



# CHINA TRUSTFUL GROUP LIMITED

## 中國之信集團有限公司

Incorporated in Bermuda with limited liability  
於百慕達註冊成立之有限公司  
Stock Code 股份代號 : 8265



2017  
ANNUAL REPORT  
年報

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## CORPORATE INFORMATION

### Board of Directors

#### Executive Directors

Mr. FEI Jie, *Chairman*

Mr. NG Chin Ming Stephen, *Chief Executive Officer*  
(appointed on 10 March 2017)

Mr. ZHANG Genjiang (appointed on 9 May 2017)

#### Independent Non-executive Directors

Mr. JIM Yiu Ming

Mr. SHEN Ruolei

Mr. SIT Sai Hung, Billy

### Company Secretary

Ms. HUI Wai Man, Shirley

### Compliance Officer

Mr. NG Chin Ming Stephen

### Authorised Representatives

Mr. FEI Jie

Ms. HUI Wai Man, Shirley

### Audit Committee

Mr. SIT Sai Hung, Billy, *Chairman*

Mr. JIM Yiu Ming

Mr. SHEN Ruolei

### Remuneration Committee

Mr. SIT Sai Hung, Billy, *Chairman*

Mr. JIM Yiu Ming

Mr. SHEN Ruolei

### Nomination Committee

Mr. JIM Yiu Ming, *Chairman*

Mr. SHEN Ruolei

Mr. SIT Sai Hung, Billy

### Auditors

HLB Hodgson Impey Cheng Limited  
Certified Public Accountants

## 公司資料

### 董事會

#### 執行董事

費杰先生，主席

伍展明先生，行政總裁

(於2017年3月10日獲委任)

章根江先生(於2017年5月9日獲委任)

#### 獨立非執行董事

詹耀明先生

沈若雷先生

薛世雄先生

### 公司秘書

許惠敏女士

### 監察主任

伍展明先生

### 授權代表

費杰先生

許惠敏女士

### 審核委員會

薛世雄先生，主席

詹耀明先生

沈若雷先生

### 薪酬委員會

薛世雄先生，主席

詹耀明先生

沈若雷先生

### 提名委員會

詹耀明先生，主席

沈若雷先生

薛世雄先生

### 核數師

國衛會計師事務所有限公司  
執業會計師

## CORPORATE INFORMATION

### Principal Banker

Hang Seng Bank Limited

### Registered Office

Clarendon House, 2 Church Street  
Hamilton HM 11 Bermuda

### Headquarter and Place of Business

Units 610–611, Tower Two  
Lippo Centre  
89 Queensway  
Hong Kong

### Principal Share Registrar and Transfer Office

MUFG Fund Services (Bermuda) Limited  
The Belvedere Building  
69 Pitts Bay Road  
Pembroke HM 08, Bermuda

### Hong Kong Branch Share Registrar and Transfer Office

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

### Stock Code

8265

### Company Website and Investor Relations

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

## 公司資料

### 主要往來銀行

恒生銀行有限公司

### 註冊辦事處

Clarendon House, 2 Church Street  
Hamilton HM 11 Bermuda

### 總辦事處及營業地點

香港  
金鐘道89號  
力寶中心第二座  
610–611室

### 股份過戶登記總處及轉讓辦事處

MUFG Fund Services (Bermuda) Limited  
The Belvedere Building  
69 Pitts Bay Road  
Pembroke HM 08, Bermuda

### 香港股份過戶登記分處及轉讓辦事處

卓佳證券登記有限公司  
香港  
皇后大道東183號  
合和中心22樓

### 股份代號

8265

### 公司網站及投資者關係

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



## Dear Shareholders,

I am pleased to present, on behalf of the Board of Directors (the “Board”) of China Trustful Group Limited (the “Company”), the annual report of the Company and its subsidiaries (collectively referred to as the “Group”) for the year ended 31 December 2017.

## Overall Performance and Review

The Group has always been committed to the sale of electric vehicles and related parts and system solutions, silverware products and luxury products such as watches and jewelries. Looking back at 2017, given the relatively sustainable and stable economic growth in the PRC, the tremendous support from governments in worldwide in respect of the growth and development of the green transportation and electric vehicle industry and our ability to identify and maintain customers, the Group, with a long term vision to become one of the market leaders in our businesses especially in the green transportation and electric vehicle industry, has benefited positively during the year ended 31 December 2017.

## 各位股東：

本人欣然代表中國之信集團有限公司(「本公司」)董事會(「董事會」)呈報本公司及其附屬公司(統稱「本集團」)截至2017年12月31日止年度的年報。

## 整體業績及回顧

本集團一直致力於銷售電動汽車及其相關零部件以及系統解決方案、銀器產品及奢侈產品(如鐘錶及珠寶)。回顧2017年，鑒於中國相對可持續及穩健的經濟發展、全球各地政府對綠色交通及電動汽車行業增長及發展的巨大支持以及我們識別及保留客戶的能力，截至2017年12月31日止年度，本集團受益良多，而從長遠角度來看，本集團希望成為我們業務(特別是綠色交通及電動汽車行業)的市場領導者之一。

## CHAIRMAN'S STATEMENT

During the year ended 31 December 2017, the Group reported revenue of HK\$588,544,000 (2016: HK\$303,268,000), representing a 94.1% increase as compared with the same period in 2016, and gross profit and gross profit margin of HK\$201,692,000 and 34.3% respectively (2016: HK\$99,671,000 and 32.9% respectively). The Group recorded profit for the year of HK\$91,682,000 (2016: HK\$24,261,000), and profit attributable to owners of the Company was HK\$77,222,000 as compared with HK\$10,328,000 for the same period last year.

The pleasant results of the Group during the year was mainly driven by our determination and ability to accommodate the worldwide “go-green” trend, the rapid demand for green transportation and electric vehicles, our correct orientation of the Electric Vehicle Business (as defined in the section headed “Management Discussion and Analysis”) to our target customers, and our ability to revamp our strategies in our PRC Silverware Business (as defined in the section headed “Management Discussion and Analysis”) and operate our Sourcing Business (as defined in the section headed “Management Discussion and Analysis”).

Furthermore, I welcomed Mr. Ng Chin Ming, Stephen (“Mr. Ng”) and Mr. Zhang Genjiang (“Mr. Zhang”) to the Board. Previously being the Chief Operating Officer of the Group, Mr. Ng was subsequently appointed as the Chief Executive Officer and the Executive Director of the Company in March 2017. Meanwhile, previously being a director of a non-wholly owned subsidiary in the PRC Silverware Business and a substantial shareholder of the Company, Mr. Zhang was also subsequently appointed as the Executive Director of the Company in May 2017. He is currently the Chairman of 浙江之信控股集團有限公司 (literally translated as Zhejiang Zhisin Holding Group). As both Mr. Ng and Mr. Zhang are renowned persons in Hong Kong and the PRC respectively, and that they both have tremendous experiences and extensive networks in government authorities, commodities investments, banking and treasury, and the electric vehicle and the silverware industries, the Group believes that the re-positioning of Mr. Ng and Mr. Zhang will undoubtedly benefit the Group positively. Besides, the name of Company was changed from “Powerwell Pacific Holdings Limited” to “China Trustful Group Limited” during the year. With our new company name, our corporate image is further strengthened which brings much advantage in facilitating our business development.

## 主席報告

截至2017年12月31日止年度，本集團錄得收入588,544,000港元（2016年：303,268,000港元），較2016年同期增加94.1%，而毛利及毛利率分別為201,692,000港元及34.3%（2016年：分別為99,671,000港元及32.9%）。本集團錄得年內溢利91,682,000港元（2016年：24,261,000港元）及本公司擁有人應佔溢利為77,222,000港元，去年同期則為10,328,000港元。

本集團於年內取得的業績令人滿意，主要由於我們適應全球「走向環保」趨勢的決心及能力、對綠色交通及電動汽車的需求激增、電動汽車業務（定義見「管理層討論及分析」一節）對我們目標客戶的正確定位以及我們改變中國銀器業務（定義見「管理層討論及分析」一節）策略及經營貨源搜尋業務（定義見「管理層討論及分析」一節）的能力。

此外，本人歡迎伍展明先生（「伍先生」）及章根江先生（「章先生」）加入董事會。伍先生曾任本集團首席營運官，其後於2017年3月獲委任為本公司行政總裁及執行董事。同時，章先生曾任中國銀器業務一間非全資附屬公司之董事及本公司主要股東，其後亦於2017年5月獲委任為本公司執行董事。彼現任浙江之信控股集團有限公司董事長。由於伍先生及章先生分別為香港及中國知名人士，且彼等均於政府部門、商品投資、銀行及庫務以及電動汽車及銀器產業方面均擁有豐富經驗及廣泛網絡，本集團認為，伍先生及章先生之重新定位無疑將對本集團有利。此外，公司名稱於年內由「宏峰太平洋集團有限公司」變更更為「中國之信集團有限公司」。我們的企業形象藉助新公司名稱得以進一步提升，為我們的業務發展帶來諸多優勢。

## CHAIRMAN'S STATEMENT

Further details in relation to the business performance of each of the businesses described above further elaborate in our Management Discussion and Analysis section.

### Prospects

I am delighted to present the prospects of the Group into our three businesses: the Electric Vehicle Business, the PRC Silverware Business and the Sourcing Business.

#### Electric Vehicle Business

The overall prospect of our Electric Vehicle Business is promising and bright despite fierce competitions emerge within the electric vehicle and green transportation industry and counter-attacks from traditional fuel vehicle manufacturers.

The environment protection trend simply could not be reversed. Pursuant to the United States' announcement of decision to withdraw from the Paris Agreement on climate change in June 2017, China took the lead, played the convening role in bringing together countries from across the globe for clean energy discussion, and showed its initiative and commitment to the Paris Agreement. The leaders worldwide are generally confident in China taking forward the global missions to tackle the climate change issues.

Being one of the world's largest emitters of climate change-causing carbon dioxide, the PRC administration is in the move to roll out more and more anti-carbon measures and favorable policies, such as "New Energy Vehicle Subsidy Scheme" and subsidy scheme for over 300,000 electric vehicle charging stations among the country. It also issued <<汽車產業中長期發展規劃>> (literally translated as "Medium and Long term Development Plan of the Automotive Industry") in April 2017, which clearly delivered the message of electric vehicles being part of the drive for the domestic industry development in future.

According to the "Global EV Outlook 2017" published by the International Energy Agency in June 2017, the global electric car stock surpassed 2 million vehicles in 2016 after crossing the 1 million threshold in 2015, and that the number of global battery-powered electric buses stock grew a double in 2016 compared to 2015. It is believed that the tax incentives and the government subsidy and support to the green transportation and electric vehicle industry are indispensable for lowering the barriers to the wide adoption of electric vehicles worldwide.

## 主席報告

有關上述各業務表現的進一步詳情將於「管理層討論及分析」一節詳細闡述。

### 前景

本人欣然呈報本集團三項業務的前景：電動汽車業務、中國銀器業務及貨源搜尋業務。

#### 電動汽車業務

儘管電動汽車及綠色交通行業競爭激烈且傳統燃料汽車製造商作出反擊，我們電動汽車業務的整體前景依然秀麗，一片光明。

環境保護趨勢根本不可逆轉。由於美國於2017年6月宣佈退出巴黎氣候變化協議的決定，中國率先發揮帶頭作用，召集全球各國進行清潔能源討論，並展示其就巴黎協議提出的倡議及承諾。全球領導人普遍深信中國有能力推動應對氣候變化問題的全球使命。

作為引起氣候變化的二氧化碳全球最大排放國之一，中國政府正推出越來越多的抗碳措施及優惠政策，如「新能源汽車補貼計劃」及全國逾300,000輛電動汽車充電站補貼計劃，亦於2017年4月刊發《汽車產業中長期發展規劃》，明確表示電動汽車為推動未來國內產業發展的部分因素。

根據國際能源署於2017年6月發佈的「2017年全球電動汽車展望」，全球電動汽車存貨於2015年超越100萬輛的門檻後，於2016年超過200萬輛，且於2016年，全球電池電動巴士存貨數量較2015年翻倍。據信，稅收優惠以及政府對綠色交通及電動汽車行業的補貼及支持對於降低全球廣泛應用電動汽車的門檻而言屬不可或缺。



## CHAIRMAN'S STATEMENT

## 主席報告



Meanwhile, in the Group's perspective, benefited from the management vision of vertically-integration and the well-versed research and development professionals and project teams, the Group is exploring different market opportunities and creating economies of scale. The Group believes that our competitive edge mainly derives our ability to provide stable, safe and customised solutions to our various customers. Furthermore, the Group sees the penetration of electric vehicles, especially electric buses, in the transportation industry worldwide is still very low. From year 2018 onwards, the Group will continue to align with the global trend of going green and actively response to any anti-carbon measures and favorable policies to be imposed by the PRC government by putting emphasis on research and development of electric bus models which specifically suits our customers' needs. We will target in countries where electric vehicles are still yet to be popularized and countries where positive support and policies from government is received, including countries and cities such as the PRC, Macau, Hong Kong, and some Southeast Asian countries especially Indonesia which has a huge population and a big demand for public buses. The Group will endeavor to get all invaluable opportunities, and strive to become one of the most competitive global electric vehicle, rechargeable batteries and parts providers.

同時，就本集團而言，其從整合上下游產業鏈管理願景以及技術精湛的研發專家和項目團隊中受益，且正探索不同的市場機會及創造規模經濟。本集團認為，我們的競爭優勢主要源於我們為各類客戶提供穩定、安全及定制化解決方案的能力。此外，本集團認為，電動汽車(尤其是電動巴士)於全球交通行業的滲透率仍較低。自2018年起，本集團將繼續對準全球走向環保的趨勢，積極響應中國政府推出之任何抗碳措施及優惠政策，以著重研發特別適合客戶需求的電動巴士車型。我們將瞄準電動汽車尚未普及且獲政府積極支持及享有優惠政策的國家，包括中國、澳門、香港及部分東南亞國家(特別是印度尼西亞，其人口眾多，對公共巴士的需求旺盛)等不同國家及城市。本集團將竭力獲得所有寶貴機會，力爭成為全球最具競爭力的電動汽車、可充電電池及零部件供應商之一。

## CHAIRMAN'S STATEMENT

### PRC Silverware Business

Silver is the mineral material of the earth that people see in daily lives. It's in jewelries, watches, food utensils and other equipment. It is generally regarded as currency equivalents and a hedging tool. As a result of the growing need for diversification in investment products, investments in luxury silverware products are expected to grow. Furthermore, silverwares can fight microbes, keep food fresh and boost immunity.

Going forward, the Group remains optimistic about the future of our silverware products in the PRC. We will continue to develop and maintain strong and stable relationships with our wholesale customers. Since late 2016, the Group has been successfully allied with a PRC company specialised in preparation of wedding ceremony to promote its S·collodi luxury silverwares. Furthermore, in response to the PRC Government's support for "Internet Plus" initiatives, the Group has also developed children-related silverware products and planned to strategically promote and sell the products through a famous children website since late 2017. The Group anticipates more sales with these customers in the upcoming years. Meanwhile, in our retail operation, we maintain our flexible marketing strategies. We will continue to diversify our silverware product mix to be sold in our flagship stores and explore and develop the market for products with crossover of ceramic and silverware, so as to attract more customers and promote traditional Chinese culture.

Our Group assures that, through designing and developing new products and actively participating in different promotion channels, such as attending the Hangzhou International Tea Expo, our S·collodi products and our PRC Silverware Business will continue to be a promising operation to the Group.

## 主席報告

### 中國銀器業務

銀是人們在日常生活中常見的地球礦物質，用於珠寶、鐘錶、食物器皿及其他設備，通常被認為是貨幣等價物及對沖工具。由於投資產品需求日益多元化、奢侈銀器產品的投資將大幅增長。此外，銀器可消滅微生物、保鮮食物及提高免疫力。

展望未來，本集團對中國銀器產品的未來前景持樂觀態度。我們將繼續發展及保持與批發商客戶的穩固關係。自2016年年底以來，本集團已成功與一家專門從事婚禮籌備的中國公司進行合作，以推廣其S·collodi奢華銀器。此外，為響應中國政府對「互聯網+」計劃的支持，本集團亦已開發兒童銀器產品並計劃自2017年年底起透過一家著名兒童網站針對性地推廣並銷售產品。本集團預計未來數年將向該等客戶銷售更多產品。同時，於我們的零售業務中，我們保持靈活的營銷策略。我們將繼續多元化將於旗艦店銷售的銀器產品組合，探索開發陶瓷及銀器交叉產品市場，以吸引更多客戶及推廣中國傳統文化。

透過設計及研發新產品及積極參與不同推廣渠道(如參加杭州國際茶葉博覽會)，本集團確信，S·collodi產品及中國銀器業務仍將是本集團具發展潛力的業務。

## CHAIRMAN'S STATEMENT

### Sourcing Business

It looks as though we were underprivileged in the changes from the traditional retails sales (old economy) to new internet sales economy. The outlook for our Sourcing Business for the coming years is gloomy. The recovery of the global retail business of watches and costume jewelries is yet to be seen, our line of business will be very challenging in the future. We will continue to practise tight cost control including reducing staff cost and overheads. We will closely monitor the progress and will review where appropriate.

### Appreciation

Last but not least, on behalf of the Board, I would like to take this opportunity to extend my heartfelt gratitude to all shareholders, customers, suppliers and partners for their trust and continuous support to the Group. I also express my sincere gratitude to all our fellow Board members, management and employees for their steadfast contribution, dedication, and hard work to the Group. We will persist in developing our businesses pragmatically, seizing different market opportunities for optimal development for the Group and striving for the best returns for our shareholders.

**Fei Jie**  
*Chairman*

Hong Kong, 29 March 2018

## 主席報告

### 貨源搜尋業務

我們似乎在傳統零售銷售(舊經濟)向新互聯網銷售經濟轉變顯得弱勢。貨源搜尋業務於未來數年前景暗淡。全球鐘錶及人造珠寶的零售業務尚未見好轉。我們的業務組合將在未來繼續面臨嚴峻挑戰。我們將持續實行嚴格的成本控制，包括減少員工成本及相關開支。我們會密切留意發展並時刻檢討。

### 致謝

最後，本人謹藉此機會，代表董事會，為全體股東、客戶、供應商及業務夥伴對本集團的信任及不斷支持衷心致謝，亦為全體董事會成員、管理層及僱員對本集團的無私奉獻、全情投入及克盡己職致以衷心謝意。我們將堅持務實發展業務，把握多個市場機遇，以優化本集團的發展及為股東爭取最佳回報。

**主席**  
**費杰**

香港，2018年3月29日

# MANAGEMENT DISCUSSION AND ANALYSIS

# 管理層討論及分析

## Business Overview

For the year ended 31 December 2017, China Trustful Group Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) recorded blooming results for the business of the research and development, manufacture and sale of rechargeable batteries, electric vehicles and related products and provision of related services (the “Electric Vehicle Business”). Besides, the Group also continued to engage in the provision of sourcing and procurement solutions to customers for production of watches, costume jewelries, and display and packaging products (the “Sourcing Business”), and the retail and wholesale of luxury brand silverware, silver utensils and luxury goods in the People’s Republic of China (the “PRC”) (the “PRC Silverware Business”).

The Group is fully prepared and determined to become a strong market player in the industries that our businesses belong to, especially the green transportation and electric vehicles industry. Besides the change of the name of the Company from “Powerwell Pacific Holdings Limited” to “China Trustful Group Limited”, we also welcomed Mr. Ng to act as the Chief Executive Officer and the executive director of the Company, and Mr. Zhang as the executive director of the Company during the year ended 31 December 2017. The Group is confident that, from 2018 onwards, the Group will continue to build a strong and better corporate image and identity, and also facilitate its future business development, grasp every opportunity and face any new challenges.

## Business Review

### Results of the Group

During the year ended 31 December 2017, the Group reported revenue of HK\$588,544,000 (2016: HK\$303,268,000), representing a 94.1% increase as compared with the same period in 2016, and gross profit and gross profit margin of HK\$201,692,000 and 34.3% respectively (2016: HK\$99,671,000 and 32.9% respectively). The Group recorded profit for the year of HK\$91,682,000 (2016: HK\$24,261,000) and other comprehensive income of HK\$25,242,000 (2016: loss of HK\$14,533,000), being exchange differences arising from translating foreign operations. Profit attributable to owners of the Company was HK\$77,222,000 as compared with HK\$10,328,000 for the same period last year; whereas basic earnings per share was HK3.66 cents (2016: HK0.67 cents).

## 業務概覽

截至2017年12月31日止年度，中國之信集團有限公司（「本公司」）及其附屬公司（統稱「本集團」）於研發、生產及銷售可充電電池、電動汽車與相關產品及提供相關服務（「電動汽車業務」）方面的業務取得蓬勃發展。此外，本集團亦繼續向客戶提供生產鐘錶、人造珠寶及陳列包裝品的貨源搜尋及採購解決方案（「貨源搜尋業務」），並於中華人民共和國（「中國」）零售及批發奢侈品牌銀器、銀質餐具及奢侈品（「中國銀器業務」）。

本集團已做好充分準備，立志成為我們業務所屬行業（尤其是綠色交通及電動汽車行業）的強大市場參與者。除將本公司名稱由「宏峰太平洋集團有限公司」更改為「中國之信集團有限公司」外，於截至2017年12月31日止年度，我們亦歡迎伍先生出任本公司行政總裁兼執行董事，以及章先生出任本公司執行董事。本集團確信，自2018年起，本集團將繼續建立強大且良好的企業形象及身份，亦將促進其未來業務發展，把握每一個機會，以及面對任何新挑戰。

## 業務回顧

### 本集團業績

截至2017年12月31日止年度，本集團錄得收入588,544,000港元（2016年：303,268,000港元），較2016年同期增加94.1%，而毛利及毛利率分別為201,692,000港元及34.3%（2016年：分別為99,671,000港元及32.9%）。本集團錄得年內溢利91,682,000港元（2016年：24,261,000港元）及其他全面收益（即換算海外業務產生的匯兌差額）25,242,000港元（2016年：虧損14,533,000港元）。本公司擁有人應佔溢利為77,222,000港元，去年同期則為10,328,000港元；而每股基本盈利為3.66港仙（2016年：0.67港仙）。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

The Group's selling and distribution costs and administrative expenses, in total, increased slightly from HK\$56,901,000 for the same period last year to HK\$64,202,000 during the year ended 31 December 2017.

In general, the Group's result during the year ended 31 December 2017 has benefited from our ability to seize different opportunities in our businesses, especially the Electric Vehicle Business and the PRC Silverware Business. Further description of the business performances from our businesses are described below.

### Electric Vehicle Business

The Electric Vehicle Business is comprised of two divisions namely the battery division and the electric vehicle division. The battery division is engaged in the manufacture and supply of rechargeable lithium batteries, while the electric vehicle division is engaged in the manufacture of electric vehicles for the Electric Vehicle Business.

During the year ended 31 December 2017, our revenue from the Electric Vehicle Business was mainly derived from the selling of rechargeable batteries, auto parts for the electric vehicles and electric bus system solutions and provision of relevant consultancy services. Besides securing sales orders from its existing customers, our senior management has also been actively exploring projects in relation to electric vehicles and electric bus system solutions with good profitability in different countries and cities including the PRC, Macau, Hong Kong and some Southeast Asian countries. Further details of the market development are described below. Furthermore, during the year ended 31 December 2017, one of the Group's wholly-owned subsidiaries successfully registered a World Manufacturer Identifier from SAE International, which further strengthens the brand and image of the Group's electric vehicles.

During the year ended 31 December 2017, the Group recorded segment revenue HK\$456,017,000 (2016: HK\$117,283,000) in the Electric Vehicle Business, representing 77.5% of the Group's total revenue (2016: 38.7%). This segment recorded gross profit of HK\$144,044,000 (2016: HK\$23,334,000), segment profit of HK\$122,731,000 (2016: HK\$12,574,000), and segment margin of 26.9% (2016: 10.7%).

The arena in this segment are namely, PRC, Southeast Asia, Macau and Hong Kong.

本集團的銷售及分銷成本及行政開支總額由去年同期的56,901,000港元微增至截至2017年12月31日止年度的64,202,000港元。

總體而言，截至2017年12月31日止年度，本集團業績受惠於我們於業務（尤其是電動汽車業務及中國銀器業務）方面把握不同機遇的能力。下文載述有關我們業務之業務表現的進一步描述。

### 電動汽車業務

電動汽車業務包括兩個部分，即電池分部及電動汽車分部。電池分部從事製造及供應鋰電池；而電動汽車分部為電動汽車業務製造電動汽車。

截至2017年12月31日止年度，電動汽車業務之收入主要來自銷售充電電池、汽車零部件及電動巴士操作系統的顧問方案及提供相關的諮詢服務。除獲得其現有客戶銷售訂單外，高級管理人員亦在不同國家及城市（包括中國、澳門、香港及部分東南亞國家）積極開拓良好盈利能力的電動汽車項目及電動巴士操作系統的顧問方案。有關市場發展的進一步詳情載於下文。此外，截至2017年12月31日止年度，本集團一間全資附屬公司成功註冊了國際汽車及航空工程師學會的世界生產廠商識別代碼，進一步提升本集團電動汽車的品牌及形象。

截至2017年12月31日止年度，本集團電動汽車業務錄得分部收入456,017,000港元（2016年：117,283,000港元），佔本集團總收入的77.5%（2016年：38.7%）。該分部錄得毛利144,044,000港元（2016年：23,334,000港元）、分部溢利122,731,000港元（2016年：12,574,000港元）及分部利潤率26.9%（2016年：10.7%）。

該分部的活動區域為中國、東南亞、澳門及香港。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### *PRC market*

The PRC market has always been the powerhouse among our Electric Vehicle Business. Not only does the favorable environmental policies on electric vehicles as discussed in the “Chairman’s Statement” section facilitate investments, but the Group’s technical capabilities and network also contribute to the extraordinary sales growth recorded for the year.

During the year ended 31 December 2017, besides securing sales orders from our existing customers in relation to sale of rechargeable batteries and auto parts for the electric vehicles, we successfully allied with customers who are travel bus distributors in the PRC, and we successfully participated in and completed the design, research and development and manufacture of over 400 electric travel buses during year 2017.

### *Southeast Asia market*

Besides aiming at the PRC market, the Group also takes its initiative in focusing in countries and cities where the penetration of electric vehicle is comparatively low. In response to the “One Belt One Road Initiative” (一帶一路) policy formulated by President Xi of the PRC, the Group selects Southeast Asia market as one of our long term strategic partners.

Favorable progress has been made in building customer relationship in the Southeast Asia market, especially in Indonesia. During the year ended 31 December 2017, our first prototype of pure electric bus embedded with our electric bus system solution has successfully finished its over 1,000 km trial run in Indonesia. The feedbacks on the performance of our electric bus are positive in the Indonesian market. In the long run, we strive to supply at least 200 electric buses per annum in the Indonesian market.

### *中國市場*

中國市場一直為電動汽車業務的動力源泉。不僅「主席報告」一節所述有關電動汽車的有利環境政策可推動投資，本集團的技術能力及網絡亦為本年度錄得的出色銷售增長作出貢獻。

截至2017年12月31日止年度，除獲得現有客戶之充電池及電動汽車零部件銷售訂單外，我們成功與中國旅遊巴士分銷商客戶聯盟，並於2017年成功參與及完成逾400輛電動旅遊巴士的設計、研發及製造。

### *東南亞市場*

除瞄準中國市場外，本集團亦主動關注電動汽車滲透率相對較低的國家及城市。為響應中國國家主席習近平制定的「一帶一路」政策，本集團將東南亞市場作為我們的長期戰略合作夥伴之一。

於東南亞市場(尤其是印度尼西亞)，本集團在建立客戶關係方面取得良好進展。截至2017年12月31日止年度，內嵌了我們電動巴士操作系統顧問方案的首個純電動巴士原型成功於印度尼西亞完成逾1000公里的測試運行。印度尼西亞市場對我們電動巴士性能的反饋屬正面。長遠來看，我們力爭於印度尼西亞市場每年至少供應200輛電動巴士。

# MANAGEMENT DISCUSSION AND ANALYSIS

## *Other markets*

Besides the PRC and the Southeast Asia markets, leveraging on our extensive industry experience, the Group also targets cities including Macau and Hong Kong. During the year ended 31 December 2017, our production team performed extensive research and development to design and produce electric buses which are tailor-made, customerised and localised for each respective city. For instance, we designed and produced two prototype 9.5-meter electric buses for the Macau market which are comparatively smaller in size so as to handle the narrow streets and tight corners of downtown Macau.

For instance, in relation to the Macau market, two prototype electric buses have already been completed according to schedule and have passed the approvals for Economic Commission for Europe (ECE). They are ready for roadshow purposes in Macau, and different customers have been reaching us in formulating attractive and long-term sustainable contracts. While we are in good progress of identifying our long term strategic partner, the Group is very confident that, our relationship with potential customers established during the 2016 Macao International Environmental Co-operation Forum and Exhibition (澳門國際環保合作發展論壇及展覽) (MIECF) will provide fruitful results to the Group in the upcoming years.

## **PRC Silverware Business**

Our sales management team recognised two important consumer trends in China: (i) as a result of the PRC government's support for "Internet Plus" initiatives, e-commerce, including internet sales, mobile payment and online payment platform is playing a vital position for every citizens in the PRC; (ii) the consumer market is becoming more customer-oriented, and that business models with tailor-made one-stop shopping ideas are more encouraged and welcomed.

As a result, the Group revamped its strategies to promote and sell our luxury silverware products branded S•collodi by focusing in developing stable and long-term relationship with its wholesale customers and exploring potential new wholesale customers who promotes silverware products with special themes and/or through their online sales platforms. Our customers during the year ended 31 December 2017 included wholesale customers who engage in the e-commerce and wedding services business. In identifying and bonding with our wholesale customers, during the year 2017, our sales management team put their efforts in exposing and promoting

# 管理層討論及分析

## *其他市場*

除中國及東南亞市場外，憑藉於行內累積的豐富經驗，本集團亦瞄準澳門及香港等城市。截至2017年12月31日止年度，我們的生產團隊開展廣泛的研發活動，以設計及生產為各個城市量身定制、客戶化及本地化的電動巴士。例如，我們為澳門市場設計及生產兩輛車身相對較短小的9.5米長電動巴士原型，以應付澳門市區街道狹窄及街角緊湊的問題。

例如，就澳門市場而言，兩輛電動巴士原型如期完工，並且已通過歐洲經濟委員會(ECE)的批准，並可隨時於澳門進行路演。眾多客戶一直就達成具吸引力的長期可持續合約與我們進行接洽。儘管我們於識別長期戰略合作夥伴方面進展良好，本集團堅信，我們於2016年澳門國際環保合作發展論壇及展覽(MIECF)與潛在客戶建立的關係將於未來數年為本集團帶來豐碩成果。

## **中國銀器業務**

我們的銷售管理團隊認識到中國的兩個重要消費趨勢：(i)由於中國政府支持「互聯+」計劃，電子商務(包括互聯網銷售、移動支付及網上付款平台)對中國每個公民而言均至關重要；(ii)消費市場日益以客戶為核心，且具有量身定制一站式購物理念的商業模式愈來愈受到鼓勵及歡迎。

因此，通過與其批發商客戶建立穩定而長期的合作關係及開拓潛在新批發商客戶(該等客戶推銷及／或通過其在線銷售平台推銷具有特定主題的銀器產品)，本集團調整其業務策略，以推廣及銷售S•collodi品牌的奢華銀器產品。截至2017年12月31日止年度，我們的客戶包括從事電子商務及婚慶服務業務的批發商客戶。為確定批發商客戶並與彼等建立聯繫，於2017年，我們的銷售管理團隊竭力向目標客戶展示及推廣我們的產品(如參加

## MANAGEMENT DISCUSSION AND ANALYSIS

our products to our target customers, such as attending the Hangzhou International Tea Expo. New products designed by our sales team during the year included products for children's use, such as milk bottles, watch bottles and bracelets.

In relation to our silverware retail operations, after thoroughly considering the matrix of target customers, store location, pricing strategy and costs planning, we closed down stores which were comparatively less profitable, and there were two premier stores as at 31 December 2017. Furthermore, in order to provide a comprehensive luxury product chain to attract our retail customers, who are mainly high-net-worth PRC individuals, we also sourced luxury products which are not branded S·collodi and sold them in our two self-operated retail stores.

For the year ended 31 December 2017, as a result of the decrease in number of retail outlets, the PRC Silverware Business recorded a slight drop in segment revenue to HK\$69,252,000 from HK\$75,749,000 for the year ended 31 December 2016, representing 11.8% of the Group's total revenue (2016: 25.0%). It recorded gross profit of HK\$44,269,000 (2016: HK\$48,552,000), segment profit of HK\$40,368,000 (2016: HK\$38,496,000), and segment margin of 58.3% (2016: 50.8%).

### Sourcing Business

The year of 2017 was a very bad year for our Sourcing Business, despite what was mentioned in the U.S. news about the overwhelming results of their stock and securities markets. On the contrast, U.S. retailers and distributors are having a difficult time in their operation. Major stores are closing down hundreds and hundreds of their outlets and divisions in America. Needless to say self-running distribution outlets owned by our major brand owners customers have to consolidate and solve their inventory problems to maintain their cash flow and liquidity. This happened in the second half of 2017, as a result, our revenue in watches, costume jewelries and display businesses dropped significantly.

We have first time suffered a loss in our watches business since inception in 1995, together with loss in other businesses, our overall results in Sourcing Business was bad for the year ended 31 December 2017. A significant percentage of operating staff have been already reduced with our tight cost control and cost saving policies, we strove hard to minimise our loss and keep remained self-liquidating and self-financing by our limited reserves.

## 管理層討論及分析

杭州國際茶葉博覽會)。我們的銷售團隊於本年度設計的新產品包括兒童專用產品(如奶瓶、水瓶和手鐲)。

就銀器零售業務而言，經詳細考慮目標客戶矩陣、店舖位置、定價策略及成本計劃後，我們關閉盈利相對較少的店舖，且於2017年12月31日尚有兩間主要店舖。此外，為提供全面的奢侈品連鎖以吸引零售商客戶(主要為高資產值的中國公民)，我們亦購買非S·collodi品牌的奢華產品，且於我們的兩家自營零售店銷售。

截至2017年12月31日止年度，由於零售網點數量減少，中國銀器業務錄得的分部收入自截至2016年12月31日止年度的75,749,000港元輕微下滑至69,252,000港元，佔本集團總收入的11.8%(2016年：25.0%)。該分部錄得毛利44,269,000港元(2016年：48,552,000港元)、分部溢利為40,368,000港元(2016年：38,496,000港元)及分部利潤率為58.3%(2016年：50.8%)。

### 貨源搜尋業務

儘管美國新聞中提及其股票和證券市場的業績勢不可擋，惟就貨源搜索業務而言，2017年年景很差。與此相反，美國零售商及分銷商的經營較為困頓。大型商店正關閉數百家營業網點及分部。毋庸諱言，我們的主要品牌擁有人客戶所擁有的自營分銷點必須整合及解決其庫存問題，以維持現金流及流動性。此種情況出現於2017年下半年，因此，我們在鐘錶、人造珠寶業務及陳列業務方面的收入大幅下降。

本集團自1995年成立以來，首次遭受鐘錶業務虧損，連同其他業務虧損，截至2017年12月31日止年度，我們的貨源搜尋業務整體業績不佳。由於嚴格控制成本及成本節約政策，我們由此已減少大部分營運員工，且通過有限的儲備力求降低虧損並維持自身補充流動性及自身融資的能力。



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

The segment recorded segment revenue of HK\$63,275,000 (2016: HK\$110,236,000), representing 10.7% of the Group's total revenue (2016: 36.3%). It recorded gross profit of HK\$13,379,000 (2016: HK\$27,785,000), segment loss of HK\$7,269,000 (2016: segment profit of HK\$6,783,000), and segment margin of negative 11.5% (2016: positive 6.2%), as a result of the drop in both revenue and profitability.

### Financial Review

#### Liquidity, Financial Resources and Capital Structure

As at 31 December 2017, the Group had current assets of HK\$792,733,000 (2016: HK\$278,287,000) comprising cash and cash equivalents of HK\$293,853,000 (2016: HK\$127,722,000), and net current assets of HK\$540,996,000 (2016: HK\$182,948,000). The Group did not have any bank borrowings, guarantee and banking facilities, while the Group's other borrowings included a secured loan amounted to HK\$15,000,000 (2016: HK\$15,000,000), details of which are described in the paragraph below. As at 31 December 2017, the Group's equity attributable to owners of the Company increased by HK\$377,237,000 to HK\$603,549,000 (2016: HK\$226,312,000), which was mainly due to the placing completed, and also the total comprehensive income incurred by the Group during the year.

The Group's gearing ratio represented its total borrowings (including secured loan and convertible bonds) over the equity attributable to owners of the Company. As at 31 December 2017, the Group had total borrowings amounted to HK\$66,444,000 (2016: HK\$62,781,000), which included a secured loan amounted to HK\$15,000,000, which was denominated in Hong Kong dollars with variable interest rate at 1% per annum above the HKD prime lending rate published by The Hongkong and Shanghai Banking Corporation Limited and is fully secured by the shares charge in respect of the entire share capital of Powerwell Pacific Limited (a wholly-owned subsidiary of the Company incorporated in the British Virgin Islands), and convertible bonds of HK\$51,444,000 (2016: HK\$47,781,000). The Group's equity attributable to owners of the Company as at 31 December 2017 amounted to HK\$603,549,000. The Group's gearing ratio was therefore maintained at a low level of 11.0%, which was lower than that at 31 December 2016 of 27.7%, as a result of the completion of placing of new shares during the year.

該分部錄得分部收入63,275,000港元(2016年: 110,236,000港元), 佔本集團總收入的10.7%(2016年: 36.3%)。由於收入及盈利能力下滑, 該分部錄得毛利13,379,000港元(2016年: 27,785,000港元)、分部虧損7,269,000港元(2016年: 分部溢利6,783,000港元)及分部利潤率-11.5%(2016年: 6.2%)。

### 財務回顧

#### 流動資金、財務資源及資本架構

於2017年12月31日, 本集團擁有流動資產792,733,000港元(2016年: 278,287,000港元), 包括現金及現金等價物293,853,000港元(2016年: 127,722,000港元)及流動資產淨值540,996,000港元(2016年: 182,948,000港元)。本集團並無任何銀行借款、擔保及銀行融資, 而本集團其他借款, 包括有抵押貸款15,000,000港元(2016年: 15,000,000港元), 其詳情於下段闡述。於2017年12月31日, 本集團之本公司擁有人應佔權益增加377,237,000港元至603,549,000港元(2016年: 226,312,000港元), 主要由於配售事項完成以及本集團於年內亦產生全面收益總額所致。

本集團之資產負債比率為其借款總額(包括有抵押貸款及可換股債券)除以本公司擁有人應佔權益。於2017年12月31日, 本集團擁有借款總額66,444,000港元(2016年: 62,781,000港元), 包括以港元計值的有抵押貸款15,000,000港元(乃按香港上海滙豐銀行有限公司頒佈之港元最優惠利率加年利率1厘計息, 並由Powerwell Pacific Limited(本公司於英屬處女群島註冊成立之一間全資附屬公司)之全部股本相關的股份抵押作全面擔保)及可換股債券51,444,000港元(2016年: 47,781,000港元)。於2017年12月31日, 本集團之本公司擁有人應佔權益為603,549,000港元。因此, 本集團之資產負債比率維持在11.0%之較低水平, 低於2016年12月31日之27.7%, 乃由於配售新股份於年內完成所致。

## MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

The Group's current ratio, calculated based on current assets of HK\$792,733,000 over current liabilities of HK\$251,737,000 (2016: HK\$95,339,000), was at a healthy level of 3.15 times (2016: 2.92 times).

As at 31 December 2017, our trade receivables amounted to HK\$381,714,000, which was an increase of HK\$309,008,000 compared to HK\$72,706,000 as at 31 December 2016, our trade payables as at 31 December 2017 also increased to HK\$114,395,000 from HK\$43,845,000 as at 31 December 2016. The significant increase in these balances was mainly due to the outstanding balances due from our customers/to our suppliers from the Electric Vehicle Business during the fourth quarter of year 2017. These customers are mainly the travel bus distributors in the PRC, and eyeing on the bulk future sales orders from these customers, the Group granted credit terms of 180 days for part of the outstanding balances. As at the date of this annual report, out of the HK\$96,639,000 trade receivables which were past due as at 31 December 2017, approximately 97% has been settled. Our Directors have reviewed the recoverability of the trade receivables and considered that no impairment was required for the year ended 31 December 2017.

Furthermore, the deposits, prepayments and other receivables of the Group increased from HK\$24,451,000 as at 31 December 2016 to HK\$70,517,000 as at 31 December 2017. The balance as at 31 December 2017 included guarantee deposits paid to a customer amounted to HK\$53,022,000, which is expected to be fully recovered within one year.

During the year ended 31 December 2017, the issued share capital of the Company increased from 2,051,209,327 shares of HK\$0.02 each to 2,151,209,327 shares as a result of the issuance of 100,000,000 shares by way of placing on 25 May 2017 at the placing price of HK\$2.80 per share (the "Placing"). Details of the Placing are set out in the section headed "Fund Raising Activity – Placing of New Shares under General Mandate" below.

本集團按流動資產792,733,000港元除以流動負債251,737,000港元(2016年: 95,339,000港元)計算之流動比率為3.15倍(2016年: 2.92倍), 屬穩健水平。

於2017年12月31日的貿易應收款項為381,714,000港元, 較2016年12月31日的72,706,000港元增加309,008,000港元, 而於2017年12月31日的貿易應付款項亦由2016年12月31日的43,845,000港元增加至114,395,000港元。該等結餘大幅增加乃主要由於2017年第四季度來自電動汽車業務的應收客戶/應付供應商未償還結餘所致。該等客戶主要為中國旅遊巴士分銷商, 就該等客戶的大宗期貨銷售訂單而言, 本集團授予部分未償還結餘180天的信貸期。於本年報日期, 於96,639,000港元的已於2017年12月31日逾期的貿易應收款項中, 約97%已結清。我們的董事已檢討貿易應收款項的可收回性, 並認為截至2017年12月31日止年度無須作出減值。

此外, 本集團的按金、預付款項及其他應收款項由2016年12月31日的24,451,000港元增加至2017年12月31日的70,517,000港元。於2017年12月31日的結餘包括53,022,000港元的已付客戶保證金, 預計將於一年內全部收回。

截至2017年12月31日止年度, 本公司已發行股本由每股0.02港元之2,051,209,327股股份增加至2,151,209,327股股份, 此乃由於2017年5月25日以每股2.80港元之配售價進行配售而發行100,000,000股股份(「配售事項」)所致。配售事項詳情載於下文「集資活動—根據一般授權配售新股份」一節。

## MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

The Group continues to maintain a prudent approach in managing its financial requirements. In the long run, the Group finances its daily operations and future acquisitions from internally generated cash flows and/or external debt and/or by equity fund raisings.

