



# GLOBAL MASTERMIND CAPITAL LIMITED 環球大通投資有限公司\*

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)  
(於開曼群島註冊成立及於百慕達存續之有限公司)

(Stock Code 股份代號 : 905)



Annual Report  
**2016** 年報

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## CORPORATE INFORMATION

### 公司資料

#### BOARD OF DIRECTORS

##### Executive Directors:

Mr. Mung Kin Keung (*Chairman*)

Mr. Mung Bun Man, Alan (*Chief Executive Officer*)

##### Independent Non-executive Directors:

Mr. Man Kong Yui

Mr. Fung Wai Ching

Mr. Poon Wai Hoi, Percy

#### COMPANY SECRETARY

Mr. Wong Siu Hang

#### PRINCIPAL BANKER

Shanghai Commercial Bank Limited

#### AUDITORS

HLB Hodgson Impey Cheng Limited

Certified Public Accountants

#### PRINCIPAL SHARE REGISTRAR

Codan Services Limited of

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

#### 董事會

##### 執行董事：

蒙建強先生（主席）

蒙品文先生（行政總裁）

##### 獨立非執行董事：

文剛銳先生

馮維正先生

潘偉開先生

#### 公司秘書

黃紹恒先生

#### 主要往來銀行

上海商業銀行有限公司

#### 核數師

國衛會計師事務所有限公司

執業會計師

#### 股份過戶登記總處

Codan Services Limited of

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

**HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE**

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

**REGISTERED OFFICE**

Clarendon House,  
2 Church Street,  
Hamilton HM 11,  
Bermuda

**PRINCIPAL PLACE OF BUSINESS**

Unit 3107, 31/F, Shun Tak Centre,  
West Tower,  
168-200 Connaught Road Central,  
Hong Kong

**STOCK CODE**

The Stock Exchange of Hong Kong Limited: 905

**COMPANY WEBSITE**

[www.irasia.com/listco/hk/mastermindcap/](http://www.irasia.com/listco/hk/mastermindcap/)

**香港股份過戶登記分處**

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

**註冊辦事處**

Clarendon House,  
2 Church Street,  
Hamilton HM 11,  
Bermuda

**主要營業地點**

香港  
干諾道中168-200號  
信德中心西翼  
31樓3107室

**股份代號**

香港聯合交易所有限公司：905

**公司網站**

[www.irasia.com/listco/hk/mastermindcap/](http://www.irasia.com/listco/hk/mastermindcap/)

# CHAIRMAN'S STATEMENT

## 主席報告

Dear Shareholders,

On behalf of the board (the "Board") of directors (the "Directors") of Global Mastermind Capital Limited (the "Company"), I presented to you the annual report of the Company and its subsidiaries (the "Group") for the year ended 31 December, 2016.

During the year, the Group recorded a loss for the year attributable to owners of the Company of approximately HK\$87.070 million, compared to loss for the year attributable to owners of the Company of approximately HK\$64.053 million. Such increase in loss was mainly attributable to (i) the increase in impairment loss recognised in respect of available-for-sale financial assets reclassified from equity to profit or loss of approximately HK\$18.182 million, (ii) the absence of gain on disposal of subsidiaries of approximately HK\$19.569 million as recognized for the year ended 31 December 2015 and (iii) the increase in the administrative expenses and other operating expenses of approximately HK\$6.843 million which partly offset the decrease in loss arising in change in fair value of financial assets at fair value through profit or loss classified as held for trading investments of approximately HK\$17.874 million.

### PROSPECTS

Entering the first half of 2017, worldwide economics has shown signs of improvement, and most importantly China's macro-economy had showed signs of improvement in the second half of 2016. We believe 2016 will be the cyclical bottom, and as 2017 starts, the prospect begins to improve.

With the improvement of market environment, the Board will remain focus on undervalued assets and companies which offer healthy growth over mid to long term, but also gives us the opportunity to maximize our return in the short future.

致各位股東：

本人謹此代表Global Mastermind Capital Limited 環球大通投資有限公司\*（「本公司」）董事（「董事」）會（「董事會」）向閣下提呈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之年度報告。

年內，本集團錄得本公司擁有人應佔年內虧損約87,070,000港元，而本公司擁有人應佔年內虧損約64,053,000港元。有關虧損增加主要由於(i)有關可供出售財務資產確認之減值虧損由權益重新分類至損益賬增加約18,182,000港元，(ii)並無於截至二零一五年十二月三十一日止年度確認有關出售附屬公司之收益約19,569,000港元及(iii)行政開支及其他經營開支增加約6,843,000港元部分抵銷透過損益賬以公平值列賬且分類為持作買賣投資之財務資產公平值變動產生之虧損減少約17,874,000港元所致。

### 前景

二零一七年上半年伊始，全球經濟出現復甦跡象，重中之重為中國宏觀經濟於二零一六年下半年出現復甦跡象。本集團相信二零一六年將為週期性谷底，進入二零一七年，前景將開始好轉。

隨著市場環境有所改善，董事會將繼續關注價值被低估之資產及公司，該等資產及公司在中長期內穩步增長，短期內亦有機會盡量提高本集團之回報。

\* For identification purpose only

\* 僅供識別

**APPRECIATION**

On behalf of the Board, I would like to express my deepest gratitude and appreciation to business partners, external professionals, fellow directors, employees and our shareholders.

**Mung Kin Keung**  
Chairman

Hong Kong, 28 March 2017

**致謝**

本人謹此代表董事會，向各位業務夥伴、外部專家、董事、員工及股東致以衷心謝意。

主席  
**蒙建強**

香港，二零一七年三月二十八日

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### BUSINESS AND INVESTMENT REVIEW

As at 31 December 2016, the major investments of the Group were approximately HK\$514,456,000 of a portfolio of listed equity securities and debt securities and approximately HK\$17,992,000 of direct investment in unlisted equity securities. The investment portfolio of the Group mainly comprises equity securities in Hong Kong, the United States and Canada.

Dividend from listed equity investments during the year was approximately HK\$4,953,000.

### FINANCIAL REVIEW

During the year, the Group recorded a loss for the year attributable to owners of the Company of approximately HK\$87.070 million, compared to loss for the year attributable to owners of the Company of approximately HK\$64.053 million. Such increase in loss was mainly attributable to (i) the increase in impairment loss recognised in respect of available-for-sale financial assets reclassified from equity to profit or loss of approximately HK\$18.182 million, (ii) the absence of gain on disposal of subsidiaries of approximately HK\$19.569 million as recognized for the year ended 31 December 2015 and (iii) the increase in the administrative expenses and other operating expenses of approximately HK\$6.843 million which partly offset the decrease in loss arising in change in fair value of financial assets at fair value through profit or loss classified as held for trading investments of approximately HK\$17.874 million.

### 業務及投資回顧

於二零一六年十二月三十一日，本集團之主要投資為上市股本證券及債務證券組合約514,456,000港元及非上市股本證券直接投資約17,992,000港元。本集團之投資組合主要包括香港、美國及加拿大股本證券。

年內，上市股本投資之股息約4,953,000港元。

### 財務回顧

年內，本集團錄得本公司擁有人應佔年內虧損約87,070,000港元，而本公司擁有人應佔年內虧損約64,053,000港元。有關虧損增加主要由於(i)有關可供出售財務資產確認之減值虧損由權益重新分類至損益賬增加約18,182,000港元，(ii)並無於截至二零一五年十二月三十一日止年度確認有關出售附屬公司之收益約19,569,000港元及(iii)行政開支及其他經營開支增加約6,843,000港元部分抵銷透過損益賬以公平值列賬且分類為持作買賣投資之財務資產公平值變動產生之虧損減少約17,874,000港元所致。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### FINANCIAL POSITION

As at 31 December 2016, the Group had cash and cash equivalents of approximately HK\$7,016,000 (2015: HK\$20,882,000).

As at 31 December 2016, the Group had other financial liability – non-convertible bond, obligation under a finance lease, loan from a director and unsecured loan of approximately HK\$9,825,000 (2015: HK\$9,788,000), approximately HK\$515,000 (2015: HK\$828,000), approximately HK\$10,000,000 (2015: nil), and nil (2015: HK\$87,000,000) respectively.

The gearing ratio (total debt/total equity) at 31 December 2016 was 4.1% (2015: 19.9%). Total debt included other financial liability-non-convertible bond, obligation under a finance lease, loan from a director and unsecured loan.

As at 31 December 2016, the Group had net current assets of approximately HK\$353,597,000, as compared to approximately HK\$305,590,000 as at 31 December 2015.

As at 31 December 2016, the current ratio of the Group was 8.45 compared to 4.33 as at 31 December 2015.

### LOAN FROM A DIRECTOR

On 30 November 2016, Mr. Mung Kin Keung (“Mr. Mung”), a director and shareholder of the Company, as a lender, and the Group, as a borrower, entered into a loan agreement pursuant to which Mr. Mung has agreed to grant a loan (the “Loan”) to the Group with the amount of HK\$10,000,000. The Loan is non-interest bearing and repayable on demand. During the year ended 31 December 2016, the Group drawn down a Loan with the amount of HK\$10,000,000.

The loan from a director is unsecured, interest free and repayable on demand.

### 財務狀況

於二零一六年十二月三十一日，本集團之現金及現金等值物約7,016,000港元（二零一五年：20,882,000港元）。

於二零一六年十二月三十一日，本集團分別有其他財務負債—不可轉換債券、融資租賃承擔、來自一名董事之貸款及無抵押貸款約9,825,000港元（二零一五年：9,788,000港元）、約515,000港元（二零一五年：828,000港元）、約10,000,000港元（二零一五年：零）及零（二零一五年：87,000,000港元）。

於二零一六年十二月三十一日，資產負債比率（債務總額除以權益總額）為4.1%（二零一五年：19.9%）。債務總額包括其他財務負債—不可轉換債券、融資租賃承擔、來自一名董事之貸款及無抵押貸款。

於二零一六年十二月三十一日，本集團之流動資產淨值約353,597,000港元，而於二零一五年十二月三十一日則約305,590,000港元。

於二零一六年十二月三十一日，本集團之流動比率為8.45，而於二零一五年十二月三十一日則為4.33。

### 來自一名董事之貸款

於二零一六年十一月三十日，本公司董事兼股東蒙建強先生（「蒙先生」）（作為貸款人）與本集團（作為借款人）訂立貸款協議，據此，蒙先生已同意向本集團授出貸款（「貸款」）10,000,000港元。貸款為免息及按要求償還。截至二零一六年十二月三十一日止年度，本集團動用貸款10,000,000港元。

來自一名董事之貸款為無抵押、免息及按要求償還。



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### SHARE CAPITAL AND CAPITAL STRUCTURE

Pursuant to an extraordinary general meeting (the “EGM”) held on 23 November 2015, a capital reorganisation was duly passed in which every four issued shares of HK\$0.25 each in the Company will be consolidated into one consolidated share of HK\$1.00 each and the paid-up capital of the consolidated shares will be reduced from HK\$1.00 each to HK\$0.01 each by cancelling HK\$0.99 thereof so as to form the reorganised shares of HK\$0.01 each. The capital reorganisation was effective on 12 January 2016. Details of the capital reorganisation were set out in the Company’s announcements dated 30 September 2015, 19 October 2015, 22 October 2015, 22 December 2015 and 12 January 2016, the circular of the Company dated 26 October 2015 and the announcement of the Company relating to the poll results of the EGM dated 23 November 2015.

On 17 March 2016, the Company raised approximately HK\$28.1 million before expenses by the way of placing (the “Placing”) issuing an aggregate 70,128,000 placing shares at the placing price of HK\$0.40 per placing share. The net proceeds from the Placing was approximately HK\$26.9 million of which had been fully used for investment of the financial instruments available in Hong Kong financial markets. Details of the Placing were set out in the Company’s announcements dated 29 February 2016 and 17 March 2016.

On 21 June 2016, the Company raised approximately HK\$35.3 million before expenses by the way of subscription (the “Subscription”) issuing 84,000,000 subscription shares at the subscription price of HK\$0.42 per subscription share. The net proceeds from the Subscription was approximately HK\$35.2 million of which had been fully used for investment of the financial instruments available in Hong Kong. Details of the Subscription were set out in the Company’s announcements dated 8 June 2016 and 21 June 2016.

### 股本及資本結構

根據於二零一五年十一月二十三日舉行之股東特別大會（「股東特別大會」），股本重組獲正式通過，其中本公司每四股每股面值0.25港元之已發行股份將合併為一股面值為1.00港元之合併股份，且透過註銷每股合併股份繳足股本0.99港元，將合併股份之繳足股本從每股1.00港元削減至每股0.01港元，以形成每股面值0.01港元之經重組股份。股本重組於二零一六年一月十二日生效。有關股本重組之詳情載列於本公司日期為二零一五年九月三十日、二零一五年十月十九日、二零一五年十月二十二日、二零一五年十二月二十二日及二零一六年一月十二日之公告、本公司日期為二零一五年十月二十六日之通函及本公司日期為二零一五年十一月二十三日之有關股東特別大會投票表決結果之公告。

於二零一六年三月十七日，本公司按每股配售股份0.40港元之配售價配售（「配售」）發行合共70,128,000股配售股份，所得募集資金約28,100,000港元（扣除開支前）。配售所得款項淨額約26,900,000港元，悉數用於投資香港金融市場可獲取之金融工具。配售相關詳情載列於本公司日期為二零一六年二月二十九日及二零一六年三月十七日之公告。

於二零一六年六月二十一日，本公司按每股認購股份0.42港元之認購價認購（「認購」）發行84,000,000股認購股份，所得募集資金約35,300,000港元（扣除開支前）。認購所得款項淨額約35,200,000港元，已悉數用於投資香港可獲取之財務工具。相關認購詳情載列於本公司日期為二零一六年六月八日及二零一六年六月二十一日之公告。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### SHARE CAPITAL AND CAPITAL STRUCTURE (CONTINUED)

On 19 December 2016, the Company raised approximately HK\$88.0 million before expenses by the way of subscription (the "Subscription") issuing 195,500,000 subscription shares at the subscription price of HK\$0.45 per subscription share. The net proceeds from the Subscription was approximately HK\$87.5 million of which had been fully used for investment of the financial instruments available in Hong Kong financial markets. Details of the Subscription were set out in the Company's announcements dated 17 October 2016, 14 December 2016 and 19 December 2016 and the circular dated 28 November 2016.

### MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES

The Group did not have any material acquisition or disposal of subsidiaries during the year ended 31 December 2016.

### CHARGES ON ASSETS

As at 31 December 2016, there were no charges on the Group's assets (2015: nil).

### FOREIGN EXCHANGE EXPOSURE

Most of the investments and the business transactions of the Group are denominated in Hong Kong dollars. The Board believes the foreign exchange exposure is minimal.

### 股本及資本結構 (續)

於二零一六年十二月十九日，本公司按每股認購股份0.45港元之認購價認購（「認購」）發行195,500,000股認購股份，所得募集資金約88,000,000港元（扣除開支前）。認購所得款項淨額約87,500,000港元，已悉數用於投資香港金融市場可獲取之財務工具。相關認購詳情載列於本公司日期為二零一六年十月十七日、二零一六年十二月十四日及二零一六年十二月十九日之公告及日期為二零一六年十一月二十八日之通函。

### 重大收購及出售附屬公司

於截至二零一六年十二月三十一日止年度，本集團並無任何重大收購或出售附屬公司。

### 資產抵押

於二零一六年十二月三十一日，本集團並無抵押任何資產（二零一五年：無）。

### 外匯風險

本集團大部分投資及業務交易以港元計值。董事會認為外匯風險極低。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### CONTINGENT LIABILITIES

The Group had no contingent liabilities as at 31 December 2016 (2015: nil).

### EMPLOYEES AND REMUNERATION POLICY

The Group ensured that its employees are remunerated according to the prevailing manpower market conditions and individual performance, qualification, experience and the remuneration policies are reviewed on a regular basis.

There are twelve employees, two executive directors and three independent non-executive directors. Remuneration policies are reviewed in accordance with the market situation and the performance of individual directors from time to time. In addition to salaries, the Group provides employee benefits such as medical insurance and provident funds. Moreover, discretionary bonus and share options will be paid or granted to employees based on the Group's and individual performances.

The Group's total staff costs (including directors' emoluments) for the year under review amounted to approximately HK\$13,343,000 (2015: HK\$8,738,000).

### 或然負債

於二零一六年十二月三十一日，本集團並無或然負債（二零一五年：無）。

### 僱員及薪酬政策

本集團確保其員工薪酬按現行人力市場狀況及個人表現、資歷及經驗釐定及定期檢討其薪酬政策。

本集團擁有十二名僱員、兩名執行董事及三名獨立非執行董事。薪酬政策乃不時根據市況及個別董事之表現檢討。除薪金外，本集團提供醫療保險及公積金等僱員福利。此外，根據本集團及個人表現，將向僱員支付或授予酌情花紅及購股權。

本集團於回顧年度之員工成本（包括董事酬金）總額約13,343,000港元（二零一五年：8,738,000港元）。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### PRINCIPAL RISKS AND UNCERTAINTIES

### 主要風險及不確定因素

Principal risks 主要風險	Description 概述	Mitigating actions 緩解措施
Business risk 業務風險	Business risk is the risk of rapid changes in investment market could impact the Group's performance. 業務風險為投資市場快速變化而可能影響本集團表現之風險。	<ul style="list-style-type: none"> <li>Continuously monitor the market dynamics and adopt a conservative approach on investment</li> <li>持續監測市場動態及採納保守之投資方法。</li> </ul>
Economic risk 經濟風險	Economic risk is the risk of any downturn in economic conditions could impact the Group's performance. 經濟風險為經濟衰退可能影響本集團表現之風險。	<ul style="list-style-type: none"> <li>Regularly review forward looking indicators to identify economic conditions.</li> <li>定期審閱前瞻性指標，確定經濟狀況。</li> </ul>
Liquidity risk 流動資金風險	Liquidity risk is the risk that the Group would not be able to meet its financial obligations as they fall due. 流動資金風險為本集團將無法應付到期金融債務之風險。	<ul style="list-style-type: none"> <li>Regularly monitor liquidity and balance sheet.</li> <li>定期監控流動資金及資產負債表。</li> <li>Maintain appropriate liquidity to cover commitments.</li> <li>維持適當流動資金應付承擔。</li> <li>Limit liquidity risk exposure by investing securities listed on stock exchanges.</li> <li>透過投資於證券交易所上市之證券限制流動資金風險。</li> </ul>
Price risk 價格風險	Price risk is the risk that changes in equity prices would affect the Group's income and the value of its holdings of equities. 價格風險為股本價格變動將影響本集團收入及持股價值之風險。	<ul style="list-style-type: none"> <li>Regularly monitor equity portfolio to address any portfolio issues promptly.</li> <li>定期監測股本組合，及時解決任何投資組合問題。</li> <li>Spread price risk exposure by investing a number of equities.</li> <li>透過投資各種股票分散價格風險。</li> </ul>

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### PRINCIPAL RISKS AND UNCERTAINTIES (CONTINUED)

### 主要風險及不確定因素 (續)

Principal risks 主要風險	Description 概述	Mitigating actions 緩解措施
Exchange risk 外匯風險	Exchange risk is the risk that changes in foreign exchange rates would affect the Group's income and the value of its holdings of assets. 外匯風險為匯率變動將影響本集團收入及其持資產價值之風險。	<ul style="list-style-type: none"><li>• Closely monitor statement of financial position and cashflow exchange risk exposures and consider appropriate use of financial instruments, such as forward exchange contracts, foreign currency options and forward rate agreements, to hedge the exchange risk.</li><li>• 密切監控財務狀況表及現金流量外匯風險及在考慮適當使用遠期外匯合約、外匯期權及遠期利率協議等金融工具對沖外匯風險。</li></ul>
People risk 人員風險	People risk is the risk of loss the services of any directors, senior management and other key personnel could have a material adverse effect on the Group's businesses. 人員風險為任何董事、高級管理層及其他主要人員離職可能對本集團業務產生重大不利影響之風險。	<ul style="list-style-type: none"><li>• Provide competitive reward and benefit packages to attract and retain the employees the Group need.</li><li>• 提供具競爭力之獎勵及福利，以吸引及挽留本集團所需之僱員。</li><li>• Ensure that the staff of the Group has the right working environment to enable them to do the best job and maximise their satisfaction at work.</li><li>• 確保本集團員工擁有合宜工作環境，有助員工盡可能出色完成各項工作及提高員工工作滿意度。</li></ul>
Legal and regulatory risk 法律及監管風險	Legal and regulatory risk is the risk that a breach of laws and regulations could lead to litigation, investigations or disputes, resulting in additional costs on civil and/or criminal proceedings and reputational damage being incurred. 法律及監管風險為違犯法律及法規可能導致訴訟、調查或糾紛，對民事及／或刑事訴訟及名譽受損產生額外成本之風險。	<ul style="list-style-type: none"><li>• Monitor changes and developments in the regulatory environment and ensure that sufficient resources being made available to implement for any compulsory changes.</li><li>• 監測監管環境變動及發展，並確保有充足資源作出任何強制性變動。</li><li>• Seek legal or other specialist advice as appropriate.</li><li>• 尋求法律或其他專業意見（如適用）。</li></ul>

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### EMOLUMENT POLICY

The emoluments of employees of the Group were determined on the basis of their job responsibilities, work performance, professional experience and prevailing industry practices.

The emoluments of the Directors were determined with reference to their duties and responsibilities with the Company, the Company's performance, prevailing market conditions and the market emoluments for directors of other listed companies and reviewed by the Remuneration Committee.

Details of the emoluments of Director and employees of the Group are set out in note 11 to the consolidated financial statements.

### COMPLIANCE WITH REGULATIONS

During the year, there was no incidence of non-compliance with the relevant laws and regulations that have a significant impact on the Group as far as the Board is aware.

### RELATIONSHIP WITH EMPLOYEE, CUSTOMERS, SUPPLIERS AND OTHERS

A substantial portion of the Group's income is derived from the Group's investments and thus the disclosure of information regarding customers would not be meaningful. The Group has no major suppliers which require disclosure.

The Group understands the importance of maintaining a good relationship with its suppliers, customers, employees and other stakeholders to meet the Group's immediate and long-term goals. Although there are no major customers and suppliers during the year the Company creates a framework for motivating staff and a formal communication channel in order to maintain healthy relationships with its employees and other stakeholders.

### 薪酬政策

本集團僱員薪酬乃根據其工作職責、工作表現、專業經驗及當前行業慣例而釐定。

董事之薪酬乃參考彼等於本公司之職務及職責、本公司之表現、現行市況及其他上市公司董事市場薪酬而釐定並由薪酬委員會審閱。

有關本集團董事及僱員的酬金詳情載於綜合財務報表附註11。

### 條例遵守情況

就董事會所知，年內並無發生任何未有遵守相關法律及法規而對本集團有重大影響之事件。

### 與僱員、客戶、供應商及其他人士之關係

本集團之大部分收入來源於本集團之投資，故有關客戶之資料披露將不具意義。本集團並無需要披露之主要供應商。

本集團瞭解與其供應商、客戶、僱員及其他利益相關者保持良好關係對達到本集團短期及長期目標之重要性。儘管於本年度並無重大客戶及供應商，但是本公司建立有激發員工的框架及正式溝通渠道，旨在維持與其僱員及其他利益相關者之良好關係。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### FINANCIAL KEY PERFORMANCE INDICATORS

We assess our performance against the following financial key performance indicators (“KPIs”).

### 財務表現關鍵指標

我們根據以下財務表現關鍵指標（「表現關鍵指標」）評估我們的表現。

KPIs 表現關鍵指標		For the year ended 31 December 截至十二月三十一日止年度	
		2016 二零一六年	2015 二零一五年
<b>The Group</b> 本集團			
1.	Loss before interest, tax, depreciation and amortisation (“LBITDA”) 稅息折舊及攤銷前虧損 （「稅息折舊及攤銷前虧損」）	HK\$'000 千港元	82,753 57,079
2.	Operating cash outflow per share 每股經營現金流出	HK cents 港仙	8.53 196.73
3.	Loss per share – basic and diluted 每股虧損－基本及攤薄	HK cents 港仙	19.02 32.44
4.	Current ratio 流動比率	times 倍	8.45 4.33
5.	Gearing ratio 資產負債比率	%	4.1 19.9

#### 1. LBITDA

LBITDA is a valuable indicator of the ability to generate operating cash flow to fund working capital and capital expenditures and to service debt obligations. The LBITDA of the Group had been increased by HK\$25.7 million from HK\$57.1 million for the year ended 31 December 2015 to HK\$82.6 million for the year ended 31 December 2016. Such increase in loss was mainly attributable to (i) the increase in impairment loss recognised in respect of available-for-sale financial assets reclassified from equity to profit or loss of approximately HK\$18.2 million, (ii) the absence of gain on disposal of subsidiaries of approximately HK\$19.6 million as recognized for the year ended 31 December 2015 and (iii) the increase in the administrative expenses and other operating expenses of approximately HK\$6.8 million which partly offset the decrease in loss arising in change in fair value of financial assets at fair value through profit or loss classified as held for trading investments of approximately HK\$17.9 million.

#### 1. 稅息折舊及攤銷前虧損

稅息折舊及攤銷前虧損乃有能力生產經營現金流量以為營運資金及資本開支提供資金，並以履行債務責任之具價值指標。本集團之稅息折舊及攤銷前虧損已由截至二零一五年十二月三十一日止年度57,100,000港元上升25,700,000港元至截至二零一六年十二月三十一日止年度82,600,000港元。有關虧損增加主要由於(i)有關可供出售財務資產確認之減值虧損由權益重新分類至損益賬增加約18,200,000港元，(ii)並無於截至二零一五年十二月三十一日止年度確認有關出售附屬公司之收益約19,600,000港元及(iii)行政開支及其他經營開支增加約6,800,000港元部分抵銷透過損益賬以公平值列賬且分類為持作買賣投資之財務資產公平值變動產生之虧損減少約17,900,000港元所致。

### FINANCIAL KEY PERFORMANCE INDICATORS (CONTINUED)

#### 2. Operating cash outflow per share

This indicator is the cash used in operating activities, divided by the weighted average of the number of shares in issue. It helps measure the utilization of cash from the whole business per share of the Company. The operating cash outflow per share was decreased from HK cents 196.73 for the year ended 31 December 2015 to HK cents 8.53 for the year ended 31 December 2016.

#### 3. Loss per share – basic and diluted

It is calculated by dividing the net losses by the weighted average of the number of shares in issue. It indicates the profitability of the Group and is often used as an indicator to determine the Company's share price and its value. The basic and diluted losses per share increased by HK cents 13.42 to HK cents 19.02 for the year ended 31 December 2016 (31 December 2015: HK cents 32.44). The decrease was mainly due to the weighted average number of ordinary shares for the purposes of calculating basic and diluted loss per shares was increased by approximately 260,298,000 shares as a result of 349,628,000 new shares were issued during the year ended 31 December 2016.

#### 4. Current ratio

This indicator is calculated by dividing the current assets by the current liabilities of the Group. It measures the financial strength of the Group and the ability whether the Group has enough resources to pay its debts over the next twelve months. The current ratio was increased by 4.12 times to 8.45 times as at 31 December 2016 (31 December 2015: 4.33 times). The increase was mainly due to a placing and two subscription were completed during the year ended 31 December 2016 (the "Issue of New Shares"). The net proceeds from the Issue of New Share was approximately HK\$149.6 million.

### 財務表現關鍵指標 (續)

#### 2. 每股經營現金流出

本指標乃經營活動使用之現金，除以已發行股份加權平均數目。此乃有助計量整個業務產生之本公司每股現金之使用率。每股經營現金流出由截至二零一五年十二月三十一日止年度之196.73港仙下降至截至二零一六年十二月三十一日止年度之8.53港仙。

#### 3. 每股虧損－基本及攤薄

其透過將虧損淨額除以已發行股份加權平均數目計算。其表示本集團盈利能力及時常用作釐定本公司股價及其價值之指標。截至二零一六年十二月三十一日止年度，每股基本及攤薄虧損增加13.42港仙至19.02港仙（二零一五年十二月三十一日：32.44港仙）。減少主要由於截至二零一六年十二月三十一日止年度發行349,628,000股新股份，導致用於計算每股基本及攤薄虧損之普通股加權平均數目增加約260,298,000股。

#### 4. 流動比率

本指標乃將流動資產除以本集團之流動負債計算。其計量本集團之財務實力及本集團於未來十二個月是否擁有充足資源支付其債務之能力。於二零一六年十二月三十一日，流動比率上升4.12倍至8.45倍（二零一五年十二月三十一日：4.33倍）。增加主要由於截至二零一六年十二月三十一日止年度完成一項配售事項及兩項認購事項（「發行新股份」）。發行新股份之所得款項淨額約149,600,000港元。



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### FINANCIAL KEY PERFORMANCE INDICATORS (CONTINUED)

#### 5. Gearing ratio

This indicator is calculated by dividing the total borrowing of the Group by the total equity attributable to owners of the Company. It measures the financial risk to which the Group is subjected. The gearing ratio had been improved from 19.9% as at 31 December 2015 to 4.1% as at 31 December 2016. The decrease was mainly due to (i) a placing and two subscription were completed during the year ended 31 December 2016 (the “Issue of New Shares”). The net proceeds from the Issue of New Share was approximately HK\$149.6 million and (ii) the unsecured loan of HK\$87.0 million was repaid during the year ended 31 December 2016.

### 財務表現關鍵指標（續）

#### 5. 資產負債比率

本指標乃將本集團之借貸總額除以本公司權益股東應佔權益總額計算。其有助計量本集團所受之財務風險。資產負債比率已由二零一五年十二月三十一日之19.9%改善至二零一六年十二月三十一日之4.1%。減少主要由於(i)截至二零一六年十二月三十一日止年度完成一項配售事項及兩項認購事項（「發行新股份」）。發行新股份之所得款項淨額約149,600,000港元及(ii)截至二零一六年十二月三十一日止年度償還無抵押貸款87,000,000港元。

### EXECUTIVE DIRECTORS

**Mr. Mung Kin Keung**, aged 56, was appointed as an executive Director on 9 March 2007. He is also a director of various subsidiaries of the Company. He holds a Conferment of Honorary Doctoral Degree from Sinte Gleska University of California. In November 2007, he was awarded the 9 World Outstanding Chinese Award by the World Chinese Business Investment Foundation. He has extensive experience in areas of business management, strategic planning and development. He was appointed as an executive director of Global Mastermind Holdings Limited (stock code: 8063), a company listed on the Growth Enterprise Market of the Stock Exchange on 19 June 2014. He was appointed as an executive director of Tai United Holdings Limited (formerly known as Bestway International Holdings Limited, "Tai United") (stock code: 718), a company listed on the Main Board of the Stock Exchange, on 22 October 2013 and resigned with effect from 18 June 2015. He was appointed as an executive director of HNA Holding Group Co. Limited (formerly known as HNA International Investment Holdings Limited, "HNA" stock code: 521), a company listed on the Main Board of the Stock Exchange, on 16 February 2009. He was re-designated as the vice-chairman and the chairman of HNA on 10 May 2010 and 24 October 2013 respectively. He has resigned as an executive director and the co-chairman of HNA with effect from 3 June 2015. He was appointed as a co-chairman and an executive director of China Star Entertainment Limited (stock code: 326), a company listed on the Main Board of the Stock Exchange, on 8 July 2014 and resigned with effect from 1 May 2015. Save as disclosed above, he did not hold any directorships in any other listed public companies in the last three years and does not hold any other position with the Company or other members of the Group. Mr. Mung is the father of Mr. Mung Bun Man, Alan, an executive Director. Mr. Mung is the father of Mr. Mung Hon Ting, Jackie, a fund manager of the Company. Mr. Mung is the father of Ms. Dou Candice Jingyi's spouse, Mr. Bung Bun Man, Alan. Ms. Dou Candice Jingyi is President – Corporate Development of the Company. Save as disclosed above, Mr. Mung Kin Keung does not have any relationship with any Directors, senior management or substantial or controlling Shareholder of the Company.

\* For identification purpose only

### 執行董事

蒙建強先生，56歲，於二零零七年三月九日獲委任為執行董事。彼亦為本公司多家附屬公司之董事。彼持有美國加州聖格拉斯加大學之榮譽博士學位。於二零零七年十一月，彼獲世界華商基金會頒贈第九屆世界傑出華人獎。彼於業務管理、戰略策劃及發展方面擁有豐富經驗。彼於二零一四年六月十九日獲委任為Global Mastermind Holdings Limited環球大通集團有限公司\*（股份代號：8063）之執行董事，該公司為聯交所創業板上市公司。彼於二零一三年十月二十二日獲委任為太和控股有限公司（前稱百威國際控股有限公司，「太和」）（股份代號：718）之執行董事，並於二零一五年六月十八日起辭任，該公司為聯交所主板上市公司。彼於二零零九年二月十六日獲委任為海航實業集團股份有限公司（前稱海航國際投資集團有限公司，「海航」，股份代號：521）之執行董事，該公司為聯交所主板上市公司。彼分別於二零一零年五月十日及二零一三年十月二十四日獲調任為海航之副主席及主席。彼已於二零一五年六月三日起辭任海航之執行董事兼聯席主席。彼於二零一四年七月八日獲委任為China Star Entertainment Limited中國星集團有限公司\*（股份代號：326）之聯席主席兼執行董事及於二零一五年五月一日起辭任，該公司為聯交所主板上市公司。除上文所披露者外，彼於過去三年內並無於任何其他上市公眾公司擔任任何董事職務，亦無於本公司或本集團其他成員公司擔任任何其他職位。蒙先生為執行董事蒙品文先生之父。蒙先生為本公司投資經理蒙翰廷先生之父。蒙先生為Dou Candice Jingyi女士之配偶蒙品文先生之父。Dou Candice Jingyi女士為本公司企業發展部之主席。除上文所披露者外，蒙建強先生與任何董事、本公司高級管理人員或主要股東或控股股東概無任何關係。

\* 僅供識別

## BIOGRAPHICAL DETAILS OF DIRECTORS

### 董事之簡介

#### EXECUTIVE DIRECTORS (CONTINUED)

**Mr. Mung Bun Man, Alan**, aged 30, was an executive Director during the period from 12 November 2010 to 3 April 2013 and was re-appointed as an executive Director on 31 March 2014 and the chief executive officer of the Company on 9 February 2015. He is also a director of various subsidiaries of the Company. He holds a Bachelor of Arts Degree in Business Economics from University of California-Santa Barbara and a Master Degree in Finance from Peking University. He has extensive working experience in investment and asset management. He was appointed as an executive director of Global Mastermind Holdings Limited (stock code: 8063), a company listed on the Growth Enterprise Market of the Stock Exchange on 24 March 2014. He was appointed as an executive director of Tai United, a company listed on the Main Board of the Stock Exchange on 22 October 2013 and resigned with effect from 30 June 2015. He was also appointed as an executive director of HNA on 24 October 2013 and resigned with effect from 6 February 2015. Save as disclosed above, he did not hold any directorship in other listed public companies in the last three years and does not hold any other position with the Company or other members of the Group. Mr. Mung Bun Man, Alan is the son of Mr. Mung Kin Keung. Mr. Mung Bun Man, Alan is the brother of Mr. Mung Hon Ting, Jackie, a fund manager of the Company. Mr. Mung Bun Man, Alan is the spouse of Ms. Dou Candice Jingyi, the President – Corporate Development of the Company. Save as disclosed above, Mr. Mung Bun Man, Alan does not have any relationship with any Directors, senior management or substantial or controlling Shareholder of the Company.

#### 執行董事 (續)

蒙品文先生，30歲，於二零一零年十一月十二日至二零一三年四月三日期間為執行董事，並於二零一四年三月三十一日續聘為執行董事及於二零一五年二月九日獲委任為本公司行政總裁。彼亦為本公司多家附屬公司之董事。彼持有加州大學－聖達芭芭拉分校之商務經濟本科學位及北京大學之金融碩士學位。彼於投資及資產管理方面擁有豐富工作經驗。彼於二零一四年三月二十四日起獲委任為Global Mastermind Holdings Limited環球大通集團有限公司\*（股份代號：8063）之執行董事，該公司為聯交所創業板上市公司。彼於二零一三年十月二十二日獲委任為太和之執行董事，並於二零一五年六月三十日起辭任，該公司為聯交所主板上市公司。彼亦於二零一三年十月二十四日獲委任為海航之執行董事，並於二零一五年二月六日起辭任。除上文所披露者外，彼於過去三年並無於其他上市公眾公司擔任任何董事職務，亦無於本公司或本集團其他成員公司擔任任何其他職位。蒙品文先生為蒙建強先生之兒子。蒙品文先生為本公司投資經理蒙翰廷先生之兄弟。蒙品文先生為本公司企業發展部之主席Dou Candice Jingyi女士之配偶。除上文所披露者外，蒙品文先生與任何董事、本公司高級管理人員或主要股東或控股股東概無任何關係。

\* For identification purpose only

\* 僅供識別

# BIOGRAPHICAL DETAILS OF DIRECTORS

## 董事之簡介

### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. Man Kong Yui**, aged 57, was appointed as an independent non-executive Director on 26 September 2014. He has involved in the investment and financial industries for over 35 years and has extensive experience in bullion, foreign exchange, securities, futures and asset management business. He has held various senior positions with prominent banks, international financial institutions and listed companies in Hong Kong. He holds a Bachelor Degree in Business Administration from The Chinese University of Hong Kong. He is currently a chief operating officer of King International Financial Holdings Limited which is wholly owned subsidiary of Hao Tin Development Group Limited (stock code: 474). He has been an independent non-executive director of each of Get Nice Holdings Limited (stock code: 64) since 3 October 2005 and Huanxi Media Group Limited (stock code: 1003) on 10 April 2014 and resigned with effect from 18 September 2015 both are companies listed on the Main Board of the Stock Exchange. Save as disclosed above, he did not hold any directorships in any other listed public companies in the last three years.

**Mr. Fung Wai Ching**, aged 47, was appointed as an independent non-executive Director on 10 October 2014. He is presently an owner of a printing company in Hong Kong. He has over 17 years of experience in managing paper, packaging and printing industries in both China and Hong Kong markets. He was appointed as an independent non-executive director of Global Mastermind Holdings Limited (stock code: 8063), a company listed on the Growth Enterprise Market of the Stock Exchange on 23 June 2014. He was appointed as an independent non-executive director of Lajin Entertainment Network Group Limited (formerly known as China Star Cultural Media Group Limited, stock code: 8172), a company listed on the Growth Enterprise Market of the Stock Exchange, on 25 May 2012 and resigned with effect from 30 June 2015. Save as aforesaid, he did not hold any directorship in other listed public companies in the last three years.

### 獨立非執行董事

文剛銳先生，57歲，於二零一四年九月二十六日獲委任為獨立非執行董事。彼投身投資與金融界超過35年，有豐富的黃金、外匯、證券、期貨投資與資產管理業務經驗。彼曾在多家知名銀行、國際金融機構及香港上市公司擔任多個高級主管職位。彼持有香港中文大學工商管理學士學位。彼現任天王國際金融控股有限公司（為昊天發展集團有限公司（股份代號：474）之全資附屬公司）之營運總裁。彼分別自二零零五年十月三日起在結好控股有限公司（股份代號：64）及自二零一四年四月十日起在Huanxi Media Group Limited 歡喜傳媒集團有限公司\*（股份代號：1003）擔任獨立非執行董事，並於二零一五年九月十八日起辭任，該等公司均為聯交所主板上市公司。除上文所披露者外，彼於過往三年內並無於任何其他上市公眾公司擔任任何董事職務。

馮維正先生，47歲，於二零一四年十月十日獲委任為獨立非執行董事。彼現為香港一間印刷公司之擁有人。彼在中國及香港市場管理紙張、包裝及印刷業方面擁有逾17年經驗。彼於二零一四年六月二十三日獲委任為Global Mastermind Holdings Limited環球大通集團有限公司\*（股份代號：8063）之獨立非執行董事，該公司為聯交所創業板上市公司。彼於二零一二年五月二十五日獲委任為Lajin Entertainment Network Group Limited 拉近網娛集團有限公司\*（前稱中國星文化產業集團有限公司，股份代號：8172）之獨立非執行董事，該公司為聯交所創業板上市公司，並於二零一五年六月三十日起辭任。除上述者外，彼於過往三年內並無於其他上市公眾公司擔任任何董事職務。

\* For identification purpose only

\* 僅供識別

## BIOGRAPHICAL DETAILS OF DIRECTORS

### 董事之簡介

#### INDEPENDENT NON-EXECUTIVE DIRECTORS (CONTINUED)

**Mr. Poon Wai Hoi, Percy**, aged 52, was appointed as an independent non-executive Director on 10 October 2014. He was graduated from Lingnan University (previously known as Lingnan College) with an Honours Diploma in Accountancy and obtained his Master of Science degree in E-Commerce from The Hong Kong Polytechnic University. He is a member of the Hong Kong Institute of Certified Public Accountants and the Institute of Chartered Accountants in England and Wales. He is currently a proprietor of a certified public accountant practice. He had worked for various international accounting firms, corporation and consultant company in Hong Kong. He has working experience which covered audit and assurance, internal controls, accounting and information technology. He was appointed as an independent non-executive director of Gome Finance Technology Co., Ltd. (formerly known as Sino Credit Holdings Limited, stock code: 628), a company listed on the Main Board of the Stock Exchange on 1 June 2010 and resigned effective from 31 October 2016. Save as aforesaid, he did not hold any directorship in other listed public companies in the last three years.

