任而使本集團須蒙受財務虧損之最高信貸風險，相當於綜合財務狀況表所列之各類已確認金融資產之賬面值。

為了將信貸風險降至最低，管理層已委派一支團隊專責決定信貸額度、信貸批准及其他監察程序，以確保採取跟進行動收回過期債務。我們會聘用獨立的公司，以調查客戶的信用狀況及彼等在需要時所提供的擔保或資產抵押。此外，管理層定期檢討各個別貿易債務、應收票據及其他應收款項之可收回金額，以確保就不可收回金額已作出足夠的減值虧損。

其他保本型存款之信貸風險為有限，原因為其屬於保本性質，而發行之銀行為具有良好信貸評級之知名銀行。

由於本集團的已抵押短期銀行存款、定期存款及銀行結餘乃存入香港及中國信貸評級良好的銀行，故流動資金的信貸風險有限。

45. FINANCIAL INSTRUMENTS (CONTINUED)

Financial risk management objectives and policies (CONTINUED)

Market risk (CONTINUED)

Foreign currency risk (CONTINUED)

二零一六年 2016 千港元 HK\$'000	二零一五年 2015 千港元 HK\$'000
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451

(7,845)

Credit risk

The Group's credit risk is primarily attributable to trade and bills and other receivables, financial assets at fair value through profit or loss, other principal protected deposits, loans receivable, amount due from an intermediate holding company, amount due from a joint venture, amounts due from other related parties, restricted bank deposit, pledged short-term bank deposits, time deposits and bank balances and cash.

The Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties is the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position.

In order to minimise credit risk, management has delegated a team to be responsible for the determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. Independent companies are engaged to investigate the credibility of customers, and guarantees or pledges of assets provided by them on a needed basis. In addition, management reviews the recoverable amount of each individual trade debt, bills receivables and other receivables regularly to ensure that adequate impairment losses are recognised for irrecoverable amounts.

The credit risk on other principal protected deposits is limited because they are principal protected and the issuing banks are reputable banks with good credit ratings.

The credit risk on liquid funds is limited because the Group's pledged short-term bank deposits, time deposits and bank balances are deposited with banks of high credit ratings in Hong Kong and the PRC.

綜合財務報表附註 Notes to the Consolidated Financial Statements

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45. 金融工具(續)**金融風險管理目標及政策(續)****市場風險(續)****信貸風險(續)**

應收貸款、一間中介控股公司欠款、一間合營公司欠款及其他關聯方欠款之信貸風險有限，原因為本集團之管理層認為該等交易對手之財政狀況穩健。

於二零一六年十二月三十一日，由於應收本集團附屬公司一名非控股股東款項147,673,000港元(二零一五年：157,937,000港元)及應收貸款167,264,000港元(二零一五年：零)，本集團存在集中風險。本集團會監察風險水平，確保即時採取跟進及／或矯正措施，以減輕風險。

除了將流動資金存入多間信貸評級良好的銀行及上文所述結餘所產生的集中信貸風險外，本集團的應收貿易款項及應收票據及其他應收款項並不存在高度集中的信貸風險，因風險已分散於若干交易對手及貿易客戶。

流動性風險

於管理流動性風險時，本集團監察及維持管理層認為足以為本集團之營運提供資金及減輕現金流量波動的影響之現金及現金等價物水平。本集團依賴銀行及其他借貸作為重要流動資金來源。管理層監察銀行及其他借貸之使用。

下表詳列本集團金融負債的合約到期期限。該等表格根據本集團可被要求償還金融負債之最早日期的金融負債未貼現現金流量編製。該表包括利息及本金現金流量。因利息流為浮動利率，未貼現款額以報告期末之利率計算。

45. FINANCIAL INSTRUMENTS (CONTINUED)**Financial risk management objectives and policies (CONTINUED)****Market risk (CONTINUED)****Credit risk (CONTINUED)**

The credit risk on loans receivable, amount due from an intermediate holding company, amount due from a joint venture and amounts due from other related parties are limited because the management of the Group determines that these counterparties are in strong financial position.

The Group has concentration risk on amounts due from a non-controlling shareholder of the Group's subsidiary amounted to HK\$147,673,000 (2015: HK\$157,937,000) and loans receivable amounted to HK\$167,264,000 (2015: Nil) as at 31 December 2016. The Group will monitor the level of exposure to ensure that follow up actions and/or corrective actions are taken promptly to lower the risk exposure.

Other than concentration of credit risk on liquid funds which are deposited with several banks with high credit ratings and on balances mentioned above, the Group does not have significant concentration of credit risk on trade and bills and other receivables as the exposure spread over a number of counterparties and customers.

Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The Group relies on bank and other borrowings as a significant source of liquidity. Management monitors the utilisation of bank and other borrowings.

The following tables detail the Group's remaining contractual maturity for its financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The tables include both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate at the end of the reporting period.

綜合財務報表附註 Notes to the Consolidated Financial Statements

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45. 金融工具(續)

金融工具之公平價值計量

本附註提供有關本集團如何釐定各項金融資產及負債之公平價值的資料。

於各報告期末，本集團若干金融資產按公平價值計量。下表提供釐定該等金融資產公平價值的方式(尤其是所使用的估值方法及參數)，以及將公平價值計量歸類的公平價值等級水平(第一至三級)的有關資料，乃根據公平價值計量參數的可觀察程度而釐定。

45. FINANCIAL INSTRUMENTS (CONTINUED)

Fair value measurements of financial instruments

This note provides information about how the Group determines fair value of various financial assets and liabilities.