### Convertible Bonds

On 1 June 2016, the Company issued convertible bonds with principal amount of HK\$110,000,000 (the “Convertible Bonds”) as the consideration payable of the sale assets under the sale and purchase agreement dated 5 November 2015 entered into by 湖州信成電動汽車有限公司 (Huzhou Xincheng Electric Vehicle Co., Ltd\*), an indirect wholly-owned subsidiary of the Company and as the purchase, and 湖州百成電池有限公司 (Huzhou Brighsun Battery Co., Ltd\*) and 湖州百成客車有限公司 (Huzhou Brighsun Automobile Co., Ltd\*) collectively as the vendors, and 黃科竣 (Huang Kejun) and Mr. Zhang Genjiang collectively as the guarantors. The holders of the Convertible Bonds have the right to convert the outstanding principal amount of the Convertible Bonds on the expiry of 6 months from the date of issue of the Convertible Bonds up to the maturity date of 1 June 2018. As at 31 December 2017, the outstanding principal amount of Convertible Bonds was HK\$53,051,974, which can be converted into 486,715,358 shares at the conversion price of HK\$0.109, all of which are held by Huzhou Brighsun Automobile Co., Ltd.

本集團仍繼續採取審慎的措施管理其財務需求。長期而言，本集團以內部產生的現金流量及／或外部債務及／或通過股本集資為其日常業務及未來收購提供資金。

### 可換股債券

於2016年6月1日，本公司發行本金額為110,000,000港元之可換股債券（「可換股債券」）作為湖州信成電動汽車有限公司（本公司之間接全資附屬公司，作為買方），與湖州百成電池有限公司及湖州百成客車有限公司（作為賣方）及黃科竣及章根江（作為擔保人）訂立日期為2015年11月5日之買賣協議就收購待售資產須予支付之代價。可換股債券持有人有權由可換股債券發行日期起計六個月至到期日（即2018年6月1日），轉換未贖回本金可換股債券。於2017年12月31日，未償還本金額為53,051,974港元之可換股債券以每股0.109港元之換股價計算，可轉換為486,715,358股股份，均由湖州百成客車有限公司持有。

\* for identification purposes only

## MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

There was no conversion of the Convertible Bonds during the year ended 31 December 2017. Assuming that there is no change in share capital of the Company from 31 December 2017 and the Convertible Bonds are converted in full, the following table illustrates the potential effects on the shareholding structure of the Company as a result of the full conversion of the Convertible Bonds:

截至2017年12月31日止年度並無轉換任何可換股債券。假設本公司股本自2017年12月31日起並無變動且可換股債券獲悉數轉換，下表列示可換股債券獲悉數轉換對本公司股權架構產生的潛在影響：

Name of shareholders 股東名稱	As at 31 December 2017 於2017年12月31日		Shareholdings of the Company assuming full conversion of the Convertible Bonds 本公司股權 (假設可換股債券獲悉數轉換)	
	Number of shares held 所持股份數目	Approximate percentage of the existing issued share capital of the Company 佔本公司現有 已發行股本的 概約百分比	Number of shares held 所持股份數目	Approximate percentage of the enlarged issued share capital of the Company 佔本公司經擴大 已發行股本的 概約百分比
King Full Inc Limited 璟灃有限公司	781,950,000	36.35%	781,950,000	29.64%
Top Bliss Holdings Limited 佳福控股有限公司	517,709,327	24.07%	517,709,327	19.63%
Huzhou Brighsun Automobile Co., Ltd* 湖州百成客車有限公司	-	0.00%	486,715,358	18.45%
Public Shareholders 公眾股東	851,550,000	39.58%	851,550,000	32.28%
	<b>2,151,209,327</b>	<b>100.00%</b>	<b>2,637,924,685</b>	<b>100.00%</b>

For dilutive impact on earnings per share upon full conversion of the Convertible Bonds, please refer to note 12 to the consolidated financial statements.

就可換股債券獲悉數轉換後每股盈利的攤薄影響，請參閱綜合財務報表附註12。

\* for identification purposes only

## MANAGEMENT DISCUSSION AND ANALYSIS

As the cash and cash equivalents of the Group amounted to HK\$293,853,000 as at 31 December 2017, the Directors consider the Company has ability to meet the redemption obligations under the Convertible Bonds.

### Contingent Consideration Receivable and Profit Guarantee

Pursuant to the sale and purchase agreement (the “Core Kingdom Agreement”) entered in relation to the acquisition of Core Kingdom Limited dated 8 December 2014 (the “Core Kingdom Acquisition”), Mr. Chow Tsi Tung (“Mr. Chow”), being the vendor in the Core Kingdom Acquisition, provided an irrevocable and unconditional guarantee in favour of the Company that the audited net profits of 浙江通銀貴金屬經營有限公司 (Zhejiang Tong Yin Precious Metal Operation Company Limited\*) (“Tong Yin”), an indirect 51%-owned subsidiary of the Company, for the three years ended 31 December 2015, 31 December 2016 and 31 December 2017 shall be no less than RMB20 million, RMB24 million and RMB30 million respectively (the “Guaranteed Net Profit”). A contingent consideration receivable has been recognised in the consolidated statement of financial position of the Group which was measured at fair value at each of the end of the reporting period.

The audited net profits of Tong Yin for the years ended 31 December 2015 and 2016 were no less than the Guaranteed Net Profit. However, for the year ended 31 December 2017, the audited net profit of Tong Yin was RMB25,586,000 (equivalent to HK\$29,512,000), which was lower than the Guarantee Net Profit of RMB30,000,000. As a result, pursuant to the Core Kingdom Agreement, the Company recognised a compensation from profit guarantee of HK\$2,596,000 as at 31 December 2017, which is to be paid by Mr. Chow and was calculated as 51% of the difference between the audited net profit of Tong Yin and the Guaranteed Net Profit for the year ended 31 December 2017.

For further details of the Core Kingdom Acquisition and the profit guarantee, please refer to the announcements of the Company dated 9 December 2014, 8 January 2015, 9 February 2015, 27 February 2015 and 29 March 2018.

\* for identification purposes only

## 管理層討論及分析

由於本集團於2017年12月31日的現金及現金等價物為293,853,000港元，故董事認為本公司有能力履行可換股債券項下的贖回責任。

### 應收或然代價及溢利保證

根據有關收購Core Kingdom Limited (「Core Kingdom收購事項」)而訂立的日期為2014年12月8日的買賣協議(「Core Kingdom協議」)，周吉東先生(「周先生」)(即Core Kingdom收購事項賣方)向本公司提供不可撤回及無條件擔保，保證浙江通銀貴金屬經營有限公司(「通銀」)(本公司間接擁有51%之附屬公司)於截至2015年12月31日、2016年12月31日及2017年12月31日止三個年度之經審核溢利淨額將分別不少於人民幣20,000,000元、人民幣24,000,000元及人民幣30,000,000元(「保證溢利淨額」)。應收或然代價乃於各報告期末按公平值計量並於本集團之綜合財務狀況表確認。

截至2015年及2016年12月31日止年度，通銀之經審核溢利淨額不低於保證溢利淨額。然而，截至2017年12月31日止年度，通銀之經審核溢利淨額為人民幣25,586,000元(相當於29,512,000港元)，低於保證溢利淨額人民幣30,000,000元。因此，根據Core Kingdom協議，本公司於2017年12月31日確認溢利保證之補償2,596,000港元，該代價乃通銀於截至2017年12月31日止年度之經審核溢利淨額與保證溢利淨額之差額之51%，將由周先生予以支付。

有關Core Kingdom收購事項及溢利保證的進一步詳情，請參閱本公司日期為2014年12月9日、2015年1月8日、2015年2月9日、2015年2月27日及2018年3月29日的公佈。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Connected Transaction – Exercise of Put Option in relation to Interest in Brighsun Ev-tech Co., Limited

On 8 November 2017, International Faith Limited, an indirect wholly-owned subsidiary of the Company, served an exercise notice on Mr. Zhang Genjiang (“Mr. Zhang”), the executive Director and a substantial shareholder of the Company, to exercise the put option and to require Mr. Zhang to purchase 1,200 ordinary shares of Brighsun Ev-tech Co., Limited, representing 10% of the issued shares, at the consideration of HK\$9,000,000. Further details of this transaction was set out in the announcement of the Company dated 8 November 2017.

### Income Tax

The effective tax rate for the year was 30.9% (2016: 37.9%), which was higher for the tax rates applicable to the relevant jurisdictions ranging from 0% to 25%.

### Foreign Currency Management

The Group’s transactions, trade receivables, trade payables and cash and cash equivalents are mainly denominated in United States dollars, Hong Kong dollars and Renminbi. Therefore, the Group is exposed to foreign currency exchange rate risk. The directors of the Company have a positive attitude to regularly monitor the Group’s exposure to foreign exchange so as to reduce the foreign exchange rate risk to a minimum level. To a larger extent, foreign exchange risks were minimised via balancing the foreign currency monetary assets versus the corresponding currency liabilities, and foreign currency revenues versus the corresponding currency expenditures. In light of the above, it was considered that the Group’s exposure to foreign exchange risks was not significant and no hedging measure had been undertaken by the Group.

### Contingent Liabilities

The Group had no significant contingent liabilities as at 31 December 2017 (2016: Nil).

### Pledge of Assets

As at 31 December 2017, save as disclosed above, no other assets of the Group were pledged.

### 關連交易-就百成電車科技有限公司之權益行使認沽期權

於2017年11月8日，國際信達有限公司(本公司之間接全資附屬公司)向章根江先生(「章先生」)(本公司之執行董事兼主要股東)發出行使通知，以行使認沽期權並要求章先生以代價9,000,000港元購買百成電車科技有限公司之1,200股普通股，佔已發行股份之10%。該交易之進一步詳情載於本公司日期為2017年11月8日之公佈內。

### 所得稅

本年度之實際稅率為30.9% (2016年：37.9%)，高於相關司法權區的適用稅率(介於0%到25%)。

### 外幣管理

本集團的交易、貿易應收款項、貿易應付款項以及現金及現金等價物主要以美元、港元及人民幣計值。因此，本集團承受外匯匯率風險。本公司董事積極定期監察本集團面臨的外匯風險，以將外匯匯率風險降至最低水平。透過維持外幣資產與相應貨幣負債之平衡，以及外幣收入與相應貨幣開支之平衡，本公司已將大部份外匯風險減至最低。鑒於以上所述，本集團所承受的外匯風險相信並不重大，故並無實行對沖措施。

### 或然負債

本集團於2017年12月31日並無任何重大或然負債(2016年：無)。

### 資產抵押

於2017年12月31日，除上文所披露者外，本集團並無其他已抵押資產。

# MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

## Capital Commitments

As at 31 December 2017, the Group had material capital commitments of HK\$716,000 (2016: HK\$1,056,000).

## Dividends

The Group did not recommend the payment of any dividend during the year ended 31 December 2017 (2016: Nil).

## Significant Investments Held and Material Acquisitions and Disposals

There were no significant investment held as at 31 December 2017, and there were no material acquisitions and disposal of subsidiaries during the year ended 31 December 2017.

## Fund Raising Activity

### *Placing of New Shares under General Mandate*

During the year ended 31 December 2017, the Company issued 100,000,000 shares to not less than six placees at a placing price of HK\$2.80 per share. The placing price was agreed with the placing agent in a placing agreement dated 21 April 2017, and the closing price quoted on the Exchange as at that date was HK\$3.32 per share. The net placing price was approximately HK\$2.78 per share. The number of the Company's issued shares increased from 2,051,209,327 as at 1 January 2017 to 2,151,209,327 upon the completion of the Placing on 25 May 2017. The gross proceeds raised by the Company from the Placing amounted to HK\$280,000,000, and the net proceeds raised, after the deduction of share issuing expenses, was approximately HK\$277,760,000. The Company intended to apply HK\$20,000,000 for general working capital of the Group and the remaining balance for the development of the Electric Vehicle Business. Further details of the Placing have been set out in the Company's announcements dated 21 April 2017 and 25 May 2017.

As at 31 December 2017, of the net proceeds of the Placing of HK\$277,760,000, approximately HK\$138,000,000 were subsequently used in the operation of the Electric Vehicle Business, while approximately HK\$9,760,000 were used in general working capital for our Hong Kong operation. Approximately HK\$130,000,000 was remained unused and placed with licensed banks in Hong Kong and the PRC.

## 資本承擔

於2017年12月31日，本集團的重大資本承擔為716,000港元(2016年：1,056,000港元)。

## 股息

本集團不建議派發截至2017年12月31日止年度的任何股息(2016年：無)。

## 持有重大投資以及重大收購及出售事項

於2017年12月31日並無持有任何重大投資，及截至2017年12月31日止年度亦無任何重大收購及出售附屬公司的事項。

## 集資活動

### *根據一般授權配售新股份*

截至2017年12月31日止年度，本公司以每股2.80港元的配售價向不少於六名承配人發行100,000,000股股份。配售價已與配售代理於日期為2017年4月21日的配售協議內協定，而股份於該日在聯交所所報收市價為每股3.32港元。配售價淨值約為每股2.78港元。配售事項於2017年5月25日完成後，本公司已發行股份數目由2017年1月1日的2,051,209,327股增加至2,151,209,327股。本公司自配售事項籌集的所得款項總額為280,000,000港元，以及籌集的所得款項淨額(扣除股份發行開支後)約為277,760,000港元。本公司擬將20,000,000港元用於本集團一般營運資金及餘額用於發展電動汽車業務。配售事項的進一步詳情載於本公司日期為2017年4月21日及2017年5月25日的公佈。

於2017年12月31日，配售事項之所得款項淨額為277,760,000港元，其中約138,000,000港元隨後於電動汽車業務運營中使用，而約9,760,000港元作香港營運的一般營運資金。約130,000,000港元尚未動用，並存置於香港及中國的持牌銀行。

# MANAGEMENT DISCUSSION AND ANALYSIS

# 管理層討論及分析

## Employees and Remuneration Policies

The Group had 113 (2016: 197) employees as at 31 December 2017. Total staff costs for the year, including Directors' remuneration, was HK\$32,855,000 (2016: HK\$31,891,000). The Group's remuneration practices are in line with the prevailing market practice and are determined on the basis of performance, qualification and experience of individual employee. The Group recognises the importance of a good relationship with the employees by providing competitive remuneration package to the employees including salaries, allowances, insurance, discretionary bonus, share option scheme and training for human resources upskilling.

## Principal Risks and Uncertainties

The Group's businesses, financial conditions, results of operations or growth prospects may be affected by risks and uncertainties directly or indirectly pertaining to the Group's businesses. The risk factors that could result in the Group's businesses, financial conditions, results of operations or growth prospects are identified as below, while there may be other risks and uncertainties in addition to those identified below which are not known to the Group or which may not be material now but could turn out to be material in the future.

### Market Risk

As the growth of traditional automobile market worldwide is expected to slow down, more and more automobile manufacturers enter into the green transportation and electric vehicle industry. Market risk arises from the intensifying competitions of the Electric Vehicle Business of the Group.

With an aim to become one of the market leaders in the green transportation and electric vehicle industry, not only have we engaged qualified managerial, operational and marketing team to deal with the Electric Vehicle Business, in order to minimise the market risk, the Group also builds our competitive edge in the Electric Vehicle Business by being customer-oriented and provision of tailor-made solutions to our customers.

### Regulatory Risk

The Group is exposed to regulatory risks, especially in the Electric Vehicle Business, in relation to failure to comply with relevant laws and regulations in financial, operational and environment aspects. While there is no non-compliance of laws and regulations during the year, the Group will remain sensitive to any changes in the regulations, and respond to any changes to ensure our businesses comply with the relevant policies.

## 僱員及薪酬政策

於2017年12月31日，本集團有113名(2016年：197名)僱員。本年度總員工成本(包括董事薪酬)為32,855,000港元(2016年：31,891,000港元)。本集團的薪酬常規符合現行市場慣例，並根據個別僱員的表現、資歷及經驗而釐定。本集團明白與僱員建立良好關係的重要性，並透過向僱員提供富競爭力的薪酬組合，包括薪金、津貼、保險、酌情花紅、購股權計劃及人力資源技能提升訓練，以達致該目標。

## 主要風險及不確定因素

本集團的業務、財務狀況、經營業績或發展前景可能受到與本集團業務直接或間接相關的風險及不確定因素之影響。下文載列可能影響本集團業務、財務狀況、經營業績或發展前景之風險因素，然而，除下文所列者外，或會存在本集團並未知悉或目前可能不重要但日後可能變得重要的其他風險及不確定因素。

### 市場風險

鑒於預計全球傳統汽車市場的增速放緩，更多的中國汽車製造商步入綠色交通及電動汽車行業。市場風險乃因本集團電動汽車業務之競爭加劇所致。

為成為綠色交通及電動汽車行業的市場領導者之一，本集團已聘請合資格管理、營運及營銷團隊應對電動汽車業務，以將市場風險降至最低，亦通過以客為尊及向客戶提供量身定制的方案，以在電動汽車業務方便確立競爭優勢。

### 監管風險

倘於財務、營運及環境方面未遵守相關法律及法規，則本集團面臨監管風險，尤其是於電動汽車業務。儘管本集團於本年度內並無違反相關法律及法規，但將會對任何法規變動保持敏感，並予以應對，以確保我們的業務遵守相關政策。



# MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

## Financial Risks

Details of the financial risks are set out in note 33 to the consolidated financial statements.

## Currency Market Risk

The Group's currency exposure mainly arises from its businesses and assets based in the PRC, further details of which are set out in the paragraph "Foreign Currency Management" under the section headed "Financial Review" above.

## Global Economic and Environment Risk

The worldwide economic and political environment has been increasingly complex and unstable, especially after the Brexit announcement and with Donald Trump leading the United States. The prevailing global uncertainty may materially and adversely affect the business of our customers or potential customers, or cause a further slowdown in economic activities in worldwide which, in turn, may lead to lower demand for our products especially the PRC Silverware Business and the Sourcing Business.

To address this global uncertainties, the Group pursues prudent and pragmatic strategies in financial management and capital expenditure investment. We also strive for efficiency and cost effectiveness in all aspects of our operations to enhance financial performance.

## Subsequent Events After the Reporting Period

On 6 February 2018, the Company signed another supplemental loan agreement to further extend the repayment date of a loan of HK\$15,000,000 secured by the shares of Powerwell Pacific Limited to another 3 months to 5 May 2018 from the second extended repayment date (i.e. 5 February 2018).

## 金融風險

有關金融風險的詳情載於綜合財務報表附註33。

## 貨幣市場風險

本集團之貨幣風險主要源自其於中國之業務及資產，其進一步詳情載於上文「財務回顧」一節「外幣管理」一段。

## 全球經濟及環境風險

全球經濟及政治環境日益複雜動盪(尤其自宣佈脫歐後及特朗普成為美國總統以來)。全球現時之不確定因素可能對客戶或潛在客戶之業務產生重大不利影響，或導致全球經濟活動進一步放緩，從而降低我們的產品(尤其是中國銀器業務及貨源搜尋業務)的需求量。

為應對全球不確定因素，本集團於財務管理及資本支出投資方面奉行審慎務實策略。本集團於營運方面亦致力全面實現效率及成本效益以增強財務表現。

## 報告期後重大事項

於2018年2月6日，本公司另簽訂一項補充貸款協議，將以Powerwell Pacific Limited的股份作為抵押的15,000,000港元的貸款的償還日期由第二次經延長償還日期(即2018年2月5日)再延長3個月至2018年5月5日。

# CORPORATE GOVERNANCE REPORT 企業管治報告

Pursuant to Rule 18.44(2) of the GEM Listing Rules, the Board is pleased to present this corporate governance report for the year ended 31 December 2017 (the “Year”). This report highlights the key corporate governance practices of the Company.

## Corporate Governance Practices

The Group is committed to upholding high standards of corporate governance. The Board considers that enhanced public accountability and corporate governance are beneficial for the healthy growth of the Group, improving customer and supplier confidence and safeguarding the interests of shareholders of the Company.

The Company has complied with the Corporate Governance Code (the “CG Code”) contained in Appendix 15 of the GEM Listing Rules throughout the Year, save as disclosed below:

### Code provision A.2.1

Code provision A.2.1 of the CG Code requires the roles of chairman and chief executive should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive should be clearly established and set out in writing. Mr. Fei Jie (“Mr. Fei”), the Chairman of the Board (the “Chairman”) and the executive Director, has been assuming the role of chief executive of the Company during the period from 1 January 2017 to 9 March 2017. The Board believed that the roles of chairman and chief executive performed by Mr. Fei can provide the Group with strong and consistent leadership and allow for more effective and efficient business planning and decisions as well as execution of long term business strategies.

In view of the long-term development needs of the Company, Mr. Ng Chin Ming Stephen (“Mr. Ng”) was appointed as Chief Executive Officer (“CEO”) and executive Director of the Company on 10 March 2017. Mr. Ng as the CEO is responsible for managing and smoothing the business operations of the Group while Mr. Fei as the Chairman is responsible for leading the Board in the overall strategic management and business development of the Group. As a result, code provision A.2.1 has been complied with commencing from 10 March 2017.

### Code provision A.6.7

Code provision A.6.7 of the CG Code requires all independent non-executive directors and non-executive directors should attend general meetings of listed issuers. Mr. Jim Yiu Ming, an independent non-executive Director, was unable to attend the annual general meeting held on 8 May 2017 due to his personal commitment.

根據GEM上市規則第18.44(2)條，董事會欣然呈報截至2017年12月31日止年度(「本年度」)的企業管治報告。本報告羅列本公司的主要企業管治常規。

## 企業管治常規

本集團致力維持高水平的企業管治。董事會認為，加強公眾問責性及企業管治有利於本集團的穩健增長，提升客戶及供應商信心，並保障本公司股東的利益。

本公司於年內已遵守GEM上市規則附錄15所載之企業管治守則(「企業管治守則」)，惟以下披露除外：

### 守則條文第A.2.1條

企業管治守則的守則條文第A.2.1條規定主席與行政總裁的角色應有區分，並不應由同一人同時兼任。主席與最高行政人員的責任分工應明確規定並以書面方式載列。董事會主席(「主席」)兼執行董事費杰先生(「費先生」)於2017年1月1日至2017年3月9日期間一直擔負本公司最高行政人員角色。董事會認為，主席及最高行政人員角色由費先生一人擔任可為本集團提供強有力及一貫的領導，且可進行更有效及高效的業務規劃及決策以及長期業務策略的執行。

鑒於本公司的長遠發展需要，伍展明先生(「伍先生」)於2017年3月10日獲委任為本公司行政總裁(「行政總裁」)及執行董事。伍先生作為行政總裁負責管理及促進本集團的業務營運，而費先生作為主席負責領導董事會實施本集團整體策略管理及業務發展。因此，自2017年3月10日起開始遵守守則條文第A.2.1條。

### 守則條文第A.6.7條

企業管治守則之守則條文第A.6.7條規定，所有獨立非執行董事及非執行董事應出席上市發行人的股東大會。獨立非執行董事詹耀明先生因個人需要未能出席於2017年5月8日舉行的股東週年大會。

## CORPORATE GOVERNANCE REPORT 企業管治報告

### Securities Transactions by Directors and Relevant Employees

The Company adopted the model code for securities transactions by the Directors (the “Model Code”) on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. On specific enquiry made, all the Directors have confirmed compliance with the Model Code throughout the Year.

Relevant employees who are likely to be in possession of inside information of the Company are also subject to compliance with guidelines on no less exacting terms than the Model Code for the Year.

### Board of Directors

The Board is currently composed of six Directors, three being executive Directors and three being independent non-executive Directors as set out below.

#### Executive Directors

Mr. Fei Jie, *Chairman*

Mr. Ng Chin Ming Stephen, *Chief Executive Officer*  
(appointed on 10 March 2017)

Mr. Zhang Genjiang (appointed on 9 May 2017)

#### Independent Non-executive Directors

Mr. Jim Yiu Ming

Mr. Shen Ruolei

Mr. Sit Sai Hung, Billy

The Board is responsible for the overall management and affairs of the Company and to maximise returns for shareholders. The day-to-day operations and management of the Company are delegated to the executive Directors and senior management of the Company.

The biographical details of the Directors are set out in the section “Biographies of Directors” of this annual report.

### Chairman and Chief Executive

During the period from 1 January 2017 to 31 December 2017, Mr. Fei as the Chairman leads the strategic management and business development of the Group.

### 董事及相關僱員進行證券交易

本公司採納董事進行證券交易之標準守則（「標準守則」），條款不寬鬆於GEM上市規則第5.48至5.67條所載的交易必守標準。經向所有董事作出特定查詢後，全體董事已確認在整個年度期間一直遵守標準守則。

有可能掌握本公司內幕消息的相關僱員於本年度亦須遵守條款不寬鬆於標準守則的準則。

### 董事會

董事會現由六名董事組成，其中三名為執行董事，三名為獨立非執行董事，詳情載列如下。

#### 執行董事

費杰先生，*主席*

伍展明先生，*行政總裁*

(於2017年3月10日獲委任)

章根江先生(於2017年5月9日獲委任)

#### 獨立非執行董事

詹耀明先生

沈若雷先生

薛世雄先生

董事會負責本公司的整體管理及事務，旨在為股東提供最大的回報。本公司的日常營運及管理交由本公司執行董事及高級管理人員負責。

董事的履歷詳情載於本年報「董事履歷」一節。

### 主席及行政總裁

於2017年1月1日至2017年12月31日止期間，主席費先生領導本集團策略管理及業務發展。

## CORPORATE GOVERNANCE REPORT 企業管治報告

Mr. Fei has also been assuming the role of chief executive of the Company during the period from 1 January 2017 to 9 March 2017.

Commencing from 10 March 2017, the Group adopts a dual leadership structure in which the role of the Chairman is separated from that of the chief executive. On 10 March 2017, Mr. Ng was appointed as CEO and executive Director in view of the long-term development needs. Mr. Ng as the CEO is responsible for managing and smoothing business operations of the Group while Mr. Fei as the Chairman is responsible for leading the Board in the overall strategic management and business development of the Group.

The position of Chairman is currently held by Mr. Fei, and the position of CEO is currently held by Mr. Ng.

### Independent Non-executive Directors

In compliance with the GEM Listing Rules, the Company has appointed three independent non-executive Directors representing more than one-third of the Board and at least one of whom has appropriate professional qualifications, or accounting or related financial management expertise.

The functions of independent non-executive Directors are primarily to bring an independent judgement on issues of strategy, policy, performance, accountability, resources, key appointments and standards of conducts at board meetings.

### Confirmation of Independence

Each of independent non-executive Directors has made an annual confirmation of independence by reference to Rule 5.09 of the GEM Listing Rules and the Company considers that all Independent Non-executive Directors were independent during the Year.

### Appointment and Re-election of Directors

Except for Mr. Zhang Genjiang, an executive Director, who is appointed for terms of three years, all the Directors, including independent non-executive Directors, are appointed for terms of one year. All the Directors are subject to retirement by rotation and eligible for re-election in accordance with the Company's Bye-laws.

費先生亦於2017年1月1日至2017年3月9日期間一直擔負本公司最高行政人員角色。

自2017年3月10日起，本集團採用雙領導架構，據此主席之角色與行政總裁之角色有所區分。鑒於長遠發展需要，伍先生於2017年3月10日獲委任為行政總裁及執行董事。伍先生作為行政總裁負責管理及促進本集團的業務營運，而費先生作為主席負責領導董事會實施本集團整體策略管理及業務發展。

主席一職目前由費先生擔任，而行政總裁一職目前由伍先生擔任。

### 獨立非執行董事

為遵守GEM上市規則，本公司已委任三名獨立非執行董事，佔董事會人數三分之一以上，且至少一名擁有適當專業資格或會計或相關財務管理專長。

獨立非執行董事的職能主要為於董事會會議上就策略、政策、表現、問責性、資源、主要委任及操守標準事宜作出獨立判斷。

### 確認獨立性

各獨立非執行董事已根據GEM上市規則第5.09條作出年度獨立性確認，本公司認為所有獨立非執行董事於本年度均為獨立人士。

### 董事委任及重選

除執行董事章根江先生的任期為三年外，所有董事(包括獨立非執行董事)的任期為一年。所有董事須根據本公司細則輪值退任及符合資格重選。

## CORPORATE GOVERNANCE REPORT 企業管治報告

In accordance with the Company's Bye-laws, (i) any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of the Company after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election; and (ii) at each annual general meeting, not less than one-third of the Directors then in office shall retire and every Director is subject to retirement by rotation at least once every three years.

### Relationships and Association among the Directors

There was no relationships between members of the Board, including financial, business, family or other material/relevant relationships.

### Directors' Continuous Professional Development

During the Year, the Company provides regular updates on the business performance of the Group to the Directors, so as to ensure that they had appropriate understanding of the Group's businesses and of their duties and responsibilities under the GEM Listing Rules and the relevant statutory and regulatory requirements. The Directors are continually updated on the latest development regarding the GEM Listing Rules and other applicable statutory requirements to ensure compliance and upkeep of good corporate governance practices.

### Board Diversity Policy

Recognising the benefits of having a diversified Board, the Company adopts a board diversity policy and aims to achieve diversity in the Board in order to achieve a sustainable and balanced development for the businesses of the Group. Selection of candidates for the members of the Board are made through the consideration of a different aspects including age, gender, cultural and ethnic background, professional qualification, skills, knowledge and length of services. Besides the above aspects, the Nomination Committee will consider whether the Board composition, as a whole, has sufficient diverse expertise particularly in corporate management, financial control, business development and human resources management. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

根據本公司的細則，(i)董事會為填補臨時空缺而委任的任何董事任期應至其獲委任後的首次股東大會止，且須於該會議上重選，而任何獲董事會委任加入現有董事會的董事任期僅至本公司下一屆股東週年大會，屆時將符合資格重選；及(ii)於各股東週年大會上，不少於三分之一當時在任的董事須退任，而每名董事須最少每三年輪值退任一次。

### 董事之間的關係及聯繫

董事會成員之間並無任何關係(包括財務、業務、近親或其他重大/相關關係)。

### 董事的持續專業發展

於本年度，本公司向董事提供本集團業務表現的定期更新，以確保彼等適當理解本集團業務，以及其根據GEM上市規則及相關法定及監管規定項下的職責與責任。董事持續獲得有關GEM上市規則及其他適用法定規定的最新發展更新，以確保符合及維持良好企業管治常規。

### 董事會成員多元化政策

認可擁有多元化董事會之好處，本公司採納董事會成員多元化政策旨在實現董事會多元化，以達致本集團業務之可持續及平衡發展。甄選董事會成員人選時會考慮不同方面，包括年齡、性別、文化及種族背景、專業資格、技能、知識及服務任期。除上文各方面，提名委員會將考慮董事會組成在整體上是否具備足夠多元化專長，尤其針對企業管理、財務控制、業務發展及人力資源管理方面。最終將按所選人選的長處及可為董事會提供的貢獻而作決定。

## CORPORATE GOVERNANCE REPORT 企業管治報告

### Board Meetings Held and Attendance

The CG Code requires regular meeting of the Board be held at least four times a year at approximately quarterly intervals. Such Board meetings involve the active participation, either in person or by telephone conference. Under code provision A.1.3 of the CG Code, notice of at least 14 days should be given of a regular board meeting to all Directors to give all Directors an opportunity to attend. Certain regular Board meetings were convened with less than 14 days' notice to enable the Board members to react timely and make expeditious decision making in respect of transactions which were of significance to the Group's businesses. As a result, the Board meetings were held with a shorter notice period than required with the consent of all the Directors for that time being. The Board will do its best endeavours to meet the requirement of code provision A.1.3 of the CG Code in future. Adequate and appropriate information is circulated normally three days in advance of Board meetings to the Directors. In addition to the regular Board meetings, the Chairman met with independent non-executive Directors without the presence of other executive Directors.

### 已舉行的董事會會議及出席情況

企業管治守則規定董事會須每年最少舉行四次定期會議，大約每季舉行一次。該等董事會會議均取得董事親身或透過會議電話積極參與。根據企業管治守則之守則條文第A.1.3條，應至少提前十四天向全體董事發出有關定期董事會會議的通告以給予全體董事機會出席。若干定期董事會會議所發出的通知少於十四日，讓董事會成員能夠就對本集團業務屬重大之交易及時作出迅速決策。因此，董事會會議於當時全體董事同意下較規定時間為短之通知期內舉行。董事會日後將盡其最大努力以遵守企業管治守則之守則條文第A.1.3條規定。一般在董事會會議舉行前三天會向董事傳閱充足及適用資料。除董事會定期會議外，主席亦曾於並無其他執行董事出席之情況下與獨立非執行董事會面。

# CORPORATE GOVERNANCE REPORT 企業管治報告

The attendance records of the Directors at Board meetings and Board Committee meetings held during the Year are set out below:

董事於本年度舉行的董事會會議及董事委員會會議的出席記錄載列如下：

		Number of meetings attended/Eligible to attend <sup>1</sup> 出席／合資格出席的會議數目 <sup>1</sup>			
		Board 董事會	Remuneration Committee 薪酬委員會	Audit Committee 審核委員會	Nomination Committee 提名委員會
<b>Executive Directors</b> <b>執行董事</b>					
Mr. Fei Jie, <i>Chairman</i>	費杰先生，主席	14/14	N/A不適用	N/A不適用	N/A不適用
Mr. Fung Chi Kin (retired on 8 May 2017)	馮志堅先生 (於2017年5月8日退任)	6/6	N/A不適用	N/A不適用	N/A不適用
Mr. Ng Chin Ming Stephen, <i>Chief Executive Officer</i> (appointed on 10 March 2017)	伍展明先生， 行政總裁 (於2017年3月10日獲委任)	11/11	N/A不適用	N/A不適用	N/A不適用
Mr. Zhang Genjiang (appointed on 9 May 2017)	章根江先生 (於2017年5月9日獲委任)	5/7	N/A不適用	N/A不適用	N/A不適用
<b>Independent Non-executive Directors</b> <b>獨立非執行董事</b>					
Mr. Cheung Siu Wah (retired on 8 May 2017)	張少華先生 (於2017年5月8日退任)	4/6	2/3	1/1	1/2
Mr. Jim Yiu Ming	詹耀明先生	10/14	3/4	4/5	2/3
Mr. Shen Ruolei	沈若雷先生	10/14	1/1	4/4	3/3
Mr. Sit Sai Hung, Billy	薛世雄先生	14/14	4/4	5/5	3/3

<sup>1</sup> Number of meetings held during the Year or during the tenure of the Directors/ Board Committee members for the Year (if such Director was appointed or ceased to be a Director/Board Committee member part way during the Year)

<sup>1</sup> 於本年度或董事／董事委員會成員於本年度的任期內(倘該董事於本年度獲委任或不再擔任董事／董事委員會成員)舉行的會議次數

# CORPORATE GOVERNANCE REPORT 企業管治報告

## General Meetings Held and Attendance

The attendance records of the Directors at general meetings held during the Year is set out below:

已舉行的股東大會及出席情況  
董事於本年度舉行的股東大會的出席記錄載列如下：

		Number of meetings attended/ Eligible to attend <sup>1</sup> 出席／合資格出席的會議數目	
		Annual General Meeting 股東週年大會	Special General Meeting 股東特別大會
<b>Executive Directors 執行董事</b>			
Mr. Fei Jie, <i>Chairman</i>	費杰先生·主席	1/1	N/A不適用
Mr. Fung Chi Kin (retired on 8 May 2017)	馮志堅先生 (於2017年5月8日退任)	1/1	N/A不適用
Mr. Ng Chin Ming Stephen, <i>Chief Executive Officer</i> (appointed on 10 March 2017)	伍展明先生· 行政總裁 (於2017年3月10日獲委任)	1/1	N/A不適用
Mr. Zhang Genjiang (appointed on 9 May 2017)	章根江先生 (於2017年5月9日獲委任)	N/A不適用	N/A不適用
<b>Independent Non-executive Directors 獨立非執行董事</b>			
Mr. Cheung Siu Wah (retired on 8 May 2017)	張少華先生 (於2017年5月8日退任)	0/1	N/A不適用
Mr. Jim Yiu Ming	詹耀明先生	0/1	N/A不適用
Mr. Shen Ruolei	沈若雷先生	1/1	N/A不適用
Mr. Sit Sai Hung, Billy	薛世雄先生	1/1	N/A不適用

<sup>1</sup> Number of meetings held during the Year or during the tenure of the Directors (if such Director was appointed or ceased to be a Director part way during the Year)

<sup>1</sup> 於本年度或董事於本年度的任期內(倘該董事於本年度獲委任或不再擔任董事)舉行的會議次數



## CORPORATE GOVERNANCE REPORT 企業管治報告

### Remuneration Committee

As at 31 December 2017, the Remuneration Committee comprised all independent non-executive Directors, namely Mr. Jim Yiu Ming, Mr. Sit Sai Hung, Billy and Mr. Shen Ruolei. During the Year on 8 May 2017, Mr. Shen Ruolei was appointed as member of the Remuneration Committee to fill the vacancy left by Mr. Cheung Siu Wah, who retired on 8 May 2017. Mr. Sit Sai Hung, Billy is the chairman of the Remuneration Committee. The primary duties of the Remuneration Committee are making recommendations to the Board on the Company's policy and structure for the Directors and senior management remuneration, making recommendations to the Board on the remuneration packages of individual Director and ensuring that no Director or any of his associates is involved in deciding his own remuneration. Specific terms of reference of the Remuneration Committee are published on the websites of the Company and the Exchange.

The Remuneration Committee held four meetings during the Year to review the remuneration package of the Directors.

### Audit Committee

As at 31 December 2017, the Audit Committee comprised all independent non-executive Directors, namely Mr. Jim Yiu Ming, Mr. Sit Sai Hung, Billy and Mr. Shen Ruolei. During the Year on 8 May 2017, Mr. Shen Ruolei was appointed as member of the Audit Committee to fill the vacancy left by Mr. Cheung Siu Wah, who retired on 8 May 2017. Mr. Sit Sai Hung, Billy is the chairman of the Audit Committee, who has appropriate professional qualifications and experience as required by the GEM Listing Rules. Specific terms of reference of the Audit Committee are published on the websites of the Company and the Exchange. The primary duties of the Audit Committee include the following:

- (a) monitoring and ensuring a proper relationship with the Company's auditors;
- (b) reviewing the Group's quarterly, interim and annual reports and compliance with accounting standards, the GEM Listing Rules, and legal requirements before submission to the Board; and
- (c) overseeing the Company's financial reporting system, risk management and internal control system.

### 薪酬委員會

於2017年12月31日，薪酬委員會由全體獨立非執行董事，詹耀明先生、薛世雄先生及沈若雷先生組成。於本年度2017年5月8日，沈若雷先生獲委任為薪酬委員會成員，以填補張少華先生（於2017年5月8日退休）的空缺。薛世雄先生為薪酬委員會主席。薪酬委員會的主要職責為就本公司董事及高級管理人員的薪酬政策及架構以及個別董事的薪酬方案向董事會提供推薦建議，並確保概無董事或其任何聯繫人參與決定其自身的薪酬。薪酬委員會的職權範圍詳情已登載於本公司及聯交所之網站。

薪酬委員會於本年度舉行四次會議，以檢討董事的薪酬待遇。

### 審核委員會

於2017年12月31日，審核委員會由全體獨立非執行董事，詹耀明先生、薛世雄先生及沈若雷先生組成。於本年度2017年5月8日，沈若雷先生獲委任為審核委員會成員，以填補張少華先生（於2017年5月8日退休）的空缺。薛世雄先生為審核委員會主席，其具備GEM上市規則規定的適當專業資格及經驗。審核委員會的職權範圍詳情已登載於本公司及聯交所之網站。審核委員會的主要職責包括以下各項：

- (a) 監察並確保與本公司核數師的關係恰當；
- (b) 於提交董事會前審閱本集團的季度、中期及年度報告，以及遵守會計準則、GEM上市規則及法律規定的情況；及
- (c) 監督本公司的財務申報制度、風險管理及內部監控系統。

## CORPORATE GOVERNANCE REPORT 企業管治報告

The Audit Committee held five meetings during the Year, to review the Group's quarterly, interim and annual financial statements, to review the annual audit plan of the external auditors, to meet and discuss with the external auditors about audit findings, and to discuss with the Board about re-appointment of the external auditor and the progress of internal control review performed by an external advisor.

The Audit Committee has reviewed the audited financial statements of the Group for the Year and recommended to the Board the approval and announcement of such financial statements.

### Nomination Committee

As at 31 December 2017, the Nomination Committee comprised all independent non-executive Directors, namely Mr. Jim Yiu Ming, Mr. Sit Sai Hung, Billy and Mr. Shen Ruolei. Mr. Jim Yiu Ming is the chairman of the Nomination Committee. On 8 May 2017, Mr. Cheung Siu Wah retired as a member of the Nomination Committee. The primary duties of the Nomination Committee are to review the size, structure and composition of the Board, identify suitably qualified individual for appointment to the Board, assess the independence of independent non-executive Directors and make recommendations to the Board on the appointment or re-appointment of the Directors and succession planning for the Directors. The Nomination Committee is also responsible for ensuring the Board comprises diversity of perspectives appropriate for the Company's healthy development. The Nomination Committee considered that the Board has sufficient diverse expertise, particularly in corporate management, financial control, business development and human resources management, for the Company's businesses, while gender diversity is not directly relevant to the quality of the Board. Specific terms of reference of the Nomination Committee are published on the websites of the Company and the Exchange.

The Nomination Committee held three meetings during the Year to review the size, structure and composition of the Board, the independence of the independent non-executive Directors and the suitability of the Directors proposed for re-appointment at the Company's annual general meeting, and make recommendations to the Board for the Directors newly appointed during the Year.

審核委員會於本年度已舉行五次會議，以審閱本集團的季度、中期及年度財務報表，審閱外聘核數師的年度審計計劃，會見外聘核數師，與外聘核數師討論審計過程中的發現，並與董事會討論有關外聘核數師的續聘及由一名外聘顧問所執行的內部監控審核程序。

審核委員會已審閱本集團的本年度經審核財務報表，並推薦董事會批准及公佈該等財務報表。

### 提名委員會

於2017年12月31日，提名委員會由全體獨立非執行董事，詹耀明先生、薛世雄先生及沈若雷先生組成。詹耀明先生為提名委員會主席。於2017年5月8日，張少華先生退任提名委員會成員。提名委員會的主要職責為檢討董事會的大小、架構及組成，物色可獲委任進入董事會的適當合資格人士，評核獨立非執行董事的獨立性，並就董事的任命或重新任命及董事的繼任安排，向董事會提供建議。提名委員會亦負責確保董事會成員提供有利於本公司健康發展之多元化見解。提名委員會認為董事會在企業管理、財務控制、業務發展及人力資源管理等方面就本公司業務而言具備足夠的多元化專長，而性別多元化與董事會質素並無直接關係。提名委員會的職權範圍詳情已登載於本公司及聯交所之網站。

提名委員會於本年度期間舉行了三次會議，以檢討董事會的大小、架構及組成，獨立非執行董事的獨立性，及擬於本公司股東週年大會連任的董事是否適當人選，並就於本年度新委任的董事向董事會提供建議。

# CORPORATE GOVERNANCE REPORT 企業管治報告

## Corporate Governance Functions

The Board is responsible for performing the following corporate governance duties as required under the CG Code:

- (a) developing and reviewing the Company's policies and practices on corporate governance;
- (b) reviewing and monitoring the training and continuous professional development of the Directors and senior management of the Group;
- (c) reviewing and monitoring the Company's policies and practices on compliance with legal and regulatory requirements;
- (d) developing, reviewing and monitoring the codes of conduct, where applicable, to employees and the Directors; and
- (e) reviewing the Company's compliance with the CG Code and disclosures in this report.