#### 獨立非執行董事 (續)

潘偉開先生，52歲，於二零一四年十月十日獲委任為獨立非執行董事。彼於嶺南大學（前身為嶺南學院）畢業並取得會計學榮譽文憑，後於香港理工大學取得電子商貿理學碩士學位。彼現為香港會計師公會及英格蘭及威爾士特許會計師公會成員。彼現為一家會計師事務所東主。彼曾任職於香港多家跨國會計師行、企業及顧問公司。彼之工作經驗涉及審計與認證、內部監控、會計及資訊科技。彼於二零一零年六月一日獲委任為Gome Finance Technology Co., Ltd. 國美金融科技有限公司（前稱華銀控股有限公司，股份代號：628）之獨立非執行董事，並於二零一六年十月三十一日起辭任，該公司為聯交所主板上市公司。除上述者外，彼於過往三年內並無於其他上市公眾公司擔任任何董事職務。

The Directors present their report and the audited financial statements for the year ended 31 December 2016.

## **PRINCIPAL ACTIVITY**

The principal activity of the Company is to act as an investment holding company. The principal activities of its subsidiaries are set out in Note 35 to the consolidated financial statements. The Group principally invests in listed and unlisted companies mainly in Hong Kong, the United States, and Canada.

## **BUSINESS REVIEW**

The Group's business review, discussion and analysis of the development, operating performance and financial position and particulars of important events affecting the Group that have occurred since the end of the year ended 31 December 2016 are set out in sections headed "Chairman Statement", "Management Discussion and Analysis" and "Financial Summary" on page 4 to 5, pages 6 to 16 and page 180 respectively. Such discussions constitute an integral part of this report.

## **RESULTS AND APPROPRIATIONS**

The results of the Group for the year ended 31 December, 2016 are set out in the consolidated statement of profit or loss and other comprehensive income on pages 71 to 72 of this report.

The Directors do not recommend the payment of any dividend for the year ended 31 December 2016 (2015: Nil).

## **SHARE CAPITAL**

Details of the movements in the share capital of the Company are set out in Note 25 to the consolidated financial statements.

## **RESERVES**

Details of movements in the reserves of the Company and the Group during the year are set out in Note 28 to the financial statements and in the consolidated statement of changes in equity, respectively.

董事提呈截至二零一六年十二月三十一日止年度之報告及經審核財務報表。

## **主要業務**

本公司之主要業務為從事投資控股公司活動。其附屬公司之主要業務載於綜合財務報表附註35。本集團主要投資於香港、美國及加拿大之上市及非上市公司。

## **業務回顧**

本集團對發展、經營表現及財務狀況的業務回顧、討論及分析以及自截至二零一六年十二月三十一日止年度末起已發生且對本集團造成影響之重要事項詳情，分別載於第4至5頁、第6至16頁及第180頁之「主席報告」、「管理層討論與分析」及「財務概要」各節。該等討論構成本報告不可或缺之一部份。

## **業績及分配**

本集團截至二零一六年十二月三十一日止年度之業績載於本報告第71至72頁之綜合損益及其他全面收益表。

截至二零一六年十二月三十一日止年度，董事不建議就本年度派發任何股息（二零一五年：無）。

## **股本**

本公司股本變動之詳情載於綜合財務報表附註25。

## **儲備**

本公司及本集團儲備於年內之變動詳情分別載於財務報表附註28及綜合權益變動表。

# DIRECTORS' REPORT

## 董事會報告

### DISTRIBUTABLE RESERVES OF THE COMPANY

Under the Companies Act 1981 of Bermuda (as amended), the contributed surplus account of the Company is available for distribution. However, the Company cannot declare or pay a dividend, or make a distribution out of contributed surplus if:

- (a) it is, or would after payment be, unable to pay its liabilities as they become due; or
- (b) the realisable value of its assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium.

In the opinion of the directors, the Company's reserves available for distribution to shareholders as at 31 December 2016 including contributed surplus amounted to approximately HK\$288.2 million (2015: HK\$78.5 million).

### PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group and the Company are set out in Note 15 to the consolidated financial statements.

### PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's bye-laws and there is no restriction against such right under the laws of the Bermuda, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders of the Company.

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

During the year, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

### 本公司之可供分派儲備

根據百慕達一九八一年公司法（經修訂），本公司之實繳盈餘賬可供分派。然而，本公司於下列情況下不得自實繳盈餘中撥款宣派或支付股息或作出分派：

- (a) 本公司現時或於作出分派後無法償還到期負債；或
- (b) 本公司資產之可變現價值會因而低於其負債及已發行股本與股份溢價之總值。

董事認為，於二零一六年十二月三十一日，本公司可供分派予股東的儲備（包括實繳盈餘）約為288,200,000港元（二零一五年：78,500,000港元）。

### 物業、廠房及設備

本集團及本公司之物業、廠房及設備變動詳情載於綜合財務報表附註15。

### 優先購股權

本公司之細則概無有關優先購股權之規定，而百慕達法律亦無有關該等權利之限制，要求本公司須按本公司現有股東之持股比例向彼等提呈發售新股。

### 購買、出售或贖回本公司之上市證券

年內，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

## DIRECTORS

The Directors who held office during the year and up to the date of this report were as follows:

### Executive Directors:

Mr. Mung Kin Keung (*Chairman*)  
Mr. Mung Bun Man, Alan (*Chief Executive Officer*)

### Independent Non-executive Directors:

Mr. Man Kong Yui  
Mr. Fung Wai Ching  
Mr. Poon Wai Hoi, Percy

The term of office of each director are subject to retirement by rotation in accordance with the Company's bye-laws (the "Bye-laws").

In accordance with Bye-law 84(1) of the Bye-laws, Mr. Mung Kin Keung, will retire from office of Director by rotation at the forthcoming annual general meeting of the Company (the "AGM") and, being eligible, offer himself for re-election at the AGM.

In accordance with Bye-law 84(1) of the Bye-laws, Mr. Fung Wai Ching will retire by rotation at the AGM and, being eligible, offer themselves for re-election at the AGM.

All other remaining directors shall continue in office.

## DIRECTORS' SERVICE CONTRACTS

Mr. Mung Kin Keung entered into an appointment letter with the Company on 9 March 2007 for an initial term of one year commencing from the date of appointment and shall continue unless and until terminated by either party giving 1 month's prior notice.

Save as disclosed above, none of the directors who are proposed for re-election at the AGM has a service contract with the Company or any of its subsidiaries which is not terminable within one year without payment of compensation, other than statutory compensation.

## 董事

年內及截至本報告日期之在任董事如下：

### 執行董事：

蒙建強先生（主席）  
蒙品文先生（行政總裁）

### 獨立非執行董事：

文剛銳先生  
馮維正先生  
潘偉開先生

各董事須依照本公司之章程細則（「細則」）輪席告退。

依據細則第84(1)條，蒙建強先生將於本公司應屆股東週年大會（「股東週年大會」）輪席告退，惟符合資格並願於股東週年大會上膺選連任。

依據細則第84(1)條，馮維正先生將於股東週年大會輪席告退，惟符合資格並願於股東週年大會上膺選連任。

所有其他餘下董事須繼續留任。

## 董事之服務合約

蒙建強先生於二零零七年三月九日與本公司訂立委任函件，初步任期由委任當日起計為期一年，直至任何一方發出一個月之事先通知終止為止。

除上文所披露者外，擬於股東週年大會上膺選連任之董事，概無與本公司或其任何附屬公司訂立任何不可於一年內終止而無須給予補償（法定補償除外）之服務合約。



# DIRECTORS' REPORT

## 董事會報告

### DIRECTORS' INTERESTS IN CONTRACT OF SIGNIFICANCE

On 19 June 2014, HNA Group Co. Limited (formerly known as HNA International Investment Holdings Limited, "HNA"), of which Mr. Mung Kin Keung was a director and shareholder. Mr. Mung Kin Keung resigned as a director of HNA on 3 June 2015 and ceased to be the substantial shareholder of HNA (below 5% shareholding) on 4 June 2016. Mr. Mung Bun Man, Alan resigned as director of HNA on 6 February 2015. HNA entered into an agreement with the Company whereby HNA would provide a managerial and administrative service to the Company at a monthly fee of HK\$10,000. The agreement was terminated on 16 February 2015. The aggregated managerial and administrative fee paid to HNA amounted to approximately HK\$15,000.

On 16 February 2015, Global Mastermind Holdings Limited ("GMHL"), of which Mr. Mung Kin Keung is a director and shareholder, and Mr. Mung Bun Man, Alan is a director, entered into an agreement with the Company (the "2015 GMHL Agreement") whereby the GMHL provide management and administrative services to the Company. For the year ended 31 December 2015, the Company paid management and administrative expenses in an aggregate amount of HK\$135,000 to GMHL. Mr. Mung Kin Keung ceased as the shareholder of GMHL with effect from 2 June 2015 during the period from 16 February 2015 to 1 June 2015.

On 29 February 2016, Excellent Mind Investments Limited, which is owned as to 60% to Mr. Mung Kin Keung and 40% as to Mr. Mung Bun Man, Alan, both of them are executive director, became a substantial shareholder of the GMHL. On 22 September 2016, Hope Master Investments Limited ("Hope Master"), an indirect wholly-owned subsidiary of the GMHL entered into an agreement with the Company to replace the 2015 GMHL Agreement (the "2016 Hope Master Agreement"). Pursuant to the 2016 Hope Master Agreement, Hope Master provided management and administrative services to the Company for the period from 23 September 2016 to 30 September 2018. For the year ended 31 December 2016, the Group paid management and administrative expenses of approximately HK\$1,854,000 during the period from 29 February 2016 to 31 December 2016.

\* For identification purpose only

### 董事於重大合約之權益

於二零一四年六月十九日，海航實業集團股份有限公司（前稱海航國際投資集團有限公司，「海航」），蒙建強先生曾為海航之董事及股東。蒙建強先生於二零一五年六月三日辭任海航董事且於二零一六年六月四日不再為海航之主要股東（持股量低於5%）。蒙品文先生於二零一五年二月六日辭任海航董事。海航與本公司訂立協議，據此，海航按每月10,000港元之費用向本公司提供管理及行政服務。該協議已於二零一五年二月十六日終止。已付海航之管理及行政費用總額約為15,000港元。

於二零一五年二月十六日，Global Mastermind Holdings Limited環球大通集團有限公司\*（「環球大通」）（其中蒙建強先生為董事兼股東，及蒙品文先生為董事）與本公司訂立一份協議（「二零一五年環球大通協議」），據此，環球大通向本公司提供管理及行政服務。截至二零一五年十二月三十一日止年度，本集團向環球大通支付之管理及行政支出總額為135,000港元。自二零一五年六月二日起，二零一五年二月十六日起至二零一五年六月一日止期間，蒙建強先生不再為環球大通之股東。

於二零一六年二月二十九日，Excellent Mind Investments Limited（由蒙建強先生及蒙品文先生擁有60%及40%，兩者均為執行董事）成為環球大通之主要股東。於二零一六年九月二十二日，Hope Master Investments Limited（「Hope Master」，環球大通之間接全資附屬公司）與本公司訂立一份協議取代二零一五年環球大通協議（「二零一六年Hope Master協議」）。根據二零一六年Hope Master協議，Hope Master向本公司提供管理及行政服務，期限為二零一六年九月二十三日起至二零一八年九月三十日止。截至二零一六年十二月三十一日止年度，本集團於二零一六年二月二十九日起至二零一六年十二月三十一日止期間支付管理及行政支出約1,854,000港元。

\* 僅供識別

### **DIRECTORS' INTERESTS IN CONTRACT OF SIGNIFICANCE (CONTINUED)**

During the period from 29 February 2016 to 31 December 2016, the Group received management fee income with the amount of approximately HK\$127,000 from GMHL.

On 30 November 2016, Mr. Mung Kin Keung ("Mr. Mung"), a director and shareholder of the Company, as a lender, and the Group, as a borrower, entered into a loan agreement pursuant to which Mr. Mung has agreed to grant a loan (the "Loan") to the Group with the amount of HK\$10,000,000. The Loan is non-interest bearing and repayable on demand. During the year ended 31 December 2016, the Group drawn down a Loan with the amount of HK\$10,000,000.

The loan from a director is unsecured, interest free and repayable on demand.

Saved as disclosed above, no other contract of significance to which the Company and any of its subsidiaries was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

### **DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ANY ASSOCIATED CORPORATIONS**

As at 31 December 2016, the interests and short positions of the Directors in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which were notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were deemed or taken to have under such provisions of the SFO) or which were required to be and were recorded in the register required to be kept pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") in the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") as follows:

### **董事於重大合約之權益 (續)**

於二零一六年二月二十九日起至二零一六年十二月三十一日止期間，本集團收到環球大通支付之管理費收入約127,000港元。

於二零一六年十一月三十日，本公司董事兼股東蒙建強先生（「蒙先生」）（作為貸款人）與本集團（作為借款人）訂立貸款協議，據此，蒙先生已同意向本集團授出貸款（「貸款」）10,000,000港元。貸款為免息及按要求償還。截至二零一六年十二月三十一日止年度，本集團動用貸款10,000,000港元。

來自一名董事之貸款為無抵押、免息及按要求償還。

除上文披露者外，於年末或年內任何時候，概無本公司及其任何附屬公司為訂約方及本公司董事直接或間接於其中擁有重大權益之其他重要合約。

### **董事及主要行政人員於本公司及任何相聯法團之股份、相關股份及債券內之權益及淡倉**

於二零一六年十二月三十一日，董事於本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債券中擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及香港聯合交易所有限公司（「聯交所」）之權益及淡倉（包括根據證券及期貨條例之該等條文彼等被視為或被當作擁有之權益及淡倉），或須登記及已登記按證券及期貨條例第352條存置之登記冊內，或根據聯交所證券上市規則（「上市規則」）之上市發行人董事進行證券交易之標準守則（「標準守則」）須知會本公司及聯交所如下：

# DIRECTORS' REPORT

## 董事會報告

### DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ANY ASSOCIATED CORPORATIONS (CONTINUED)

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

#### Interests in Shares and underlying Shares of the Company

於本公司股份及相關股份之權益

Name of directors 董事姓名	Capacity 身份	Number of shares held 所持股份數目		Number of share options held 所持購股權數目		Percentage of total issued shares as at 31 December 2016 於二零一六年十二月三十一日 佔已發行股份總數之百分比 (Note 3) (附註3)		Notes 附註
		Personal interests 個人權益	Corporate interests 法團權益	Personal interests 個人權益	Total interests 權益總額			
Mung Kin Keung 蒙建強	Interest in controlled corporation 於受控制法團之權益	-	104,858,000	-	104,858,000	14.97%	1	
	Beneficial owner 實益擁有人	-	-	581,802	581,802	0.08%	2	

Notes:

附註:

- |  |   |
|--|---|
| <p>1 These shares were registered in the name of and were beneficially owned by China Tian Di Xing Logistics Holdings Limited ("TDX"), a company in which Mr. Mung Kin Keung ("Mr. Mung"), an executive Director and the chairman of the Company, holds 99.99% equity interests. Therefore, Mr. Mung is deemed to have an interest in the shares in which TDX is interested.</p> | <p>1 該等股份乃以中國天地行物流控股集團有限公司(「天地行」,一間本公司執行董事及主席蒙建強先生(「蒙先生」)持有99.99%股權之公司)之名義註冊及為之實益擁有。因此,蒙先生被視作擁有該等由天地行擁有之股份權益。</p> |
| <p>2 These represented the share options granted by the Company to the respective directors, the details of which are provided in the section headed "Share Option Scheme" in this report.</p>   | <p>2 指本公司授予各董事之購股權,有關詳情載於本報告「購股權計劃」一節。</p>  |
| <p>3 The percentage is calculated on the basis of 700,333,925 shares of the Company in issue as at 31 December 2016.</p>   | <p>3 該百分比乃基於本公司於二零一六年十二月三十一日之已發行700,333,925股而計算。</p>  |

## SHARE OPTION SCHEME

Particulars of the Company's share option scheme are set out in note 27 to the consolidated financial statements.

### The particulars of movement of the share options outstanding during the year are as follows:

Grantees	Date of grant of share option	Expiry date of share options	Balance as at 1 January 2016 於二零一六年一月一日結餘 No of share options 購股權數目	Adjustment upon the completion of capital reorganisation on 12 January 2016 於二零一六年一月十二日資本重組完成時調整 No of share options 購股權數目	Balance as at 31 December 2016 於二零一六年十二月三十一日結餘 No of share options 購股權數目
<b>Director</b> <b>董事</b>					
Mung Kin Keung 蒙達強	15.4.2011	14.04.2021	2,327,207	1,745,405	581,802
<b>Other grantees in aggregate</b> 其他承授人合計	15.4.2011	14.04.2021	1,274,423	955,817	318,606
			3,601,630	2,701,222	900,408

On 15 April 2011, the Company granted 144,000,000 share options to the grantees under the New Scheme at the exercise price of HK\$0.27 each. The share options are exercisable for the period from 15 April 2011 to 14 April 2021 (both dates inclusive).

The grant of 21,000,000 share options to Mr. Mung was approved by the independent shareholders of the Company at an extraordinary general meeting of the Company held on 15 June 2011.

Upon the completion of capital reorganisation on 12 January 2016 the exercise price per share of share options outstanding was adjusted from HK\$2.437 to HK\$9.748.

During the year ended 31 December 2016, no share option was granted, exercised and lapsed.

## 購股權計劃

有關本公司購股權計劃之詳情載於綜合財務報表附註27。

### 於年內，尚未行使之購股權之變動詳情如下：

Balance as at 1 January 2016 於二零一六年一月一日結餘 No of share options 購股權數目	Adjustment upon the completion of capital reorganisation on 12 January 2016 於二零一六年一月十二日資本重組完成時調整 No of share options 購股權數目	Balance as at 31 December 2016 於二零一六年十二月三十一日結餘 No of share options 購股權數目
2,327,207	1,745,405	581,802
1,274,423	955,817	318,606
3,601,630	2,701,222	900,408

於二零一一年四月十五日，本公司根據新計劃授予承授人144,000,000份購股權，行使價為每份0.27港元。購股權可於二零一一年四月十五日至二零二一年四月十四日（包括首尾兩日）期間內行使。

授予蒙先生21,000,000份購股權已在本公司於二零一一年六月十五日舉行之股東特別大會上獲得本公司獨立股東批准。

於二零一六年一月十二日資本重組完成後，每份尚未行使購股權之行使價由2.437港元調整為9.748港元。

截至二零一六年十二月三十一日止年度，概無購股權獲授出、行使及失效。

# DIRECTORS' REPORT

## 董事會報告

### ARRANGEMENT TO PURCHASE SHARES OR DEBENTURES

At no time during the period was the Company or any of its subsidiaries a party to any arrangement to enable the Directors to acquire benefits by means of acquisition of shares in, or debentures of the Company or any other body corporate.

### SUBSTANTIAL SHAREHOLDER'S INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 31 December 2016, so far as is known to the Directors and the chief executive of the Company, and based on the public records filed on the website of the Stock Exchange and records kept by the Company, the interest and short positions of the persons or corporations (other than the Directors and chief executive of the Company) in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO, or, were directly or indirectly, interest in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or any other members of the Group were as follows:

#### Long position in ordinary shares of HK\$0.01 each of the Company

Name of Shareholder	Capacity/ Nature of interests	Number of ordinary shares of the company held	Approximate percentage of the issued ordinary share capital of the Company 佔本公司 已發行普通股本之 概約百分比
股東名稱	身份／權益性質	所持本公司 普通股數目	
China Healthwise Holdings Limited (Formerly known as Haier Healthwise Holdings Limited)	Beneficial Owner	195,500,000	27.92%
中國智能健康控股有限公司 (前稱海爾智能健康控股有限公司)	實益擁有人		
Hong Kong Resources Holdings Company Limited	Beneficial Owner	84,000,000	11.99%
香港資源控股有限公司	實益擁有人		

### 購買股份或債券之安排

本公司或其任何附屬公司於期內任何時間概無以合約方之身份訂立任何安排，致使董事可藉購買本公司或任何其他法團之股份或債券而獲利益。

### 主要股東於本公司股份及相關股份之權益及淡倉

於二零一六年十二月三十一日，就董事及本公司最高行政人員所知，及根據聯交所網站備存之公開記錄及本公司保存之記錄，以下人士或法團（董事及本公司最高行政人員除外）於本公司之股份或相關股份中擁有根據證券及期貨條例第336條已記入本公司根據該條例須存置之登記冊內之權益及淡倉，或直接或間接擁有附帶權利可於任何情況下在本公司或本集團任何其他成員公司之股東大會上投票之任何類別股本面值5%或以上之權益如下：

#### 於本公司每股面值0.01港元之普通股之好倉

## **SUBSTANTIAL SHAREHOLDER'S INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY (CONTINUED)**

The percentage is calculated on the basis of 700,333,925 shares of the Company in issue as at 31 December 2016.

## **OTHER INTERESTS DISCLOSEABLE UNDER THE SFO**

Save as disclosed above, so far as is known to the Directors, there is no other person who has an interest or short position in the shares and underlying shares that is discloseable under Section 336 of the SFO.

## **CONFIRMATION OF INDEPENDENCE**

The Company has received annual written confirmations from Mr. Man Kong Yui, Mr. Fung Wai Ching and Mr. Poon Wai Hoi, Percy, being the independent non-executive Directors during the year under review, in respect of their independence pursuant to the Listing Rules. In addition, based on the information that is publicly available to the Company, the Company was not aware of any change of circumstances which may affect the independence of the independent non-executive Directors. The Company considers all the independent non-executive Directors to be independent during the year ended 31 December 2016.

## **PUBLIC FLOAT**

On the basis of information that is publicly available to the Company and within the knowledge of the directors at the date of this report, the Company has complied with the public float requirement of the Listing Rules for the year ended 31 December 2016.

## **COMPETING INTERESTS**

As at 31 December 2016, none of the directors, substantial shareholders nor any of their respective associates (as defined in the Listing Rules) had any interest in a business which causes or may cause competes or may cause any significant competition with the business of the Group.

## **MANAGEMENT CONTRACTS**

During the year under review, no management and administrative contracts regarding the entire or any major businesses of the Company have been entered into or have existed.

## **主要股東於本公司股份及相關股份之權益及淡倉 (續)**

百分比乃根據於二零一六年十二月三十一日本公司已發行700,333,925股股份之基準計算。

## **證券及期貨條例項下之其他權益披露**

除上文所披露者外，就董事所知，概無其他人士於股份及相關股份中擁有根據證券及期貨條例第336條須予披露之權益或淡倉。

## **獨立性之確認**

本公司已接獲文剛銳先生、馮維正先生及潘偉開先生（彼等為回顧年度內之獨立非執行董事）根據上市規則就彼等獨立性發出之年度書面確認。此外，根據本公司公開取得之資料，本公司並不知悉情況出現任何變動而可能影響獨立非執行董事之獨立性。本公司認為於截至二零一六年十二月三十一日止年度全體獨立非執行董事均為獨立人士。

## **公眾持股量**

依據本公司可公開獲得之資料及據董事於本報告日期所知悉，本公司於截至二零一六年十二月三十一日止年度已遵守上市規則之公眾持股量規定。

## **競爭權益**

於二零一六年十二月三十一日，董事、主要股東或任何彼等各自之聯繫人士（定義見上市規則）概無於與本集團業務構成或可能構成競爭或可能構成重大競爭之業務中擁有權益。

## **管理合同**

回顧年度內，概無訂立或存在關乎本公司全部或任何重大業務的管理及行政合同。

# DIRECTORS' REPORT

## 董事會報告

### RETIREMENT BENEFITS SCHEME

The Group provides a defined contribution Mandatory Provident Fund retirement benefits scheme (the "MPF Scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance to all staff. Under the MPF Scheme, employer and employees are each required to make mandatory contributions to the MPF Scheme and contributions to the MPF Scheme vested immediately.

### EMOLUMENT POLICY

The emoluments of employees of the Group were determined on the basis of their job responsibilities, work performance, professional experience and prevailing industry practices.

The emoluments of the Directors were determined with reference to their duties and responsibilities with the Company, the Company's performance, prevailing market conditions and the market emoluments for directors of other listed companies and reviewed by the Remuneration Committee.

Details of the emoluments of Director and employees of the Group are set out in note 11 to the consolidated financial statements.

### EVENTS AFTER REPORTING PERIOD

The Group and the Company did not have any significant events after the reporting date.

### AUDITORS

The consolidated financial statements for the year ended 31 December 2016 have been audited by HLB Hodgson Impey Cheng Limited ("HLB") who will retire and, being eligible, offer themselves for re-appointment. A resolution for the re-appointment of HLB as auditors of the Company is to be proposed at the AGM.

By order of the Board

**Mung Kin Keung**

*Director*

Hong Kong, 28 March 2017

### 退休福利計劃

本集團根據香港強制性公積金計劃條例為全體員工提供界定供款強積金退休福利計劃（「強積金計劃」）。根據強積金計劃，僱主及僱員須分別向強積金計劃作出強制性供款且強積金計劃供款會即時歸屬。

### 薪酬政策

本集團僱員薪酬乃根據其工作職責、工作表現、專業經驗及當前行業慣例而釐定。

董事之薪酬乃參考彼等於本公司之職務及職責、本公司之表現、現行市況及其他上市公司董事市場薪酬而釐定並由薪酬委員會審閱。

有關本集團董事及僱員的酬金詳情載於綜合財務報表附註11。

### 報告期後事項

本集團及本公司於報告期後並無任何重大事項。

### 核數師

國衛會計師事務所有限公司（「國衛」）已審核截至二零一六年十二月三十一日止年度之綜合財務報表。國衛將退任並合資格獲續聘。一項有關續聘國衛為本公司核數師之決議案將於股東週年大會上獲提呈。

承董事會命

*董事*

**蒙建強**

香港，二零一七年三月二十八日

The Company is dedicated to maintain a credible framework of corporate governance with a view to being transparent, open and accountable to the shareholders of the Company (the “Shareholders”).

### CORPORATE GOVERNANCE PRACTICES

With effect from 1 January 2005, the Company has applied the principles and adopted code provisions set out in the Corporate Governance Code (the “CG Code”) in Appendix 14 of the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) as its own code on corporate governance practices. The current practices will be reviewed and updated regularly to follow the latest practices in corporate governance.

In the opinion of the Board, the Company has complied with the code provisions of the CG Code during the year, except for the following deviations:

- The code provision A.4.1 of the CG Code states that non-executive directors should be appointed for a specific term, subject to re-election.

There is no specific term or proposed length of services for the appointment of the independent non-executive directors of the Company (the “INEDs”). They are, however, subject to retirement by rotation at least once every three years in accordance with the bye-laws of the Company (the “Bye-laws”).

Each INED has, pursuant to the guidelines set out in Rule 3.13 of the Listing Rules, confirmed he is independent of the Company and the Company also considers that they are independent. The term of office of each INED is not more than three years from date of appointment subject to the requirement that one-third of all the directors shall retire from office by rotation at each annual general meeting pursuant to the Bye-laws.

本公司致力維持確實有效之企業管治架構，對本公司股東（「股東」）具有透明度、開放性及問責性。

### 企業管治常規

自二零零五年一月一日起，本公司已採用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14所載之企業管治守則（「企業管治守則」）之原則及採納守則條文為其本身之企業管治常規守則。本公司將定期審閱及更新現行之常規，以緊跟企業管治之最新發展。

董事會認為本公司於本年度內一直遵守企業管治守則之守則條文，惟下列偏離情況除外：

- 企業管治守則條文第A.4.1條訂明，非執行董事應按特定任期獲委任，並須接受重選。

本公司獨立非執行董事（「獨立非執行董事」）之委任並無特定任期或建議服務年期。然而，彼等須根據本公司章程細則（「細則」）最少每三年輪席退任一次。

每名獨立非執行董事已根據上市規第3.13條之指引確認彼獨立於本公司，且本公司亦確認他們的獨立性。每名獨立非執行董事之任期自被委任之日開始不超過三年，且所有董事之三分之一須根據細則於每屆股東週年大會上輪席退任。



# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### CORPORATE GOVERNANCE PRACTICES (CONTINUED)

- The code provision A.6.7 of the CG Code states that independent non-executive directors should also attend general meetings and develop a balanced understanding of the views of the Shareholders.

Due to personal commitment, an INED, Mr. Fung Wai Ching, was unable to attend the special general meetings of the Company held on 3 February 2016 and 14 December 2016.

- Code provision D.1.4 of the CG Code provides that issuers should have formal letters of appointment for directors setting out the key terms and conditions of their appointment. The Company did not have formal letters of appointment for Directors (except Mr. Mung Kin Keung). However, the Directors shall be subject to retirement by rotation in accordance with the Articles. In any event, all Directors, including those without a letter of appointment, must retire by rotation in the manner prescribed under the Articles, and on re-election of the retiring Directors, shareholders of the Company are given information that is reasonably necessary for them to make an informed decision on the reappointment of the relevant Directors. In addition, the Directors are required to refer to the guidelines set out in "A Guide on Directors' Duties" issued by the Companies Registry and "Guidelines for Directors" and "Guide for Independent Non-executive Directors" (if applicable) published by the Hong Kong Institute of Directors in performing their duties and responsibilities as Directors. Besides, the Directors are required to comply with the requirements under statute and common law, the Listing Rules, legal and other regulatory requirements and the Company's business and governance policies.

- The code provision E.1.2 of the CG Code states that the chairman of the Board should attend the annual general meeting of the Company.

Due to other business commitment, the chairman of the Board (the "Chairman"), Mr. Mung Kin Keung, was unable to attend the Annual General Meeting. However, arrangements including the attendance of another member of the Board had been in place to ensure the Annual General Meeting was in order.

### 企業管治常規 (續)

- 企業管治守則條文第A.6.7條訂明，獨立非執行董事亦須出席股東大會並對股東的意見有公正的了解。

獨立非執行董事馮維正先生因處理個人事務而未能出席本公司於二零一六年二月三日及二零一六年十二月十四日舉行之股東特別大會。

- 企業管治守則守則條文第D.1.4條規定，發行人應有載有委任之主要條款與條件之正式董事委任書。本公司除蒙建強先生外並無正式之董事委任書。惟董事須按照細則輪值告退。在任何情況下，所有董事，包括該等沒有委任書之董事，必須根據細則所規定的方式輪值退任，以及重選退任董事時，就有關董事續聘事宜提供合理且必要的資訊予本公司股東以使其做出明智的決定。此外，董事須依照載於公司註冊處刊發之《董事責任指引》及香港董事學會出版之《董事指引》及《獨立非執行董事指南》(如適用)之指引，履行其作為董事之職務及職責。另外，董事須遵守法規及普通法、上市規則、法律及其他監管規定以及本公司之業務及管治政策之規定。

- 企業管治守則條文第E.1.2條訂明，董事會主席應出席本公司股東週年大會。

由於其他業務承諾，董事會主席(「主席」)蒙建強先生未能出席股東週年大會。然而，有關安排(包括董事會另一成員出席大會)已確保股東週年大會按程序舉行。

### MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) set out in Appendix 10 of the Listing Rules as the codes of conduct regarding securities transactions by directors and by relevant employees (as defined in the Code). All directors have confirmed, following specific enquiry by the Company, that they fully complied with the Model Code during the year.

### THE BOARD

The Board currently consists of two executive directors and three INEDs.

#### Composition

##### **Executive Directors:**

Mr. Mung Kin Keung (*Chairman*)  
Mr. Mung Bun Man, Alan (*Chief Executive Officer*)

##### **Independent Non-executive Directors:**

Mr. Man Kong Yui  
Mr. Fung Wai Ching  
Mr. Poon Wai Hoi, Percy

The number of INEDs is 60% of the Board membership. One INED have the appropriate professional accounting experience and expertise. The Board has a balance of skills and experience appropriate for the requirements of the business of the Company. The names and biographical details of each director are disclosed on pages 17 to 20 of this Annual Report. Mr. Mung Kin Keung is the father of Mr. Mung Bun Man, Alan. Saved as disclosed, there is no other relationship (including financial, business, family or other material/relevant relationship) among the Board members.

### 董事證券交易標準守則

本公司已採納上市規則附錄10所載上市發行人董事進行證券交易的標準守則（「標準守則」）為董事及相關僱員（定義見守則）進行證券交易之行為守則。經本公司作出特定諮詢後，所有董事已確認彼等已於本年度充分遵守標準守則。

### 董事會

董事會現時由兩名執行董事及三名獨立非執行董事組成。

#### 組成

##### **執行董事：**

蒙建強先生（主席）  
蒙品文先生（行政總裁）

##### **獨立非執行董事：**

文剛銳先生  
馮維正先生  
潘偉開先生

獨立非執行董事人數為董事會成員人數之60%。一名獨立非執行董事擁有適當專業會計經驗及專長。董事會具備本公司業務所需之均衡技術及經驗。本年報第17至20頁披露每位董事之姓名及履歷。蒙建強先生為蒙品文先生之父親。除所披露者外，董事會成員間並無任何其他關係（包括財務、業務、家族或其他重大／相關關係）。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### THE BOARD (CONTINUED)

#### Roles and functions of the Board and the management

The Board is responsible both for how the Company is managed and the Company's direction. Approval of the Board is required for the strategy of the Group, major acquisition and disposal, major capital investment, dividend policy, appointment and retirement of directors, remuneration policy and other major operational and financial matters. In addition, the Board has also delegated various responsibilities to the audit committee (the "Audit Committee"), the remuneration committee (the "Remuneration Committee") and the nomination committee (the "Nomination Committee") of the Company. Further details of these committees are set out in this report.

During the year, the management had provided all members of the Board with monthly updates giving a balanced and understandable assessment of the Company's performance and position to enable the Board as a whole and each director to discharge their duties under the Listing Rules.

During regular meetings of the Board, the Board discusses and formulates the overall strategies of the Group, monitors financial performances and discusses the annual and interim results, as well as discusses and decides on other significant matters.

The Board is also responsible for performing the corporate governance duties as required under the CG Code. The major roles and functions of the Board in respect of the corporate governance are:

- to develop and review the Company's policy and practices on corporate governance;
- to review and monitor the training and continuous professional development of Directors and senior management;
- to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;

### 董事會 (續)

#### 董事會及管理層之角色及職能

董事會負責管理本公司及指導本公司的運作。制訂本集團策略、重大收購及出售、重大資本投資、股息政策、董事之委任及退任、薪酬政策及其他重大經營及財務事項均須獲得董事會批准。此外，董事會亦向本公司審核委員會（「審核委員會」）、薪酬委員會（「薪酬委員會」）及提名委員會（「提名委員會」）轉授多項職責。該等委員會之進一步詳情載於本報告。

年內，管理層透過對本公司表現及狀況給予均衡而易理解之評估向董事會所有成員提供每月最新情況，以使董事會（作為一個整體）及各董事根據上市規則履行職責。

於董事會定期會議期間，董事會將討論並制定本集團之整體策略、監督財務表現並討論年度及中期業績，以及討論及決定其他重大事項。

董事會亦須履行企業管治守則所規定企業管治責任。董事會在企業管治方面之主要角色及職能為：

- 制訂及檢討本公司政策及企業管治常規；
- 檢討及監察董事及高級管理人員之培訓及持續專業發展；
- 檢討及監察本公司政策及常規在遵守法例及監管規定方面之情況；

### THE BOARD (CONTINUED)

#### Roles and functions of the Board and the management (Continued)

- to develop, review and monitor the code of conduct and compliance manual applicable to employees and Directors; and
- to review the Company's compliance with the CG Code and disclosure in the Corporate Governance Report.

The Board had considered the following corporate governance matters for the financial year 2016:

- review of the compliance with the CG Code; and
- review of the effectiveness of the internal controls and risk management systems of the Company through the Audit Committee.

The Company has arranged appropriate directors' and officers' liabilities insurance coverage for the directors and officers of the Company.

### 董事會 (續)

#### 董事會及管理層之角色及職能 (續)

- 制訂、檢討及監察適用於員工及董事之行為守則及合規手冊；及
- 檢討本公司對企業管治守則之遵守情況及企業管治報告之披露事項。

董事會已就二零一六年財政年度審議以下企業管治事項：

- 檢討企業管治守則之遵守情況；及
- 透過審核委員會檢討本公司內部控制及風險管理系統之有效性。

本公司已為其董事及高級管理人員安排投購合適之董事及本公司高級管理人員責任保險。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### THE BOARD (CONTINUED)

#### Roles and functions of the Board and the management (Continued)

The Board held 12 regular Board meetings during the year 2016. Due notice and board papers were given to all directors prior to the meeting in accordance with the Listing Rules and the CG Code. The Company Secretary of the Company (the "Company Secretary") assists the Chairman in drawing up the agenda of each Board meeting and each director may request inclusion of matters in the agenda. Generally, at least 14-day notice of a regular Board meeting is given and the Company aims at giving reasonable notice for all other Board meetings. The Company Secretary is responsible for taking minutes of Board meetings and Board committee meetings. Minutes of Board meetings and Board committees meetings are kept by the Company Secretary and are open for inspection by any Director/committee member. Details of individual attendance of directors are set out below:

#### Attendance of individual directors at Board meetings in 2016

Number of meetings	12
<b>Executive Directors:</b>	
Mr. Mung Kin Keung	12/12
Mr. Mung Bun Man, Alan	12/12
<b>Independent Non-executive Directors:</b>	
Mr. Man Kong Yui	12/12
Mr. Fung Wai Ching	12/12
Mr. Poon Wai Hoi, Percy	12/12

The Board has established procedures to enable directors, upon reasonable request, to seek independent professional advice in appropriate circumstances at the Company's expense.

### 董事會 (續)

#### 董事會及管理層之角色及職能 (續)

於二零一六年董事會曾舉行12次董事會常規會議。正式通知及董事會文件已按照上市規則及企業管治守則之規定於會議前寄予所有董事。本公司之公司秘書(「公司秘書」)協助主席草擬各董事會會議之議程，每位董事可要求於議程中加入其他事項。一般而言，召開董事會之定期會議須發出至少14日之通知，本公司亦致力就一切其他董事會會議發出合理通知。公司秘書負責記錄董事會及其轄下委員會會議之紀要。董事會及其轄下委員會會議之紀要由公司秘書保存，並供任何董事／委員會成員公開查閱。每位董事之出席率載列如下：

#### 二零一六年董事會會議每位董事出席率

會議次數	12
<b>執行董事：</b>	
蒙建強先生	12/12
蒙品文先生	12/12
<b>獨立非執行董事：</b>	
文剛銳先生	12/12
馮維正先生	12/12
潘偉開先生	12/12

董事會已制訂程序，使董事可提出合理請求，於適當情況下尋求獨立專業意見，有關費用將由本公司支付。

### THE BOARD (CONTINUED)

#### Directors' training and professional development

Directors' training is an ongoing process. Directors are continually updated on the latest development of the Listing Rules and other regulatory requirements to ensure compliance and upkeep of good corporate governance practice. Directors are also encouraged to participate in continuous professional development to develop and refresh their knowledge and skills.

The Company had received record of trainings from each director relating to development and refreshment of their knowledge and skills. The participation by individual directors in the continuous professional development is recorded in the table below:

#### Executive Directors:

Mr. Mung Kin Keung  
Mr. Mung Bun Man, Alan

#### 執行董事：

蒙建強先生  
蒙品文先生

#### Independent Non-executive Directors:

Mr. Man Kong Yui  
Mr. Fung Wai Ching  
Mr. Poon Wai Hoi, Percy

#### 獨立非執行董事：

文剛銳先生  
馮維正先生  
潘偉開先生

#### Chairman and Chief Executive Officer

The roles of chairman and chief executive officer are separate and are not held by the same individual exercised by different individuals to ensure their independence, accountability and responsibility. Mr. Mung Kin Keung is the Chairman. Mr. Mung Bun Man, Alan is the Chief Executive Officer. The Chairman provides leadership for the Board and the direction of the Group. The Chief Executive Officer has overall chief executive responsibility for the Group's business development.

During the year, the Chairman met with the INEDs without the presence of the executive directors.

### 董事會 (續)

#### 董事培訓及專業發展

董事培訓為一個持續過程。本公司會不斷向董事提供有關上市規則及其他監管規定的最新發展，以確保遵守及維持良好的企業管治常規。本公司亦鼓勵董事參與持續專業發展，以發展並更新彼等之知識及技能。

本公司已收到各董事有關發展及更新其知識及技能之培訓記錄。各董事參與持續專業發展之記錄載於下表：

#### Reading materials relating to rules and regulations and/or attending trainings and seminars 有關規則及規例之閱讀材料及／ 或參加培訓及研討會

✓  
✓  
  
✓  
✓  
✓

#### 主席及行政總裁

為確保主席與行政總裁之獨立性、問責性及責任，彼等之角色已予區分，並由不同人士擔任。蒙建強先生擔任主席。蒙品文先生擔任行政總裁。主席負責領導董事會及本集團之發展方向。行政總裁則肩負行政總裁全部職務，負責本集團之業務發展。

年內，主席在沒有執行董事在場之情況下與獨立非執行董事會面。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### THE BOARD (CONTINUED)

#### Appointment and re-election of directors

Appointment of new directors is a matter for consideration by the Nomination Committee. The Nomination Committee will review the profiles of the candidates and make recommendations to the Board on the appointment, nomination and retirement of directors.

According to the Bye-laws, any director so appointed by the Board shall hold office, in the case of filling a casual vacancy, only until the next following general meeting of the Company or, in the case of an addition to their number, until the next following annual general meeting of the Company who shall then be eligible for re-election at such general meeting. Every director is subject to retirement by rotation at least once every three years.

#### Non-executive Directors

There is no specific term or proposed length of services for the appointment of all non-executive directors (including INEDs). The term of office of each INED is not more than three years from the date of appointment subject to the requirement that one-third of all the directors shall retire from office by rotation at each annual general meeting pursuant to the Bye-laws.