Some of the Group's financial assets are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets are determined (in particular, the valuation techniques and inputs used), as well as the level of the fair value hierarchy into which the fair value measurements are categorised (levels 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

金融資產 Financial assets	公平價值於 Fair value at		公平價值 等級 Fair value hierarchy	估值方法及主要參數 Valuation technique and key inputs
	二零一六年 2016 千港元 HK\$'000	二零一五年 2015 千港元 HK\$'000		
持作買賣投資 Held for trading investments				
債券 Bonds	79,438	78,126	第二級 Level 2	定價服務的報價。 Quoted prices from pricing services.
於香港上市之股本證券 Equity securities listed in Hong Kong	15,849	—	第一級 Level 1	市場報價。 Quoted prices in market.
於香港以外上市之股本證券 Equity securities listed outside Hong Kong	2,783	4,101	第一級 Level 1	市場報價。 Quoted prices in market.
指定透過損益賬按公平價值處理之 金融資產 Financial assets designated as at fair value through profit or loss				
匯率掛鉤結構性存款 Exchange rate linked structured deposits	22,434	—	第二級 Level 2	貼現現金流量。根據未來匯率變動之概率(根據於報告期末從外匯期權市場取得的引伸波幅價格而模擬)及合約利率估計未來現金流量，並以反映本集團或各交易對手(如適用)的信貸風險之貼現率將其貼現。 Discounted cash flow. Future cash flows are estimated based on the probabilities of future exchange rate movements (which are modelled using the implied volatility prices at the end of the reporting period from the foreign exchange options market) and contracted interest rates, discounted at a rate that reflects the credit risk of the Group or the counterparties, as appropriate.
	120,504	82,227		

綜合財務報表附註 Notes to the Consolidated Financial Statements

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45. 金融工具 (續)

金融工具之公平價值計量 (續)

於截至二零一六年及二零一五年十二月三十一日止年度，第一級、第二級與第三級之間並無轉移。

董事認為本集團在綜合財務報表內按攤銷成本列賬的金融資產及金融負債之賬面值與其公平價值相若。有關公平價值乃按貼現現金流量分析根據公認定價模式釐定。

46. 資產抵押

於報告期末，本集團賬面值合共為105,999,000港元之若干樓宇及建築物（二零一五年：133,907,000港元之樓宇及建築物以及廠房及機器）、賬面值為45,655,000港元（二零一五年：5,960,000港元）之土地使用權之預付租賃款項、賬面值為22,434,000港元（二零一五年：利率掛鉤結構性存款143,369,000港元）之匯率掛鉤結構性存款以及附有固定年利率介乎0.90%至1.50%（二零一五年：0.00%至3.08%）的短期銀行存款421,416,000港元（二零一五年：424,912,000港元）已作為授予本集團之銀行貸款502,793,000港元（二零一五年：777,456,000港元）及向供應商開具應付票據98,831,000港元（二零一五年：69,249,000港元）相關的短期銀行融資之抵押。

47. 一間中介控股公司欠款 (欠一間中介控股公司款項)

一間中介控股公司欠款指向該中介控股公司提供貸款55,900,000港元及33,500,000港元，該等貸款為無抵押，按年利率5.66%及5.44%計息及須於二零一七年六月償還。

欠一間中介控股公司款項為無抵押、不計息及須於要求時償還。

45. FINANCIAL INSTRUMENTS (CONTINUED)

Fair value measurements of financial instruments (CONTINUED)

There were no transfers among Levels 1, 2 and 3 during the year ended 31 December 2016 and 2015.

The Directors consider that the carrying amount of the Group's financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate their fair values. Such fair values have been determined in accordance with generally accepted pricing models based on a discounted cash flow analysis.

46. PLEDGE OF ASSETS

At the end of the reporting period, certain of the Group's buildings and structures with aggregate carrying amount of HK\$105,999,000 (2015: buildings and structures and plant and machinery of HK\$133,907,000), prepaid lease payments on land use rights with carrying amount of HK\$45,655,000 (2015: HK\$5,960,000), an exchange rate linked structured deposits with carrying value of HK\$22,434,000 (2015: interest rate linked structured deposit of HK\$143,369,000) together with short-term bank deposits, carrying fixed interest rate ranging from 0.90% to 1.50% (2015: 0.00% to 3.08%) per annum, of HK\$421,416,000 (2015: HK\$424,912,000) were pledged to secure bank loans to the extent of HK\$502,793,000 (2015: HK\$777,456,000) granted to the Group and short-term bank facilities in respect of the issuance of bills payable to suppliers amounting to HK\$98,831,000 (2015: HK\$69,249,000).

47. AMOUNT DUE FROM (TO) AN INTERMEDIATE HOLDING COMPANY

Amount due from an intermediate holding company represented the provision of loans to the intermediate holding company amounted to HK\$55,900,000 and HK\$33,500,000, which were unsecured, interest bearing at 5.66% and 5.44% per annum and were repayable in June 2017.