During the Year, the Board had reviewed the compliance with the CG Code and the effectiveness of the risk management and internal control systems of the Group through the Audit Committee.

## Company Secretary

Any executive Director will be the person to whom such external service provider can contact with. The Company appointed Ms. Hui Wai Man, Shirley ("Ms. Hui") as the company secretary of the Company from an external secretarial services provider. In accordance with Rule 5.15 of the GEM Listing Rules, Ms. Hui confirmed that she has taken no less than 15 hours of the relevant professional training during the Year.

## Auditors' Remuneration

For the Year, fees for audit and non-audit services paid/payable to HLB Hodgson Impey Cheng Limited, the auditors of the Company, amounted to HK\$630,000 and HK\$147,000 respectively. The non-audit services included professional services rendered for interim review and agreed-upon procedures engagements.

## 企業管治職能

董事會負責根據企業管治守則履行下列規定之企業管治職責：

- (a) 制定及審閱本公司企業管治政策及慣例；
- (b) 檢討及監察本集團董事及高級管理層之培訓及持續專業發展；
- (c) 審閱及監察本公司遵守法定及監管規定的政策及慣例；
- (d) 制定、審閱及監察適用於僱員及董事之行為守則；及
- (e) 檢討本公司是否已遵守企業管治守則及於本企業管治報告中的披露。

於本年度，董事會透過審核委員會檢討是否已遵守企業管治守則及本集團風險管理及內部監控系統的功效。

## 公司秘書

任何執行董事將為該外部服務提供商可以聯絡之人士。本公司委任許惠敏女士（「許女士」）為本公司的公司秘書（原為外部秘書服務供應商）。根據GEM上市規則第5.15條，許女士確認彼於本年度已參加不少於15個小時的相關職業培訓。

## 核數師酬金

於本年度，已付／應付本公司核數師國衛會計師事務所有限公司的審核及非審核服務費用分別為630,000港元及147,000港元。非審核服務包括就中期審閱及協定程序所提供的專業服務。

## CORPORATE GOVERNANCE REPORT 企業管治報告

### Risk Management and Internal Control

The Board acknowledges its responsibility for the effectiveness of the Group's risk management and internal control systems.

The Group's risk management process includes risk identification, risk evaluation, risk management and risk control and review. The Group's risk management framework sets out the risk management process as described below:

- (a) The head of each businesses and functions of the Group, including areas covering financial, operational, compliance and risk management functions, is entrusted with duties in identifying, evaluating and managing risks within its own division regularly. Mitigation plans are implemented to manage the risks after taking into account the objectives of each businesses.
- (b) The senior management, including the CEO, is responsible for overseeing the risk management and internal control activities of the Group through regular meetings with each division to ensure principal risks are properly addressed and any material internal control defects are properly identified and well addressed.
- (c) The Board is responsible for reviewing the effectiveness of the Group's risk management and internal control systems through regular meetings with the senior management. In addition, the Audit Committee, taking into consideration of the advices and opinions from the external professional internal control consultant, is responsible for ensuring the sufficiency and effectiveness of the Group's risk management and internal control systems through regular inspection and monitoring.

The Group has conducted a review of the implemented risk management and internal control systems. The systems are implemented to minimise the risk to which the Group is exposed and is used as a management tool for the day-to-day operation of business. The system can only provide reasonable but not absolute assurance against misstatement or losses.

### 風險管理及內部監控

董事會確認其有責任確保本集團風險管理及內部監控系統行之有效。

本集團風險管理程序包括風險識別、風險評估、風險管理以及風險控制及審查。本集團風險管理框架載列如下所述風險管理程序：

- (a) 本集團各業務及職能部門(範圍包括財務、營運、合規及風險管理職能部門)主管獲委派定期於本部門內識別、評估、管理風險。經計及各業務部門的目標後，實施緩減計劃以管理風險。
- (b) 高級管理層(包括行政總裁)通過與各部門之定期會議負責監督本集團風險管理及內部監控活動，以確保妥善處理主要風險以及妥為識別及妥善處理任何重大內部監控缺陷。
- (c) 董事會通過與高級管理層之定期會議，負責檢討本集團的風險管理及內部監控系統的成效。此外，審核委員會在外聘專業內部監控顧問的建議及意見下通過定期檢查和監督負責確保本集團風險管理及內部監控制度的充分性和有效性。

本集團已就已實施的風險管理及內部監控系統進行審查。實施系統旨在將本集團面臨的風險降至最低，並用作日常業務營運的管理工具。該系統僅提供合理而非絕對保證可避免出現錯誤陳述或損失。

## CORPORATE GOVERNANCE REPORT 企業管治報告

The Group does not have an internal audit function as the Board has reviewed the effectiveness of the internal control system of the Company and is currently of the view that there is no immediate need to set up an internal audit function within the Group in light of the size, nature and complexity of the Group's business. The situation will be reviewed from time to time.

The Group has engaged ZHONGHUI ANDA Risk Services Limited, external professional internal control consultant, to conduct independent internal control review for the Year and the review is completed as at the date of this annual report.

For the Year, the Board considered the Group's internal control system as adequate and effective and that the Company has complied with the code provisions on internal control of the Code.

### Procedures and Internal Controls for the Handling and Dissemination of Inside Information

The Group complies with requirements of Securities and Futures Ordinance ("SFO") and the GEM Listing Rules. The Group discloses inside information to the public as soon as reasonably practicable unless the information falls within any of the safe harbours as provided in the SFO. Before the information is fully disclosed to the public, the Group ensures the information is kept strictly confidential. If the Group believes that the necessary degree of confidentiality cannot be maintained or that confidentiality may have been breached, the Group would immediately disclose the information to the public. The Group is committed to ensure that information contained in announcements or circulars are not false or misleading as to a material fact, or false or misleading through the omission of a material fact in view of presenting information in a clear and balanced way, which requires equal disclosure of both positive and negative facts.

### Financial Reporting

The Directors acknowledge their responsibility for preparation of the Group's consolidated financial statements that give a true and fair view. As at 31 December 2017, the Directors were not aware of any material uncertainties relating to events or conditions which may cast significant doubt upon the Company's ability to continue as going concern. The responsibility of auditors in respect of the Group's consolidated financial statements are set out in the independent auditors' report forming part of this annual report.

本集團並無內部審核功能。董事會已檢討本公司內部監控系統之效用，目前認為根據本集團業務的規模、性質及複雜性，毋須即時於本集團內設立內部審核功能。該情況將不時進行檢討。

本集團於本年度已聘用外聘專業內部監控顧問中匯安達風險管理有限公司，進行獨立內部監控審閱，有關審閱於本年報日期已完成。

於本年度，董事會認為本集團的內部監控系統屬足夠及有效，且本公司已遵守守則內有關內部監控的守則條文。

### 處理及發放內幕消息的程序和內部監控措施

本集團遵循證券及期貨條例（「證券及期貨條例」）及GEM上市規則的規定。本集團在合理切實可行的情況下，會盡快向公眾披露內幕消息，除非有關消息屬證券及期貨條例所規定屬於任何安全港範圍內。本集團在向公眾全面披露有關消息前，會確保該消息絕對保密。若本集團認為無法保持所需的機密程度，或可能違反保密措施，本集團會即時向公眾披露該消息。本集團致力確保公告或通函中所載的消息就重大事實而言並不屬虛假或具誤導性，或鑒於以清晰平衡的方式呈列消息（就正面及負面事實需要同等披露而言）並不因遺漏重大事實而屬虛假或具誤導性。

### 財務申報

董事知悉他們須負責編製本集團的合併財務報表，以真實及公平地反映業務狀況。於2017年12月31日，董事並不知悉有關可能對本公司持續經營的能力構成重大疑問的事件或情況的任何重大不明朗因素。核數師就有關本集團合併財務報表的責任載於本年報的獨立核數師報告內。

## CORPORATE GOVERNANCE REPORT 企業管治報告

### Communications with Shareholders and Investor Relations

The Board has established a shareholders' communication policy to maintain an on-going dialogue with its shareholders and investors in a timely, open and transparent manner. The Board reviews the policy on a regular basis to ensure effective communication between the Company, its shareholders and investors.

The Board communicates with its shareholders and investors through various channels. The Board meets and communicates with shareholders and investors at annual general meetings and other general meetings. Corporate communications (such as quarterly, interim and annual reports, notices, circulars and announcements) are sent to shareholders in a timely manner and are available on the websites of the Company and the Exchange.

During the Year, there was no change in the Company's constitutional documents.

### Shareholders' Rights

#### Procedures for Shareholders to Propose a Person for Election as a Director

According to Bye-law 85 of the Company's Bye-laws, a shareholder of the Company (other than the person to be proposed) duly qualified to attend and vote at an annual general meeting of the Company may propose a person for election as a director at such meeting by lodging a notice in writing signed by such shareholder of his intention to propose such person for election and a notice in writing signed by the person to be proposed of his willingness to be elected at the head office of the Company or the office of the Hong Kong branch share registrar of the Company provided that the minimum length of the period, during which such notices are given, shall be at least seven days and that (if the notices are submitted after the despatch of the notice of the general meeting appointed for such election) the period for lodgement of such notices shall commence on the day after the despatch of the notice of the meeting appointed for such election and end no later than seven days prior to the date of such meeting.

### 與股東之溝通及投資者關係

董事會已建立股東溝通政策，以及時、公開及透明地與股東及投資者保持持續溝通。董事會負責定期審查上述政策，確保本公司、其股東及投資者之間保持有效溝通。

董事會透過各種渠道與股東及投資者進行溝通。董事會參加股東週年大會和其他股東大會，以與股東及投資者會面與溝通。本公司會及時向股東會面與傳達公司通訊(如季度、中期及年度報告、通告、通函及公告)，公司通訊亦可於本公司及聯交所網站查閱。

於本年度，本公司的憲章文件概無變動。

### 股東的權利

#### 股東提名董事人選的程序

根據本公司的公司細則第85條，有資格出席本公司股東週年大會並於會上投票的股東(不包括被推選者)可透過將經其簽署的一份表明該股東建議提名相關人士參選之意向的書面通知以及該被推選人士簽署的表明其願意參選的書面通知呈交至本公司總辦事處或香港股份過戶登記分處，於該大會上推選一名人士為董事，前提是發出該通知的最短期限至少應為七天，倘通知是在指定作該推選的股東大會通知寄發後提交，該通告之提交期間應從指定該推選的大會通知寄發當日開始截至該大會召開日期前不少於七天止。

## CORPORATE GOVERNANCE REPORT 企業管治報告

### Procedures for Shareholders to Convene a Special General Meeting

Other than election at annual general meeting, pursuant to Bye-law 58 of the Company's Bye-laws, shareholders 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 shall at all times have the right, by written requisition to the Board or the company secretary of the Company, to require a special general meeting to be called by the Board for the transaction of any business specified in such requisition, including election of directors, and such meeting shall be held within two months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionists themselves may do so in accordance with the provisions of Section 74(3) of the Companies Act 1981 of Bermuda.

### Procedures for Shareholders to Direct Enquiries to the Board

Shareholders can put enquiries to the Board. All enquiries shall be in writing and sent by post to the headquarter and place of business of the Company at Units 610-611, Tower Two, Lippo Centre, 89 Queensway, Hong Kong, for the attention of the company secretary of the Company.

### 股東召開股東特別大會的程序

除於股東週年大會上選舉外，根據本公司的細則第58條，在申請書提交當日持有本公司實收資本不少於十分之一且在本公司股東大會上有投票權之股東隨時有權通過向本公司董事會或公司秘書提出書面申請，要求董事會召開股東特別大會，以商議申請書中列明之交易事項(包括選舉董事)，該大會應在申請書提交後兩個月內舉行。倘在提交申請書後二十一(21)天內，董事會未能著手準備召開該大會，則申請人可自行根據百慕達1981年公司法第74(3)條之規定召開該大會。

### 股東直接諮詢董事會的程序

股東可向董事會作出查詢。所有查詢均須為書面形式，並以郵遞方式送達本公司總辦事處及營業地點，地址為香港金鐘道89號力寶中心第二座610-611室，註明收件人為本公司公司秘書。

## BIOGRAPHIES OF DIRECTORS

### Executive Directors



**FEI Jie**, aged 38, was appointed as an executive Director on 2 September 2014 and appointed as the Chairman of the Board on 22 September 2014. He has over 12 years of experience in management level positions from deputy manager to chairman of the board in several companies located in Zhejiang province, the PRC, two of which are mining related companies.

## 董事履歷

### 執行董事

**費杰**，38歲，於2014年9月2日獲委任為執行董事並於2014年9月22日獲委任為董事會主席。他曾於中國浙江省多間公司(其中兩間為採礦相關公司)擔任副經理至董事會主席等管理層職位，相關經驗超過12年。



## BIOGRAPHIES OF DIRECTORS

## 董事履歷



**NG Chin Ming Stephen**, aged 62, joined the Company on 19 October 2016 as Chief Operating Officer and was appointed as an executive Director and Chief Executive Officer on 10 March 2017. Mr. Ng has over 36 years of experience in senior management of both public and private organisations including 22 years in Government in various departments and policy bureaux as an Administrative Officer, and 13 years in various capacities such as Chief Executive Officer of Treasury Markets Association and Global Governor of the Chinese Gold and Silver Exchange Society. Educated in Wah Yan College, Kowloon, Mr. Ng holds a Bachelor Degree from The Chinese University of Hong Kong, and a Master's Degree from the University of Hong Kong. He was also sent by Hong Kong Government for further studies in Oxford University in the United Kingdom, and Tsinghua University in Beijing. Mr. Ng also served in Hong Kong Economic and Trade Office in New York representing Hong Kong in 1988. From 1995 to 1997, he was seconded to Hong Kong Monetary Authority responsible for the 1997 World Bank/IMF Meetings in Hong Kong and later in 2000 he was appointed as Associate Director-General of Invest Hong Kong taking charge of attracting foreign investment into Hong Kong. In addition, Mr. Ng had worked as a member of the senior management in The Chinese University of Hong Kong and Urban Renewal Authority.

**伍展明**，62歲，於2016年10月19日加入本公司為首席營運官，於2017年3月10日獲委任為執行董事及行政總裁。伍先生擁有超過36年的高層管理經驗，包括在政府不同部門及政策局作為政務主任共22年，及在私人機構13年中曾擔任財資市場公會的行政總裁及金銀業貿易場的國際總監。伍先生在九龍華仁書院畢業後，先後在香港中文大學取得學士學位及香港大學取得碩士學位。彼後來亦被香港政府保送英國牛津大學及北京清華大學深造。伍先生曾於1988年在香港經濟及貿易辦事處任駐紐約代表。在1995年至1997年間，伍先生被借調於香港金融管理局，並負責在香港舉行的1997年世界銀行及國際貨幣基金年會。其後在2000年，伍先生獲委任為香港投資推廣署助理署長，負責向香港招商引資。此外，伍先生亦曾在香港中文大學及市區重建局出任高層管理人員。

## BIOGRAPHIES OF DIRECTORS

## 董事履歷



**ZHANG Genjiang**, aged 52, has been appointed as an executive Director with effect from 9 May 2017. Currently, Mr. Zhang is serving as the Chairman of Zhejiang Zhisin Holding Group (浙江之信控股集團有限公司), the Vice President of China Precious Metals Industry Committee, the Standing Vice President of Zhejiang Precious Metals Professional Committee, the Deputy Director of Shanghai Leasing Industry Association and the Deputy Director of Hangzhou Huzhou Chamber of Commerce. Mr. Zhang holds a Bachelor Degree from University of Science and Technology Beijing (Industrial Automation Department), and studied at Xiamen University. Mr. Zhang worked in Industrial and Commercial Bank of China after his graduation and was employed as an economist in 1992. Mr. Zhang served as the General Manager of Beihai Nandu Real Estate Development Co., Ltd. (北海南都房地產開發有限公司) since 1996 and was appointed as the Chairman of Zhejiang Taiheng Gold Sales Co., Ltd. (浙江太恆黃金銷售有限公司) from 2006. Mr. Zhang qualified as a Senior Gold Investment Analyst at the national level in November 2007. In 2010, Mr. Zhang graduated from the Doctor Degree course of Renmin University of China. Since 2008, Mr. Zhang has served as the Chairman of the Board of Zhejiang Zhisin Holding Group.

**章根江先生**，52歲，於2017年5月9日獲委任為執行董事。章先生現為浙江之信控股集團有限公司董事長、中國貴金屬產業委員會副理事長、浙江貴金屬專業委員會常務副理事長、上海市租賃行業協會副會長及杭州市湖州商會副會長。章先生先後在北京科技大學工業自動化系取得學士學位及在廈門大學學習。章先生畢業後進入中國工商銀行工作，並於1992年擔任經濟師。1996年起，章先生擔任北海南都房產開發有限公司總經理職務。2006年後，章先生在浙江太恆黃金銷售有限公司擔任董事長職務，並於2007年11月獲得國家級高級黃金投資分析師資格。2010年，章先生於中國人民大學博士班畢業。2008年至今，章先生出任浙江之信控股集團董事會主席。

## BIOGRAPHIES OF DIRECTORS

### Independent Non-executive Directors

**JIM Yiu Ming**, aged 51, was appointed as an independent non-executive Director, the chairman of the Nomination Committee and a member of each of the Audit Committee and the Remuneration Committee on 22 September 2014. Mr. Jim is a practicing solicitor in Hong Kong and is the founding partner of Jim & Co., Solicitors. He obtained the Degree of Bachelor of Laws at The University of Hong Kong in 1989 and completed the Postgraduate Certificate in Laws at The University of Hong Kong in 1991.

**SHEN Ruolei**, aged 72, was appointed as an independent non-executive Director and a member of the Nomination Committee on 4 February 2016. He was also appointed as a member of the Audit Committee and the Remuneration Committee on 8 May 2017. Mr. Shen, a graduate of School of Finance at Central University of Finance and Economics, and is a senior economist. He has been a manager, deputy division chief and deputy governor of the People's Bank of China (Zhejiang Branch). From April 1984 to June 1992, he was Deputy Governor of Industrial and Commercial Bank of China (Zhejiang Branch) and President of Hangzhou Financial Management Cadres College of Industrial and Commercial Bank of China. From June 1992 to June 1997, he was Governor of Industrial and Commercial Bank of China (Shanghai Municipal Branch) cum Chairman of Shanghai Shenyin Securities Co., Ltd., Chairman of International Bank of Paris and Shanghai, Chairman of the Second Session of Shanghai Banking Association, Vice President of Shanghai Finance Association, and President of Shanghai Urban Financial Society. From June 1997 to April 2013, he was Vice-Chairman of Shanghai International Trust & Investment Co., Ltd., Chairman of China United MetLife Insurance Co., Ltd., General Manager cum Chairman of Shanghai United International Investment Ltd. (申聯國際投資公司), Director of Shanghai Commercial Bank, and Director of Bank of Shanghai. From June 2013 to present, Mr. Shen is Chairman cum President of Shanghai Zhan Zheng Equity Investment Fund Management Co., Ltd. (上海展正股權投資基金管理有限公司), Independent Non-executive Director of Huajun Holdings Limited (listed on the Main Board of the Stock Exchange, Stock Code: 377), Consultant of the Government of Zhoushan New Area in Zhejiang. In addition, Mr. Shen is a part-time professor at various universities including Jiaotong University, Central University of Finance and Economics, and Shanghai University of Finance and Economics. He is Consultant and Vice-President of Alumni Association of Central University of Finance and Economics. He has been a member of the 8th and 9th Session of Shanghai Political Consultative Conference.

## 董事履歷

### 獨立非執行董事

**詹耀明**，51歲，於2014年9月22日獲委任為獨立非執行董事、提名委員會主席以及各審核委員會及薪酬委員會之成員。詹先生現為香港執業律師，並為詹耀明律師事務所之創始合夥人。他於1989年獲得香港大學法律學士學位，並於1991年獲香港大學法律專業研究生證書。

**沈若雷**，72歲，於2016年2月4日獲委任為獨立非執行董事及提名委員會之成員，並於2017年5月8日獲委任為審核委員會及薪酬委員會成員。沈先生畢業於中央財經大學金融系，為高級經濟師。彼曾在中國人民銀行浙江省分行歷任科長、副處長、副行長。由1984年4月到1992年6月，彼先後任中國工商銀行浙江省分行副行長、中國工商銀行杭州金融管理幹部學院院長。彼於1992年6月到1997年6月期間，擔任中國工商銀行上海市分行行長，兼任上海申銀證券公司董事長、上海巴黎國際銀行董事長、上海市銀行同業公會第二屆理事長、上海市金融學會副會長、上海市城市金融學會會長。彼於1997年6月至2013年4月期間，擔任上海國際信託投資公司副董事長、聯泰大都會人壽保險公司董事長、申聯國際投資公司董事長兼總經理、上海商業銀行董事及上海銀行董事。由2013年6月至今，沈先生任職上海展正股權投資基金管理有限公司董事長兼總裁，華君控股有限公司(其股份於聯交所主板上市，股份代號：377)獨立非執行董事，浙江舟山新區政府顧問。沈先生另外擔任交通大學、中央財經大學、上海財經大學等多所大學的兼職教授，中央財經大學校友會副會長、顧問。彼亦曾是上海市政協第八、第九屆委員。

## BIOGRAPHIES OF DIRECTORS

**SIT Sai Hung, Billy**, aged 61, was appointed as an independent non-executive Director, the chairman of each of the Audit Committee and Remuneration Committee and a member of the Nomination Committee on 22 September 2014. He obtained the Degree of Bachelor of Social Science at The Chinese University of Hong Kong in 1981, the Diploma in Surveying at The College of Estate Management in 1996 and the Degree of Master of Law at The University of Beijing in 2002. Mr. Sit also completed the Merchant Bank Program at the School of Business Administration of The University of Washington in 1994. Mr. Sit has been working in the banking and financial related sector for more than 30 years.

Mr. Sit is currently an executive Director of Jun Yang Financial Holdings Limited (listed on the Main Board of the Exchange, Stock Code: 397).

## 董事履歷

**薛世雄**，61歲，於2014年9月22日獲委任為獨立非執行董事、各審核委員會及薪酬委員會之主席以及提名委員會之成員。他於1981年獲得香港中文大學社會科學學士學位，於1996年獲得College of Estate Management測量文憑，並於2002年獲得北京大學法律碩士學位。薛先生亦於1994年在華盛頓大學工商管理學院完成修讀商業銀行課程。薛先生於銀行及金融相關行業工作逾30年。

薛先生現時為君陽金融控股有限公司(於聯交所主板上市，股份代號：397)之執行董事。

## DIRECTORS' REPORT

The Directors present their annual report together with the audited consolidated financial statements of the Group for the Year.

### Change of Company Name

As approved by the shareholders at the annual general meeting of the Company held on 8 May 2017, the name of the Company was changed from “Powerwell Pacific Holdings Limited” to “China Trustful Group Limited” and “中國之信集團有限公司” has been adopted as the new secondary name to replace “宏峰太平洋集團有限公司” with effect from 17 May 2017. The Certificate of Registration of Alteration of Name of Registered Non-Hong Kong Company was issued by the Registrar of Companies in Hong Kong on 20 June 2017 confirming the registration of the new name of the Company “China Trustful Group Limited 中國之信集團有限公司” in Hong Kong under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the “Hong Kong Companies Ordinance”).

### Principal Activities

The principal activity of the Company is investment holding. The principal activities of its principal subsidiaries are set out in note 36 to the consolidated financial statements.

### Results

The results of the Group for the Year are set out in the consolidated statement of profit or loss and other comprehensive income on pages 64 to 65 to this annual report.

### Dividend

No special dividend was paid during the Year (2016: nil). The Directors do not recommend the payment of a final dividend for the Year (2016: nil).

### Business Review

Further discussion and analysis of the activities of the Group as required by Schedule 5 to the Hong Kong Companies Ordinance can be found in the sections headed “Chairman’s Statement” on pages 4 to 9 to this annual report and “Management Discussion and Analysis” on pages 10 to 23 to this annual report. These sections form part of this Directors’ report.

## 董事會報告

董事呈報本集團本年度的年報及經審核綜合財務報表。

### 更改公司名稱

經股東於2017年5月8日舉行之本公司股東週年大會上批准後，本公司的名稱由「Powerwell Pacific Holdings Limited」更改為「China Trustful Group Limited」，且已採納「中國之信集團有限公司」作為第二名稱以取代「宏峰太平洋集團有限公司」，自2017年5月17日起生效。香港公司註冊處處長於2017年6月20日發出註冊非香港公司變更名稱註冊證明書，確認本公司之新名稱「China Trustful Group Limited 中國之信集團有限公司」根據香港法例第622章公司條例（「香港公司條例」）第16部註冊登記。

### 主要業務

本公司的主要業務為投資控股。本公司的主要附屬公司的主要業務載於綜合財務報表附註36。

### 業績

本集團本年度的業績載於本年報第64至65頁的綜合損益及其他全面收益表。

### 股息

於本年度並無已支付特別股息（2016年：無）。董事不建議派發本年度的末期股息（2016年：無）。

### 業務回顧

按香港公司條例附表5所規定有關本集團業務的進一步討論及分析，載於本年報第4至9頁的「主席報告」及本年報第10至23頁的「管理層討論及分析」各節。該等章節構成本董事會報告的一部分。

## DIRECTORS' REPORT

### Environmental Policies and Performance

With an aim to become a strong market player in the green transportation and electric vehicle industry, the Group leads by example by placing strong emphasis on the environmental impact caused by the Company's operation and have established appropriate environmental management systems tailored to the nature of our businesses. The Group adheres to a green production process, including handling three wastes from factories and strictly complying with national and local environmental laws and regulations. As for our daily office operations, the Group also encourages controlling energy consumption in terms of employees' daily behaviors and equipment management.

Further discussions on the Group's environmental policies and our relationship with various stakeholders are covered by a separate Environmental, Social and Governance report which will be available at the websites of the Company and the Exchange in or before June 2018.

### Compliance with Relevant Laws and Regulations

During the Year, as far as the Company is aware, there was no material breach of or non-compliance with applicable laws and regulations by the Group that has a significant impact on the businesses and operations of the Group, such as the national and local environmental laws and regulations, such as the 中華人民共和國環境保護法 (literally translated as the Environmental Protection Law of the People's Republic of China) and the regulations of environmental protection of the Zhejiang Province.

### Key Relationships with Employees, Customers and Suppliers

Being people-oriented, the Group ensures all staff are reasonably remunerated and also continues to improve, regularly review and update its policies on remuneration, benefits, occupational health and safety. The Group maintains a good relationship with its customers and suppliers. The Group carries out effective communication with customers, with an aim to provide better services for the customers. The Group cooperates with its suppliers to achieve the synergetic effects.

## 董事會報告

### 環境政策及表現

為成為綠色交通及電動汽車行業強大市場參與者，本集團亦以身作則，重視本公司運營帶來的環境影響，並根據業務性質設立適宜的環境管理制度。本集團堅持綠色生產流程，包括工廠「三廢」處理及嚴格遵守國家及地方環境法律法規。就我們的辦公室日常措施而言，本集團亦鼓勵從員工的日常行為和設備管理控制能源消耗。

關於本集團環境政策及我們與不同持份者的關係的進一步討論載於環境、社會及管治報告書，該報告書將於2018年6月或之前上載於本公司網站及聯交所網站。

### 遵守相關法律及法規

於本年度，據本公司所知，本集團概無對適用法律及法規的重大違反或不合規而對本集團業務及營運有重大影響的情況，如中華人民共和國環境保護法及浙江省環境保護法規等國家及地方環保法律及法規。

### 與僱員、客戶及供應商之重要關係

本集團以人為本，給予僱員合理待遇，同時為挽留人才不斷完善薪酬、福利及職業健康與安全等政策並定期檢討更新。本集團與其客戶及供應商關係良好。本集團與客戶進行有效溝通，旨在為客戶提供更佳服務。本集團與其供應商合作，以實現協同效應。

## DIRECTORS' REPORT

### Property, Plant and Equipment

Details of movements in property, plant and equipment of the Group during the Year are set out in note 14 to the consolidated financial statements.

### Share Capital

Details of movements in the share capital of the Company during the Year are set out in note 27 to the consolidated financial statements. Shares were issued during the Year as a result of the placing of new shares completed on 25 May 2017.

### Convertible Bonds

Details of the convertible bonds are set out in note 25 to the consolidated financial statements.

### Reserves

Details of the movements in reserves of the Group and the Company during the Year are set out in consolidated statement of changes in equity on pages 68 to 69 to this annual report and note 28 to the consolidated financial statements respectively.

### Distributable Reserves of the Company

The distributable reserves of the Company as at 31 December 2017 amounted to HK\$379,595,000 (2016: HK\$119,588,000). In addition, the Company's share premium account may be distributed in the form of fully paid bonus shares.

### Major Customers and Suppliers

The approximate percentages in respect of the Group's sales and purchases attributable to the major customers and suppliers respectively during the Year are as follows:

The largest customer	最大客戶
Five largest customers in aggregate	五大客戶合計
The largest supplier	最大供應商
Five largest suppliers in aggregate	五大供應商合計

At no time during the Year have the Directors, their associates or any shareholder of the Company (which to the knowledge of the Directors owns more than 5% of the Company's share capital) had any interest in these major customers and suppliers.

## 董事會報告

### 物業、廠房及設備

有關本集團物業、廠房及設備於年內的變動詳情載於綜合財務報表附註14。

### 股本

有關本公司股本於年內的變動詳情載於綜合財務報表附註27。由於新股份的配售於2017年5月25日完成，故股份已於年內發行。

### 可換股債券

有關可換股債券的詳情載於綜合財務報表附註25。

### 儲備

有關本集團及本公司儲備於本年度的變動詳情分別載於本年報第68至69頁的綜合權益變動表及綜合財務報表附註28。

### 本公司的可供分派儲備

本公司於2017年12月31日之可供分派儲備為379,595,000港元(2016年：119,588,000港元)。此外，本公司之股份溢價賬可以繳足紅股之方式分派。

### 主要客戶及供應商

本集團的主要客戶及供應商應佔本年度銷售及採購的概約百分比如下：

	Sales 銷售	Purchases 採購
The largest customer	44.00%	N/A 不適用
Five largest customers in aggregate	86.60%	N/A 不適用
The largest supplier	N/A 不適用	31.95%
Five largest suppliers in aggregate	N/A 不適用	66.90%

各董事、他們的聯繫人或任何據董事所知擁有本公司股本超過5%的本公司股東於年內概無擁有該等主要客戶及供應商的任何權益。

## DIRECTORS' REPORT

### Directors

The Directors during the Year and up to the date of this annual report are as follows:

#### Executive Directors

Mr. Fei Jie, *Chairman*  
Mr. Fung Chi Kin (retired on 8 May 2017)  
Mr. Ng Chin Ming Stephen, *Chief Executive Officer*  
(appointed on 10 March 2017)  
Mr. Zhang Genjiang  
(appointed on 9 May 2017)

#### Independent Non-executive Directors

Mr. Cheung Siu Wah (retired on 8 May 2017)  
Mr. Jim Yiu Ming  
Mr. Shen Ruolei  
Mr. Sit Sai Hung, Billy

In accordance with the Company's Bye-laws, Mr. Jim Yiu Ming, Mr. Sit Sai Hung, Billy and Mr. Zhang Genjiang shall retire and being eligible, offer themselves for re-election at the forthcoming annual general meeting to be held on 8 May 2018.

Biographical details of the Directors are set out on pages 38 to 42 under the section headed "Biographies of Directors" of this annual report.

### Disclosure of Changes in Information of Directors

Pursuant to Rule 17.50A(1) of the GEM Listing Rules, changes in Directors' information since the date of the interim report for the six months ended 30 June 2017 are set out below:

- Mr. Sit Sai Hung Billy was appointed as an executive director of Jun Yang Financial Holdings Limited (listed on the Main Board of the Exchange, Stock Code: 397) with effect from 31 August 2017.

## 董事會報告

### 董事

於本年度及截至本年度報告日期為止的董事如下：

#### 執行董事

費杰先生，主席  
馮志堅先生(於2017年5月8日退任)  
伍展明先生，行政總裁  
(於2017年3月10日獲委任)  
章根江先生  
(於2017年5月9日獲委任)

#### 獨立非執行董事

張少華先生(於2017年5月8日退任)  
詹耀明先生  
沈若雷先生  
薛世雄先生

根據本公司細則，詹耀明先生、薛世雄先生及章根江先生須於將於2018年5月8日舉行之應屆股東週年大會上退任，並符合資格膺選連任。

董事的履歷詳情載於本年報38頁至42頁「董事履歷」一節。

### 董事資料變更披露

根據GEM上市規則第17.50A(1)條，自截至2017年6月30日止六個月中期報告日期董事資料變動載列如下：

- 薛世雄先生獲委任為君陽金融控股有限公司(於聯交所主板上市，股份代號：397)執行董事，自2017年8月31日起生效。



## DIRECTORS' REPORT

### Remuneration Policy

The emolument policy of the employees of the Group is set up by reference to the recommendations of the Remuneration Committee on the basis of their merit, qualifications and competence.

The emoluments of the Directors of the Company are decided by reference to the recommendations of the Remuneration Committee, having regard to the Company's operating results, individual performance and comparable market statistics.

The Company has adopted a share option scheme as an incentive to the Directors and eligible employees. Details of the scheme are set out in the section headed "Share Option Scheme" of this report.

### Remuneration of Directors and Senior Management

The Board considers the Directors and the Chief Executive Officer to be the senior management of the Company.

Details of the emoluments of the Directors are set out in note 13 to the consolidated financial statements.

### Directors' Interests in Contracts

Save as disclosed in note 29 to the consolidated financial statements, no other contracts of significance to which the Company, its holding company, or any of its subsidiaries or fellow 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' Interests in Competing Businesses

As at 31 December 2017, none of the Directors, the controlling shareholders of the Company and their respective associates (as defined in the GEM Listing Rules) had any interest in a business which causes or may cause a significant competition with the business of the Group and any other conflicts of interest which any such person has or may have with the Group.

## 董事會報告

### 酬金政策

本集團僱員的酬金政策乃參考薪酬委員會的推薦建議後按其表現、資歷及能力而訂立。

本公司董事的酬金乃參考薪酬委員會的推薦建議後根據本公司的經營業績、個人表現及可比較市場統計數據而釐定。

本公司已採納購股權計劃，作為對董事及合資格僱員的獎勵。計劃的詳情載於本報告「購股權計劃」一節。

### 董事及高級管理人員的薪酬

董事會認為董事及行政總裁為本公司的高級管理人員。

董事薪酬詳情載於綜合財務報表附註13。

### 董事於合約的權益

除綜合財務報表附註29所披露者外，於年終或年內任何時間，本公司、其控股公司或其任何附屬公司或同系附屬公司概無訂立任何其他本公司董事直接或間接擁有重大權益的重大合約。

### 董事於競爭業務的權益

於2017年12月31日，概無本公司的董事、控股股東及他們各自的聯繫人(定義見GEM上市規則)於導致或可能導致與本集團業務有重大競爭的業務中擁有任何權益，而任何有關人士並無與或可能與本集團有任何其他利益衝突。

## DIRECTORS' REPORT

### Directors' Service Contracts

All of the executive Directors and independent non-executive Directors have entered into service contracts or letters of appointment with the Company respectively. The term of appointment of Mr. Fei Jie, Mr. Ng Chin Ming Stephen, Mr. Jim Yiu Ming, Mr. Shen Ruolei and Mr. Sit Sai Hung, Billy are 1 year from 2 September 2014, 10 March 2017, 22 September 2014, 4 February 2016 and 22 September 2014 respectively; the term of appointment of Mr. Zhang Genjiang is 3 years from 9 May 2017. The term of appointment of each Director is renewable by mutual agreement of both parties unless terminated by not less than three months' prior written notice in writing to the other party. All the Directors are subject to retirement by rotation and re-election at the Company's annual general meeting at least once every three years in accordance with the Bye-laws of the Company.

None of the Directors, including the Directors proposed for re-election at the forthcoming annual general meeting, has a service contract which is not determinable by the Company within one year without payment of compensation (other than statutory compensation).

### Permitted Indemnity Provision and Directors' and Officers' Liability Insurance

A permitted indemnity provision (as defined in Section 469 of the Hong Kong Companies Ordinance (Chapter 622 of the Laws of Hong Kong)) for the benefit of the Directors is currently in force and was in force throughout the Year.

Pursuant to Article 164(1) of the Bye-laws of the Company, the Directors or other officers of the Company shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which may incur in connection with the executive of their duty provided that the indemnity shall not extend to any matter in respect of fraud or dishonesty of the above persons. The Company has arranged Directors' and officers' liability insurance policy of the Company during the Year.

### Management Contracts

No contract concerning the management and administration of the entire or primary business of the Company has been entered into or existed during the Year.

## 董事會報告

### 董事的服務合約

所有執行董事及獨立非執行董事已分別與本公司訂立服務合約或委任函。費杰先生、伍展明先生、詹耀明先生、沈若雷先生及薛世雄先生的任期分別由2014年9月2日、2017年3月10日、2014年9月22日、2016年2月4日及2014年9月22日起計為期一年；章根江先生的任期由2017年5月9日起計為期三年。各董事任期經訂約雙方共同協定可予續期，除非向對方發出不少於三個月的先書面通知終止服務合約。根據本公司細則條文，所有董事均須每三年於本公司股東週年大會上最少輪值退任及膺選連任一次。

概無董事(包括擬於應屆股東週年大會重選的董事)與本公司訂立於一年內不可免付賠償(法定賠償除外)而終止的服務合約。

### 獲准許的彌償條文以及董事及高級人員之責任保險

惠及董事之獲准許的彌償條文(按香港法例第622章香港公司條例第469條之定義)現時有效並於本年度一直有效。

根據本公司細則第164(1)條，本公司董事及其他高級人員基於本身職位履行職責時而招致或蒙受的所有訴訟、費用、收費、損失、損害及開支，均可自本公司的資產及利潤獲得彌償，確保免就此受損，惟彌償須不延伸至任何與上述人士之欺詐或不誠實有關的事宜。於本年度內，本公司已安排董事及高級人員責任保險政策。

### 管理合約

於本年度內，概無訂立或存在任何涉及本公司全部或主要業務管理及行政之合約。

## DIRECTORS' REPORT

### Controlling Shareholders' Interests in Contracts of Significance

To the best knowledge of the Directors, no contract of significance had been entered into between the Company or any of its subsidiaries and the controlling shareholder of the Company or any of its subsidiaries during the Year.

### Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company or any Associated Corporation

As at 31 December 2017, the interests of the Directors in the share capital of the Company which were required to be notified to the Company and the Exchange pursuant to Divisions 7 and 8 of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO") (including interests which they were taken or deemed to have under such provisions of the SFO), or were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or were required, pursuant to Rules 5.48 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Exchange were as follows:

#### Long positions in shares of the Company

##### (a) Interest in the shares of the Company

Director	Capacity/ Nature of interest	Number of shares held	Approximate percentage of the existing issued share capital of the Company 佔本公司現有已發行 股本的概約百分比
董事	身份／權益性質	所持股份數目	
Mr. Fei Jie 費杰先生	Corporate interest (Note 1) 公司權益(附註1)	781,950,000	36.35%
Mr. Zhang Genjiang 章根江先生	Corporate interest (Note 2) 公司權益(附註2)	517,709,327	24.07%

Note 1: These shares are held by associated corporations King Full Inc Limited and Sure Gold Ventures Limited.

Note 2: These shares are held by an associated corporation Top Bliss Holdings Limited.

附註1: 該等股份由相聯法團環灃有限公司及定金創投资有限公司持有。

附註2: 該等股份由相聯法團佳福控股有限公司持有。

## 董事會報告

### 控股股東於重大合約之權益

據董事所知，於本年度，本公司或其任何附屬公司概無與本公司或其任何附屬公司之控股股東訂立任何重大合約。

### 董事及最高行政人員於本公司或任何相聯法團股份、相關股份及債券的權益及淡倉

於2017年12月31日，董事於本公司股本中擁有根據證券及期貨條例(香港法例第571章)(「證券及期貨條例」)第XV部第7及第8分部必須知會本公司及聯交所的權益(包括根據證券及期貨條例有關條文彼等被當作或視為擁有的權益)，或根據證券及期貨條例第352條須記錄於該條所述登記冊的權益，或根據GEM上市規則第5.48至5.67條須知會本公司及聯交所的權益如下：

#### 於本公司股份的好倉

##### (a) 於本公司股份的權益

## DIRECTORS' REPORT

## 董事會報告

(b) Interest in the shares of associated corporations

(b) 於相聯法團股份的權益

Director	Name of associated corporation	Capacity/ Nature of interest 身份/ 權益性質	Number of shares held	Percentage of shareholding
董事	相聯法團名稱		所持股份數目	持股比例
Mr. Fei Jie	King Full Inc Limited	Corporate interest & beneficial owner (Note 1)	50,000,000	100%
費杰先生	璟灃有限公司	公司權益及實益擁有人(附註1)		
	Sure Gold Ventures Limited	Beneficial owner (Note 1)	100	100%
	定金創投有限公司	實益擁有人 (附註1)		
Mr. Zhang Genjiang	Top Bliss Holdings Limited	Beneficial owner	1	100%
章根江先生	佳福控股有限公司	實益擁有人		
	浙江通銀貴金屬經營有限公司 (Zhejiang Tong Yin Precious Metal Operation Company Limited*) ("Zhejiang Tong Yin")	Corporate interest (Note 2)	N/A (Note 2)	49%
	浙江通銀貴金屬經營有限公司 (「浙江通銀」)	公司權益(附註2)	不適用(附註2)	

Note 1: King Full Inc Limited is 90% (45,000,000 shares) directly owned by Sure Gold Ventures Limited and is 10% (5,000,000 shares) directly owned by Mr. Fei Jie. Sure Gold Ventures Limited is in turn wholly-owned by Mr. Fei Jie.

附註1: 璟灃有限公司分別由定金創投有限公司及費杰先生直接擁有90% (45,000,000股股份)及10% (5,000,000股股份), 而定金創投有限公司由費杰先生全資擁有。

Note 2: Zhejiang Tong Yin is 49% owned by 浙江之信控股集團有限公司 (Zhejiang Zhisin Holding Group Limited\*), which is in turn 60% owned by Mr. Zhang Genjiang. Zhejiang Tong Yin is a subsidiary of the Company and is thus an associated corporation of the Company.

附註2: 浙江通銀由浙江之信控股集團有限公司擁有49%, 而浙江之信控股集團有限公司由章根江先生擁有60%。浙江通銀為本公司的附屬公司及由此為本公司的相聯法團。

\* for identification purposes only

## DIRECTORS' REPORT

Save as disclosed above, as at 31 December 2017, none of the Directors or any chief executive of the Company had an interest or short position in any shares, underlying shares or debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he was taken or deemed to have under such provisions of the SFO) or which was required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or pursuant to the Rules 5.48 to 5.67 of the GEM Listing Rules to be notified to the Company and the Exchange.

