



**ENVIRO ENERGY**  
**INTERNATIONAL HOLDINGS LIMITED**  
**環能國際控股有限公司**

(Incorporated in the Cayman Islands with limited liability)  
(於開曼群島註冊成立之有限公司)

(Stock Code 股份代號 : 1102)

**2017**  
**ANNUAL REPORT 年報**

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# Abbreviations

## 簡稱

In this annual report, the following abbreviations have the following meanings unless otherwise specified:

於本年報內，除文義另有所指外，下列簡稱具有以下涵義：

“Articles of Association” 「組織章程細則」	指	articles of association of the Company 本公司之組織章程細則
“Board” 「董事會」	指	Board of Directors of the Company 本公司之董事會
“Company” 「本公司」	指	Enviro Energy International Holdings Limited 環能國際控股有限公司
“Companies Ordinance” 「公司條例」	指	Chapter 622 of the Laws of Hong Kong 香港法例第622章
“Directors” 「董事」	指	directors of the Company 本公司之董事
“Group” 「本集團」	指	the Company and its subsidiaries 本公司及其附屬公司
“Listing Rules” 「上市規則」	指	Rules Governing the Listing of Securities on the Stock Exchange 聯交所證券上市規則
“PRC” 「中國」	指	The People’s Republic of China 中華人民共和國
“SFO” 「證券及期貨條例」	指	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) 證券及期貨條例（香港法例第571章）
“Stock Exchange” 「聯交所」	指	The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司
“HK\$” and “HK cent” 「港元」及「港仙」	指	Hong Kong dollar(s) and cent, the lawful currency of Hong Kong 港元及港仙，香港法定貨幣
“US\$” 「美元」	指	United States dollar(s), the lawful currency of the United States of America 美元，美利堅合眾國的法定貨幣
“%” 「%」	指	per cent. 百分比

# Corporate Information 公司資料

## BOARD OF DIRECTORS

### EXECUTIVE DIRECTORS

Mr. Li Sen (*Chairman and Chief Executive Officer*)  
Mr. Zhou Xuesheng  
Mr. Wei Junqing

### INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Wen Guangwei  
Mr. Chiang Bun  
Dr. Chiao Li

### AUDIT COMMITTEE

Mr. Wen Guangwei (*Chairman*)  
Mr. Chiang Bun  
Dr. Chiao Li

### REMUNERATION COMMITTEE

Mr. Chiang Bun (*Chairman*)  
Mr. Wen Guangwei  
Dr. Chiao Li

### NOMINATION COMMITTEE

Dr. Chiao Li (*Chairman*)  
Mr. Wen Guangwei  
Mr. Chiang Bun

### COMPANY SECRETARY

Mr. Cheng Sik Kong

### TRADING OF SHARES

Hong Kong Stock Exchange  
(Stock Code: 1102)

### REGISTERED OFFICE

Cricket Square, Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

## 董事會

### 執行董事

李森先生 (*主席及行政總裁*)  
周學生先生  
魏俊青先生

### 獨立非執行董事

文光偉先生  
蔣斌先生  
喬立博士

### 審核委員會

文光偉先生 (*主席*)  
蔣斌先生  
喬立博士

### 薪酬委員會

蔣斌先生 (*主席*)  
文光偉先生  
喬立博士

### 提名委員會

喬立博士 (*主席*)  
文光偉先生  
蔣斌先生

### 公司秘書

鄭錫光先生

### 股份買賣

香港聯交所 (股份代號: 1102)

### 註冊辦事處

Cricket Square, Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

# Corporate Information 公司資料

## HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 1603-5, 16th Floor  
Harcourt House  
39 Gloucester Road  
Wanchai, Hong Kong

## PRINCIPAL BANKERS

Bank of Communications Co., Ltd.,  
Hong Kong Branch  
China CITIC Bank International Limited  
Yingkou Coastal Bank Co., Ltd.  
Agricultural Bank of China Limited

## AUDITOR

PricewaterhouseCoopers  
*Certified Public Accountants*

## PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

SMP Partners (Cayman) Limited  
3rd Floor, Royal Bank House  
24 Shedden Road  
George Town  
Grand Cayman KY1-1110  
Cayman Islands

## HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

## COMPANY WEBSITE

<http://www.enviro-energy.com.hk>

## 總辦事處及香港主要營業地點

香港灣仔  
告士打道39號  
夏慤大廈  
16樓1603-5室

## 主要往來銀行

交通銀行股份有限公司香港分行  
中信銀行(國際)有限公司  
營口沿海銀行股份有限公司  
中國農業銀行股份有限公司

## 核數師

羅兵咸永道會計師事務所  
*執業會計師*

## 主要股份過戶登記處

SMP Partners (Cayman) Limited  
3rd Floor, Royal Bank House  
24 Shedden Road  
George Town  
Grand Cayman KY1-1110  
Cayman Islands

## 香港股份過戶登記分處

卓佳登捷時有限公司  
香港  
皇后大道東183號  
合和中心22樓

## 公司網站

<http://www.enviro-energy.com.hk>

# Chairman's Statement

## 主席報告

On behalf of the Board, I hereby present to the shareholders the results of the Group for the year ended 31 December 2017.

### RESULTS

On 30 October 2017, the Group disposed the entire equity interest of Aces Diamond and its subsidiaries to an independent third party for a consideration of HK\$1. Aces Diamond is the intermediate holding company of the GM, which holds a mining permit for a marble site covering approximate 33 hectares at Selenrang, Bontoa, Maros Regency in South-western Sulawesi, Indonesia. The mining properties were fully impaired during the year end 31 December 2016. Following the disposal of Aces Diamond Holding Limited, the Board decided to discontinue the operation of natural resources and energy related business and information technology and related business in December 2017.

As a result of the change of new management team, who possesses extensive trading experience and business network in South China region, a new segment of business in trading of building materials was started in Shenzhen in the fourth quarter of 2017 and recorded revenue of approximately HK\$49,587,000.

For the year ended 31 December 2017, the Group recorded a consolidated revenue from its continuing operations of approximately HK\$54,531,000, increased by over 5 times from the previous year (2016: HK\$8,457,000). Loss attributable to owners of the Company from continuing operations was approximately HK\$50,855,000 (2016: HK\$19,241,000) and basic loss per share of HK0.65 cent (2016: HK0.27 cent). The increase in the Group's loss from continuing operations for the year was mainly due to the adverse change in fair value on investment properties and increase in finance cost.

### PROSPECTS

It is the intention of the management to step up its effort to improve the financial performance of the existing businesses of the Group and to explore investment opportunities in the properties investment, investment holding and trading of building materials segments or other new segments with good prospects with the view to bring substantial value to the shareholders of the Company.

本人謹代表董事會向股東提呈本集團截至二零一七年十二月三十一日止年度之業績。

### 業績

於二零一七年十月三十日，本集團出售Aces Diamond及其附屬公司之全部股本權益予一名獨立第三方，代價為1港元。Aces Diamond為GM之中間控股公司，該公司持有位於印尼蘇拉威西島西南部地區的Maros市Bontoa的Selenrang中約33公頃大理石礦場之礦產開採許可證。該採礦物業於截至二零一六年十二月三十一日止年度已全數減值。於出售Aces Diamond Holding Limited後，董事會決定於二零一七年十二月終止經營天然資源及能源相關業務以及資訊科技及相關業務。

由於新管理層團隊變動，管理層具備於華南地區的豐富貿易經驗及業務網絡，故本公司於二零一七年第四季度於深圳新設建築材料貿易分部，並錄得收益約49,587,000港元。

截至二零一七年十二月三十一日止年度，本集團錄得持續經營業務之綜合收益為約54,531,000港元，較去年增加超過五倍（二零一六年：8,457,000港元）。持續經營業務之本公司擁有人應佔虧損為約50,855,000港元（二零一六年：19,241,000港元），每股基本虧損為0.65港仙（二零一六年：0.27港仙）。本集團來自持續經營業務之虧損增加乃主要由於投資物業公允價值的不利變動及融資成本增加。

### 前景

管理層有意加大力度改善本集團現有業務之財務表現，並於物業投資、投資控股及建築材料貿易分部或其他具備良好前景之新分部發掘投資機會，藉此為本公司股東帶來重大價值。

# Chairman's Statement 主席報告

## APPRECIATION

I would like to take this opportunity to thank all shareholders, investors, bankers, business associates and customers for their continuing support to the Group, my fellow directors for their valuable services and all staff members for their hard work during the past year.