Amount due to an intermediate holding company is unsecured, interest-free and are repayable on demand.

綜合財務報表附註 Notes to the Consolidated Financial Statements

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48. 關聯方交易及結餘

除該等綜合財務報表其他地方所披露之交易、結餘及承擔外，於截至二零一六年十二月三十一日止年度，本集團與關聯方之交易及結餘如下：

(a) 交易總結

本集團附屬公司之
非控股股東 Non-controlling shareholders
of the Group's subsidiaries

利息收入	Interest income	(i)		
管理費支出	Management fee expense			

年內，本公司自其中介控股公司收購紫光集團之60%股本權益。該交易構成關連交易(定義見上市規則)。詳情請參閱附註39。

(b) 主要管理層人員酬金

薪金及其他短期福利	Salaries and other short-term benefits			
退休福利費用	Post-employment costs			
權益結算以股份為基礎之付款	Equity-settled share-based payments			

48. RELATED PARTY TRANSACTIONS AND BALANCES

In addition to the transactions, balances and commitments disclosed elsewhere in these consolidated financial statements, during the year ended 31 December 2016, the Group had transactions and balances with related parties as follows:

(a) Summary of transactions

附註 Notes	(收入)/費用 (Income)/Expenses	
	二零一六年 2016 千港元 HK\$'000	二零一五年 2015 千港元 HK\$'000
	(6,918)	(8,184)
	89	68

During the year, the Company acquired 60% of the equity interest in Ziguang Group from its intermediate holding company. The transaction constituted connected transaction within the meaning of the Listing Rules. Details referred to note 39.

(b) Key management personnel compensation

	二零一六年 2016 千港元 HK\$'000	二零一五年 2015 千港元 HK\$'000
	12,266	10,198
	601	435
	6,355	—
	19,222	10,633

綜合財務報表附註 Notes to the Consolidated Financial Statements

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48. 關聯方交易及結餘(續)

(c) 結餘總結

流動資產	Current assets
借予本集團附屬公司之一名非控股股東之貸款	Loan to a non-controlling shareholder of the Group's subsidiary
應收本集團附屬公司之一名非控股股東之利息	Interest receivable from a non-controlling shareholder of the Group's subsidiary
最終控股公司之一間同系附屬公司欠款	Amount due from a fellow subsidiary of the ultimate holding company
其他關聯方欠款	Amounts due from other related parties
流動負債	Current liabilities
應付本集團附屬公司之非控股股東之股息	Dividend payable to a non-controlling shareholder of the Group's subsidiary
欠本集團附屬公司之非控股股東之款項	Amounts due to non-controlling shareholders of the Group's subsidiary
欠最終控股公司之一間同系附屬公司之款項	Amounts due to a fellow subsidiary of the ultimate holding company
欠其他關聯方款項	Amounts due to other related parties

附註:

- (i) 該等交易及結餘指透過一家銀行提供予本集團附屬公司之一名非控股股東之委託貸款。於二零一六年十二月三十一日，貸款本金按年利率4.15% (二零一五年：4.8%) 計息，為無抵押及須於二零一七年五月及二零一七年六月 (二零一五年：二零一六年五月及二零一六年七月) 償還。該等交易亦構成持續關連交易 (定義見上市規則)。交易之詳情載於本公司日期為二零一六年五月二十七日 (二零一五年：二零一五年五月二十二日) 之公告內。
- (ii) 結餘為無抵押、不計息及須於要求時償還。

48. RELATED PARTY TRANSACTIONS AND BALANCES (CONTINUED)

(c) Summary of balances

附註 Notes	二零一六年 2016 千港元 HK\$'000	二零一五年 2015 千港元 HK\$'000
(i)	147,486	157,706
(i)	187	231
(ii)	21,192	—
	168,865	157,937
(ii)	2,500	2,000
(ii)	494	137
(ii)	6,534	—
	9,528	2,137

Notes:

- (i) The transactions and balances represented the provision of entrusted loans through a bank to a non-controlling shareholder of the Group's subsidiary. As at 31 December 2016, the principals of the loans bear interest at 4.15% (2015: 4.8%) per annum, were unsecured and were repayable in May 2017 and June 2017 (2015: May 2016 and July 2016). The transactions also constituted connected transactions within the meaning of the Listing Rules. Details of the transactions were set out in the announcement of the Company dated 27 May 2016 (2015: 22 May 2015).
- (ii) The balances were unsecured, non-interest bearing and were repayable on demand.