### Substantial Shareholders' Interests in Shares

As at 31 December 2017, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO shows that, other than the interests disclosed above in respect of certain Directors, the following shareholders had notified the Company of relevant interests in the issued share capital of the Company.

## 董事會報告

除上文所披露者外，於2017年12月31日，本公司的董事或任何最高行政人員概無於本公司或任何相聯法團(定義見證券及期貨條例第XV部)的任何股份、相關股份或債券中擁有根據證券及期貨條例第XV部第7及第8分部必須知會本公司及聯交所的權益或淡倉(包括根據證券及期貨條例有關條文彼等被當作或視為擁有的權益及淡倉)，或根據證券及期貨條例第352條須記錄於該條所述登記冊的權益或淡倉，或根據GEM上市規則第5.48至5.67條須知會本公司及聯交所的權益或淡倉。

### 主要股東於股份的權益

於2017年12月31日，本公司根據證券及期貨條例第336條存置的主要股東登記冊顯示，除上文所披露有關若干董事的權益外，以下股東已通知本公司於本公司的已發行股本中擁有相關權益。

## DIRECTORS' REPORT

### Long Positions

Ordinary shares and underlying shares of the Company

## 董事會報告

### 好倉

本公司的普通股及相關股份

Name of shareholders	Capacity/Nature of interest	Number of shares held	Approximate percentage of the existing issued share capital of the Company
股東名稱	身份／權益性質	所持股份數目	佔本公司現有已發行股本的概約百分比
King Full Inc Limited 璟灃有限公司	Beneficial owner (Note 1) 實益擁有人(附註1)	781,950,000	36.35%
Sure Gold Ventures Limited 定金創投有限公司	Corporate Interest (Note 1) 公司權益(附註1)	781,950,000	36.35%
Mr. Fei Jie 費杰先生	Corporate interest (Note 2) 公司權益(附註2)	781,950,000	36.35%
Ms. Wu Wen 吳雯女士	Interest in spouse (Note 2) 於配偶的權益(附註2)	781,950,000	36.35%
Top Bliss Holdings Limited 佳福控股有限公司	Beneficial owner (Note 3) 實益擁有人(附註3)	517,709,327	24.07%
Mr. Zhang Genjiang 章根江先生	Corporate interest (Note 3) 公司權益(附註3)	517,709,327	24.07%
湖州百成客車有限公司 (Huzhou Brighsun Automobile Co., Ltd.*) ("Huzhou Brighsun") 湖州百成客車有限公司(「湖州百成」)	Beneficial owner (Note 4) 實益擁有人(附註4)	486,715,358	22.63%

\* for identification purposes only

## DIRECTORS' REPORT

### Notes:

1. King Full Inc Limited is 10% directly held by Mr. Fei Jie and the remaining 90% directly held by Sure Gold Ventures Limited. Sure Gold Ventures Limited is in turn wholly-owned by Mr. Fei Jie. Accordingly, Sure Gold Ventures Limited and Mr. Fei Jie are deemed to be interested in the 781,950,000 shares of the Company held by King Full Inc Limited by virtue of the SFO.
2. The shares are held by King Full Inc Limited, the entire issued share capital of which is indirectly wholly-owned by Mr. Fei Jie, the spouse of Ms. Wu Wen. Accordingly, Ms. Wu Wen is deemed to be interested in the entire 781,950,000 shares by virtue of the SFO.
3. The entire issued share capital of Top Bliss Holdings Limited is wholly and beneficially owned by Mr. Zhang Genjiang. By virtue of the SFO, Mr. Zhang Genjiang is deemed to be interested in the entire 517,709,327 shares held by Top Bliss Holdings Limited.
4. 486,715,358 shares represent the number of shares that could be converted after full exercise of the outstanding convertible rights on the convertible bonds issued by the Company to Huzhou Brighsun pursuant to the sales and purchase agreement dated 5 November 2015. Huzhou Brighsun is directly wholly-owned by 浙江百成新能源有限公司 (Zhejiang Brighsun New Energy Co., Ltd.\*), which is in turn 40% owned directly by 杭州鴻泰股權投資基金管理有限公司 (Hangzhou Hong Tai Equity Investment Fund Management Co., Ltd.\*).

Save as disclosed above, as at 31 December 2017, no other persons had any interests or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO, or otherwise notified to the Company.

### Share Option Scheme

The Company operates a share option scheme which has become effective on 22 December 2010 (the "Scheme") for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations.

\* for identification purposes only

## 董事會報告

### 附註：

1. 環澧有限公司分別由費杰先生及定金創投有限公司直接擁有10%及90%，而定金創投有限公司由費杰先生全資擁有。因此，根據證券及期貨條例，定金創投有限公司及費杰先生被視為於環澧有限公司所持有的本公司781,950,000股股份中擁有權益。
2. 該等股份由環澧有限公司持有，而環澧有限公司的全部已發行股本由費杰先生(吳雯女士的配偶)擁有。因此，根據證券及期貨條例，吳雯女士被視為於全部781,950,000股股份中擁有權益。
3. 佳福控股有限公司的全部已發行股本由章根江先生全資及實益擁有。根據證券及期貨條例，章根江先生被視為於佳福控股有限公司持有的全部517,709,327股股份中擁有權益。
4. 486,715,358股股份指本公司根據日期為2015年11月5日的買賣協議向湖州百成發行的可換股債券之尚未行使換股權獲悉數行使後可獲轉換的股份數目。湖州百成乃由浙江百成新能源有限公司直接全資擁有，而浙江百成新能源有限公司則由杭州鴻泰股權投資基金管理有限公司直接擁有40%。

除上文所披露者外，於2017年12月31日，概無其他人士於本公司的股份或相關股份中擁有根據證券及期貨條例第336條須記錄於本公司存置的登記冊或須另行知會本公司的任何權益或淡倉。

### 購股權計劃

本公司設立一項購股權計劃(已於2010年12月22日生效)(「計劃」)，向為本集團業務成功作出貢獻的合資格參與者提供獎勵及回報。

## DIRECTORS' REPORT

On 27 May 2015 (the "Date of Grant"), the Company granted share options (the "Share Options") to the eligible persons within the Group the "Grantees") pursuant to the Company's share option scheme launched on 22 December 2010, subject to acceptance by the Grantees. The Share Options entitle the Grantees to subscribe for a total of 15,000,000 ordinary shares with nominal value of HK\$0.10 each in the capital of the Company upon the exercise of the Share Options in full. The exercise price of the Share Options granted of HK\$1.17 per share represent the highest of (i) the closing price of HK\$1.17 per share on the Date of Grant; (ii) the average closing price of HK\$1.04 per share for the five business days immediately preceding the Date of Grant; and (iii) the nominal value of HK\$0.10 per share. Details of the grant of Share Options was set out in the announcement of the Company dated 27 May 2015. During the year ended 31 December 2015, 7,500,000 options had been exercised. Upon the share subdivision of every existing issued and unissued shares of par value of HK\$0.10 each in the share capital of the Company subdivided into five shares of par value of HK\$0.02 each in the share capital of the Company effective on 4 May 2016, the exercise price and the number of outstanding options were adjusted to HK\$0.234 and 37,500,000 options respectively in accordance with the terms and conditions of the Share Option Scheme. No performance targets need to be achieved by the Grantees before the Share Options can be exercised. As at 31 December 2017, no option was lapsed and there were 37,500,000 options outstanding under the Share Option Scheme.

Details of the Share Option Scheme and the movements in Share Options granted are set out in note 32 to the consolidated financial statements.

### Directors' Rights to Purchase Shares or Debentures

Save as the Share Option Scheme disclosed above, at no time during the Year was the Company, its holding company, or any of its subsidiaries or fellow subsidiaries was a party to any arrangements to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

## 董事會報告

於2015年5月27日(「授出日期」)，本公司根據其於2010年12月22日推出之購股權計劃向本集團之合資格人士(「承授人」)授出購股權(「購股權」)，惟須待承授人接納後，方可作實。有關購股權賦予承授人權利於購股權獲悉數行使後認購合共15,000,000股本公司股本中每股面值0.10港元之普通股。所授出購股權之行使價每股1.17港元相當於下列各項其中之最高者：(i)於授出日期之收市價每股份1.17港元；(ii)緊接授出日期前五個營業日之平均收市價每股份1.04港元；及(iii)每股份面值0.10港元。授出購股權的詳情載於本公司日期為2015年5月27日的公佈。於截至2015年12月31日止年度，7,500,000份購股權已獲行使。待本公司股本中每股面值0.10港元之現有已發行及未來發行股份拆分為五股本公司股本中每股面值0.02港元之股份，且於2016年5月4日生效後，行使價及尚未行使購股權之數目根據購股權計劃之條款及條件分別調整至0.234港元及37,500,000份購股權。於2017年12月31日，概無購股權失效或行使，且購股權計劃項下尚有37,500,000份購股權未獲行使。於購股權可獲行使前，承授人無需達至任何績效目標。於2017年12月31日，概無購股權失效，且購股權計劃項下尚有37,500,000份購股權未獲行使。

有關購股權計劃及已授購股權變動的詳情載於綜合財務報表附註32。

### 董事購買股份或債券的權利

除上文所披露的購股權計劃外，於年內任何時間內，本公司、其控股公司或其任何附屬公司或同系附屬公司概無參與任何安排，致令本公司董事可藉購入本公司或任何其他法團的股份或債券而獲得利益。



## DIRECTORS' REPORT

### Purchase, Sale or Redemption of Listed Securities of the Company

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the Year.

### Connected and Related Party Transactions

During the Year, save for the connected transaction described under the sub-section headed "Financial Review – Connected Transaction – Exercise of Put Option in relation to Interest in Brighsun Ev-tech Co., Limited" in the section headed "Management Discussion and Analysis" of this annual report, the Group has not entered into any significant connected transaction or continuing connected transaction which should be disclosed pursuant to the requirement under the GEM Listing Rules.

### Pre-emptive Rights

There are no provisions for pre-emptive rights under the Company's Bye-laws, or the laws of Bermuda, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

### Sufficiency of Public Float

As at the date of this report, based on information publicly available to the Company and to the knowledge of the Directors, the Company has maintained a sufficient public float.

### Closure of register of members

The register of members of the Company will be closed from Thursday, 3 May 2018 to Tuesday, 8 May 2018, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the annual general meeting of the Company to be held on 8 May 2018, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 2 May 2018.

### Corporate Governance

A report on corporate governance of the Company is set out on pages 24 to 37 under the section headed "Corporate Governance Report" of this annual report.

## 董事會報告

### 購買、出售或贖回本公司上市證券

本公司或其任何附屬公司於本年度概無購買、出售或贖回任何本公司上市證券。

### 關連及關連人士交易

於本年度，除本年報「管理層討論及分析」一節「財務回顧-關連交易-就百成電車科技有限公司之權益行使認沽期權」分節所述關連交易外，本集團概無訂立須根據GEM上市規則之規定予以披露之任何重大關連交易或持續關連交易。

### 優先購買權

本公司細則或百慕達法例並無載有優先購買權條文規定本公司須按比例向現有股東發售新股。

### 足夠公眾持股量

於報告日期，根據本公司所得的公開資料及就董事所知，本公司保持足夠公眾持股量。

### 暫停辦理股份過戶登記手續

本公司將於2018年5月3日(星期四)至2018年5月8日(星期二(包括首尾兩日)暫停辦理股份過戶登記手續，期間將不會登記股份過戶。為符合資格出席本公司將於2018年5月8日舉行之股東週年大會及在會上投票，所有過戶文件連同相關股票須於2018年5月2日(星期三)下午四時三十分前送達本公司於香港之股份過戶登記分處卓佳證券登記有限公司辦理股份過戶登記手續，地址為香港皇后大道東183號合和中心22樓。

### 企業管治

本公司企業管治的報告載於本年報第24至37頁「企業管治報告」一節。

## DIRECTORS' REPORT

### Auditors

The consolidated financial statements for the Year have been audited by HLB Hodgson Impey Cheng Limited.

HLB Hodgson Impey Cheng Limited shall retire and, being eligible, offer themselves for re-appointment. A resolution for the re-appointment of HLB Hodgson Impey Cheng Limited as auditors of the Company is to be proposed at the forthcoming annual general meeting.

On behalf of the Board

**Fei Jie**  
*Chairman*

Hong Kong, 29 March 2018

## 董事會報告

### 核數師

本年度的綜合財務報表已由國衛會計師事務所有限公司審閱。

國衛會計師事務所有限公司將告退，惟彼符合資格並願接受續聘。於應屆股東週年大會上將提呈一項決議案，以續聘國衛會計師事務所有限公司擔任本公司之核數師。

承董事會命

主席  
**費杰**

香港，2018年3月29日

# INDEPENDENT AUDITORS' REPORT



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

## 獨立核數師報告

31st Floor,  
Gloucester Tower  
The Landmark  
11 Pedder Street  
Central  
Hong Kong

香港  
中環  
畢打街11號  
置地廣場  
告羅士打大廈  
31樓

### INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF CHINA TRUSTFUL GROUP LIMITED (FORMERLY KNOWN AS POWERWELL PACIFIC HOLDINGS LIMITED)

*(incorporated in Bermuda with limited liability)*

### 致中國之信集團有限公司股東的獨立核數師報告 (前稱宏峰太平洋集團有限公司)

*(於百慕達註冊成立的有限公司)*

#### OPINION

We have audited the consolidated financial statements of China Trustful Group Limited (formerly known as Powerwell Pacific Holdings Limited) (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 64 to 170, which comprise the consolidated statement of financial position as at 31 December 2017, 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 consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2017, 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.

#### 意見

本核數師(「我們」)已審計列載於第64至170頁中國之信集團有限公司(前稱宏峰太平洋集團有限公司)(「貴公司」)及其附屬公司(統稱為「貴集團」)的綜合財務報表，此綜合財務報表中包括於2017年12月31日的綜合財務狀況表與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，以及綜合財務報表附註(包括主要會計政策概要)。

我們認為，該等綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則(「香港財務報告準則」)真實而中肯地反映 貴集團於2017年12月31日的綜合財務狀況及 貴集團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編製。

## **BASIS FOR OPINION**

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSAAs”) 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.

## **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.

## **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。根據該等準則，我們的責任於本報告「核數師就審計綜合財務報表承擔的責任」一節進一步闡述。根據香港會計師公會頒佈的專業會計師道德守則(以下簡稱「守則」)，我們獨立於貴集團，並已遵循守則履行其他道德責任。我們相信，我們所獲得的審計憑證能充足和適當地為我們的意見提供基礎。

## **關鍵審計事項**

根據我們的專業判斷，關鍵審計事項為我們審計本期綜合財務報表中最重要的事項。我們在審計綜合財務報表及就此達致意見時處理此等事項，而不會就此等事項單獨發表意見。

## KEY AUDIT MATTERS (Continued)

## 關鍵審計事項(續)

### Key audit matters 關鍵審計事項

### How our audit addressed the key audit matter 我們進行審核時如何處理關鍵審計事項

#### **Impairment of trade receivables** **貿易應收款項減值**

Refer to note 19 to the consolidated financial statements  
請參閱綜合財務報表附註19

The Group has trade receivables with the amounts of approximately HK\$381,714,000. Management judgement is required in assessing and determining the recoverability of trade receivables and adequacy of allowance made.  
本集團貿易應收款項為約381,714,000港元。在評估及釐定貿易應收款項的可收回性及所計提撥備是否充足時須要管理層作出判斷。

In determining whether there is objective evidence of impairment loss, the Group takes into consideration the credit history of the customers and the current market condition which may require management judgement.  
於釐定是否存在減值虧損的客觀證據時，貴集團已計及客戶的信貸歷史及當前市況，可能需要管理層作出判斷。

Our audit procedures in relation to the management's impairment assessment of trade receivables including:  
我們有關管理層對貿易應收款項所開展的減值評估的審計程序包括：

- Discussing the Group's procedures on credit period given to customers with the management; 與管理層討論 貴集團向客戶提供信貸期限的程序；
- Evaluating the management's impairment assessment of trade receivables; and 評估管理層對貿易應收款項開展的減值評估；及
- Checking, on a sample basis, the accuracy and relevance of information included in the impairment assessment of trade receivables. 隨機檢查對貿易應收款項開展減值評估時所涉資料的準確性及相關性。

We consider the management conclusion to be consistent with the available information.  
我們認為管理層的結論與公開資料一致。

## OTHER INFORMATION

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

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

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

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

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

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

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

## 其他資料

貴公司董事須對其他資料負責。其他資料包括年報所載資料，但不包括綜合財務報表及我們就此發出的核數師報告（「其他資料」）。

我們對綜合財務報表的意見並不涵蓋其他資料，我們亦不會就其發表任何形式的鑒證結論。

就審計綜合財務報表而言，我們的責任是閱讀其他資料，及在此過程中，考慮其他資料是否與綜合財務報表或我們在審計過程中所了解的情況有重大抵觸，或者似乎有重大錯誤陳述。基於我們已執行的工作，如果我們認為其他資料有重大錯誤陳述，我們需要報告有關事實。就此而言，我們無需報告任何事項。

## 董事及審核委員會就綜合財務報表須承擔的責任

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和香港公司條例披露規定編製綜合財務報表以作出真實而中肯的反映，並落實董事認為必須之內部控制，以使編製綜合財務報表不存在由於欺詐或錯誤而導致的重大失實陳述。

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

審核委員會負責監督貴集團財務報告過程。

## 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 the Companies Act 1981 of Bermuda, and for no other purpose. We do not assume responsibility towards or acceptability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSA's, we exercise professional 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.

## 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1981年公司法第90條僅向整體股東報告，除此之外本報告別無其他目的。我們不會就本報告的內容向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使用者基於該等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。

我們根據香港審計準則進行審計的工作之一，是運用專業判斷，在整個審計過程中保持專業懷疑態度。我們亦：

- 識別及評估綜合財務報表由於欺詐或錯誤而導致的重大錯誤陳述風險，因應該等風險設計及執行審計程序，以及獲得充足及適當的審計憑證為我們的意見提供基礎。由於欺詐涉及合謀串通、偽造、故意遺漏、誤導性陳述或凌駕於內部控制之上，因此未能發現由此造成的重大錯誤陳述風險比未能發現由於錯誤而導致的重大錯誤陳述風險更高。
- 了解與審計有關的內部控制，以設計恰當的審計程序，但並非旨在對貴集團內部控制的有效性發表意見。

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

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- 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.
- 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 the 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 the 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.

## 核數師就審計綜合財務報表承擔的責任(續)

- 評估所用會計政策的恰當性，以及董事所作出的會計估算和相關披露的合理性。
- 總結董事採用以持續經營為基礎的會計法的恰當性，並根據已獲取的審計憑證，總結是否有可能對 貴集團持續經營能力構成重大疑問的事件或情況等重大不確定因素。倘若我們總結認為有重大不確定因素，我們需要在核數師報告中提請注意綜合財務報表內的相關披露，或如果相關披露不足，則修訂我們的意見。我們的結論是基於截至核數師報告日期所獲得的審計憑證。然而，未來事件或情況可能導致 貴集團不再具有持續經營的能力。
- 評估綜合財務報表(包括披露)的整體列報、架構和內容，以及綜合財務報表是否中肯反映相關交易及事項。
- 就 貴集團內各實體或業務活動的財務資料獲得充足適當的審計憑證，以便就綜合財務報表發表意見。我們須負責指導、監督和執行 貴集團的審計工作。我們須為我們的審計意見承擔全部責任。

我們就(其中包括)審計工作的計劃範圍和時間以及重大審計發現(包括我們在審計過程中發現的任何內部控制的重大缺失)與審核委員會進行溝通。

我們亦向審核委員會提交聲明，確認我們已遵守有關獨立性的道德要求，並就所有被合理認為可能影響我們獨立性的關係和其他事宜以及相關保障措施(如適用)，與審核委員會進行溝通。



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

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

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**  
Practicing Certificate Number: P05467

Hong Kong, 29 March 2018

## **核數師就審計綜合財務報表承擔的責任** *(續)*

我們通過與審核委員會溝通，確定哪些是本期綜合財務報表審計工作的最重要事項，即關鍵審計事項。除非法律或法規不容許公開披露此等事項或在極罕有的情況下，我們認為披露此等事項可合理預期的不良後果將超過公眾知悉此等事項的利益而不應在報告中予以披露，否則我們會在核數師報告中描述此等事項。

出具本獨立核數師報告的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，2018年3月29日

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2017

# 綜合損益及其他全面收益表

截至2017年12月31日止年度

		Notes 附註	2017 HK\$'000 千港元	2016 HK\$'000 千港元
<b>Revenue</b>	<b>收入</b>	5	<b>588,544</b>	303,268
Cost of sales	銷售成本		<b>(386,852)</b>	(203,597)
<b>Gross profit</b>	<b>毛利</b>		<b>201,692</b>	99,671
Other revenue and other income	其他收入及其他收益	6	<b>4,252</b>	2,550
Selling and distribution costs	銷售及分銷成本		<b>(2,646)</b>	(3,034)
Administrative expenses	行政開支		<b>(61,556)</b>	(53,867)
Loss arising in fair value change of contingent consideration receivable	應收或然代價公平值變動而產生之虧損	18	<b>(4,511)</b>	(1,275)
Other operating expenses	其他經營開支		<b>-</b>	(8)
Finance costs	融資成本	8	<b>(4,563)</b>	(4,957)
<b>Profit before income tax</b>	<b>除所得稅前溢利</b>	9	<b>132,668</b>	39,080
Income tax expense	所得稅開支	10	<b>(40,986)</b>	(14,819)
<b>Profit for the year</b>	<b>年內溢利</b>		<b>91,682</b>	24,261
<b>Other comprehensive income/(loss)</b>	<b>其他全面收益／(虧損)</b>			
<i>Items that may be reclassified subsequently to profit or loss:</i>	<i>其後可重新分類至損益之項目：</i>			
Exchange differences arising on translation of foreign operations during the year	年內折算海外業務產生之匯兌差額		<b>25,242</b>	(14,533)
<b>Other comprehensive income/(loss) for the year</b>	<b>年內其他全面收益／(虧損)</b>		<b>25,242</b>	(14,533)
<b>Total comprehensive income for the year</b>	<b>年內全面收益總額</b>		<b>116,924</b>	9,728

		Notes 附註	2017 HK\$'000 千港元	2016 HK\$'000 千港元
<b>Profit for the year attributable to:</b>	<b>年內應佔溢利：</b>			
Owners of the Company	本公司擁有人		77,222	10,328
Non-controlling interests	非控股權益		14,460	13,933
			<b>91,682</b>	24,261
<b>Total comprehensive income/(loss) for the year attributable to:</b>	<b>年內應佔全面收益／ (虧損)總額：</b>			
Owners of the Company	本公司擁有人		99,477	(2,312)
Non-controlling interests	非控股權益		17,447	12,040
			<b>116,924</b>	9,728
<b>Earnings per share</b>	<b>每股盈利</b>			
<b>Basic</b>	<b>基本</b>	12	HK3.66 cents港仙	HK0.67 cents港仙
<b>Diluted</b>	<b>攤薄</b>	12	HK3.05 cents港仙	HK0.65 cents港仙

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

隨附附註構成該等綜合財務報表的組成部分。

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 December 2017

# 綜合財務狀況表

於2017年12月31日

		Notes 附註	2017 HK\$'000 千港元	2016 HK\$'000 千港元
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	14	88,931	94,942
Interest in leasehold land	租賃土地權益	15	20,964	19,943
Prepayment for property, plant and equipment	物業、廠房及設備之預付款項		2,865	625
Available-for-sale financial assets	可供出售金融資產	16	-	9,000
			<b>112,760</b>	124,510
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨	17	33,738	46,175
Contingent consideration receivable	應收或然代價	18	-	7,107
Available-for-sale financial assets	可供出售金融資產	16	3,122	-
Trade receivables	貿易應收款項	19	381,714	72,706
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	20	70,517	24,451
Amount due from a related company	應收一間關連公司款項	21	-	126
Amount due from a director	應收一名董事款項	21	9,018	-
Tax recoverable	可收回稅項		771	-
Cash and cash equivalents	現金及現金等價物	22	293,853	127,722
			<b>792,733</b>	278,287
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and other payables	貿易及其他應付款項	23	128,955	53,992
Secured loan	有抵押貸款	24	15,000	15,000
Convertible bonds	可換股債券	25	51,444	-
Amount due to a shareholder	應付一名股東款項	21	5,438	5,438
Amounts due to non-controlling interests	應付非控股權益款項	21	118	105
Amounts due to related companies	應付關連公司款項	21	7,242	9,592
Tax payables	應付稅款		43,540	11,212
			<b>251,737</b>	95,339
<b>Net current assets</b>	<b>流動資產淨額</b>		<b>540,996</b>	182,948
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>653,756</b>	307,458

		Notes 附註	2017 HK\$'000 千港元	2016 HK\$'000 千港元
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Convertible bonds	可換股債券	25	-	47,781
Deferred tax liability	遞延稅項負債	26	1,074	1,679
			1,074	49,460
<b>Net assets</b>	<b>資產淨額</b>		<b>652,682</b>	257,998
<b>Capital and reserves</b>	<b>資本及儲備</b>			
Share capital	股本	27	43,024	41,024
Reserves	儲備		560,525	185,288
<b>Equity attributable to owners of the Company</b>	<b>本公司擁有人應佔權益</b>		<b>603,549</b>	226,312
<b>Non-controlling interests</b>	<b>非控股權益</b>		<b>49,133</b>	31,686
<b>Total equity</b>	<b>權益總額</b>		<b>652,682</b>	257,998

The consolidated financial statements were approved and authorised for issue by the Board of Directors on 29 March 2018 and signed on its behalf by:

該等綜合財務報表於2018年3月29日獲董事會批准及授權刊發，並由下列董事代表簽署：

**Fei Jie**  
費杰  
Director  
董事

**Ng Chin Ming Stephen**  
伍展明  
Director  
董事

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

隨附附註構成該等綜合財務報表的組成部分。

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2017

# 綜合權益變動表

截至2017年12月31日止年度

## Equity attributable to owners of the Company

本公司擁有人應佔權益

		Share capital	Share premium	Capital reserve	Merger reserve	Share-based payment reserve	Translation reserve	Capital contribution reserve	Convertible bonds reserve	(Accumulated losses)/ retained earnings	Total	Non-controlling interests	Total equity
		股本	股份溢價	資本儲備	合併儲備	以股份為基礎之付款儲備	換算儲備	注資儲備	可換股債券儲備	(累計虧損)/ 保留盈利	總額	非控股權益	權益總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
			(Note a)	(Note b)	(Note c)	(Note d)	(Note e)	(Note f)	(Note g)				
		(附註a)	(附註b)	(附註c)	(附註d)	(附註e)	(附註f)	(附註g)					
At 1 January 2016	於2016年1月1日	30,670	110,086	155	1,033	2,565	(1,342)	-	-	(612)	142,555	19,646	162,201
Profit for the year	年內溢利	-	-	-	-	-	-	-	-	10,328	10,328	13,933	24,261
Other comprehensive income:	其他全面收益:												
Exchange differences arising on translation of foreign operations during the year	年內折算海外業務產生之匯兌差額	-	-	-	-	-	(12,640)	-	-	-	(12,640)	(1,893)	(14,533)
Total comprehensive (loss)/income for the year	年內全面(虧損)/收益總額	-	-	-	-	-	(12,640)	-	-	10,328	(2,312)	12,040	9,728
Recognition of equity component of convertible bonds	確認可換股債券的權益部份	-	-	-	-	-	-	-	25,276	-	25,276	-	25,276
Capital contribution	注資	-	-	-	-	-	-	12,144	-	-	12,144	-	12,144
Deferred tax on convertible bonds (note 26)	可換股債券的遞延稅項(附註26)	-	-	-	-	-	-	-	(4,170)	-	(4,170)	-	(4,170)
Conversion of convertible bonds	轉換可換股債券	10,354	53,900	-	-	-	-	-	(13,086)	-	51,168	-	51,168
Release of deferred tax upon conversion of convertible bonds (note 26)	於轉換可換股債券時轉撥遞延稅項(附註26)	-	-	-	-	-	-	-	1,822	-	1,822	-	1,822
Share issuing expenses	股份發行開支	-	(171)	-	-	-	-	-	-	-	(171)	-	(171)
At 31 December 2016 and at 1 January 2017	於2016年12月31日及2017年1月1日	41,024	163,815	155	1,033	2,565	(13,982)	12,144	9,842	9,716	226,312	31,686	257,998
Profit for the year	年內溢利	-	-	-	-	-	-	-	-	77,222	77,222	14,460	91,682
Other comprehensive income:	其他全面收益:												
Exchange differences arising on translation of foreign operations during the year	年內折算海外業務產生之匯兌差額	-	-	-	-	-	22,255	-	-	-	22,255	2,987	25,242
Total comprehensive income for the year	年內全面收益總額	-	-	-	-	-	22,255	-	-	77,222	99,477	17,447	116,924
Placement of new shares	配售新股	2,000	278,000	-	-	-	-	-	-	-	280,000	-	280,000
Share issuing expenses	股份發行開支	-	(2,240)	-	-	-	-	-	-	-	(2,240)	-	(2,240)
<b>At 31 December 2017</b>	<b>於2017年12月31日</b>	<b>43,024</b>	<b>439,575</b>	<b>155</b>	<b>1,033</b>	<b>2,565</b>	<b>8,273</b>	<b>12,144</b>	<b>9,842</b>	<b>86,938</b>	<b>603,549</b>	<b>49,133</b>	<b>652,682</b>

Notes:

- (a) Under the Companies Act 1981 of Bermuda (as amended), the share premium of the Company can be used in paying up unissued shares of the Company to be issued to members of the Company as fully paid bonus shares.
- (b) Capital reserve arose from acquisition of additional interests in subsidiaries from non-controlling interests. It represents the difference between the consideration paid and the net assets of the relevant companies shared by non-controlling interests.
- (c) To rationalise the structure of the Group in preparation for the listing of the Company's shares, the Group undergone a group restructuring which became effective on 20 December 2010 (the "Reorganisation"). The financial information of the Group has been prepared as if the group structure intended under the Reorganisation had always been exist. In connection to the Reorganisation, merger reserve arose mainly in respect of the followings:
- (i) On 16 June 2010 and 20 June 2010 respectively, the Group's subsidiary, Powerwell Pacific Limited ("Powerwell Pacific"), issued 752 new shares of United States Dollar ("USD") 1 each to the founding shareholders of the Group at the consideration of USD1 each and issued 44 new shares of USD1 each, representing 5.5% of the enlarged share capital of Powerwell Pacific, to a party who was then a non-controlling shareholder of Powerwell Pacific at a consideration of HK\$1,027,000. These have resulted in an increase in equity of the Group by HK\$1,033,000 which was included in merger reserve; and
- (ii) The difference between the nominal value of the aggregate share capital of subsidiaries acquired pursuant to the Reorganisation over the nominal value of the shares of the Company issued in exchange for the subsidiaries.
- (d) Share-based payment reserve represents the fair value of services estimated to be received in exchange for the grant of the relevant share options over the relevant vesting periods, the total of which is based on the fair value of the share options at grant date. The amount for each period is determined by spreading the fair value of the share options over the relevant vesting period (if any) and is recognised as staff costs and related expenses with a corresponding increase in the share-based payment reserve.
- (e) 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 exchange reserve are reclassified to (accumulated losses)/retained earnings on the disposal of the foreign operations.
- (f) Capital contribution reserve represents the contribution of inventories from shareholder to the Group.
- (g) Under Hong Kong Accounting Standard 32, *Financial Instruments: Presentation*, convertible bonds issued are split into their liability and equity components at initial recognition by recognising the liability component at its fair value which is determined using a market interest rate for similar non-convertible debts and attributing to the equity component the difference between the fair value of the goods received and the fair value of the liability component. The liability component is subsequently carried at amortised cost. The equity component is recognised in the convertible bonds reserve until the convertible bonds are either converted (in which case it is transferred to share premium) or redeemed (in which case it is released directly to (accumulated losses)/retained earnings).

附註：

- (a) 根據百慕達1981年公司法(經修訂)，本公司之股份溢價可作繳付將發行予本公司股東之尚未發行股份，並列為已繳足紅股。
- (b) 資本儲備源自收購非控制權益於附屬公司的額外權益，指所付代價與非控股股東佔相關公司淨資產之間的差額。
- (c) 為理順本集團的結構以準備本公司股份上市，本集團於2010年12月20日進行重組(「重組」)。本集團財務資料乃按猶如重組後集團結構一直存在而編製。就重組而言，合併儲備主要源自下列各項：
- (i) 分別於2010年6月16日及2010年6月20日，本集團的附屬公司 Powerwell Pacific Limited (「Powerwell Pacific」)已按代價每股1美元向本集團創始股東發行752股每股面值1美元(「美元」)的新股份，以及向 Powerwell Pacific 當時的一名非控制權益股東發行44股每股面值1美元的新股份，佔 Powerwell Pacific 已擴大股本5.5%，代價為1,027,000港元。發行令本集團之權益增加1,033,000港元，金額已計入合併儲備；及
- (ii) 根據重組收購的附屬公司全部股本之面值超出本公司所發行用作交換附屬公司股份之股本面值之差額。
- (d) 以股份為基礎之付款儲備指因按有關歸屬期授出有關購股權而以交換形式估計將接獲之服務之公平值，其總額乃基於購股權於授出日期之公平值釐定。於各報告期之金額乃透過按有關歸屬期(如有)散佈購股權之公平值予以釐定，並確認為員工成本及相關費用，而相應增加計入以股份為基礎之付款儲備。
- (e) 換算儲備指有關本集團海外業務的資產淨值由其功能貨幣換算為本集團的呈列貨幣(即港元)(「港元」)產生的匯兌差額，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的匯兌差額於出售海外業務時重新分類至(累計虧損)/保留盈利內。
- (f) 注資儲備指股東向本集團注入存貨。
- (g) 根據香港會計準則第32號金融工具：呈列，已發行可換股債券透過按其公平值(利用類似非可換股債項之市場利率釐定)確認負債部分，並將已收貨品公平值與負債部分公平值之間之差額計入權益部分，於初步確認時劃分為負債及權益部分。負債部分其後按攤銷成本列賬。權益部分於可換股債券儲備確認，直至可換股債券獲轉換(在此情況下轉移至股份溢價)或被贖回(在此情況下直接撥回至(累計虧損)/保留盈利)為止。

# CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2017

# 綜合現金流量表

截至2017年12月31日止年度

		2017 HK\$'000 千港元	2016 HK\$'000 千港元
<b>Cash flows from operating activities</b>	<b>經營活動的現金流</b>		
Profit before income tax	除所得稅前溢利	132,668	39,080
Adjustments for:	就下列各項作出調整：		
Finance costs	融資成本	4,563	4,957
Depreciation of property, plant and equipment	物業、廠房及設備折舊	13,816	9,039
Amortisation of interest in leasehold land	租賃土地權益攤銷	467	272
Impairment loss recognised in respect of trade receivables	就貿易應收款項而確認之減值虧損	-	8
Loss arising in fair value change of contingent consideration receivable	應收或然代價公平值變動而產生之虧損	4,511	1,275
Interest income	利息收入	(1,134)	(264)
Written-off of property, plant and equipment	物業、廠房及設備撇銷	1,295	112
Write-down of obsolete inventories	陳舊存貨撇減	275	170
Operating cash flows before movements in working capital	營運資金變動前的經營現金流	156,461	54,649
Decrease/(increase) in inventories	存貨減少/(增加)	14,263	(20,121)
Increase in trade receivables, deposits, prepayments and other receivables	貿易應收款項、按金、預付款項及其他應收款項增加	(322,075)	(64,545)
Decrease/(increase) in amount due from a related company	應收一間關連公司款項減少/(增加)	126	(134)
Increase in amount due from a director	應收一名董事款項增加	(18)	-
Increase in trade and other payables	貿易及其他應付款項增加	65,955	23,695
Increase/(decrease) in amounts due to non-controlling interests	應付非控股權益款項增加/(減少)	4	(113)
(Decrease)/increase in amounts due to related companies	應付關連公司款項(減少)/增加	(2,896)	10,213
Cash (used in)/generated from operations	營運(所用)/產生的現金	(88,180)	3,644
Tax paid	已付稅項	(10,034)	(12,747)
<b>Net cash used in operating activities</b>	<b>經營活動所用的現金淨額</b>	<b>(98,214)</b>	<b>(9,103)</b>
<b>Cash flows from investing activities</b>	<b>投資活動的現金流</b>		
Purchase of property, plant and equipment	購置物業、廠房及設備	(2,581)	(4,322)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	3	9
Purchase of available-for-sale financial assets	購買可供出售金融資產	(3,358)	-
Interest received	已收利息	1,134	264
<b>Net cash used in investing activities</b>	<b>投資活動所用的現金淨額</b>	<b>(4,802)</b>	<b>(4,049)</b>



		2017 HK\$'000 千港元	2016 HK\$'000 千港元
<b>Cash flows from financing activities</b>	<b>融資活動的現金流</b>		
Proceeds from placement of new shares	配售新股所得款項	280,000	–
Interest paid	已付利息	(900)	(900)
Share issuing expenses	股份發行開支	(2,240)	(171)
<b>Net cash generated from/(used in) financing activities</b>	<b>融資活動產生/(所用)的現金淨額</b>	<b>276,860</b>	(1,071)
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>現金及現金等價物增加/(減少)淨額</b>	<b>173,844</b>	(14,223)
<b>Cash and cash equivalents at the beginning of the reporting period</b>	<b>報告期初的現金及現金等價物</b>	<b>127,722</b>	145,700
Effect of foreign exchange rate changes	匯率變動的影響	(7,713)	(3,755)
<b>Cash and cash equivalents at the end of the reporting period</b>	<b>報告期末的現金及現金等價物</b>	<b>293,853</b>	127,722

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 December 2017

## 1. GENERAL

China Trustful Group Limited (the “Company”) was incorporated in Bermuda on 14 June 2010 as an exempted company with limited liability under the Companies Act 1981 of Bermuda. King Full Inc Limited and Top Bliss Holdings Limited are controlling and substantial shareholders of the Company respectively. The Company’s registered office is located at Clarendon House, 2 Church Street, Hamilton, HM 11, Bermuda. The Company’s principal place of business is located at Units 610–611, Tower Two, Lippo Centre, 89 Queensway, Hong Kong.

The Company’s shares were listed on the GEM (“GEM”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on 26 January 2011.

The consolidated 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 investment holding. The principal activities of the Group are the provision of sourcing and procurement solutions to customers for production of watches, costume jewelries, and display and packaging products (the “Sourcing Business”), the retail and wholesale of luxury brand silverware, silver utensils and luxury goods in the People’s Republic of China (the “PRC”) (the “PRC Silverware Business”) and the research and development, manufacture and sale of rechargeable batteries, electric vehicles and related products and provision of related services (the “Electric Vehicle Business”).

Details of the principal activities of the Company’s subsidiaries are set out in note 36 to the consolidated financial statements.

# 綜合財務報表附註

截至2017年12月31日止年度

## 1. 一般資料

中國之信集團有限公司(「本公司»)於2010年6月14日在百慕達根據百慕達1981年公司法註冊成立為一間獲豁免有限公司。環灃有限公司及佳福控股有限公司分別為本公司的控股股東及主要股東。本公司的註冊辦事處位於Clarendon House, 2 Church Street, Hamilton, HM 11, Bermuda。本公司的主要營業地點位於香港金鐘道89號力寶中心第二座610–611室。

本公司的股份自2011年1月26日起於香港聯合交易所有限公司(「聯交所») GEM (「GEM»)上市。

綜合財務報表乃按港元呈列，港元亦為本公司之功能貨幣。除另有指明外，各項數據均按四捨五入方式調整至最接近之千位(千港元)。

本公司的主要業務為投資控股。本集團的主要業務為向客戶提供生產鐘錶、人造珠寶及陳列包裝品的貨源搜尋及採購解決方案(「貨源搜尋業務»)、於中華人民共和國(「中國»)零售及批發奢侈品牌銀器、銀質餐具及奢侈品(「中國銀器業務»)以及研發、生產及銷售充電電池、電動汽車及相關產品及提供相關服務(「電動汽車業務»)。

本公司附屬公司的主要業務詳情載於綜合財務報表附註36。

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

In the current year, the Group has applied, for the first time, the following new and revised standards, amendments and interpretations (collectively referred to as the “new and revised HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), which are effective for the Group’s financial year beginning from 1 January 2017. A summary of the new and revised HKFRSs applied by the Group is set out as follows:

HKFRSs (Amendments)	Annual Improvements to HKFRSs 2014–2016 Cycle relating to Amendments to HKFRS 12 <i>Disclosure of Interests in Other Entities</i>
HKAS 7 (Amendments)	Disclosure Initiative
HKAS 12 (Amendments)	Recognition of Deferred Tax Assets for Unrealised Losses

Except as described below, the application of other new and revised HKFRSs in the current year has had no material impact on the Group’s financial performance and financial position for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

### Amendments to HKAS 7 *Disclosure Initiative*

The Group has applied these amendments for the first time in the current year. The amendments require an entity to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both cash and non-cash changes. In addition, the amendments also require disclosures on changes in financial assets if cash flows from these financial assets were, or future cash flows will be, included in cash flows from financing activities.

Specifically, the amendments require the following to be disclosed: (i) changes from financing cash flows; (ii) changes arising from obtaining or losing control of subsidiaries or other businesses; (iii) the effect of changes in foreign exchange rates; (iv) changes in fair values; and (v) other changes.

## 2. 採納新訂及經修訂香港財務報告準則(「香港財務報告準則」)

本集團於本年度首次應用下列由香港會計師公會(「香港會計師公會」)頒佈並於本集團自2017年1月1日起財政年度生效之新訂及經修訂準則、修訂及詮釋(統稱為「新訂及經修訂香港財務報告準則」)。本集團應用的新訂及經修訂香港財務報告準則概要載列如下：

香港財務報告準則(修訂本)	香港財務報告準則2014年至2016年週期之年度改進有關香港財務報告準則第12號於其他實體之權益披露(修訂本)
香港會計準則第7號(修訂本)	披露計劃
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

除下文所述外，於本年度應用其他新訂及經修訂香港財務報告準則對本集團於本年度及過往年度之財務表現及財務狀況及／或該等綜合財務報表所載之披露並無重大影響。

### 香港會計準則第7號(修訂本)披露計劃

本集團於本年度首次應用該等修訂。該等修訂要求實體提供披露資料，使財務報表使用者能夠評估融資活動產生的負債變動，包括現金及非現金變動。此外，倘若該等金融資產的現金流或將來的現金流將計入融資活動的現金流，則該等修訂亦要求披露金融資產的變動。

具體而言，修訂要求披露以下各項：(i) 融資現金流的變動；(ii) 因取得或失去附屬公司或其他業務的控制權而產生的變動；(iii) 匯率變動的影響；(iv) 公平值變動；及(v) 其他變動。

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

(Continued)

### Amendments to HKAS 7 Disclosure Initiative (Continued)

A reconciliation between the opening and closing balances of these items is provided in note 35 to the consolidated financial statements. Consistent with the transition provisions of the amendments, the Group has not disclosed comparative information for the prior year. Apart from the additional disclosure in note 35 to the consolidated financial statements, the application of these amendments has had no impact on the Group's consolidated financial statements.