### BOARD COMMITTEES

To strengthen the functions of the Board and to enhance its expertise, there are three Board committees namely, the Audit Committee, the Remuneration Committee and the Nomination Committee formed under the Board, with each performing different functions. The terms of reference of the Audit Committee, the Remuneration Committee and the Nomination Committee are available on the websites of the Company and the Stock Exchange. In addition, following the expiration of the investment management agreement entered into between the investment manager and the Company on 30 June 2014, on 4 August 2014, an investment committee (the "Investment Committee") has been established to assist the Board in overseeing the Company's investment strategy and policies, and the establishment and working of internal control at the operational levels and ensure compliance with investment restrictions.

### 董事會 (續)

#### 委任及重選董事

委任新董事之事宜由提名委員會審議。提名委員會將審查候選人之簡歷，並就董事之委任、提名及退任向董事會提出建議。

根據細則，任何為填補臨時空缺而獲董事會委任之董事，其任期至本公司下屆股東大會終止；若為增加董事會成員而獲委任之董事，其任期至本公司下屆股東週年大會屆滿，並有資格於該股東大會上膺選連任。每位董事須至少每三年輪值退任一次。

#### 非執行董事

所有非執行董事（包括獨立非執行董事）之委任並無特定任期或建議服務年期。每位獨立非執行董事之任期自委任之日起計不超過三年，且所有董事之三分之一須根據細則於每屆股東週年大會上輪值退任。

### 董事會轄下之委員會

為加強董事會職能並提高其技巧，已於董事會下設立三個董事委員會，即審核委員會、薪酬委員會及提名委員會，每個委員會履行不同職能。審核委員會、薪酬委員會及提名委員會之職權範圍載於本公司及聯交所之網站。此外，於投資經理與本公司在二零一四年六月三十日訂立之投資管理協議屆滿後，於二零一四年八月四日，投資委員會（「投資委員會」）已經成立以協助董事會監督本公司之投資策略及政策，以及營運層面上內部控制之成立及運作以及確保遵守投資限制。

### AUDIT COMMITTEE

The Audit Committee has been established with written terms of reference and currently comprises three INEDs. The Audit Committee is chaired by an INED with appropriate professional qualifications or accounting or related financial management expertise. The current members of the Audit Committee are Mr. Poon Wai Hoi, Percy (Chairman), Mr. Man Kong Yui and Mr. Fung Wai Ching.

The major roles and functions of the Audit Committee include:

- to serve as a focal point for communication between other directors and the auditors in respect of the duties relating to financial and other reporting, internal controls, audits, and such other matters as the Board may determine from time to time;
- to review the appointment of auditors on an annual basis including the review of the audit scope and approval of the audit fees;
- to review the annual and interim financial statements prior to their approval by the Board, and recommend application of accounting policies and changes to the financial reporting requirements;
- to review the auditor's management letters (if any) and management's responses; and
- to assist the Board in fulfilling its responsibility by providing an independent review and supervision of financial reporting, by satisfying themselves as to the effectiveness of the internal controls and risk management of the Group and the adequacy of the audits.

### 審核委員會

審核委員會已經成立並制訂書面職權範圍，現時由三名獨立非執行董事組成。審核委員會主席由一名獨立非執行董事擔任，該名獨立非執行董事須具備適當專業資質或會計或相關財務管理專長。審核委員會現時由潘偉開先生（主席）、文剛銳先生及馮維正先生組成。

審核委員會之主要角色及職能包括：

- 就有關財務及其他申報、內部監控、審核及按董事會不時決定之其他事項擔任其他董事與核數師之間之溝通橋樑；
- 年度檢討核數師之委任，包括檢討核數範圍及批准核數費用；
- 提交年度及中期財務報表予董事會批准前審閱該等報表，並就會計政策之應用及財務申報規定之變更提出建議；
- 審閱核數師致管理層之函件（如有）及管理層之回應；及
- 協助董事會履行職責，獨立檢討及監察財務申報事宜及確保本集團內部監控及風險管理之有效性及有足夠審核。



# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### AUDIT COMMITTEE (CONTINUED)

Set out below is the major work performed by the Audit Committee during the year included, among other things, the following:

- to review the consolidated financial statements for the year ended 31 December 2016 and for the six months ended 30 June 2016;
- to review the effectiveness of the internal controls system and risk management; and
- to review and discuss with the external auditor over the financial reporting of the Company.

The Audit Committee held 3 meetings during the year. Details of individual attendance of its members are set out below:

#### Attendance of individual members at Audit Committee meetings in 2016

##### Number of meetings

3

##### INEDs

Mr. Poon Wai Hoi, Percy

(Chairman of the Audit Committee)

3/3

Mr. Fung Wai Ching

3/3

Mr. Man Kong Yui

3/3

### 審核委員會 (續)

以下載列審核委員會於年內所作主要工作，其中包括：

- 審閱截至二零一六年十二月三十一日止年度及截至二零一六年六月三十日止六個月之綜合財務報表；
- 檢討內部監控制度及風險管理之有效性；及
- 審閱本公司之財務報告並就此與外部核數師討論。

審核委員會於年內舉行3次會議。其每位成員出席率之詳請載列如下：

#### 二零一六年審核委員會每位成員出席率

##### 會議次數

3

##### 獨立非執行董事

潘偉開先生

(審核委員會主席)

3/3

馮維正先生

3/3

文剛銳先生

3/3

## REMUNERATION COMMITTEE

The Board has established the Remuneration Committee with written terms of reference, comprising three INEDs and the Chairman, which meets at least once a year.

The major roles and functions of the Remuneration Committee include formulation of the remuneration policy, reviewing and recommending to the Board the annual remuneration policy; ensuring no director is involved in deciding his own remuneration; and consideration of the remuneration of the directors and senior management of the Group.

The Remuneration Committee held 1 meetings during the year. Details of individual attendance of its members are set out below:

### Attendance of individual members at Remuneration Committee meeting in 2016

Number of meetings	1	會議次數	1
<b>Executive Director</b>		<b>執行董事</b>	
Mr. Mung Kin Keung	1/1	蒙建強先生	1/1
<b>INEDs</b>		<b>獨立非執行董事</b>	
Mr. Man Kong Yui	1/1	文剛銳先生	1/1
Mr. Fung Wai Ching	1/1	馮維正先生	1/1
Mr. Poon Wai Hoi, Percy	1/1	潘偉開先生	1/1

## 薪酬委員會

董事會已設立薪酬委員會並制定書面職權範圍，該委員會由三名獨立非執行董事及主席組成。薪酬委員會每年至少開會一次。

薪酬委員會之主要角色及職能包括制訂薪酬政策、檢討並向董事會提出年度薪酬政策建議、確保概無董事參與釐定其自身薪酬並考慮本集團董事及高級管理層之薪酬。

薪酬委員會於年內舉行1次會議。其每位成員出席率之詳情載列如下：

### 二零一六年薪酬委員會每位成員出席率

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### NOMINATION COMMITTEE

The Board has established the Nomination Committee with written terms of reference, comprising three INEDs and the Chairman, which meets at least once a year.

The major roles and functions of the Nomination Committee include reviewing the structure, size and composition of the Board, to assess the independence of INEDs and recommend to the Board on relevant matters relating to the appointment of Directors and succession planning for Directors.

In considering the nomination of a new director, the Nomination Committee will take into account the qualification, ability, working experience, leadership and professional ethics of the candidates. In determining the independence of directors, the Board follows the requirements set out in the Listing Rules. According to the Bye-laws, the Board has the power from time to time and at any time to appoint any person as a director either to fill a casual vacancy or as an addition to the Board subject to the recommendation of the Nomination Committee.

The Nomination Committee held 1 meeting during the year. Details of individual attendance of its members are set out below:

#### Attendance of individual members at Nomination Committee meeting in 2016

<b>Number of meetings</b>	<b>1</b>
<b>Executive Director</b>	
Mr. Mung Kin Keung	1/1
<b>INEDs</b>	
Mr. Man Kong Yui	1/1
Mr. Fung Wai Ching	1/1
Mr. Poon Wai Hoi, Percy	1/1

### 提名委員會

董事會已設立提名委員會並制定書面職權範圍，該委員會由三名獨立非執行董事及主席組成。提名委員會每年至少開會一次。

提名委員會之主要角色及職能包括檢討董事會結構、規模及組成，評核獨立非執行董事之獨立性並向董事會提出有關委任董事及董事繼任方案之建議。

於考慮提名新董事時，提名委員會將考慮候選人之資歷、能力、工作經驗、領導能力及職業道德。於釐定董事獨立性時，董事會則依照上市規則所載之規定。根據細則，董事會有權不時及隨時委任任何人士出任董事，以填補空缺或增加董事會成員，惟須由提名委員會建議。

提名委員會於年內舉行一次會議。其每位成員出席率之詳情載列如下：

#### 二零一六年提名委員會每位成員出席率

<b>會議次數</b>	<b>1</b>
<b>執行董事</b>	
蒙建強先生	1/1
<b>獨立非執行董事</b>	
文剛銳先生	1/1
馮維正先生	1/1
潘偉開先生	1/1

## INVESTMENT COMMITTEE

The Board has established the Investment Committee with written terms of reference, comprising two executive Directors and the financial controller of the Company.

The major roles and functions of the Investment Committee include:

- to review, monitor, manage and control the existing investments;
- to seek, identify, explore, evaluate and appraise potential investments and performing those necessary due diligence exercises; and
- to report to the Board, illustrating its work undertaken.

The Investment Committee held 2 meetings during the year. Details of individual attendance of its members are set out below:

### Attendance of individual members at Investment Committee in 2016

<b>Number of meetings</b>	<b>2</b>
<b>Executive Director</b>	
Mr. Mung Kin Keung	2/2
Mr. Mung Bun Man, Alan	2/2
<b>Financial Controller of the Company</b>	
Mr. Wong Siu Hang	2/2

## REMUNERATION POLICY

The remuneration policy of the Company is to ensure that all employees, including all directors, are sufficiently compensated for their efforts and time dedicated to the Company and remuneration offered is appropriate for their duties and in line with market practice. No director, or any of his associates, and executive is involved in deciding his own remuneration.

## 投資委員會

董事會已成立投資委員會並制訂書面職權範圍，由兩名執行董事及本公司財務總監組成。

投資委員會之主要角色及職能包括：

- 審核、監控、管理及控制現有投資；
- 尋找、識別、發掘、評估及評價潛在投資以及進行所須盡職審查；及
- 向董事會報告，描述其進行的工作。

投資委員會於年內舉行二次會議。其每位成員出席率之詳請載列如下：

### 二零一六年投資委員會每位成員出席率

<b>會議次數</b>	<b>2</b>
<b>執行董事</b>	
蒙建強先生	2/2
蒙品文先生	2/2
<b>本公司財務總監</b>	
黃紹恒先生	2/2

## 薪酬政策

本公司之薪酬政策為確保全體僱員（包括全體董事）之努力及對本公司投入之時間會得到足夠補償，而所提供之薪酬與有關職務匹配，並與市場慣例一致。董事或其任何聯繫人士及行政人員，均不得參與訂定其本身之薪酬。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### REMUNERATION POLICY (CONTINUED)

#### Remuneration of Directors and Senior Management

The executive directors are closely involved in and are directly responsible for all activities of the Group. The Board considers that the senior management comprises the executive directors.

Particulars regarding senior management and other directors' remuneration and the five highest paid employees as required to be disclosed pursuant to Appendix 16 to the Listing Rules are set out in Note 11 to the consolidated financial statements.

#### Senior Management's Remuneration

The remuneration paid to each of the senior management for the year fell within the following bands:

Nil – HK\$500,000	零至500,000港元	3
HK\$500,001 – HK\$1,000,000	500,001港元至1,000,000港元	1
HK\$1,000,001 – HK\$1,500,000	1,000,001港元至1,500,000港元	–
HK\$1,500,001 – HK\$2,000,000	1,500,001港元至2,000,000港元	–
HK\$2,000,001 – HK\$2,500,000	2,000,001港元至2,500,000港元	–
HK\$2,500,001 – HK\$3,000,000	2,500,001港元至3,000,000港元	–
HK\$3,000,001 – HK\$3,500,000	3,000,001港元至3,500,000港元	–
HK\$3,500,001 – HK\$4,000,000	3,500,001港元至4,000,000港元	1
HK\$4,000,001 – HK\$4,500,000	4,000,001港元至4,500,000港元	1

### BOARD DIVERSITY POLICY

The code provision A.5.6 of the CG Code, which has been effective from 1 September 2013, provides that the nomination committee (or the Board) should have a policy concerning diversity of the board members. On 31 August 2013, the Board adopted a board diversity policy which sets out the objectives and principle regarding board diversity for the benefits of achieving the Company's strategic objectives with a view of having a balanced diversity of both skills and experience and of perspective. Board appointments will be based on merit and candidates will be considered against measurable objectives, taking into account the Company's business and needs.

### 薪酬政策 (續)

#### 董事及高級管理層薪酬

執行董事積極參與及直接負責本集團之所有業務。董事會認為高級管理層包括執行董事。

根據上市規則附錄16須予披露有關高級管理層及其他董事薪酬及五名最高薪酬僱員之詳情載於綜合財務報表附註11。

#### 高級管理層薪酬

年內向各高級管理層支付之薪酬屬以下級別：

### 董事會多元化政策

自二零一三年九月一日起開始生效之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）應具備有關董事會成員多元化之政策。於二零一三年八月三十一日，董事會已出於達致本公司戰略目標之考量採納載有董事會多元化之目標及原則之董事會多元化政策，旨在於技能與經驗以及觀點方面具有適當多元化。經考慮本公司之業務及需求，董事會將任人唯賢，並根據可行目標考慮候選人。

### BOARD DIVERSITY POLICY (CONTINUED)

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.

The directors will consider and review the diversity of the Board and to set up, if appropriate, measureable objectives according to the Company's own business model and specific needs.

### COMPANY SECRETARY

The Company Secretary supports the Board by ensuring good information flow within the Board and that board policy and procedures are followed. The Company Secretary is also responsible for advising the Board through the Chairman on corporate governance and the implementation of the CG Code. The Company Secretary is an employee of the Company and has day-to-day knowledge of the Group's affairs.

The Company Secretary reports to the Chairman and the Chief Executive Officer. All directors also have access to the advice and services of the Company Secretary to ensure that all applicable laws, rules and regulations are followed. The selection, appointment and dismissal of the Company Secretary is subject to the Board approval.

The Company Secretary has confirmed that he has taken no less than 15 hours of relevant professional training during the year.

### AUDITORS' REMUNERATION

During the year, total fees paid/payable to HLB Hodgson Impey Cheng Limited, the Company's auditors amounted to approximately HK\$380,000 and HK\$130,000 respectively for audit service, and other non-audit services provided by the auditors of the Company during the year.

### 董事會多元化政策 (續)

甄選人選將按一系列多元化準則為基準，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。最終將按人選的長處及可為董事會作出的貢獻而作決定。

董事將考慮及檢討董事會之多元化狀況並根據本公司自身之業務模式及特定需求設立可行目標（如適用）。

### 公司秘書

公司秘書支援董事會，確保董事會成員之間資訊交流良好，以及董事會政策及程序得以遵循。公司秘書亦負責透過主席就企業管治及企業管治守則實施情況向董事會提供意見。公司秘書為本公司之僱員，熟知本集團之日常事務。

公司秘書向主席及行政總裁匯報。全體董事亦獲得公司秘書之建議及服務，以確保所有適用法律、規則及規例得以遵守。公司秘書之遴選、委任與撤職須經董事會批准。

公司秘書確認其已於年內接受不少於15小時之相關專業培訓。

### 核數師酬金

年內，就本公司核數師所提供之審核服務及其他非審核服務已付／應付予本公司之核數師國衛會計師事務所有限公司之總費用分別為約380,000港元及130,000港元。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### RISK MANAGEMENT AND INTERNAL CONTROL

#### Goals and objectives

The Board acknowledges that it is responsible for the risk management and internal control systems and reviewing their effectiveness on an ongoing basis. Such risk management and internal control systems are designed for managing risks rather than eliminating the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

Risk Management Policy has been established to formalize the risk management of the Group, to build up a standard and effective risk management system, improve the ability of risk prevention, so as to ensure the Group is operating in a safety and steady environment, the operation management level could be increased and the Group's operational strategy and target could be achieved. The current practices will be reviewed and updated regularly to follow the latest practices in corporate governance.

The Board has delegated its responsibilities (with relevant authorities) of risk management and internal control to the Audit Committee. The Audit Committee (on behalf of the Board) oversees the management in the design, implementation and monitoring of the risk management and internal control systems for the year ended 31 December 2016.

### 風險管理及內部監控

#### 目的及目標

董事會確認其負責風險管理及內部監控系統，並持續檢討該等系統的有效性。該等風險管理及內部監控系統乃為管理風險而非免除未能達致業務目標的風險，而僅可對重大錯誤陳述或損失作出合理保證而非絕對保證。

風險管理政策已獲制定，以規範化本集團的風險管理、建立標準及有效的風險管理系統、改善預防風險的能力，從而確保本集團於安全及穩定的環境中營運，而經營管理水平可獲提升，且亦可達致本集團的經營策略及目標。目前的常規將會定期獲檢討及更新，以遵循最新的企業管治常規。

董事會已將其有關風險管理及內部監控的責任（連同相關權限）委派予審核委員會。截至二零一六年十二月三十一日止年度，審核委員會（代表董事會）監督管理層設計、實施及監控風險管理及內部監控系統。

### RISK MANAGEMENT AND INTERNAL CONTROL (CONTINUED)

#### Process Used to Identify, Evaluate and Manage Significant Risks

As a routine procedure and part of the risk management and internal control systems, Executive Directors and the senior management would meet on a monthly basis to review the financial and operating performance of each department. Also, operational staffs would submit the preliminary risk assessment result to the senior management and Executive Directors together with proposed corrective actions on a semi-annually basis. The senior management of the key operating subsidiaries is also required to keep Executive Directors informed of material developments of the department's business and implementation of the strategies and policies set by the Board on a regular basis. Besides, an annual risk management meeting would also be held to evaluate the risk identified and determine the corresponding risk response to ensure the risk are maintained at an acceptable level.

The processes used to identify, evaluate and manage significant risks by the Group are summarised as follows:

#### Risk Identification

- Identifies risks that may potentially affect the Group's business and operations.

#### Risk Assessment

- Assesses the risks identified by using the assessment criteria developed by the management; and
- Considers the impact on the business and the likelihood of their occurrence.

#### Risk Response

- Prioritises the risks by comparing the results of the risk assessment; and
- Determines the risk management strategies and internal control processes to prevent, avoid or mitigate the risks.

### 風險管理及內部監控 (續)

#### 識別、評估及管理重大風險所用的程序

作為常規程序以及風險管理及內部監控系統的一部分，執行董事及高級管理層將每月會面，以檢討各部門的財務及經營表現。此外，操作人員將每半年向高級管理層及執行董事提交初步風險評估結果連同建議糾正措施。主要經營附屬公司的高級管理層亦須就部門業務的重大發展及董事會制定的策略及政策的推行定期向執行董事提供最新資料。此外，每年舉行風險管理會議以評估已識別風險及釐定相應風險回應，確保將風險維持於可接受水平。

本集團識別、評估及管理重大風險所用的程序概述如下：

#### 風險識別

- 識別可能對本集團業務及經營有潛在影響的風險。

#### 風險評估

- 利用管理層制訂的評估標準評估已識別風險；及
- 考慮對業務的影響及出現有關影響的可能性。

#### 風險回應

- 透過比較風險評估的結果為風險排列優先次序；及
- 釐定風險管理策略及內部監控程序，以預防、避免或減輕該等風險。



# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### RISK MANAGEMENT AND INTERNAL CONTROL (CONTINUED)

#### Process Used to Identify, Evaluate and Manage Significant Risks (Continued)

##### Risk Monitoring and Reporting

- Performs ongoing and periodic monitoring of the risk and ensures that appropriate internal control processes are in place;
- Revises the risk management strategies and internal control processes in case of any significant change of situation; and
- Reports the results of risk monitoring to the management and the Board regularly.

The Group has engaged an independent professional adviser (the "Internal Control Adviser") to conduct the annual review of the effectiveness of the risk management and internal control systems for the year ended 31 December 2016. Such review is conducted annually. Internal Control Adviser performed interviews, reviewed the relevant documents and reported major findings and areas for improvement to the Audit Committee. All recommendations from Internal Control Adviser would be followed up closely to ensure that they are implemented within a reasonable period of time. The Group therefore considered that the Group's risk management and internal control processes are adequate to meet the needs of the Company in its current business environment and that nothing has come to its attention to cause the Board to believe the Group's risk management and internal control systems are inadequate.

### 風險管理及內部監控 (續)

#### 識別、評估及管理重大風險所用的程序 (續)

##### 風險監控及報告

- 持續及定期監控風險，並確保已設有合適的內部監控程序；
- 於情況出現任何重大變化，則修訂風險管理策略及內部監控程序；及
- 定期向管理層及董事會報告監控風險的結果。

截至二零一六年十二月三十一日止年度，本集團已委聘獨立專業顧問（「內部監控顧問」），以對風險管理及內部監控系統的有效性進行年度檢討。有關檢討會每年進行一次。內部監控顧問進行會談、審閱相關文件並向審核委員會報告重大發現及改進範疇。內部監控顧問的所有建議均將獲密切跟進，以確保於一段合理時間內得以實施。因此，本集團認為，本集團的風險管理及內部監控程序足以應付本公司於其目前營商環境中的需求，以及董事會概無注意到任何事項令其相信本集團的風險管理及內部監控系統不足。

### RISK MANAGEMENT AND INTERNAL CONTROL (CONTINUED)

#### Information Disclosure Policy

To ensure timely, fair, accurate and complete disclosure of inside information and for compliance with the applicable laws and regulations, the Group has in place, as an internal control element, a series of disclosure procedures of price sensitive information on reporting and dissemination of inside information and preservation of confidentiality. Under the policy, Financial Controller shall report to Company Secretary and Directors any potential/suspected inside information event as soon as practicable when it materializes for determining the nature of developments, and if required, making disclosure. All staff are also required to observe the code of ethical standards stated in staff handbook to keep non-public information confidential.

### COMMUNICATION WITH SHAREHOLDERS

The Company had established a shareholders' communication policy and shall review it on a periodic basis to ensure its effectiveness.

The Company uses a range of communication tools to ensure its shareholders are kept well informed of key business imperatives. These include annual general meeting, annual report, various notices, announcements and circulars. The Company has also maintained a corporate website which enables shareholders, investors and the public to receive timely and updated information on the Company.

Separate resolutions are proposed at the general meetings for such substantial issues, including the re-election of retiring directors.

### 風險管理及內部監控 (續)

#### 消息披露政策

為確保適時、公平、準確及完整披露內幕消息及符合適用法例及規定，本集團就匯報及發放內幕消息和保密設有一系列股價敏感資料披露程序，作為內部監控之一部分。根據該政策，財務總監如發現有任何潛在／疑似內幕消息事件，須在實際可行情況下盡快向公司秘書和董事匯報，以釐定事態發展的性質，及在有需要時作出披露。所有員工亦須遵守員工手冊載明的道德標準，將非公開資料保密。

#### 與股東之溝通

本公司已訂立股東溝通政策，並將定期檢討以確保其有效性。

本公司採用一系列溝通工具，以確保其股東充分瞭解關鍵業務。該等溝通工具包括股東週年大會、年報、各種通告、公告及通函。本公司亦已設立公司網站，令股東、投資者與公眾人士能夠及時獲取有關本公司之最新資料。

本公司會就相關重大事項（包括重選退任董事）於股東大會上提呈個別決議案。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### COMMUNICATION WITH SHAREHOLDERS (CONTINUED)

The Company's notices to Shareholders for the annual general meeting held in 2016 were sent to Shareholders at least 20 clear business days or 21 clear days before the meeting, whichever is the longest.

An executive director, chairman/members of the Audit Committee, Remuneration Committee and Nomination Committee and the representative of external auditor were available at the Annual General Meeting to answer questions from the Shareholders. The chairman of the Annual General Meeting had explained the procedures for conducting a poll during the meeting. All resolutions proposed at the Annual General Meeting were voted separately by way of poll. All the votes cast at the said meeting were properly counted and recorded.

### Attendance of individual directors at the Annual General Meeting in 2016

#### Executive Directors:

Mr. Mung Kin Keung  
Mr. Mung Bun Man, Alan

#### Non-executive Directors:

Mr. Fung Wai Ching  
Mr. Man Kong Yui  
Mr. Poon Wai Hoi, Percy

### 與股東之溝通 (續)

本公司於二零一六年舉行股東週年大會前至少足20個營業日或足21日(以時間最長者為準)向股東發送有關該大會之通告。

一名執行董事、審核委員會、薪酬委員會及提名委員會之主席／成員以及外部核數師代表均已出席股東週年大會，以回答股東提問。股東週年大會主席於大會期間已解釋進行投票之程序。於股東週年大會上提呈之所有決議案均以獨立投票方式表決。於上述大會上點算之所有票數已適當點算及記錄。

### 二零一六年股東週年大會每位董事出席率

#### Attendance 出席率

#### 執行董事：

蒙建強先生 X  
蒙品文先生 ✓

#### 非執行董事：

馮維正先生 ✓  
文剛銳先生 ✓  
潘偉開先生 ✓

## **SHAREHOLDERS' RIGHTS**

### **Procedures for requisitioning a special general meeting and for putting forward proposals at general meetings**

Shareholder(s) holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company may, by written requisition to the Board or the Company Secretary signed and deposited in accordance with the bye-law 58 of the Bye-laws, require a general meeting to be called by the directors for the transaction of any business specified in the requisition.

A special general meeting shall be held within two months after the deposit of such requisition. If the Board does not within twenty-one days from the date of the deposit of the requisition proceed duly to convene a meeting, the requisitionists, or any of them representing more than one half of the total voting rights of all of them, may themselves convene a meeting, but any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition.

To put forward proposals at a general meeting of the Company, a Shareholder should lodge a written request, duly signed by the Shareholder concerned, setting out the proposals at the Company's principal place of business in Hong Kong for the attention of the Board and the Company Secretary. The request will be verified with the Company's branch share registrars in Hong Kong and upon their confirmation that the request is proper and in order, the Company Secretary will pass the request to the Board. Whether a proposal will be put to a general meeting will be decided by the Board in its discretion.

The procedures for Shareholders to propose a person for election as director is posted on the Company's website at [www.irasia.com/listco/hk/mastermindcap/](http://www.irasia.com/listco/hk/mastermindcap/).

## **股東權利**

### **要求召開股東特別大會及於股東大會上提呈議案之程序**

於遞交請求日期持有附帶權利於本公司股東大會投票之本公司繳足股本不少於十分之一之股東，可根據細則第58條通過向董事會或公司秘書遞交經簽署及提交之書面請求，要求董事就處理請求中列明之任何事項召開股東大會。

股東特別大會應於遞交請求後兩個月內舉行。倘董事會並未於遞交請求日期後二十一日內正式召開大會，提出請求之人士或當中持有彼等總投票權過半之任何人士可自行召開大會，惟如此召開之大會不可遲於提交請求日期起三個月屆滿後舉行。

倘若於本公司股東大會提呈議案，股東須將經相關股東正式簽署之書面請求（載有相關議案）遞交至本公司於香港之主要營業地點，由董事會及公司秘書收訖。請求將於本公司於香港之股份過戶登記分處核證，並於彼等確認請求屬正當及適當後，由公司秘書將請求遞交董事會。議案是否會提呈予股東大會將由董事會酌情決定。

股東提名董事人選之程序載於本公司網站 [www.irasia.com/listco/hk/mastermindcap/](http://www.irasia.com/listco/hk/mastermindcap/)。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### SHAREHOLDERS' RIGHTS (CONTINUED)

#### Shareholders' enquiries

General meetings of the Company provide a direct forum of communication between Shareholders and the Board. Shareholders may at any time send their enquiries in writing to the Board through the Company Secretary at the principal place of business in Hong Kong.

The Company Secretary shall forward the Shareholders' enquiries to the Board, where appropriate to answer the Shareholders' questions.

In addition, Shareholders can contact Tricor Secretaries Limited, the share registrar of the Company in Hong Kong, if they have any enquiries about their shareholdings, share registration and related matters.

### DIRECTORS' RESPONSIBILITY FOR PREPARING THE CONSOLIDATED FINANCIAL STATEMENTS

The directors acknowledge that it is their responsibilities in preparing the consolidated financial statements of the Company. The statement of the auditors about their reporting responsibilities on the consolidated financial statements is set out in the Independent Auditors' Report on pages 63 to 70.

### 股東權利 (續)

#### 股東之查詢

本公司之股東大會為股東及董事會提供直接溝通平台。股東可隨時透過位於香港主要營業地點之公司秘書向董事會發出書面查詢。

公司秘書須將股東之查詢轉交董事會，以便後者在適當時回答股東之提問。

此外，股東若對其持股量、股份登記及相關事宜有任何疑問，可聯絡本公司於香港之股份登記處卓佳秘書商務有限公司。

### 董事編製綜合財務報表之責任

董事確認其負責編製本公司綜合財務報表。核數師有關其綜合財務報表申報責任之聲明載於第63至70頁之獨立核數師報告。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### ABOUT THIS REPORT

This is our first Environmental, Social and Governance Report (the “ESG Report” or the “Report”) is to highlight our approaches and strategies in pursuit of sustainable development during the period from 1 January 2016 to 31 December 2016 (the “Reporting Period”). Unless otherwise stated, this Report covers the sustainability performance and initiatives of our Hong Kong head office and our investments in listed and unlisted securities business. The Report has been prepared in accordance with the Environmental, Social and Governance Reporting Guide set out in Appendix 27 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

We welcome your valuable comments and suggestions in relation to this Report and our sustainability performance. Your feedback on the Report and our sustainability performance can be sent to [info905@globalmastermind.co](mailto:info905@globalmastermind.co).

### ABOUT THE GROUP

During the Reporting Period, the Group remains principally engaged in investment in listed and unlisted companies mainly in Hong Kong, the United States and Canada.

### OUR MISSION

To achieve medium-term or long-term capital appreciation.

### 關於本報告

本報告是我們的首份環境、社會及管治報告（「環境、社會及管治報告」或「報告」），旨在強調我們於二零一六年一月一日至二零一六年十二月三十一日期間（「報告期間」）為追求可持續發展之方法及策略。除非另有說明，本報告涵蓋本集團的香港總辦事處可持續表現及舉措以及我們於上市及非上市證券業務之投資。本報告已根據香港聯合交易所有限公司證券上市規則（「上市規則」）附錄二十七所載之《環境、社會及管治報告指引》編製。

我們歡迎閣下對本報告及我們的可持續表現發表寶貴意見及建議。閣下對本報告及我們可持續表現發表之反饋意見可發送至 [info905@globalmastermind.co](mailto:info905@globalmastermind.co)。

### 關於本集團

於報告期間，本集團主要業務仍為投資主要於香港、美國及加拿大之上市及非上市公司。

### 我們的使命

取得中期或長期資本增值。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### OUR APPROACH TO SUSTAINABILITY DEVELOPMENT

As a good corporate citizen, we are committed to creating sustained value for stakeholders by incorporating environmental, social and governance considerations into our operation with an aim to be a positive force to our environment and the wider community. To be accountable to all the stakeholders, the company endeavoured to minimize the influence to environment, be aware of the employee well-being and contribute more to the community.

### LISTENING TO OUR STAKEHOLDERS

We believe that understanding the views of our stakeholders lays a solid foundation to the long-term growth and success of the Group. We develop multiple channels to a broad spectrum of stakeholders in order to provide them with the opportunity to express their views on our sustainability performance and future strategies. To reinforce mutual trust and respect, we are committed to maintaining enduring communication channels, both formally and informally, with stakeholders to enable us to better shape our business strategies in order to respond to their needs and expectations, anticipate risks and strengthen key relationships. We have identified employees, business partners, shareholders, suppliers, government and the community at large as our key stakeholder groups. The information collected through different communication processes serves as an underlying basis for the structure of this Report.

### OUR PEOPLE

The Group's success relies heavily on the staff members' accumulated market knowledge and investment expertise; hence we consider human resources as one of the most valuable assets for the business operations and sustainable development. The quality and stability of our work force is invaluable. Attracting, developing and retaining talent is vital to the Group's success. We also advocate work-life balance and pay close attention to employees' total well-being.

### 我們的可持續發展方法

作為良好的企業公民，我們致力透過將環境、社會及管治方面的考量納入經營策略，作為環境及廣大社群的正面推動力，從而為利益相關者締造持續的價值。為向全體利益相關者負責，本公司致力把對環境的影響減至最低、關注僱員福祉，並為社區作出更多貢獻。

### 聆聽利益相關者之意見

我們相信，為利益相關者著想為本集團長期發展及邁向成功夯實穩定之基礎。我們已制訂多種渠道聽取廣大利益相關者之意見，從而令彼等可對我們之可持續表現及未來策略各抒己見。為加強彼此間之信任和尊重，我們與利益相關者進行持續之溝通（正式及非正式），藉以令我們可因彼等之需求及預期更好地制訂業務策略、預測風險及鞏固主要關係。我們將僱員、業務夥伴、股東、供應商、政府及整個社區視為我們之主要利益相關者組別。通過不同溝通渠道收集之資料乃作為本報告之相關基礎。

### 我們的人員

本集團之成功倚重僱員所積累之市場知識及投資專長。故此，我們將人力資源視為業務經營及可持續發展其中一項最寶貴的資產。我們勞動力之質素及穩定性無可取代。吸納、培育及留聘專才對本集團之成功至關重要。同時，我們提倡工作與生活平衡，緊密關注僱員身心健康。

### EMPLOYMENT

To establish an equal opportunity environment, we abide by the principle of equal opportunities and diversity. The Hong Kong Bill of Rights Ordinance (Chapter 383 of the Laws of Hong Kong), Sex Discrimination Ordinance (Chapter 480 of the Laws of Hong Kong), Disability Discrimination Ordinance (Chapter 487 of the Laws of Hong Kong), Family Status Discrimination Ordinance (Chapter 527 of the Laws of Hong Kong), Race Discrimination Ordinance (Chapter 602 of the Laws of Hong Kong) are the laws and regulations governing the equal opportunity environment and anti-discrimination matters of the Group. We committed to treat all the employees fairly regardless of their seniority, nationality, gender, age, marital status, disability, race, color, religion or sexual preference. We are committed in all areas to providing a work environment that is free from discrimination, sexual harassment and unethical labour policy. As the cornerstone of our corporate culture, we continue to adopt our zero-tolerance approach for these matters. Our staff handbook illustrates our working hours, paid leaves, and dismissal policy to safeguard the rights of our staff.

Employment Ordinance (Chapter 57 of the Laws of Hong Kong), Minimum Wage Ordinance (Chapter 608 of the laws of Hong Kong) and Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the laws of Hong Kong) are the laws and regulations governing the human resources matters of the Group, including but not limited to the employment, compensation, dismissal, working hours etc.

We maintain insurance coverage for employees employed in Hong Kong in accordance to the Employees Compensation Ordinance (Chapter 282 of the Laws of Hong Kong) in respect of work-related injuries. Medical insurance is also available to most of our employees for general medical issues.

### 僱傭

為建立一個平等機會的環境，我們遵循平等機會及多元化原則。香港人權法案條例（香港法例第383章）、性別歧視條例（香港法例第480章）、殘疾歧視條例（香港法例第487章）、家庭崗位歧視條例（香港法例第527章）及種族歧視條例（香港法例第602章）屬規管本集團平等機會環境及反歧視事宜之法律及法規。我們矢志對全體僱員一視同仁，無分資歷、國籍、性別、年齡、婚姻狀況、傷健、種族、膚色、宗教或性取向。我們於各方面盡心盡力，務求提供不存在歧視、性騷擾及不道德勞工政策之工作環境。作為我們企業文化之基石，我們繼續對該等事宜採取零容忍態度。我們的員工手冊中已列明工時、有薪假期及解僱政策以保障員工權利。

僱傭條例（香港法例第57章）、最低工資條例（香港法例第608章）及強制性公積金計劃條例（香港法例第485章）屬規管本集團人力資源事宜（包括但不限於僱傭、賠償、解僱及工時等）之法律及法規。

我們按照僱員補償條例（香港法例第282章）就工傷為香港聘用之僱員投保。此外，我們亦就一般醫療事項為僱員提供醫療保險。



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### EMPLOYMENT (CONTINUED)

The Group is not aware of any non-compliance with the relevant laws and regulations that have significant impact on the Group relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination and other benefits and welfare during the Reporting Period.

As at 31 December 2016, we have 12 employees, 2 executive directors and 3 independent non-executive directors of the Company. All of our employees are located in Hong Kong.

### EMPLOYEE BENEFITS AND WELFARE

We generally remunerates our employees with reference to their qualifications, experience, and work performance. To ensure our salary structure is fair and competitive, we would reviewed the performance of our staff annually.

We understand that employees are our most valuable assets and we strive to provide comprehensive benefits and safeguards to our employees. Most of the employees enjoy the employee benefits including five-day work per week, medical insurance, mandatory provident fund retirement and share option scheme. In addition, if the day-off falls on a statutory holiday, compensatory time off would be offered on the following day.

Whenever an employee resigns or gets laid off, department head would carry out exit-interview to find out the reasons of departure or dismissal, and other procedures such as calculating and pay the final payment, severance payment and long service payment (if any) in accordance to the Employment Ordinance (Chapter 57 of the laws of Hong Kong), filing the form 56F to Inland Revenue Department in accordance to section 52(5) of the Inland Revenue Ordinance (Chapter 112 of the laws of Hong Kong), notifying the termination of employment to MPF trustee in accordance to Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the laws of Hong Kong) to ensure full compliance with the relevant employee laws and regulations.

### 僱傭 (續)

於報告期間，本集團概不知悉任何未遵守有關賠償及解僱、聘用及晉升、工時、假期、平等機會、多元化、反歧視以及其他待遇及福利方面之相關法律及法規而對本集團產生重大影響的情況。

於二零一六年十二月三十一日，本公司有12名僱員、2名執行董事及3名獨立非執行董事。所有僱員均位於香港。

### 僱員待遇及福利

我們一般參照僱員之資歷、經驗及工作表現釐定其薪酬。為確保工資架構屬公平及具競爭力，我們每年均會審閱員工表現。

我們瞭解到僱員為我們最寶貴的資產，因而力爭為僱員提供全面福利及保障。大多僱員享有僱員福利，包括每週五天工作、醫療保險、強積金退休金供款及購股權計劃。此外，倘休假日同屬法定假期，則該休假日之補償將延至下一個曆日。

當僱員辭任或被解僱，部門主管將進行離職面談以瞭解辭任或被解僱之理由及進行其他程序，包括按照僱傭條例（香港法例第57章）計算及支付未償薪金、遣散費及長期服務金（如有）、按照稅務條例（香港法例第112章）第52(5)條向稅務局提交56F表格、按照強制性公積金計劃條例（香港法例第485章）通知強積金信託人終止僱傭，以確保全面遵守相關僱傭法例及法規。

### HEALTH AND SAFETY

Although our operation is predominantly office-based, we adhere to Occupational Safety and Health Ordinance (Chapter 509 of the laws of Hong Kong) and other applicable laws and regulations to provide a safe and healthy workplace in order to protect our employees from occupational hazards. The Group is not aware of any non-compliance with the relevant laws and regulations that have significant impact to the Group in providing a safe working environment and protecting employees from occupational hazards during the Reporting Period.

We place the emphasis in securing health and safety of all our employees, in order to provide a safe and healthy working environment for the employees under reasonable and practicable conditions. We committed to achieve this goal by implementing the following key measures:

- Providing and maintaining in all workplaces under safe working environment and poses no threat to health;
- To carry out inspection for any unsafe condition and fix it immediately;
- Prohibit smoking in all enclosed areas within the offices;
- To provide medical and employment injury insurance to eligible employees; and
- To set work arrangement for typhoon and rainstorm warning

With the above measures, we have no work-related fatal or injury during the Reporting Period.