綜合財務報表附註 Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

49. 本公司之財務狀況表

49. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

		二零一六年 2016 千港元 HK\$'000	二零一五年 2015 千港元 HK\$'000
非流動資產	Non-current assets		
物業、廠房及設備	Property, plant and equipment	79	58
於附屬公司之投資	Investments in subsidiaries	420,902	396,360
於一間合營公司之權益	Interests in a joint venture	32,759	—
附屬公司欠款	Amounts due from subsidiaries	427,687	98,289
		881,427	494,707
流動資產	Current assets		
其他應收款項及預付款項	Other receivables and prepayments	10,405	637
透過損益賬按公平價值處理 之金融資產	Financial assets at fair value through profit or loss	95,287	78,126
一間合營公司欠款	Amount due from a joint venture	131	—
已抵押短期銀行存款	Pledged short-term bank deposits	400,000	400,000
現金及現金等價物	Cash and cash equivalents	212,146	635,673
		717,969	1,114,436
流動負債	Current liabilities		
應計費用	Accrued expenses	8,083	1,484
一年內到期之銀行借貸	Bank borrowing due within one year	400,000	400,000
		408,083	401,484
流動資產淨額	Net current assets	309,886	712,952
總資產減流動負債	Total assets less current liabilities	1,191,313	1,207,659
股本及儲備	Capital and reserves		
股本	Share capital	9,900	9,900
股份溢價及儲備(附註)	Share premium and reserves (note)	1,181,413	1,197,759
權益總額	Total equity	1,191,313	1,207,659

綜合財務報表附註 Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

49. 本公司之財務狀況表(續)

本公司所有附屬公司於二零一六年及二零一五年十二月三十一日之詳情載於綜合財務報表附註50。

附註：

股份溢價及儲備

於二零一五年一月一日	At 1 January 2015	1,215,024	—	—	—	44,033	1,259,057
本公司本年度虧損	Loss for the year of the Company	—	—	—	—	(35,199)	(35,199)
兌換為呈列貨幣產生之匯兌差額	Exchange difference arising on translation to presentation currency	—	—	—	(26,099)	—	(26,099)
於二零一五年十二月三十一日	At 31 December 2015	1,215,024	—	—	(26,099)	8,834	1,197,759
本公司本年度虧損	Loss for the year of the Company	—	—	—	—	(19,510)	(19,510)
兌換為呈列貨幣產生之匯兌差額	Exchange difference arising on translation to presentation currency	—	—	—	(9,737)	—	(9,737)
根據購股權計劃確認股權結算以股份為基礎付款	Recognition of equity-settled share-based payments under share options scheme	—	—	13,761	—	—	13,761
已失效購股權	Share options lapsed	—	—	(22)	—	22	—
就股份獎勵計劃購買股份	Purchase of shares for share award scheme	—	(860)	—	—	—	(860)
於二零一六年十二月三十一日	At 31 December 2016	1,215,024	(860)	13,739	(35,836)	(10,654)	1,181,413

於二零一六年十二月三十一日，本公司可供分派予本公司股東之儲備為股份溢價1,215,024,000港元減已變現累計虧損33,272,000港元(二零一五年：股份溢價1,215,024,000港元減已變現累計虧損9,215,000港元)。

49. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (CONTINUED)

Particulars of all subsidiaries of the Company at 31 December 2016 and 2015 are set out in note 50 to the consolidated financial statements.

Note:

Share premium and reserves

股份溢價 Share premium	就股份獎勵計劃持有之股份 Shares held for share award scheme	以股份支付僱員酬金儲備 Employee share-based compensation reserve	匯兌儲備 Translation reserve	保留溢利 Retained profits	總額 Total
千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
1,215,024	—	—	—	44,033	1,259,057
—	—	—	—	(35,199)	(35,199)
—	—	—	(26,099)	—	(26,099)
1,215,024	—	—	(26,099)	8,834	1,197,759
—	—	—	—	(19,510)	(19,510)
—	—	—	(9,737)	—	(9,737)
—	—	13,761	—	—	13,761
—	—	(22)	—	22	—
—	(860)	—	—	—	(860)
1,215,024	(860)	13,739	(35,836)	(10,654)	1,181,413

The Company's reserves available for distribution to shareholders of the Company as at 31 December 2016 represented the share premium of HK\$1,215,024,000 and net of realised accumulated loss of HK\$33,272,000 (2015: share premium of HK\$1,215,024,000 and net of realised accumulated loss of HK\$9,215,000).

綜合財務報表附註 Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

50. 附屬公司資料

本公司所有附屬公司於二零一六年及二零一五年十二月三十一日之資料如下：

50. PARTICULARS OF SUBSIDIARIES

Particulars of all subsidiaries of the Company as at 31 December 2016 and 2015 are as follows:

公司名稱 Name of company	註冊成立／登記地點 Place of incorporation/ registration	經營地點 Place of operations	已發行及繳足 普通股股本／ 已繳足註冊資本 Paid up issued ordinary share capital/Paid up registered capital	本集團應佔之有效股本權益 Effective equity interest attributable to the Group		主要業務 Principal activities
				二零一六年 2016 %	二零一五年 2015 %	
All-cement Limited	英屬處女群島 British Virgin Islands	香港 Hong Kong	1美元 US\$1	100	100	投資控股及水泥業務 Investment holding and cement business
All-Shanghai Inc.	英屬處女群島 British Virgin Islands	香港 Hong Kong	15,376,500美元 US\$15,376,500	83.33	83.33	投資控股及水泥業務 Investment holding and cement business
Fester Global Limited	英屬處女群島 British Virgin Islands	香港 Hong Kong	1美元 US\$1	100	—	投資控股 Investment holding
金瑞有限公司 Fortunate Gold Limited	英屬處女群島 British Virgin Islands	香港 Hong Kong	1美元 US\$1	100	100	投資控股 Investment holding
富而嘉有限公司 Fully Fine Limited	香港 Hong Kong	香港 Hong Kong	1港元 HK\$1	100	100	投資控股 Investment holding
Gratwick Limited	英屬處女群島 British Virgin Islands	香港 Hong Kong	1美元 US\$1	100	100	投資控股 Investment holding
Greater Vision Limited	英屬處女群島 British Virgin Islands	香港 Hong Kong	1美元 US\$1	100	100	投資控股 Investment holding
興瑞香港有限公司 Kingway Hong Kong Limited	香港 Hong Kong	香港 Hong Kong	1港元 HK\$1	100	100	投資控股 Investment holding
興活有限公司 Kingwood Limited	香港 Hong Kong	香港 Hong Kong	1港元 HK\$1	100	100	投資控股 Investment holding
康泰投資管理有限公司 Konta Investment Management Co. Ltd.	開曼群島 Cayman Islands	香港 Hong Kong	100美元 US\$100	90	—	投資控股 Investment holding