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

HKFRSs (Amendments)	Annual Improvements to HKFRSs 2014–2016 Cycle except HKFRS 12 (Amendments) <sup>1</sup>	香港財務報告準則(修訂本)	香港財務報告準則2014年至2016年週期之年度改進(香港財務報告準則第12號(修訂本)除外) <sup>1</sup>
HKFRSs (Amendments)	Annual Improvements to HKFRSs 2015–2017 Cycle <sup>2</sup>	香港財務報告準則(修訂本)	香港財務報告準則2015年至2017年週期之年度改進 <sup>2</sup>
HKFRS 2 (Amendments)	Classification and Measurement of Share-based Payment Transactions <sup>1</sup>	香港財務報告準則第2號(修訂本)	以股份為基準之付款交易之分類及計量 <sup>1</sup>
HKFRS 4 (Amendments)	Applying HKFRS 9 <i>Financial Instruments</i> with HKFRS 4 <i>Insurance Contracts</i> <sup>1</sup>	香港財務報告準則第4號(修訂本)	香港財務報告準則第9號金融工具與香港財務報告準則第4號保險合約一併應用 <sup>1</sup>
HKFRS 9	Financial Instruments <sup>1</sup>	香港財務報告準則第9號	金融工具 <sup>1</sup>
HKFRS 9 (Amendments)	Prepayment Features with Negative Compensation <sup>2</sup>	香港財務報告準則第9號(修訂本)	具有負補償之提前還款特性 <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>	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之資產出售或注資 <sup>4</sup>
HKFRS 15	Revenue from Contracts with Customers and the related Amendments <sup>1</sup>	香港財務報告準則第15號	來自與客戶合約之收益及相關修訂 <sup>1</sup>
HKFRS 16	Leases <sup>2</sup>	香港財務報告準則第16號	租賃 <sup>2</sup>
HKFRS 17	Insurance Contracts <sup>3</sup>	香港財務報告準則第17號	保險合約 <sup>3</sup>
HKAS 28 (Amendments)	Long-term Interests in Associates and Joint Ventures <sup>2</sup>	香港會計準則第28號(修訂本)	於聯營公司及合營企業之長期權益 <sup>2</sup>
HKAS 40 (Amendments)	Transfers of Investment Property <sup>1</sup>	香港會計準則第40號(修訂本)	投資物業的轉撥 <sup>1</sup>
HK(IFRIC)-Int 22	Foreign Currency Transactions and Advance Consideration <sup>1</sup>	香港(國際財務報告詮釋委員會)–詮釋第22號	外幣交易及預付代價 <sup>1</sup>
HK(IFRIC)-Int 23	Uncertainty over Income Tax Treatments <sup>2</sup>	香港(國際財務報告詮釋委員會)–詮釋第23號	所得稅處理的不確定性 <sup>2</sup>

## 2. 採納新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

### 香港會計準則第7號(修訂本)披露計劃(續)

有關該等項目期初及期末結餘之對賬載於綜合財務報表附註35。根據修訂本之過渡條文，本集團並無披露去年的比較資料。除綜合財務報表附註35的額外披露外，應用該等修訂並無對本集團綜合財務報表造成影響。

本集團並無提前應用下列已頒佈但尚未生效之新訂及經修訂香港財務報告準則：

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

(Continued)

- <sup>1</sup> Effective for annual periods beginning on or after 1 January 2018.
- <sup>2</sup> Effective for annual periods beginning on or after 1 January 2019.
- <sup>3</sup> Effective for annual periods beginning on or after 1 January 2021.
- <sup>4</sup> Effective for annual periods beginning on or after a date to be determined.

### HKFRS 9 Financial Instruments

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

Key requirements of HKFRS 9 which are relevant to the Group are:

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

## 2. 採納新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

- <sup>1</sup> 於2018年1月1日或以後開始之年度期間生效。
- <sup>2</sup> 於2019年1月1日或以後開始之年度期間生效。
- <sup>3</sup> 於2021年1月1日或以後開始之年度期間生效。
- <sup>4</sup> 於將予釐定之日期或以後開始之年度期間生效。

### 香港財務報告準則第9號金融工具

香港財務報告準則第9號引入有關金融資產、金融負債、一般對沖會計法的分類及計量新規定以及金融資產的減值要求。

與本集團有關之香港財務報告準則第9號之主要規定載述如下：

- 香港財務報告準則第9號範圍內之所有已確認金融資產其後須按攤銷成本或公平值計量。尤其是就以收取合約現金流量為目的之業務模式持有之債務投資，及擁有純粹為支付本金及尚未償還本金利息之合約現金流量之債務投資，一般於其後會計期末按攤銷成本計量。於目的為收取合約現金流量及出售金融資產之業務模式中持有之債務工具，具有已訂約條款導致現金流量的特定日期。而其純粹為支付本金及尚未償還本金之利息的債務工具，通常按透過其他全面收入按公平值列賬(「透過其他全面收入按公平值列賬」)之方式計量。所有其他債務投資及股本投資於其後會計期末按公平值計量。此外，根據香港財務報告準則第9號，實體可作出不可撤回選擇於其他全面收益呈列股本投資(並非持作買賣)之其後公平值變動，而一般僅於損益內確認股息收益。
- 就金融資產之減值而言，與香港會計準則第39號項下按已產生信貸虧損模式計算相反，香港財務報告準則第9號規定按預期信貸虧損模式計算。預期信貸虧損模式規定實體於各報告日期將預期信貸虧損及該等預期信貸虧損的變動入賬，以反映信貸風險自初始確認以來的變動。換而言之，毋須再待發生信貸事件方確認信貸虧損。

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

(Continued)

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

Based on the Group’s financial instruments and risk management policies, the directors of the Company (the “Directors”) anticipated application of HKFRS 9 in the future may have the following potential impact on the Group’s financial assets:

#### **Classification and measurement**

- Debt security classified as available-for-sale investments carried at cost less impairment: this security qualified for designation as measured at FVTOCI under HKFRS 9, however, the Group plans not to elect the option for designating this security to be measured at FVTOCI and will measure this security at fair value with subsequent fair value gains or losses to be recognised in profit or loss.
- All other financial assets and financial liabilities will continue to be measured on the same bases as are currently measured under HKAS 39.

#### **Impairment**

In general, the Directors anticipate that the application of the expected credit loss model of HKFRS 9 will result in earlier provision of credit losses which are not yet incurred in relation to the Group’s financial assets measured at amortised costs and other items that subject to the impairment provisions upon application of HKFRS 9 by the Group. However, the Directors do not anticipate that the application of the expected credit loss model of HKFRS 9 will have material impact to the opening retained earnings as at 1 January 2018.

### 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.

## 2. 採納新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

### 香港財務報告準則第9號金融工具(續)

根據本集團之金融工具及風險管理政策，本公司董事(「董事」)預期未來應用香港財務報告準則第9號或會對本集團金融資產產生以下潛在影響：

#### **分類及計量**

- 分類為可供出售投資的債務證券按成本扣除減值列賬：根據香港財務報告準則第9號，該等證券符合資格指定為按透過其他全面收入按公平值列賬之方式計量，然而，本集團無意選擇將該等證券按透過其他全面收入按公平值列賬之方式計量，該等證券將按公平值計量，但其後公平值收益或虧損將於損益內確認。
- 所有其他金融資產及金融負債將繼續根據香港會計準則第39號現行計量的相同基準計量。

#### **減值**

一般而言，董事預計應用香港財務報告準則第9號的預期信貸虧損模式將導致本集團於應用香港財務報告準則第9號後，就本集團按攤銷成本計量之金融資產以及其他須作出減值撥備的項目之尚未產生的信貸虧損提前撥備。然而，董事預計應用香港財務報告準則第9號的預期信貸虧損模式將不會對截至2018年1月1日之期初保留盈利有重大影響。

### 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號已獲頒佈，設立一個單獨的廣泛模式供實體用作將與客戶合約產生的收益入賬。於香港財務報告準則第15號生效後，其將取代現行收益確認指引，包括香港會計準則第18號收益、香港會計準則第11號建築合約及相關詮釋。

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

(Continued)

### HKFRS 15 Revenue from Contracts with Customers (Continued)

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(s)
- Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation

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.

## 2. 採納新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

### 香港財務報告準則第15號來自與客戶合約之收益(續)

香港財務報告準則第15號的核心原則為，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及服務所收取的代價。具體而言，該準則引入確認收入的五個步驟：

- 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： 將交易價格分配至合約中的各履約責任
- 第五步： 於(或隨著)實體完成履約責任時確認收入

根據香港財務報告準則第15號，於(或隨著)實體完成履約責任，即與特定履約責任相關的貨品或服務之「控制權」轉移予客戶時確認收入。香港財務報告準則第15號已加入更多特定指引以茲處理特別情況。此外，香港財務報告準則第15號要求更詳盡之披露。

於2016年，香港會計師公會發表香港財務報告準則第15號之澄清，內容有關對履約責任的識別、主事人與代理人代價以及牌照申請指引。

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

(Continued)

### HKFRS 15 Revenue from Contracts with Customers (Continued)

The Directors have assessed the impact on application of HKFRS 15 and do not anticipate a material impact on revenue from sales of goods. However, application of HKFRS 15 may have impact on the following areas:

When customers are allowed to return the Group’s products, the Group estimates the level of expected returns and makes an adjustment against revenue and cost of sales. The Group has assessed that the application of HKFRS 15 will not materially affect how the Group recognises revenue and cost of sales when the customers have a right of return. However, the new requirement to recognise separately a return asset for the products expected to be returned will impact the presentation in the consolidated statement of financial position.

The Group plans to elect to use the cumulative effect transition method for the application of HKFRS 15 and will recognise the cumulative effect of initial application as an adjustment to the opening balance of equity as at 1 January 2018. As allowed by HKFRS 15, the Group plans to apply the new requirements only to contracts that are not completed before 1 January 2018. Since the number of “open” contracts for sales of goods at 31 December 2017 is limited, the Group expects that the transition adjustment to be made upon the initial application of HKFRS 15 will not be material.

## 2. 採納新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

### 香港財務報告準則第15號來自與客戶合約之收益(續)

董事已評估應用香港財務報告準則第15號之影響，並預期不會對貨品銷售收入產生重大影響。然而，應用香港財務報告準則第15號或會對以下範疇產生影響：

當客戶獲准退回本集團產品時，本集團會估計預期退貨情況，並調整有關收入及銷售成本。本集團已評估應用香港財務報告準則第15號將不會對客戶退貨時對本集團確認收入及銷售成本產生重大影響，然而，單獨確認預期退回產品的退貨資產之新規定將影響綜合財務狀況表之呈列。

本集團計劃選擇就應用香港財務報告準則第15號使用累積效應過渡法，並將確認首次應用之累積效應，作為對2018年1月1日期初權益結餘之調整。誠如香港財務報告準則第15號所允許，本集團計劃僅將該等新規定應用於2018年1月1日前尚未完成之合約。由於2017年12月31日貨品銷售之「期初」合約數目有限，本集團預期於首次應用香港財務報告準則第15號時將作出之過渡調整並不重大。



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

(Continued)

### HKFRS 16 Leases

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

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

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

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

## 2. 採納新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

### 香港財務報告準則第16號租賃

香港財務報告準則第16號為識別出租人及承租人的租賃安排及會計處理引入一個綜合模式。當香港財務報告準則第16號生效時，將取代香港會計準則第17號租賃及相關的詮釋。

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

使用權資產初步按成本計量，並隨後以成本(惟若干例外情況除外)減累計折舊及減值虧損計量，並就租賃負債任何重新計量而作出調整。租賃負債乃按租賃付款(非當日支付)之現值初步確認。隨後，租賃負債經(其中包括)利息及租賃付款以及租賃修訂的影響所調整。就現金流量分類而言，本集團目前將預付租賃款項呈列為與自用租賃土地及分類為投資物業的租賃土地有關的投資現金流量，其他經營租賃款項則呈列為經營現金流量。根據香港財務報告準則第16號，有關租賃負債的租賃付款將分配為本金及利息部分，其將分別以融資現金流量呈列。

根據香港會計準則第17號，本集團已就融資租賃安排及租賃土地(本集團為承租人)之預付租賃付款確認資產及相關融資租賃負債。應用香港財務報告準則第16號可能導致該等資產在分類上的潛在變動，取決於本集團個別或一併呈列使用權資產，即在擁有對應相關資產情況下所獲呈列者。

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

(Continued)

### HKFRS 16 Leases (Continued)

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

Furthermore, extensive disclosures are required by HKFRS 16.

As at 31 December 2017, the Group has non-cancellable operating lease commitments of HK\$12,323,000 (2016: HK\$4,671,000) as disclosed in note 30 to the consolidated financial statements. A preliminary assessment indicates that these arrangements will meet the definition of a lease under HKFRS 16 and hence the Group will recognise a right-of-use asset and a corresponding liability in respect of all these leases unless they qualify for low value or short-term leases upon the application of HKFRS 16. In addition, the application of new requirements may result changes in measurement, presentation and disclosure as indicated above. However, it is not practicable to provide a reasonable estimate of the financial effect until the Directors complete a detailed review.

In addition, the Group currently considers refundable rental deposits paid of HK\$1,893,000 as rights and obligations under leases to which HKAS 17 applies. Based on the definition of lease payments under HKFRS 16, such deposits are not payments relating to the right to use the underlying assets. Accordingly, the carrying amounts of such deposits may be adjusted to amortised cost and such adjustments are considered as additional lease payments. Adjustments to refundable rental deposits paid would be included in the carrying amount of right-of-use assets.

Except as described above, the Directors do not anticipate that the application of other new and revised HKFRSs will have material impact on these consolidated financial statements.

## 2. 採納新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

### 香港財務報告準則第16號租賃(續)

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

此外，香港財務報告準則第16號要求較廣泛的披露。

於2017年12月31日，本集團有不可撤銷的經營租賃承擔12,323,000港元(2016年：4,671,000港元)(如綜合財務報表附註30所披露)。初步評估顯示該等安排將符合香港財務報告準則第16號項下租賃的定義，因此本集團將就所有該等租賃確認使用權資產及對應負債，除非於應用香港財務報告準則第16號時其符合低價值或短期租賃。此外，應用新規定可能導致上文所述的計量、呈列及披露有所變動。然而，在董事完成詳細審閱前，對財務影響作出合理估計並不可行。

此外，本集團現時認為已付可退回租賃按金1,893,000港元是租賃項下的權利及義務，適用於香港會計準則第17號。按香港財務報告準則第16號租賃付款的定義，上述按金並非與使用相關資產權利有關的付款，因此，上述按金的賬面值可予調整至經攤銷成本，而有關調整乃被視為額外租賃付款。已付可退回租賃按金的調整會計入使用權資產的賬面值內。

除上文所述者外，董事預期，應用其他新訂及經修訂香港財務報告準則將不會對該等綜合財務報表造成重大影響。

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of the consolidated 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 consolidated 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 issued by the HKICPA and accounting principles generally accepted in Hong Kong. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (the “GEM Listing Rules”) and by the disclosure requirements of the Hong Kong Companies Ordinance.

#### 3.2 Basis of preparation

The consolidated 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 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

編製綜合財務報表所應用的主要會計政策載列如下。除另有指明外，該等政策已於所呈報年度貫徹應用。

#### 3.1 合規聲明

綜合財務報表乃根據香港會計師公會頒佈的所有適用香港財務報告準則(包括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」)及詮釋之統稱)及香港普遍採納的會計原則編製。此外，綜合財務報表包括聯交所GEM證券上市規則(「GEM上市規則」)及香港公司條例披露規定規定的適用披露事項。

#### 3.2 編製基準

該等綜合財務報表乃按歷史成本基準編製，惟若干金融工具按各報告期末之公平值計量除外，有關詳情於下文會計政策闡述。

歷史成本一般按交換商品及服務時所付代價之公平值計量。

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

In addition, for financial reporting purposes, fair value 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)

公平值為市場參與者於計量日期在有序交易中出售資產可能收取或轉讓負債可能支付的價格，不論該價格是否直接觀察可得或使用另一種估值方法估計。估計資產或負債的公平值時，本集團考慮了市場參與者在計量日期為該資產或負債進行定價時將會考慮的資產或負債特徵。在該等綜合財務報表中計量及／或披露的公平值均在此基礎上予以確定，惟香港財務報告準則第2號範圍內的以股份為基礎付款交易、香港會計準則第17號範圍內的租賃交易以及與公平值類似但並非公平值的計量(例如，香港會計準則第2號中的可變現淨值或香港會計準則第36號中的使用價值)除外。

此外，就財務報告而言，公平值計量根據公平值計量之輸入數據可觀察程度及輸入數據對公平值計量之整體重要性分類為第一級、第二級或第三級，載述如下：

- 第一級輸入數據為實體於計量日期可以取得的相同資產或負債於活躍市場之報價(未經調整)；
- 第二級輸入數據為就資產或負債直接或間接地可觀察之輸入數據(第一級內包括的報價除外)；及
- 第三級輸入數據為資產或負債的不可觀察輸入數據。

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

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

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 綜合基準

綜合財務報表包括本公司及本公司所控制的實體及其附屬公司的財務報表。倘屬以下情況，則本公司取得控制權：

- 對投資對象行使權力；
- 因藉參與投資對象的業務而承擔風險或有權獲得可變回報；及
- 有能力行使其權力而影響其回報。

倘事實及情況表明以上所列控制權三個要素的一個或多個有所變動時，本集團重估其是否控制投資對象。

本集團於獲得附屬公司控制權時將附屬公司綜合入賬，並於失去附屬公司控制權時終止綜合入賬。具體而言，於本年度內購入或出售之附屬公司之收益及開支，按自本集團獲得控制權當日起至本集團失去附屬公司控制權當日止，計入損益內。

損益及各其他全面收益項目各部份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歸屬於本公司擁有人及非控股權益，即使此舉導致非控股權益結餘出現虧絀。

所有集團內公司間資產及負債、權益、收益、支出及現金流量(與本集團成員公司間之交易有關)均於綜合賬目時予以全數抵銷。

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

#### 3.4 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, investments 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 receivable.

#### 3.5 Property, plant and equipment

Property, plant and equipment including building held for use in the production or supply of goods or services, are stated in the consolidated statement of financial position at cost, less subsequent accumulated depreciation and subsequent 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.

Construction in progress represents property, plant and equipment under construction, which is stated at cost less any impairment losses, and is not depreciated. Cost comprises the direct costs of construction and capitalised borrowing costs on related borrowing funds during the period of construction. Construction in progress is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

### 3. 主要會計政策概要(續)

#### 3.4 附屬公司

附屬公司為被投資方，本公司可對其行使控制權。倘下列三項因素全部出現時，本公司可控制被投資方：對被投資方擁有權力；藉參與被投資方業務而承擔風險或有權分享可變回報；及有能力利用對被投資方擁有權利影響投資者回報金額。當事實及情況顯示該等控制權的任何因素或會發生變動，控制權將會進行重新評估。

於本公司的財務狀況表中，於附屬公司的投資乃按成本減去減值虧損(如有)入賬。本公司按應收股息將附屬公司的業績入賬。

#### 3.5 物業、廠房及設備

物業、廠房及設備(包括用於生產或貨物供應或服務而持有之樓宇)以成本減去其後累計折舊及其後累計減值虧損(如有)後於綜合財務狀況表入賬。

資產的成本包括其購買價及使該項資產達至運作狀況及運至現址作擬定用途的任何直接應佔成本。物業、廠房及設備投入運作後所產生的開支，例如維修及保養費用，通常於其產生期間自損益中扣除。倘能明確證實該開支導致使用該項物業、廠房及設備預期可獲得的未來經濟利益有所增加，則該開支將資本化作該項資產的額外成本。

在建工程指興建中的物業、廠房及設備，以成本減任何減值虧損及未經折舊列示。成本包括建設的直接成本及建設期內有關借貸基金的資本化借貸成本。在建工程於完工及可供使用時劃分歸入物業、廠房及設備的適用分類。

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

#### 3.5 Property, plant and equipment (Continued)

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:

Buildings	5%
Leasehold improvements	5%–33%
Furniture, fixtures and equipment	20%
Plant and machinery	5%–20%
Motor vehicles	20%

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

#### 3.6 Interest in leasehold land

When a lease includes both land and building elements, the Group assesses the classification of each element as a finance or an operating lease separately based on the assessment as to whether substantially all the risks and rewards incidental to ownership of each element have been transferred to the Group, unless it is clear that both elements are operating leases in which case the entire lease is classified as an operating lease. Specifically, the minimum lease payments (including any lump-sum upfront payments) are allocated between the land and the building elements in proportion to the relative fair values of the leasehold interests in the land element and building element of the lease at the inception of the lease.

To the extent the allocation of the lease payments can be made reliably, interest in leasehold land that is accounted for as an operating lease is presented as “interest in leasehold land” in the consolidated statement of financial position and is amortised over the lease term on a straight-line basis.

### 3. 主要會計政策概要(續)

#### 3.5 物業、廠房及設備(續)

折舊乃按資產的可使用年期以直線法確認，以撇銷其資產成本減剩餘價值。估計可使用年期、剩餘價值及折舊方法將於各報告期末檢討，而任何估計之變動影響按前瞻基準入賬。主要年率如下：

樓宇	5%
租賃裝修	5%–33%
傢俬、裝置及設備	20%
廠房及機器	5%–20%
汽車	20%

物業、廠房及設備項目於出售或預計不會因持續使用該項資產獲得未來經濟利益時終止確認。出售或停用物業、廠房及設備項目所產生的任何盈虧按出售所得款項與資產賬面值的差額釐定，並於損益確認。

#### 3.6 租賃土地權益

倘一項租賃同時包括土地及樓宇部分，則本集團會分別依照各部分擁有權隨附之絕大部分風險及回報是否已轉移至本集團，評估各部分分類應被界定為融資或是經營租賃，除非兩個部分被清楚確定為經營租賃外，於此情況下，整份租賃歸類為經營租賃。具體而言，最低租約付款(包括任何一次性預付款項)會按訂立租賃時租賃土地部分與樓宇部分租賃權益之相關公平值，按比例於土地與樓宇部分之間分配。

倘能可靠地分配租賃款項，則經營租約之租賃土地之權益將作為「租賃土地權益」於綜合財務狀況表列賬，並按租賃年期以直線法攤銷。

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

#### 3.7 Impairment of tangible assets

At the end of each reporting period, the Group reviews the carrying amounts of its tangible assets 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.

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)

#### 3.7 有形資產減值

於各報告期末，本集團會檢討其有形資產的賬面值，以釐定該等資產有否減值虧損跡象。倘存在減值虧損跡象，本集團將估計資產的可收回金額，以釐定減值虧損程度(如有)。倘無法估計個別資產的可收回金額，本集團將估計該資產所屬現金產生單位(「現金產生單位」)的可收回金額。當可確定合理及連貫的分配基準時，企業資產亦分配至個別現金產生單位，否則，則將企業資產分配至能確定合理及連貫的分配基準的最小現金產生單位組別。

可收回金額為公平值減出售成本與使用價值之間的較高者。於評估使用價值時，估計未來現金流量會採用反映現時市場對貨幣時間價值及資產(並未調整估計未來現金流量)特殊風險評估的稅前貼現率，貼現至其現值。

倘估計資產(或現金產生單位)的可收回金額低於其賬面值，則該資產(或現金產生單位)的賬面值將減至其可收回金額。減值虧損將即時於損益中確認。

倘減值虧損其後撥回，則資產(或現金產生單位)的賬面值增至經修訂估計的可收回金額，惟增加的賬面值不得超過有關資產(或現金產生單位)於過往年度並無確認減值虧損時原應釐定的賬面值。減值虧損撥回將即時於損益中確認。



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

#### 3.8 Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are determined on first-in-first-out or weighted average basis as appropriate and, in the case of work in progress and finished goods, comprises direct materials, direct labour and an appropriate proportion of overheads. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

When inventories are sold, the carrying amount of those inventories is recognised as cost of sales in the period in which the related revenue is recognised. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as cost of sales in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories is offset against the cost of sales in the period in which the reversal occurs.

#### 3.9 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 FVTPL are recognised immediately in profit or loss.

### 3. 主要會計政策概要(續)

#### 3.8 存貨

存貨乃按成本值與可變現淨值兩者中較低者列賬。存貨成本乃按先入先出基準或加權平均法基準(如適用)計算釐定。如為在製品及成品，則包括直接原料、直接勞動力及適當部分之間接費用。可變現淨值指存貨估計售價減完成估計成本及銷售所需成本。

在出售存貨時，該等存貨的賬面值會於確認相關收入期間確認為銷售成本。將存貨價值撇減至可變現淨值之數額及所有存貨虧損於撇減或虧損期間確認為銷售成本。存貨撇減撥回之金額將於撥回期間內沖對銷售成本。

#### 3.9 金融工具

金融資產及金融負債乃於集團實體成為有關工具合約條文的訂約方時確認。

金融資產及金融負債初步按公平值計入。收購或發行金融資產及金融負債(按公平值計入損益(「按公平值計入損益」)之金融資產除外)直接應佔之交易成本乃於初步確認時計入金融資產或金融負債之公平值，或從其公平值扣除(如適用)。收購按公平值計入損益之金融資產直接應佔之交易成本即時於損益內確認。

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

#### 3.9 Financial instruments (Continued)

##### **Financial assets**

Financial assets are classified into the following specified categories: financial assets at FVTPL, available-for-sale 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.

##### *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 as at FVTPL, of which interest income is included in other revenue and other income.

### 3. 主要會計政策概要(續)

#### 3.9 金融工具(續)

##### **金融資產**

金融資產劃分為以下特定類別：按公平值計入損益之金融資產、可供出售金融資產以及「貸款及應收款項」。該分類視乎金融資產的性質及用途而定，並於初步確認時釐定。所有以正常方式買賣的金融資產於交易日確認及終止確認。以正常方式買賣的金融資產指購買或出售須於根據市場規則或慣例設定的時限內交付的資產。

##### *實際利息法*

實際利息法為計算債務工具的攤銷成本及按相關期間分配利息收入的方法。實際利率為於債務工具的預期年期或(如適用)較短期間內將估計未來現金收入(包括構成實際利率不可或缺一部分的所有已付或已收費用及貼息、交易成本以及其他溢價或折讓)準確貼現為於初步確認時的賬面淨值之利率。

債務工具的利息收入乃按實際利息基準確認，惟按公平值計入損益之金融資產分類除外，其利息收入計入其他收入及其他收益。

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

#### 3.9 Financial instruments (Continued)

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

##### *Financial assets at FVTPL*

Financial assets are classified as at FVTPL when the financial asset is (i) contingent consideration that may be paid by an acquirer as part of a business combination to which HKFRS 3 applies, (ii) held for trading, or (iii) it is designated as 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.

A financial asset other than a financial asset held for trading may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial asset forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or

### 3. 主要會計政策概要(續)

#### 3.9 金融工具(續)

##### **金融資產**(續)

##### *按公平值計入損益之金融資產*

當金融資產(i)為收購方可能支付的或然代價(作為香港財務報告準則第3號適用的業務合併的一部分);(ii)乃持作買賣;或(iii)被指定為按公平值計入損益時,其將被分類為按公平值計入損益之金融資產。

倘出現下列情況,金融資產被分類為持作買賣:

- 購入之主要目的為於近期出售;或
- 於初步確認時屬於本集團整體管理之可識別金融工具組合之一部分,且近期事實上有出售以賺取短期溢利之模式;或
- 屬非指定及有效作為對沖工具之衍生工具。

倘出現下列情況,金融資產(持作買賣之金融資產除外)可於初步確認時指定為按公平值計入損益:

- 有關指定抵銷或大幅減低計量或確認可能出現不一致之情況;或
- 金融資產構成一組金融資產或金融負債或兩者之一部分,並根據本集團既定風險管理或投資策略,按公平值基準管理及評估其表現,而分組資料則按該基準由內部提供;或

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

#### 3.9 Financial instruments (Continued)

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

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

- it forms part of a contract containing one or more embedded derivatives, and HKAS 39 permits the entire combined contract (asset or liability) to be designated as at FVTPL.

Financial assets at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in profit or loss. Fair value is determined in the manner described in note 33 to the consolidated financial statements.

##### *Available-for-sale financial assets*

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

Dividend on available-for-sale equity instruments are recognised in profit or loss when the Group has right to receive the dividends established.

Available-for-sale 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 and 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)

#### 3.9 金融工具(續)

##### **金融資產**(續)

##### *按公平值計入損益之金融資產* (續)

- 其為包括一項或多項內嵌式衍生工具之合約之一部分，而香港會計準則第39號容許將全部合併合約(資產或負債)指定為按公平值計入損益。

按公平值計入損益之金融資產按公平值列賬，而重新計量產生之任何盈虧於損益內確認。公平值按綜合財務報表附註33所述方式釐定。

##### *可供出售金融資產*

可供出售金融資產為被指定為可供出售或未被分類為(a)貸款及應收款項；(b)持至到期投資；或(c)按公平值計入損益之金融資產之非衍生工具。

可供出售股本工具之股息在本集團收取股息的權利確立時於損益內確認。

就於活躍市場並無市場報價且其公平值無法可靠計量之可供出售股本投資，以及與其有關連且必須以交付該等無報價股本投資之方式結算之衍生工具而言，須於各報告期末按成本減任何已識別減值虧損計量。

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

#### 3.9 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 trade receivables, deposits paid, other receivables (exclude trade deposits paid), amount due from a related company, amount due from a director 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 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
- 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.

### 3. 主要會計政策概要(續)

#### 3.9 金融工具(續)

##### **金融資產**(續)

###### *貸款及應收款項*

貸款及應收款項指於活躍市場並無報價之固定或可釐定付款之非衍生金融資產。貸款及應收款項(包括貿易應收款項、已付按金、其他應收款項(不包括貿易已付按金)、應收一間關連公司款項、應收一名董事款項以及現金及現金等價物)乃使用實際利息法按攤銷成本減任何可識別減值虧損計量。

利息收入透過應用實際利率確認，惟確認利息影響不大之短期應收款項除外。

###### *金融資產減值*

金融資產(按公平值計入損益之金融資產除外)於各報告期末進行減值評估。倘有客觀證據證明金融資產於初步確認後出現一項或多項影響投資之估計未來現金流量之事宜，則金融資產將被視為出現減值。

就所有其他金融資產而言，客觀減值證據可包括：

- 發行人或交易方出現重大財政困難；或
- 違約，例如利息或本金付款出現逾期或拖欠情況；或
- 借款人可能面臨破產或進行財務重組；或
- 因財務困難導致該金融資產失去活躍市場。

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

#### 3.9 Financial instruments (Continued)

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

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

Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period as well as observable changes in national or local economic conditions that correlate with default on receivables.

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 assets' 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.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, where the carrying amount is reduced through the use of an allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss. When a trade receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to profit or loss.

For financial assets measured at amortised cost, if, in a subsequent period, the amount of 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)

#### 3.9 金融工具(續)

##### **金融資產**(續)

##### *金融資產減值*(續)

應收款項組合出現減值之客觀證據可包括本集團過往收款記錄、平均信貸期後組合內延期還款次數增加以及國家或地區經濟狀況出現明顯變動導致應收款項未能償還。

就按攤銷成本列賬之金融資產而言，所確認之減值虧損金額為資產之賬面值與按金融資產原實際利率貼現之估計未來現金流量現值之差額。

就按成本值列賬之金融資產而言，減值虧損金額按資產賬面值與以類似金融資產之現行市場回報率折現之估計未來現金流量現值間之差額計量。該減值虧損不會於往後期間撥回。

金融資產之賬面值直接扣減所有金融資產之減值虧損，惟貿易應收款項之賬面值透過使用撥備賬扣除。撥備賬之賬面值變動於損益內確認。當貿易應收款項被視為不可收回時，會於撥備賬內撇銷。過往曾被撇銷但其後收回之款項則會計入損益。

就按攤銷成本計量之金融資產而言，倘減值虧損金額於往後期間減少，而有關減少與確認減值虧損後發生之事件有客觀關係，則過往確認之減值虧損將透過損益撥回，惟投資於減值撥回當日之賬面值不得超出並無確認減值時所應有之攤銷成本。

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

#### 3.9 Financial instruments (Continued)

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

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

In respect of available-for-sale 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 liabilities 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.

##### *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.

### 3. 主要會計政策概要(續)

#### 3.9 金融工具(續)

##### **金融資產(續)**

##### *金融資產減值(續)*

就可供出售債務投資而言，倘投資之公平值增加與確認減值虧損後發生之事件有客觀關係，則減值虧損將透過損益其後撥回。

##### **金融負債及股本工具**

##### *分類為金融負債或權益*

集團實體發行之金融負債及股本工具乃根據合約安排之內容及金融負債和股本工具之定義分類為金融負債或權益。

##### *股本工具*

股本工具乃證明一家實體於扣減其所有負債後之資產中擁有剩餘權益之任何合約。本集團發行之股本工具按收取之所得款項扣除直接發行成本後確認。

##### *實際利息法*

實際利息法為計算金融負債的攤銷成本及按相關期間分配利息開支的方法。實際利率為將估計未來現金付款(包括支付或收取構成實際利率、交易成本及其他優惠或貼現其中一部分之全部費用及利息)按金融負債預期年限或(如適用)較短時期確切貼現至初步確認時之賬面淨值之利率。

利息開支按實際利息基準確認。

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

#### 3.9 Financial instruments (Continued)

##### **Financial liabilities and equity instruments** (Continued)

###### *Financial liabilities at amortised cost*

Financial liabilities (including trade and other payables (exclude receipt in advance and trade deposits received), secured loan, amount due to a shareholder, amounts due to non-controlling interests, amounts due to related companies and convertible bonds) are subsequently measured at amortised cost, using the effective interest method.

###### *Convertible bonds*

The component parts of the convertible bonds are classified separately as financial liability and equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. A conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is an equity instrument.

At the date of issue, the fair value of the liability component (including any embedded non-equity derivatives features) is estimated by measuring the fair value of similar liability that does not have an associated equity component.

The conversion option classified as equity is determined by deducting the amount of the liability component from the fair value of the compound instrument as a whole. This is recognised and included in equity, net of income tax effects, and is not subsequently remeasured. In addition, the conversion option classified as equity will remain in equity until the conversion option is exercised, in which case, the balance recognised in equity will be transferred to share premium. Where the conversion option remains unexercised at the maturity date of the convertible note, the balance recognised in equity will be transferred to (accumulated losses)/retained earnings. No gain or loss is recognised in profit or loss upon conversion or expiration of the conversion option.

### 3. 主要會計政策概要(續)

#### 3.9 金融工具(續)

##### **金融負債及股本工具(續)**

###### *按攤銷成本列賬之金融負債*

金融負債(包括貿易及其他應付款項(不包括預收款項及貿易已收按金)、有抵押貸款、應付一名股東款項、應付非控股權益款項、應付關連公司款項及可換股債券)其後乃使用實際利息法按攤銷成本計量。

###### *可換股債券*

可換股債券的組成部分根據合約安排內容以及金融負債及股本工具之定義獨立分類為金融負債及權益。倘換股權以固定金額現金或其他金融資產換取固定數目之本公司股本工具的方式結算，則分類為股本工具。

於發行日期，負債部分的公平值(包括任何嵌入式非股本衍生工具)乃透過計量不包含相關權益部分的類似負債之公平值估算。

分類為權益的換股權乃由複合工具整體之公平值扣除負債部分之金額而釐定。此金額在扣除所得稅影響後在權益確認入賬，其後將不會重新計量。此外，分類為權益的換股權將保留在權益中，直至換股權獲行使為止，而在此情況下，在權益中確認的結餘將轉撥至股份溢價。倘換股權於可換股票據到期日仍未獲行使，則在權益中確認的結餘將轉撥至(累計虧損)/保留盈利。在換股權獲轉換或到期時，不會於損益內確認任何盈虧。



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

#### 3.9 Financial instruments (Continued)

##### **Financial liabilities and equity instruments** (Continued)

###### *Convertible bonds (Continued)*

Transaction costs that relate to the issue of the convertible bonds are allocated to the liability and equity components in proportion to the allocation of the gross proceeds. Transaction costs relating to the equity component are charged directly to equity. Transaction costs relating to the liability component are included in the carrying amount of the liability portion and amortised over the period of the convertible bonds using the effective interest method.

##### **Derecognition**

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group 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.

### 3. 主要會計政策概要(續)

#### 3.9 金融工具(續)

##### **金融負債及股本工具(續)**

###### *可換股債券(續)*

與發行可換股債券有關之交易成本按所得款項總額分配比例分配至負債及權益部分。與權益部分有關之交易成本直接於權益扣除。與負債部分有關之交易成本計入負債部分之賬面值，並於可換股債券期限內按實際利率法攤銷。

##### **終止確認**

僅於資產現金流量之合約權利屆滿時，或將金融資產及金融資產所有權之絕大部分風險及回報轉讓予另一實體時，本集團方會終止確認金融資產。倘本集團並無轉讓亦無保留所有權之絕大部分風險及回報，並繼續控制已轉讓資產，則本集團繼續確認其於資產之保留權益及其須支付之相關負債。倘本集團保留已轉讓金融資產所有權之絕大部分風險及回報，則本集團繼續確認金融資產，亦就所收取之所得款項確認有抵押借貸。

於全面終止確認金融資產時，資產賬面值與已收及應收代價以及於其他全面收益確認及於權益累計之累計盈虧之總和間之差額，會於損益確認。

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

#### 3.9 Financial instruments (Continued)

##### **Derecognition** (Continued)

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.

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 financial instruments**

Financial assets and financial 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. 主要會計政策概要(續)

#### 3.9 金融工具(續)

##### **終止確認**(續)

除全面終止確認外，於終止確認金融資產時，本集團將金融資產之過往賬面值在其繼續確認部分及不再確認部分之間，按照兩者於轉讓日期之相關公平值作出分配。不再確認部分獲分配之賬面值與該部分已收代價及其於其他全面收益確認之獲分配之任何累計盈虧之總和間的差額，乃於損益內確認。已於其他全面收益確認之累計盈虧乃按繼續確認部分及不再確認部分之相關公平值在該兩者間作出分配。

本集團僅在本集團之責任獲免除、取消或到期時，方會取消確認金融負債。取消確認之金融負債之賬面值與已付或應付代價之差額於損益內確認。

##### **抵銷金融工具**

當有法定可執行權利可抵銷已確認金額，並有意圖按淨額基準結算或同時變現資產和結算負債時，金融資產與金融負債可互相抵銷，並在綜合財務狀況表報告其淨額。可合法強制執行權利不得取決於未來事件而定，且須在一般業務過程中以及倘公司或對手方一旦出現拖欠還款、無償債能力或破產時可強制執行。

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

#### 3.10 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.

#### 3.11 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.

#### 3.12 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.

### 3. 主要會計政策概要(續)

#### 3.10 現金及現金等價物

現金及現金等價物包括銀行存款及手頭現金、存放於銀行及其他金融機構的活期存款以及隨時可轉換為已知金額現金及價值變動風險不大之高度流通短期投資。

#### 3.11 撥備

倘本集團因過往事件而須承擔現時責任(法律或推定)，而本集團可能須履行該責任且該責任之金額能可靠估計，即會確認撥備。

確認為撥備之金額為於報告期末經計及有關責任之風險及不確定因素後，對履行現時責任所需代價作出之最佳估計。當撥備按履行現時責任估計所需之現金流量計量時，其賬面值為有關現金流量之現值(倘貨幣時間價值之影響屬重大)。

如果結算撥備所需之部分或全部經濟利益預期可自第三方收回，則應收款項只有在補償金額基本確定能夠收到及應收款項金額能夠可靠計量時，方會確認為資產。

#### 3.12 或然負債及或然資產

或然負債指因已發生之事件而可能引起之責任，此責任需就某一宗或多宗未來不確定事件會否發生才能確認，而本集團並不能完全控制這些未來事件會否實現。或然負債亦可能是因已發生之事件引致之現有責任，但由於可能不需要消耗經濟資源，或責任金額未能可靠衡量而未有入賬。假若消耗資源之可能性改變導致可能出現資源消耗，此負債將被確認為撥備。

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

#### 3.12 Contingent liabilities and contingent assets (Continued)

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.

#### 3.13 Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable, and represents amounts receivable for goods and services supplied, net of value-added tax, returns, rebates and discounts.

Revenue from sales of goods is recognised on transfer of risks and rewards of ownership, which generally coincides with the time when the products are delivered to customers and title is passed.

Revenue from commission income is recognised upon certain level of sales is achieved.

Revenue from consultancy services income is recognised when the services are rendered.

Revenue from freight income is recognised when the services are rendered.

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.

### 3. 主要會計政策概要(續)

#### 3.12 或然負債及或然資產(續)

或然資產指因已發生之事件而可能產生之資產，該等資產需就某一宗或多宗未來不確定事件會否發生才能確認，而本集團並不能完全控制這些未來事件會否實現。在實質確定可獲得經濟效益時，方會確認資產。

#### 3.13 收入確認

收入按已收或應收代價之公平值計量。收入指就所供應貨品及所提供服務收取之款項(扣除增值稅、退貨、回扣及折扣)。

貨品銷售收入在所有權之風險及報酬轉移時確認，一般與產品送交客戶及所有權轉移之時間相同。

來自佣金收益之收入於銷售達致一定水平時確認。

來自諮詢服務收益之收入於提供服務時確認。

來自運輸收益之收入於提供服務時確認。

金融資產之利息收入乃參考未償還本金額及適用實際利率，按時間基準累計，實際利率為將估計未來現金收入透過金融資產預期壽命準確地折現為該資產的賬面淨值之利率。

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

#### 3.14 Leasing

All leases are classified as operating leases.

##### *The Group as lessee*

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.

#### 3.15 Employee benefits

##### *Retirement benefit obligations*

Payments to Mandatory Provident Fund Scheme (the "MPF Scheme") and state-managed retirement benefit schemes 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 and 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)

#### 3.14 租賃

所有租賃均分類為經營租賃。

##### **本集團作為承租人**

經營租賃付款乃按租期以直線基準確認為開支，除非另有系統基準更能反映租賃資產消耗所產生經濟利益之時間模式則作別論。

#### 3.15 僱員福利

##### **退休福利責任**

向強制性公積金計劃(「強積金計劃」)及國家管理退休福利計劃供款乃於僱員已提供服務並可享有供款時確認為開支。

本集團根據香港強制性公積金計劃條例為其受香港僱傭條例所管轄的僱員設立強積金計劃。強積金計劃乃一項定額供款計劃，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。本集團的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的應付供款。

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

#### 3.15 Employee benefits (Continued)

##### **Retirement benefit obligations** (Continued)

The employees employed by the Group's subsidiaries in PRC are members of state-managed retirement benefit schemes operated by the government of the PRC. The subsidiaries are required to contribute a specific percentage of payroll costs to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefits schemes operated by the government of the PRC is to make the specified contributions under the schemes.

##### **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-based payment 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-based payment 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-based payment 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-based payment reserve will be transferred to (accumulated losses)/retained earnings.