**Li Sen**  
*Chairman*

Hong Kong, 31 March 2018

## 致謝

對於全體股東、投資者、銀行家、業務夥伴及客戶堅定不移地支持本集團，本人謹藉此機會向彼等表示誠摯謝意。本人衷心感謝各位董事作出的貢獻及對於全體員工於過去一年的努力，本人深表謝意。

**李森**  
*主席*

香港，二零一八年三月三十一日

# Management Discussion and Analysis

## 管理層討論及分析

### BUSINESS REVIEW

As referred to the Company's announcement published on 15 September 2017, Mr. Li Sen ("Mr. Li") had acquired of 2,207,485,423 shares of the Company, representing approximately 29.28% of the entire issued share capital of the Company on 15 September 2017 and became a substantial shareholder, Executive Director of the Company and chairman of the Board. On 23 January 2018, Mr. Li has been appointed as the chief executive officer of the Company. Since Mr. Li possesses substantial knowledge and experience in the properties investment and property management in the PRC, it provides more opportunities to explore and diversify the Group's business scope to properties investment and development in future.

On 31 October 2017, the Company entered into a deed of assignment with Arizona Global Limited (the "Assignee") to assign all the debts due to the Company by Aces Diamond Holdings Limited (the "Aces Diamond") (a wholly owned subsidiary of the company) and its subsidiaries (collectively the "Disposed Group") to the Assignee. On the same day, all the shares of Aces Diamond were disposed to the Assignee for a consideration of HKD\$1.00. The Disposed Group holds a mining permit (the "Mining Permit") for a marble site covering approximately 33 hectares at Selenrang, Bontoa, Maros Regency (the "Maros Marble Project") in southwestern Sulawesi, Indonesia (the "GM Quarry"). The Mining Permit expired on 22 January 2017. Accordingly, full impairment on the Group's mining properties in relation to the Maros Marble Project with carrying value of approximately HK\$78,747,000 was provided in 2016 and the results of the Disposed Group were deconsolidated from the Group's financial statements since the respective dates of transfer of control. The deconsolidation of the disposed group incurred a loss of approximately HK\$43,182,000. For further details relating to the disposal, please refer to the note 29 of the consolidated financial statements.

The Group carried out the trading of information technology related products in the People's Republic of China (the "PRC") through its indirect wholly owned subsidiary, Enviro Energy Information Technology Limited. During the year under review, due to keen competition, the performance of the segment in information technology and its related business was dropped dramatically and terminated eventually. There was no revenue incurred in 2017 (2016: HK\$14,168,000).

### 業務回顧

誠如本公司於二零一七年九月十五日刊發之公佈所述，李森先生（「李先生」）收購本公司之2,207,485,423股股份（相當於本公司於二零一七年九月十五日全部已發行股本之約29.28%）並成為本公司之主要股東、執行董事及董事會主席。於二零一八年一月二十三日，李先生已獲委任為本公司之行政總裁。由於李先生具備中國物業投資及物業管理之豐富知識及經驗，故此為本集團提供更多機會於未來探索及令其業務範圍多元化至物業投資及發展領域。

於二零一七年十月三十一日，本公司與Arizona Global Limited（「受讓方」）訂立一份轉讓契據，以向受讓方轉讓由Aces Diamond Holdings Limited（「Aces Diamond」，本公司全資附屬公司）及其附屬公司（統稱「已出售集團」）應付予本公司的所有債項。同日，Aces Diamond的所有股份已按代價1.00港元出售予受讓方。已出售集團持有位於印尼蘇拉威西島西南部地區的Maros市Bontoa的Selenrang中約33公頃大理石礦場（「GM採石場」）（「Maros大理石項目」）之礦產開採許可證（「礦產開採許可證」）。礦產開採許可證已於二零一七年一月二十二日屆滿。因此，本公司已於二零一六年就本集團於Maros大理石項目之賬面值約78,747,000港元之採礦物業作出全面減值撥備及已出售集團業績自轉讓控制權各日起不再綜合入賬於本集團的財務報表。不再綜合入賬已出售集團所產生的虧損為約43,182,000港元。有關出售事項之進一步詳情，請參閱綜合財務報表附註29。

本集團透過其間接全資附屬公司環能資訊科技有限公司於中華人民共和國（「中國」）從事相關資訊科技產品的貿易。於回顧年度，由於競爭激烈，資訊科技分部的業績及其相關業務大幅下滑並最終終止營業。於二零一七年，並無產生收益（二零一六年：14,168,000港元）。



# Management Discussion and Analysis

## 管理層討論及分析

On 7 November 2017, 1,507,900,000 ordinary shares, representing approximately 16.67% of the issued share capital of the Company immediately after completion of the subscription, were issued at the subscription price of HK\$0.13 per share by way of placement. The Board considered that the subscription of new shares could broaden the share capital base of the Company which would be in the interests of the Company and the shareholders as a whole.