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50. 附屬公司資料(續)

50. PARTICULARS OF SUBSIDIARIES

(CONTINUED)

公司名稱 Name of company	註冊成立/登記地點 Place of incorporation/ registration	經營地點 Place of operations	已發行及繳足 普通股股本/ 已繳足註冊資本 Paid up issued ordinary share capital/Paid up registered capital	本集團應佔之有效股本權益 Effective equity interest attributable to the Group		主要業務 Principal activities
				二零一六年 2016 %	二零一五年 2015 %	
SAC Intellectual Properties Limited	英屬處女群島 British Virgin Islands	香港 Hong Kong	1美元 US\$1	100	100	投資控股 Investment holding
山東聯合王晁水泥有限公司	中國(有限責任公司(台港澳與外國投資者合資))	中國	14,360,000美元	100	100	生產及銷售水泥及熟料
Shandong Allied Wangchao Cement Limited	The PRC (有限責任公司(台港澳與外國投資者合資))	The PRC	US\$14,360,000			Manufacture and sales of cement and clinker
山東上聯水泥發展有限公司	中國(有限責任公司(外國法人獨資))	中國	1,000,000美元	100	100	生產及銷售礦粉
Shandong Shanghai Allied Cement Co., Ltd.	The PRC (有限責任公司(外國法人獨資))	The PRC	US\$1,000,000			Manufacture and sales of slag
上海聯合水泥有限公司	中國(有限責任公司(台港澳與境內合資))	中國	104,000,000美元	50*	50*	買賣水泥及熟料
Shanghai Allied Cement Co., Ltd.	The PRC (有限責任公司(台港澳與境內合資))	The PRC	US\$104,000,000			Trading of cement and clinker
上聯水泥集團有限公司 Shanghai Allied Cement Holdings Limited	香港 Hong Kong	香港 Hong Kong	10,000,000美元 HK\$10,000,000	100	100	投資控股 Investment holding
Sharkview Limited	英屬處女群島 British Virgin Islands	香港 Hong Kong	1美元 US\$1	100	100	投資控股 Investment holding
鉅聯有限公司 Splendid Link Limited	英屬處女群島 British Virgin Islands	香港 Hong Kong	1美元 US\$1	100	100	投資控股 Investment holding
紫光 Ziguang	中國(有限責任公司(中外合資)) The PRC (有限責任公司(中外合資))	中國 The PRC	人民幣 120,000,000元 RMB120,000,000	60	—	投資控股以及製造及銷售處方藥 Investment holding and manufacturing and sales of prescription of drugs
華控創新(北京)藥物研究院有限公司	中國(有限責任公司(法人獨資)) The PRC (有限責任公司(法人獨資))	中國 The PRC	—** —**	60**	—	研發醫療產品 Research and development of medical products
西藏林芝市醫藥有限公司	中國(有限責任公司(非自然人投資或控股的法人獨資)) The PRC (有限責任公司(非自然人投資或控股的法人獨資))	中國 The PRC	人民幣5,360,000元 RMB5,360,000	60**	—	製造及銷售處方藥 Manufacture and sales of prescription drugs
陝西紫光辰濟藥業有限公司	中國(其他有限責任公司) The PRC (其他有限責任公司)	中國 The PRC	人民幣 18,007,322.35元 RMB18,007,322.35	39.6**	—	製造及銷售處方藥 Manufacture and sales of prescription drugs

綜合財務報表附註 Notes to the Consolidated Financial Statements

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50. 附屬公司資料(續)

50. PARTICULARS OF SUBSIDIARIES

(CONTINUED)