### 3. 主要會計政策概要(續)

#### 3.15 僱員福利(續)

##### **退休福利責任(續)**

本集團於中國的附屬公司旗下僱員為中國政府所營運的國家管理退休福利計劃成員。該等附屬公司須按僱員薪金的指定百分比向退休福利計劃支付供款，藉此為福利撥資。本集團就中國政府所營運的退休福利計劃所負唯一責任乃向該等計劃作出所須供款。

##### **以股份為基礎之支付開支**

就授予購股權(須待達成指定歸屬條件後方可作實)而言，所獲服務的公平值乃參考所獲授購股權於授出日期之公平值釐定，於歸屬期按直線基準列支，並將以股份為基礎之付款儲備作出相應增加。

於各報告期末，本集團修訂其預期歸屬的股本工具估計數目。修訂原估計之影響(如有)於損益確認，以使累計開支反映經修訂之估計，並於以股份為基礎之付款儲備作相應調整。

就於授出日期即時歸屬的購股權而言，所授出購股權之公平值即時於損益列支。

行使購股權時，先前已確認的以股份為基礎之付款儲備金額將轉撥至股份溢價。倘購股權於歸屬日期後被沒收或於屆滿日期時仍未獲行使，先前已確認的以股份為基礎之付款儲備金額將轉撥至(累計虧損)/保留盈利。

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

#### 3.16 Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each 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 at 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.

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" (attributed to non-controlling interests as appropriate).

### 3. 主要會計政策概要(續)

#### 3.16 外幣

於編製各個別集團實體的財務報表時，以該實體功能貨幣以外的貨幣(外幣)進行的交易均按交易日期之現行匯率確認。於各報告期末，以外幣列值的貨幣項目均按該日之現行匯率重新換算。按公平值以外幣列值的非貨幣項目，乃按於公平值釐定當日之現行匯率重新換算。按過往成本計量以外幣列值的非貨幣項目毋須重新換算。

於結算及重新換算貨幣項目所產生的匯兌差額，於其產生期間在損益內確認，惟應收或應付一項海外業務的貨幣項目的匯兌差額除外，其既無計劃結算，發生結算的可能性亦不大，因而構成海外業務投資淨額的一部份，該等匯兌差額初步於其他全面收益確認，並於出售或部分出售本集團的權益時由權益重新分類至損益。

就呈報綜合財務報表而言，本集團海外業務的資產及負債按各報告期末之現行匯率換算為本集團的呈報貨幣(即港元)。收入及開支項目按該期間平均匯率換算，除非該期間匯率大幅波動，於該情況下，則採用於交易日期之匯率。所產生的匯兌差額(如有)乃於其他全面收益確認，並於權益之「換算儲備」項下累計(歸屬於非控股權益(如適用))。

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

#### 3.16 Foreign currencies (Continued)

Goodwill and fair value adjustments to identifiable assets acquired and liabilities assumed through acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the rate of exchange prevailing at the end of each reporting period. Exchange differences arising are recognised in other comprehensive income.

#### 3.17 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.

#### 3.18 Government grant

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

### 3. 主要會計政策概要(續)

#### 3.16 外幣(續)

透過收購海外業務所收購可識別資產及所承擔負債的商譽及公平值調整乃作為海外業務的資產及負債處理，並按各報告期末之現行匯率進行換算。所產生的匯兌差額乃於其他全面收益確認。

#### 3.17 借貸成本

直接來自收購、建設或生產需要一段長時間方能用作其擬定用途或出售之合資格資產之借貸成本，乃計入該等資產之成本，直至該等資產大致上已可用作其擬定用途或出售為止。

所有其他借貸成本於彼等產生期間在損益確認。

#### 3.18 政府補助

政府補助於可合理保證本集團將遵守補助金附帶的條件及收取補助金時方予確認。

作為就已產生費用或損失的補償或向本集團提供即時財務資助(並無日後相關成本)而可收取的政府補助金，乃於其成為可收取之期間於損益中確認。



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

#### 3.19 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 'profit 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.

##### **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.

### 3. 主要會計政策概要(續)

#### 3.19 稅項

所得稅開支指現時應付稅項及遞延稅項之總和。

##### **即期稅項**

現時應付稅項乃按年內應課稅溢利計算。應課稅溢利不計入其他年度的應課稅或可扣稅收支項目，亦不計入毋須課稅或不獲扣稅項目，故有別於綜合損益及其他全面收益表所呈報「除所得稅前溢利」。本集團即期稅項之負債使用於報告期末前已頒佈或實質上已頒佈之稅率計算。

##### **遞延稅項**

就綜合財務報表內資產及負債的賬面值與計算應課稅溢利所採用相應稅基的暫時差額確認遞延稅項。一般將會就所有應課稅暫時差額確認遞延稅項負債。遞延稅項資產則一般於可能有可扣減暫時差額用以對銷應課稅溢利時予以確認。倘暫時差額因首次確認一項不影響應課稅溢利或會計溢利之交易的資產及負債而產生，則有關遞延稅項資產及負債不予確認。

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

#### 3.19 Taxation (Continued)

##### **Deferred tax (Continued)**

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.

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 profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for a business combination, the tax effect is included in the accounting for the business combination.

### 3. 主要會計政策概要(續)

#### 3.19 稅項(續)

##### **遞延稅項(續)**

遞延稅項負債會就與投資附屬公司相關的應課稅暫時差額進行確認，惟倘本集團能夠控制暫時差額之撥回及有關暫時差額很可能不會於可見未來撥回則除外。與該等投資相關的可扣減暫時差額所產生遞延稅項資產僅於可能有足夠應課稅溢利以使用暫時差額作抵銷且預計於可見未來撥回時方始確認。

遞延稅項資產的賬面值在各報告期末進行檢討，並於並無足夠應課稅溢利可用以撥回所有或部份資產時作出相應扣減。

遞延稅項資產及負債，以報告期末已頒佈或實質上已頒佈之稅率(及稅法)為基礎，按預期清償該負債或實現該資產當期適用之稅率計量。

遞延稅項負債及資產之計量，反映本集團在報告期末預期收回或清償其資產及負債賬面值的方式所導致的納稅後果。

##### **本年度即期及遞延稅項**

即期及遞延稅項於損益內確認，惟當其與於其他全面收益或直接於權益內確認之項目相關則除外，於該情況下，即期及遞延稅項亦分別於其他全面收益或直接於權益內確認。就因對業務合併進行初始會計處理而產生的即期稅項或遞延稅項而言，稅務影響乃計入業務合併之會計處理內。

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

#### 3.20 Segment reporting

Operating segments, and the amounts of each segment item reported in the consolidated 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.

#### 3.21 Related parties

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.

### 3. 主要會計政策概要(續)

#### 3.20 分部報告

經營分部及綜合財務報表內呈報各分部項目的金額，乃取自定期提供予本集團最高行政管理人員用作向本集團各項業務及地點分配資源並評估其表現的財務資料。

個別重大的經營分部不會就財務報告目的而合計，除非有關分部具有類似經濟特性，且具有類似的產品及服務性質、生產工序性質、客戶類型或類別、分銷產品或提供服務方法，以及監管環境性質。個別非重大的經營分部倘符合上述大多數準則可予合計。

#### 3.21 關連人士

倘任何人士符合以下條件，則視為本集團的關連人士：

- (a) 一名人士或其近親倘符合以下條件，則與本集團有關連：
  - (i) 控制或共同控制本集團；
  - (ii) 對本集團有重大影響；或
  - (iii) 為本集團或本集團母公司的主要管理層成員。

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

#### 3.21 Related parties (Continued)

- (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;
  - (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); or
  - (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.

### 3. 主要會計政策概要(續)

#### 3.21 關連人士(續)

- (b) 一間實體倘符合下列任何條件，則與本集團有關連：
- (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相互關連)；
  - (ii) 一間實體為另一實體的聯營公司或合營企業(或另一實體母公司旗下成員公司的聯營公司或合營企業)；
  - (iii) 該實體及本集團均為同一第三方的合營企業；
  - (iv) 一間實體為第三方實體的合營企業，而另一實體為該第三方實體的聯營公司；
  - (v) 該實體為離職後福利計劃，該計劃的受益人為本集團或與本集團有關的實體的僱員；
  - (vi) 該實體由(a)項所述人士控制或共同控制；
  - (vii) 於(a)(i)項所述人士對該實體有重大影響或屬該實體(或該實體的母公司)主要管理層成員；或
  - (viii) 實體、或一間集團之任何成員公司(為集團之一部分)向集團或集團之母公司提供主要管理人員服務。

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

#### 3.21 Related parties (Continued)

A related party transaction is a transfer of resources, services or obligation 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.

### 4. KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3 to the consolidated financial statements, the Directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and 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.

### 3. 主要會計政策概要(續)

#### 3.21 關連人士(續)

關連人士交易指本集團與關連人士之間的資源、服務或責任轉移，無論是否產生費用。

該人士的近親為與該實體交易時預期可能影響該人士或受該人士影響的家庭成員。

### 4. 估計不確定因素之主要來源

於應用本集團之會計政策(於綜合財務報表附註3內闡述)時，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。該等估計及相關假設乃基於過往經驗及被認為有關的其他因素。實際業績可能不同於該等估計。

此等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。

#### 4. KEY SOURCES OF ESTIMATION UNCERTAINTY

*(Continued)*

The followings 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.

##### Trade receivables

The aging debt profile of trade receivables is reviewed on a regular basis to ensure that the trade receivable balances are collectible and follow up actions are promptly carried out if the agreed credit periods have been exceeded. However, from time to time, the Group may experience delays in collection. Where recoverability of trade receivable balances are called into doubts, specific provisions for bad and doubtful debts are made based on credit status of the customers, the aging analysis of the trade receivables balances and write-off history. Certain receivables may be initially identified as collectible, yet subsequently become uncollectible and result in a subsequent write-off of the related receivables to the profit or loss. Changes in the collectability of trade receivables for which provisions are not made could affect our results of operations.

##### Assessment of economic useful lives of fixed assets

Fixed assets with finite useful lives are depreciated and amortised 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. 估計不確定因素之主要來源(續)

以下為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，此等假設及來源將對下一財政年度資產及負債賬面值，造成須作出大幅調整之重大風險。

##### 貿易應收款項

本集團定期檢討貿易應收款項的賬齡，以確保可收回貿易應收款項結餘，並可於協定的信貸期逾期後即時採取跟進行動。然而，本集團於收回賬項時可能不時遇有延誤。倘貿易應收款項結餘的可收回機會存疑，本集團則會根據客戶的信貸狀況、貿易應收款項結餘的賬齡分析及撇賬記錄，計提呆壞賬特定撥備。若干貿易應收款項可初步確認為可收回，但其後可能無法收回而須於損益表內撇銷相關貿易應收款項。如未有計提撥備的貿易應收款項的收回機會出現變動，則可能會對我們的經營業績構成影響。

##### 固定資產之經濟可使用年期評估

有限可使用年期之固定資產須於其經濟可使用年期內折舊及攤銷。評估估計可使用年期乃根據本集團的經驗作出判斷，並考慮如技術進步、市場需求變動、預期用法及實物損耗等因素。本集團會定期檢討可使用年期的持續適用性。由於資產使用年期較長，估計變動會影響其賬面值。

#### 4. KEY SOURCES OF ESTIMATION UNCERTAINTY

*(Continued)*

##### **Estimated impairment of property, plant and equipment and interest in leasehold land**

The Group test whether property, plant and equipment and interest in leasehold land suffered any impairment whenever an impairment indication exists. In accordance with note 3 to the consolidated financial statements, an impairment loss is recognised for the amount by which the carrying amount of the asset exceeds its recoverable amount, it is reasonably possible, based on existing knowledge, that outcomes within the next financial period that are different from assumptions could require a material adjustment to the carrying amounts of property, plant and equipment and interest in leasehold land.

##### **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.

##### **Net realisable value of inventories**

Net realisable value of inventories is the estimated selling price in the ordinary course of business, less estimated costs of completion and selling expenses. These estimates are based on the current market condition and the historical experience on selling goods of similar nature. It could change significantly as a result of change in market condition. The Directors will re-assess the estimations at the end of each reporting period.

#### 4. 估計不確定因素之主要來源(續)

##### **物業、廠房及設備以及租賃土地權益之減值估計**

本集團於物業、廠房及設備以及租賃土地權益出現減值跡象時，檢測兩者是否存在任何減值。根據綜合財務報表附註3，倘資產的賬面值高於其可收回金額，則按差額確認減值虧損。基於對現有情況的瞭解，可以合理認為，倘於未來財政期間的結果有別於假設，則可能須對物業、廠房及設備以及租賃土地權益的賬面值作出重大調整。

##### **所得稅**

本集團須於多個司法權區繳納所得稅。於釐定稅項撥備時須作出重大判斷。於日常業務過程中，多項交易及計算均難以確定最終稅項。本集團按會否繳納額外稅項之估計，確認稅項負債。倘該等事宜的最終稅務結果與最初記錄的金額不同，有關差額將影響釐定年度的所得稅及遞延稅項撥備。

##### **存貨可變現淨值**

存貨可變現淨值為日常業務過程中的估計售價減估計完成成本及銷售開支。該等估計乃基於目前市況及類似性質銷售貨品之過往經驗而定，可因市況變動而大幅變動。董事將於各報告期末重新評估該等估計。

#### 4. KEY SOURCES OF ESTIMATION UNCERTAINTY

(Continued)

##### Valuation of contingent consideration receivable

As part of the identifiable asset acquired in business combination, profit guarantee is valued at fair value at the acquisition date with the best estimates of the future outcome of the future events. Where the profit guarantee meets the definition of a financial asset, it is subsequently re-measured to fair value at the end of each reporting periods. The determination of the fair value is based on the expected adjustment on consideration paid. The key assumption takes into consideration the probability of meeting each profit target.

#### 5. REVENUE

#### 4. 估計不確定因素之主要來源(續)

##### 應收或然代價之估值

作為業務合併中所收購之可識別資產的一部分，溢利保證乃按於收購日期之公平值及對日後事件之日後結果之最佳估計進行估值。倘溢利保證符合金融資產之定義，則其後將於各報告期末重新計量至公平值。公平值乃根據對已付代價作出之預期調整予以釐定。主要假設已計及符合各項溢利目標之可能性。

#### 5. 收入

		2017 HK\$'000 千港元	2016 HK\$'000 千港元
Sales of goods:	貨品銷售：		
- Watches	- 鐘錶	54,234	70,642
- Display & packaging products	- 陳列及包裝品	16,734	31,659
- Jewellries	- 珠寶	3,724	7,270
- Silverware	- 銀器	46,226	69,135
- Electric vehicles and related products	- 電動汽車及相關產品	387,439	105,417
- Porcelain	- 瓷器	11,323	-
Commission and consultancy fee income	佣金及諮詢費收入	68,578	18,480
Freight income	運輸收入	286	665
		<b>588,544</b>	<b>303,268</b>



## 6. OTHER REVENUE AND OTHER INCOME

		2017 HK\$'000 千港元	2016 HK\$'000 千港元
Interest income	利息收入	1,134	264
Foreign exchange gain	匯兌收益	1,780	788
Government grants ( <i>note</i> )	政府補助(附註)	954	1,437
Sundry income	雜項收入	384	61
		<b>4,252</b>	<b>2,550</b>

*Note:* Government grants of approximately HK\$954,000 (2016: HK\$1,437,000) have been received during the year ended 31 December 2017 in relation to a tax benefit regime entitled to a subsidiary of the Group for operating in 上海市金山工業區 (Shanghai Jinshan Industrial Zone\*). There were no unfulfilled conditions or contingencies relating to these government grants.

\* *for identification purposes only*

## 7. SEGMENT INFORMATION

The management reviews the Group's internal reporting for performance assessment between segments and resource allocation. The management has determined the operating segments based on business lines (products and services) and geographical areas. The management has determined that the Group is organised into three main operating segments: (i) Sourcing Business; (ii) PRC Silverware Business; and (iii) Electric Vehicle Business. The management measures the performance of the segments based on their respective segment results.

## 6. 其他收入及其他收益

*附註:* 截至2017年12月31日止年度, 已收取之政府補助約954,000港元(2016年: 1,437,000港元)與本集團於上海市金山工業區運營的一間附屬公司所享有的稅務優惠制度有關。該等政府補助並無涉及尚未達成條件或或然情況。

## 7. 分部資料

管理層檢討本集團的內部報告以在分部及資源分配中對表現進行評估。管理層按業務(產品及服務)及地域劃分經營分部。管理層已確定將本集團業務分為三個主要經營分部: (i)貨源搜尋業務; (ii)中國銀器業務; 及(iii)電動汽車業務。管理層根據彼等各自的分部業績衡量各分部的表現。

## 7. SEGMENT INFORMATION (Continued)

The principal products and services of each of these operations are as follows:

Sourcing Business

Provision of sourcing (including product design, product development, raw material sourcing and production outsourcing) and procurement (including quality and assurance control, logistics and delivery handling service) solutions to customers for production of watches, costume jewelries, and display and packaging products

貨源搜尋業務

為向客戶提供生產鐘錶、人造珠寶及陳列包裝品的貨源搜尋(包括產品設計、產品開發、原材料採購及生產外判)及採購(包括質量與質保控制、物流及交付服務)解決方案

PRC Silverware Business

Retail and wholesale of luxury brand silverware, silver utensils and luxury goods in the PRC

中國銀器業務

於中國零售及批發奢侈品牌銀器、銀質餐具及奢侈品

Electric Vehicle Business

Research and development, manufacture and sale of rechargeable batteries, electric vehicles and related products and provision of related services

電動汽車業務

研發、生產及銷售充電電池、電動汽車及相關產品並提供相關服務

## 7. 分部資料(續)

該等業務各自的主要產品及服務如下：

## 7. SEGMENT INFORMATION (Continued)

### Segment revenue and segment results

Information regarding the Group's reportable operating segments including the reconciliations to profit before income tax are as follows.

## 7. 分部資料(續)

### 分部收入及分部業績

有關本集團可報告經營分部的資料(包括除所得稅前溢利的對賬)如下。

		Sourcing Business 貨源搜尋 業務 HK\$'000 千港元	PRC Silverware Business 中國銀器 業務 HK\$'000 千港元	Electric Vehicle Business 電動汽車 業務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Year ended 31 December 2017</b>	<b>截至2017年 12月31日止年度</b>				
Reportable segment revenue (note (a))	可報告分部收入 (附註(a))	63,275	69,252	456,017	588,544
Reportable segment (loss)/profit	可報告分部 (虧損)/溢利	(7,269)	40,368	122,731	155,830
Interest income	利息收入				1,134
Loss arising in fair value change of contingent consideration receivable	應收或然代價 公平值變動而產生 之虧損				(4,511)
Corporate income and expenses	企業收入及開支				(19,785)
<b>Profit before income tax</b>	<b>除所得稅前溢利</b>				<b>132,668</b>
Adjusted (loss)/earnings before interest, tax, depreciation and amortisation (note (b))	經調整除利息、 稅項、折舊及 攤銷前(虧損)/ 盈利(附註(b))	(6,930)	41,615	135,054	169,739

**7. SEGMENT INFORMATION (Continued)**  
**Segment revenue and segment results (Continued)**

**7. 分部資料(續)**  
**分部收入及分部業績(續)**

		Sourcing Business 貨源搜尋 業務 HK\$'000 千港元	PRC Silverware Business 中國銀器 業務 HK\$'000 千港元	Electric Vehicle Business 電動汽車 業務 HK\$'000 千港元	Total Total 總計 HK\$'000 千港元
Year ended 31 December 2016	截至2016年 12月31日止年度				
Reportable segment revenue (note (a))	可報告分部收入 (附註(a))	110,236	75,749	117,283	303,268
Reportable segment profit	可報告分部溢利	6,783	38,496	12,574	57,853
Interest income	利息收入				264
Loss arising in fair value change of contingent consideration receivable	應收或然代價 公平值變動而產生 之虧損				(1,275)
Corporate income and expenses	企業收入及開支				(17,762)
Profit before income tax	除所得稅前溢利				39,080
Adjusted earnings before interest, tax, depreciation and amortisation (note (b))	經調整除利息、 稅項、折舊及攤銷 前盈利(附註(b))	7,177	40,388	19,253	66,818

The accounting policies of the operating segments are the same as the Group's accounting policies. Segment results represent profit earned/(loss suffered) by each segment without allocation of interest income, loss arising in fair value change of contingent consideration receivable, and central administrative income and expenses including partial other revenue and other income, directors' remuneration and partial finance costs under the heading of "corporate income and expenses". This is the measure reported to management for the purposes of performance assessment between segments and resource allocation.

經營分部之會計政策與本集團的會計政策一致。分部業績指各分部賺取之溢利/(蒙受之虧損)，惟並無分配利息收入、應收或然代價公平值變動而產生之虧損及中央行政收入及成本(包括「企業收入及開支」項下之部分其他收益及其他收入、董事酬金及部分融資成本)。此計量方法呈報予管理層作為評估分部及資源分配間的表現之用。

## 7. SEGMENT INFORMATION (Continued)

### Segment assets and liabilities

Information regarding the Group's reportable segments assets and liabilities are as follows:

## 7. 分部資料(續)

### 分部資產及負債

有關本集團可報告分部資產及負債的資料如下：

		Sourcing Business 貨源搜尋 業務 HK\$'000 千港元	PRC Silverware Business 中國銀器 業務 HK\$'000 千港元	Electric Vehicle Business 電動汽車 業務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>At 31 December 2017</b>	<b>於2017年12月31日</b>				
Reportable segment assets	可報告分部資產	44,227	86,127	633,401	763,755
Unallocated assets	未分配資產				141,738
<b>Total assets</b>	<b>總資產</b>				<b>905,493</b>
Reportable segment liabilities	可報告分部負債	7,607	4,361	174,201	186,169
Unallocated liabilities	未分配負債				66,642
<b>Total liabilities</b>	<b>總負債</b>				<b>252,811</b>
<b>At 31 December 2016</b>	<b>於2016年12月31日</b>				
Reportable segment assets	可報告分部資產	64,400	84,699	223,428	372,527
Unallocated assets	未分配資產				30,270
<b>Total assets</b>	<b>總資產</b>				<b>402,797</b>
Reportable segment liabilities	可報告分部負債	20,222	8,020	82,409	110,651
Unallocated liabilities	未分配負債				34,148
<b>Total liabilities</b>	<b>總負債</b>				<b>144,799</b>

For the purpose of monitoring performance assessment between segments and resource allocation, all assets and liabilities are allocated to the reportable segments other than those that are for central administrative purposes including partial property, plant and equipment, prepayment for property, plant and equipment, contingent consideration receivable, available-for-sale financial assets, partial deposits, prepayments and other receivables, prepaid tax, partial cash and cash equivalents, partial other payables, amount due to a shareholder, partial amounts due to non-controlling interests, secured loan, tax payables and deferred tax liability.

就監控分部及資源分配間的評估表現而言，除作中央行政目的(包括部分物業、廠房及設備、物業、廠房及設備之預付款項、應收或然代價、可供出售金融資產、部分按金、預付款項及其他應收款項、預付稅項、部分現金及現金等價物、部分其他應付款項、應付一名股東款項、部分應付非控股權益款項、有抵押貸款、應付稅款及遞延稅項負債)者外，所有資產及負債均分配至可報告分部。

## 7. SEGMENT INFORMATION (Continued)

### Other segment information

Amounts included in the measure of segment profit or loss or segment assets:

## 7. 分部資料(續)

### 其他分部資料

用於計量分部損益或分部資產的金額：

		Sourcing Business 貨源搜尋 業務 HK\$'000 千港元	PRC Silverware Business 中國銀器 業務 HK\$'000 千港元	Electric Vehicle Business 電動汽車 業務 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Year ended 31 December 2017</b>	<b>截至2017年12月31日 止年度</b>					
Loss arising in fair value change of contingent consideration receivable	應收或然代價公平值變動而產生之虧損	-	-	-	4,511	4,511
Interest income	利息收入	-	-	-	1,134	1,134
Finance costs	融資成本	-	-	3,663	900	4,563
Amortisation of interest in leasehold land	租賃土地權益攤銷	-	-	467	-	467
Depreciation of property, plant and equipment	物業、廠房及設備折舊	339	1,247	11,856	374	13,816
Written-off of property, plant and equipment	物業、廠房及設備撇銷	-	937	350	8	1,295
Write-down of obsolete inventories	陳舊存貨撇減	275	-	-	-	275
Additions to non-current assets (note (c))	非流動資產添置 (附註(c))	42	-	2,187	352	2,581
<b>Year ended 31 December 2016</b>	<b>截至2016年12月31日 止年度</b>					
Loss arising in fair value change of contingent consideration receivable	應收或然代價公平值變動而產生之虧損	-	-	-	1,275	1,275
Interest income	利息收入	-	-	-	264	264
Finance costs	融資成本	-	-	4,057	900	4,957
Amortisation of interest in leasehold land	租賃土地權益攤銷	-	-	272	-	272
Impairment loss recognised in respect of trade receivables	就貿易應收款項而確認之減值虧損	8	-	-	-	8
Depreciation of property, plant and equipment	物業、廠房及設備折舊	394	1,891	6,405	349	9,039
Written-off of property, plant and equipment	物業、廠房及設備撇銷	-	112	-	-	112
Write-down of obsolete inventories	陳舊存貨撇減	170	-	-	-	170
Additions to non-current assets (note (c))	非流動資產添置 (附註(c))	24	2,098	122,349	19	124,490

## 7. SEGMENT INFORMATION (Continued)

### Other segment information (Continued)

Notes:

- (a) Segment revenue reported above represents revenue generated from external customers. There were no inter-segment sales in the current year (2016: nil).
- (b) Adjusted (loss)/earnings before interest, tax, depreciation and amortisation is also a measurement basis regularly reviewed by the directors in performance assessment between segments and resources allocation. This measurement basis is consistent with that of the segment results except that finance costs, depreciation of property, plant and equipment and amortisation of interest in leasehold land are not included in the adjusted (loss)/earnings before interest, tax, depreciation and amortisation.
- (c) Addition to non-current assets represents additions to property, plant and equipment and interest in leasehold land.

### Geographical information

The Group's operations are mainly located in Hong Kong (place of domicile) and the PRC. The Group's revenue by geographical locations is determined based on location at which the services were provided or the goods were delivered, or on shipment destination instructed by customers. The Group's non-current assets by geographical locations are determined based on physical location of the assets.

## 7. 分部資料(續)

### 其他分部資料(續)

附註:

- (a) 上文所呈報的分部收入指外部客戶收入。於本年度未有分部間銷售(2016年:無)。
- (b) 董事定期審閱經調整除利息、稅項、折舊及攤銷前(虧損)/盈利,作為評估分部間表現及資源分配的計量基準。此計量基準與分部業績一致,惟經調整除利息、稅項、折舊及攤銷前(虧損)/盈利不包括融資成本、物業、廠房及設備折舊及租賃土地權益攤銷。
- (c) 非流動資產添置指物業、廠房及設備添置及租賃土地權益添置。

### 地區資料

本集團的業務主要位於香港(所在地)及中國。本集團按地區劃分的收入按提供服務或交付貨物地點或客戶指示的付運目的地釐定。本集團按地區劃分的非流動資產按資產實際地點釐定。

## 7. SEGMENT INFORMATION (Continued)

### Geographical information (Continued)

The following is an analysis of the Group's revenue by geographical locations:

		Revenue from external customers 來自外部客戶的收入	
		2017 HK\$'000 千港元	2016 HK\$'000 千港元
Hong Kong (place of domicile)	香港(所在地)	14,135	27,746
The PRC, excluding Hong Kong	中國，不包括香港	520,592	184,908
United States of America	美利堅合眾國	13,826	32,453
Europe	歐洲	33,808	47,174
Asia	亞洲	1,335	2,084
Southeast Asia	東南亞	2,549	–
Oceania	大洋洲	2,180	8,903
Others	其他	119	–
Total	總計	588,544	303,268

The following is an analysis of the carrying amount of non-current assets (excluding financial instruments) analysed by the geographical locations in which the assets are located:

		Non-current assets 非流動資產	
		2017 HK\$'000 千港元	2016 HK\$'000 千港元
Hong Kong (place of domicile)	香港(所在地)	4,026	1,275
The PRC, excluding Hong Kong	中國，不包括香港	108,734	114,235
Total	總計	112,760	115,510

## 7. 分部資料(續)

### 地區資料(續)

本集團按地區劃分的收入分析如下：

以下為按資產(不包括金融工具)所在地地理位置劃分的非流動資產賬面值分析：



## 7. SEGMENT INFORMATION (Continued)

### Information about major customers

Revenue from customers for the years ended 31 December 2017 and 2016 contributing over 10% of the total revenue of the Group are as follows:

	Reporting segments 報告分部	2017 HK\$'000 千港元	2016 HK\$'000 千港元
Customer A (Note i) 客戶A (附註i)	Sourcing Business 貨源搜尋業務	N/A 不適用	77,388
Customer B (Note i) 客戶B (附註i)	PRC Silverware Business 中國銀器業務	N/A 不適用	48,689
Customer C 客戶C	Electric Vehicle Business 電動汽車業務	258,954	106,974
Customer D (Note ii) 客戶D (附註ii)	Electric Vehicle Business 電動汽車業務	173,525	N/A 不適用

Except as disclosed above, no other customers contributed 10% or more of the Group's total revenue for both years.

#### Notes:

- (i) Revenue derived from Customer A and Customer B did not contribute 10% or more to the Group's total revenue during the year ended 31 December 2017.
- (ii) Revenue derived from Customer D did not contribute 10% or more to the Group's total revenue during the year ended 31 December 2016.

## 7. 分部資料(續)

### 主要客戶資料

客戶於截至2017年及2016年12月31日止年度為本集團帶來總收入10%以上的貢獻如下：

	2017 HK\$'000 千港元	2016 HK\$'000 千港元
Customer A (Note i) 客戶A (附註i)	N/A 不適用	77,388
Customer B (Note i) 客戶B (附註i)	N/A 不適用	48,689
Customer C 客戶C	258,954	106,974
Customer D (Note ii) 客戶D (附註ii)	173,525	N/A 不適用

除上文所披露者外，於兩個年度，概無其他客戶為本集團總收入帶來10%或以上的貢獻。

#### 附註：

- (i) 截至2017年12月31日止年度，來自客戶A及客戶B的收入並無為本集團總收入帶來10%或以上貢獻。
- (ii) 截至2016年12月31日止年度，來自客戶D的收入並無為本集團總收入帶來10%或以上貢獻。

## 8. FINANCE COSTS

## 8. 融資成本

		2017 HK\$'000 千港元	2016 HK\$'000 千港元
Interest on secured loan	有抵押貸款之利息	900	900
Imputed interest on convertible bonds (note 25)	可換股債券之估算利息 (附註25)	3,663	4,057
		<b>4,563</b>	4,957

## 9. PROFIT BEFORE INCOME TAX

Profit before income tax is arrived at after charging/(crediting):

## 9. 除所得稅前溢利

除所得稅前溢利於扣除/(計入)以下各項後達至:

		2017 HK\$'000 千港元	2016 HK\$'000 千港元
Auditors' remuneration:	核數師酬金:		
- Audit service	- 審核服務	630	599
- Non-audit services	- 非審核服務	147	168
		777	767
Impairment loss recognised in respect of trade receivables	就貿易應收款項而確認之減值虧損	-	8
Cost of inventories sold	銷售存貨成本	382,283	200,752
Amortisation of interest in leasehold land	租賃土地權益攤銷	467	272
Depreciation of property, plant and equipment	物業、廠房及設備折舊	13,816	9,039
Net foreign exchange gain	匯兌收益淨額	(1,780)	(788)
Operating lease charges in respect of land and buildings	就土地及樓宇的經營租賃支出	5,272	5,588
Employee benefit expenses (including directors' remuneration):	僱員福利開支 (包括董事酬金):		
- Salaries, allowances and benefits in kind	- 薪金、津貼及實物利益	30,930	30,037
- Retirement benefit scheme contributions	- 退休福利計劃供款	1,925	1,854
		32,855	31,891
Written-off of property, plant and equipment	物業、廠房及設備撇銷	1,295	112
Write-down of obsolete inventories (included in cost of sales)	陳舊存貨撇減 (計入銷售成本)	275	170

## 10. INCOME TAX EXPENSE

## 10. 所得稅開支

		2017 HK\$'000 千港元	2016 HK\$'000 千港元
Current tax:	即期稅項：		
- Hong Kong Profits Tax	- 香港利得稅	-	1,047
- PRC Enterprise Income Tax	- 中國企業所得稅	41,591	14,521
		41,591	15,568
Over provision in prior years:	過往年度超額撥備：		
- Hong Kong Profits Tax	- 香港利得稅	-	(80)
		41,591	15,488
Deferred tax:	遞延稅項：		
- credit for the year (note 26)	- 年內抵免 (附註26)	(605)	(669)
		40,986	14,819

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.

香港利得稅乃按兩個年度的估計應課稅溢利以16.5%的稅率計算。中國附屬公司於兩個年度內須按25%的稅率繳納中國企業所得稅。

## 10. INCOME TAX EXPENSE (Continued)

The income tax expense for the year can be reconciled to the profit before income tax per the consolidated statement of profit or loss and other comprehensive income as follows:

		2017 HK\$'000 千港元	2016 HK\$'000 千港元
Profit before income tax	除所得稅前溢利	132,668	39,080
Tax calculated at tax rates applicable to the jurisdictions concerned	按相關司法權區的適用稅率計算的稅項	35,851	10,789
Tax effect of non-deductible expenses	不可扣減開支的稅務影響	3,036	4,916
Tax effect of non-taxable income	毋須課稅收入的稅務影響	(320)	(106)
Accelerated accounting depreciation over tax depreciation under provided	加速會計折舊超出不足稅項折舊撥備	(548)	(614)
Tax effect of estimated tax loss not recognised	未確認估計稅務虧損的稅務影響	3,048	33
Tax effect of utilisation of estimated tax losses not recognised	動用未確認估計稅務虧損的稅務影響	(81)	(119)
Over provision of tax in prior years	過往年度稅項超額撥備	-	(80)
Income tax expense	所得稅開支	40,986	14,819

At the end of the reporting period, the Group had unused estimated tax losses of approximately HK\$46,250,000 (2016: HK\$12,456,000) 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.

## 11. DIVIDENDS

No final dividend was paid or proposed during the year, nor has any dividend been proposed by the Board of Directors subsequent to the end of the reporting period.

## 10. 所得稅開支(續)

本年度的所得稅開支與綜合損益及其他全面收益表內的除所得稅前溢利之對賬如下：

於報告期末，本集團尚未動用估計稅務虧損約46,250,000港元(2016年：12,456,000港元)，可用作抵銷未來溢利。因未來溢利流量存在不確定性，故並未就稅務虧損確認遞延稅項資產，且未確認稅務虧損可無限結轉。

## 11. 股息

年內概無派付或擬派末期股息，且董事會亦無建議於報告期末後派發任何股息。

## 12. EARNINGS PER SHARE

The computations of basic and diluted earnings per share attributable to owners of the Company are based on the following data:

## 12. 每股盈利

本公司擁有人應佔每股基本及攤薄盈利乃以下數據為基準計算：

		2017 HK\$'000 千港元	2016 HK\$'000 千港元
<b>Earnings</b>	<b>盈利</b>		
Earnings for the purpose of basic earnings per share (profit for the year attributable to owners of the Company)	就每股基本盈利而言之盈利(本公司擁有人應佔年內溢利)	77,222	10,328
Effect of dilutive potential ordinary shares:	潛在攤薄普通股之影響：		
Interest on convertible bonds, net of tax	可換股債券之利息(扣除稅項)	3,058	-
Earnings for the purpose of diluted earnings per share	就每股攤薄盈利而言之盈利	80,280	10,328
		2017 '000 千股	2016 '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 earnings per share	就每股基本盈利而言之普通股加權平均數	2,111,483	1,550,540
Effect of dilutive potential ordinary shares:	潛在攤薄普通股之影響：		
Share options	購股權	34,767	33,204
Convertible bonds	可換股債券	486,715	-
Weighted average number of ordinary shares for the purpose of diluted earnings per share	就每股攤薄盈利而言之普通股加權平均數	2,632,965	1,583,744

As the Company's outstanding convertible bonds where applicable had an anti-dilutive effect to the diluted earnings per share calculation for the year ended 31 December 2016, the conversion of the above potential dilutive shares is not assumed in the calculation of diluted earnings per share.

由於本公司尚未行使的可換股債券(倘適用)對截至2016年12月31日止年度之每股攤薄盈利之計算具有反攤薄影響，故於計算每股攤薄盈利時並無假設轉換上述潛在攤薄股份。

### 13. REMUNERATION OF DIRECTORS AND FIVE HIGHEST PAID INDIVIDUALS

Directors' remuneration for the year, disclosed pursuant to the applicable GEM Listing Rules and the disclosure requirement of the Hong Kong Companies Ordinance, is as follows:

### 13. 董事及五名最高薪人士的薪酬

根據適用之GEM上市規則及香港公司條例之披露規定，本年度董事酬金披露如下：

		Fees	Discretionary bonuses	Retirement benefit scheme contribution	Total
		袍金	酌情花紅	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
<b>Year ended 31 December 2017</b>	<b>截至2017年12月31日止年度</b>				
Executive Directors:	執行董事：				
Fei Jie	費杰	1,200	-	-	1,200
Fung Chi Kin (retired on 8 May 2017)	馮志堅(於2017年5月8日退任)	639	-	-	639
Ng Chin Ming Stephen (appointed on 10 March 2017)	伍展明(於2017年3月10日獲委任)	971	100	15	1,086
Zhang Genjiang ("Mr. Zhang") (appointed on 9 May 2017)	章根江(「章先生」) (於2017年5月9日獲委任)	65	-	-	65
Independent non-executive Directors:	獨立非執行董事：				
Cheung Siu Wah (retired on 8 May 2017)	張少華(於2017年5月8日退任)	83	-	-	83
Jim Yiu Ming	詹耀明	240	20	-	260
Sit Sai Hung, Billy	薛世雄	300	25	-	325
Shen Ruolei	沈若雷	240	20	-	260
		<b>3,738</b>	<b>165</b>	<b>15</b>	<b>3,938</b>

**13. REMUNERATION OF DIRECTORS AND FIVE HIGHEST PAID INDIVIDUALS** (Continued)

**13. 董事及五名最高薪人士的薪酬** (續)

		Fees	Discretionary bonuses	Retirement benefit scheme contribution	Total
		袍金	酌情花紅	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
Year ended 31 December 2016	截至2016年12月31日止年度				
Executive Directors:	執行董事：				
Fei Jie	費杰	1,200	-	-	1,200
Fung Chi Kin	馮志堅	1,800	100	-	1,900
Independent non-executive Directors:	獨立非執行董事：				
Cheung Siu Wah	張少華	240	20	-	260
Jim Yiu Ming	詹耀明	240	20	-	260
Sit Sai Hung, Billy	薛世雄	300	20	-	320
Shen Ruolei	沈若雷	218	-	-	218
		3,998	160	-	4,158

Mr. Ng Chin Ming Stephen has also been appointed as Chief Executive Officer upon appointment as executive Director.

伍展明先生於獲委任為執行董事後，亦已獲委任為行政總裁。

There was no arrangement under which a director waived or agreed to waive any remuneration during the years ended 31 December 2017 and 2016.

截至2017年及2016年12月31日止年度，並無任何董事放棄或同意放棄任何酬金的安排。

During the years ended 31 December 2017 and 2016, 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.

截至2017年及2016年12月31日止年度，本集團並無向董事支付任何酬金，作為彼等加盟或於加盟本集團時的獎勵或離職補償。

### 13. REMUNERATION OF DIRECTORS AND FIVE HIGHEST PAID INDIVIDUALS (Continued)

The five highest paid individual consisted of two (2016: two) Directors, details of whose remuneration are reflected in the analysis presented above. Details of remuneration of the remaining three (2016: three) highest paid individual are as follows:

		2017 HK\$'000 千港元	2016 HK\$'000 千港元
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	5,204	5,336
Retirement benefit scheme contributions	退休福利計劃供款	54	54
		<b>5,258</b>	5,390

The remuneration of the remaining three (2016: three) individuals with the highest remuneration are within the following bands:

		Number of individuals 人數	
		2017	2016
Nil-HK\$1,000,000	零至1,000,000港元	-	-
HK\$1,000,001-HK\$2,000,000	1,000,001港元至2,000,000港元	2	2
HK\$2,000,001-HK\$3,000,000	2,000,001港元至3,000,000港元	1	1
		<b>3</b>	3

### 13. 董事及五名最高薪人士的薪酬 (續)

五名最高薪人士包括兩名(2016年: 兩名)董事, 有關薪酬詳情於上文所列的分析中反映。其餘三名(2016年: 三名)最高薪人士的薪酬詳情如下:

其餘三名(2016年: 三名)最高薪人士的薪酬屬於以下範圍:



## 14. PROPERTY, PLANT AND EQUIPMENT

## 14. 物業、廠房及設備

		Buildings	Leasehold improvements	Furniture, fixtures and equipment 傢俱、裝置及設備	Plant and machinery 廠房及機器	Motor vehicles 汽車	Construction in progress 在建工程	Total 總計
		樓宇 HK\$'000 千港元	租賃裝修 HK\$'000 千港元	設備 HK\$'000 千港元	廠房及機器 HK\$'000 千港元	汽車 HK\$'000 千港元	在建工程 HK\$'000 千港元	總計 HK\$'000 千港元
<b>Cost</b>	<b>成本</b>							
At 1 January 2016	於2016年1月1日	-	5,775	2,707	4,948	1,577	-	15,007
Additions	添置	50,888	168	1,207	47,180	2,725	960	103,128
Disposals	報廢	-	-	(26)	-	-	-	(26)
Written-off	撇銷	-	(168)	-	-	-	-	(168)
Exchange alignments	匯兌調整	(2,750)	(288)	(121)	(2,466)	(146)	(31)	(5,802)
At 31 December 2016 and at 1 January 2017	於2016年12月31日及 2017年1月1日	48,138	5,487	3,767	49,662	4,156	929	112,139
Additions	添置	-	1,584	451	507	-	39	2,581
Disposals	報廢	-	-	(43)	-	-	-	(43)
Written-off	撇銷	-	(3,464)	(89)	(407)	(2)	-	(3,962)
Transfer	轉讓	-	-	145	815	-	(960)	-
Exchange alignments	匯兌調整	3,614	237	149	3,433	161	33	7,627
At 31 December 2017	於2017年12月31日	51,752	3,844	4,380	54,010	4,315	41	118,342
<b>Accumulated depreciation</b>	<b>累計折舊</b>							
At 1 January 2016	於2016年1月1日	-	1,839	1,844	4,199	774	-	8,656
Charge for the year	年內支出	1,381	1,716	448	5,050	444	-	9,039
Eliminated on disposals	於出售時抵銷	-	-	(17)	-	-	-	(17)
Written-off	撇銷	-	(56)	-	-	-	-	(56)
Exchange alignments	匯兌調整	(48)	(139)	(57)	(166)	(15)	-	(425)
At 31 December 2016 and at 1 January 2017	於2016年12月31日及 2017年1月1日	1,333	3,360	2,218	9,083	1,203	-	17,197
Charge for the year	年內支出	2,361	1,013	550	9,177	715	-	13,816
Eliminated on disposals	於出售時抵銷	-	-	(40)	-	-	-	(40)
Written-off	撇銷	-	(2,528)	(23)	(116)	-	-	(2,667)
Exchange alignments	匯兌調整	197	118	32	716	42	-	1,105
At 31 December 2017	於2017年12月31日	3,891	1,963	2,737	18,860	1,960	-	29,411
<b>Carrying amounts</b>	<b>賬面值</b>							
<b>At 31 December 2017</b>	<b>於2017年12月31日</b>	<b>47,861</b>	<b>1,881</b>	<b>1,643</b>	<b>35,150</b>	<b>2,355</b>	<b>41</b>	<b>88,931</b>
At 31 December 2016	於2016年12月31日	46,805	2,127	1,549	40,579	2,953	929	94,942

The Group's buildings are located in the PRC held on medium-term leases.