### 健康及安全

儘管我們的業務主要以辦公室為本，惟我們遵循職業安全及健康條例（香港法例第509章）及其他適用的法律及法規，從而提供安全及健康之工作場地，保障僱員免受職業性危害。於報告期間，本集團概不知悉任何未遵守提供安全工作環境及避免員工免受職業性危害而提供保障方面之相關法律及法規而對本集團產生重大影響的情況。

我們著重保障全體員工的健康及安全，以在合理可行情況下向僱員提供安全及健康之工作環境。我們矢志透過實施下列主要措施達致此目標：

- 提供及維持所有工作場地之安全工作環境及對健康不構成威脅；
- 對任何不安全狀況進行檢查並立即予以修正；
- 在辦公室內所有密閉空間禁止吸煙；
- 為合資格僱員提供醫療及工傷保險；及
- 制訂颱風及暴雨警告下之工作安排

憑藉上述措施，我們於報告期間概無工傷致命或意外。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### DEVELOPMENT AND TRAINING

All directors, including the independent non-executive directors, should keep abreast of their responsibilities as directors and the Company's business and activities. We brief and notify the directors to attend the training during the Reporting Period to reinforce the directors' knowledge and skills, and update all directors on the latest development regarding the Listing Rules and other applicable statutory and regulatory regime and the business environment to facilitate them to discharge their responsibilities. We also encourage our directors and employees to attend relevant training courses and seminars to keep update with the latest changes in relevant laws, regulations and the business environment. Below are some of the examples of the training courses attended during the Reporting Period:

- Review on the significant impacts of the New Companies Ordinance
- Challenges to CPA – HKFRS Update and Tax Implication of New HKFRS
- Detecting Financial Shenanigans of HK-Listed Companies (Session 1)
- How corporate insolvency and restructuring are relevant to professional accountants in business
- Extended Audit Report and Key Audit Matters for Listed Entities
- Financial Reporting Update and Recent HKFRS Developments
- Latest Tax Development that CPA Should Know
- Improving Financial Reporting Quality – Key Findings from Regulators
- Listed Company Inside Information Disclosure in Practice and SFC Investigations
- 審閱新公司條例之重大影響
- 對執業會計師之挑戰 – 香港財務報告準則更新及新香港財務報告準則之稅務意義
- 檢測香港上市公司之財技騙局 (第一期)
- 企業破產及重組與從業專業會計師之相關性
- 上市實體經擴展審計報告及關鍵審計事宜
- 財務報告更新及近期香港財務報告準則發展情況
- 執業會計師須知之最新稅務發展情況
- 改善財務報告質素 – 監管機關之主要調查結果
- 上市公司內幕消息披露實務及證監會調查

### 發展及培訓

全體董事（包括獨立非執行董事）須時刻瞭解彼等作為董事之職責以及本公司之業務及活動。於報告期間，我們提供簡介予董事並通知彼等出席培訓，以提高董事之知識及技能，並向全體董事提供有關上市規則及其他適用法定及監管制度以及營商環境之最新發展情況，以促進彼等履行各自之職責。同時，我們鼓勵董事及僱員出席相關培訓課程及研討會，以緊貼相關法律、法規及營商環境之最新變動。以下為於報告期間出席培訓課程之若干例子：

### LABOUR STANDARDS

We strictly emphasize on prohibition of engaging child labour and forced labour. Regarding to the Employment of Children Regulations (Chapter 57B of the laws of Hong Kong), children aged under 15 should not be employed in all economic sectors. To prevent the occurrence of engaging child labour and forced labour, our human resources department verify the personal information, including age, of the applicants by checking their identity documents during the hiring process.

The Group is not aware of any non-compliance with relevant rules and regulations on preventing child or forced labour during the Reporting Period.

### SUPPLY CHAIN MANAGEMENT

Our suppliers mainly comprise of general office supplies suppliers, for example, paper and stationery. We generally select suppliers based on their scale of business and reputation. Our suppliers should comply with all relevant local and national laws and regulations in relation to unethical behaviour, bribery, corruption and other prohibited business practices. When a supplier is found to be inconsistent with our policy or contractual requirements, we will terminate future cooperation until the situation has been improved.

### PERSONAL DATA PRIVACY

Pursuant to Personal Data (Privacy) Ordinance (Chapter 486 of the laws of Hong Kong), we are committed to protecting privacy and confidentiality of personal data of our employees, business partners and other identifiable individuals. Our employees are instructed to handle confidential information with due care. We collect and use information in a responsible and non-discriminatory manner by restricting the use of the information for the purposes consistent with those identified in the contracts.

### 勞工準則

我們嚴格強調禁止僱用童工及強制勞工。就僱用兒童規例（香港法例第57B章）而言，15歲以下之兒童不得在所有經濟行業獲聘用。為預防發生僱用童工及強制勞工，人力資源部透過於招聘過程中查閱求職人士之身份證明文件核實彼等之個人資料（包括年齡）。

於報告期間，本集團概不知悉任何未遵守預防兒童或強制勞工方面之相關條例及法規的情況。

### 供應鏈管理

我們的供應商主要由一般辦公室用品供應商組成，如紙張及文具等。一般而言，我們按供應商之業務規模及聲譽揀選供應商。供應商須就不道德行為、賄賂、貪腐及其他被禁止商業實務遵守一切相關當地及國家法律及法規。倘供應商被發現違反我們的政策或合約規定，我們將終止日後合作，直至情況有所改善為止。

### 個人資料私隱

根據個人資料（私隱）條例（香港法例第486條），我們致力於保障僱員、業務夥伴及其他可資識別個人私穩以及個人資料保密。僱員按指引謹慎處理機密資料。我們透過限制資料用作符合合約所識別之該等用途，以負責及無偏頗之方式收集及使用資料。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### ANTI-CORRUPTION

We commit to stringent compliance with the Prevention of Bribery Ordinance (“POBO”) (Chapter 201 of the laws of Hong Kong) enforced by the Independent Commission Against Corruption (“ICAC”) in order to maintain a fair and just society. As the cornerstone of our corporate culture, we attach great emphasis in maintaining the highest standards of integrity and honesty. We adopt our zero-tolerance policy for misconduct. We have no hesitation to adopt disciplinary actions upon any proven misconduct case.

The Group is not aware of any non-compliance with the relevant laws and regulations that have significant impact on the Group relating to bribery, extortion, fraud and money laundering during the Reporting Period.

### COMMUNITY INVOLVEMENT

Being a responsible corporate citizen, we are constantly aware of the community needs and take up our corporate responsibility with best efforts to make contribution to the community by encouraging our employees to contribute their time and efforts in various local community projects in the regions where we operate.

### ENVIRONMENTAL

Our principal business activities do not have significant impact on the environment and natural resources. Despite this, the Group is committed to sustainability by seeking to reduce the environmental impact of our operations, with a particular focus on reduction of greenhouse gas emissions and preservation of resources.

The Group is not aware of any non-compliance with the relevant laws and regulations that have significant impact on the Group related to air and greenhouse gas emissions, discharges into water and land, generation of hazardous and non-hazardous waste during the year.

### 反貪腐

我們致力於嚴格遵守廉政公署（「廉政公署」）所執行之防止賄賂條例（「防止賄賂條例」）（香港法例第201章），以維護社會之公平公正。作為企業文化之基石，我們大力強調維持最高之誠信與誠實標準。我們對不當行為採取零容忍政策。我們堅決對任何經證實不當行為之個案採取紀律處分。

於報告期間，本集團概不知悉任何未遵守有關賄賂、勒索、欺詐及洗黑錢方面之相關法律及法規而對本集團產生重大影響的情況。

### 社區參與

作為負責任之企業公民，我們持續關注社區需要，並竭力承擔企業責任，藉鼓勵僱員付出時間及心力於我們經營所在地區之各項當地社區項目，為社區作出貢獻。

### 環境

我們的主要業務活動對環境及自然資源並無重大影響。儘管如此，本集團致力於透過減少經營對環境之影響達致可持續發展，尤其著重於減少溫室氣體排放及資源保護。

年內，本集團概不知悉任何未遵守有關廢氣及溫室氣體排放、污水排放及土地排污以及有害及無害廢棄物之產生方面之相關法律及法規而對本集團產生重大影響的情況。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### EMISSIONS

During the Reporting Period, our greenhouse gas (“GHG”) emissions are mainly generated from the consumption of purchased electricity.

### ENERGY MANAGEMENT

As energy consumption accounts for a major part of our GHG emissions, various energy saving measures have been undertaken to improve energy efficiency and reduce energy consumption of our operations, for example:

- Deploy natural light and install energy-saving lightings, where feasible;
- Switch off unnecessary lighting and energy consumption equipment (e.g. computer) while not in use; and
- Set the temperature of air conditioning of our offices to an energy-efficient level at 24°C to 26°C

### WASTES REDUCTION

Our wastes are mainly classified into two categories in our business, including general wastes (household wastes) and recyclable wastes. We avoid wastage with the following measures:

- Deploy recycling bins to collect used paper products, such as waste paper, letter and envelope
- Encourage staff to participate in activities related to environmental theme including air pollution, food waste problem, green procurement, green environment, etc. through training and workshops
- Encourage staff to participate in waste reduction and recycling through organizing the events like reducing paper competition, no plastic bottles day, competition on the design of green

### 排放

於報告期間，溫室氣體（「溫室氣體」）排放主要產生自購電消耗。

### 能源管理

由於能源消耗為我們溫室氣體排放之主要來源之一，故已採取各種節能措施以改善能源效益及減低營運之能源消耗，例如：

- 於可行情況下善用自然光及安裝節能燈具；
- 關閉非必要照明及非使用中之能源消耗設備（如電腦）；及
- 將辦公室空調調至24度至26度之能源效益水平

### 減少廢物

我們業務中產生之廢棄物主要分為兩類，包括一般廢棄物（生活垃圾）及可循環再造廢棄物。我們通過以下措施避免浪費：

- 利用回收箱收集已使用紙製品，如廢紙、信件及信封等
- 透過培訓及工作坊鼓勵員工參與有關環保主題活動，包括空氣污染、廚餘問題、綠色採購、綠色環境等
- 透過舉辦減少用紙比賽、無塑膠樽日、綠色設計比賽等活動，鼓勵員工參與減廢及回收活動

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### WASTES REDUCTION (CONTINUED)

Paper use is an essential item for our operational activities such as printing of publications and notices. For environment protection, we implemented the following policies to reduce the use of paper.

- Promote electronic communications and “think before you copy” attitude, we encourage our employee to use both sides of the paper for printing and copying;
- Make double-sided copies when possible;
- Sending email is suggested instead of letters or fax when possible; and
- Reduce or avoid using excessive packing materials and decorations

We did not generate any hazardous waste in the ordinary course of business during the Reporting Period.

### WATER USE MANAGEMENT

Our key water usage is arising from drinking water. On the other hand, even our daily operation does not consume water from taps, we promote staff behavior to avoid unnecessary water consumption in their daily lives by encouraging employees to always turn taps off tightly so they do not drip and giving priority to effective water-saving products.

### PROSPECT

We will continue to look for opportunities to reduce further emissions and wastes on an ongoing basis in order to minimize the Company’s impacts of activities on the environment and natural resources.

### 減少廢物 (續)

紙張使用對於打印刊物及通知等營運活動而言必不可少。就環保而言，我們實施以下政策，減少用紙。

- 提倡電子通訊及「複印前三思」理念，我們鼓勵僱員採用雙面列印及複印；
- 於可行情況下雙面複印；
- 於可行情況下以寄發電郵取代書信或傳真；及
- 減少或避免使用大量包裝物料及裝飾

於報告期間，我們概無於日常業務過程中產生任何有害廢棄物。

### 用水管理

我們的用水主要用作飲用。另一方面，即使日常營運並無自水龍頭用水，我們透過鼓勵僱員時刻緊記關上水龍頭減少滴水，提倡員工於其日常生活中避免非必要用水的行為，並首選有效節約用水之產品。

### 前景

我們將繼續物色機遇，以持續進一步減少排放物及廢棄物，務求將本公司活動對環境及天然資源之影響減至最低。

# INDEPENDENT AUDITORS' REPORT

## 獨立核數師報告



國衛會計師事務所有限公司  
Hodgson Impey Cheng Limited

31/F, Gloucester Tower 香港  
The Landmark 中環  
11 Pedder Street 畢打街11號  
Central 置地廣場  
Hong Kong 告羅士打大廈31樓

### INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF GLOBAL MASTERMIND CAPITAL LIMITED

*(originally incorporated in the Cayman Islands and continued in  
Bermuda with limited liability)*

### OPINION

We have audited the consolidated financial statements of Global Mastermind Capital Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 71 to 180, which comprise the consolidated statement of financial position at 31 December 2016, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the 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 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 (the "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 *Auditors' 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.

\* For identification purpose only

### 致GLOBAL MASTERMIND CAPITAL LIMITED環球大通投資有限公司\*

#### 股東的獨立核數師報告

*(原於開曼群島註冊成立及於百慕達存續之有  
限公司)*

### 意見

本核數師(以下簡稱「我們」)已審核載列於第71至180頁Global Mastermind Capital Limited環球大通投資有限公司\*(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表,此綜合財務報表包括於二零一六年十二月三十一日的綜合財務狀況表及截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表,以及財務報表附註(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」)頒佈的《香港財務報告準則》(「《香港財務報告準則》」)真實而中肯地反映 貴集團於二零一六年十二月三十一日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量,並已按照香港《公司條例》的披露規定妥為擬備。

### 意見基礎

我們已根據香港會計師公會頒佈的《香港審計準則》(「《香港審計準則》」)進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表須承擔的責任」部份中作進一步闡述。根據香港會計師公會頒佈的《專業會計師道德守則》(「該守則」),我們獨立於 貴集團,並已履行該守則中的其他道德責任。我們相信,我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基準。

\* 僅供識別



# INDEPENDENT AUDITORS' REPORT

## 獨立核數師報告

### KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, 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.

#### Key Audit Matter

##### 關鍵審計事項

#### ***Impairment assessment of available-for-sale ("AFS") financial assets*** 可供出售（「可供出售」）財務資產之減值評估

*Refer to notes 3.8 and 17 to the financial statements respectively.*  
分別參閱財務報表附註3.8及17。

As at 31 December 2016, the Group had AFS financial assets of approximately HK\$138,627,00 of which HK\$120,635,000 were recorded at fair values. For these AFS financial assets measured at fair value, judgment would be required when determining whether any decline in fair value would be regarded as significant comparing to the original costs of the financial assets at initial recognition, and whether the decline would be prolonged comparing to the period that the fair value has declined.

於二零一六年十二月三十一日，貴集團之可供出售財務資產約為138,627,000港元，其中120,635,000港元乃以公平值入賬。就按公平值計量之該等可供出售財務資產而言，於釐定公平值之任何下跌是否會被視為重大（與初步確認時財務資產之原成本相比），以及下跌是否屬持久（與公平值下跌之期間相比）時需作出判斷。

Due to the significant management judgements required in assessing the impairment losses of the Group's AFS financial assets, the impairment assessment of AFS financial assets is identified as a key audit matter.

由於評估 貴集團之可供出售財務資產減值虧損須作出重大管理層判斷，可供出售財務資產之減值評估被識別為關鍵審計事項。

### 關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對我們審計本期間綜合財務報表最為重要的事項。該等事項是在我們審計整體綜合財務報表及出具意見時進行處理。我們不會對這些事項提供單獨的意見。

#### How our audit addressed the Key Audit Matter

##### 我們的審計如何處理關鍵審計事項

Our audit procedures comprised the performance of the following:

我們審計程序包括履行以下各項：

- Understanding how the management has determined a decline in fair value below cost would be regarded as significant or prolonged and the key inputs used in the analysis;
- 瞭解管理層如何確定低於成本的公平值下跌是否是重大或非暫時性的，包括其分析時所採用的關鍵輸入數據；
- Checking those key inputs used by the management in the analysis against observable or unobservable market information;
- 基於可觀察或不可觀察的市場信息覆核管理層所採用的關鍵輸入數據；

KEY AUDIT MATTERS (CONTINUED)

關鍵審計事項 (續)

Key Audit Matter

How our audit addressed the Key Audit Matter

關鍵審計事項

我們的審計如何處理關鍵審計事項

- Assessing the reasonableness of the analysis and conclusion made by the management whether a significant or prolonged decline would be identified and properly recorded as impairment to profit and loss for the year.
- 評估管理層分析的合理性，包括所得出的是否存在重大或非暫時性下跌並需在年內計提減值損失的結論是否合理。

We found the key assumptions were supported by the available evidence.  
我們發現關鍵假設得到現有證據所支持。

# INDEPENDENT AUDITORS' REPORT

## 獨立核數師報告

### OTHER INFORMATION IN THE ANNUAL REPORT

The directors of the Company are responsible for the other information. The other information comprises all the information included in the annual report, but does not include the consolidated financial statements and our auditors' report thereon. ("Other Information").

Our opinion on the 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 the Other Information, we are required to report that fact. We have nothing to report in this regard.

### RESPONSIBILITIES OF THE DIRECTORS OF THE COMPANY AND THE AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

### 年報內的其他資料

貴公司董事須對其他資料負責。其他資料包括所有載入年報的資料，但不包括綜合財務報表及我們的核數師報告（「其他資料」）。

我們對財務報表作出的意見並不包括其他資料，我們亦不會對此發表任何形式的核證結論。

就我們審計綜合財務報表而言，我們的責任為閱讀其他資料，並於此過程中，考慮其他資料是否與綜合財務報表或我們於審核中所得知的情況有重大抵觸，或似乎有重大錯誤陳述。基於我們已執行的工作，倘我們認為其他資料有重大錯誤陳述，我們須報告有關事實。我們毋須就此作出報告。

### 貴公司董事及審核委員會就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的《香港財務報告準則》及香港《公司條例》的披露規定擬備真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

# INDEPENDENT AUDITORS' REPORT

## 獨立核數師報告

### RESPONSIBILITIES OF THE DIRECTORS OF THE COMPANY AND THE AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

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

The Audit Committee is responsible for overseeing the Group's financial reporting process.

### AUDITORS' 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 auditors' report that includes our opinion. We report our opinion solely to you, as a body, in accordance with Section 90 of Companies Act 1981 of Bermuda, 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.

### 貴公司董事及審核委員會就綜合財務報表須承擔的責任(續)

於擬備綜合財務報表時，貴公司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，除非貴公司董事有意將貴集團清盤或停止經營，或別無其他實際的替代方案。

審核委員會負責監督貴集團的財務報告過程。

### 核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們按照百慕達一九八一年公司法第90條僅向全體股東報告，除此之外別無其他目的。我們不會就本報告之內容對任何其他人士負上或承擔任何責任。

合理保證是高水平的保證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

# INDEPENDENT AUDITORS' REPORT

## 獨立核數師報告

### AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

As part of an audit in accordance with HKSAAs, we exercise professional judgement 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 of the Company.
- 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 auditors' 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 auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.

### 核數師就審核綜合財務報表承擔的責任(續)

根據《香港審計準則》進行審計的過程中，我們運用專業判斷，保持了專業懷疑態度。我們亦：

- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述之風險、設計及執行審計程序以應對這些風險，以及獲取充足及適當之審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述或凌駕於內部控制之上，因此未能發現因欺詐而導致之重大錯誤陳述之風險高於未能發現因錯誤而導致之重大錯誤陳述之風險。
- 了解與審計相關之內部控制，以設計適當之審計程序，但目的並非對 貴集團內部控制的有效性發表意見。
- 評估 貴公司董事所採用會計政策的恰當性及作出會計估計及相關披露之合理性。
- 對董事採用持續經營為會計基礎之恰當性作出結論，並根據所獲得之審計憑證，確定是否存在與事項或情況有關之重大不確定性，從而可能導致對 貴集團之持續經營能力產生重大疑慮。倘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注意綜合財務報表中之相關披露，假如有關披露不足，則我們應當發表非無保留意見。我們之結論乃基於截至核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致 貴集團不能持續經營。

### AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

- 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.

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

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

From the matters communicated with Audit Committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current year and are therefore the key audit matters. We describe these matters in our auditors' 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.

### 核數師就審核綜合財務報表承擔的責任 (續)

- 評估綜合財務報表之整體列報方式、結構及內容，包括披露資料，以及綜合財務報表是否中肯反映相關交易及事項。
- 就 貴集團內實體或業務活動之財務資料獲取充足及適當之審核憑證，以就綜合財務報表發表意見。我們須負責 貴集團審核之方向、監督及執行。我們須為我們之審核意見承擔全部責任。

我們與審核委員會就（其中包括）審核之計劃範圍、時間安排及重大審核發現進行溝通，該等發現包括我們在審核過程中識別之內部控制之任何重大缺失。

我們亦向審核委員會作出聲明，說明我們已符合有關獨立性之相關專業道德要求，並與彼等溝通有可能合理地被認為會影響我們獨立性所有關係及其他事宜，以及在適用的情況下，相關防範措施。

從與審核委員會溝通之事項中，我們確定哪些事項對本年度綜合財務報表之審計最為重要，因而構成關鍵審計事項。我們於核數師報告中描述這些事項，除非法律法規不允許公開披露這些事項，或在極端罕見之情況下，倘合理預期於我們報告中溝通某事項造成之負面後果超過產生之公眾利益，我們決定不應在報告中溝通該事項。

# INDEPENDENT AUDITORS' REPORT

## 獨立核數師報告

### AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

The engagement director on the audit resulting in this independent auditors' report is Yu Chi Fat.

#### HLB Hodgson Impey Cheng Limited

Certified Public Accountants

#### Yu Chi Fat

Practising Certificate Number: P05467

Hong Kong, 28 March 2017

### 核數師就審核綜合財務報表承擔的責任(續)

出具本獨立核數師報告之審計項目董事為余智發。

#### 國衛會計師事務所有限公司

執業會計師

#### 余智發

執業證書編號：P05467

香港，二零一七年三月二十八日

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

## 綜合損益及其他全面收益表

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

			2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
		Notes 附註		
Revenue	收益	6	5,557	8,980
Other income	其他收益	7	149	471
Loss arising in change in fair value of financial assets at fair value through profit or loss classified as held for trading investment	透過損益賬以公平值列賬且分類為持作買賣投資之財務資產公平值變動產生之虧損		(31,915)	(49,789)
Impairment loss recognised in respect of available-for-sale financial assets	有關可供出售財務資產確認之減值虧損		-	(43)
Impairment loss recognised in respect of available-for-sale financial assets reclassified from equity to profit or loss	有關可供出售財務資產確認之減值虧損由權益重新分類至損益賬		(32,823)	(14,641)
Cumulative gain/(loss) reclassified from equity to profit or loss upon derecognition of available-for-sale financial assets	終止確認可供出售財務資產時自權益重新分類至損益賬之累計收益／(虧損)		403	(4,093)
Gain on disposal of subsidiaries	出售附屬公司之收益	29	-	19,569
Administrative expenses and other operating expenses	行政開支及其他經營開支		(24,546)	(17,703)
Finance costs	融資成本	8	(3,895)	(6,804)
<b>Loss before income tax</b>	<b>除所得稅前虧損</b>	9	<b>(87,070)</b>	<b>(64,053)</b>
Income tax expense	所得稅開支	12	-	-
<b>Loss for the year attributable to owners of the Company</b>	<b>本公司擁有人應佔年度虧損</b>		<b>(87,070)</b>	<b>(64,053)</b>



# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

## 綜合損益及其他全面收益表

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

		Notes 附註	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
<b>Other comprehensive income</b>	<b>其他全面收益</b>			
<b>Items that may be reclassified subsequently to profit or loss:</b>	<b>其後可能重新分類至損益賬之項目：</b>			
Change in fair value of available-for-sale financial assets	可供出售財務資產公平值變動		<b>(94,999)</b>	40,977
Reclassification adjustments relating to available-for-sale financial assets disposed of	可供出售財務資產出售有關之重新分類調整		<b>(403)</b>	4,093
Reclassification adjustments relating to available-for-sale financial assets impaired of	可供出售財務資產減值有關之重新分類調整		<b>32,823</b>	14,641
Exchange differences arising on translation of foreign operations during the year	年內換算海外業務產生之匯兌差額		-	(24)
Reclassification adjustments relating to foreign operations disposed of during the year	年內出售海外業務有關之重新分類調整		-	(65)
<b>Other comprehensive (loss)/ income for the year</b>	<b>年內其他全面(虧損)/收益</b>		<b>(62,579)</b>	59,622
<b>Total comprehensive loss for the year attributable to owners of the Company</b>	<b>本公司擁有人應佔年度全面虧損總額</b>		<b>(149,649)</b>	(4,431)
<b>Loss per share</b>	<b>每股虧損</b>	13		
Basic and diluted (HK cent(s))	基本及攤薄(港仙)		<b>(19.02)</b>	(32.44)

The accompanying notes form an integral part of these financial statements.

隨附之附註為該等財務報表之組成部分。

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

At 31 December 2016 於二零一六年十二月三十一日

			2016	2015
			二零一六年	二零一五年
		Notes	HK\$'000	HK\$'000
		附註	千港元	千港元
<b>ASSETS AND LIABILITIES</b>	<b>資產及負債</b>			
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	15	2,308	1,811
Intangible assets	無形資產	16	5,785	2,720
Deposit paid for investment	投資已付按金	18	904	-
Available-for-sale financial assets	可供出售財務資產	17	138,627	191,440
			<b>147,624</b>	195,971
<b>Current assets</b>	<b>流動資產</b>			
Prepayments	預付款項		125	439
Other receivables	其他應收賬款		36	4,812
Deposits paid	已付按金		37	32
Financial assets at fair value through profit or loss	透過損益賬以公平值列賬之財務資產	19	393,821	371,075
Cash and cash equivalents	現金及現金等值項目	20	7,016	20,882
			<b>401,035</b>	397,240
<b>Current liabilities</b>	<b>流動負債</b>			
Accruals and other payables	應計賬款及其他應付賬款		37,115	4,337
Unsecured loan	無抵押貸款	21	-	87,000
Loan from a director	來自一名董事之貸款	22	10,000	-
Obligation under a finance lease	融資租賃項下之責任	23	323	313
			<b>47,438</b>	91,650
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>353,597</b>	305,590
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>501,221</b>	501,561

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

At 31 December 2016 於二零一六年十二月三十一日

		Notes 附註	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Obligation under a finance lease	融資租賃項下之責任	23	192	515
Other financial liability – non-convertible bond	其他財務負債 – 不可轉換債券	24	9,825	9,788
			10,017	10,303
<b>Net assets</b>	<b>資產淨值</b>		<b>491,204</b>	491,258
<b>EQUITY</b>	<b>權益</b>			
<b>Capital and reserves attributable to owners of the Company</b>	<b>本公司擁有人應佔資本及儲備</b>			
Share capital	股本	25	7,003	350,706
Reserves	儲備		484,201	140,552
<b>Total equity</b>	<b>權益總額</b>		<b>491,204</b>	491,258
<b>Net asset value per share (HK\$)</b>	<b>每股資產淨值 (港元)</b>	26	<b>0.70</b>	0.35

The consolidated financial statements were approved and authorised for issued by the board of directors on 28 March 2017 and are signed on its behalf by:

綜合財務報表已於二零一七年三月二十八日獲董事會批准及授權刊發，並經由下列人士代表簽署：

**Mung Kin Keung**

蒙建強

Director

董事

**Mung Bun Man, Alan**

蒙品文

Director

董事

The accompanying notes form an integral part of these financial statements.

隨附之附註為該等財務報表之組成部分。

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

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

### Attributable to owners of the Company 本公司擁有人應佔

		Share capital	Share premium	Contribution surplus	Share option reserve	Translation reserve	Available-for-sale financial assets revaluation reserve	Capital contribution reserve	Accumulated losses	Total equity
		股本 HK\$'000 千港元	股份溢價 HK\$'000 千港元	實繳盈餘 HK\$'000 千港元 (Note a) (附註a)	購股權儲備 HK\$'000 千港元 (Note b) (附註b)	匯兌儲備 HK\$'000 千港元 (Note c) (附註c)	可供出售 財務資產 重估儲備 HK\$'000 千港元 (Note d) (附註d)	注資儲備 HK\$'000 千港元 (Note e) (附註e)	累計虧損 HK\$'000 千港元	權益總額 HK\$'000 千港元
At 1 January 2015	於二零一五年一月一日	77,935	232,502	-	2,665	89	7,229	45,330	(209,679)	156,171
Loss for the year	年內虧損	-	-	-	-	-	-	-	(64,053)	(64,053)
Other comprehensive income:	其他全面收益:									
Change in fair value of available-for-sale financial assets	可供出售財務資產 公平值變動	-	-	-	-	-	40,977	-	-	40,977
Reclassification adjustments relating to available-for-sale financial assets disposed of	可供出售財務資產出售 有關之重新分類調整	-	-	-	-	-	4,093	-	-	4,093
Reclassification adjustments relating to available-for-sale financial assets impaired of	可供出售財務資產減值 有關之重新分類調整	-	-	-	-	-	14,641	-	-	14,641
Exchange differences on translation of foreign operations during the year	年內換算海外業務之 匯兌差額	-	-	-	-	(24)	-	-	-	(24)
Reclassification adjustments relating to foreign operations disposed of during the year	年內出售海外業務有關之 重新分類調整	-	-	-	-	(65)	-	-	-	(65)
Total comprehensive loss for the year	年內全面虧損總額	-	-	-	-	(89)	59,711	-	(64,053)	(4,431)
Issues of new shares upon completion of open offer	發行新股份	272,771	77,935	-	-	-	-	-	-	350,706
Share issuing expenses	股份發行開支	-	(11,188)	-	-	-	-	-	-	(11,188)
Share premium reduction	股份溢價減少	-	(299,249)	299,249	-	-	-	-	-	-
At 31 December 2015 and at 1 January 2016	於二零一五年 十二月三十一日及於 二零一六年一月一日	350,706	-	299,249	2,665	-	66,940	45,330	(273,632)	491,258
Loss for the year	年內虧損	-	-	-	-	-	-	-	(87,070)	(87,070)
Other comprehensive income:	其他全面收益:									
Change in fair value of available-for-sale financial assets	可供出售財務資產 公平值變動	-	-	-	-	-	(94,999)	-	-	(94,999)
Reclassification adjustments relating to available-for-sale financial assets disposed of	可供出售財務資產出售 有關之重新分類調整	-	-	-	-	-	(403)	-	-	(403)
Reclassification adjustments relating to available-for-sale financial assets impaired of	可供出售財務資產減值 有關之重新分類調整	-	-	-	-	-	32,823	-	-	32,823
Total comprehensive loss for the year	年內全面虧損總額	-	-	-	-	-	(62,579)	-	(87,070)	(149,649)
Capital reduction	股本削減	(347,199)	-	347,199	-	-	-	-	-	-
Placement of new shares	配售新股份	701	27,350	-	-	-	-	-	-	28,051
Issue of new shares by subscription	透過認購事項發行新股份	2,795	120,460	-	-	-	-	-	-	123,255
Share issuing expenses	股份發行開支	-	(1,711)	-	-	-	-	-	-	(1,711)
<b>At 31 December 2016</b>	<b>於二零一六年 十二月三十一日</b>	<b>7,003</b>	<b>146,099</b>	<b>646,448</b>	<b>2,665</b>	<b>-</b>	<b>4,361</b>	<b>45,330</b>	<b>(360,702)</b>	<b>491,204</b>

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

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

### Notes:

- (a) The contribution surplus of the Group brought forward represents the amount transferred from the share premium due to the share premium reduction effective on 23 November 2015 and various capital reduction subsequently. Under the Company Act 1981 of Bermuda (as amended), the contribution surplus is available for distribution. However, the Company cannot make a distribution out of the contribution surplus if: (i) it is, or would after the payment be, unable to pay its liabilities as they become due; or (ii) the realisable value of its assets would thereby be less than its liabilities.
- (b) Share option reserve represents the fair value of services estimated to be received in exchange for the grant of the relevant share option over the relevant vesting periods, the total of which is based on the fair value of the share option at grant date. The amount for each period is determined by spreading the fair value of the share option over the relevant vesting period (if any) and is recognised as staff costs and related expenses with a corresponding increase in the share option reserve.
- (c) Translation reserve represents exchange differences relating to the translation of the net assets of the Group's foreign operations from their functional currencies to the Group's presentation currency (i.e. Hong Kong dollar ("HK\$")) are recognised directly in other comprehensive income and accumulated in the translation reserve. Such exchange differences accumulated in the translation reserve are reclassified to accumulated losses on the disposal of the foreign operations.
- (d) Available-for-sale financial assets revaluation reserve represents cumulative gains and losses on revaluation of available-for-sale financial assets recognised in other comprehensive income less those cumulative gains and losses recycled and recognised in profit or loss upon derecognition of available-for-sale financial assets.
- (e) Capital contribution reserve represents Mr. Mung Kin Keung ("Mr. Mung"), a substantial shareholder of the Company, had compensated the Group from suffering loss of deposits paid for investments in prior years, and fulfilled his responsibility as a personal guarantee and settled all outstanding balance of deposits paid for investment.

### 附註：

- (a) 本集團之承前實繳盈餘指因股份溢價減少於二零一五年十一月二十三日生效及隨後之數次股本削減而轉撥自股份溢價之款項。根據百慕達一九八一年公司法（經修訂），實繳盈餘可供分派。然而，本公司不得在下列情況下將實繳盈餘作出分派：(i)現時或派付後未能償還到期負債；或(ii)其資產之變現價值會少於其負債。
- (b) 購股權儲備相當於授出相關購股權後估計可於相關歸屬期間內換得之服務之公平值，其總數乃以授出當日有關購股權之公平值為計算基準。每段期間之金額，則是將有關購股權之公平值於相關歸屬期間（倘有）內攤分計算，並作為員工開支及相關支出確認，並相應提高購股權儲備。
- (c) 匯兌儲備指有關本集團海外業務之資產淨值由其功能貨幣換算為本集團之呈報貨幣（即港元（「港元」））時產生之匯兌差額，直接於其他全面收益中確認及於匯兌儲備中累計。該等於匯兌儲備累計之匯兌差額於出售海外業務時重新分類至累計虧損。
- (d) 可供出售財務資產之重估儲備指可供出售財務資產重估於其他全面收益內確認之累計損益減終止確認可供出售財務資產時於損益內收回及確認之該等累計損益。
- (e) 注資儲備指本公司主要股東蒙建強先生（「蒙先生」）於過往年度就投資之已付按金產生之虧損已對本集團作出補償，並就投資之已付按金履行其作為個人擔保之責任及支付所有未償還結餘。

# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

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

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
<b>Cash flows from operating activities</b>	<b>經營業務之現金流量</b>		
Loss before income tax	除所得稅前虧損	<b>(87,070)</b>	(64,053)
<i>Adjustments for:</i>	<i>已就下列各項作出調整：</i>		
Dividend income	股息收入	<b>(4,953)</b>	(8,602)
Interests income	利息收入	<b>(604)</b>	(378)
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	<b>422</b>	170
Loss arising in change in fair value of financial assets at fair value through profit or loss classified as held for trading investment	透過損益賬以公平值列賬且分類為持作買賣投資之財務資產公平值變動產生之虧損	<b>31,915</b>	49,789
Impairment loss recognised in respect of available-for-sale financial assets	有關可供出售財務資產確認之減值虧損	-	43
Impairment loss recognised in respect of available-for-sale financial assets reclassified from equity to profit or loss	有關可供出售財務資產確認之減值虧損由權益重新分類至損益賬	<b>32,823</b>	14,641
Cumulative (gain)/loss reclassified from equity to profit or loss upon derecognition of available-for-sale financial assets	終止確認可供出售財務資產時自權益重新分類至損益賬之累計(收益)/虧損	<b>(403)</b>	4,093
Gain on disposal of subsidiaries	出售附屬公司之收益	-	(19,569)
Finance costs	融資成本	<b>3,895</b>	6,804

# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

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

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Operating cash flows before movements in working capital	未計營運資金變動之營運現金流量	<b>(23,975)</b>	(17,062)
Decrease in prepayments	預付款項減少	<b>314</b>	327
Decrease/(increase) in other receivables	其他應收賬款減少／(增加)	<b>4,776</b>	(2,172)
Increase in deposits paid	已付按金增加	<b>(5)</b>	(32)
Increase in financial assets at fair value through profit or loss	透過損益賬以公平值列賬之財務資產增加	<b>(54,661)</b>	(364,818)
Increase/(decrease) in accruals and other payables	應計賬款及其他應付賬款增加／(減少)	<b>34,524</b>	(2,666)
Decrease in amount due to a director	應付一名董事款項減少	-	(2,000)
Decrease in amount due to a related company	應付一間關聯公司款項減少	-	(5)
<b>Net cash used in operating activities</b>	<b>經營業務耗用之現金淨額</b>	<b>(39,027)</b>	(388,428)
<b>Cash flows from investing activities</b>	<b>投資業務之現金流量</b>		
Purchase of property, plant and equipment	購入物業、廠房及設備	<b>(919)</b>	(975)
Purchase of intangible assets	購入無形資產	<b>(3,065)</b>	-
Deposit paid for investment	投資已付按金	<b>(904)</b>	-
Net proceeds from disposal of subsidiaries	出售附屬公司之所得款項淨額	-	35,930
Proceeds from disposal of available-for-sale financial assets	出售可供出售財務資產之所得款項	<b>4,477</b>	28,434
Acquisition of available-for-sale financial assets	收購可供出售財務資產	<b>(46,663)</b>	(107,942)
Dividend received	已收股息	<b>4,953</b>	8,602
Interest received	已收利息	<b>604</b>	378
<b>Net cash used in investing activities</b>	<b>投資業務耗用之現金淨額</b>	<b>(41,517)</b>	(35,573)

# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

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

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
<b>Cash flows from financing activities</b>	<b>融資業務之現金流量</b>		
Proceeds from unsecured loans	來自無抵押貸款之所得款項	-	87,000
Loan from a director	來自一名董事之貸款	10,000	-
Repayment of obligation under a finance lease	償還融資租賃項下責任	(313)	(137)
Repayment of unsecured loans	償還無抵押貸款	(87,000)	(80,000)
Proceeds from issue of new shares by subscription	透過認購事項發行新股份之所得款項	123,255	350,706
Proceeds from placement of new shares	配售新股份之所得款項	28,051	-
Share issuing expenses	股份發行開支	(1,711)	(11,188)
Interest paid	已付利息	(5,604)	(6,106)
<b>Net cash generated from financing activities</b>	<b>融資業務產生之現金淨額</b>	<b>66,678</b>	340,275
<b>Net decrease in cash and cash equivalents</b>	<b>現金及現金等值項目減少淨額</b>	<b>(13,866)</b>	(83,726)
<b>Cash and cash equivalents at the beginning of the reporting period</b>	<b>於報告期初之現金及現金等值項目</b>	<b>20,882</b>	104,632
<b>Effect of foreign exchange rate changes</b>	<b>外匯匯率變動影響</b>	<b>-</b>	(24)
<b>Cash and cash equivalents at the end of the reporting period</b>	<b>於報告期末之現金及現金等值項目</b>	<b>7,016</b>	20,882

The accompanying notes form an integral part of these financial statements.

隨附之附註為該等財務報表之組成部分。



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 1. GENERAL INFORMATION

The Company was domiciled in Hong Kong and incorporated in the Cayman Islands on 21 April, 1998, as an exempted company with limited liability under the Companies Law (Revised) of the Cayman Islands. On 21 December 2015 (Bermuda time) (or 22 December 2015 (Hong Kong time), the Company has been deregistered in the Cayman Islands and continued in Bermuda as an exempted company under the Companies Act of Bermuda. The Company's shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The address of the Company's registered office is Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda. Its principal place of business is situated at Unit 3107, 31/F, Shun Tak Centre, West Tower, 168-200 Connaught Road Central, Hong Kong. Its ultimate holding company is China Healthwise Holdings Limited (formerly known as Haier Healthwise Holdings Limited), an exempted company listed on the Stock Exchange.

The financial statements are presented in HK\$, which is also the functional currency of the Company and all values are rounded to the nearest thousand (HK\$'000) except otherwise indicated.

The principal activity of the Company is to act as an investment holding company. The principal activities and place of operations of the Company's subsidiaries are set out in note 35 to the financial statements. The Company and its subsidiaries (collectively referred to as the "Group") principally engaged in investment in listed and unlisted companies.

### 1. 一般資料

本公司以香港為所在地，並於一九九八年四月二十一日在開曼群島根據開曼群島公司法（經修訂）註冊成立為一家獲豁免有限公司。本公司已於二零一五年十二月二十一日（百慕達時間）（或二零一五年十二月二十二日（香港時間））撤銷於開曼群島之註冊及根據百慕達公司法以一間獲豁免公司之形式於百慕達存續。本公司之股份在香港聯合交易所有限公司（「聯交所」）上市。本公司註冊辦事處之地址為Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda。而其主要營業地點位於香港干諾道中168-200信德中心西座31樓3107室。其最終控股公司為中國智能健康控股有限公司（前稱海爾智能健康控股有限公司），一間於聯交所上市之獲豁免公司。

財務報表以港元呈列，港元亦為本公司之功能貨幣，而除另有指明外，所有價值均四捨五入至最接近千位（千港元）。

本公司之主要業務為從事投資控股公司活動。本公司附屬公司之主要業務及營業地點載於財務報表附註35。本公司及其附屬公司（統稱「本集團」）主要從事投資於上市及非上市公司。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

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

In the current year, the Group has applied, for the first time, the following new and amendments to standards and interpretations (collectively referred to as the “new and amendments to HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”), which are effective for the Group’s financial year beginning from 1 January 2016. A summary of the new and amendments to HKFRSs applied by the Group is set out as follows:

HKAS 1 (Amendments)	Disclosure Initiative
HKAS 16 and HKAS 38 (Amendments)	Clarification of Acceptable Methods of Depreciation and Amortisation
HKAS 16 and HKAS 41 (Amendments)	Agriculture: Bearer Plants
HKAS 27 (Amendments)	Equity Method in Separate Financial Statements
HKFRSs (Amendments)	Annual Improvements to HKFRSs 2012-2014 Cycle
HKFRS 10, HKFRS 12 and HKAS 28 (Amendments)	Investment Entities: Applying the Consolidation Exception
HKFRS 11 (Amendments)	Accounting for Acquisition of Interest in Joint Operations
HKFRS 14	Regulatory Deferral Accounts

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

### 2. 採納新訂香港財務報告準則（「香港財務報告準則」）及香港財務報告準則修訂本

於本年度，本集團首次應用以下由香港會計師公會（「香港會計師公會」）頒佈之新訂準則及詮釋以及準則及詮釋修訂本（統稱「新訂香港財務報告準則及香港財務報告準則修訂本」），並於本集團自二零一六年一月一日開始之財政年度生效。本集團應用之新訂香港財務報告準則及香港財務報告準則修訂本之概要載列如下：

香港會計準則第1號（修訂本）	披露主動性
香港會計準則第16號及香港會計準則第38號（修訂本）	折舊及攤銷之可接受方法之澄清
香港會計準則第16號及香港會計準則第41號（修訂本）	農業：結果實的植物
香港會計準則第27號（修訂本）	單獨財務報表之權益法
香港財務報告準則（修訂本）	香港財務報告準則二零一二年至二零一四年週期之年度改進
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：應用綜合處理例外情況
香港財務報告準則第11號（修訂本）	收購合營業務權益之會計處理
香港財務報告準則第14號	監管遞延賬目

於本年度應用香港財務報告準則之修訂本並未對本集團本年度及過往年度之財務表現及財務狀況及／或該等財務報表所載之披露資料造成重大影響。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

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

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

HKAS 7 (Amendments)	Disclosure Initiative <sup>1</sup>
HKAS 12 (Amendments)	Recognition of Deferred Tax Assets for Unrealised Losses <sup>1</sup>
HKFRSs (Amendments)	Annual Improvements to HKFRSs 2014-2016 Cycle <sup>5</sup>
HKFRS 2 (Amendments)	Classification and Measurement of Share-based Payment Transactions <sup>2</sup>
HKFRS 4 (Amendments)	Applying HKFRS 9 <i>Financial Instruments</i> with HKFRS 4 <i>Insurance Contracts</i> <sup>2</sup>
HKFRS 9	Financial Instruments <sup>2</sup>
HKFRS 10 and HKAS 28 (Amendments)	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>4</sup>
HKFRS 15	Revenue from Contracts with Customers <sup>2</sup>
HKFRS 15 (Amendments)	Clarifications to HKFRS 15 <i>Revenue from Contracts with Customers</i> <sup>2</sup>
HKFRS 16	Leases <sup>3</sup>

- <sup>1</sup> Effective for annual periods beginning on or after 1 January 2017, with earlier application permitted.
- <sup>2</sup> Effective for annual periods beginning on or after 1 January 2018, with earlier application permitted.
- <sup>3</sup> Effective for annual periods beginning on or after 1 January 2019, with earlier application permitted.
- <sup>4</sup> Effective for annual periods beginning on or after a date to be determined.
- <sup>5</sup> Effective for annual periods beginning on or after 1 January 2017 or 2018, with earlier application permitted.