公司名稱 Name of company	註冊成立/登記地點 Place of incorporation/ registration	經營地點 Place of operations	已發行及繳足 普通股股本/ 已繳足註冊資本 Paid up issued ordinary share capital/Paid up registered capital	本集團應佔之有效股本權益 Effective equity interest attributable to the Group		主要業務 Principal activities	
				二零一六年	二零一五年		
				2016	2015		
				%	%		
重慶康樂製藥有限公司	中國(有限責任公司(自然人投資或控股))	中國	人民幣20,723,418元	37.52**	—	製造及銷售處方藥	
	The PRC (有限責任公司 (自然人投資或控股))	The PRC	RMB20,723,418			Manufacture and sales of prescription drugs	
斯貝福(北京)生物技術有限公司	中國(其他有限責任公司)	中國	人民幣8,400,000元	33.26**	—	買賣實驗室相關產品	
	The PRC (其他有限責任公司)	The PRC	RMB8,400,000			Trading of laboratory related products	
陝西辰濟大藥房有限公司	中國(有限責任公司(自然人投資或控股))	中國	人民幣1,000,000元	39.6**	—	買賣處方藥	
	The PRC (有限責任公司 (自然人投資或控股))	The PRC	RMB1,000,000			Trading of prescription drugs	
重慶華控康樂藥物研究有限公司	中國(有限責任公司(自然人投資或控股的法人獨資))	中國	—**	37.52**	—	研發醫療產品	
	The PRC (有限責任公司 (自然人投資或控股的 法人獨資))	The PRC	—**			Research and development of medical products	
前海興璋企業管理諮詢 (深圳)有限公司	中國(有限責任公司(台灣 法人獨資))	中國	—**	100	100	投資控股及企業顧問	
	The PRC (有限責任公司 (台灣法人獨資))	The PRC	—**			Investment holding and corporate advisory	
前海富而嘉企業管理諮詢(深圳) 有限公司	中國(有限責任公司 (台灣法人獨資))	中國	—**	100	—	投資控股及企業顧問	
	The PRC (有限責任公司 (台灣法人獨資))	The PRC	—**			Investment holding and corporate advisory	
北京華控康泰醫療健康管理 有限公司	中國(有限責任公司(法人 獨資))	中國	—**	100	100	投資控股	
	The PRC (有限責任公司 (法人獨資))	The PRC	—**			Investment holding	

於本年末，附屬公司概無發行任何債務證券。

None of the subsidiaries had issued any debt securities at the end of the year.

附註：

Remarks:

該公司為本公司於其中擁有及控制83.33%權益的附屬公司。

This company is held and controlled by a 83.33%-owned subsidiary of the Company.

** 該等公司由紫光持有及控制。

** These companies are held and controlled by Ziguang.

** 該等公司由同方康泰產業集團有限公司成立且並無已繳足股本。

** These companies were set up by Tongfang Kontafarma Holdings Limited and there was no paid up share capital.

綜合財務報表附註 Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

51. 聯營公司資料

本公司聯營公司於二零一六年及二零一五年十二月三十一日之資料如下：

公司名稱 Name of company	登記地點 Place of registration	經營地點 Place of operations	已繳足註冊資本 Paid up registered capital	投票權 Voting power		本集團應佔之有效股本權益 Effective equity interest attributable to the Group		主要業務 Principal activities
				二零一六年 2016	二零一五年 2015	二零一六年 2016	二零一五年 2015	
				%	%	%	%	
上海國瑞同順節能環保技術發展有限公司	中國(有限責任公司 (國內合資)) The PRC(有限責任公司 (國內合資))	中國 The PRC	人民幣6,000,000元 RMB6,000,000	39	—	39	—	提供節能合約 Provision of energy performance contracting

51. PARTICULARS OF ASSOCIATE

Particulars of associate of the Company as at 31 December 2016 and 2015 are as follows:

52. 合營公司資料

本公司合營公司於二零一六年及二零一五年十二月三十一日之資料如下：

公司名稱 Name of company	註冊成立地點 Place of incorporation	經營地點 Place of operations	已發行及繳足普通股股本/ 已繳足註冊資本 Paid up issued ordinary share capital/Paid up registered capital	投票權 Voting power		本集團應佔之有效股本權益 Effective equity interest attributable to the Group		主要業務 Principal activities
				二零一六年 2016	二零一五年 2015	二零一六年 2016	二零一五年 2015	
				%	%	%	%	
Konta Capital	開曼群島 Cayman Islands	美利堅合眾國 United States of America	100美元 US\$100	50	—	99.99	—	研發醫療產品 Research and development of medical products

52. PARTICULARS OF JOINT VENTURE

Particulars of joint venture of the Company as at 31 December 2016 and 2015 are as follows:

綜合財務報表附註 Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

52. 合營公司資料 (續)

根據香港財務報告準則編製之有關本公司合營公司及其附屬公司(「Konta Capital集團」)之財務資料概要載列如下。

52. PARTICULARS OF JOINT VENTURE

(CONTINUED)

Summarised financial information in respect of the Company's joint venture and its subsidiary ("Konta Capital Group") prepared in accordance with HKFRSs is set out below.

		二零一六年 2016 千港元 HK\$'000
流動資產	Current assets	30,049
非流動資產	Non-current assets	1,109
流動負債	Current liabilities	(261)
非流動負債	Non-current liabilities	—
非控股權益	Non-controlling interests	1,862
上述資產及負債金額 包括以下各項：	The above amounts of assets and liabilities include the following:	
現金及現金等價物	Cash and cash equivalents	29,765
收入	Revenue	—
本公司股東應佔虧損	Loss attributable to owners of the Company	(4,096)
非控股權益應佔虧損	Loss attributable to non-controlling interests	(1,862)
本年度虧損	Loss for the year	(5,958)

綜合財務報表附註 Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

52. 合營公司資料 (續)

上述財務資料與綜合財務報表所確認於Konta Capital集團之權益賬面值之對賬：

Konta Capital集團之資產淨值
本集團於Konta Capital集團之
擁有權權益比例

本集團於Konta Capital集團之
權益賬面值

52. PARTICULARS OF JOINT VENTURE

(CONTINUED)