本集團的樓宇位於中國，並以中期租賃持有。

#### 14. PROPERTY, PLANT AND EQUIPMENT (Continued)

During the year ended 31 December 2016, included in the additions of property, plant and equipment amounted to approximately HK\$98,806,000, was satisfied by issuance of convertible bonds (note 37(a) to the consolidated financial statements).

#### 15. INTEREST IN LEASEHOLD LAND

#### 14. 物業、廠房及設備(續)

截至2016年12月31日止年度，物業、廠房及設備添置約為98,806,000港元，以發行可換股債券支付(綜合財務報表附註37(a))。

#### 15. 租賃土地權益

		HK\$'000 千港元
<b>Cost</b>	<b>成本</b>	
At 1 January 2016	於2016年1月1日	–
Additions	添置	21,362
Exchange alignments	匯兌調整	(1,155)
		<hr/>
At 31 December 2016 and at 1 January 2017	於2016年12月31日及2017年1月1日	20,207
Exchange alignments	匯兌調整	1,526
		<hr/>
At 31 December 2017	於2017年12月31日	21,733
		<hr/>
<b>Accumulated amortisation</b>	<b>累計攤銷</b>	
At 1 January 2016	於2016年1月1日	–
Amortisation for the year	本年度攤銷	272
Exchange alignments	匯兌調整	(8)
		<hr/>
At 31 December 2016 and at 1 January 2017	於2016年12月31日及2017年1月1日	264
Amortisation for the year	本年度攤銷	467
Exchange alignments	匯兌調整	38
		<hr/>
At 31 December 2017	於2017年12月31日	769
		<hr/>
<b>Carrying amount</b>	<b>賬面值</b>	
<b>At 31 December 2017</b>	<b>於2017年12月31日</b>	<b>20,964</b>
		<hr/>
At 31 December 2016	於2016年12月31日	19,943
		<hr/>

The Group's interest in leasehold land is located in the PRC held on medium-term lease.

During the year ended 31 December 2016, additions of interest in leasehold land of approximately HK\$21,362,000, was satisfied by issuance of convertible bonds (note 37(a) to the consolidated financial statements).

本集團的租賃土地權益位於中國，並以中期租賃持有。

截至2016年12月31日止年度，租賃土地權益添置約為21,362,000港元，以發行可換股債券支付(綜合財務報表附註37(a))。

## 16. AVAILABLE-FOR-SALE FINANCIAL ASSETS

## 16. 可供出售金融資產

		2017 HK\$'000 千港元	2016 HK\$'000 千港元
<b>Non-current</b>	<b>非即期</b>		
Unlisted equity security in Hong Kong, at cost (Note (a))	按成本計量於香港的非上市股本證券 (附註(a))	-	9,000
<b>Current</b>	<b>即期</b>		
Unlisted debt securities in the PRC, at cost (Note (b))	按成本計量於中國的非上市債務證券 (附註(b))	3,122	-
		<b>3,122</b>	<b>9,000</b>

### Notes:

- (a) The above unlisted investment represented investment in unlisted equity security issued by private entity incorporated in Hong Kong. Unlisted equity investment was measured at cost less impairment at the end of the reporting period because the range of reasonable fair value estimates was so significant that the Directors were of the opinion that fair value cannot be measure reliably.

The Directors assessed the recoverable amount of unlisted equity security with the basis of past performance, management expectation for market development and certain key assumption. Based on the above assessment, the Directors considered that there is no indication that material decline or adverse changes in the market in which investee operated occurred and the Directors considered that the cost of investment was considered to be recoverable, thus no impairment loss was recognised for the year ended 31 December 2016.

Upon subscription of the unlisted equity securities, the Group has the right, exercisable during the period commencing on the second anniversary of the completion of subscription and ended one month thereof, to require Mr. Zhang and/or an independent third party to purchase the subject shares at the consideration of HK\$9,000,000 if the investee is loss making on such second anniversary.

### 附註:

- (a) 上述非上市投資為對在香港註冊成立的私人實體所發行的非上市股本證券之投資。由於合理公平值估計之範圍頗大，以致董事認為其公平值不能可靠地計量，因此非上市股本投資在報告期末按成本扣除減值計量。

董事根據過往表現、管理層對市場發展之預測及若干主要假設評估非上市股本證券的可收回金額。基於上述評估結果，董事認為並無跡象表明投資對象經營所在市場出現重大下滑或不利變動，且董事認為投資本金視為可收回，故此截至2016年12月31日止年度並無確認減值虧損。

於認購非上市股本證券後，倘投資對象於第二個週年錄得虧損，本集團有權於認購事項完成後第二週年屆滿當日起至認購事項完成後第二週年屆滿當日一個月止期間內行使其權利，要求章先生及／或獨立第三方以代價9,000,000港元購買標的股份。

## 16. AVAILABLE-FOR-SALE FINANCIAL ASSETS (Continued)

Notes: (Continued)

(a) (Continued)

On 8 November 2017, the Group served the exercise notice on Mr. Zhang an executive director and a substantial shareholder of the Company, to exercise the put option right attached to the available-for-sale financial assets, and require Mr. Zhang to purchase the subject shares at the consideration of HK\$9,000,000. The exercise of put option is constituted as connected transaction under Chapter 20 of the GEM Listing Rules. Details of exercise of put option is set out in the Company's announcement dated 8 November 2017.

(b) The above unlisted debt securities represent structured contracts entered into with a bank in the PRC with a principal sum of RMB2,600,000 (equivalent to approximately HK\$3,122,000). The debt securities are principal unprotected with no predetermined or guaranteed return. The amount would be repaid to the Group anytime upon request, and therefore, the amount is classified as current assets.

## 17. INVENTORIES

Raw materials	原材料
Work in progress	在製品
Finished goods	成品

Inventories are expected to be recovered within one year.

The cost of inventories recognised as expenses and included in 'cost of sales' with the amount of approximately HK\$382,283,000 (2016: HK\$200,752,000), which included write-down of obsolete inventories of approximately HK\$275,000 (2016: HK\$170,000).

## 16. 可供出售金融資產(續)

附註：(續)

(a) (續)

於2017年11月8日，本集團向本公司之執行董事兼主要股東章先生發出行使通知書，以行使可供出售金融資產所附之認沽期權，並要求章先生以代價9,000,000港元購買標的股份。根據GEM上市規則第20章，行使認沽期權構成關連交易。行使認沽期權之詳情載於本公司日期為2017年11月8日的公佈。

(b) 上述非上市債務證券指與一家中國銀行訂立的結構性合約，其本金總額為人民幣2,600,000元(相當於約3,122,000港元)。債務證券為非保本，且並無預先釐定或保證回報。該款項將於要求時隨時償還予本集團，因此，該款項分類為流動資產。

## 17. 存貨

		2017 HK\$'000 千港元	2016 HK\$'000 千港元
Raw materials	原材料	8,350	9,167
Work in progress	在製品	11,668	6,085
Finished goods	成品	13,720	30,923
		<b>33,738</b>	46,175

存貨預期於一年內收回。

確認為開支並計入「銷售成本」的存貨成本約為382,283,000港元(2016年：200,752,000港元)，包括陳舊存貨撇減約275,000港元(2016年：170,000港元)。

## 18. CONTINGENT CONSIDERATION RECEIVABLE

The balance represents the contingent consideration receivable in relation to the acquisition of Core Kingdom Limited and its subsidiaries (collectively referred as "Core Kingdom Group") completed on 27 February 2015 (the "Completion Date"). Contingent consideration receivable has been designated at financial assets at FVTPL upon initial recognition and measure at fair value at the end of the reporting period. The movement of the fair value of contingent consideration receivable are as follow:

		2017 HK\$'000 千港元	2016 HK\$'000 千港元
At 1 January	於1月1日	7,107	8,382
Compensation from profit guarantee (note 20)	溢利保證之補償 (附註20)	(2,596)	-
Loss arising in fair value change	公平值變動產生之虧損	(4,511)	(1,275)
At 31 December	於12月31日	-	7,107

Note: Shortfall payment in respect of profit guarantee

Pursuant to the sale and purchase agreement ("SPA") entered in relation to the acquisition, the vendor has guaranteed that the audited profit after tax of 浙江通銀貴金屬經營有限公司 (Zhejiang Tong Yin Precious Metal Operation Company Limited\*) ("Tong Yin") and its subsidiary for the three financial years ended 31 December 2015, 31 December 2016 and 31 December 2017 shall not be less than RMB20,000,000, RMB24,000,000 and RMB30,000,000 respectively.

In case the profit guarantee is not fulfilled for the corresponding year, the vendor shall pay 51% of the shortfall ("Shortfall") to the Company within seven days of the delivery of the audited consolidated financial statements, and for the avoidance of doubt, if Tong Yin and its subsidiary sustained loss for such financial year, 51% of the amount of such loss shall be included as part of the Shortfall.

The fair value of profit guarantee as at the Completion Date, amounted to approximately HK\$20,536,000.

\* for identification purposes only

## 18. 應收或然代價

結餘指有關收購Core Kingdom Limited及其附屬公司(統稱為「Core Kingdom集團」)之應收或然負債已於2015年2月27日(「完成日期」)完成。應收或然代價於初步確認時指定為按公平值計入損益的金融資產，並於報告期末按公平值計量。應收或然代價之公平值變動如下：

		2017 HK\$'000 千港元	2016 HK\$'000 千港元
At 1 January	於1月1日	7,107	8,382
Compensation from profit guarantee (note 20)	溢利保證之補償 (附註20)	(2,596)	-
Loss arising in fair value change	公平值變動產生之虧損	(4,511)	(1,275)
At 31 December	於12月31日	-	7,107

附註：溢利保證之差額付款

根據就收購事項所訂立之買賣協議(「買賣協議」)，賣方保證浙江通銀貴金屬經營有限公司(「通銀」)及其附屬公司於截至2015年12月31日、2016年12月31日及2017年12月31日止三個財政年度之經審核除稅後溢利將分別不少於人民幣20,000,000元、人民幣24,000,000元及人民幣30,000,000元。

倘溢利保證於相關年度未獲達致，賣方須於交付經審核綜合財務報表起計七日內向本公司支付差額(「差額」)的51%，而為免生疑，倘通銀及其附屬公司於相關財政年度持續錄得虧損，則該虧損金額的51%須包含在內，作為差額之一部份。

於完成日期，溢利保證之公平值約為20,536,000港元。

## 18. CONTINGENT CONSIDERATION RECEIVABLE

*(Continued)*

During the year ended 31 December 2017, the audited net profit of Tong Yin and its subsidiary had not satisfied the profit guarantee, as a result, the vendor is required to make the shortfall payment to the Company in accordance with the terms and conditions as stated in the SPA. Therefore, a loss arising in fair value change of approximately HK\$4,511,000 was recognised in the consolidated statement of profit or loss and other comprehensive income during the year ended 31 December 2017, and a compensation from profit guarantee of approximately HK\$2,596,000 is recognised in the consolidated statement of financial position as at 31 December 2017.

During the year ended 31 December 2016, the audited net profit of Tong Yin and its subsidiary has satisfied the profit guarantee, as a result, the vendor is not required to make the shortfall payment to the Company in accordance with the terms and conditions as stated in the SPA.

The fair value of the contingent consideration receivable at 31 December 2016 was based on valuation prepared by Ascent Partners Valuation Service Limited (“Ascent Partners”), an independent qualified professional valuer, by using the expected present value method and a loss arising in fair value change of approximately HK\$1,275,000 was recognised in the consolidated statement of profit or loss and other comprehensive income.

At 31 December 2016, contingent consideration receivable was classified as current assets approximately to HK\$7,107,000.

## 18. 應收或然代價(續)

於截至2017年12月31日止年度，通銀及其附屬公司之經審核溢利淨額未達致溢利保證，因此，賣方須根據買賣協議所列明的條款及條件向本公司作出差額付款。因此，於截至2017年12月31日止年度於綜合損益及其他全面收益表內確認約4,511,000港元的因公平值變動而產生之虧損，及於2017年12月31日於綜合財務狀況表確認約2,596,000港元的溢利保證之補償。

於截至2016年12月31日止年度，通銀及其附屬公司之經審核溢利淨額已達致溢利保證，因此，賣方無須根據買賣協議所列明的條款及條件向本公司作出差額付款。

於2016年12月31日的應收或然代價公平值乃根據獨立合資格專業估值師艾升評值諮詢有限公司(「艾升」)編製的估值使用預期現值法作出，並於綜合損益及其他全面收益表內確認公平值變動虧損約1,275,000港元。

於2016年12月31日，分類為流動資產之應收或然代價約為7,107,000港元。

## 19. TRADE RECEIVABLES

The Group assesses the credit status and imposes credit limits for the customers in accordance with the Group's credit policy. The credit limits are closely monitored and subject to periodic reviews.

The Group normally allows credit period of 30 to 180 days (2016: 1 to 90 days) to its major customers. Credit period is normally not granted to other customers.

The following is an aging analysis of trade receivables, presented based on the invoice date, which approximates the respective revenue recognition dates and net of allowance for doubtful debts:

		2017 HK\$'000 千港元	2016 HK\$'000 千港元
0-30 days	0-30天	370,544	62,675
31-60 days	31-60天	1,936	4,504
61-90 days	61-90天	172	207
91-180 days	91-180天	4,655	5,310
Over 180 days	180天以上	4,407	10
		<b>381,714</b>	<b>72,706</b>

At 31 December 2017, trade receivables with the amounts of approximately HK\$375,668,000 (2016: HK\$70,069,000) are due from the Group's top five largest customers.

The movement in the allowance for doubtful debts during the year is as follows:

		2017 HK\$'000 千港元	2016 HK\$'000 千港元
At 1 January	於1月1日	-	-
Impairment loss recognised	已確認減值虧損	-	8
Written-off	撇銷	-	(8)
At 31 December	於12月31日	-	-

## 19. 貿易應收款項

本集團根據其信貸政策為客戶評估信貸狀況及施加信貸額度。信貸額度會受到密切監察，並須進行定期檢討。

本集團一般向其主要客戶給予30至180天(2016年：1至90天)的信貸期。一般來說，不會向其他客戶授予信貸期。

按發票日期(與各收益確認日期相若)呈列之貿易應收款項之賬齡分析(已扣除呆賬撥備)如下：

於2017年12月31日，應收本集團五大客戶的貿易應收款項為約375,668,000港元(2016年：70,069,000港元)。

年內呆賬撥備變動如下：

## 19. TRADE RECEIVABLES (Continued)

During the year ended 31 December 2016, included in the allowance for doubtful debts were individually impaired trade receivables with balance of approximately HK\$8,000 which had been placed under liquidation due to financial difficulties. The Directors had taken recovery actions to collect the outstanding balance but all attempts were in vain, hence impairment was made to this individual receivable.

Trade receivables disclosed above include amounts which are past due at the end of the reporting period for which the Group has not recognised an allowance for doubtful debts because there has not been a significant change in credit quality and the amounts are still considered recoverable. The Group does not hold any collateral over these balances.

The following is an aging analysis of trade receivables which are past due but not impaired:

		2017 HK\$'000 千港元	2016 HK\$'000 千港元
Neither past due nor impaired	並無逾期或減值	285,075	64,431
1-30 days past due	逾期1-30天	90,838	8,113
31-60 days past due	逾期31-60天	172	152
61-90 days past due	逾期61-90天	-	-
91-180 days past due	逾期91-180天	-	-
Over 180 days past due	逾期180天以上	5,629	10
		<b>381,714</b>	72,706

In determining the recoverability of a trade receivable, the Directors considers any change in the credit quality of the trade receivable from the date credit was initially granted up to the end of the reporting period.

## 19. 貿易應收款項(續)

截至2016年12月31日止年度，結餘約8,000港元的個別已減值貿易應收款項，乃計入呆賬撥備，而因財政困難，該筆款項已處於清盤狀況。董事已採取追討行動以收回未償還結餘，但各種方法都無效，因此對該個別應收款項作出減值。

上文披露之貿易應收款項包括於報告期末已逾期之款項，由於信貸質素並無重大變化及該等款項仍被視為可收回，故本集團並無確認呆賬撥備。本集團並無就該等結餘持有任何抵押品。

已逾期但未減值之貿易應收款項之賬齡分析如下：

在釐定貿易應收款項之可收回性時，董事會考慮初次授出信貸當日至報告期末為止貿易應收款項之信貸質素出現之任何變動。



**20. DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES**

**20. 按金、預付款項及其他應收款項**

		2017 HK\$'000 千港元	2016 HK\$'000 千港元
Deposits paid	已付按金	2,247	2,059
Trade deposits paid	貿易已付按金	9,899	8,465
Prepayments	預付款項	1,715	1,381
Compensation from profit guarantee (note 18)	溢利保證之補償 (附註18)	2,596	-
Other receivables	其他應收款項	54,060	12,546
		<b>70,517</b>	<b>24,451</b>

At 31 December 2017, the Group's other receivables mainly included guarantee deposits paid to a customer with the amount of approximately HK\$53,022,000. The amount is expected to be fully recovered within one year.

於2017年12月31日，本集團的其他應收款項主要包括約53,022,000港元的已付客戶保證金。該款項預計將於一年內全部收回。

**21. AMOUNTS DUE FROM/(TO) RELATED COMPANIES/A DIRECTOR/A SHAREHOLDER/NON-CONTROLLING INTERESTS**

Amounts due from/(to) related companies/a director/a shareholder/non-controlling interests are unsecured, interest-free and repayable on demand.

During the year ended 31 December 2017, the maximum amount due from a director and a related company is HK\$9,018,000 (2016: nil) and HK\$126,000 (2016: HK\$454,000) respectively.

**21. 應收／(應付)關連公司／一名董事／一名股東／非控股權益款項**

應收／(應付)關連公司／一名董事／一名股東／非控股權益款項為無抵押，免息及須按要求償還。

於截至2017年12月31日止年度，應收一名董事及一間關連公司款項最高金額分別為9,018,000港元(2016年：無)及126,000港元(2016年：454,000港元)。

## 22. CASH AND CASH EQUIVALENTS

## 22. 現金及現金等價物

		2017 HK\$'000 千港元	2016 HK\$'000 千港元
Cash and bank balances	現金及銀行結餘	172,004	108,799
Short-term bank deposits	短期銀行存款	121,849	18,923
		<b>293,853</b>	127,722

Bank balances carry interest at floating rates and placed with creditworthy banks with no recent history of default. Short-term time deposits are made for varying periods of between one day and three month depending on the immediate cash requirements of the Group, and earn interest at the respective short-term time deposit rates ranged from 0.77% to 1.10% p.a. (2016: 0.34% to 1.29% p.a.).

At 31 December 2017, the Group's cash and bank balances denominated in USD and Renminbi ("RMB") is approximately HK\$36,600,000 and HK\$69,460,000 (2016: HK\$34,883,000 and HK\$54,398,000) respectively.

RMB is not a freely convertible currency in the PRC and the remittance of funds out of the PRC is subject to the foreign exchange control promulgated imposed by the PRC government. The Group's cash and cash equivalents denominated in RMB which are located in Hong Kong is not subject to the foreign exchange control.

銀行結餘按浮動利率計息，並存放於近期無不良記錄之有信譽銀行。短期定期存款之期限由一日至三個月不等，乃視乎本集團之即時現金需求而定，並會按介乎年利率0.77厘至1.10厘(2016年：年利率0.34厘至1.29厘)之短期定期存款利率賺取利息。

於2017年12月31日，本集團以美元及人民幣(「人民幣」)計值的現金及銀行結餘分別約為36,600,000港元及69,460,000港元(2016年：34,883,000港元及54,398,000港元)。

在中國，人民幣並非可自由兌換之貨幣，而匯出中國之資金受中國政府實行的外匯管制規範。本集團以人民幣計值的現金及現金等價物存放於香港，不受外匯管制所規範。

### 23. TRADE AND OTHER PAYABLES

### 23. 貿易及其他應付款項

		2017 <i>HK\$'000</i> 千港元	2016 <i>HK\$'000</i> 千港元
Trade payables	貿易應付款項	<b>114,395</b>	43,845
Accruals and other payables	應計費用及其他應付款項	<b>13,078</b>	8,733
Receipt in advance	預收款項	<b>693</b>	126
Trade deposits received	貿易已收按金	<b>789</b>	1,288
		<b>128,955</b>	53,992

The following is an aging analysis of trade payables, based on the invoice date:

按發票日期呈列之貿易應付款項之賬齡分析如下：

		2017 <i>HK\$'000</i> 千港元	2016 <i>HK\$'000</i> 千港元
0-30 days	0-30天	<b>76,896</b>	15,179
31-60 days	31-60天	<b>16,064</b>	4,886
61-90 days	61-90天	<b>17,785</b>	4,968
Over 90 days	90天以上	<b>3,650</b>	18,812
		<b>114,395</b>	43,845

The average credit period granted by supplier ranging from 30 to 180 days.

供應商授予的平均信貸期介乎30至180日。

## 24. SECURED LOAN

## 24. 有抵押貸款

		2017 HK\$'000 千港元	2016 HK\$'000 千港元
Secured loan repayable within one year	須於一年內償還的 有抵押貸款	15,000	15,000

The secured loan bears interest at 1% per annum above the Hong Kong dollar prime lending rate published by The Hongkong and Shanghai Banking Corporation Limited and is repayable together with interest not later than 12 months from the drawdown date. The loan is fully secured by the share capital of Powerwell Pacific, a wholly-owned subsidiary of the Company incorporated in the British Virgin Islands (the "BVI"). Subject to the fulfilment of certain conditions, the Company shall have the right to extend the repayment date to another 12 months from the original repayment date.

On 6 February 2017, the Company has extended the repayment date of the loan to another 12 months from the original repayment date. On 6 February 2018, the Company signed another supplemental loan agreement to further extend the repayment date of the secured loan to another 3 months from the extended repayment date.

有抵押貸款按高於香港上海滙豐銀行有限公司頒佈之港元最優惠利率年利1厘計息，且須連同自提取日期起不晚於12個月之利息一併償還。貸款由Powerwell Pacific（一間本公司於英屬處女群島（「英屬處女群島」）註冊成立之全資附屬公司）之股本作全面擔保。若滿足一定條件，本公司有權將原來之償還日期再延遲12個月。

於2017年2月6日，本公司已將貸款的償還日期由原償還日期延長12個月。於2018年2月6日，本公司簽訂另一項補充貸款協議，以將有抵押貸款的償還日期由原償還日期進一步延長3個月。

## 25. CONVERTIBLE BONDS

On 1 June 2016, the Company issued unsecured convertible bonds in the principal amount of HK\$110,000,000 to satisfied the acquisition of property, plant and equipment and interest in leasehold land (collectively referred to as the “Sale Assets”) (note 37(a) to the consolidated financial statements). The bonds are interest-free. The bondholders may convert the bonds into ordinary shares of the Company at any time prior to and exclusive of the maturity date on 31 May 2018 at an initial conversion price of HK\$0.55 per share in accordance with the convertible bonds agreements (subject to adjustment if necessary). The conversion price was adjusted to HK\$0.11 per share and the number of conversion shares were adjusted from 200,000,000 shares to 1,000,000,000 shares on 4 May 2016 upon the completion of share subdivision. On 25 May 2017, the conversion price was further adjusted to HK\$0.109 per share upon completion of placement of new shares. As at 31 December 2017, the number of convertible shares was 486,715,358 shares. If the bonds have not been converted, they will be redeemed on 31 May 2018 at principal amount. The convertible bonds are denominated in HK\$ and are shown under current liabilities at 31 December 2017.

The bond contains two components, liability and equity elements. The equity element is presented in equity under the heading of “convertible bonds reserve”. The effective interest rate of the liability component on initial recognition is 7.41%.

## 25. 可換股債券

於2016年6月1日，本公司發行本金額為110,000,000港元的無抵押可換股債券，以支付收購物業、廠房及設備以及租賃土地權益(統稱為「待售資產」)(綜合財務報表附註37(a))。該等債券免息。根據可換股債券協議，債券持有人可於2018年5月31日到期日(不包括該日)前任何時間按初步轉換價每股0.55港元(可於需要時予以調整)將債券轉換為本公司普通股。轉換價於2016年5月4日股份拆細完成後調整至每股0.11港元，而換股股份數目由200,000,000股調整至1,000,000,000股。於2017年5月25日，於配售新股完成後，轉換價進一步調整至每股0.109港元。於2017年12月31日，換股股份數目為486,715,358股。倘債券未獲轉換，則將於2018年5月31日按本金贖回。可換股債券以港元計值且於2017年12月31日列為流動負債。

債券包括兩個部份(負債部份及權益部份)。權益部份於權益項下「可換股債券儲備」呈列。負債部份之實際利率於初步確認時為7.41%。

		2017 HK\$'000 千港元	2016 HK\$'000 千港元
At 1 January	於1月1日	47,781	-
Issuance of convertible bonds	發行可換股債券	-	94,892
Converted into shares during the year	年內轉換為股份	-	(51,168)
Imputed interest expenses (note 8)	估算利息開支(附註8)	3,663	4,057
<b>At 31 December</b>	<b>於12月31日</b>	<b>51,444</b>	47,781

## 26. DEFERRED TAX LIABILITY

The following is the major deferred tax balance recognised by the Group and movements thereon:

## 26. 遞延稅項負債

以下為本集團確認之主要遞延稅項結餘及其相關變動：

		Convertible bonds 可換股債券 HK\$'000 千港元
At 1 January 2016	於2016年1月1日	–
Recognised directly in equity	直接於權益中確認	4,170
Credit to consolidated statement of profit or loss and other comprehensive income (note 10)	計入綜合損益及其他全面收益表(附註10)	(669)
Release of deferred tax upon conversion of convertible bonds	於轉換可換股債券時轉撥遞延稅項	(1,822)
At 31 December 2016 and at 1 January 2017	於2016年12月31日及於2017年1月1日	1,679
Credit to consolidated statement of profit or loss and other comprehensive income (note 10)	計入綜合損益及其他全面收益表(附註10)	(605)
<b>At 31 December 2017</b>	<b>於2017年12月31日</b>	<b>1,074</b>

## 27. SHARE CAPITAL

## 27. 股本

		2017		2016	
		Number of ordinary shares 普通股數目 '000 千股	Carrying amount 賬面值 HK\$'000 千港元	Number of ordinary shares 普通股數目 '000 千股	Carrying amount 賬面值 HK\$'000 千港元
<b>Ordinary shares of HK\$0.02 each</b>	<b>每股0.02港元的 普通股</b>				
<b>Authorised:</b>	<b>法定：</b>				
At 1 January	於1月1日	5,000,000	100,000	1,000,000	100,000
Share subdivision (note i)	股份拆細 (附註i)	-	-	4,000,000	-
At 31 December	於12月31日	5,000,000	100,000	5,000,000	100,000
<b>Issued and fully paid:</b>	<b>已發行及繳足：</b>				
At 1 January	於1月1日	2,051,209	41,024	306,700	30,670
Share subdivision (note i)	股份拆細 (附註i)	-	-	1,226,800	-
Conversion of convertible bonds (note ii)	轉換可換股債券 (附註ii)	-	-	517,709	10,354
Placement of new shares (note iii)	配售新股 (附註iii)	100,000	2,000	-	-
At 31 December	於12月31日	2,151,209	43,024	2,051,209	41,024

## 27. SHARE CAPITAL (Continued)

### Notes:

- (i) At a special general meeting of the Company held on 3 May 2016, a resolution was passed to approve the share subdivision of every existing issued and unissued shares of par value of HK\$0.10 each in the share capital of the Company subdivided into five shares of par value of HK\$0.02 each in the share capital of the Company. The share subdivision was completed and effective on 4 May 2016.
- (ii) On 19 December 2016, a holder of the convertible bonds has exercised its conversion rights attaching to the convertible bonds with an aggregate principal amount of HK\$56,948,026 into 517,709,327 ordinary shares of the Company at a conversion price of HK\$0.11 per share.
- (iii) On 25 May 2017, the Company allotted and issued an aggregate 100,000,000 new shares of HK\$0.02 each to not less than six placees at a price of HK\$2.80 per share. Of the net proceeds of the placing of HK\$277,760,000, approximately HK\$138,000,000 and HK\$9,760,000 were used in the operation of the Electric Vehicle Business and for general working capital purpose respectively. The remaining of approximately HK\$130,000,000 was remained unused and placed with licensed banks in Hong Kong and the PRC.

## 27. 股本 (續)

### 附註：

- (i) 批准本公司股本中每股面值0.10港元之每股現有已發行及未發行股份拆細為五股每股面值0.02港元之股份拆細之決議案已獲股東於2016年5月3日舉行之股東特別大會上通過。股份拆細於2016年5月4日完成及生效。
- (ii) 於2016年12月19日，可換股債券持有人已行使本金總額為56,948,026港元之可換股債券所附之換股權，轉換為本公司之517,709,327股普通股，經調整換股價為每股股份0.11港元。
- (iii) 於2017年5月25日，本公司以每股2.80港元之價格向不少於六名承配人配發及發行合共100,000,000股每股面值0.02港元之新股份。配售事項之所得款項淨額為277,760,000港元，其中約138,000,000港元及9,760,000港元分別用於電動汽車業務運營及用作一般營運資金用途。餘下約130,000,000港元尚未動用，並存置於香港及中國的持牌銀行。



**28. STATEMENT OF FINANCIAL POSITION AND  
MOVEMENT OF RESERVES OF THE COMPANY**

(a) Statement of financial position of the Company

**28. 本公司財務狀況表及儲備變動**

(a) 本公司財務狀況表

		2017 HK\$'000 千港元	2016 HK\$'000 千港元
<b>Non-current assets</b>	<b>非流動資產</b>		
Property, plant and equipment	物業、廠房及設備	973	1,002
Prepayment for property, plant and equipment	物業、廠房及設備之預付款項	2,865	-
Investments in subsidiaries	於附屬公司的投資	32,366	32,366
		<b>36,204</b>	33,368
<b>Current assets</b>	<b>流動資產</b>		
Contingent consideration receivable	應收或然代價	-	7,107
Deposits, prepayments and other receivable	按金、預付款項及其他應收款項	6,093	1,103
Amounts due from subsidiaries	應收附屬公司款項	341,267	195,458
Cash and cash equivalents	現金及現金等價物	130,822	10,599
		<b>478,182</b>	214,267
<b>Current liabilities</b>	<b>流動負債</b>		
Accruals and other payables	應計費用及其他應付款項	1,575	789
Secured loan	有抵押貸款	15,000	15,000
Convertible bonds	可換股債券	51,444	-
Amount due to a shareholder	應付一名股東款項	5,438	5,438
Amount due to a subsidiary	應付一間附屬公司款項	4,829	3,929
		<b>78,286</b>	25,156
<b>Net current assets</b>	<b>流動資產淨額</b>	<b>399,896</b>	189,111
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>	<b>436,100</b>	222,479

**28. STATEMENT OF FINANCIAL POSITION AND MOVEMENT OF RESERVES OF THE COMPANY**  
(Continued)

(a) **Statement of financial position of the Company**  
(Continued)

**28. 本公司財務狀況表及儲備變動**  
(續)

(a) **本公司財務狀況表**(續)

		2017 HK\$'000 千港元	2016 HK\$'000 千港元
<b>Non-current liabilities</b>	<b>非流動負債</b>		
Convertible bonds	可換股債券	-	47,781
Deferred tax liability	遞延稅項負債	1,074	1,679
		<b>1,074</b>	49,460
<b>Net assets</b>	<b>資產淨額</b>	<b>435,026</b>	173,019
<b>Capital and reserves</b>	<b>資本及儲備</b>		
Share capital	股本	43,024	41,024
Reserves	儲備	392,002	131,995
<b>Total equity</b>	<b>權益總額</b>	<b>435,026</b>	173,019

Approved on behalf of the Board of Directors on  
29 March 2018 by:

於2018年3月29日代表董事會批准：

**Fei Jie**  
費杰  
Director  
董事

**Ng Chin Ming Stephen**  
伍展明  
Director  
董事

**28. STATEMENT OF FINANCIAL POSITION AND MOVEMENT OF RESERVES OF THE COMPANY**

(Continued)

**(b) Movement of reserves of the Company**

**28. 本公司財務狀況表及儲備變動 (續)**

**(b) 本公司儲備變動**

		Share premium	Share-based payment reserve	Convertible bonds reserve	Accumulated losses	Total
		股份溢價	以股份為基礎之付款儲備	可換股債券儲備	累計虧損	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
At 1 January 2016	於2016年1月1日	110,086	2,565	-	(25,931)	86,720
Loss and total comprehensive loss for the year	年內虧損及全面虧損總額	-	-	-	(18,296)	(18,296)
Recognition of equity component of convertible bonds	確認可換股債券的權益部份	-	-	25,276	-	25,276
Deferred tax on convertible bonds	可換股債券的遞延稅項	-	-	(4,170)	-	(4,170)
Conversion of convertible bonds	轉換可換股債券	53,900	-	(13,086)	-	40,814
Release of deferred tax upon conversion of convertible bonds	於轉換可換股債券時轉撥遞延稅項	-	-	1,822	-	1,822
Share issuing expenses	股份發行開支	(171)	-	-	-	(171)
At 31 December 2016 and at 1 January 2017	於2016年12月31日及2017年1月1日	163,815	2,565	9,842	(44,227)	131,995
Loss and total comprehensive loss for the year	年內虧損及全面虧損總額	-	-	-	(15,753)	(15,753)
Placement of new shares	配售新股	278,000	-	-	-	278,000
Share issuing expenses	股份發行開支	(2,240)	-	-	-	(2,240)
<b>At 31 December 2017</b>	<b>於2017年12月31日</b>	<b>439,575</b>	<b>2,565</b>	<b>9,842</b>	<b>(59,980)</b>	<b>392,002</b>

## 29. MATERIAL RELATED PARTY TRANSACTIONS

- (i) Save as disclosed elsewhere in these consolidated financial statements, during the year, the Group carried out the following material transactions with its related parties:

Nature of transaction 交易性質		2017 HK\$'000 千港元	2016 HK\$'000 千港元
Richmind International Investment Limited ("Richmind") (Note (a)) 富宏國際投資有限公司(「富宏」)(附註(a))	Rental expenses 租金開支	1,296	1,156
湖州百成新型電池有限公司 ("Huzhou Brighsun") (Note (b)) 湖州百成新型電池有限公司 (「湖州百成」)(附註(b))	Sales of goods 貨品銷售	2,119	—
Mr. Zhang (Note (c)) 章先生(附註(c))	Disposal of available-for-sale financial assets 出售可供出售金融資產	9,000	—

Notes:

- (a) Richmind is a subsidiary of Data Champion Limited in which members of the key management personnel of the Group, have equity interest in Data Champion Limited.
- (b) Mr. Zhang has material equity interest in Huzhou Brighsun. In the opinion of the Directors, this transaction is de minimis transaction and fully exempted from shareholders' approval, annual review and all the disclosure requirements of continuing connected transaction as set out in Chapter 20 of the GEM Listing Rules.
- (c) Mr. Zhang is the executive director and a substantial shareholder of the Company.

During the year ended 31 December 2016, shareholder of the Company has contributed certain inventories with the amount approximately HK\$12,144,000 to the Group. Such contribution was recognised as capital contribution to the Company. The contribution was considered as a connected transaction as defined in Chapter 20 of the GEM Listing Rules. In the opinion of the Directors, this transaction was de minimis transaction and was fully exempted from the disclosure requirements of connected transaction as set out in Chapter 20 of the GEM Listing Rules.

## 29. 重大關連人士交易

- (i) 除本綜合財務報表其他部分所披露者外，本集團本年度曾與其關連人士進行以下重大交易：

Nature of transaction 交易性質		2017 HK\$'000 千港元	2016 HK\$'000 千港元
Richmind International Investment Limited ("Richmind") (Note (a)) 富宏國際投資有限公司(「富宏」)(附註(a))	Rental expenses 租金開支	1,296	1,156
湖州百成新型電池有限公司 ("Huzhou Brighsun") (Note (b)) 湖州百成新型電池有限公司 (「湖州百成」)(附註(b))	Sales of goods 貨品銷售	2,119	—
Mr. Zhang (Note (c)) 章先生(附註(c))	Disposal of available-for-sale financial assets 出售可供出售金融資產	9,000	—

附註：

- (a) 富宏為Data Champion Limited之附屬公司，而本集團主要管理人員擁有Data Champion Limited之股權。
- (b) 章先生於湖州百成有重大股份權益。董事認為，該交易屬最低豁免水平交易，且悉數獲豁免遵守GEM上市規則第20章所載股東批准、年度審核及持續關連交易的所有披露規定。
- (c) 章先生為本公司執行董事兼主要股東。

截至2016年12月31日止年度，本公司股東已為本集團帶來若干存貨約12,144,000港元。該貢獻確認為向本公司注資。該貢獻被視為關連交易(定義見GEM上市規則第20章)。董事認為，該交易屬最低豁免水平交易，且悉數獲豁免遵守GEM上市規則第20章所載關連交易的所有披露規定。

## 29. MATERIAL RELATED PARTY TRANSACTIONS

(Continued)

### (ii) Compensation of key management personnel

Included in employee benefit expenses are key management personnel compensation (including Directors), the details of which are as follows:

		2017 HK\$'000 千港元	2016 HK\$'000 千港元
Salaries and other allowance	薪金及其他津貼	8,179	11,654
Retirement benefit schemes contributions	退休福利計劃供款	69	131
		<b>8,248</b>	<b>11,785</b>

(iii) Details of the balances with related parties at the end of the reporting period are set out in note 21 to the consolidated financial statements.

## 30. OPERATING LEASE COMMITMENTS

At the end of the reporting period, the Group had commitments for future minimum lease payments under non-cancellable operating leases in respect of rented premises which fall due as follows:

		2017 HK\$'000 千港元	2016 HK\$'000 千港元
Within one year	一年內	5,887	2,476
In the second to fifth years, inclusive	第二至第五年 (包括首尾兩年)	6,436	2,195
		<b>12,323</b>	<b>4,671</b>

The Group leases certain properties under operating leases. Leases are mainly negotiated for average term of three years (2016: three to five) years. The Group does not have an option to purchase the leased premises at the expiry of the lease period.

## 29. 重大關連人士交易(續)

### (ii) 主要管理人員的補償

僱員福利開支內計入主要管理人員(包括董事)的補償，有關詳情如下：

	2017 HK\$'000 千港元	2016 HK\$'000 千港元
Salaries and other allowance	8,179	11,654
Retirement benefit schemes contributions	69	131
	<b>8,248</b>	<b>11,785</b>

(iii) 於報告期末，與關連人士之交易結餘詳情載於綜合財務報表附註21。

## 30. 經營租賃承擔

於報告期末，本集團於不可撤銷經營租約下有關租賃物業的未來最低租約付款承擔的到期情況如下：

	2017 HK\$'000 千港元	2016 HK\$'000 千港元
Within one year	5,887	2,476
In the second to fifth years, inclusive	6,436	2,195
	<b>12,323</b>	<b>4,671</b>

本集團根據經營租賃租用若干物業。租賃主要以平均三年(2016年：三年至五年)的租期進行磋商。本集團並無於租賃期屆滿後購買租賃物業的選擇權。

### 31. CAPITAL COMMITMENTS

		2017 HK\$'000 千港元	2016 HK\$'000 千港元
Authorised and contracted, but not provided for:	已授權及已訂約，但未撥備：		
- Purchase of property, plant and equipment	- 購買物業、廠房及設備	716	371
- Construction of plant and machinery	- 建設廠房及機器	-	685
		<b>716</b>	<b>1,056</b>

### 32. SHARE-BASED PAYMENT TRANSACTION

Pursuant to a resolution passed at annual general meeting of the Company held on 22 December 2010, the Share Option Scheme was adopted by the Company.

The major terms of the Share Option Scheme are summarised as follows:

- (i) The purpose is to attract and retain quality personnel and other persons to provide incentive to them to contribute to the business and operation of the Group.
- (ii) The eligible person include full time or part time employees of the Group (including any Director, whether executive or non-executive and whether independent or not, or consultant of the Company or any subsidiary); any holder of any securities issued by the Group; and any business or joint venture partners, contractors, agents or representatives, consultants, advisers, suppliers, customers, licensees (including any sub-licensee), landlords or tenants (including any sub-tenants) of the Group or any invested entity or any person who, in the sole discretion of the Board of Directors, has contributed or may contribute to the Group.

### 31. 資本承擔

### 32. 以股份為基礎之付款交易

根據本公司於2010年12月22日舉行之股東週年大會通過之決議案，本公司採納購股權計劃。

購股權計劃之主要條款概述如下：

- (i) 購股權計劃之目的為吸引及挽留優秀員工及其他人士，激勵彼等為本集團之業務及營運作出貢獻。
- (ii) 合資格人士包括本集團全職或兼職僱員(包括本公司或任何附屬公司之任何董事，不論為執行董事或非執行董事，亦不論獨立與否或是否為本公司顧問)；本集團所發行之任何證券之任何持有人；及本集團或任何所投資實體之任何業務或合營夥伴、承包商、代理或代表、顧問、諮詢人、供應商、客戶、受權人(包括任何轉授受權人)、業主或租戶(包括任何分租租戶)，或董事會全權酌情決定已經或可能對本集團作出貢獻之任何人士。

### 32. SHARE-BASED PAYMENT TRANSACTION

(Continued)

- (iii) The total number of shares in respect of which share options may be granted under the Share Option Scheme shall not exceed 10% of the issued shares capital of the Company at any point in time, without prior approval from the Company's shareholders. The number of shares which may be issued upon exercise of all outstanding share option granted and yet to be exercised under the Share Option Scheme and any other share option scheme shall not exceed 30% of the issued share capital of the Company from time to time.
- (iv) The total number of shares issued and to be issued upon exercise of the share options granted to each participant or grantee (including exercised, cancelled and outstanding share options) in any 12-month period shall not exceed 1% of the shares in issue from time to time unless the same is approved by the shareholders.
- (v) The total number of shares issued and to be issued upon exercise of the share options granted to each substantial shareholder (as defined in the GEM Listing Rules) of the Company or any of its respective associates or an independent non-executive Director or any of his associates (including exercised, cancelled and outstanding share options) in the 12-month period up to and including the date of such grant: (a) representing in aggregate over 0.1% of the shares in issue; and (b) having an aggregate value, based on the closing price of the shares at the date of each grant, in excess of HK\$5 million, unless the same is approved by the shareholders.
- (vi) The exercisable period should be determined by the Board of Directors upon grant of the share option but in any event should not exceed 10 years from the date of offer for grant.
- (vii) Save as determined by the Board of Directors provided in the offer of the grant of the relevant share options, there is no general requirement that a share option must be held for any minimum period before it can be exercised.