### 2. 採納新訂香港財務報告準則（「香港財務報告準則」）及香港財務報告準則修訂本（續）

本集團並未提早應用下列已頒佈但尚未生效之新訂香港財務報告準則及香港財務報告準則修訂本：

香港會計準則第7號 (修訂本)	披露主動性 <sup>1</sup>
香港會計準則第12號 (修訂本)	就未變現虧損確認遞延稅項資產 <sup>1</sup>
香港財務報告準則 (修訂本)	二零一四年至二零一六年週期香港財務報告準則之年度改進 <sup>5</sup>
香港財務報告準則第2號 (修訂本)	股份付款交易之分類及計量 <sup>2</sup>
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號財務工具 <sup>2</sup>
香港財務報告準則第9號	財務工具 <sup>2</sup>
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企業之間的資產出售或出讓 <sup>4</sup>
香港財務報告準則第15號	來自與客戶合約之收益 <sup>2</sup>
香港財務報告準則第15號 (修訂本)	香港財務報告準則第15號來自與客戶合約之收益之澄清 <sup>2</sup>
香港財務報告準則第16號	租賃 <sup>3</sup>

- <sup>1</sup> 於二零一七年一月一日或之後開始之年度期間生效，並獲准提早應用。
- <sup>2</sup> 於二零一八年一月一日或之後開始之年度期間生效，並獲准提早應用。
- <sup>3</sup> 於二零一九年一月一日或之後開始之年度期間生效，並獲准提早應用。
- <sup>4</sup> 於待定期限或之後開始之年度期間生效。
- <sup>5</sup> 於二零一七年或二零一八年一月一日或之後開始之年度期間生效，並獲准提早應用。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

## 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 requirement of HKFRS 9 are described below:

- 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 and selling financial assets, that have contractual terms that give rise on specified dates to 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 reporting periods. Debt instruments that are held within a business model whose objective is achieved both by collecting contractual 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 (“FVTOCI”). All other debt investments and equity investments are measured at their fair value at the end of subsequent reporting 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.

## 2. 採納新訂香港財務報告準則（「香港財務報告準則」）及香港財務報告準則修訂本（續）

### 香港財務報告準則第9號財務工具

香港財務報告準則第9號引入財務資產、財務負債、一般對沖會計分類及計量以及財務資產之減值要求之新規定。

香港財務報告準則第9號之主要規定載述如下：

- 所有屬香港財務報告準則第9號範圍內之已確認財務資產其後均須按攤銷成本或公平值計量。具體而言，目的是收取合約現金流量之業務模式內持有之債務投資，及合約現金流量以及合約條款令於特定日期產生現金流量之出售財務資產僅為支付本金及尚未償還本金利息之債務投資，一般於其後報告期末按攤銷成本計量。目的皆以收集合約現金流量之業務模式持有，且僅為支付本金及未償還本金利息之債務工具，一般按透過其他全面收益按公平值列賬（「透過其他全面收益按公平值列賬」）之方式計量。所有其他債務投資及權益投資均於其後報告期末按公平值計量。此外，根據香港財務報告準則第9號，實體可作出不可撤回之選擇，以於其他全面收益呈列權益投資（並非持作買賣者）公平值之其後變動，只有股息收入一般於損益賬確認。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

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

#### HKFRS 9 *Financial Instruments (Continued)*

Key requirement of HKFRS 9 are described below:  
(Continued)

- With regard to the measurement of financial liabilities designated at fair value through profit or loss, HKFRS 9 requires that the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is presented in other comprehensive income, unless the recognition of the effects of changes in the liability’s credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value attributable to a financial liability’s credit risk are not subsequently reclassified to profit or loss. Under HKAS 39, the entire amount of the change in the fair value of the financial liability designated at fair value through profit or loss is presented 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. The expected credit loss model requires an entity to account for expected credit losses and changes in those expected credit losses at the end of each reporting period 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.

### 2. 採納新訂香港財務報告準則（「香港財務報告準則」）及香港財務報告準則修訂本（續）

#### 香港財務報告準則第9號財務工具（續）

香港財務報告準則第9號之主要規定載述如下：（續）

- 就指定為透過損益賬以公平值列賬之財務負債之計量而言，香港財務報告準則第9號規定財務負債之信貸風險變動以致負債公平值變動之金額於其他全面收益內呈列，除非於其他全面收益中確認該負債信貸風險變動影響會導致或擴大於損益賬內之會計錯配。財務負債之信貸風險引致之公平值變動其後不會重新分類至損益賬。根據香港會計準則第39號，指定為透過損益賬以公平值列賬之財務負債之整筆公平值變動金額於損益賬呈列。
- 關於財務資產減值，香港財務報告準則第9號規定按一項預期信用損失模型，而非根據香港會計準則第39號按一項已發生之信用損失模型。該預期信用損失模型規定一個實體須計算其預期信用損失及於各報告期末之預期信用損失之變動以反映自初始確認時所產生之信用風險變動。換句話說，現已不再須對信用事件已發生之前的信用損失予以確認。

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

### HKFRS 9 *Financial Instruments (Continued)*

Key requirement of HKFRS 9 are described below:  
(Continued)

- The new general hedge accounting requirements retain the three types of hedge accounting mechanisms currently available in HKAS 39. Under HKFRS 9, greater flexibility has been introduced to the types of transactions eligible for hedge accounting, specifically broadening the types of instruments that qualify for hedging instruments and the types of risk components of non-financial items that are eligible for hedge accounting. In addition, the retrospective quantitative effectiveness test has been removed. Enhanced disclosure requirements about an entity’s risk management activities have also been introduced.

Based on the Group’s financial instruments and risk management policies at 31 December 2016, application of HKFRS 9 in the future may have a material impact on the classification and measurement of the Group’s financial assets. The Group’s available-for-sale investments, including those currently stated at cost less impairment, will either be measured as fair value through profit or loss or be designated as FVTOCI (subject to fulfillment of the designation criteria).

## 2. 採納新訂香港財務報告準則（「香港財務報告準則」）及香港財務報告準則修訂本（續）

### 香港財務報告準則第9號財務工具（續）

香港財務報告準則第9號之主要規定載述如下：（續）

- 新一般對沖會計規定保留香港會計準則第39號現有三類對沖會計機制。根據香港財務報告準則第9號，該會計法向可作對沖會計之交易類別引入更大靈活度，尤其是擴闊合資格可作對沖工具類別及可作對沖會計之非金融項目之風險分部之類別。此外，已撤銷追溯量化有效性測試。實體風險管理活動亦已引入更嚴格的披露規定。

根據本集團於二零一六年十二月三十一日之財務工具及風險管理政策，日後應用香港財務報告準則第9號或會對本集團財務資產之分類及計量構成重大影響。本集團之可供出售投資（包括現時以成本減減值列值之投資）將透過損益賬按公平值計量或指定為透過其他全面收益按公平值列賬（須達致指定標準）。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

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

#### 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

### 2. 採納新訂香港財務報告準則（「香港財務報告準則」）及香港財務報告準則修訂本（續）

#### 香港財務報告準則第15號來自與客戶合約之收益

香港財務報告準則第15號已為實體頒佈並建立了一個單一的綜合模型，用於計算來自與客戶合約之收益。當香港財務報告準則第15號生效時，將取代現時沿用之收益確認指引，包括香港會計準則第18號收益、香港會計準則第11號建築合約及相關的詮釋。

香港財務報告準則第15號之核心原則為實體應確認收益以用金額描述轉讓承諾商品或服務予客戶，該金額反映預期該實體有權就交換該等商品或服務所收取的代價。具體來說，該準則引入了五步法來確認收益：

- 第一步：識別與客戶的合約
- 第二步：識別合約中的履約責任
- 第三步：釐定交易價
- 第四步：將交易價分配至合約內的履約責任
- 第五步：當實體完成履約責任時確認收益

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

## 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 of the Company anticipate that the application of HKFRS 15 in the future may result in more disclosures, however, the directors of the Company 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 supersedes HKAS 17 *Leases*, HK(IFRIC) – Int 4 *Determining whether an Arrangement contain a Lease*, HK(SIC) – Int 15 *Operating Lease – Incentives* and HK(SIC) – Int 27 *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*.

## 2. 採納新訂香港財務報告準則（「香港財務報告準則」）及香港財務報告準則修訂本（續）

### 香港財務報告準則第15號來自與客戶合約之收益（續）

根據香港財務報告準則第15號，當實體完成履約責任時確認收益，即當商品或服務按特定的履約責任轉移並由客戶「控制」時。更為規範的指引已加入香港財務報告準則第15號內以茲處理特別的情況。此外，香港財務報告準則第15號亦要求較廣泛的披露。

於二零一六年，香港會計師公會頒佈香港財務報告準則第15號之澄清，內容有關識別履約責任、主事人與代理人代價以及牌照申請指引。

本公司董事預期，日後應用香港財務報告準則第15號或會導致更多披露，然而，本公司董事預期，應用香港財務報告準則第15號將不會對相關報告期間收益確認之時間及金額造成重大影響。

### 香港財務報告準則第16號租賃

香港財務報告準則第16號取代香港會計準則第17號租賃、香港（國際財務報告詮釋委員會）－詮釋第4號釐定安排是否包括租賃、香港（準則詮釋委員會）－詮釋第15號經營租賃－優惠及香港（準則詮釋委員會）－詮釋第27號評估涉及租賃法律形式交易之內容。



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

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

#### HKFRS 16 Leases (Continued)

HKFRS 16 eliminates the classification by a lessee of leases as either operating or finance. Instead all leases are treated in a similar way to finance leases in accordance with HKAS 17 Leases. Under HKFRS 16, leases are recorded on the consolidated statement of financial position by recognising a liability for the present value of its obligation to make future lease payments with an asset (comprised of the amount of lease liability plus certain other amounts) either being disclosed separately in the consolidated statement of financial position (within right-of-use assets) or together with property, plant and equipment. The most significant effect of the new requirements will be an increase in recognised lease assets and financial liabilities.

There are some exemptions. HKFRS 16 contains options which do not require a lessee to recognise assets and liabilities for (a) short term leases (i.e. lease of 12 months or less, including the effect of any extension options) and (b) leases of low value assets (for example, a lease of a personal computer).

HKFRS 16 substantially carries forward the lessor's accounting requirements in HKAS 17. Accordingly, a lessor continues to classify its leases as operating leases or finance leases, and to account for those two types of leases differently. In classifying a sublease, an intermediate lessor shall classify the sublease as a finance lease or an operating lease as follows: (a) if the head lease is a short-term lease that the entity, as a lessee, the sublease shall be reclassified as an operating lease; (b) otherwise, the sublease shall be classified by reference to the right-of-use asset arising from the head lease, rather than by reference to the underlying asset.

### 2. 採納新訂香港財務報告準則（「香港財務報告準則」）及香港財務報告準則修訂本（續）

#### 香港財務報告準則第16號租賃（續）

香港財務報告準則第16號消除承租人按經營或融資租賃之分類。取而代之，所有租賃均根據香港會計準則第17號租賃以與融資租賃類似之方式處理。根據香港財務報告準則第16號，租賃乃透過按其以於綜合財務狀況表獨立披露（計入使用權資產）或與物業、廠房及設備共同披露之資產（包括租賃負債款項加若干其他金額）支付未來租賃款項之義務之現值確認負債之方式於綜合財務狀況表入賬。新規定之最大影響為已確認租賃資產及財務負債將會增加。

當中有若干例外情況。香港財務報告準則第16號載有選擇權，其並無規定承租人就(a)短期租賃（即12個月或以下之租賃，包括任何延長選擇權之影響）及(b)低價值資產租賃（例如租賃個人電腦）確認資產及負債。

香港財務報告準則第16號大致沿用香港會計準則第17號內出租人之會計要求。因此，出租人繼續將其租賃分類為經營租賃或融資租賃，並以不同方式將該兩類租賃入賬。就分租之分類而言，中介出租人應按下列條件將分租分類為融資租賃或經營租賃：(a)倘主租賃乃短期租賃而該實體為承租人，則分租應重新分類為經營租賃；(b)否則，分租應參照因主租賃產生之使用權資產而分類，而非參照相關資產予以分類。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

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

### HKFRS 16 Leases (Continued)

HKFRS 16 clarifies that a lessee separates lease components and service components of a contract, and applies the lease accounting requirements only to the lease components. Application of HKFRS 16 will result in the Group’s recognition of right-of-use assets and corresponding liabilities in respect of many of the Group’s lease arrangements. These assets and liabilities are currently not required to be recognised but certain relevant information is disclosed to the notes to the financial statements. The directors of the Company do not expect the application of HKFRS 16 as compared with the current accounting policy would result in significant impact on the Group’s result but it is expected that certain portion of these lease commitments will be required to be recognised in the consolidated statement of financial position as right-of-use assets and lease liabilities.

Except as described above, the directors of the Company do not anticipate that the application of other new and amendments to HKFRSs issued but not yet effective will have material impact on the Group’s financial performance and financial position.

## 2. 採納新訂香港財務報告準則（「香港財務報告準則」）及香港財務報告準則修訂本（續）

### 香港財務報告準則第16號租賃（續）

香港財務報告準則第16號澄清，承租人須區分合約之租賃部分及服務部分，並僅就租賃部分應用租賃會計要求。應用香港財務報告準則第16號將導致本集團須就本集團多項租賃安排確認使用權資產及相應負債。該等資產及負債目前毋須確認，惟若干相關資料於財務報表附註中披露。相較現時之會計政策，本公司董事預期應用香港財務報告準則第16號不會對本集團業績造成重大影響，惟預期該等租賃承擔之若干部分將須於綜合財務狀況表內確認為使用權資產及租賃負債。

除上文所述者外，本公司董事預期應用其他已頒佈但尚未生效之新訂香港財務報告準則及香港財務報告準則修訂本將不會對本集團之財務表現及財務狀況造成重大影響。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of the financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

#### 3.1 Statement of compliance

The financial statements have been prepared in accordance with all applicable HKFRSs, which is a collective term that includes all applicable individual HKFRSs, Hong Kong Accounting Standards (“HKASs”) and Interpretations (“Ints”) issued by the HKICPA. In addition, the financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) and by the disclosure requirement of the Hong Kong Companies Ordinance.

#### 3.2 Basis of preparation

The financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies set out below.

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

### 3. 主要會計政策概要

編製財務報表所運用之主要會計政策載列於下文。除另有列明者外，該等政策已於所呈列之所有年度貫徹使用。

#### 3.1 合規性聲明

財務報表已根據所有適用香港財務報告準則編製，香港財務報告準則為香港會計師公會頒佈之所有適用個別香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋（「詮釋」）之統稱。此外，財務報表亦包括聯交所證券上市規則（「上市規則」）所規定之適用披露以及根據香港公司條例披露規定所作出之適用披露。

#### 3.2 編製基準

財務報表按歷史成本基準編製，惟於各報告期末按公平值計量之若干財務工具則除外（闡釋於下文所載之會計政策）。

歷史成本通常按為換取貨物及服務所給予代價之公平值計算。

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### 3.2 Basis of preparation (Continued)

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 financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2, leasing transactions that are within the scope of HKAS 17, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 or value in use in HKAS 36.

In addition, for financial reporting purposes, fair value 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.

### 3. 主要會計政策概要 (續)

#### 3.2 編製基準 (續)

公平值為在市場參與者之間於計量日按有序交易出售一項資產所收取或轉讓一項負債所支付之價格(不論該價格是否可直接觀察或採用另一估值方法估計)。在估計某項資產或負債之公平值時,本集團考慮該資產或負債之特性(倘市場參與者在釐定該資產或負債於計量日之價格時會考慮該等特性)。就計量及/或在該等財務報表披露目的而釐定之公平值乃按此一基準釐定,惟屬於香港財務報告準則第2號範圍內之股份付款交易、屬於香港會計準則第17號範圍內之租賃交易,以及與公平值類似但並非公平值之計量(如香港會計準則第2號之可變現淨值或香港會計準則第36號之使用價值)除外。

此外,就財務申報而言,公平值計量按用於計量公平值之輸入數據之可觀察程度及輸入數據對公平值整體計量之意義分為第一、二或三級,詳情如下:

- 第一級輸入數據為實體可於計量日取得相同資產或負債在活躍市場中之報價(未調整);
- 第二級輸入數據指除第一級所包括之報價外,資產或負債可直接或間接觀察得到之輸入數據;及
- 第三級輸入數據乃資產或負債不可觀察之輸入數據。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### 3.3 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;
- exposed, or has rights, to variable returns from its involvement with the investee; and
- the ability to use its power over the investee to affect the amount of the investor's 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.

When the Group has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Group considers all relevant facts and circumstances in assessing whether or not the Group's voting rights in an investee are sufficient to give it power, including:

- the size of the Group's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Group, other vote holders or other parties;
- rights arising from other contractual arrangements; and

### 3. 主要會計政策概要 (續)

#### 3.3 合併基準

綜合財務報表包括本公司及由本公司及其附屬公司控制之實體之財務報表。本公司在下列情況下取得控制權：

- 對被投資方享有權力；
- 承擔被投資方可變動回報之風險或享有當中權利；及
- 能夠對被投資方運用權力影響投資者回報之金額。

本集團於有事實及情況表明上文所示控制之一項或三項以上因素出現變動時重新評估其是否對被投資方擁有控制權。

倘本集團擁有少於被投資方中多數之投票權利，而投票權足夠令其能夠單方面指揮被投資方之相關活動，則本集團擁有被投資方之控制權。本集團於評估本集團於被投資方之投票權是否足夠賦予其控制權時考慮所有相關事實及情況，包括：

- 本集團投票權持有量以及其他投票權持有者之持有量及分配；
- 本集團、其他投票權持有者或其他人士所持有之潛在投票權；
- 其他合約安排產生之權利；及

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### 3.3 Basis of consolidation (Continued)

- any additional facts and circumstances that indicate that the Group has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

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

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

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

### 3. 主要會計政策概要 (續)

#### 3.3 合併基準 (續)

- 任何其他事實或情況表明本集團於需要作出決策時擁有或並無擁有現有能指揮相關活動，包括先前股東大會上之投票方式。

在本集團取得附屬公司之控制權時附屬公司開始綜合入賬，而在本集團失去對附屬公司之控制權時則不再綜合入賬。具體而言，年內購入或出售之附屬公司之收支項目自本集團取得控制權之日起直至本集團不再控制附屬公司之日止列入綜合損益及其他全面收益表。

損益及各項其他全面收益項目歸屬於本公司擁有人及非控股權益。附屬公司之全面收益總額亦歸屬於本公司擁有人及非控股權益，儘管此舉導致非控股權益出現虧絀結餘。

所有集團內公司間資產及負債、權益、收入、開支及與本集團成員公司之間之交易有關的現金流量於合併賬目時全數對銷。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### 3.4 Interests in subsidiaries

A subsidiary is an investee over which the Company is able to exercise control. The Company controls an investee if all three of the following elements are present: power over the investee, exposure, or rights, to variable returns from its involvement with the investee, and the ability to use its power over the investee to affect the amount of the investor's returns. Control is reassessed whenever facts and circumstances indicate that there may be a change in any of these elements of control.

In the Company's statement of financial position, interests in subsidiaries are stated at cost less impairment loss, if any. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

#### 3.5 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 recognised at the rates of exchange prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

### 3. 主要會計政策概要 (續)

#### 3.4 於附屬公司之權益

附屬公司指本公司可對其行使控制權之被投資方。倘本公司符合下文所列所有三項元素，則本公司控制被投資方：對被投資方享有權力、承擔被投資方可變動回報之風險或享有當中權利，以及能夠對被投資方運用權利影響投資者回報之金額。倘事實及情況顯示任何該等控制權元素可能有變，則重新評估控制權。

於本公司財務狀況表中，於附屬公司之權益按成本扣減累計減值虧損（如有）呈列。附屬公司之業績由本公司按已收及應收股息入賬。

#### 3.5 外幣

於編製各個別集團實體之財務報表時，以該實體之功能貨幣以外貨幣（外幣）進行之交易乃按交易日期之適用匯率確認。於各報告期末，以外幣列值之貨幣項目按於當日之適用匯率重新換算。以外幣計值並按公平值計算之非貨幣項目按釐定公平值當日之適用匯率重新換算。以外幣計值並按歷史成本計量之非貨幣項目不予重新換算。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### 3.5 Foreign currencies (Continued)

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, except for exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to profit or loss on disposal or partial disposal of the Group's interests.

For the purposes of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. HK\$) using exchange rates prevailing at the end of each reporting period. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case, the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of translation reserve.

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, or a partial disposal of an interest in a joint arrangement or an associate that includes a foreign operation of which the retained interest becomes a financial asset), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

### 3. 主要會計政策概要 (續)

#### 3.5 外幣 (續)

貨幣項目產生之匯兌差額於產生期間內於損益中確認，惟應收或應付海外業務之貨幣項目之匯兌差額除外，就此，有關結算未納入計劃中亦無可能產生（因此形成海外業務投資淨額部分），且就重新換算貨幣項目而初步於其他全面收益中確認並自權益中重新分類至出售或部分出售本集團權益之損益。

就呈報綜合財務報表而言，本集團海外業務之資產及負債按各報告期末之適用匯率換算為本集團之呈報貨幣（即港元）。收入及開支項目按期間平均匯率換算，期間匯率大幅波動則除外，在此情況下，按交易當日之匯率進行換算。所產生之匯兌差額（如有）於其他全面收益中確認並於匯兌儲備項下之權益中累計。

倘出售一項海外業務（即出售本集團於一項海外業務之全部權益，或出售涉及喪失對擁有海外業務之附屬公司之控制權，或部分出售於擁有海外業務之合營安排或聯營公司（其保留權益成為財務資產）之權益），則本公司擁有人應佔之於與該業務有關之權益中累計之所有匯兌差額重新分類至損益。



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### 3.6 Property, plant and equipment

Property, plant and equipment are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and accumulated impairment losses, if any.

The cost of an asset comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Expenditure incurred after the property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to profit or loss in the period in which it is incurred. In situations where it can be clearly demonstrated that the expenditure has resulted in an increase in the future economic benefits expected to be obtained from the use of the property, plant and equipment, the expenditure is capitalised as an additional cost of that asset.

Asset held under a finance lease is depreciated over their expected useful lives on the same basis as owned asset. However, when there is no reasonable certainty that ownership will be obtained by the end of the lease term, asset is depreciated over the shorter of the lease term and its useful life.

Depreciation is recognised so as to write off the cost of assets less their residual values over their 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. The principal annual rates are as follows:

Office equipment	20%
Motor vehicles	20%

### 3. 主要會計政策概要 (續)

#### 3.6 物業、廠房及設備

物業、廠房及設備於綜合財務狀況表中按成本呈列，扣減期後累計折舊及累計減值虧損（如有）。

一項資產之成本包括其購買價以及將該項資產置於其運作狀態及地點作其擬定用途之任何直接相關成本。物業、廠房及設備項目投入運作後所產生如維修及保養等開支，通常於產生期間自損益扣除。倘有跡象明確表明有關開支引致使用物業、廠房及設備預期所得之未來經濟利益增加，則有關開支資本化為該資產之額外成本。

融資租賃項下持有之資產按自有資產折舊之相同基準於預期可使用年期內折舊。然而，倘並無合理確定將於租賃年期末獲取有關擁有權，則該資產於租賃年期與其可使用年期兩者中之較短期間折舊。

將折舊進行確認，以適用直線法撇銷資產成本減其於可使用年期內之剩餘價值。估計可使用年期、剩餘價值以及折舊方法，連同已入賬之任何估計變動之影響，按往後基準於各報告期末審閱。主要年度比率載列如下：

辦公室設備	20%
汽車	20%

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### 3.7 Intangible assets

##### *Intangible assets acquired separately*

Intangible assets with indefinite useful life that are acquired separately are carried at cost less subsequent accumulated impairment losses, if any.

#### 3.8 Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets at fair value through profit or loss (“FVTPL”)) 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 at fair value through profit or loss are recognised immediately in profit or loss.

##### *Financial assets*

Financial assets are classified into the following specified categories: financial assets at FVTPL, AFS financial assets 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.

### 3. 主要會計政策概要 (續)

#### 3.7 無形資產

##### *單獨收購之無形資產*

無限使用年期之單獨收購無形資產按成本減其後累計減值虧損(如有)呈列。

#### 3.8 財務工具

財務資產及財務負債於集團實體成為有關工具合約條文之訂約方時確認。

財務資產及財務負債初步按公平值計量。直接歸屬於收購或發行財務資產及財務負債(透過損益賬以公平值列賬(「透過損益賬以公平值列賬」)之財務資產除外)之交易成本於初步確認時計入或扣除自財務資產或財務負債之公平值(倘適用)。直接歸屬於收購透過損益賬以公平值列賬之財務資產之交易成本即時於損益中確認。

##### *財務資產*

財務資產分類為以下指定類別：透過損益賬以公平值列賬之財務資產、可供出售財務資產以及貸款及應收款項。有關分類視乎財務資產之性質及用途而定，並於初步確認時釐定。所有財務資產之正常買賣按買賣日期確認及取消確認。正常買賣為須於法規或市場慣例制定之時限內交付資產之財務資產買賣。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### 3.8 Financial instruments (Continued)

##### Financial assets (Continued)

###### Effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, 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 at FVTPL, of which interest income is included in net gains or losses.

###### Financial assets at FVTPL

Financial assets are classified at FVTPL when the financial asset is (i) held for trading, or (ii) it is designated at FVTPL.

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

### 3. 主要會計政策概要 (續)

#### 3.8 財務工具 (續)

##### 財務資產 (續)

###### 實際利率法

實際利率法乃計算債務工具攤銷成本及於相關期間內分配利息收入之方法。實際利率乃按債務工具預期年期或適用之較短期間準確貼現估計未來現金收款(包括構成實際利率不可或缺部分之所有已付或已收費用及點子、交易成本及其他溢價或折讓)至初步確認時賬面淨值之利率。

就該等分類為透過損益賬以公平值列賬之財務資產(其利息收入計為收益或虧損淨額)以外之債務工具而言,利息收入乃按實際利率基準確認。

透過損益賬以公平值列賬之財務資產倘財務資產為(i)持作買賣;或(ii)其獲指定為透過損益賬以公平值列賬時,財務資產分類為透過損益賬以公平值列賬。

倘屬以下事項,則財務資產分類為持作買賣:

- 收購之主要原因為於短期內將其出售;或
- 於初步確認時,其屬本集團共同管理之已識別財務工具組合其中部分,並具有短期賺取利潤之近期實際特徵;或
- 其屬非指定為對沖工具且並無對沖工具效用之衍生工具。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### 3.8 Financial instruments (Continued)

##### Financial assets (Continued)

##### Financial assets at FVTPL (Continued)

A financial asset other than a financial asset held for trading may be designated 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 at FVTPL.

Financial assets at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in profit or loss. The net gains or losses recognised in profit or loss excludes any dividend or interest earned on the financial assets and is included in revenue line item. Fair value is determined in the manner described in note 32 to the financial statements.

### 3. 主要會計政策概要 (續)

#### 3.8 財務工具 (續)

##### 財務資產 (續)

透過損益賬以公平值列賬之財務資產 (續)

倘屬以下事項，則持作買賣財務資產以外之財務資產可於初步確認時指定為按公平值計入損益：

- 該指定消除或大幅減低因其他因素而產生之計量或確認不一致性；或
- 該財務資產構成一組財務資產或財務負債或兩者其中部分，其管理及表現評估均根據本集團以文件記錄之風險管理或投資策略按公平值基準進行，而有關編組之資料亦按該基準由內部提供；或
- 其構成載有一項或多項嵌入式衍生工具之合約其中部分，而香港會計準則第39號允許整份合併合約（資產或負債）指定為透過損益賬以公平值列賬。

透過損益賬以公平值列賬之財務資產均按公平值列值，而重新計量所產生任何收益或虧損則於損益內確認。於損益確認的收益或虧損淨額不包括財務資產所得的任何股息或利息，且計入收益項目。公平值按財務報表附註32所述方式釐定。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### 3.8 Financial instruments (Continued)

##### Financial assets (Continued)

###### *AFS financial assets*

AFS financial assets are non-derivatives that are either designated as AFS or are not classified as (a) loans and receivables, (b) held-to-maturity investments or (c) financial assets at FVTPL.

Equity and debt securities held by the Group that are classified as AFS financial assets and are traded in an active market are measured at fair value at the end of each reporting period. Changes in the carrying amount of AFS monetary financial assets relating to interest income calculated using the effective interest method are recognised in profit or loss. Dividends on AFS equity investments are recognised in profit or loss when the Group's right to receive the dividends is established. Other changes in the carrying amounts of AFS financial assets are recognised in other comprehensive income and accumulated under the heading of "available-for-sale financial assets revaluation reserve" is reclassified to profit or loss.

AFS equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured and derivatives that are linked to an must be settled by delivery of such unquoted equity investments are measured at cost less any identified impairment losses at the end of each reporting period.

### 3. 主要會計政策概要 (續)

#### 3.8 財務工具 (續)

##### 財務資產 (續)

###### 可供出售財務資產

可供出售財務資產為非衍生工具，可獲指定為可供出售或不會分類為(a)貸款及應收款項、(b)持有至到期投資或(c)透過損益賬以公平值列賬之財務資產。

由本集團持有分類為可供出售財務資產且於活躍市場交易之股本及債務證券，於各報告期末按公平值計量。有關使用實際利率法計算之利息收入之可供出售貨幣財務資產之賬面值變動於損益中確認。當本集團收取股息之權利確立，可供出售股本投資之股息於損益中確認。可供出售財務資產之賬面值之其他變動於其他全面收益內確認，而於「可供出售財務資產重估儲備」欄目下累計之可供出售財務資產賬面值其他變動重新分類至損益。

就可供出售股本投資而言，倘沒有於活躍市場內報價，而其公平值亦未能可靠計量，以及就衍生工具而言，倘與該等無報價股本投資掛鉤及必須透過交付該等工具進行結算，則於各報告期末按成本減任何已識別減值虧損計量。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### 3.8 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. Loans and receivables (including deposit paid for investment, other receivables, deposits paid and cash and cash equivalents) are measured at amortised cost using the effective interest method, less any identified impairment losses.

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 each reporting period. Financial assets are considered to be impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been affected.

For AFS equity investments, a significant or prolonged decline in the fair value of the security below its cost is considered to be objective evidence of impairment.

For all other financial assets, objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- breach of contract, such as a default or delinquency in interest or principal payments; or

### 3. 主要會計政策概要 (續)

#### 3.8 財務工具 (續)

##### 財務資產 (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額但於活躍市場並無報價之非衍生財務資產。貸款及應收款項 (包括投資已付按金、其他應收款項、已付按金以及現金及現金等值項目) 乃以實際利率法按攤銷成本減任何已識別減值虧損計量。

利息收入乃採用實際利率確認，惟倘確認利息屬不重大，則短期應收款項除外。

###### 財務資產減值

財務資產 (透過損益賬以公平值列賬之財務資產除外) 於各報告期末就減值跡象進行評估。倘出現客觀證據，顯示投資之估計未來現金流量因一項或多項於初步確認財務資產後發生之事件而遭受影響，則財務資產視作已減值。

就可供出售股本投資而言，證券公平值大幅或持續下降至其成本以下水平被視為減值之客觀證據。

就所有其他財務資產而言，減值之客觀證據可包括：

- 發行人或交易對手面臨重大財政困難；或
- 違約，例如欠繳或拖欠利息或本金付款；或

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### 3.8 Financial instruments (Continued)

##### Financial assets (Continued)

###### Impairment of financial assets (Continued)

- it becoming probable that the borrower will enter bankruptcy or financial re-organisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

For financial assets that are 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 estimated future cash flows, discounted at the financial asset's original effective interest rate.

For financial assets carried at cost, the amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss will not be reversed in subsequent periods.

When an AFS financial asset is considered to be impaired, cumulative gains or losses previously recognised in other comprehensive income are reclassified to profit or loss in the period.

For financial assets measured at amortised cost, if, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

### 3. 主要會計政策概要 (續)

#### 3.8 財務工具 (續)

##### 財務資產 (續)

###### 財務資產減值 (續)

- 借款人可能將會破產或進行財務重組；或
- 該財務資產之活躍市場因財政困難而消失。

就按攤銷成本列賬之財務資產而言，已確認減值虧損金額為該資產賬面值與按財務資產原實際利率貼現之估計未來現金流量現值之間之差額。

就按成本列賬之財務資產而言，減值虧損之金額為該項資產之賬面值與估計未來現金流量按類似財務資產現時市場回報率貼現之現值之差額。該減值虧損將不會於其後期間撥回。

當可供出售財務資產須作減值時，之前於其他全面收益中確認之累計損益，將於該期間重新分類至損益。

就按攤銷成本計量之財務資產而言，倘減值虧損之金額於往後期間有所減少，而有關減少在客觀上與確認減值後發生之事件有關，則先前已確認之減值虧損將透過損益予以撥回，惟該投資於減值被撥回當日之賬面值不得超過未確認減值時之已攤銷成本。

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### 3.8 Financial instruments (Continued)

##### *Financial assets (Continued)*

##### *Impairment of financial assets (Continued)*

In respect of AFS equity investments, impairment losses previously recognised in profit or loss are not reversed through profit or loss. Any increase in fair value subsequent to an impairment loss is recognised in other comprehensive income and accumulated under the heading of “available-for-sale financial assets revaluation reserve”. In respect of AFS debt investments, impairment losses are subsequently reversed through profit or loss if an increase in the fair value of the investment can be objectively related to an event occurring after the recognition of the impairment loss.

##### *Financial liabilities and equity instruments*

##### *Classification as financial liability or equity*

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 and the definitions of a financial liability and an equity instrument.

##### *Equity instruments*

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

### 3. 主要會計政策概要 (續)

#### 3.8 財務工具 (續)

##### *財務資產 (續)*

##### *財務資產減值 (續)*

可供出售股本投資先前已於損益確認之減值虧損將不會於損益撥回。於減值虧損確認後之公平值增加於其他全面收益確認及於「可供出售財務資產重估儲備」累計。就可供出售債務投資而言，倘投資公平值之增加在客觀上與確認減值虧損後發生之事件有關，則減值虧損可於其後於損益撥回。

##### *財務負債及權益工具*

##### *分類為財務負債或權益*

集團實體所發行財務負債及權益工具乃根據合約安排之內容以及財務負債及權益工具之定義分類為財務負債或權益。

##### *權益工具*

權益工具乃證明實體於扣減所有負債後在實體之資產中擁有剩餘權益之任何合同。本集團發行之權益工具按收取之所得款項扣除直接發行成本確認。



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### 3.8 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.

###### *Other financial liabilities*

Other financial liabilities (including accruals and other payables, unsecured loan, obligation under a finance lease, loan from a director and other financial liability – non-convertible bond) are subsequently measured at amortised cost, using the effective interest method.

### 3. 主要會計政策概要 (續)

#### 3.8 財務工具 (續)

##### *財務負債及權益工具 (續)*

###### *實際利率法*

實際利率法乃計算財務負債之攤銷成本及按有關期間攤分利息支出之方法。實際利率乃將估計日後現金付款（包括構成實際利率、交易成本及其他溢價或貼現之不可分割部分之所有已付或已收費用及點子）按財務負債之預期年限或較短期間（倘合適）準確貼現至初步確認時之賬面淨值之利率。

利息支出按實際利率基準確認。

###### *其他財務負債*

其他財務負債（包括應計費用及其他應付款項、無抵押貸款、金融租賃項下負債、來自一名董事之貸款及其他財務負債—不可換股債券）其後按實際利息法以攤銷成本計量。

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### 3.8 Financial instruments (Continued)

##### *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 neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss.

On derecognition of a financial asset other than in its entirety, the Group allocates the previous carrying amount of the financial asset between the part it continues to recognise, and the part it no longer recognises on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration received for the part no longer recognised and any cumulative gain or loss allocated to it that had been recognised in other comprehensive income is recognised in profit or loss. A cumulative gain or loss that had been recognised in other comprehensive income is allocated between the part that continues to be recognised and the part that is no longer recognised on the basis of the relative fair values of those parts.

### 3. 主要會計政策概要 (續)

#### 3.8 財務工具 (續)

##### *取消確認*

本集團僅當從資產收取現金流量之合約權利屆滿，或本集團轉讓財務資產以及該資產擁有權之近乎所有風險及回報予另一實體時，取消確認財務資產。倘本集團並無轉移亦無保留擁有權之絕大部份風險及回報，並繼續控制已轉讓資產，本集團確認其於資產之保留權益及可能需要支付款項之相關負債。倘本集團保留已轉讓財務資產擁有權之絕大部份風險及回報，本集團繼續確認財務資產亦就所收取之所得款項確認有抵押借貸。

於全面取消確認財務資產時，資產賬面值與已收及應收代價及已於其他全面收益中確認及於權益中累計之累計收益或虧損之總和之差額，將於損益中確認。

倘非完全終止確認財務資產，本集團將於其繼續確認之部分與其不再確認之部分之間按該等部分於轉讓日期之相關公平值基準分配該財務資產先前賬面值。分配至不再確認部分之賬面值與就不再確認部分所收取代價與任何分配予該部分並已於其他全面收益確認之累計收益或虧損之總和之間之差額於損益賬中確認。已於其他全面收益確認之累計收益或虧損於繼續確認之部分與不再確認之部分之間按該等部分之相關公平值基準進行分配。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### 3.8 Financial instruments (Continued)

##### *Derecognition (Continued)*

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.

##### *Offsetting of Financial Instruments*

Financial assets and liabilities are offset and the net amount reported in the consolidated statement of financial position when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the company or the counterparty.

#### 3.9 Impairment of tangible and intangible assets

At the end of each reporting period, the Group reviews the carrying amounts of its tangible assets with finite useful lives to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit ("CGU") to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual CGU, or otherwise they are allocated to the smallest group of CGU for which a reasonable and consistent allocation basis can be identified.

### 3. 主要會計政策概要 (續)

#### 3.8 財務工具 (續)

##### *取消確認 (續)*

本集團僅於本集團之責任獲解除、取消或到期時終止確認財務負債。已終止確認財務負債賬面值與已付及應付代價之間之差額於損益確認。

##### *抵銷財務工具*

倘有法定可強制執行權利抵銷已確認金額且有意按淨額基準結算或同時變現資產及結算負債，則財務資產及財務負債予以抵銷並於綜合財務狀況表內呈報淨額。法定可強制執行權不得以未來事件為根據且可在公司或交易對手違約或無力償債或破產的情況下，在正常業務過程中可強制執行。

#### 3.9 有形及無形資產減值

於各報告期末，本集團審閱其具有限可使用年期之有形資產賬面值，以釐定該等資產有否出現減值虧損之跡象。倘出現任何該等跡象，則對資產之可收回金額作出估計，以釐定減值虧損（如有）之程度。倘不可能估計個別資產之可收回金額，則本集團將估計資產所屬現金產生單位（「現金產生單位」）之可收回金額。當可識別合理持續之分配基準時，公司資產亦會分配至個別現金產生單位或分配至可識別合理持續分配基準之最小現金產生單位組別。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### 3.9 Impairment of tangible and intangible assets (Continued)

Intangible assets with indefinite useful lives are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or the CGU) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or CGU) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a CGU) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

### 3. 主要會計政策概要 (續)

#### 3.9 有形及無形資產減值 (續)

具無限可使用年期之無形資產至少每年及於出現資產可能已減值之跡象時進行減值測試。

可收回金額為公平值減出售成本及使用價值兩者中之較高者。於評估使用價值時，估計未來現金流量以稅前貼現率貼現至其現值，該貼現率反映市場現時所評估之金錢時間值及並未就其調整估計未來現金流量之資產特定風險。

倘資產（或現金產生單位）之估計可收回金額低於其賬面值，則資產（或現金產生單位）之賬面值將被調低至其可收回金額。減值虧損即時於損益確認。

倘減值虧損其後撥回，則資產（或現金產生單位）之賬面值將上調至其經修訂估計可收回金額，惟經上調賬面值不得超出資產（或現金產生單位）於以往年度並無確認減值虧損時原應確定之賬面值。減值虧損撥回即時於損益確認。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### 3.10 Revenue recognition

Dividend income is recognised when the shareholder's right to receive payment is established.