Reconciliation of the above financial information to the carrying amount of the interest in Konta Capital Group recognised in the consolidated financial statements:

二零一六年

2016

千港元

HK\$'000

Net assets of Konta Capital Group

32,759

Proportion of the Group's ownership interest in
Konta Capital Group

99.99%

Carrying amount of the Group's interest in Konta
Capital Group

32,759

53. 具有重大非控股權益之非全
資附屬公司之詳情

下表顯示本公司具有重大非控股權益
之非全資附屬公司之詳情：

53. DETAILS OF NON WHOLLY-OWNED
SUBSIDIARIES THAT HAVE MATERIAL
NON-CONTROLLING INTERESTS

The table below shows details of non wholly-owned subsidiaries of the Company that have material non-controlling interests:

公司名稱 Name of company	非控股權益持有之擁有權 權益及投票權比例		分配至非控股權益之 溢利(虧損)		累計非控股權益	
	Proportion of ownership interest and voting rights held by non-controlling interests		Profit (loss) allocated to non-controlling interests		Accumulated non- controlling interests	
	二零一六年 2016 %	二零一五年 2015 %	二零一六年 2016 千港元 HK\$'000	二零一五年 2015 千港元 HK\$'000	二零一六年 2016 千港元 HK\$'000	二零一五年 2015 千港元 HK\$'000
上海聯合水泥有限公司 Shanghai Allied Cement Co., Ltd	50	50	9,553	2,708	375,940	394,086
紫光 Ziguang	40	—	(1,864)	—	96,891	—
紫光之非全資附屬公司 Non-wholly owned subsidiaries of Ziguang	37-45	—	1,975	—	39,024	—
具有非控股權益之 個別非重大附屬公司 Individually immaterial subsidiary with non-controlling interests					5,374	6,860
					517,229	400,946

綜合財務報表附註 Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

53. 具有重大非控股權益之非全資附屬公司之詳情(續)

有關本公司擁有重大非控股權益之附屬公司之財務資料概要載列如下。下文財務資料概要呈報集團內抵銷前的金額。

上海聯合水泥有限公司**53. DETAILS OF NON WHOLLY-OWNED SUBSIDIARIES THAT HAVE MATERIAL NON-CONTROLLING INTERESTS (CONTINUED)**

Summarised financial information in respect of the Company's subsidiary that has material non-controlling interests is set out below. The summarised financial information below presented amounts before intra-group eliminations.

Shanghai Allied Cement Co., Ltd

		二零一六年 2016 千港元 HK\$'000	二零一五年 2015 千港元 HK\$'000
流動資產	Current assets	824,565	815,981
非流動資產	Non-current assets	148,982	161,193
流動負債	Current liabilities	(202,130)	(167,123)
非流動負債	Non-current liabilities	(19,580)	(21,910)
本公司股東應佔權益	Equity attributable to owners of the Company	375,897	394,055
非控股權益	Non-controlling interests	375,940	394,086

綜合財務報表附註 Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

53. 具有重大非控股權益之非全資附屬公司之詳情(續)

上海聯合水泥有限公司(續)

收入	Revenue
費用淨額	Net expenses
本年度溢利	Profit for the year
本公司股東應佔溢利	Profit attributable to owners of the Company
非控股權益應佔溢利	Profit attributable to non-controlling interests
本年度溢利	Profit for the year
本公司股東應佔其他全面支出	Other comprehensive expense attributable to owners of the Company
非控股權益應佔其他全面支出	Other comprehensive expense attributable to non-controlling interests
本年度其他全面支出	Other comprehensive expense for the year
本公司股東應佔全面收益(支出)總額	Total comprehensive income (expense) attributable to owners of the Company
非控股權益應佔全面收益(支出)總額	Total comprehensive income (expense) attributable to non-controlling interests
本年度全面收益(支出)總額	Total comprehensive income (expense) for the year
分配予非控股權益之股息	Dividend distribution to non-controlling interests
營運業務之現金流入(流出)淨額	Net cash inflow (outflow) from operating activities
投資業務之現金(流出)流入淨額	Net cash (outflow) inflow from investing activities
融資業務之現金流出淨額	Net cash outflow from financing activities
現金(流出)流入淨額	Net cash (outflow) inflow

53. DETAILS OF NON WHOLLY-OWNED SUBSIDIARIES THAT HAVE MATERIAL NON-CONTROLLING INTERESTS

(CONTINUED)

Shanghai Allied Cement Co., Ltd (CONTINUED)

二零一六年 2016 千港元 HK\$'000	二零一五年 2015 千港元 HK\$'000
320,008	253,908
(300,902)	(248,492)
19,106	5,416
9,553	2,708
9,553	2,708
19,106	5,416
(25,772)	(23,410)
(25,772)	(23,410)
(51,544)	(46,820)
(16,219)	(20,702)
(16,219)	(20,702)
(32,438)	(41,404)
1,499	7,786
36,288	(20,081)
(41,746)	67,675
(3,920)	(39,472)
(9,378)	8,122

綜合財務報表附註 Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

53. 具有重大非控股權益之非全資附屬公司之詳情(續)