### 32. 以股份為基礎之付款交易(續)

- (iii) 如未獲本公司股東事先批准，根據購股權計劃可授出之購股權所涉及之股份總數不得超逾本公司不時已發行股本之10%。因行使所有根據購股權計劃及任何其他購股權計劃已授出而尚未行使之購股權而發行之股份數目，不得超逾本公司不時已發行股本之30%。
- (iv) 除非獲得股東批准，於任何十二個月內授予每名參與者或承授人之購股權(包括已行使、已註銷及尚未行使購股權)獲行使時已發行及將發行之股份總數不得超過不時已發行股份之1%。
- (v) 於截至有關授出日期(包括該日)止之十二個月內於本公司每名主要股東(定義見GEM上市規則)或其任何各自聯繫人或獨立非執行董事或其任何聯繫人獲授之購股權(包括已行使、已註銷及尚未行使購股權)獲行使時已發行及將予發行之股份總數：(a)合共不得超過本公司已發行股份之0.1%；及(b)根據每次授出日期本公司股份之收市價計算，總價值不得超過5,000,000港元，除非獲得股東批准。
- (vi) 行使期由董事會於授出購股權時決定，但於任何情況下，不得超過自授出日期起10年。
- (vii) 除董事會另有決定及於授出相關購股權時另有規定外，並無規定購股權於行使前須持有之最短限期。

## 32. SHARE-BASED PAYMENT TRANSACTION

*(Continued)*

- (viii) Offer of options shall be open for acceptance in writing or by telex received by the secretary of the Company for a period of 21 days inclusive of, and from, the date of grant.
- (ix) The subscription price of a share option must be the highest of:
  - a. the closing price of a share of the Company on the Stock Exchange on the date of grant of the option;
  - b. the average closing price of a share of the Company from the 5 business days immediately preceding the date of grant of the option; and
  - c. the nominal value of a share of the Company on the date of grant of the option.
- (x) The Share Option Scheme is effective for 10 years from the date of adoption of such scheme (ie. effective until 21 December 2020).

At the end of the reporting period and as at the date of this annual report, the number of shares in respect of which may be issued upon exercise of share options granted and remain outstanding under the Share Option Scheme was 37,500,000 (2016: 37,500,000), representing 1.7% (2016: 1.8%) of the shares of the Company in issue at those dates. These options were granted by the Company on 27 May 2015 and are exercisable from 27 May 2015 to 26 May 2018 (both dates inclusive). Further details of the share options granted are discussed in the section headed "Share Option Scheme" of the Directors' Report in this annual report.

## 32. 以股份為基礎之付款交易(續)

- (viii) 購股權可由授出日期起(包括該日)計21日內供接納，接納方式為以書面形式或通過公司秘書收到的電報方式接納。
- (ix) 購股權之認購價必須為以下各項之最高者：
  - a. 於購股權授出日期本公司每股股份在聯交所之收市價；
  - b. 緊接購股權授出日期前5個營業日本公司每股股份之平均收市價；及
  - c. 於購股權授出日期本公司每股股份之面值。
- (x) 購股權計劃於採納該計劃日期起十年內有效(即直至2020年12月21日一直有效)。

於報告期末及於本年報日期，根據購股權計劃已授出及尚未行使之購股權獲行使後可能發行之股份數目為37,500,000股(2016年：37,500,000股)，相當於本公司於該等日期之已發行股份之1.7% (2016年：1.8%)。該等購股權乃由本公司於2015年5月27日授出，並於2015年5月27日至2018年5月26日(包括首尾兩日)期間內行使。有關已授出購股權的進一步詳情於本年報董事會報告「購股權計劃」一節討論。



### 32. SHARE-BASED PAYMENT TRANSACTION

(Continued)

Detail of specific categories of share option is as follows:

Share option type	購股權種類	Number of share options 購股權數目						
		Outstanding at 1 January 2016 於2016年 1月1日 尚未行使	Adjustment for the year 於年內調整	Outstanding at 31 December 2016 and at 1 January 2017 於2016年12月31日 及2017年1月1日 尚未行使	Granted during the year 於年內授出	Exercised during the year 於年內行使	Lapsed during the year 於年內失效	Outstanding at 31 December 2017 於2017年 12月31日 尚未行使
2015	2015年	7,500,000	30,000,000	37,500,000	-	-	-	37,500,000
Exercisable at the end of the year	於年末可行使			37,500,000				37,500,000
Weighted average exercise price	加權平均行使價	HK\$1.170 1.170港元	Nil 無	HK\$0.234 0.234港元	Nil 無	Nil 無	Nil 無	HK\$0.234 0.234港元

No share options under the Share Option Scheme were granted or exercised during the years ended 31 December 2017 and 2016.

At the date of grant, the exercise price of the share options was HK\$1.17. The exercise price was adjusted to HK\$0.234 following the share subdivision on 4 May 2016.

### 33. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS

The Group is exposed to a variety of financial risks which result from the use of financial instruments in its ordinary course of operations. The financial risks include market risk (mainly foreign currency risk), credit risks and liquidity risk. Details of these financial instruments are disclosed in the notes below. The Group's overall risk management focuses on the 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 Directors. The Group does not have written risk management policies. However, the Directors and senior management of the Group meet regularly to identify and evaluate risks and to formulate strategies to manage financial risks on timely and effective manner. The risks associated with these financial instruments and the policies applied by the Group to mitigate these risks are set out below.

### 32. 以股份為基礎之付款交易(續)

購股權指定類別之詳情如下：

截至2017年及2016年12月31日止年度，並無購股權根據購股權計劃授出或行使。

於授出日期，購股權之行使價為1.17港元。於2016年5月4日進行股份拆細後，行使價調整至0.234港元。

### 33. 金融風險管理及公平值計量

本集團因於其日常業務過程中使用金融工具而承受多項金融風險。金融風險包括市場風險(主要為外幣風險)、信貸風險及流動資金風險。有關金融工具的詳情於以下附註中披露。本集團的整體風險管理集中於金融市場的不可預測性及致力減低對本集團財務表現的潛在不利影響。風險管理由主要管理層根據董事批准的政策進行。本集團並無書面風險管理政策。不過，董事及本集團高級管理人員定期會面以識別及評估風險以及制定策略以及時及有效地管理金融風險。與該等金融工具相關的風險及本集團採用以降低有關風險的政策載列如下。

### 33. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

#### Categories of financial assets and financial liabilities

The carrying amounts of the Group's financial assets and financial liabilities recognised in the consolidated statement of financial position at the end of the reporting period categorised as follows:

### 33. 金融風險管理及公平值計量(續)

#### 金融資產及金融負債類別

本集團於報告期末在綜合財務狀況表確認的金融資產及金融負債的賬面值分類如下：

		2017 HK\$'000 千港元	2016 HK\$'000 千港元
<b>Financial assets</b>	<b>金融資產</b>		
Available-for-sale financial assets	可供出售金融資產	3,122	9,000
Financial assets at fair value through profit or loss:	按公平值計入損益之金融資產：		
- Contingent consideration receivable	- 應收或然代價	-	7,107
Loans and receivables:	貸款及應收款項：		
- Trade receivables	- 貿易應收款項	381,714	72,706
- Deposits paid and other receivables	- 已付按金及其他應收款	58,903	14,605
- Amount due from a related company	- 應收一間關連公司款項	-	126
- Amount due from a director	- 應收一名董事款項	9,018	-
- Cash and cash equivalents	- 現金及現金等價物	293,853	127,722
		<b>746,610</b>	<b>231,266</b>
<b>Financial liabilities</b>	<b>金融負債</b>		
Financial liabilities measured at amortised cost:	按攤銷成本列賬的金融負債：		
- Trade and other payables	- 貿易及其他應付款項	127,473	52,578
- Secured loan	- 有抵押貸款	15,000	15,000
- Amount due to a shareholder	- 應付一名股東款項	5,438	5,438
- Amounts due to non-controlling interests	- 應付非控股權益款項	118	105
- Amounts due to related companies	- 應付關連公司款項	7,242	9,592
- Convertible bonds	- 可換股債券	51,444	47,781
		<b>206,715</b>	<b>130,494</b>

### 33. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

#### Foreign currency risk

The Group operates in Hong Kong and PRC and majority of transactions are denominated in HK\$, USD and 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.

At the end of each reporting period, the carrying amounts of the monetary assets and liabilities of the Group, which are denominated in foreign currencies, are as follows:

		Liabilities 負債		Assets 資產	
		2017 HK\$'000 千港元	2016 HK\$'000 千港元	2017 HK\$'000 千港元	2016 HK\$'000 千港元
RMB	人民幣	647	1,804	63,482	20,639
USD	美元	936	1,616	42,271	42,088

The Group is mainly exposed to the foreign currency risk of RMB against HK\$. Since HK\$ is pegged to USD, the Group does not expect any significant movement in USD/HK\$ exchange rate and this is excluded from the sensitivity analysis below. Management will monitor foreign exchange exposure to mitigate the foreign currency risk.

The Group currently do 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.

### 33. 金融風險管理及公平值計量(續)

#### 外幣風險

本集團於香港及中國經營業務，且大多數交易以港元、美元及人民幣計值。外匯風險由日後商業交易、已確認資產及負債而產生，並以本集團功能貨幣以外的貨幣計值。

於各報告期末，本集團貨幣資產及負債的賬面值均以外幣計值，載列如下：

本集團主要承受人民幣兌港元的外幣風險。由於港元與美元掛鈎，本集團預期美元兌港元匯率不會出現重大變動，因此未有包括在下列敏感度分析。管理層將監察外匯風險以降低外幣風險。

本集團現時並無就以外幣計值的資產及負債制定外幣對沖政策。本集團將密切監察外匯風險，並將考慮於有需要時對沖重大外幣風險。

### 33. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

#### Foreign currency risk (Continued)

##### Sensitivity analysis

The following table details the Group's sensitivity to a 5% increase and decrease in HK\$ against RMB. 5% is the sensitivity rate used which represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the end of the reporting period for a 5% change in foreign currency rates. A negative number below indicates an increase in pre-tax profit where HK\$ weaken 5% against RMB. For a 5% strengthening of HK\$ against the relevant currency, there would be an equal and opposite impact on the loss and the balances below would be positive.

		2017 HK\$'000 千港元	2016 HK\$'000 千港元
RMB	人民幣	3,142	942

Management considered the sensitivity analysis is unrepresentative of the inherent foreign currency risk as the exposure at the end of each reporting period does not reflect the exposure during the year.

##### Interest rate risk

The Group is exposed to interest rate risk relates primarily to variable rate borrowings (note 24 to the consolidated financial statements for the details of secured loan). The Group's income and operating cash flows are substantially independent of changes in market interest rates. The Group currently does not have an interest rate hedging policy. However, the management monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arise.

### 33. 金融風險管理及公平值計量(續)

#### 外幣風險(續)

##### 敏感度分析

下表詳細載列本集團對港元兌人民幣升值及貶值5%之敏感度。5%之敏感度率為管理層對外幣匯率可能合理變動之評估。敏感度分析僅包括以外幣計值之尚未支付貨幣項目，並於報告期末就外幣匯率變動5%作匯兌調整。下列負數反映港元兌人民幣貶值5%時，稅前溢利的增加金額。倘港元兌相關貨幣升值5%，則對以下虧損及結餘產生等值之相反影響。

管理層認為，由於各報告期末之風險未能反映本年度之風險，故敏感度分析對固有外幣風險不具代表性。

##### 利率風險

本集團所承受之利率風險主要涉及浮息借貸(有關有抵押貸款詳情請參閱綜合財務報表附註24)。本集團之收入及經營現金流量基本上不受市場利率變動的影響。本集團目前並無設立利率對沖政策。然而，管理層會監察利率風險，並將在必要時考慮對沖重大利率風險。

### 33. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

#### Interest rate risk (Continued)

##### Sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to interest rates for non-derivative instruments at the end of each reporting period. The analysis is prepared assuming the financial instruments outstanding at the end of the reporting period were outstanding for the whole year. A 50 basis points (2016: 50 basis points) increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 50 basis points (2016: 50 basis points) higher/lower and all other variables were held constant, the Group's pre-tax profit for the year ended 31 December 2017 would decrease/increase by approximately HK\$75,000 (2016: HK\$75,000). This is mainly attributable to the Group's exposure to interest rates on its variable rate of borrowings.

##### Credit risk

Credit risk refers to the risk that the counterparty to a financial instrument would fail to discharge its obligation under the terms of the financial instrument and cause a financial loss to the Group.

At 31 December 2017, the Group had certain concentration of credit risk as 98% (2016: 96%) of the trade receivables of the Group were due from top five customers. Management considered the credit risk is limited since the Group only trade with customers and provide a loan to customers with an appropriate credit history and good reputation. Management monitored the financial background and creditability of those debtors on an ongoing basis.

The Group's policy to manage credit risk is to deal only with credit worthy counterparties. In order to minimise the credit risk, the management of the Group has formulated a credit policy and, delegated a team responsible for determination of credit limits credit approvals and other monitoring procedures to ensure that follow-up action is take.

### 33. 金融風險管理及公平值計量(續)

#### 利率風險(續)

##### 敏感度分析

下文敏感度分析乃根據各報告期末非衍生工具利率風險釐定。該分析乃假設報告期末尚未償還之金融工具於全年未有償還編製。50基點(2016年: 50基點)上升或下降於向主要管理人員內部報告利率風險時使用，亦為管理層對利率合理可能變動的評估。

倘利率上升/下降50基點(2016年: 50基點)，而所有其他變數維持不變，則本集團於截至2017年12月31日止年度的除稅前溢利將減少/增加約75,000港元(2016年: 75,000港元)。此乃主要由於本集團承受浮息借貸利率風險所致。

##### 信貸風險

信貸風險指金融工具的對手方未能履行金融工具條款項下的責任並導致本集團蒙受財政損失的風險。

於2017年12月31日，由於本集團貿易應收款項的98%(2016年: 96%)為應收五大客戶款項，故本集團有若干信貸集中風險。由於本集團僅與具有適當信貸記錄及良好聲譽的客戶交易並向其提供貸款，管理層認為信貸風險有限。管理層持續監察該等債務人的財務背景及信譽。

本集團管理信貸風險的政策為只與信用良好的對手方交易。為盡量減低信貸風險，本集團管理層已制定信貸政策，並委派團隊專責釐定信貸限額、批核信貸及進行其他監管程序，以確保採取跟進行動。

### 33. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

#### Credit risk (Continued)

The Group deposited its cash and bank balances 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 2017 and 2016 were minimal.

The credit policies have been followed by the Group since prior years and are considered to have been effective in limiting the Group's exposure to credit risk to a desirable level.

#### 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 trade payables and its financing obligations, 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 liquidity policies have been followed by the Group since prior years and considered by management of the Company to have been effective in managing liquidity risks.

Analysed below is the Group's remaining contractual maturities for its financial liabilities at 31 December 2017 and 2016. When the creditor has a choice of when the liability is settled, the liability is included on the basis of the earliest date on when the Group can be required to pay.

Where the settlement of the liability is in instalments, each instalment is allocated to the earliest period in which the Group is committed to pay.

### 33. 金融風險管理及公平值計量(續)

#### 信貸風險(續)

本集團將其現金及銀行結餘存放於獲認可及信譽良好的銀行。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價物的權利被延遲或受到限制。本公司管理層會持續監察該等銀行的信貸評級，並認為本集團於2017年及2016年12月31日所承受的信貸風險甚微。

本集團自過往年度一直遵從信貸政策，而有關政策亦被視為有效將本集團的信貸風險限制於理想水平。

#### 流動資金風險

流動資金風險乃與本集團未能履行以現金或另一金融資產清償的金融負債相關責任的風險有關。本集團在清償貿易應付款項及履行融資承擔方面以及在現金流量管理方面承擔流動資金風險。本集團的目標為維持適當水平的流動資產及取得足夠已承諾資金，以配合短期及長期資金需要。

本集團自過往年度一直遵從流動資金政策，本公司管理層認為該等政策可有效管理流動資金風險。

下表顯示本集團於2017年及2016年12月31日就金融負債的餘下合約年期分析。當債權人有權選擇償還負債時，負債會基於本集團被要求償還的最早日期入賬。

當分期清償負債時，各分期分配予本集團承諾支付的最早期間。

33. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued) 33. 金融風險管理及公平值計量(續)  
Liquidity risk (Continued) 流動資金風險(續)

		At 31 December 2017 於2017年12月31日					
		Interest rate % 利率%	Within one year or on demand 一年內或於要求時 HK\$'000 千港元	Within 2-5 years 兩至五年內 HK\$'000 千港元	More than 5 years 五年以上 HK\$'000 千港元	Total undiscounted amount 未貼現總額 HK\$'000 千港元	Carrying amount 賬面值 HK\$'000 千港元
<b>Non-derivative financial liabilities</b>	<b>非衍生金融負債</b>						
Trade and other payables	貿易及其他應付款項	-	127,473	-	-	127,473	127,473
Secured loan	有抵押貸款	6	15,089	-	-	15,089	15,000
Amount due to a shareholder	應付一名股東款項	-	5,438	-	-	5,438	5,438
Amounts due to non-controlling interests	應付非控股權益款項	-	118	-	-	118	118
Amounts due to related companies	應付關連公司款項	-	7,242	-	-	7,242	7,242
Convertible bonds	可換股債券	7.41	53,052	-	-	53,052	51,444
Total	總計		208,412	-	-	208,412	206,715

		At 31 December 2016 於2016年12月31日					
		Interest rate % 利率%	Within one year or on demand 一年內或於要求時 HK\$'000 千港元	Within 2-5 years 兩至五年內 HK\$'000 千港元	More than 5 years 五年以上 HK\$'000 千港元	Total undiscounted amount 未貼現總額 HK\$'000 千港元	Carrying amount 賬面值 HK\$'000 千港元
<b>Non-derivative financial liabilities</b>	<b>非衍生金融負債</b>						
Trade and other payables	貿易及其他應付款項	-	52,578	-	-	52,578	52,578
Secured loan	有抵押貸款	6	15,089	-	-	15,089	15,000
Amount due to a shareholder	應付一名股東款項	-	5,438	-	-	5,438	5,438
Amounts due to non-controlling interests	應付非控股權益款項	-	105	-	-	105	105
Amounts due to related companies	應付關連公司款項	-	9,592	-	-	9,592	9,592
Convertible bonds	可換股債券	7.41	-	53,052	-	53,052	47,781
Total	總計		82,802	53,052	-	135,854	130,494

### 33. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

#### Fair value of financial instruments

The fair values of financial assets and financial liabilities are determined as follows:

- the fair values 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 values 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 values 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 consider that the carrying amounts of financial assets and financial liabilities recognised in the consolidated financial statements approximate to their fair values, except for the liability of convertible bonds, the fair value of the liability component of convertible bonds is approximately HK\$52,034,000 (2016: HK\$48,968,000) at 31 December 2017. The fair value of liability component of convertible bonds is measured using discounted cash flows method in which all significant inputs are directly or indirectly based on observable market data, thus classified level 2 in fair value measurement.

### 33. 金融風險管理及公平值計量(續)

#### 金融工具之公平值

金融資產及金融負債之公平值釐定如下：

- 具備標準條款及條件並於活躍市場買賣的金融資產及金融負債的公平值分別參考市場買入報價及賣價釐定；
- 衍生工具的公平值乃按報價計算。倘未能獲得有關價格，則非期權衍生工具按折讓現金流分析及適用收益率曲線釐定公平值，而期權衍生工具則按期權定價模式釐定公平值；及
- 其他金融資產及金融負債(不包括上述金融資產及金融負債)的公平值乃按折現現金流量分析根據公認定價模式釐定。

董事認為，在綜合財務報表確認的金融資產及金融負債的賬面值與其公平值相若，惟可換股債券的負債除外，於2017年12月31日，可換股債券負債部分的公平值約為52,034,000港元(2016年：48,968,000港元)。可換股債券負債部分的公平值乃採用折現現金流量法(其中所有重大輸入數據均直接或間接基於可觀察市場數據)計量，故分類為公平值計量的第二級。



### 33. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

#### 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 and 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.

### 33. 金融風險管理及公平值計量(續)

#### 金融工具之公平值(續)

下表呈列本集團於報告期末按經常基準計量的金融工具的公平值。該等金融工具已分類為香港財務報告準則第13號公平值計量所界定的三個公平值級。本集團參考估值技術所採用的輸入值的可觀察程度及重要性，將公平值計量分類及釐定為以下幾個層級：

- 第一級估值：僅使用第一級輸入值（即相同資產或負債在計量日於活躍市場的未經調整報價）來計量公平值；
- 第二級估值：使用第二級輸入值（即未達第一級的可觀察輸入值），且未能採用重大的不可觀察輸入值來計量公平值。不可觀察輸入值是指欠缺市場數據的輸入值；及
- 第三級估值：採用重大的不可觀察輸入值來計量公平值。

### 33. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

#### Fair value of financial instruments (Continued)

	Quoted prices in active market for identical assets (Level 1) 相同資產 於活躍市場 之報價 (第一級) HK\$'000 千港元	Significant other observable inputs (Level 2) 重大 其他可觀察 輸入數據 (第二級) HK\$'000 千港元	Significant unobservable inputs (Level 3) 重大 不可觀察 輸入數據 (第三級) HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 31 December 2016 Fair value on a recurring basis	於2016年12月31日 按經常基準計量之 公平值			
Financial assets at fair value through profit or loss:	按公平值計入損益之 金融資產：			
- Contingent consideration receivable	- 應收或然代價	-	7,107	7,107

As described in note 18 to the consolidated financial statement, the fair value of contingent consideration receivable in relation to the acquisition of Core Kingdom Group are measured at fair value under expected present value method and take into consideration of whether the Profit Guarantee is probable to be fulfilled. The unobservable inputs used in respect of the valuation are (i) expected future profitability for three scenarios and (ii) probability distribution of three different conditions.

The fair value measurement is negatively correlated to the expected profitability of Tong Yin and its subsidiary.

### 33. 金融風險管理及公平值計量(續)

#### 金融工具之公平值(續)

如綜合財務報表附註18所披露，有關收購Core Kingdom集團的應收或然代價公平值乃按預期現值法計量，並經計及溢利保證是否可達致。所使用有關估值的不可觀察輸入數據為(i)三個假設的預期未來盈利能力及(ii)三種不同情況下的盈利能力分配。

公平值計量與通銀及其附屬公司的預期盈利能力是負相關關係。

### 33. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

#### Fair value of financial instruments (Continued)

The Directors had engaged Ascent Partners to determine the fair value of contingent consideration receivable as at 31 December 2016 by adopting appropriate valuation techniques and inputs for fair value measurements.

In estimating the fair value of a financial asset, the Directors worked closely with Ascent Partners to establish the appropriate valuation techniques and inputs to the model. The management of the Company reported the findings to the Directors at the end of the reporting period to explain the cause of fluctuations in fair value of the financial asset.

Information about the valuation techniques and inputs used in determining the fair value of contingent consideration receivable are disclosed above.

The following table presents the changes in contingent consideration receivable which are classified as level 3 instruments:

		2017 HK\$'000 千港元	2016 HK\$'000 千港元
At 1 January	於1月1日	7,107	8,382
Compensation from profit guarantee	溢利保證之補償	(2,596)	-
Loss arising on fair value change	公平值變動產生之虧損	(4,511)	(1,275)
At 31 December	於12月31日	-	7,107

During the year ended 31 December 2017 and 2016, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3.

The Group's policy is to recognise transfers into and out of fair value hierarchy levels as of the date of the events or change in circumstances that caused the transfer.

### 33. 金融風險管理及公平值計量(續)

#### 金融工具之公平值(續)

董事已委聘艾升通過採納適當公平值計量估值方法及輸入數據，於2016年12月31日釐定應收或然代價之公平值。

於估算金融資產公平值時，董事則緊密配合艾升確立適合模型的估值方法及輸入數據。本公司管理層於報告期末向董事匯報結果，以說明該金融資產公平值波動的原因。

於釐定應收或然代價公平值時使用的估值方法及輸入數據資料於上文披露。

下表呈列分類為第三級工具之應收或然代價的變動：

截至2017年及2016年12月31日止年度，第一級與第二級之間並無轉撥，亦無轉撥至或轉撥出第三級。

本集團的政策為於引致轉撥之事件或情況變動日期確認公平值層級之間的轉入及轉出。

### 33. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

#### Fair value of financial instruments (Continued)

Due to the variety of basis of determination used in profit forecast, it is not practicable to provide any meaningful sensitivity in relation to the critical assumptions concerning future profitability of acquired business and the potential impact on the fair value change on contingent consideration receivable at 31 December 2016.

However, if the probability of worst and best scenarios is 10% lower or higher and the probability of normal scenarios is 20% lower or higher, the resulting impact to the fair value change of contingent considerations receivable are within 5%. If the expected profit after tax of the acquired business is 20% lower or higher, the resulting impact to the fair value change of contingent consideration receivables are within 30%.

### 34. CAPITAL MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern and to provide an adequate return to stakeholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged during the current and prior years.

The Group is not subject to any external imposed capital requirements.

#### Gearing ratio

The Directors review the capital structure on annual basis. As part of this review, the Directors consider the cost of capital and the risks associated with each class of capital. Based on the recommendations of the directors of the Company, the Group will balance its overall capital structure through payment of dividends, issue of new shares or repurchase of existing shares as well as issue of new debts or the redemption of existing debts.

### 33. 金融風險管理及公平值計量(續)

#### 金融工具之公平值(續)

由於有關溢利預測的釐定基礎各有不同，於2016年12月31日就有關購入業務之未來盈利及應收或然代價公平值變動之潛在影響的重大假設而作出任何具意義的敏感度分析可行性不大。

惟若出現最差及最佳情況的可能性減少或增加10%，出現正常情況的可能性減少或增加20%，則應收或然代價公平值變動產生之影響則處於5%以內。若購入業務的預期除稅後溢利減少或增加20%，則應收或然代價公平值變動產生之影響則處於30%以內。

### 34. 資本管理

本集團管理其資本，以確保本集團的實體可持續經營，同時藉着優化債務及股本平衡，為持份者提供充足回報。本集團的整體策略於本年度及過往年度維持不變。

本集團並無面臨任何外部施加的資本要求。

#### 資產負債比率

董事每年會檢討資本架構。作為此檢討之一部分，董事考慮資本成本及與各類別股份有關的風險。根據本公司董事的推薦建議，本集團將透過派發股息、發行新股或購回現有股份以及發行新債務或贖回現有債務平衡其整體資本架構。

### 34. CAPITAL MANAGEMENT (Continued)

#### Gearing ratio (Continued)

The gearing ratio at the end of the reporting period was as follows:

		2017 HK\$'000 千港元	2016 HK\$'000 千港元
Total debts (Note)	債務總額(附註)	66,444	62,781
Less: Cash and cash equivalents	減: 現金及現金等價物	(293,853)	(127,722)
Net cash	現金淨額	(227,409)	(64,941)
Equity attributable to owners of the Company	本公司擁有人應佔權益	603,549	226,312
Total debts to equity ratio	債務總額對權益比率	11%	28%

Note: Total debts include secured loan and convertible bonds in notes 24 and 25 to the consolidated financial statements respectively.

### 34. 資本管理(續)

#### 資產負債比率(續)

於報告期末之資產負債比率如下:

		2017 HK\$'000 千港元	2016 HK\$'000 千港元
Total debts (Note)	債務總額(附註)	66,444	62,781
Less: Cash and cash equivalents	減: 現金及現金等價物	(293,853)	(127,722)
Net cash	現金淨額	(227,409)	(64,941)
Equity attributable to owners of the Company	本公司擁有人應佔權益	603,549	226,312
Total debts to equity ratio	債務總額對權益比率	11%	28%

附註: 債務總額分別包括綜合財務報表附註24及附註25所述的有抵押貸款及可換股債券。

### 35. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were or future cash flows will be classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

### 35. 融資活動產生的負債對賬

下表詳述本集團來自融資活動的負債變動,包括現金及非現金變動。融資活動所產生的負債乃為現金流量所致,或未來現金流量將本集團綜合現金流量表中分類為融資活動所產生的現金流量。

		Convertible bonds 可換股債券 HK\$'000 千港元	Secured loan 有抵押貸款 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2017	於2017年1月1日	47,781	15,000	62,781
Interest expenses recognised	已確認之利息開支	3,663	900	4,563
Financing cash outflows	融資現金流出	-	(900)	(900)
<b>At 31 December 2017</b>	<b>於2017年12月31日</b>	<b>51,444</b>	<b>15,000</b>	<b>66,444</b>

### 36. PARTICULARS OF SUBSIDIARIES

The following table lists the subsidiaries of the Company which, in the opinion of the Directors, principally affected the results of the year or assets of the Group. To give details of the other subsidiaries would, in the opinion of the Directors, result in particulars of excessive length.

### 36. 附屬公司詳情

根據董事之意見，下表所列示之本公司附屬公司，為主要影響本年度之業績或構成本集團資產主要部分。根據董事之意見列出其他附屬公司之詳情則會使資料過於冗長。

Name of subsidiary 附屬公司名稱	Place/country of incorporation 註冊成立地點/國家	Class of share/ registered capital held 股份類別/持有的註冊資本	Issued and fully paid share capital/ registered capital 已發行及繳足股本/註冊資本	Proportion of ownership interest and voting power held by the Company 本公司持有之所有權比例及投票權		Principal activities and place of operations 主要業務及經營地點
				2017	2016	
Ampress Merchandising Limited 和峰實業有限公司	Hong Kong 香港	Ordinary 普通股	HK\$100,000 100,000港元	100%	100%	Trading of watches, costume jewelries and accessories in Hong Kong 於香港買賣鐘錶、人造珠寶及配飾
Ampress Packaging Asia Limited 和峰包裝(亞洲)有限公司	Hong Kong 香港	Ordinary 普通股	HK\$500,000 500,000港元	100%	100%	Trading of display and packaging products in Hong Kong 於香港買賣陳列及包裝品
Core Kingdom Limited Core Kingdom Limited	BVI 英屬處女群島	Ordinary 普通股	USD50,000 50,000美元	100%	100%	Investment holding 投資控股
Display & Packaging Limited Display & Packaging Limited	Hong Kong 香港	Ordinary 普通股	HK\$300,000 300,000港元	100%	100%	Trading of display and packaging products in Hong Kong 於香港買賣陳列及包裝品
EC Pacific Limited 宏發(太平洋)有限公司	Hong Kong 香港	Ordinary 普通股	HK\$500,000 500,000港元	100%	100%	Trading of watches and accessories in Hong Kong 於香港買賣鐘錶及配飾

### 36. PARTICULARS OF SUBSIDIARIES (Continued)

### 36. 附屬公司詳情(續)

Name of subsidiary 附屬公司名稱	Place/country of registered incorporation 註冊成立地點/國家	Class of share/ capital held 股份類別/持有的註冊資本	Issued and fully paid share capital/ registered capital 已發行及繳足股本/註冊資本	Proportion of ownership interest and voting power held by the Company 本公司持有之所有權比例及投票權		Principal activities and place of operations 主要業務及經營地點
				2017	2016	
Powerwell Pacific	BVI	Ordinary	USD800	100%	100%	Investment holding
Powerwell Pacific	英屬處女群島	普通股	800美元			投資控股
Runhao Technology (HK) Limited	Hong Kong	Ordinary	HK\$10,000	100%	100%	Investment holding
潤浩科技(香港)有限公司	香港	普通股	10,000港元			投資控股
State Achieve Investments Limited	BVI	Ordinary	USD1	100%	100%	Investment holding
State Achieve Investments Limited	英屬處女群島	普通股	1美元			投資控股
International Faith Limited	Hong Kong	Ordinary	HKD1	100%	100%	Sale of rechargeable batteries, electric vehicles and related products
國際信達有限公司	香港	普通股	1港元			銷售充電電池、電動汽車及相關產品
Ecological Green Transportation Limited	United Kingdom	Ordinary	1,000 Pound sterling	100%	-	Manufacture and design of electric vehicles and related products
Ecological Green Transportation Limited	英國	普通股	1,000英鎊			生產及設計電動汽車及相關產品
浙江通銀貴金屬經營有限公司	The PRC	Registered	RMB10,000,000	51%	51%	Retail and wholesale of luxury brand silverwares, silver utensils and luxury goods in the PRC
浙江通銀貴金屬經營有限公司	中國	註冊	人民幣 10,000,000元			於中國從事零售及批發奢侈品銀器、銀質餐具及奢侈品

36. PARTICULARS OF SUBSIDIARIES (Continued)

36. 附屬公司詳情(續)

Name of subsidiary 附屬公司名稱	Place/country of registered incorporation 註冊成立地點/國家	Class of share/ capital held 股份類別/持有的註冊資本	Issued and fully paid share capital/ registered capital 已發行及繳足股本/註冊資本	Proportion of ownership interest and voting power held by the Company 本公司持有之所有權比例及投票權		Principal activities and place of operations 主要業務及經營地點
				2017	2016	
上海銀擎投資管理有限公司	The PRC	Registered	RMB2,000,000	51%	51%	Retail and wholesale of luxury brand silverwares and silver utensils in the PRC
上海銀擎投資管理有限公司	中國	註冊	人民幣 2,000,000元			於中國從事零售及批發奢侈品牌銀器、銀質餐具
杭州銀鑫投資管理有限公司 (Note)	The PRC	Registered	HK\$40,000,000	100%	100%	Retail and wholesale of luxury brand silverwares and silver utensils in the PRC
杭州銀鑫投資管理有限公司(附註)	中國	註冊	40,000,000港元			於中國從事零售及批發奢侈品牌銀器、銀質餐具
湖州信成電動汽車有限公司 (Note)	The PRC	Registered	HK\$100,000,000	100%	100%	Research and development, manufacture and sale of rechargeable batteries, electric vehicles and related products and provision of related services in the PRC
湖州信成電動汽車有限公司(附註)	中國	註冊	100,000,000港元			於中國研發、生產及銷售充電電池、電動汽車及相關產品以及提供相關服務
湖州信馳電動汽車有限公司	The PRC	Registered	RMB10,000,000	100%	-	Research and development, manufacture and sale of rechargeable batteries, electric vehicles and related products and provision of related services in the PRC
湖州信馳電動汽車有限公司	中國	註冊	人民幣 10,000,000元			於中國研發、生產及銷售充電電池、電動汽車及相關產品以及提供相關服務

Note: Wholly foreign-owned enterprise

附註：全外資企業



### 36. PARTICULARS OF SUBSIDIARIES (Continued)

Except for Core Kingdom Limited, Powerwell Pacific and State Achieve Investments Limited which are directly held by the Company, all other subsidiaries are indirectly held by the Company.

#### Details of non-wholly owned subsidiaries that have material non-controlling interests

The following table lists out the information relating to Tong Yin and its subsidiary, a subsidiary of the Group with material non-controlling interests. The summarised financial information presented below represents the amounts before any intercompany elimination.

Name of subsidiary 附屬公司名稱	Place of incorporation and principal place of business 註冊成立地點及 主要營業地點	Proportion of ownership interest and voting right held by non-controlling interests 非控股權益持有之 所有權比例及投票權	
		2017	2016
Tong Yin 通銀	The PRC 中國	49%	49%
上海銀擎投資管理有限公司( <i>Note</i> ) 上海銀擎投資管理有限公司( <i>附註</i> )	The PRC 中國	49%	49%

*Note:* 上海銀擎投資管理有限公司 is a wholly-owned subsidiary of Tong Yin (together with Tong Yin referred to as the "Tong Yin Group").

### 36. 附屬公司詳情(續)

除Core Kingdom Limited、Powerwell Pacific及State Achieve Investments Limited由本公司直接持有，所有其他附屬公司均由本公司間接持有。

#### 擁有重大非控股權益之非全資附屬公司詳情

下表載列有關通銀及其附屬公司(本集團擁有重大非控股權益的附屬公司)之資料。以下呈列之財務資料概要指於作出任何公司間對銷前之金額。

*附註:* 上海銀擎投資管理有限公司為通銀(連同通銀，統稱為「通銀集團」)之全資附屬公司。

**36. PARTICULARS OF SUBSIDIARIES (Continued)**
**Tong Yin Group**
**36. 附屬公司詳情(續)**
**通銀集團**

		2017 HK\$'000 千港元	2016 HK\$'000 千港元
Current assets	流動資產	113,421	100,562
Non-current assets	非流動資產	1,674	3,674
Current liabilities	流動負債	(14,822)	(39,572)
Non-current liabilities	非流動負債	-	-
Equity attributable to owners of the Company	本公司擁有人應佔權益	51,138	32,978
Non-controlling interests	非控股權益	49,133	31,686
Revenue	收入	69,252	75,749
Expenses	開支	(39,740)	(47,315)
Profit attributable to owners of the Company	本公司擁有人應佔溢利	15,052	14,501
Profit attributable to non-controlling interests	非控股權益應佔溢利	14,460	13,933
Profit for the year	年內溢利	29,512	28,434
Other comprehensive income/(loss) attributable to owners of the Company	本公司擁有人應佔其他全面收益/(虧損)	3,109	(1,971)
Other comprehensive income/(loss) attributable to non-controlling interests	非控股權益應佔其他全面收益/(虧損)	2,987	(1,893)
Other comprehensive income/(loss) for the year	年內其他全面收益/(虧損)	6,096	(3,864)
Total comprehensive income attributable to owners of the Company	本公司擁有人應佔全面收益總額	18,161	12,530
Total comprehensive income attributable to non-controlling interests	非控股權益應佔全面收益總額	17,447	12,040
Total comprehensive income for the year	年內全面收益總額	35,608	24,570
Net cash generated from operating activities	經營活動產生的現金淨額	48,398	17,796
Net cash generated from/(used in) investing activities	投資活動產生/(所用)的現金淨額	3	(2,089)
Net cash inflow	現金流入淨額	48,401	15,707

### 37. MAJOR NON-CASH TRANSACTIONS

The Group entered into the following major non-cash investing and financing activities which were not reflected in the consolidated statement of cash flows:

- (a) During the year ended 31 December 2016, the Group had completed the acquisition of the Sale Assets (i.e. property, plant and equipment and interest in leasehold land) with the amounts of approximately HK\$98,806,000 and HK\$21,362,000 respectively, which was estimated by the Directors in reference to the valuations prepared by Ascent Partners, were satisfied by issuance of convertible bonds with principal amount of HK\$110,000,000.

The equity component of the convertible bonds is measured as the difference between the fair value of the Sale Assets and the liability component of the convertible bonds in accordance with HKFRS 2 *Share-based Payment*.

- (b) During the year ended 31 December 2016, a shareholder contributed certain inventories with the amount of approximately HK\$12,144,000 to the Group.
- (c) On 19 December 2016, 517,709,327 shares were allotted and issued upon the conversion of convertible bonds with the principal amount of HK\$56,948,026 at the conversion price of HK\$0.11 per share by a holder of the convertible bonds.
- (d) On 8 November 2017, the Group served the exercise notice on Mr. Zhang to exercise the put option right attached to the available-for-sale financial assets, and require Mr. Zhang to purchase the subject shares at the consideration of HK\$9,000,000. The proceed was unsettled and had been included in amount due from a director.

### 37. 重大非現金交易

本集團曾進行下列重大非現金投資及融資活動，該等活動並無於綜合現金流量表內反映：

- (a) 截至2016年12月31日止年度，本集團分別以金額約98,806,000港元及21,362,000港元完成收購待售資產(即物業、廠房及設備以及租賃土地權益)，該等金額乃由董事參考艾升所編製之估值而估計，並透過發行本金額為110,000,000港元之可換股債券支付。

根據香港財務報告準則第2號以股份支付款項，可換股債券的權益部分乃按待售資產公平值與可換股債券負債部分之間的差額計算。

- (b) 於截至2016年12月31日止年度，一名股東為本集團帶來若干存貨約12,144,000港元。
- (c) 於2016年12月19日，可換股債券持有人以每股0.11港元之換股價轉換本金額為56,948,026港元之可換股債券後，517,709,327股股份獲配發及發行。
- (d) 於2017年11月8日，本集團向章先生發出行使通知書，以行使可供出售金融資產所附之認沽期權，並要求章先生以代價9,000,000港元購買標的股份。該所得款項尚未結算且已計入應收一名董事款項。

### **38. EVENTS AFTER THE REPORTING PERIOD**

On 6 February 2018, the Company signed another supplemental loan agreement to further extend the repayment date of the secured loan to another 3 months from the extended repayment date.

### **39. APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS**

The consolidated financial statements were approved and authorised for issue by the board of directors on 29 March 2018.

### **38. 報告期後事項**

於2018年2月6日，本公司簽訂另一項補充貸款協議，以將有抵押貸款的償還日期由經延長償還日期再延長3個月。

### **39. 綜合財務報表之審批**

綜合財務報表已於2018年3月29日獲董事會批准及授權刊發。

# FIVE YEARS FINANCIAL SUMMARY

For the year ended 31 December 2017

# 五年財務概要

截至2017年12月31日止年度

		2017	2016	2015	2014	2013
		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
<b>Results</b>	<b>業績</b>					
Revenue	收入	<b>588,544</b>	303,268	222,647	158,128	127,808
Profit before income tax	除所得稅前溢利	<b>132,668</b>	39,080	20,864	9,491	21,967
Income tax expense	所得稅開支	<b>(40,986)</b>	(14,819)	(11,798)	(2,974)	(718)
Profit for the year from continuing operations	年內持續經營業務產生之溢利	<b>91,682</b>	24,261	9,066	6,517	21,249
Profit/(loss) for the year from discontinued operation	年內已終止經營業務產生之溢利／(虧損)	<b>-</b>	-	-	282	(5,685)
Profit for the year	年內溢利	<b>91,682</b>	24,261	9,066	6,799	15,564
Profit/(loss) for the year attributable to:	年內應佔溢利／(虧損)：					
Owners of the Company	本公司擁有人	<b>77,222</b>	10,328	(1,664)	6,799	15,564
Non-controlling interests	非控股權益	<b>14,460</b>	13,933	10,730	-	-
		<b>91,682</b>	24,261	9,066	6,799	15,564

## FIVE YEARS FINANCIAL SUMMARY

As at 31 December 2017

## 五年財務概要

於2017年12月31日

		2017	2016	2015	2014	2013
		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
<b>Assets and liabilities</b>	<b>資產及負債</b>					
Total assets	總資產	<b>905,493</b>	402,797	224,463	65,992	113,979
Total liabilities	總負債	<b>(252,811)</b>	(144,799)	(62,262)	(41,815)	(60,024)
		<b>652,682</b>	257,998	162,201	24,177	53,955
Equity attributable to:	下列人士應佔權益：					
Owners of the Company	本公司擁有人	<b>603,549</b>	226,312	142,555	24,177	53,955
Non-controlling interests	非控股權益	<b>49,133</b>	31,686	19,646	-	-
		<b>652,682</b>	257,998	162,201	24,177	53,955



**CHINA TRUSTFUL GROUP LIMITED**  
中國之信集團有限公司