Interest income from financial asset 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 estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount.

Management fee income is recognised when the services are rendered.

#### 3.11 Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

##### *Current tax*

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'loss before income tax' as reported in the consolidated statement of profit or loss and other comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and 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.

### 3. 主要會計政策概要 (續)

#### 3.10 收益確認

股息收入於確立股東收取款項之權利後確認。

財務資產之利息收入會按時間基準參考未償還本金以適用實際利率累計，而該利率將財務資產於預計期限內估計未來所收取現金確切貼現至該資產之賬面淨值。

管理費收入於提供服務時確認。

#### 3.11 稅項

所得稅開支代表即期應付稅項與遞延稅項之總和。

##### *即期稅項*

即期應付之稅項以年內應課稅溢利計算。應課稅溢利與綜合損益及其他全面收益表內呈報之「除稅前虧損」不同，乃由於其不包括於其他年度內屬應課稅或可抵扣收入或開支項目以及從不課稅或不可抵扣項目所致。本集團即期稅項負債按各報告期末已頒佈或實質已頒佈之稅率計算。

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### 3.11 Taxation (Continued)

##### Deferred tax

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 differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments are only recognised to the extent that it is 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.

### 3. 主要會計政策概要 (續)

#### 3.11 稅項 (續)

##### 遞延稅項

遞延稅項按照綜合財務報表資產及負債之賬面值與計算應課稅溢利時所用相應稅基之間之暫時差額確認。遞延稅項負債通常按全部應課稅暫時差額確認。遞延稅項資產通常按所有可扣除暫時差額於很可能以可扣除暫時差額抵扣應課稅溢利之範圍內確認。倘暫時差額來自交易中資產及負債之初步確認，且該交易既不影響應課稅溢利，亦不影響會計溢利，則該等遞延稅項資產及負債不予以確認。

遞延稅項負債按附屬公司投資相關之應課稅暫時差額確認，除非本集團能夠控制該暫時差額之撥回及該暫時差額於可見將來可能將不會撥回。與該等投資相關之可抵扣暫時差額產生之遞延稅項資產僅於可能將有充足應課稅溢利以使用暫時差額之利益抵扣且該等暫時差額預計於可見將來撥回之情況下，方予以確認。

遞延稅項資產之賬面值於各報告期末進行審閱，並扣減至不再有充足應課稅溢利可供收回所有或部分資產。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### 3.11 Taxation (Continued)

##### Deferred tax (Continued)

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 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 for the year

Current and deferred tax are recognised in the 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.

#### 3.12 Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

### 3. 主要會計政策概要 (續)

#### 3.11 稅項 (續)

##### 遞延稅項 (續)

遞延稅項資產及負債按照預計適用於清償負債或變現資產期間之稅率，根據於各報告期末已頒佈或實質已頒佈之稅率（及税法）為基礎計量。

遞延稅項負債及資產之計量反映本集團預期於各報告期末收回或清償其資產及負債之賬面值之方式所導致之稅務後果。

##### 年度即期及遞延稅項

即期及遞延稅項於損益確認，惟倘即期及遞延稅項與其他全面收益或直接於權益中確認之項目有關，則即期及遞延稅項亦分別於其他全面收益或直接於權益中確認。

#### 3.12 現金及現金等值項目

現金及現金等值項目包括銀行存款及現金、存放於銀行及其他財務機構之活期存款及短期高流動性投資（此投資可隨時換算為已知現金額且就價值變動方面風險不大）。

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### 3.13 Employee benefits

##### *Retirement benefit obligations*

Payments to Mandatory Provident Fund Scheme (the "MPF Scheme") are recognised as an expense when employees have rendered service entitling them to the contributions.

The Group operates a MPF Scheme under the Hong Kong Mandatory Provident Fund Schemes Ordinance for those employees employed under the jurisdiction of the Hong Kong Employment Ordinance. The MPF Scheme is a defined contribution scheme, the assets of which are held in separate trustee-administered funds.

Under the MPF Scheme, the employer and its employees are each required to make contributions to the scheme at 5% of the employees' relevant income, with the employers' contributions subject to a cap of monthly relevant income of HK\$30,000. The Group's contributions to the scheme are expensed as incurred are vested in accordance with the scheme's vesting scales. Where employees leave the scheme prior to the full vesting of the employer's contributions, the amount of forfeited contributions is used to reduce the contributions payable by the Group.

### 3. 主要會計政策概要 (續)

#### 3.13 僱員福利

##### *退休福利責任*

香港強制性公積金計劃(「強積金計劃」)之供款於僱員提供使其有權獲得有關供款之服務時作為開支確認。

本集團根據香港強制性公積金計劃條例，為按香港僱傭條例項下司法權區僱用之僱員營運強積金計劃。強積金計劃為定額供款計劃，其資產由獨立信託管理基金持有。

根據強積金計劃，僱主及僱員均須按僱員有關收入之5%向計劃作出供款，惟僱主供款以每月有關收入30,000港元為上限。本集團之計劃供款於產生時支銷，並根據計劃歸屬程度歸屬。倘僱員於有權享有僱主供款之前退出計劃，沒收之供款將用作扣減本集團之應付供款。



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### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### 3.13 Employee benefits (Continued)

##### Share-based payment expenses

For grants of share options that are conditional upon satisfying specified vesting conditions, the fair value of services received is determined by reference to the fair value of share options granted at the date of grant and is expensed on a straight-line basis over the vesting period, with a corresponding increase in share option 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 share option reserve.

For share options that vest immediately at the date of grant, the fair value of the share options granted is expensed immediately to profit or loss.

When share options are exercised, the amount previously recognised in share option reserve will be transferred to share premium. When share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share option reserve will be transferred to accumulated losses.

### 3. 主要會計政策概要 (續)

#### 3.13 僱員福利 (續)

##### 股份付款開支

就授出須待達成指定歸屬條件之購股權而言，所收取服務之公平值乃參考於授出日期所授出購股權之公平值而釐定，並於歸屬期按直線法支銷，並於購股權儲備相應調增股本。

於各報告期末，本集團修訂其預期歸屬之權益工具數目之估計。修訂原有估計之影響（如有）於損益確認，以致累計開支反映經修訂估計，並相應調整購股權儲備。

就於授出日期即時歸屬之購股權而言，已授出購股權之公平值即時於損益支銷。

當購股權獲行使時，先前於購股權儲備確認之金額將轉撥至股份溢價。當購股權於歸屬日期後被沒收或於到期日尚未行使時，則先前於購股權儲備確認之金額將轉撥至累計虧損。

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### 3.14 Leasing

Leases are classified as finance leases whenever the terms of the leases transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

##### *The Group as lessee*

Asset held under a finance lease is initially recognised as asset of the Group at its fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the consolidated statement of financial position under the heading of “obligation under a finance lease”.

Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognised immediately in profit or loss, unless they are directly attributable to qualifying assets, in which case they are capitalised in accordance with the Group’s general policy on borrowing costs.

Operating lease payments are recognised as an expense on a straight-line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed. Contingent rentals arising under operating leases are recognised as an expense in the period in which they are incurred.

### 3. 主要會計政策概要 (續)

#### 3.14 租賃

當租賃條款將擁有權之絕大部份風險及回報轉移往承租人時，租賃乃分類為融資租賃。所有其他租賃均分類為經營租賃。

##### *本集團作為承租人*

按融資租賃持有之資產乃按其於租約生效時之公平值或（倘為較低者）以最低租賃款項之現值，初始確認為本集團之資產。出租人之相應負債則計入綜合財務狀況表「融資租賃負債」項下。

租約付款按比例於融資費用及租約債務減少之間作出分配，從而使負債之應付餘額之息率固定。融資費用即時於損益確認，除非直接計入合格資產內，於該情況下融資費用依據本集團有關借貸成本之一般政策資本化。

經營租賃款項於租期按直線法確認為開支，惟另有系統基準更能代表使用租賃資產產生經濟利益之時間模式則除外。經營租賃所產生之或然租金於產生期間確認為開支。

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### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### 3.15 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.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

#### 3.16 Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

### 3. 主要會計政策概要 (續)

#### 3.15 借貸成本

由於收購、建設或生產合格資產（須長時間作準備才可作擬定用途或出售之資產）所直接引致之借貸成本會計算入該等資產之成本，直至其已大體上可作擬定用途或出售為止。

所有其他借貸成本於其產生期間內於損益確認。

#### 3.16 撥備

於本集團須就已發生事件承擔現有責任（法律或推定）而可能導致本集團須清償該責任，並且有關責任金額能可靠地估計時，確認撥備。

計及有關責任之風險及不明朗因素後，確認為撥備之金額為清償報告期末之現時責任所需代價之最佳估計。倘使用估計用以清償現時責任之現金流量計算撥備，則該撥備賬面值為該等現金流量現值（倘金錢時間值之影響屬重大）。

倘預期須用以撥付撥備之若干或所有經濟利益將可自第三方收回，則應收款項確認為資產，惟須實際確定將可收取還款，並能可靠計算有關應收款項之金額。

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### 3.17 Segment reporting

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial information provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

#### 3.18 Contingent liabilities and contingent assets

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably. When a change in the probability of an outflow occurs so that outflow is probable, they will then be recognised as a provision.

A contingent asset is a possible asset that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. When inflow is virtually certain, an asset is recognised.

### 3. 主要會計政策概要 (續)

#### 3.17 分部報告

經營分部及財務報表所呈報之各分部項目金額，乃根據為就本集團各項業務及地區作資源分配及評估其表現而定期向本集團最高行政管理人提供之財務資料識別。

就財務報告而言，個別重要之經營分部不會彙集入賬，除非該等分部之經濟特質相近，且彼等之產品及服務性質、生產工序性質、客戶類型或階層、分銷產品或提供服務所用之方法及監管環境性質等方面相類近。如具備上述大部分特質，個別不重大之經營分部可合併為一個分部。

#### 3.18 或然負債及或然資產

或然負債指由於過往事件而可能產生之責任，此等責任最終會否形成乃取決於一宗或多宗日後或會或不會發生且並非本集團可完全控制之不確定事件，方能確定。或然負債亦可能是因為已發生之事件而引致之現有責任，但由於可能不需要流出經濟資源，或責任金額未能可靠地衡量而未有確認。若流出之可能性改變導致可能出現流出，此等負債將被確認為撥備。

或然資產乃指因過往事件而可能擁有之資產，及其存在性只可於本集團不能完全控制之一件或多件不能確定之未來事件出現或不出現時確定。當流入可實質確定，資產將予確認。

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### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### 3.19 Related party transactions

A party is considered to be related to the Group if:

- (a) A person, or a close member of that person's family, is related to the Group if that person:
  - (i) has control or joint control over the Group;
  - (ii) has significant influence over the Group; or
  - (iii) is a member of the key management personnel of the Group or the Group's parent.
- (b) An entity is related to the Group if any of the following conditions applies:
  - (i) The entity and the Group are members of the same Group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
  - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a Group of which the other entity is a member).
  - (iii) Both entities are joint ventures of the same third party.
  - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.

### 3. 主要會計政策概要 (續)

#### 3.19 關連人士交易

在下列情況下，有關人士被視為與本集團有關連：

- (a) 倘屬以下人士，則該名人士或該名人士之近親與本集團有關連：
  - (i) 對本集團有控制權或共同控制權；
  - (ii) 對本集團有重大影響力；或
  - (iii) 為本集團或本集團母公司之主要管理層成員。
- (b) 倘符合下列任何條件，則該實體與本集團有關連：
  - (i) 該實體與本集團屬同一集團之成員公司（即各母公司、附屬公司及同系附屬公司彼此間有關連）。
  - (ii) 一間實體為另一實體之聯營公司或合營企業（或一集團之成員公司之聯營公司或合營企業，而另一實體為該集團旗下成員公司）。
  - (iii) 兩間實體均為同一第三方之合營企業。
  - (iv) 一間實體為第三方實體之合營企業，而另一實體為該第三方實體之聯營公司。

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### 3.19 Related party transactions (Continued)

- (b) An entity is related to the Group if any of the following conditions applies: (Continued)
- (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.
- (vi) The entity is controlled or jointly controlled by a person identified in (a).
- (vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
- (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the group or to the group's parent.
- (ix) A related party transaction is a transfer of resources, services or obligations between the Group and a related party, regardless of whether a price is charged.

A related party transaction is a transfer of resources, services or obligations between the Group and a related party, regardless of whether a price is charged.

Close family members of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

### 3. 主要會計政策概要 (續)

#### 3.19 關連人士交易 (續)

- (b) 倘符合下列任何條件，則該實體與本集團有關連：(續)
- (v) 實體為本集團或與本集團有關連之實體就僱員利益設立之離職福利計劃。
- (vi) 實體受(a)項所界定人士控制或共同控制。
- (vii) (a)(i)項所界定人士對實體有重大影響力或屬該實體(或該實體之母公司)之主要管理層成員。
- (viii) 實體或集團(該實體為其中一部分)旗下任何成員公司向該集團或該集團母公司提供主要管理人員服務。
- (ix) 關連人士交易指本集團與關連人士之間進行之資源、服務或責任轉讓，而不論是否收取價款。

關連人士交易指本集團與關連人士之間進行之資源、服務或責任轉讓，而不論是否收取價款。

任何人士之近親指與該實體交易時預期可影響該名人士或受該人士影響之家庭成員。

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### 4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3 to the financial statements, the directors of the Company 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 underlying 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 significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

#### *Assessment of economic useful lives of property, plant and equipment*

Property, plant and equipment are depreciated over their economic useful lives. The assessment of estimated useful lives is a matter of judgement based on the experience of the Group, taking into account factors such as technological progress, changes in market demand, expected usage and physical wear and tear. Useful lives are periodically reviewed for continued appropriateness. Due to long lives of assets, changes to the estimates used can result in variations in their carrying amounts.

### 4. 關鍵會計判斷及估計不確定因素之主要來源

於應用本集團之會計政策（其於財務報表附註3內闡述）時，本公司董事須作出有關未能從其他來源輕易獲得之資產及負債賬面值之判斷、估計及假設。估計及相關假設乃基於過往經驗及被認為有關之其他因素。實際業績可能不同於該等估計。

估計及相關假設乃按持續經營基準予以檢討。倘會計估計之修訂僅影響估計獲修訂之期間，則會計估計之修訂於該期間予以確認，倘若修訂影響現時及未來期間，則會計估計之修訂於修訂及未來期間內予以確認。

#### 估計不確定因素之主要來源

以下是於報告期末有關未來之主要假設及估計不確定因素之其他主要來源，有關假設及來源具有導致資產及負債之賬面值於下一財政年度內作出大幅調整之重大風險。

#### *物業、廠房及設備之經濟可使用年期評估*

物業、廠房及設備乃按其經濟可使用年期折舊。估計可使用年期之評估乃根據本集團之經驗並計及技術進步、市場需求變化、預期用途及實物損耗等因素而作出之判斷，並定期對可使用年期持續適當性進行檢討。由於資產之長壽命年期，所用估計之調整可導致其賬面值出現變動。

#### 4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

##### Key sources of estimation uncertainty (Continued)

###### Impairment of intangible assets

Intangible assets with indefinite useful lives are reviewed for impairment at the end of each reporting period or whenever events or changes in circumstances indicate that the carrying amount of the asset exceeds its recoverable amount. The recoverable amount of the asset is the greater of the fair value less costs of disposal and value in use. An estimation of the value in use of the asset involves estimating the future cash flows expected to arise from its continuing use and applying the appropriate discount rate that reflects current market assessment of the time value of money and the risk specific to the asset.

###### Impairment of AFS financial assets

The directors of the Company follow the guidance of HKAS 39 to review AFS financial assets at the end of each reporting period to assess whether they are impaired. This determination requires significant judgement. In making this judgement, the directors of the Company evaluate, among other factors, historical share price movements and the duration and extent to which the fair value of an investment is less than its cost, and the financial health of and near-term business outlook for the investee, including factors such as industry and sector performance, changes in technology and operational and financing cash flow.

###### Income taxes

The Group is subject to income taxes in various jurisdictions. Significant judgement is required in determining provision for taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises tax liabilities based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the year in which such determination is made.

#### 4. 關鍵會計判斷及估計不確定因素之主要來源 (續)

##### 估計不確定因素之主要來源 (續)

###### 無形資產減值

於每個報告期末或當事件或情況變化顯示資產賬面值超出其可收回金額時會對具有無限可使用年期之無形資產進行減值檢討。該資產之可收回金額為公平值減出售成本與使用價值兩者之較高者。對資產使用價值之估計涉及估計預期因其持續使用產生之未來現金流量及運用反應對金錢時間價值之現時市場評估及資產特定風險之適當折現率。

###### 可供出售財務資產減值

本公司董事遵循香港會計準則第39號之指引審閱各報告期末之可供出售財務資產，以評估其有否出現減值。此等釐定要求進行重要判斷。進行該項判斷時，本公司董事評估（包括其他因素）歷史股價變動及一項投資之公平值低於其成本值之持續時間及程度，以及被投資公司之財務穩健度和短期業務展望，包括行業及分部表現、技術變化及經營和融資現金流量等因素。

###### 所得稅

本集團需在多個司法權區繳納所得稅。釐定所得稅撥備時，需作出重大判斷。於日常業務過程中，多項交易及計算所涉及之最終稅務釐定並不確定。本集團根據估計是否須繳納額外稅項確認稅項負債。如該等事項之最終稅務結果有別於最初記錄之金額，則相關差額將影響作出決定年度之所得稅及遞延稅項撥備。



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 5. SEGMENT INFORMATION

The chief operating decision-maker has been identified as the Company's executive directors. The Group's principal activity is engaged in investment in listed and unlisted companies. The executive directors regard it as a single business segment and no segment information is presented.

At the end of the reporting period, non-current assets with the exception of AFS financial assets included property, plant and equipment and intangible assets of approximately HK\$2,308,000 (2015: HK\$1,811,000) and HK\$5,785,000 (2015: HK\$2,720,000) which are located in Hong Kong. The Company's place of domicile is in Hong Kong which is determined based on the location of central management.

The Group's revenue are mainly derived from Hong Kong during the year ended 31 December 2016 and 2015.

### 6. REVENUE

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Dividend income	股息收入	4,953	8,602
Interest income	利息收入	604	378
		<b>5,557</b>	8,980

### 5. 分類資料

最高經營決策者經確認為本公司執行董事。本集團之主要業務為投資上市及非上市公司。執行董事視其為單一業務分類，故無呈列分類資料。

於報告期末，非流動資產（可供出售財務資產除外）包括位於香港之物業、廠房及設備以及無形資產約2,308,000港元（二零一五年：1,811,000港元）及5,785,000港元（二零一五年：2,720,000港元）。本公司之所在地香港按中央管理之位置而定。

截至二零一六年及二零一五年十二月三十一日止年度，本集團之收益主要源自香港。

### 6. 收益

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 7. OTHER INCOME

### 7. 其他收入

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Net foreign exchange gain	匯兌收益淨額	-	404
Others	其他	149	67
		<b>149</b>	471

### 8. FINANCE COSTS

### 8. 融資成本

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Interest on:	利息：		
Unsecured loan	無抵押貸款	3,454	5,718
Other financial liability	其他財務負債		
– non-convertible bond	– 不可轉換債券	237	237
Finance lease	融資租賃	20	2
Other interest expenses to financial institution	金融機構之其他利息開支	184	847
		<b>3,895</b>	6,804

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

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

#### 9. LOSS BEFORE INCOME TAX

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

#### 9. 除所得稅前虧損

除所得稅前虧損已扣除／（計入）下列各項：

		<b>2016</b>	2015
		二零一六年	二零一五年
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Auditors' remuneration	核數師酬金		
– Annual audit service	– 年度審核服務	<b>380</b>	322
– Non-audit services	– 非審核服務	<b>10</b>	–
		<b>390</b>	322
Depreciation of property, plant and equipment	物業、廠房及設備折舊	<b>422</b>	170
Loss arising in change in fair value of financial assets at fair value through profit or loss classified as held for trading investments	透過損益賬以公平值列賬 且分類為持作買賣投資之 財務資產公平值變動 產生之虧損	<b>31,915</b>	49,789
Net foreign exchange loss/(gain)	匯兌虧損／（收益）淨額	<b>501</b>	(404)
Operating lease rentals in respect of rental premises	有關租賃物業之 經營租賃租金	<b>341</b>	686

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 9. LOSS BEFORE INCOME TAX (CONTINUED)

An analysis of the loss arising in change in fair value financial assets at fair value through profit or loss classified as held for trading investments is as follows:

### 9. 除所得稅前虧損（續）

透過損益賬以公平值列賬且分類為持作買賣投資之財務資產公平值變動產生之虧損之分析如下：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Realised loss/(gain) on disposal of financial assets at fair value through profit or loss classified as held for trading investments	出售透過損益賬以公平值列賬且分類為持作買賣投資之財務資產之已變現虧損／（收益）		
Proceeds from disposal of financial assets at fair value through profit or loss classified as held for trading investments	出售透過損益賬以公平值列賬且分類為持作買賣投資之財務資產之所得款項	<b>(297,256)</b>	(243,706)
Less: Carrying amounts of financial assets at fair value through profit or loss classified as held for trading investments	減：透過損益賬以公平值列賬且分類為持作買賣投資之財務資產之賬面值	<b>302,531</b>	218,454
		<b>5,275</b>	(25,252)
Unrealised loss on financial assets at fair value through profit or loss classified as held for trading investments	透過損益賬以公平值列賬且分類為持作買賣投資之財務資產之未變現虧損	<b>26,640</b>	75,041
Loss arising in change in fair value of financial assets at fair value through profit or loss classified as held for trading investments	透過損益賬以公平值列賬且分類為持作買賣投資之財務資產之公平值變動產生之虧損	<b>31,915</b>	49,789

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 10. EMPLOYEE BENEFIT EXPENSE (INCLUDING DIRECTORS' REMUNERATION)

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Salaries and other allowance	薪金及其他津貼	13,143	8,573
Retirement benefit scheme contributions	退休福利計劃供款	200	165
		<b>13,343</b>	<b>8,738</b>

### 10. 僱員福利開支 (包括董事薪酬)

### 11. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION

#### (a) Directors' and chief executive's emoluments

Directors' and chief executive's remuneration for the year, disclosed pursuant to the applicable Listing Rules and the disclosure requirement of the Hong Kong Companies Ordinances, is as follows:

### 11. 董事及主要行政人員之薪酬

#### (a) 董事及主要行政人員之薪酬

根據適用上市規則及香港公司條例披露規定披露之董事及主要行政人員之酬金如下：

		Fee	Salaries and allowance	Retirement benefits scheme contributions	Total
		袍金	薪金及津貼	退休福利計劃供款	總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
<b>2016</b>	<b>二零一六年</b>				
<b>Executive directors:</b>	<b>執行董事：</b>				
Mr. Mung Kin Keung	蒙建強先生	3,600	-	18	3,618
Mr. Mung Bun Man, Alan	蒙品文先生	4,200	-	18	4,218
<b>Independent non-executive directors:</b>	<b>獨立非執行董事：</b>				
Mr. Man Kong Yui	文剛銳先生	60	-	-	60
Mr. Fung Wai Ching	馮維正先生	60	-	-	60
Mr. Poon Wai Hoi Percy	潘偉開先生	60	-	-	60
		<b>7,980</b>	<b>-</b>	<b>36</b>	<b>8,016</b>

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 11. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (CONTINUED)

#### (a) Directors' and chief executive's emoluments (Continued)

		Fee	Salaries and allowance	Retirement benefits scheme contributions	Total
		袍金	薪金及津貼	退休福利計劃供款	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
2015	二零一五年				
Executive directors:	執行董事:				
Mr. Mung Kin Keung	蒙建強先生	2,280	-	18	2,298
Mr. Mung Bun Man, Alan	蒙品文先生	2,610	-	18	2,628
Independent non-executive directors:	獨立非執行董事:				
Mr. Man Kong Yui	文剛銳先生	60	-	-	60
Mr. Fung Wai Ching	馮維正先生	60	-	-	60
Mr. Poon Wai Hoi Percy	潘偉開先生	60	-	-	60
		5,070	-	36	5,106

Mr. Mung Bun Man, Alan is also the chief executive officer of the Company and his emoluments disclosed above include those for service rendered by him as the chief executive officer.

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during the year ended 31 December 2016 and 2015.

During the year ended 31 December 2016 and 2015, no emoluments were paid by the Group to the directors as an inducement to join or upon joining the Group or as compensation for loss of office. None of the directors has waived or agreed to waive any emoluments in both years.

### 11. 董事及主要行政人員之薪酬 (續)

#### (a) 董事及主要行政人員之薪酬 (續)

蒙品文先生亦為本公司之行政總裁及上文所披露之其酬金包括其擔任行政總裁提供服務之酬金。

截至二零一六年及二零一五年十二月三十一日止年度，概無董事或主要行政人員可據此放棄或同意放棄任何酬金之安排。

截至二零一六年及二零一五年十二月三十一日止年度，本集團並無向董事支付作為加入本集團之獎勵金或離職賠償之酬金。於兩個年度，概無董事放棄或同意放棄任何酬金。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 11. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (CONTINUED)

#### (b) Transactions, arrangements or contracts in which directors have material interests

On 30 November 2016, Mr. Mung, a director and shareholder of the Company, as a lender, and the Group, as the borrower, entered into a loan agreement (the "Loan Agreement") pursuant to which Mr. Mung has agreed to grant a loan (the "Loan") to the Group with the amount of HK\$10,000,000. The Loan is non-interest bearing and repayable on demand. During the year ended 31 December 2016, the Group drawn down the Loan with the amount of HK\$10,000,000. The Loan is constituted as a connected transaction of the Company under the Listing Rules which fully exempted from shareholders' approval, annual review and all disclosure requirements.

On 16 February 2015, Global Mastermind Holdings Limited ("GMHL"), of which Mr. Mung Kin Keung is a director and shareholder, and Mr. Mung Bun Man, Alan is a director, entered into an agreement with the Company (the "2015 GMHL Agreement") whereby the GMHL provide management and administrative services to the Company. For the year ended 31 December 2015, the Company paid management and administrative expenses in an aggregate amount of HK\$135,000 to GMHL. Mr. Mung Kin Keung ceased as the shareholder of GMHL with effect from 2 June 2015 during the period from 16 February 2015 to 1 June 2015.

### 11. 董事及主要行政人員之薪酬 (續)

#### (b) 董事擁有重大權益之交易、安排或合約

於二零一六年十一月三十日，本公司董事兼股東蒙先生（作為貸方）與本集團（作為借方）訂立貸款協議（「貸款協議」），據此，蒙先生同意向本集團授出為數10,000,000港元之貸款（「貸款」）。有關貸款為不計息且須按要求償還。於截至二零一六年十二月三十一日止年度，本集團提取為數10,000,000港元之貸款。貸款構成上市規則項下本公司之關連交易，惟全面豁免股東批准、年度審閱及所有披露規定。

於二零一五年二月十六日，Global Mastermind Holdings Limited環球大通集團有限公司\*（「環球大通」）（其中蒙建強先生為董事兼股東，及蒙品文先生為董事）與本公司訂立一份協議（「二零一五年環球大通協議」），據此，環球大通向本公司提供管理及行政服務。截至二零一五年十二月三十一日止年度，本集團向環球大通支付之管理及行政支出總額為135,000港元。自二零一五年六月二日起二零一五年二月十六日起至二零一五年六月一日止期間，蒙建強先生不再為環球大通之股東。

\* For identification purpose only

\* 僅供識別

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 11. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (CONTINUED)

#### (b) Transactions, arrangements or contracts in which directors have material interests (Continued)

On 29 February 2016, Excellent Mind Investments Limited, which is owned as to 60% to Mr. Mung Kin Keung and 40% as to Mr. Mung Bun Man, Alan, both of them are executive director, became a substantial shareholder of the GMHL. On 22 September 2016, Hope Master Investments Limited ("Hope Master"), an indirect wholly-owned subsidiary of the GMHL entered into an agreement with the Company to replace the 2015 GMHL Agreement (the "2016 Hope Master Agreement"). Pursuant to the 2016 Hope Master Agreement, Hope Master provided management and administrative services to the Company for the period from 23 September 2016 to 30 September 2018. For the year ended 31 December 2016, the Group paid management and administrative income of approximately HK\$1,854,000 during the period from 29 February 2016 to 31 December 2016.

On 19 June 2014, HNA International Investment Holdings Limited ("HNA") (formerly known as Shougang Concord Technology Holdings Limited), of which Mr. Mung was a director and shareholder and was resigned as a director of HNA on 3 June 2015. Mr. Mung Bun Man, Alan is a director of HNA and resigned as director on 6 February 2015. HNA entered into an agreement with the Company whereby HNA would provide a managerial and administrative service to the Company at a monthly fee of HK\$10,000. During the year ended 31 December 2015, amount of approximately HK\$15,000 (2014: HK\$227,000) was paid to HNA. The agreement was terminated on 16 February 2015.

During the period from 29 February 2016 to 31 December 2016, the Group received management fee income with the amount of approximately HK\$127,000 from GMHL.

### 11. 董事及主要行政人員之薪酬 (續)

#### (b) 董事擁有重大權益之交易、安排或合約 (續)

於二零一六年二月二十九日，Excellent Mind Investments Limited (由蒙建強先生及蒙品文先生擁有60%及40%，兩者均為執行董事)成為環球大通之主要股東。於二零一六年九月二十二日，Hope Master Investments Limited (「Hope Master」，環球大通之間接全資附屬公司)與本公司訂立一份協議取代二零一五年環球大通協議(「二零一六年Hope Master協議」)。根據二零一六年Hope Master協議，Hope Master向本公司提供管理及行政服務，期限為二零一六年九月二十三日起至二零一八年九月三十日止。截至二零一六年十二月三十一日止年度，本集團於二零一六年二月二十九日起至二零一六年十二月三十一日止期間支付管理及行政收入約1,854,000港元。

於二零一四年六月十九日，海航國際投資集團有限公司(「海航」)(前稱首長科技集團有限公司)，蒙先生曾為海航之董事及股東且於二零一五年六月三日辭任海航董事。蒙品文先生曾為海航董事且於二零一五年二月六日辭任董事。海航與本公司訂立協議，據此，海航按每月10,000港元之費用向本公司提供管理及行政服務。於截至二零一五年十二月三十一日止年度，已付海航之金額約為15,000港元(二零一四年：227,000港元)。該協議已於二零一五年二月十六日終止。

於二零一六年二月二十九日起至二零一六年十二月三十一日止期間，本集團收到環球大通支付之管理費收入約127,000港元。



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 11. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (CONTINUED)

#### (b) Transactions, arrangements or contracts in which directors have material interests (Continued)

Saved as disclosed above, no other transactions, arrangements or contracts in which the Company or any subsidiaries of the Company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

#### (c) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year included two (2015: two) directors whose emoluments are reflected in the analysis presented above. The emoluments of the remaining three (2015: three) highest paid individuals are as follows:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Salaries and allowance	薪金及津貼	2,583	1,820
Retirement benefits scheme contributions	退休福利計劃供款	51	51
		2,634	1,871

No emoluments were paid by the Group to any of the five highest paid individual as an inducement to join or upon joining the Group or as compensation for loss of office (2015: Nil).

### 11. 董事及主要行政人員之薪酬 (續)

#### (b) 董事擁有重大權益之交易、安排或合約 (續)

除上文披露者外，於年末或年內任何時候，概無本公司或其任何附屬公司為訂約方及本公司董事直接或間接於其中擁有重大權益之其他交易、安排或合約。

#### (c) 五名最高薪酬人士

年內，本集團五名最高薪酬人士包括兩名（二零一五年：兩名）董事，彼等之酬金詳情已於上文之分析中反映。餘下三名（二零一五年：三名）最高薪酬人士之薪酬如下：

本集團並無向五名最高薪酬人士之任何一名人士支付作為加入本集團之獎勵金或離職賠償（二零一五年：無）之酬金。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 11. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (CONTINUED)

#### (c) Five highest paid individuals (Continued)

The aggregated emoluments of each of the remaining three (2015: three) highest paid individuals fell within the following bands:

		2016 二零一六年	2015 二零一五年
Nil to HK\$500,000	零至500,000港元	-	1
HK\$500,001 to HK\$1,000,000	500,001港元至 1,000,000港元	2	2
Over HK\$1,000,000	超過1,000,000港元	1	-
		3	3

### 12. INCOME TAX EXPENSE

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both years. PRC subsidiaries are subject to PRC Enterprise Income Tax at 25% for both years.

No provision for Hong Kong Profits Tax has been made for both years as the Group had no assessable profit arising in or derived from Hong Kong.

No provision for PRC Enterprise Income Tax has been made as the Group had no assessable profit arising in or derived from PRC.

### 11. 董事及主要行政人員之薪酬 (續)

#### (c) 五名最高薪酬人士 (續)

餘下三名(二零一五年:三名)最高薪酬人士之酬金總額屬以下級別:

### 12. 所得稅開支

香港利得稅乃按兩個年度估計應課稅溢利之16.5%計算。中國附屬公司須於兩個年度按25%繳納中國企業所得稅。

由於本集團並無產生自或源於香港之應課稅溢利，故並無於兩個年度作出香港利得稅撥備。

由於本集團並無產生或源自中國之應課稅溢利，故並無於兩個年度計提中國企業所得稅撥備。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 12. INCOME TAX EXPENSE (CONTINUED)

Reconciliation between income tax expense and loss before income tax per consolidated statement of profit or loss and other comprehensive income is as follows:

### 12. 所得稅開支 (續)

綜合損益及其他全面收益表所得稅開支及除所得稅前虧損之對賬如下：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Loss before income tax	除所得稅前虧損	(87,070)	(64,053)
Tax on loss before income tax, calculated at the rates applicable to the tax jurisdictions concerned	除所得稅前虧損之稅項，根據相關稅務司法權區適用之稅率計算	(14,366)	(10,577)
Tax effect of:	稅務影響：		
Expenses not deductible for tax purposes	不可扣稅開支	6,881	4,517
Income not taxable for tax purposes	毋須課稅收入	(884)	(4,648)
Estimated tax losses not recognised	未確認之估計稅項虧損	8,369	10,708
Income tax expense	所得稅開支	-	-

No deferred tax liability has been provided as the Group did not have material temporary differences which gave rise to a deferred tax liability as at 31 December 2016 (2015: Nil).

由於本集團於二零一六年十二月三十一日並無重大暫時差額引起遞延稅項負債，故並無作出遞延稅項負債撥備（二零一五年：無）。

At the end of the reporting period, the Group had unused estimated tax losses of approximately HK\$199,100,000 (2015: HK\$148,379,000) available for offset against future profits. No deferred tax asset has been recognised in respect of tax losses due to the unpredictability of future profit streams and unrecognised tax losses could be carried forward indefinitely.

於報告期末，本集團有約199,100,000港元（二零一五年：148,379,000港元）未動用估計稅項虧損，可用作抵銷未來溢利。由於未能預計日後溢利及未確認之稅項虧損可無限期結轉，故並無就稅項虧損確認遞延稅項資產。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 13. LOSS PER SHARE

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

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
<b>Loss</b>	<b>虧損</b>		
Loss for the purpose of basic and diluted loss per share (loss for the year attributable to owners of the Company)	用以計算每股基本及攤薄虧損之虧損 (本公司擁有人應佔年內虧損)	<b>(87,070)</b>	(64,053)

		2016 二零一六年 '000 千股	2015 二零一五年 '000 千股
<b>Number of shares</b>	<b>股份數目</b>		
Weighted average number of ordinary shares for the purpose of basic and diluted loss per share	用以計算每股基本及攤薄虧損之普通股加權平均數	<b>457,740</b>	197,442

The weighted average number of ordinary shares for the year ended 31 December 2015 for the purposes of calculating basic and diluted loss per share have been adjusted for capital reorganisation which took place on 12 January 2016.

As the Company's outstanding share options where applicable had an anti-dilutive effect to the basic loss per share calculation for the year ended 31 December 2016 and 31 December 2015, the exercise of the above potential dilutive shares is not assumed in the calculation of diluted loss per share for both years.

### 13. 每股虧損

本公司擁有人應佔每股基本及攤薄虧損之計算乃基於下列數據作出：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
<b>Loss</b>	<b>虧損</b>		
Loss for the purpose of basic and diluted loss per share (loss for the year attributable to owners of the Company)	用以計算每股基本及攤薄虧損之虧損 (本公司擁有人應佔年內虧損)	<b>(87,070)</b>	(64,053)

		2016 二零一六年 '000 千股	2015 二零一五年 '000 千股
<b>Number of shares</b>	<b>股份數目</b>		
Weighted average number of ordinary shares for the purpose of basic and diluted loss per share	用以計算每股基本及攤薄虧損之普通股加權平均數	<b>457,740</b>	197,442

截至二零一五年十二月三十一日止年度，用以計算每股基本及攤薄虧損之普通股加權平均數已就於二零一六年一月十二日進行之資本重組作出調整。

由於本公司尚未行使之購股權（倘適用）對截至二零一六年十二月三十一日及二零一五年十二月三十一日止年度每股基本虧損之計算具有反攤薄影響，故計算於兩個年度之每股攤薄虧損時假設上述潛在攤薄股份並無獲行使。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 14. DIVIDENDS

No dividend was paid, declared or proposed during the year ended 31 December 2016 and 2015, nor has any dividend been proposed by the board of directors subsequent to the end of the reporting period.

### 14. 股息

於截至二零一六年及二零一五年十二月三十一日止年度，董事會並無支付、宣派或建議支付任何股息，且於報告期末後亦無建議支付任何股息。

### 15. PROPERTY, PLANT AND EQUIPMENT

### 15. 物業、廠房及設備

		Motor vehicle 汽車 HK\$'000 千港元	Office equipment 辦公室設備 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Cost</b>	<b>成本</b>			
At 1 January 2015	於二零一五年一月一日	1,500	44	1,544
Additions	增添	1,720	220	1,940
At 31 December 2015 and at 1 January 2016	於二零一五年十二月三十一日及 於二零一六年一月一日	3,220	264	3,484
Additions	增添	898	21	919
At 31 December 2016	於二零一六年十二月三十一日	4,118	285	4,403
<b>Accumulated depreciation</b>	<b>累計折舊</b>			
At 1 January 2015	於二零一五年一月一日	1,500	3	1,503
Charge for the year	年內支出	147	23	170
At 31 December 2015 and at 1 January 2016	於二零一五年十二月三十一日及 於二零一六年一月一日	1,647	26	1,673
Charge for the year	年內支出	367	55	422
At 31 December 2016	於二零一六年十二月三十一日	2,014	81	2,095
<b>Carrying amounts</b>	<b>賬面值</b>			
<b>At 31 December 2016</b>	<b>於二零一六年十二月三十一日</b>	<b>2,104</b>	<b>204</b>	<b>2,308</b>
At 31 December 2015	於二零一五年十二月三十一日	1,573	238	1,811

At 31 December 2016, the carrying amount of motor vehicle includes an amount of approximately HK\$740,000 (2015: HK\$933,000) in respect of asset held under a finance lease (see note 23 to the financial statements).

於二零一六年十二月三十一日，汽車之賬面值包括根據融資租賃持有之資產約740,000港元（二零一五年：933,000港元）（見財務報表附註23）。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 16. INTANGIBLE ASSETS

#### Club memberships

The Group holds life-time memberships with non-refundable membership fee and are freely transferrable. In the opinion of the directors of the Company, the club memberships are capable of being renewed indefinitely at insignificant cost and therefore is perpetual in duration.

The Group performed impairment test for the intangible assets by comparing its recoverable amounts to the carrying amounts at the end of the reporting period in accordance with HKAS 36 *Impairment of Assets*. The recoverable amounts of the intangible assets are determined based on fair value less cost of disposal. The fair value of intangible assets are determined based on the current market conditions and the directors of the Company consider that no impairment loss was recognised for both years.

### 17. AVAILABLE-FOR-SALE FINANCIAL ASSETS

### 16. 無形資產

#### 會籍

本集團持有終身會籍，會員費不可退還，而會籍可自由轉讓。本公司董事認為，會籍可於毋須支付重大成本之情況下無限重續，故享有永久年期。

根據香港會計準則第36號資產減值，本集團已透過比較報告期末之可收回金額及賬面值對無形資產作減值測試。無形資產之可收回金額以公平值扣除出售成本釐定。無形資產之公平值根據現時市場情況釐定，而董事認為兩個年度並無確認減值虧損。

### 17. 可供出售財務資產

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Listed equity and debt securities, at fair value	上市股本及債務證券，按公 平值		
– In Hong Kong	– 於香港	114,868	184,747
– Outside Hong Kong	– 於香港以外	5,767	6,136
		120,635	190,883
Unlisted equity securities, at cost	非上市股本證券，按成本值	18,035	600
Less: Accumulated impairment losses	減：累計減值虧損	(43)	(43)
		17,992	557
		138,627	191,440

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 17. AVAILABLE-FOR-SALE FINANCIAL ASSETS (CONTINUED)

The fair value of the listed equity and debt securities are determined based on the quoted market closing prices available on the relevant stock exchanges at the end of the reporting period.

At 31 December 2016, the Group's available-for-sale financial assets listed in Hong Kong and outside Hong Kong were determined to be impaired on the basis of material decline in their fair value. The directors of the Company considered that such a decline is significant to its original cost and indicated that the listed securities had been impaired. Therefore, impairment loss on these investment with the amount of HK\$32,823,000 (2015: HK\$14,641,000) was recognised in the consolidated statement of profit or loss and other comprehensive income.