紫光集團

53. DETAILS OF NON WHOLLY-OWNED SUBSIDIARIES THAT HAVE MATERIAL NON-CONTROLLING INTERESTS

(CONTINUED)

Ziguang Group

		二零一六年 2016 千港元 HK\$'000
流動資產	Current assets	345,066
非流動資產	Non-current assets	439,954
流動負債	Current liabilities	(316,551)
非流動負債	Non-current liabilities	(191,783)
本公司股東應佔權益	Equity attributable to owners of the Company	140,771
紫光非控股權益	Non-controlling interests of Ziguang	96,891
紫光附屬公司之非控股權益	Non-controlling interests of Ziguang's subsidiaries	39,024

綜合財務報表附註 Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

53. 具有重大非控股權益之非全資附屬公司之詳情(續)

紫光集團(續)

收入	Revenue
費用淨額	Net expenses
本年度虧損	Loss for the year
本公司股東應佔虧損	Loss attributable to owners of the Company
紫光非控股權益應佔虧損	Loss attributable to non-controlling interests of Ziguang
紫光附屬公司之非控股權益應佔溢利	Profit attributable to non-controlling interest of Ziguang's subsidiaries
本年度虧損	Loss for the year
本公司股東應佔其他全面支出	Other comprehensive expense attributable to owners of the Company
非控股權益應佔其他全面支出	Other comprehensive expense attributable to non-controlling interests of Ziguang
紫光附屬公司之非控股權益應佔其他全面支出	Other comprehensive expense attributable to non-controlling interests of Ziguang's subsidiaries
本年度其他全面支出	Other comprehensive expense for the year
本公司股東應佔全面支出總額	Total comprehensive expense attributable to owners of the Company
紫光非控股權益應佔全面支出總額	Total comprehensive expense attributable to non-controlling interests of Ziguang
紫光附屬公司之非控股權益應佔全面支出總額	Total comprehensive expense attributable to non-controlling interests of Ziguang's subsidiaries
本年度全面支出總額	Total comprehensive expense for the year
分配予紫光非控股權益之股息	Dividend distribution to non-controlling interests of Ziguang
營運業務之現金流入淨額	Net cash inflow from operating activities
投資業務之現金流出淨額	Net cash outflow from investing activities
融資業務之現金流入淨額	Net cash inflow from financing activities
現金流入淨額	Net cash inflow

53. DETAILS OF NON WHOLLY-OWNED SUBSIDIARIES THAT HAVE MATERIAL NON-CONTROLLING INTERESTS

(CONTINUED)

Ziguang Group (CONTINUED)

二零一六年
2016
千港元
HK\$'000124,461
(130,049)

(5,588)

(5,699)

(1,864)

1,975

(5,588)

(9,326)

(2,810)

(2,241)

(14,377)

(15,025)

(4,674)

(266)

(19,965)

—

40,410

(148,577)

304,489

196,322

綜合財務報表附註 Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

54. 重新分類

若干比較數據已重新分類，以與本年度之呈列一致。

* 僅供識別

54. RECLASSIFICATION

Certain comparative figures have been reclassified to conform to the current year's presentation.

* *For identification purposes only*

財務概要

Financial Summary

截至十二月三十一日止財政年度

Financial year ended 31 December

		二零一二年 2012 千港元 HK\$'000	二零一三年 2013 千港元 HK\$'000	二零一四年 2014 千港元 HK\$'000	二零一五年 2015 千港元 HK\$'000	二零一六年 2016 千港元 HK\$'000
業績	Results					
收入	Revenue	704,698	703,468	733,125	465,739	633,279
除稅前溢利 (虧損)	Profit (Loss) before taxation	46,516	62,618	46,107	(26,985)	(20,128)
稅項	Taxation	(9,384)	(16,396)	(18,083)	(2,829)	(7,425)
本年度溢利(虧損)	Profit (Loss) for the year	37,132	46,222	28,024	(29,814)	(27,553)
本年度溢利(虧損) 應佔方：	Profit (Loss) for the year attributable to:					
本公司股東	Owners of the Company	26,834	32,564	17,280	(34,237)	(37,076)
非控股權益	Non-controlling interests	10,298	13,658	10,744	4,423	9,523
		37,132	46,222	28,024	(29,814)	(27,553)
		(重列) (Restated)	(重列) (Restated)			
每股基本盈利(虧損) (港仙)	Basic earnings (loss) per share (HK cent)	0.68	0.82	0.43	(0.69)	(0.75)

於十二月三十一日

At 31 December

		二零一二年 2012 千港元 HK\$'000	二零一三年 2013 千港元 HK\$'000	二零一四年 2014 千港元 HK\$'000	二零一五年 2015 千港元 HK\$'000	二零一六年 2016 千港元 HK\$'000
資產及負債	Assets and liabilities					
資產總額	Total assets	1,611,846	1,625,996	2,426,774	2,629,925	3,154,191
負債總額	Total liabilities	450,782	415,688	713,025	1,021,320	1,511,128
非控股權益	Non-controlling interests	419,431	430,169	429,058	400,946	517,229
本公司股東 應佔權益	Equity attributable to owners of the Company	741,633	780,139	1,284,691	1,207,659	1,125,834



同方康泰產業集團有限公司
Tongfang Kontafarma Holdings Limited