### REVIEW BY BUSINESS SEGMENTS OF CONTINUING OPERATIONS

#### Properties investment

The Group's investment properties comprising 40 commercial units situated in Yingkou City, Liaoning Province, the PRC, with gross floor area approximately 14,182 square meters. In September 2017, 13 commercial units have been contracted to dispose to two unrelated parties for total consideration of RMB29,326,000. In January 2018, 4 commercial units have been contracted to dispose to other two unrelated parties for total consideration of RMB13,139,000. All of these disposal transactions have not yet completed as of the date of this report.

At present, the Group's investment properties comprise the fourth floor and the fifth floor of a building situated in Dalian City, Liaoning Province, the PRC with total floor area approximately 2,843 square meters are vacant and the Group intends to lease out these properties for rental income.

The Group also owns a piece of land of gross area of approximately 4,320 square meters together with a twelve-floor property erected thereon with gross construction area of approximately 17,800 square meters. This property is situated in Yingkou City, Liaoning Province, the PRC and is currently being leased out for rental income.

The Group owns two parcels of land located at Bai Sha Wan, Bayuquan District of Yingkou City, Liaoning Province, the PRC with gross usage area of approximately 59,245 square meters. The Group intends to build commercial properties on these parcels of land and then lease out the properties for rental income.

於二零一七年十一月七日，1,507,900,000股普通股（相當於緊隨認購事項完成後本公司已發行股本約16.67%）透過配售方式按認購價每股0.13港元發行。董事會認為認購新股份可拓闊本公司之股本基礎，符合本公司及股東之整體利益。

### 持續經營業務分部回顧

#### 物業投資

本集團之投資物業由40個位於中國遼寧省營口市之商用單位組成，總樓面面積約為14,182平方米。於二零一七年九月，13個商用單位已訂約出售予兩名非關連人士，總代價為人民幣29,326,000元。於二零一八年一月，4個商用單位已訂約出售予另外兩名非關連人士，總代價為人民幣13,139,000元。所有該等出售交易於本報告日期尚未完成。

目前，本集團之投資物業包括位於中國遼寧省大連市一幢大樓之第四層及第五層，總樓面積約為2,843平方米。該等物業現時為空置，本集團擬出租該等物業以賺取租金收入。

本集團亦擁有一幅樓面面積約4,320平方米之地塊連同建於該地塊上樓高十二層、總建築面積約為17,800平方米之物業。該物業位於中國遼寧省營口市，現時已出租以賺取租金收入。

本集團擁有兩幅位於中國遼寧省營口市鮫魚圈區白沙灣之地塊，總使用面積約為59,245平方米。本集團擬於該等地塊上興建商用物業，並隨後出租有關物業以賺取租金收入。

# Management Discussion and Analysis

## 管理層討論及分析

On 3 January 2017, an indirect wholly owned subsidiary of the Company acquired Yingkou Haida Property Service Company Limited (literal translation of the Chinese name) (“**Haida**”), a company established in the PRC, which owned a piece of land with gross usage area of approximately 5,000 square metres and two blocks of buildings with total floor area of approximately 5,022 square meters. The Group intends to refurbish these properties and then lease out for rental income.

During the year ended 31 December 2017, the operation’s rental income amounted to approximately HK\$3,967,000 (2016: HK\$1,022,000). The properties investment segment recorded valuation losses of approximately HK\$20,866,000 (2016 gains: HK\$2,182,000) on its investment properties, as a whole, the operation recorded a loss of HK\$21,932,000 for the year (2016 profit: HK\$1,675,000).

### Investment holding

On 7 April 2017, the Group subscribed for a bond issued by Huajun Holdings Limited (stock code: 377) (“**Huajun**”) at a consideration of HK\$30,000,000. The principal activities of Huajun include printing, trading and logistics, property development and investments, solar photovoltaic and financial Services. The carrying amount of this held-to-maturity investment represented approximately 4.0% of the Group’s total assets. This held-to-maturity investment is unsecured, interest bearing and repayable within one year. The Group has redeemed the bond early on 27 October 2017. During the year, the Group recorded the bond interest income of HK\$977,000. (2016: nil).

On 29 December 2017, the Group disposed its investment in Class A Shares of China Huacai Finance Equity Investment Fund SP, a fund with an objective to achieve capital appreciation through investing listed securities in Hong Kong, Mainland China and Taiwan held under available-for-sales investments for a consideration of HK\$108,000,000 and generated a gain of HK\$8,000,000.