The fair value of the Group's listed equity and debt securities listed in Hong Kong and outside Hong Kong at the date of approval of these financial statements were approximately HK\$124,509,000.

### 18. DEPOSIT PAID FOR INVESTMENT

During the year ended 31 December 2016, the Group had paid a non-refundable deposit with the amount of approximately HK\$904,000 as investment cost for acquisition of 30% equity interests in unlisted company incorporated in Hong Kong. The acquisition was not yet completed at the end of the reporting period. Thus, deposit paid for investment was classified as non-current assets.

### 17. 可供出售財務資產 (續)

於報告期末，上市股本及債務證券之公平值乃按照相關證券交易所所報之收市價釐定。

於二零一六年十二月三十一日，本集團於香港及香港以外上市之可供出售財務資產在基於其公平值出現重大減值下被認為減值。本公司董事認為此減值對其原始成本有顯著影響及顯示上市證券已出現減值。因此，該等投資減值虧損32,823,000港元（二零一五年：14,641,000港元）於綜合損益及其他全面收益表確認。

於批准該等財務報表日期，本集團香港及香港以外上市股本及債務證券之公平值約為124,509,000港元。

### 18. 投資已付按金

於截至二零一六年十二月三十一日止年度，本集團支付為數約904,000港元之不可退還按金，作為收購於香港註冊成立之非上市公司30%股權之投資成本。於報告期末，有關收購尚未完成。因此，投資已付按金分類為非流動資產。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 19. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

### 19. 透過損益賬以公平值列賬之財務資產

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Listed equity securities classified as held for trading investments:	分類為持作買賣投資之上市股本證券：		
– Equity securities in Hong Kong, at fair value	– 於香港上市之股本證券，按公平值	390,849	355,155
– Equity securities outside Hong Kong, at fair value	– 於香港以外上市之股本證券，按公平值	2,972	15,920
		<b>393,821</b>	371,075

At the end of the reporting period, financial assets at FVTPL are stated at fair value.

於報告期末，透過損益賬以公平值列賬之財務資產按公平值列賬。

The fair value of the listed equity securities are determined based on the quoted market closing prices available on the relevant stock exchanges at the end of the reporting period.

於報告期末，上市股本證券之公平值乃按照相關證券交易所所報之收市價釐定。

The fair value of the Group's listed equity securities listed in Hong Kong and outside Hong Kong at the date of approval of these financial statements were approximately HK\$325,300,000.

於批准該等財務報表日期，本集團香港及香港以外上市股本證券之公平值約為325,300,000港元。

### 20. CASH AND CASH EQUIVALENTS

### 20. 現金及現金等值項目

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Cash at banks and on hand	銀行現金及手頭現金	7,016	20,882

At 31 December 2016, the Group has cash and bank balances of approximately HK\$40,000 (2015: HK\$57,000) denominated in United States Dollars ("USD").

於二零一六年十二月三十一日，本集團之美元（「美元」）計值之現金及銀行結餘約為40,000港元（二零一五年：57,000港元）。

Bank balances carry interest at floating rates and placed with creditworthy banks with no recent history of default.

銀行結餘以浮動利率計息及存於並無近期違約記錄且具有信譽之銀行。



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 21. UNSECURED LOAN

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Unsecured loan	無抵押貸款	-	87,000

At 31 December 2015, the unsecured loan is unsecured, interest bearing at 8% per annum and repayable on the falling 24 months from the drawdown date.

The unsecured loan contained a repayment on demand clause and therefore classified as current liability at the end of the reporting period.

### 22. LOAN FROM A DIRECTOR

On 30 November 2016, Mr. Mung, a director and shareholder of the Company, as a lender, and the Group, as a borrower, entered into a Loan Agreement pursuant to which Mr. Mung has agreed to grant a Loan to the Group with the amount of HK\$10,000,000. The Loan is non-interest bearing and repayable on demand. During the year ended 31 December 2016, the Group drawn down a Loan with the amount of HK\$10,000,000. The Loan is constituted as a connected transaction of the Company which fully exempted from shareholders' approval, annual review and all disclosure requirements under the Listing Rules.

The loan from a director is unsecured, interest free and repayable on demand.

### 23. OBLIGATION UNDER A FINANCE LEASE

The Group leased motor vehicle under a finance lease. The lease term is 3 years. Interest rate of obligation under a finance lease is fixed at 1.18% per annum (2015: 1.18%). The lease is on a fixed repayment basis and no arrangements have been entered into for contingent rental payments. The Group has options to purchase motor vehicle for a nominal value at the end of the lease terms.

### 21. 無抵押貸款

	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Unsecured loan	-	87,000

於二零一五年十二月三十一日，無抵押貸款為無抵押、按年利率8%計息及須自提取日期起第24個月償還。

無抵押貸款含按要求償還條款，及因此於報告期末分類為流動負債。

### 22. 來自一名董事之貸款

於二零一六年十一月三十日，本公司董事兼股東蒙先生（作為貸方）與本集團（作為借方）訂立貸款協議，據此，蒙先生同意向本集團授出為數10,000,000港元之貸款。有關貸款為不計息且須按要求償還。於截至二零一六年十二月三十一日止年度，本集團提取為數10,000,000港元之貸款。貸款構成本公司之關連交易，根據上市規則全面豁免股東批准、年度審閱及所有披露規定。

來自一名董事之貸款為無抵押、免息且須按要求償還。

### 23. 融資租賃承擔

本集團根據融資租賃租賃汽車。租期為三年。融資租賃承擔之利率為每年1.18%（二零一五年：1.18%）。租賃以固定償還方式訂立，並無就或然租金付款訂立任何安排。本集團有權於租期末按名義值購買汽車。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 23. OBLIGATION UNDER A FINANCE LEASE (CONTINUED)

### 23. 融資租賃承擔 (續)

		Minimum lease payments 最低租賃付款		Present value of minimum lease payments 最低租賃付款之現值	
		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Amounts payable under a finance lease:	融資租賃項下之應付款項：				
Within one year	一年內	333	333	323	313
In the second to fifth years	第二至第五年	194	527	192	515
		527	860	515	828
Less: Future finance charges	減：未來融資費用	(12)	(32)	-	-
Present value of lease obligations	租賃承擔之現值	515	828	515	828
Less: Amount due for settlement within 12 months (show under current liabilities)	減：須於十二個月內償還之款項 (於流動負債下列示)			(323)	(313)
Amount due for settlement after 12 months (show under non-current liabilities)	須於十二個月後償還之款項 (於非流動負債下列示)			192	515

The Group's obligation under a finance lease is secured by the lessor's charge over the leased asset with the carrying amount of approximately HK\$740,000 (2015: HK\$933,000) (note 15 to the financial statements).

The obligation under a finance lease is denominated in HK\$.

本集團之融資租賃承擔乃以出租人之賬面值為約740,000港元(二零一五年：933,000港元)(見財務報表附註15)之租賃資產抵押作擔保。

融資租賃承擔以港元計值。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

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

#### 24. OTHER FINANCIAL LIABILITY – NON-CONVERTIBLE BOND

On 16 April 2014, the Company issued a non-convertible bond in a principal amount of HK\$10,000,000 (the “Bond”) which is repayable on the date falling 7 years from the date of issue of the Bond (the “Maturity Date”). The Company has an option (the “Prepayment Option”) to repay the outstanding principal amount of the Bond at any time before the Maturity Date, but the bondholder shall not redeem the Bond before the Maturity Date.

The Bond carries interest at the rate of 2% per annum payable annually in arrears on the last day of each year from the date of the Bond, provided that the final repayment of the interest shall be on the Maturity Date. However, for every 10% increase in the net profit in any financial year during the term of the Bond as compared to the immediate previous year, the interest rate shall be increased by 1% for that financial year and with retrospective effect. The following year’s interest rate will be reset at 2% subject to adjustment depending on the net profit. The interest rate during the term shall not be less than 2% per annum and not more than 6% per annum (the “Cap”). Details of the Bond were set out in the Company’s announcement date 16 April 2014.

The Prepayment Option and the Cap are regarded as embedded derivatives in the host contract. The directors of the Company assessed the fair value of the Prepayment Option and the Cap with reference to the valuation performed by RHL Appraisal Limited, a firm of independent qualified professional valuers, which assess the fair value of the Prepayment Option and the Cap using the binomial method and determined that the fair value of the Prepayment Option and the Cap were insignificant on initial recognition and at the end of the reporting period. Accordingly, fair value of the Prepayment Option and the Cap were not recognised in the consolidated financial statements as at 31 December 2016 and 2015.

#### 24. 其他財務負債－不可轉換債券

於二零一四年四月十六日，本公司發行本金額為10,000,000港元之不可轉換債券（「債券」），有關債券須於自其發行日期起計七年之日期（「到期日」）償還。本公司有權（「預付權」）於到期日前任何時間償還債券之未償還本金額，惟債券持有人不得於到期日前贖回債券。

債券按年利率2%計息，須於自債券日期起計每年最後一日支付，惟利息之最終償還日期為到期日。然而，於債券年期內之任何財政年度，純利每較上一年增加10%，該財政年度之利率須增加1%並具追溯效力。下一年之利率將重新設定為2%，惟可根據純利予以調整。於年期內，利率不得低於每年2%及不得高於每年6%（「上限」）。債券之詳情載於本公司日期為二零一四年四月十六日之公告內。

預付權及上限被視為主合約之嵌入式衍生工具。本公司董事參考獨立合資格專業估值師行永利行評值顧問有限公司（其利用二項式法評估預付權及上限之公平值）進行之估值評估預付權及上限之公平值並以為於初步確認時及於報告期末預付權及上限之公平值並不重大。因此，預付權及上限之公平值均無於二零一六年及二零一五年十二月三十一日之綜合財務報表確認。

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

### 24. OTHER FINANCIAL LIABILITY – NON-CONVERTIBLE BOND (CONTINUED)

The Bond recognised in the consolidated statements of financial position of the Group is calculated as follows:

### 24. 其他財務負債－不可轉換債券 (續)

於本集團之綜合財務狀況表確認之債券按以下計算：

		HK\$'000 千港元
At 1 January 2015	於二零一五年一月一日	9,751
Interest expense (note 8)	利息開支 (附註8)	237
Interest paid and payable	已付及應付利息	(200)
At 31 December 2015 and at 1 January 2016	於二零一五年十二月三十一日及於二零一六年一月一日	9,788
Interest expense (note 8)	利息開支 (附註8)	237
Interest paid and payable	已付及應付利息	(200)
<b>At 31 December 2016</b>	<b>於二零一六年十二月三十一日</b>	<b>9,825</b>

The effective interest rate of the Bond is 2.43% per annum.

債券之實際年利率為2.43%。

The Bond is denominated in HK\$.

債券以港元計值。

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### 25. SHARE CAPITAL

### 25. 股本

		2016 二零一六年		2015 二零一五年	
		Number of shares 股份數目	HK\$'000 千港元	Number of shares 股份數目	HK\$'000 千港元
Ordinary shares of HK\$0.01 each (2015: HK\$0.25 each)	每股面值0.01港元之普通股 (二零一五年: 每股面值 0.25港元)				
<b>Authorised:</b>	<b>法定:</b>				
At 1 January	於一月一日	4,000,000,000	1,000,000	4,000,000,000	1,000,000
Share consolidation (Note a(i))	股份合併 (附註a(i))	(3,000,000,000)	-	-	-
Capital reduction (Note a(ii))	股本削減 (附註a(ii))	-	(990,000)	-	-
Share sub-division (Note a(iii))	股份拆細 (附註a(iii))	99,000,000,000	990,000	-	-
At 31 December	於十二月三十一日	100,000,000,000	1,000,000	4,000,000,000	1,000,000

		2016 二零一六年		2015 二零一五年	
		Number of shares 股份數目	HK\$'000 千港元	Number of shares 股份數目	HK\$'000 千港元
<b>Issued and fully paid:</b>	<b>已發行及繳足:</b>				
At 1 January	於一月一日	1,402,823,700	350,706	311,738,600	77,935
Share consolidation (Note a(i))	股份合併 (附註a(i))	(1,052,117,775)	-	-	-
Capital reduction (Note a(ii))	股本削減 (附註a(ii))	-	(347,199)	-	-
Placement of new shares (Note b)	配售新股份 (附註b)	70,128,000	701	-	-
Issue of new shares by subscription (Note c)	透過認購事項發行新股份 (附註c)	279,500,000	2,795	-	-
Issue of new shares upon open offer (Note d)	公開發售後發行新股份 (附註d)	-	-	1,091,085,100	272,771
		700,333,925	7,003	1,402,823,700	350,706

Notes:

- (a) At an extraordinary general meeting of the Company held on 23 November 2015, a special resolution was passed to approve the following changes to the capital of the Company (the "Capital Reorganisation"):

附註:

- (a) 於二零一五年十一月二十三日舉行之本公司股東特別大會上，通過特別決議案批准本公司以下股本變動（「資本重組」）：

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 25. SHARE CAPITAL (CONTINUED)

Notes: (Continued)

(a) (Continued)

- (i) Share consolidation: every four existing issued and unissued shares of par value of HK\$0.25 each be consolidated into one consolidated share of HK\$1.00 each of the Company (the "Consolidated Share");
- (ii) Capital reduction: the par value of each of the issued Consolidated Shares be reduced from HK\$1.00 to HK\$0.01 by the cancellation of the paid-up capital of the Company to the extent of HK\$0.99 on each of the issued Consolidated Shares and the credit arising from the reduction of issued share capital of the Company be credited to the contributed surplus of the Company; and
- (iii) Share sub-division: the authorised but unissued Consolidated Shares of par value of HK\$1.00 each be sub-divided into 100 new shares of par value of HK\$0.01 each.

The Capital Reorganisation was effected on 12 January 2016.

- (b) On 17 March 2016, the Company allotted and issued an aggregate 70,128,000 new shares of HK\$0.01 each at a price of HK\$0.40 per share. The net proceeds of approximately HK\$26,840,000 were intended to be used for investment of the financial instruments available in Hong Kong financial markets.
- (c) On 21 June 2016, the Company allotted and issued 84,000,000 new shares of the Company of HK\$0.01 each at a subscription price of HK\$0.42 per subscription share to a share subscriber. The net proceeds of approximately HK\$35,240,000 were intended to be used for future investments when such investments opportunities arise.

On 19 December 2016, the Company allotted and issued 195,500,000 new shares of the Company of HK\$0.01 each at a subscription price of HK\$0.45 per subscription share to a share subscriber. The net proceeds of approximately HK\$87,515,000 were intended to be used for investment of the financial instruments available in Hong Kong financial market.

### 25. 股本 (續)

附註：(續)

(a) (續)

- (i) 股份合併：每四股每股面值為0.25港元之現有已發行及未發行股份合併為本公司一股面值為1.00港元之合併股份（「合併股份」）；
- (ii) 股本削減：透過註銷本公司每股已發行合併股份之繳足股本0.99港元，將本公司每股已發行合併股份的面值由1.00港元削減至0.01港元，而削減本公司已發行股本之進賬撥入本公司之實繳盈餘賬；及
- (iii) 股份拆細：每股面值1.00港元之法定但未發行合併股份拆細為100股每股面值0.01港元之新股。

資本重組於二零一六年一月十二日生效。

- (b) 於二零一六年三月十七日，本公司按每股0.40港元之價格配發及發行70,128,000股每股面值0.01港元之新股份。所得款項淨額約26,840,000港元已用作對香港金融市場可供使用金融工具的投資。
- (c) 於二零一六年六月二十一日，本公司按認購價每股認購股份0.42港元向一名股份認購人配發及發行本公司84,000,000股每股面值0.01港元之新股份。所得款項淨額約35,240,000港元擬定用作日後於投資機會出現時進行投資。

於二零一六年十二月十九日，本公司按認購價每股認購股份0.45港元向一名股份認購人配發及發行本公司195,500,000股每股面值0.01港元之新股份。所得款項淨額約87,515,000港元擬定用作對香港金融市場可供使用金融工具的投資。

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

### 25. SHARE CAPITAL (CONTINUED)

Notes: (Continued)

- (d) On 14 January 2015, the Company allotted and issued 155,869,300 offer shares of the Company of HK\$0.25 each at a subscription price of HK\$0.45 per offer share on the basis of one offer share for every two existing shares held on 15 December 2014 by way of open offer (the "Second Open Offer"). The net proceeds of approximately HK\$67,524,000 were reserved to be used for future investment activities and/or general working capital of the Group.

On 25 August 2015, the Company allotted and issued 935,215,800 offer shares of the Company of HK\$0.25 each at a subscription price of HK\$0.30 per offer share on the basis of one offer share for every two existing shares held on 31 July 2015 by way of open offer. The net proceeds of approximately HK\$271,994,000 were intended to be used for future investment activities when such investment opportunities arise.

On 10 November 2015, the Company announced that the net proceed of approximately HK\$72 million raised from the Second Open Offer was changed intention from investment of the financial instruments available in the PRC financial markets to investment of financial instrument available in local or international financial markets. Details of change in use of proceeds are set out in the Company's announcement dated 10 November 2015.

### 26. NET ASSET VALUE PER SHARE

The calculation of net asset value per share is based on net assets of the Group at 31 December 2016 of HK\$491,204,000 (2015: HK\$491,258,000) and 700,333,925 ordinary shares (2015: 1,402,823,720 ordinary shares (without adjusting the effect of Capital Reorganisation and issue of new shares as described in note 25 to the financial statements) in issue.

### 25. 股本 (續)

附註：(續)

- (d) 於二零一五年一月十四日，本公司通過公開發售按認購價每股發售股份0.45港元配發及發行本公司155,869,300股每股面值0.25港元之發售股份，基準為於二零一四年十二月十五日每持有兩股現有股份獲發一股發售股份（「第二次公開發售」）。所得款項淨額約67,524,000港元保留用作本集團的日後投資活動及/或一般營運資金。

於二零一五年八月二十五日，本公司通過公開發售按認購價每股發售股份0.30港元配發及發行本公司935,215,800股每股面值0.25港元之發售股份，基準為於二零一五年七月三十一日每持有兩股現有股份獲發一股發售股份。所得款項淨額約271,994,000港元擬定用作日後於投資機會出現時進行投資活動。

於二零一五年十一月十日，本公司宣佈第二次公開發售所籌集所得款項淨額約72,000,000港元之擬定用途由投資於中國金融市場之金融工具改為投資於本地或國際金融市場之金融工具。所得款項用途變動詳情載於本公司日期為二零一五年十一月十日之公告。

### 26. 每股資產淨值

每股資產淨值乃根據本集團於二零一六年十二月三十一日之資產淨值491,204,000港元（二零一五年：491,258,000港元）及700,333,925股已發行普通股（二零一五年：1,402,823,720股普通股（未經調整財務報表附註25所述資本重組及發行新股之影響））計算。

### 27. SHARE OPTION SCHEME

The Company has adopted a share option scheme on 12 January 2009 (with supplementary amendment on 30 June 2010) (the "Scheme"). Under the Scheme, the directors of the Company may, at their absolute discretion, make an offer to any participant to take up the options. An offer is deemed to have been accepted by the grantee upon the duplicate of the offer letter comprising acceptance of the offer being duly signed by the grantee and paying HK\$1 by way of consideration for the grant thereof.

The subscription price for shares in the Company under the Scheme shall be no less than the highest of (i) the closing price of the shares of the Company as stated in the daily quotations sheets of the Stock Exchange on the date on which an option is granted, (ii) the average closing prices of the shares of the Company as stated in the daily quotations sheets of the Stock Exchange for the five business days immediately preceding the date on which an option is granted and (iii) the nominal value of a share of the Company on the date on which an option is granted.

The total number of shares of the Company which may be issued upon exercise of all options to be granted under the Scheme and any other share option schemes of the Company shall not in aggregate exceed 144,000,000 shares of the Company, being 10% of the total number of shares of the Company in issue as at the date of approval of the Scheme. An option may be exercised during a period to be notified by the directors of the Company but may not be exercised after the expiry of 10 years after the date of grant of the option.

The maximum entitlement for any one participant is that the total number of shares issued and to be issued upon exercise of the options granted and to be granted to each participant under the Scheme in any 12-month period must not exceed 1% of the total number of shares in issue of the Company. Any further grant of options in excess of the 1% limit shall be subject to shareholders' approval in general meeting with such participant and his associates abstaining from voting. The Scheme will remain in force for a period of 10 years from 12 January 2009.

### 27. 購股權計劃

本公司已於二零零九年一月十二日採納一項購股權計劃（於二零一零年六月三十日補充修訂）（「計劃」）。根據計劃，本公司董事可全權酌情提議任何參與人接納購股權。於接獲由承授人正式簽署之接納邀請函件副本，以及就有關授出購股權支付1港元代價後，購股權建議將會視作已被接納。

根據計劃，本公司股份之認購價不可低於以下各項之最高者：(i)於購股權授出日期聯交所之日報表所列本公司股份之收市價；(ii)緊接購股權授出日期前五個營業日聯交所之日報表所列本公司股份之平均收市價；及(iii)本公司股份於購股權授出日期之面值。

根據計劃及本公司任何其他購股權計劃所授全部購股權獲行使而可發行本公司之股份總數，合共不可超過144,000,000股本公司之股份，即於批准計劃日期本公司已發行股份總數之10%。購股權可於本公司董事通知之期間內行使，惟不可於購股權授出日期起計十年屆滿後行使。

於任何十二個月期間行使根據計劃已授出及將授出購股權而已發行及將發行予任何一名參與人之最高股份總數，不得超過本公司已發行股份總數之1%。任何進一步授予超過1%上限之購股權必須於股東大會上獲股東批准，而該名參與人及其聯繫人士須放棄投票。計劃將由二零零九年一月十二日起計十年期間內有效。



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#### 27. SHARE OPTION SCHEME (CONTINUED)

All share-based compensation are to be settled in equity. The Group has no legal or constructive obligation to repurchase or settle the options other than by issuing the Company's ordinary shares. The share options do not confer rights on the holders to dividends or to vote at shareholders' meetings. The share options under the Scheme have no vesting period.

On 15 April 2011, the Company granted 144,000,000 share options to its directors, employees and other grantees at an exercise price of HK\$0.27 per share. The share options granted will be exercisable from 15 April 2011 to 14 April 2021 (both dates inclusive). Particulars of the share options granted under the Scheme were set forth in the announcement and the circular of the Company dated 15 April 2011 and 30 May 2011 respectively.

At the end of the reporting period, the number of shares in respect of which may be issued upon exercise of share options granted and remain outstanding under the Scheme was 900,408 (2015: 3,601,630), representing 0.13% (2015: 0.26%) of the shares of the Company in issue at that date. During the year ended 31 December 2016 and 2015, no share option was granted, exercised, lapsed or cancelled under the Scheme.

#### 27. 購股權計劃 (續)

所有股份支付補償將以權益支付。除透過發行本公司普通股外，本集團並無法律或推定責任購回或支付購股權。購股權並不授予持有人收取股息或於股東大會上投票的權力。根據計劃，購股權並無歸屬期。

於二零一一年四月十五日，本公司向其董事、僱員及其他承授人授出144,000,000份購股權，行使價為每股0.27港元。所授購股權可於二零一一年四月十五日至二零一一年四月十四日（包括首尾兩日）期間內行使。有關根據計劃授出之購股權詳情已載於本公司日期分別為二零一一年四月十五日及二零一一年五月三十日之公告及通函內。

於報告期末，行使根據計劃已授出但尚未行使之購股權時就此可能發行之股份數目為900,408股（二零一五年：3,601,630股），佔本公司於該日已發行股本之0.13%（二零一五年：0.26%）。截至二零一六年及二零一五年十二月三十一日止年度，計劃項下概無購股權獲授出、行使、失效或註銷。

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### 27. SHARE OPTION SCHEME (CONTINUED)

Movements in share options at the end of the reporting period are as follows:

		Number of share option		Weighted average exercise price	
		購股權數目		加權平均行使價	
		2016	2015	2016	2015
		二零一六年	二零一五年	二零一六年	二零一五年
				HK\$	HK\$
				港元	港元
Outstanding at 1 January	於一月一日尚未行使	3,601,630	3,250,000	2.437	2.700
Adjustment for open offer (Note a)	就公開發售調整(附註a)	-	351,630		
Adjustment for Capital Reorganisation (Note b)	就資本重組調整(附註b)	(2,701,222)	-		
Outstanding at 31 December	於十二月三十一日尚未行使	900,408	3,601,630	9.748	2.437
Exercisable at 31 December	於十二月三十一日可予行使	900,408	3,601,630	9.748	2.437

Notes:

- (a) Upon the completion of open offer on 9 January 2015 and on 24 August 2015, the exercise price and the number of share options outstanding were adjusted in accordance with the rules of the Scheme and the Listing Rules.
- (b) Upon the completion of Capital Reorganisation on 12 January 2016, the exercise price and the number of share options outstanding were adjusted in accordance with the rules of the Scheme and the Listing Rules.

### 27. 購股權計劃(續)

於報告期末，購股權之變動如下：

		Number of share option		Weighted average exercise price	
		購股權數目		加權平均行使價	
		2016	2015	2016	2015
		二零一六年	二零一五年	二零一六年	二零一五年
				HK\$	HK\$
				港元	港元
Outstanding at 1 January	於一月一日尚未行使	3,601,630	3,250,000	2.437	2.700
Adjustment for open offer (Note a)	就公開發售調整(附註a)	-	351,630		
Adjustment for Capital Reorganisation (Note b)	就資本重組調整(附註b)	(2,701,222)	-		
Outstanding at 31 December	於十二月三十一日尚未行使	900,408	3,601,630	9.748	2.437
Exercisable at 31 December	於十二月三十一日可予行使	900,408	3,601,630	9.748	2.437

附註：

- (a) 公開發售於二零一五年一月九日及二零一五年八月二十四日完成後，尚未行使購股權之行使價及數目已根據計劃之規則及上市規則調整。
- (b) 資本重組於二零一六年一月十二日完成後，尚未行使購股權之行使價及數目已根據計劃之規則及上市規則調整。

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### 28. STATEMENT OF FINANCIAL POSITION AND MOVEMENT OF RESERVE OF THE COMPANY

### 28. 本公司之財務狀況表及儲備變動

#### (a) Statement of financial position of the Company

#### (a) 本公司之財務狀況表

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
<b>ASSETS AND LIABILITIES</b>	<b>資產及負債</b>		
<b>Non-current assets</b>	<b>非流動資產</b>		
Property, plant and equipment	物業、廠房及設備	430	566
Intangible asset	無形資產	1,215	-
Available-for-sale financial assets	可供出售財務資產	557	557
Interests in subsidiaries	於附屬公司之權益	10	10
		<b>2,212</b>	1,133
<b>Current assets</b>	<b>流動資產</b>		
Prepayments	預付款項	56	332
Other receivables	其他應收賬款	12	12
Deposits paid	已付按金	37	10
Amounts due from subsidiaries	應收附屬公司款項	503,263	554,182
Cash and cash equivalents	現金及現金等值項目	4,332	20,527
		<b>507,700</b>	575,063
<b>Current liabilities</b>	<b>流動負債</b>		
Accruals and other payables	應計賬款及其他應付賬款	773	2,177
Unsecured loan	無抵押貸款	-	87,000
Loan from a director	來自一名董事之貸款	10,000	-
		<b>10,773</b>	89,177
<b>Net current assets</b>	<b>流動資產淨值</b>	<b>496,927</b>	485,886

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 28. STATEMENT OF FINANCIAL POSITION AND MOVEMENT OF RESERVE OF THE COMPANY (CONTINUED)

### 28. 本公司之財務狀況表及儲備變動 (續)

#### (a) Statement of financial position of the Company (Continued)

#### (a) 本公司之財務狀況表 (續)

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
<b>Total assets less current liabilities</b>	總資產減流動負債	<b>499,139</b>	487,019
<b>Non-current liability</b>	非流動負債		
Other financial liability – non-convertible bond	其他財務負債 – 不可轉換債券	<b>9,825</b>	9,788
<b>Net assets</b>	資產淨值	<b>489,314</b>	477,231
<b>EQUITY</b>	權益		
<b>Capital and reserves attributable to owners of the Company</b>	本公司擁有人應佔股本及儲備		
Share capital	股本	<b>7,003</b>	350,706
Reserves	儲備	<b>482,311</b>	126,525
<b>Total equity</b>	權益總額	<b>489,314</b>	477,231

On behalf of board of directors:

代表董事會：

**Mung Kin Keung**

蒙建強

Director

董事

**Mung Bun Man, Alan**

蒙品文

Director

董事

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 28. STATEMENT OF FINANCIAL POSITION AND MOVEMENT OF RESERVE OF THE COMPANY (CONTINUED)

#### (b) Movement of reserve of the Company

### 28. 本公司之財務狀況表及儲備變動 (續)

#### (b) 本公司之儲備變動

		Share premium	Contribution surplus	Share option reserve	Capital contribution reserve	Accumulated losses	Total
		股份溢價	實繳盈餘	購股權儲備	注資儲備	累計虧損	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
			(Note a) (附註a)	(Note b) (附註b)	(Note c) (附註c)		
At 1 January 2015	於二零一五年一月一日	232,502	-	2,665	45,330	(209,842)	70,655
Loss and total comprehensive loss for the year	年度虧損及全面虧損總額	-	-	-	-	(10,877)	(10,877)
Issues of new shares upon completion of open offer	公開發售完成時發行新股份	77,935	-	-	-	-	77,935
Share issuing expenses	股份發行開支	(11,188)	-	-	-	-	(11,188)
Share premium reduction	股份溢價削減	(299,249)	299,249	-	-	-	-
At 31 December 2015 and at 1 January 2016	於二零一五年十二月三十一日 及於二零一六年一月一日	-	299,249	2,665	45,330	(220,719)	126,525
Loss and total comprehensive loss for the year	年度虧損及全面虧損總額	-	-	-	-	(137,512)	(137,512)
Capital reduction	股本削減	-	347,199	-	-	-	347,199
Placement of new shares	配售新股份	27,350	-	-	-	-	27,350
Issue of new shares by subscription	透過認購事項發行新股份	120,460	-	-	-	-	120,460
Share issuing expenses	股份發行開支	(1,711)	-	-	-	-	(1,711)
<b>At 31 December 2016</b>	<b>於二零一六年十二月三十一日</b>	<b>146,099</b>	<b>646,448</b>	<b>2,665</b>	<b>45,330</b>	<b>(358,231)</b>	<b>482,311</b>

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 28. STATEMENT OF FINANCIAL POSITION AND MOVEMENT OF RESERVE OF THE COMPANY (CONTINUED)

#### (b) Movement of reserve of the Company (Continued)

Notes:

- (a) The contribution surplus of the Company brought forward represents the amount transferred from the share premium due to the share premium reduction effective on 23 November 2015 and various capital reduction subsequently. Under the Company Act 1981 of Bermuda (as amended), the contribution surplus is available for distribution. However, the Company cannot make a distribution out of the contribution surplus if: (i) it is, or would after the payment be, unable to pay its liabilities as they become due; or (ii) the realisable value of its assets would thereby be less than its liabilities.
- (b) Share option reserve represents the fair value of services estimated to be received in exchange for the grant of the relevant share option over the relevant vesting periods, the total of which is based on the fair value of the share option at grant date. The amount for each period is determined by spreading the fair value of the share option over the relevant vesting period (if any) and is recognised as staff costs and related expenses with a corresponding increase in the share option reserve.
- (c) Capital contribution reserve represents Mr. Mung, a substantial shareholder of the Company, had compensated the Company from suffering loss of deposits paid for investments in prior years, and fulfilled his responsibility as a personal guarantee and settled all outstanding balance of deposits paid for investment.

### 28. 本公司之財務狀況表及儲備變動 (續)

#### (b) 本公司之儲備變動 (續)

附註：

- (a) 本公司之承前實繳盈餘指因股份溢價減少於二零一五年十一月二十三日生效而轉撥自股份溢價之款項。根據百慕達一九八一年公司法(經修訂)·實繳盈餘可供分派。然而·本公司不得在下列情況下將實繳盈餘作出分派：(i)現時或派付後未能償還到期負債；或(ii)其資產之變現價值會少於其負債。
- (b) 購股權儲備相當於授出相關購股權後估計可於相關歸屬期間內換得之服務之公平值·其總數乃以授出當日有關購股權之公平值為計算基準。每段期間之金額·則是將有關購股權之公平值於相關歸屬期間(尚有)內攤分計算·並作為員工開支及相關支出確認·並相應提高購股權儲備。
- (c) 注資儲備指本公司主要股東蒙先生於過往年度就投資之已付按金產生之虧損已對本公司作出補償·並就投資之已付按金履行其作為個人擔保之責任及支付所有未償還結餘。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 29. DISPOSAL OF SUBSIDIARIES

For the year ended 31 December 2015

#### Disposal of Billion City Investment Limited (“Billion City”)

On 23 April 2015, the Group had completed to dispose the entire equity interest in Billion City and a shareholder’s loan of approximately HK\$14,981,000 at a total consideration of HK\$30,000,000. The net liabilities of Billion City, at the date of disposal were as follows:

Consideration transferred:

		HK\$'000 千港元
Cash received	已收現金	30,000

Analysis of assets and liabilities over which control was lost:

		HK\$'000 千港元
Net liabilities disposed of:	已出售之負債淨額：	
Available-for-sale financial assets	可供出售財務資產	8,093
Cash and cash equivalents	現金及現金等值項目	14
Shareholder’s loan	股東貸款	(14,981)
Net liabilities disposed of	已出售之負債淨額	(6,874)

### 29. 出售附屬公司

截至二零一五年十二月三十一日止年度

#### 出售兆都投資有限公司（「兆都」）

於二零一五年四月二十三日，本集團已完成出售兆都之全部股權及股東貸款約14,981,000港元，總代價為30,000,000港元。兆都於出售日期之負債淨額如下：

已轉讓代價：

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 29. DISPOSAL OF SUBSIDIARIES (CONTINUED)

For the year ended 31 December 2015  
(Continued)

#### Disposal of Billion City (Continued)

Gain on disposal of a subsidiary:

		HK\$'000 千港元
Consideration received	已收代價	30,000
Net liabilities disposed of	已出售之負債淨額	6,874
Shareholder's loan assigned to the purchaser	轉讓予買方之股東貸款	(14,981)
Gain on disposal of a subsidiary	出售附屬公司之收益	21,893

Net cash inflow arising on disposal:

		HK\$'000 千港元
Cash consideration received	已收現金代價	30,000
Less: Cash and bank balances disposed of	減：已出售之現金及銀行結餘	(14)
Net cash inflow	現金流入淨額	29,986

### 29. 出售附屬公司 (續)

截至二零一五年十二月三十一日止年  
度 (續)

#### 出售兆都 (續)

出售附屬公司之收益：

	HK\$'000 千港元
Consideration received	30,000
Net liabilities disposed of	6,874
Shareholder's loan assigned to the purchaser	(14,981)
Gain on disposal of a subsidiary	21,893

出售產生之現金流入淨額：

	HK\$'000 千港元
Cash consideration received	30,000
Less: Cash and bank balances disposed of	(14)
Net cash inflow	29,986



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 29. DISPOSAL OF SUBSIDIARIES (CONTINUED)

For the year ended 31 December 2015  
(Continued)

#### Disposal of Ocean Power Limited ("Ocean Power")

On 29 June 2015, the Group had completed to dispose the entire equity interest in Ocean Power and its subsidiary and a shareholder's loan of approximately HK\$5,378,000 at a total consideration of HK\$3,000,000. The net liabilities of Ocean Power, at the date of disposal were as follows:

Consideration transferred:

		HK\$'000 千港元
Cash received	已收現金	3,000

Analysis of assets and liabilities over which control was lost:

		HK\$'000 千港元
Net liabilities disposed of:	已出售之負債淨額：	
Available-for-sale financial assets	可供出售財務資產	3,226
Prepayment and other receivables	預付款項及其他應收賬款	1,076
Cash and cash equivalents	現金及現金等值項目	29
Other payables	其他應付賬款	(235)
Shareholder's loan	股東貸款	(5,378)
Net liabilities disposed of	已出售之負債淨額	(1,282)

### 29. 出售附屬公司 (續)

截至二零一五年十二月三十一日止年度 (續)

#### 出售海譽有限公司 (「海譽」)

於二零一五年六月二十九日，本集團已完成出售海譽及其附屬公司之全部股權及股東貸款約5,378,000港元，總代價為3,000,000港元。海譽於出售日期之負債淨額如下：

已轉讓代價：

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 29. DISPOSAL OF SUBSIDIARIES (CONTINUED)

For the year ended 31 December 2015  
(Continued)

#### Disposal of Ocean Power (Continued)

Loss on disposal of subsidiaries:

		HK\$'000 千港元
Consideration received	已收代價	3,000
Net liabilities disposed of	已出售之負債淨額	1,282
Release of exchange reserve upon disposal of subsidiaries	出售附屬公司時解除匯兌儲備	22
Shareholder's loan assigned to the purchaser	轉讓予買方之股東貸款	(5,378)
Loss on disposal of subsidiaries	出售附屬公司之損失	(1,074)

Net cash inflow arising on disposal:

		HK\$'000 千港元
Cash consideration received	已收現金代價	3,000
Less: Cash and bank balances disposed	減：已出售之現金及銀行結餘	(29)
Net cash inflow	現金流入淨額	2,971

### 29. 出售附屬公司 (續)

截至二零一五年十二月三十一日止年度 (續)

#### 出售海譽 (續)

出售附屬公司之損失：

		HK\$'000 千港元
Consideration received	已收代價	3,000
Net liabilities disposed of	已出售之負債淨額	1,282
Release of exchange reserve upon disposal of subsidiaries	出售附屬公司時解除匯兌儲備	22
Shareholder's loan assigned to the purchaser	轉讓予買方之股東貸款	(5,378)
Loss on disposal of subsidiaries	出售附屬公司之損失	(1,074)

出售產生之現金流入淨額：

		HK\$'000 千港元
Cash consideration received	已收現金代價	3,000
Less: Cash and bank balances disposed	減：已出售之現金及銀行結餘	(29)
Net cash inflow	現金流入淨額	2,971

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 29. DISPOSAL OF SUBSIDIARIES (CONTINUED)

For the year ended 31 December 2015  
(Continued)

#### Disposal of Excellent Base Development Limited ("Excellent Base")

On 29 June 2015, the Group had completed to dispose the entire equity interest in Excellent Base and its subsidiary and a shareholder's loan of approximately HK\$3,158,000 at a total consideration of HK\$3,000,000. The net assets of Excellent Base, at the date of disposal were as follows:

Consideration transferred:

		HK\$'000 千港元
Cash received	已收現金	3,000

Analysis of assets and liabilities over which control was lost:

		HK\$'000 千港元
Net liabilities disposed of:	已出售之負債淨額:	
Available-for-sale financial assets	可供出售財務資產	3,224
Prepayment and other receivables	預付款項及其他應收賬款	1,191
Cash and cash equivalents	現金及現金等值項目	27
Other payables	其他應付賬款	(149)
Shareholder's loan	股東貸款	(3,158)
Net assets disposed of	已出售之資產淨值	1,135

### 29. 出售附屬公司 (續)

截至二零一五年十二月三十一日止年  
度 (續)

#### 出售興港發展有限公司 (「興港」)

於二零一五年六月二十九日，本集團已完成出售興港及其附屬公司之全部股權及股東貸款約3,158,000港元，總代價為3,000,000港元。興港於出售日期之資產淨值如下：

已轉讓代價：

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 29. DISPOSAL OF SUBSIDIARIES (CONTINUED)

For the year ended 31 December 2015  
(Continued)

#### Disposal of Excellent Base (Continued)

Loss on disposal of subsidiaries:

		HK\$'000 千港元
Consideration received	已收代價	3,000
Net assets disposed of	已出售之資產淨值	(1,135)
Release of exchange reserve upon disposal of subsidiaries	出售附屬公司時解除匯兌儲備	43
Shareholder loan assigned to the purchaser	轉讓予買方之股東貸款	(3,158)
Loss on disposal of subsidiaries	出售附屬公司之損失	(1,250)

Net cash inflow arising on disposal:

		HK\$'000 千港元
Cash consideration received	已收現金代價	3,000
Less: Cash and bank balances disposed	減：已出售之現金及銀行結餘	(27)
Net cash inflow	現金流入淨額	2,973

### 29. 出售附屬公司 (續)

截至二零一五年十二月三十一日止年度 (續)

#### 出售興港 (續)

出售附屬公司之損失：

		HK\$'000 千港元
Consideration received	已收代價	3,000
Net assets disposed of	已出售之資產淨值	(1,135)
Release of exchange reserve upon disposal of subsidiaries	出售附屬公司時解除匯兌儲備	43
Shareholder loan assigned to the purchaser	轉讓予買方之股東貸款	(3,158)
Loss on disposal of subsidiaries	出售附屬公司之損失	(1,250)

出售產生之現金流入淨額：

		HK\$'000 千港元
Cash consideration received	已收現金代價	3,000
Less: Cash and bank balances disposed	減：已出售之現金及銀行結餘	(27)
Net cash inflow	現金流入淨額	2,973

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

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

#### 30. MATERIAL RELATED PARTY TRANSACTIONS

In addition to the transactions and balances disclosed elsewhere in these financial statements, the Group had the following significant transactions with related parties.

##### (i) Material transactions with related parties

#### 30. 重大關連人士交易

除於此等財務報表其他部份披露之交易及結餘外，本集團與關連人士訂立以下重大交易。

##### (i) 與關連人士之重大交易

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Managerial and administrative service fee paid/payable to related company	已付／應付關聯公司之管理及行政服務費		
	(a)	1,854	305
Management fee income received/receivable from related company	已收／應收關聯公司之管理費收入		
	(b)	127	—

Note:

- (a) The directors of the Company, Mr. Mung Kin Keung and Mr. Mun Bun Man, Alan, have beneficial interests in the related company.