於二零一七年一月三日，本公司間接全資附屬公司收購營口海達物業服務有限公司（「**海達**」）。該公司為一家於中國成立之公司，持有一幅總使用面積約為5,000平方米之地塊及兩幢總樓面面積約5,022平方米之樓宇，本集團擬翻新該等物業後出租以賺取租金收入。

截至二零一七年十二月三十一日止年度，該業務之租金收入約為3,967,000港元（二零一六年：1,022,000港元）。物業投資分部就其投資物業錄得估值虧損約為20,866,000港元（二零一六年收益：2,182,000港元），整體而言，此項業務於本年度錄得虧損21,932,000港元（二零一六年溢利：1,675,000港元）。

### 投資控股

於二零一七年四月七日，本集團認購由華君控股有限公司（股份代號：377）（「**華君**」）發行之債券，代價為30,000,000港元。華君之主要業務包括印刷、貿易及物流、物業開發及投資、太陽能光伏及金融服務。此項持至到期投資之賬面值佔本集團資產總值約4.0%。是項持至到期投資為無抵押、計息及須於一年內償還。本集團已於二零一七年十月二十七日提前贖回有關債券。年內，本集團錄得債券利息收入977,000港元（二零一六年：無）。

於二零一七年十二月二十九日，本集團出售其根據可供出售投資持有之中國華財金融股權投資基金（為透過投資於香港、中國內地及台灣之上市證券獲得資本增值為目的的基金）的A類股份投資，代價為108,000,000港元，並產生收益8,000,000港元。

# Management Discussion and Analysis

## 管理層討論及分析

### Trading of building materials

In order to widen the sources of income and improve operating profit, the Group engages in the building materials trading business in 2017 through its indirect wholly owned subsidiary, Qianhai Shitong Supply Chain (Shenzhen) Company Limited (literal translation of the Chinese name) (“**Qianhai Shitong**”). The Board considered that this new business can broaden revenue base of the Group which would be in the interests of the Company and the shareholders as a whole.

During the year, the trading of building materials segment contributed a revenue of approximately HK\$49,587,000, representing a 90.9% of total revenue from continuing operation. The segment contributed a gross profit of approximately HK\$2,894,000, representing a 38.4% of total gross profit from continuing operation in 2017.

### BUSINESS PROSPECTS

On 14 March 2018, Enviro Energy Finance (BVI) Limited, a wholly-owned subsidiary of the Company, has acquired the entire issued share capital of Quick Master Company Limited (the “**Target Company**”). The Target Company holds a money lenders licence under the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong). The Board considers that the acquisition provides a prime opportunity to diversify the Group’s business scope, broaden the Group’s sources of income and achieve better return to the shareholders of the Company. The Board is of the view that the acquisition would be in the interests of the Group and the shareholders as a whole.

It is the intention of the management to step up its effort to improve the financial performance of the existing businesses of the Group and to explore investment opportunities in the properties investment, investment holding and trading of building materials segments or other new segments with good prospects with the view to bring substantial value to the shareholders of the Company.

### 建築材料貿易

為擴大收入來源及增加營運溢利，本集團於二零一七年透過其間接全資附屬公司前海世通供應鏈（深圳）有限公司（「**前海世通**」）從事建築材料貿易業務。董事會認為新業務可擴大本集團之收益基礎，並將符合本公司及股東之整體利益。

年內，建築材料貿易分部錄得收益約49,587,000港元（相當於持續經營業務總收益之90.9%）。二零一七年，該分部貢獻毛利約2,894,000港元，相當於持續經營業務總毛利之38.4%。

### 業務前景

於二零一八年三月十四日，本公司的全資附屬公司Enviro Energy Finance (BVI) Limited已收購萬事捷有限公司（「**目標公司**」）的全部已發行股本。目標公司根據香港法例第163章放債人條例持有放債人牌照。董事會認為，收購事項為本集團提供良好機會，令本集團的業務範疇得以多元化發展、擴闊本集團的收入來源，以及為本公司股東帶來更佳回報。董事會認為，收購事項符合本集團及股東的整體利益。

管理層有意加大力度改善本集團現有業務之財務表現，並於物業投資、投資控股及建築材料貿易分部或其他具備良好前景之新分部發掘投資機會，藉此為本公司股東帶來重大價值。

# Management Discussion and Analysis

## 管理層討論及分析

### FINANCIAL REVIEW

#### Overall Results

For the year ended 31 December 2017, the Group recorded a consolidated revenue of approximately HK\$54,531,000 (2016: HK\$8,457,000) from its continuing operations, representing an increase by over five times when compared with the year of 2016. The increase in revenue was mainly attributable to the start up of trading of building materials in 2017.