附註：

- (a) 本公司董事蒙建強先生及蒙品文先生於關聯公司擁有實益權益。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 30. MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

#### (ii) Compensation of key management personnel remuneration

Compensation for key management personnel, including amount paid to the Company's directors, chief executive and certain of the highest paid employees, as disclosed in note 11 to the financial statements, is as follow:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Salaries and other allowances	薪金及其他津貼	8,788	7,280
Retirement benefit scheme contributions	退休福利計劃供款	54	103
		<b>8,842</b>	7,383

The remuneration of directors, chief executive and key management personnel is determined by the remuneration committee having regard to the performance of individuals and market trends.

#### (iii) Remuneration paid to close family members of key management personnel is as follow:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Salaries and other allowances	薪金及其他津貼	1,575	325
Retirement benefit scheme contributions	退休福利計劃供款	32	15
		<b>1,607</b>	340

### 30. 重大關連人士交易 (續)

#### (ii) 主要管理人員之酬金補償

主要管理人員之補償，包括已付本公司董事、最高行政人員及若干最高薪酬僱員（如財務報表附註11所披露）之金額如下：

董事、最高行政人員及主要管理人員之薪酬乃由薪酬委員會根據個人表現及市場趨勢而釐定。

#### (iii) 向主要管理人員之近親支付酬金如下：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Salaries and other allowances	薪金及其他津貼	1,575	325
Retirement benefit scheme contributions	退休福利計劃供款	32	15
		<b>1,607</b>	340

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 30. MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

- (iv) Details of the balance with director at the end of the reporting period are set out in note 22 to the financial statements.
- (v) On 30 November 2016, Mr. Mung, a director and shareholder of the Company, as a lender, and the Group, as a borrower, entered into a Loan Agreement pursuant to which Mr. Mung has agreed to grant a Loan to the Group with the amount of HK\$10,000,000. The Loan is non-interest bearing and repayable on demand. During the year ended 31 December 2016, the Group drawn down a Loan with the amount of HK\$10,000,000. The Loan is constituted as a connect transaction of the Company which fully exempted from shareholders' approval, annual review and all disclosure requirements under the Listing Rules.

### 31. MAJOR NON-CASH TRANSACTION

The Group entered into the following major non-cash investing and financing activities which are not reflected in the consolidated statement of cash flows:

During the year ended 31 December 2015, the Group acquired property, plant and equipment with the amount of approximately HK\$965,000 under obligation under a finance lease.

### 30. 重大關連人士交易 (續)

- (iv) 於報告期末與董事之結餘之詳情載於財務報表附註22。
- (v) 於二零一六年十一月三十日，本公司董事兼股東蒙先生（作為貸方）與本集團（作為借方）訂立貸款協議（「貸款協議」），據此，蒙先生同意向本集團授出為數10,000,000港元之貸款（「貸款」）。有關貸款為不計息且須按要求償還。於截至二零一六年十二月三十一日止年度，本集團提取為數10,000,000港元之貸款。貸款構成本公司之關連交易，根據上市規則全面豁免股東批准、年度審閱及所有披露規定。

### 31. 重大非現金交易

本集團訂立下列並無於綜合現金流量表中反映之主要非現金投資及融資活動：

於截至二零一五年十二月三十一日止年度，本集團根據融資租賃承擔收購金額約965,000港元之物業、廠房及設備。

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## 財務報表附註

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### 32. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS

The Group is exposed to a variety of financial risks through its use of financial instruments in its ordinary course of operations and in its investment activities. Financial risks include market risk (including interest rate risk and foreign currency risk), credit risk, other price risk and liquidity risk. The Group's overall risk management focuses on unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. Risk management is carried out by key management under the policies approved by the board of directors. The Group does not have written risk management policies. However, the board of directors meet regularly and co-operate closely with key management to identify and evaluate risks and to formulate strategies to manage financial risks. The Group has not used any derivatives or other instruments for hedging purposes and has not held or issued derivative financial instruments for trading purposes. The most significant risks to which the Group is exposed to are described below.

At the end of the reporting period, the Group's financial instruments mainly consisted of available-for-sale financial assets, financial assets at fair value through profit or loss, deposit paid for investment, deposits paid, other receivables, cash and cash equivalents, accruals and other payables, unsecured loan, obligation under a finance lease, loan from a director and other financial liability – non-convertible bond.

### 32. 財務風險管理及公平值計量

本集團因其日常營運過程中及進行其投資活動時使用財務工具而面臨各種財務風險。財務風險包括市場風險（包括利率風險及外幣風險）、信貸風險、其他價格風險及流動資金風險。本集團之整體風險管理注重金融市場之不可預見性，並尋求將對本集團財務表現之潛在不利影響降至最低。風險管理由主要管理人員根據董事會批准之政策進行。本集團並無書面風險管理政策。然而，董事會定期與主要管理人員召開會議及與彼等密切合作，以識別及評估風險以及制訂管理財務風險之策略。本集團並無使用任何衍生工具或其他工具作對沖用途，及並無持有或發行衍生財務工具作買賣用途。本集團所面對之最主要風險於下文討論。

於報告期末，本集團之財務工具主要包括可供出售財務資產、透過損益賬以公平值列賬之財務資產、投資已付按金、已付按金、其他應收賬款、現金及現金等值項目、應計賬款及其他應付賬款、無抵押貸款、融資租賃承擔、來自一名董事之貸款以及其他財務負債—不可轉換債券。



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 32. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (CONTINUED)

#### 32.1 Categories of financial assets and liabilities

The carrying amounts presented in the Group's consolidated statement of financial position relate to the following categories of financial assets and financial liabilities:

### 32. 財務風險管理及公平值計量 (續)

#### 32.1 財務資產及負債之類別

於本集團之綜合財務狀況表呈列之賬面值與以下財務資產及財務負債類別有關：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
<b>Financial assets</b>	<b>財務資產</b>		
Available-for-sale financial assets	可供出售財務資產	<b>138,627</b>	191,440
Financial assets at fair value through profit or loss classified as held for trading investments	透過損益賬以公平值列賬且 分類為持作買賣投資之 財務資產	<b>393,821</b>	371,075
Loans and receivables	貸款及應收賬款		
– Deposits paid	– 已付按金	<b>37</b>	32
– Deposit paid for investment	– 投資已付按金	<b>904</b>	–
– Other receivables	– 其他應收賬款	<b>36</b>	4,812
– Cash and cash equivalents	– 現金及現金等值項目	<b>7,016</b>	20,882
		<b>540,441</b>	588,241

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 32. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (CONTINUED)

### 32. 財務風險管理及公平值計量 (續)

#### 32.1 Categories of financial assets and liabilities (Continued)

#### 32.1 財務資產及負債之類別 (續)

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
<b>Financial liabilities</b>	<b>財務負債</b>		
Financial liabilities measured at amortised cost	按攤銷成本計量之財務負債		
Accruals and other payables	應計賬款及其他應付賬款	<b>37,115</b>	4,337
Unsecured loan	無抵押貸款	–	87,000
Loan from a director	來自一名董事之貸款	<b>10,000</b>	–
Obligation under a finance lease	融資租賃承擔	<b>515</b>	828
Other financial liability – non-convertible bond	其他財務負債 – 不可轉換債券	<b>9,825</b>	9,788
		<b>57,455</b>	101,953

#### 32.2 Market risk

##### Interest rate risk

Interest rate risk relates to the risk that the fair value or cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Group has interest-bearing assets in relation to cash at banks carried at effective interest rates with reference to the market. The Group's income and operating cash flows are substantially independent of changes in market interest rates. The Group has not used any financial instrument to hedge potential fluctuations in interest rates. The exposure to interest rates risk for the Group's cash at banks is considered minimal. The Group has interest bearing borrowings which is not exposed to changes in market interest rates.

#### 32.2 市場風險

##### 利率風險

利率風險乃與財務工具之公平值或現金流量會因市場利率變動而出現波動之風險有關。

本集團有計息資產，涉及以參考市場之實際利率計息之銀行現金。本集團之收入及營運現金流量大部分獨立於市場利率變動。本集團並未使用任何財務工具對沖潛在利率波動。本集團銀行現金之利率風險被認為輕微。本集團有無面對市場利率變動風險之計息借貸。

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### 32. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (CONTINUED)

#### 32.2 Market risk (Continued)

##### Interest rate risk (Continued)

The Group does not have any exposure to interest rate risk at the end of the reporting period and is not exposed to changes in market interest rates.

The policies to manage interest rate risk have been followed by the Group since prior years and are considered to be effective.

##### Foreign currency risk

The Group operates in Hong Kong and majority of transactions are denominated in HK\$, USD and Renminbi ("RMB"). Foreign exchange risk arises from future commercial transactions, recognised assets and liabilities, which are denominated in a currency that is not the functional currency of the Group.

The Group is not exposed to foreign exchange risk in respect of HK\$ against the USD as long as this currency is pegged.

The transactions and monetary assets denominated in RMB is minimal, the Group considers there is no significant foreign exchange risk in respect of RMB.

The Group currently does not have a foreign currency hedging policy in respect of assets and liabilities denominated in foreign currency. The Group will monitor its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

### 32. 財務風險管理及公平值計量 (續)

#### 32.2 市場風險 (續)

##### 利率風險 (續)

於報告期末，本集團並無面對任何利率風險，亦無面對任何市場利率變動之風險。

本集團自過往年度以來一直遵守管理利率風險之政策，並認為該等政策有效。

##### 外幣風險

本集團於香港營運及大部分交易以港元、美元及人民幣（「人民幣」）計值。外匯風險來自未來商業交易、已確認資產及負債（以並非本集團功能貨幣之貨幣計值）。

本集團並無面臨有關港元兌美元之外匯風險，惟須該貨幣掛鈎。

以人民幣計值之交易及貨幣資產極少，本集團認為並無有關人民幣之重大外匯風險。

本集團目前並未就以外幣計值之資產及負債制定外幣對沖政策。本集團將密切監察其外幣風險，並將於有需要時考慮對沖重大外幣風險。

### 32. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (CONTINUED)

#### 32.2 Market risk (Continued)

##### Other price risk

Other price risk relates to the risk that the fair values or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than changes in interest rates and foreign exchange rates). The Group is exposed to change in market prices of listed equity in respect of its investments in listed equity securities classified as available-for-sale financial assets and financial assets at fair value through profit or loss classified as held for trading investments.

To manage its market price risk arising from these investments, the Group diversifies its portfolio. Diversification of the portfolio is done in accordance with the limits set by the board of directors.

The policies to manage other price risk have been followed by the Group since prior years and are considered to be effective.

##### Sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to equity price risk at the end of the reporting period. For sensitivity analysis purpose, the sensitivity rate is 35% in the current year (2015: 35%) as a result of the volatile financial market.

If equity prices has been 35% (2015: 35%) higher/lower, loss for the year and other comprehensive income for the year ended 31 December 2016 would decrease/increase by approximately HK\$115,094,000 (2015: HK\$108,447,000) and HK\$42,222,000 (2015: HK\$66,809,000) respectively. This is due to the change in fair value of listed equity and debt securities classified as financial assets at fair value through profit or loss and available-for-sale financial assets.

### 32. 財務風險管理及公平值計量 (續)

#### 32.2 市場風險 (續)

##### 其他價格風險

其他價格風險涉及因市場價格(利率及外幣匯率變動除外)變動,導致財務工具之公平值或未來現金流量波動。本集團就其分類為可供出售財務資產之上市股本證券投資及透過損益賬以公平值列賬且分類為持作買賣投資之財務資產,面對上市股本市場價格變動之風險。

為管理該等投資所產生之市價風險,本集團分散其業務組合。分散其業務組合按照董事會所制訂限制進行。

本集團自過往年度以來一直遵守管理其他價格風險之政策,並認為該等政策有效。

##### 敏感度分析

下列敏感度分析根據於報告期末承擔的股價風險而釐定。就敏感度分析而言,由於金融市場波動,敏感度比率於本年度為35%(二零一五年:35%)。

若股票價格已上漲/下跌35%(二零一五年:35%),截至二零一六年十二月三十一日止年度的年內虧損及其他全面收益將分別下跌/上升約115,094,000港元(二零一五年:108,447,000港元)及42,222,000港元(二零一五年:66,809,000港元)。此乃由於分類為透過損益賬以公平值列賬之財務資產及可供出售財務資產之上市股本及債務證券之公平值變動所致。

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### 32. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (CONTINUED)

#### 32.3 Credit risk

The Group's credit risk is primarily attributable to debt and equity investments, other receivables and cash and bank balances. As at 31 December 2016, 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 arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position.

The Group's maximum exposure to credit risk in the event of the counter parties failure to perform their obligations as at the end of the reporting period in relation to each class of recognised financial assets stated in the consolidated statement of financial position, which is net of any allowances for losses.

The Group deposited its cash and cash equivalents with approved and reputable banks. Bankruptcy or insolvency of the banks may cause the Group's right with respect to cash and cash equivalents held to be delayed or limited. Management of the Company monitors the credit rating of these banks on an ongoing basis, and considers that the Group's exposure to credit risk at 31 December 2016 and 31 December 2015 were minimal.

The Group does not have any other significant concentrations of credit risk. The exposures to these credit risks are monitored on an ongoing basis.

### 32. 財務風險管理及公平值計量 (續)

#### 32.3 信貸風險

本集團之信貸風險主要來自債務及股權投資、其他應收賬款以及現金及銀行結餘。於二零一六年十二月三十一日，本集團因交易對手未有履行責任而將對本集團造成財務損失之最大信貸風險，乃來自綜合財務狀況表所列各項已確認財務資產之賬面值。

倘交易對手未能於報告期末履行彼等責任，本集團就各類已確認財務資產須承擔之最大信貸風險，為綜合財務狀況表所示之賬面值（扣除任何虧損準備）。

本集團將其現金及現金等值項目存放於獲認可及信譽良好之銀行。該等銀行破產或無力償債或會導致本集團就所持現金及現金等值項目之權利被延遲或受到限制。本公司管理層會持續監察此等銀行之信貸評級，並認為本集團於二零一六年十二月三十一日及二零一五年十二月三十一日所承受之信貸風險甚微。

本集團並無任何其他重大集中信貸風險。該等信貸風險乃按持續基準監察。

### 32. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (CONTINUED)

#### 32.4 Liquidity risk

Liquidity risk relates to the risk that the Group will not be able to meet its obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group is exposed to liquidity risk in respect of settlement of accruals and other payables, unsecured loan and other financial liability and loan from a director and also in respect of its cash flow management. The Group's objective is to maintain an appropriate level of liquid assets and committed lines of funding to meet its liquidity requirements in the short and longer term.

The Group manages its liquidity needs on a consolidated basis by carefully monitoring the cash inflows and outflows due in day to day business. Liquidity needs are monitored in various time bands, on a day to day and week to week basis, as well as on the basis of a rolling 30 day projection. Long term liquidity needs for a 180-day and 365-day lookout period are identified monthly.

The Group maintains cash and bank balances to meet its liquidity requirements for 30 day periods at a minimum. The Group finances its working capital requirements by the funds generated from operations and capital placement. Based on the assessment of the directors of the Company, liquidity risk encountered by the Group is minimal.

The liquidity policies have been followed by the Group since prior years and are considered to have been effective in managing liquidity risks.

### 32. 財務風險管理及公平值計量 (續)

#### 32.4 流動資金風險

流動資金風險乃與本集團未能按交付現金或其他財務資產方式結算履行財務負債相關責任之風險有關。本集團在清償應計賬款及其他應付賬款、無抵押貸款及其他財務負債、來自一名董事之貸款以及在現金流量管理方面承擔流動資金風險。本集團之目標在於維持流動資產及承諾資金於適當水平，以滿足其短期及長期流動資金需求。

本集團透過謹慎監察日常業務現金流入及流出，以綜合基準管理其流動資金需要。流動資金需求按不同時段監察，包括按日及按星期，以及按30日滾存預測。每月釐定180日及365日監察期，監察長期流動資金需要。

本集團維持現金及銀行結餘以應付其最少30日之流動資金需求。本集團以經營業務及資本配售所產生之資金撥付其營運資金所需。根據本公司董事之評估，本集團所面對之流動資金風險極微。

本集團自過往年度以來一直遵守流動資金政策，並認為該等政策在管理流動資金風險方面行之有效。

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

### 32. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (CONTINUED)

#### 32.4 Liquidity risk (Continued)

Analysed below is the Group's remaining contractual maturities for its non-derivative financial liabilities, which are based on contractual undiscounted cash flows and the earliest date the Group can be required to pay:

At 31 December 2016	於二零一六年十二月三十一日	Within one year or on demand 一年內或應要求 HK\$'000 千港元	Within 2-5 years 二至五年內 HK\$'000 千港元	More than 5 years 超過五年 HK\$'000 千港元	Total contractual undiscounted cash flow 合約未折算現金流量總值 HK\$'000 千港元	Total carrying amount 總賬面值 HK\$'000 千港元
<b>Non-derivative financial liabilities:</b>	<b>非衍生財務負債:</b>					
Accruals and other payables	應計賬款及其他應付賬款	37,115	-	-	37,115	37,115
Obligation under a finance lease	融資租賃承擔	333	194	-	527	515
Loan from a director	來自一名董事之貸款	10,000	-	-	10,000	10,000
Other financial liability - non-convertible bond	其他財務負債 - 不可轉換債券	200	800	10,200	11,200	9,825
		47,648	994	10,200	58,842	57,455

At 31 December 2015	於二零一五年十二月三十一日	Within one year or on demand 一年內或應要求 HK\$'000 千港元	Within 2-5 years 二至五年內 HK\$'000 千港元	More than 5 years 超過五年 HK\$'000 千港元	Total contractual undiscounted cash flow 合約未折算現金流量總值 HK\$'000 千港元	Total carrying amount 總賬面值 HK\$'000 千港元
<b>Non-derivative financial liabilities:</b>	<b>非衍生財務負債:</b>					
Accruals and other payables	應計賬款及其他應付賬款	4,337	-	-	4,337	4,337
Unsecured loan	無抵押貸款	99,375	-	-	99,375	87,000
Obligation under a finance lease	融資租賃承擔	333	527	-	860	828
Other financial liability: - non-convertible bond	其他財務負債 - 不可轉換債券	200	900	10,300	11,400	9,788
		104,245	1,427	10,300	115,972	101,953

### 32. 財務風險管理及公平值計量 (續)

#### 32.4 流動資金風險 (續)

以下分析為本集團之非衍生財務負債之剩餘合約到期情況，其中根據合約未折算現金流量及本集團須支付款項之最早日期：

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### 32. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (CONTINUED)

#### 32.4 Liquidity risk (Continued)

The Group considers expected cash flows from financial assets in assessing and managing liquidity risk, in particular, its cash resources and other liquid assets that readily generate cash. The Group's existing cash resources and other liquid assets significantly exceed the cash outflow requirements.

The table that follows summarises the maturity analysis of unsecured loan with a repayment on demand clause based on agreed scheduled repayments set out in the loan agreements. The amounts include interest payments computed using contractual rates. As a result, these amounts were greater than the amounts disclosed in time band of "within one year or on demand" in the maturity analysis above. The directors of the Company do not consider that it is probable that the Lender will exercise its discretion to demand immediate repayment. The directors of the Company believe that such unsecured loan will be repaid in accordance with the scheduled repayment dates set out in the loan agreements.

### 32. 財務風險管理及公平值計量 (續)

#### 32.4 流動資金風險 (續)

本集團於評估及管理流動資金風險時考慮財務資產之預計現金流量，特別是現金資源及容易產生現金之其他流動資產。本集團之現有現金資源及其他流動資產遠遠超出現金流出的規定。

下表概述根據載於貸款協議之協定還款安排之附有按要求償還條款之無抵押貸款到期情況分析。金額包括使用合約利率計算之利息付款。因此，該等金額大於上文之到期情況分析中「一年內或應要求」時間段所披露之金額。本公司董事並不認為貸方可能將行使其酌情權要求立即還款。本公司董事相信有關無抵押貸款將按貸款協議所載之計劃還款日期償還。

		Within one year or on demand 一年內 或應要求 HK\$'000 千港元	More than 1 year but less than 2 years 超過一年 但少於兩年 HK\$'000 千港元	Total contractual undiscounted cash flow 合約未折算 現金流量總值 HK\$'000 千港元	Carrying amount 賬面值 HK\$'000 千港元
At 31 December 2015	於二零一五年十二月三十一日				
Unsecured loan	無抵押貸款	6,960	92,415	99,375	87,000



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 32. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (CONTINUED)

#### 32.5 Fair value of financial instruments

The fair value of financial assets and financial liabilities are determined as follows:

- the fair value of financial assets and financial liabilities with standard terms and conditions and traded in active markets are determined with reference to quoted market bid prices and ask prices respectively;
- the fair value of derivative instruments are calculated using quoted prices. When such prices are not available, a discounted cash flow analysis is performed using the applicable yield curve for the duration of the instruments for non-optional derivatives, and option pricing models for optional derivatives; and
- the fair value of other financial assets and financial liabilities (excluding those described above) are determined in accordance with generally accepted pricing models based on discounted cash flow analysis.

The directors of the Company consider that the carrying amounts of financial assets and financial liabilities recognised in the financial statements approximate to their fair value.

### 32. 財務風險管理及公平值計量 (續)

#### 32.5 財務工具之公平值

財務資產及財務負債之公平值釐定如下：

- 具有標準條款及條件且在活躍市場交易的財務資產及財務負債之公平值乃分別參考市場買入報價及要價釐定；
- 衍生工具之公平值乃採用報價計算。當有關價格不可用時，則就非期權衍生工具使用該期間適用之收益率曲線，而就期權衍生工具使用期權定價模式進行貼現現金流分析；及
- 其他財務資產及財務負債之公平值（上述者除外）乃根據普遍採用之定價模式依據貼現現金流分析釐定。

本公司董事認為，於財務報表確認之財務資產及財務負債之賬面值與彼等之公平值相若。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 32. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (CONTINUED)

#### 32.5 Fair value of financial instruments (Continued)

The following table presents the fair value of the Group's financial instruments measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13 *Fair Value Measurement*. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date;
- Level 2 valuations: fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are input for which market data are not available; and
- Level 3 valuations: fair value measured using significant unobservable inputs.

### 32. 財務風險管理及公平值計量 (續)

#### 32.5 財務工具之公平值 (續)

下表呈列本集團於報告期末按經常基準計量之財務工具之公平值，其乃按香港財務報告準則第13號公平值計量所界定劃分為三層公平值架構。公平值計量劃分之層次乃使用估值技術參考輸入值之可觀察性及重要性釐定如下：

- 第一層次估值：公平值僅使用第一層輸入值計量，即相同資產或負債於計量日期於活躍市場之未經調整報價；
- 第二層次估值：公平值僅使用第二層輸入值計量，即未符合第一層次的可觀察輸入值且並無使用重大不可觀察輸入值。不可觀察輸入值為於市場數據不可用之輸入值；及
- 第三層次估值：使用重大不可觀察輸入值計量之公平值。

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## 財務報表附註

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

### 32. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (CONTINUED)

### 32. 財務風險管理及公平值計量 (續)

#### 32.5 Fair value of financial instruments (Continued)

#### 32.5 財務工具之公平值 (續)

At 31 December 2016	於二零一六年十二月三十一日	Level 1 第一層次 HK\$'000 千港元	Level 2 第二層次 HK\$'000 千港元	Level 3 第三層次 HK\$'000 千港元	Total 合計 HK\$'000 千港元
<b>Fair value on a recurring basis</b>	<b>按經常基準計量之公平值</b>				
Available-for-sale financial assets – listed equity securities	可供出售財務資產 – 上市股本證券	120,635	–	–	120,635
Financial assets at fair value through profit or loss classified as held for trading investments – listed equity securities	透過損益賬以公平值列賬且 分類為持作買賣投資之 財務資產 – 上市股本證券	393,821	–	–	393,821
		<b>514,456</b>	<b>–</b>	<b>–</b>	<b>514,456</b>

At 31 December 2015	於二零一五年十二月三十一日	Level 1 第一層次 HK\$'000 千港元	Level 2 第二層次 HK\$'000 千港元	Level 3 第三層次 HK\$'000 千港元	Total 合計 HK\$'000 千港元
<b>Fair value on a recurring basis</b>	<b>按經常基準計量之公平值</b>				
Available-for-sale financial assets – listed equity securities	可供出售財務資產 – 上市股本證券	190,883	–	–	190,883
Financial assets at fair value through profit or loss classified as held for trading investments – listed equity securities	透過損益賬以公平值列賬且 分類為持作買賣投資之 財務資產 – 上市股本證券	371,075	–	–	371,075
		<b>561,958</b>	<b>–</b>	<b>–</b>	<b>561,958</b>

During the years ended 31 December 2016 and 31 December 2015, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3.

於截至二零一六年十二月三十一日及二零一五年十二月三十一日止年度，第一層次及第二層次之間並無轉移，或轉入或轉出第三層次。

### 32. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (CONTINUED)

#### 32.5 Fair value of financial instruments (Continued)

The Group's policy is to recognise transfer into and out of fair value hierarchy levels as of the date of the events or change in circumstances that caused the transfer.

The listed equity and debt securities are denominated in HK\$, USD and RMB. Fair value have been determined by reference to their quoted bid prices at the end of the reporting period and have been translated using the spot foreign currency rates at the end of the reporting period where appropriate.

### 33. CAPITAL MANAGEMENT

The Group's capital management objectives are to ensure the Group's ability to continue as a going concern and to provide an adequate return to shareholders.

The Group actively and regularly reviews and manages its capital structure to ensure optimal capital structure and shareholder returns, taking into consideration the future capital requirements of the Group, prevailing and projected capital expenditures and projected strategic investment opportunities. The Group's overall strategy remains unchanged from prior year.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue of new shares or redemption of existing shares or sell assets to reduce debt.

The Group is not subject to externally imposed capital requirements.

### 32. 財務風險管理及公平值計量 (續)

#### 32.5 財務工具之公平值 (續)

本集團之政策為確認截至導致轉撥之事件或情況轉變之公平值層級之轉入或轉出。

上市股本及債務證券乃按港元、美元及人民幣列值。公平值經參考彼等於報告期末之報價釐定，且已使用於報告期末適用之即期外匯匯率換算。

### 33. 資本管理

本集團資本管理之目標為確保本集團繼續有能力以持續基準營運，以及為股東帶來充裕回報。

本集團積極及定期審閱與管理其資本架構，以確保優化資本架構及股東回報，並同時考慮到本集團之未來資本需要、目前及預計資本開支及預計策略投資機會。本集團之整體策略與往年保持不變。

為維持或調整資本架構，本集團可能調整支付予股東之股息金額、向股東退回資本、發行新股或贖回現有股份或出售資產以降低負債。

本集團毋須遵守外部施加之資本規定。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 33. CAPITAL MANAGEMENT (CONTINUED)

The capital structure of the Group consists of net debts (which includes unsecured loan, loan from a director, obligation under a finance lease and other financial liability – non-convertible bond) and equity attributable to owners of the Company (comprising share capital and reserves).

The gearing ratio at the end of the reporting period are as follows:

### 33. 資本管理 (續)

本集團之資本架構由債務淨額（其包括無抵押貸款、來自一名董事之貸款、融資租賃承擔及其他財務負債—不可轉換債券）及本公司擁有人應佔權益（包含股本及儲備）組成。

於報告期末之資產負債比率如下：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Total debts (Note)	債務總額 (附註)	20,340	97,616
Less: Cash and cash equivalents	減：現金及現金等值項目	(7,016)	(20,882)
Net debt/(cash)	債務／(現金)淨額	13,324	76,734
Total equity	權益總額	491,204	491,258
Net debt to equity ratio	債務淨額對權益比率	3%	16%
Total debt to equity ratio	債務總額對權益比率	4%	20%

Note: Total debts comprises unsecured loan, loan from a director, obligation under a finance lease and other financial liability – non-convertible bond.

附註：債務總額包括無抵押貸款、來自一名董事之貸款、融資租賃承擔及其他財務負債—不可轉換債券。

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## 財務報表附註

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

### 34. INVESTMENT

Pursuant to the requirements stipulated in Chapter 21.12 of the Listing Rules, the Group discloses its list of all investments with a value greater than five per cent of the Group's gross assets and at least the ten largest investments at 31 December 2016 and 2015 respectively as follows:

#### At 31 December 2016

### 34. 投資

根據上市規則第21.12章訂明之規定，本集團披露於二零一六年及二零一五年十二月三十一日所有價值超過本集團資產總值5%之投資以及最少10項最大投資之列表如下：

#### 於二零一六年十二月三十一日

Name of equity securities	Nature of business	Percentage of equity interest held	Net assets attributable to the Company	Cost of investment	Market value at 31 December 2016	Dividend received
股本證券名稱	業務性質	所持有股本權益百分比	本公司應佔資產淨值	投資成本	於二零一六年十二月三十一日之市值	已收股息
		%	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
<i>Equity securities in Hong Kong</i> 香港股本證券						
Huayi Tencent Entertainment Company Limited (formerly known as China Jiu hao Health Industry Corporation Limited)* 華誼騰訊娛樂有限公司 (前稱中國9號健康產業有限公司)*	Provision of online and offline healthcare and wellness services and media business 提供線上及線下健康及養生服務以及傳媒業務	1.14	11,444	95,076	72,286	-
Yunfeng Financial Group Limited (formerly known as ReOrient Group Limited) 雲鋒金融集團有限公司 (前稱瑞東集團有限公司)	Provision of securities brokerage, securities underwriting and placements, and consultancy and advisory services 提供證券經紀、證券包銷及配售以及顧問及諮詢服務	0.28	12,444	98,035	37,765	-
Kingston Financial Group Limited 金利豐金融集團有限公司	Provision of securities brokerage, underwriting and placements, margin and initial public offering financing, other financial services, hotel ownership and management, food and beverage, casino and securities investment 提供證券經紀、包銷及配售、保證金及首次公開發售融資、其他金融服務、酒店擁有及管理、食品及飲料、博彩及證券投資	0.07	13,231	36,608	33,500	200

\* Investment was classified as available-for-sale financial assets

\* 該項投資被分類為可供出售財務資產

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## 財務報表附註

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

### 34. INVESTMENT (CONTINUED)

At 31 December 2016 (Continued)

### 34. 投資 (續)

於二零一六年十二月三十一日 (續)

Name of equity securities	Nature of business	Percentage of equity interest held	Net assets attributable to the Company	Cost of investment	Market value at 31 December 2016	Dividend received
股本證券名稱	業務性質	所持有股本權益百分比	本公司應佔資產淨值	投資成本	於二零一六年十二月三十一日之市值	已收股息
		%	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
<i>Equity securities in Hong Kong (Continued)</i> 香港股本證券 (續)						
Standard Chartered PLC 渣打集團有限公司	Business of banking and the provision of other financial services 銀行業務及提供其他金融服務	0.005	18,867	11,503	10,637	-
China State Construction International Holdings Limited 中國建築國際集團有限公司	Construction, project consultancy, supply of heat and electricity, provision of connection service, infrastructure project investment, toll road operation, trading of precast structure, building material and asphalts and facade contracting 建築、項目顧問、供應熱電、提供接駁服務、基建項目投資、經營收費道路、買賣預製件、建築材料及瀝青、外牆工程	0.03	7,701	34,964	15,753	765
Brockman Mining Limited* 布萊克萬礦業有限公司*	Exploration and development of iron ore mining projects in Western Australia; exploitation, processing and production of copper ore concentrates in the PRC 於西澳勘探及開發鐵礦石採礦項目；於中國開採、加工及生產銅精礦	3.22	14,631	44,597	36,192	-

\* Investment was classified as available-for-sale financial assets

\* 該項投資被分類為可供出售財務資產

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## 財務報表附註

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

### 34. INVESTMENT (CONTINUED)

At 31 December 2016 (Continued)

### 34. 投資 (續)

於二零一六年十二月三十一日 (續)

Name of equity securities	Nature of business	Percentage of equity interest held	Net assets attributable to the Company	Cost of investment	Market value at 31 December 2016	Dividend received
股本證券名稱	業務性質	所持有股本權益百分比	本公司應佔資產淨值	投資成本	於二零一六年十二月三十一日之市值	已收股息
		%	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
<i>Equity securities in Hong Kong (Continued)</i> 香港股本證券 (續)						
Frontier Services Group Limited 先豐服務集團有限公司	Provision of aviation and logistics services and the provision of online financial market information 提供航空和物流服務以及提供線上金融市場資訊	2.00	7,979	24,462	25,671	-
China Information Technology Development Limited 中國信息科技發展有限公司	Development and sale of computer software and hardware and the provision of system integration and related support services in the PRC 電腦軟件開發和銷售，及於中國提供系統集成和相關支援服務	3.33	19,454	26,435	26,978	-
NetMind Financial Holdings Limited 網智金控集團有限公司	Acquisition, exploration, development and mining of copper and other mineral resources minerals; property investment and investments in financial instruments 收購、勘探、開發和開採銅及其他礦物資源礦產；物業投資和金融工具投資	1.29	97,240	27,030	30,000	-
Tai United Holdings Limited (formerly known as Bestway International Holdings Limited) 太和控股有限公司 (前稱百威國際控股有限公司)	Investment holding, asset management, and others 投資控股、資產管理及其他	1.39	10,443	68,634	78,877	-
				<b>467,344</b>	<b>367,659</b>	



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## 財務報表附註

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

### 34. INVESTMENT (CONTINUED)

At 31 December 2015

### 34. 投資 (續)

於二零一五年十二月三十一日

Name of equity securities	Nature of business	Percentage of equity interest held	Net assets attributable to the Company	Cost of investment	Market value at 31 December 2015	Dividend received
股本證券名稱	業務性質	所持有股本權益百分比	本公司應佔資產淨值	投資成本	於二零一五年十二月三十一日之市值	已收股息
		%	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
<i>Equity securities in Hong Kong</i> 香港股本證券						
Huayi Tencent Entertainment Company Limited (formerly known as China Jiu hao Health Industry Corporation Limited)* 華誼騰訊娛樂有限公司 (前稱中國9號健康產業有限公司)*	Provision of online and offline healthcare and wellness services and media business 提供線上及線下健康及養生服務以及傳媒業務	2.34	13,554	97,000	163,937	5,330
Huanxi Media Group Limited 歡喜傳媒集團有限公司	Media and entertainment businesses, provision of agency and related services, securities trading and investments and advertising agency business 傳媒及娛樂業務、提供代理及相關服務、證券買賣及投資以及廣告代理業務	1.21	11,980	77,288	68,040	-
Yunfeng Financial Group Limited (formerly known as ReOrient Group Limited) 雲鋒金融集團有限公司 (前稱瑞東集團有限公司)	Provision of securities brokerage, securities underwriting and placements, and consultancy and advisory services 提供證券經紀、證券包銷及配售以及顧問及諮詢服務	0.28	13,329	98,035	66,851	-

\* Investment was classified as available-for-sale financial assets

\* 該項投資被分類為可供出售財務資產

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### 34. INVESTMENT (CONTINUED)

At 31 December 2015 (Continued)

### 34. 投資 (續)

於二零一五年十二月三十一日 (續)

Name of equity securities	Nature of business	Percentage of equity interest held	Net assets attributable to the Company	Cost of investment	Market value at 31 December 2015	Dividend received
股本證券名稱	業務性質	所持有股本權益百分比	本公司應估資產淨值	投資成本	於二零一五年十二月三十一日之市值	已收股息
		%	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
<i>Equity securities in Hong Kong (Continued)</i>						
<i>香港股本證券 (續)</i>						
Kingston Financial Group Limited	Provision of securities brokerage, underwriting and placements, margin and initial public offering financing, other financial services, hotel ownership and management, food and beverage, casino and securities investment	0.07	12,769	36,608	32,900	-
金利豐金融集團有限公司	提供證券經紀、包銷及配售、保證金及首次公開發售融資、其他金融服務、酒店擁有及管理、食品及飲料、博彩及證券投資					
Standard Chartered PLC	Business of banking and the provision of other financial services	0.01	37,589	24,187	22,625	-
渣打集團有限公司	銀行業務及提供其他金融服務					
Hsin Chong Construction Group Ltd.*	Building construction, civil engineering, electrical and mechanical installation, interiors and special projects, property development and investment, and provision of property and facility management services	0.35	48,612	18,019	13,860	576
新昌營造集團有限公司	樓宇建造、土木工程、機電工程安裝、室內裝飾及特殊項目、物業發展及投資及提供物業及設施管理服務					

\* Investment was classified as available-for-sale financial assets

\* 該項投資被分類為可供出售財務資產

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 34. INVESTMENT (CONTINUED)

At 31 December 2015 (Continued)

### 34. 投資 (續)

於二零一五年十二月三十一日 (續)

Name of equity securities	Nature of business	Percentage of equity interest held	Net assets attributable to the Company	Cost of investment	Market value at 31 December 2015	Dividend received
股本證券名稱	業務性質	所持有股本權益百分比	本公司應佔資產淨值	投資成本	於二零一五年十二月三十一日之市值	已收股息
		%	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
<i>Equity securities in Hong Kong (Continued)</i> 香港股本證券 (續)						
China State Construction International Holdings Limited	Construction, project consultancy, supply of heat and electricity, provision of connection service, infrastructure project investment, toll road operation, trading of precast structure, building material and asphalts and facade contracting	0.02	4,229	8,643	9,072	139
中國建築國際集團有限公司	建築、項目顧問、供應熱電、提供接駁服務、基建項目投資、經營收費道路、買賣預製件、建築材料及瀝青、外牆工程					
Tracker Fund of Hong Kong 盈富基金	N/A 不適用	0.01	N/A 不適用	17,791	8,155	232
Brockman Mining Limited*	Exploration and development of iron ore mining projects in Western Australia; exploitation, processing and production of copper ore concentrates in the PRC	0.60	4,353	17,056	6,950	-
布萊克萬礦業有限公司*	於西澳勘探及開發鐵礦石採礦項目；於中國開採、加工及生產銅精礦					
<i>Equity securities outside Hong Kong</i> 香港以外股本證券						
Qihoo 360 Technology Company Limited 奇虎360科技有限公司	Internet and mobile security products and services 互聯網及手機安全產品及服務	0.01	850	18,539	9,212	-
				413,166	401,602	

\* Investment was classified as available-for-sale financial assets

\* 該項投資被分類為可供出售財務資產

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 35. PARTICULARS OF SUBSIDIARIES

The following table lists the subsidiaries of the Company which, in the opinion of the directors of the Company, principally affected the results or assets of the Group. To give details of other subsidiaries would, in the opinion of the directors of the Company, result in particulars of excessive length.

Name of subsidiary 附屬公司名稱	Place/country of incorporation 註冊成立地點/ 國家	Type of legal entity 法律實體類別	Issued and fully paid share capital 已發行及繳足股本	Proportion of ownership interest and voting power held by the Company 本公司所持有的擁有權及 投票權比例		Principal activities and place of operations 主要業務及經營地點
				Directly 直接	Indirectly 間接	
Mega Way International Limited 百通國際有限公司	Hong Kong 香港	Limited liability company 有限責任公司	HK\$10,000 10,000港元	100%	–	Investment holding in Hong Kong 於香港投資控股
Full Long Holdings Limited Full Long Holdings Limited	British Virgin Islands 英屬處女群島	Limited liability company 有限責任公司	1 share of USD1 1股1美元的股份	100%	–	Investment holding in Hong Kong 於香港投資控股
Genius Hill Limited 上英有限公司	Hong Kong 香港	Limited liability company 有限責任公司	HK\$1 1港元	100%	–	Investment holding in Hong Kong 於香港投資控股
Yiu Wah Trading Co. 耀華貿易公司	Hong Kong 香港	Unlimited liability company 無限責任公司	–	–	100%	Holding of vehicle license in Hong Kong 於香港持有汽車牌照

None of the subsidiaries had debt securities outstanding at the end of the reporting period or at any time during the year.

下表列示本公司董事認為主要影響本集團業績或資產之本公司附屬公司。本公司董事認為，將其他附屬公司詳情列出會導致篇幅過於冗長。

於報告期末或年內任何時間，附屬公司概無任何尚未償還之債務證券。

### 36. EVENTS AFTER THE REPORTING PERIOD

There is no significant event took place subsequent to the end of the reporting period.

### 36. 報告期後事項

於報告期末後並無發生任何重大事項。

### 37. APPROVAL OF FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 28 March 2017.

### 37. 批准財務報表

財務報表獲董事會於二零一七年三月二十八日批准及授權刊發。

# FINANCIAL SUMMARY

## 財務概要

### For the year ended 31 December

截至十二月三十一日止年度

		2012 二零一二年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
<b>Results</b>	<b>業績</b>					
Revenue	收益	1,030	1,027	1,759	8,980	<b>5,557</b>
(Loss)/profit before income tax	除所得稅前(虧損)/溢利	(63,676)	14,426	(17,604)	(64,053)	<b>(87,070)</b>
Income tax expense	所得稅開支	(1)	-	-	-	-
(Loss)/profit for the year	年度(虧損)/溢利	(63,677)	14,426	(17,604)	(64,053)	<b>(87,070)</b>

### At 31 December

於十二月三十一日

		2012 二零一二年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Total assets	總資產	43,269	54,448	254,653	593,211	<b>548,659</b>
Total liabilities	負債總額	(1,107)	(1,118)	(98,482)	(101,953)	<b>(57,455)</b>
Net assets	資產淨值	42,162	53,330	156,171	491,258	<b>491,204</b>
Total equity	權益總額	42,162	53,330	156,171	491,258	<b>491,204</b>