The Group's gross profit from its continuing operations for the year ended 31 December 2017 was approximately HK\$7,537,000 (2016: HK\$8,411,000) with an average gross profit margin of 13.8% (2016: 99.5%), which resulted in a decrease of approximately HK\$874,000, representing a decrease of approximately 10.4 % when compared with the year of 2016.

The loss from continuing operations was approximately HK\$50,855,000 in the year ended 31 December 2017 (2016: HK\$19,241,000). The increase in the net loss by approximately HK\$31,614,000 was mainly attributable to the decrease in fair value on investment properties, increase in administrative and operating expenses and increase in finance cost during the year under review.

Loss from the discontinued operation was approximately HK\$43,045,000 for the year ended 31 December 2017 (2016: HK\$67,923,000).

As a result, the overall net loss attributable to owners of the Company for the year ended 31 December 2017 was approximately HK\$93,900,000 (2016: HK\$34,849,000), representing an increase of losses by approximately HK\$59,051,000 when compared with the year of 2016.

### 財務回顧

#### 整體業績

截至二零一七年十二月三十一日止年度，本集團錄得持續經營業務之綜合收益為約54,531,000港元（二零一六年：8,457,000港元），較二零一六年增加超過五倍。收益增加乃主要由於二零一七年開始從事建築材料貿易。

截至二零一七年十二月三十一日止年度，本集團持續經營業務之毛利為約7,537,000港元（二零一六年：8,411,000港元），平均毛利率為13.8%（二零一六年：99.5%），導致減少約874,000港元，較二零一六年減少約10.4%。

截至二零一七年十二月三十一日止年度，持續經營業務虧損額約為50,855,000港元（二零一六年：19,241,000港元）。虧損淨額增加約31,614,000港元乃主要由於回顧年度內，投資物業公允價值的減少、行政及經營開支的增加以及融資成本的增加所致。

截至二零一七年十二月三十一日止年度，已終止經營業務虧損為約43,045,000港元（二零一六年：67,923,000港元）。

因此，本公司擁有人應佔截至二零一七年十二月三十一日止年度虧損淨額合共約為93,900,000港元（二零一六年：34,849,000港元），較二零一六年虧損增加約59,051,000港元。

# Management Discussion and Analysis

## 管理層討論及分析

### Other Comprehensive Loss

During the year ended 31 December 2017, exchange gains mainly arose from the exchange translation of the properties investment operation in the PRC totalling approximately HK\$19,058,000 (2016 exchange loss: HK\$7,234,000) as Renminbi appreciated by approximately 7.5% against Hong Kong Dollar during the year.

### Liquidity, Financial Resources and Capital Structure

At 31 December 2017, other than the assets classified as held of sale, the Group had current assets of HK\$578,441,000 (2016: HK\$157,275,000) comprising prepayments for purchases of RMB192,230,000 (equivalent to approximately HK\$230,676,000) (2016: HK\$87,276,000) and bank balances and cash of HK\$154,140,000 (2016: HK\$20,609,000). The Group's current ratio, calculated based on current assets of HK\$619,648,000 (2016: HK\$157,275,000) over current liabilities of HK\$557,169,000 (2016: HK\$209,798,000), was about 1.11 at the year end (2016: 0.75). At the year end, the Group's current liabilities increased by 175% to HK\$577,169,000 over last year (2016: HK\$209,798,000) and the increase was primarily due to new bank borrowings of HK\$248,716,000 raised during the year. At 31 December 2017, the bank borrowings were secured, denominated in Renminbi, bore interest of fixed rate and were due within one year. Subsequent to 31 December 2017, the prepayments for purchases of RMB192,230,000 (equivalent to approximately HK\$230,676,000) were refunded, a bank borrowing of RMB117,000,000 (equivalent to approximately HK\$140,400,000) was repaid and another bank borrowing of RMB92,000,000 (equivalent to approximately HK\$110,400,000) was renewed for one year to January 2019.

On 16 March 2017, the Group obtained a loan facility of HK\$100,000,000 from a licensed money lender in Hong Kong. The facility is available for drawdown during the period from 16 March 2017 to 30 September 2018. Up to the date of this annual report, no draw down was made.

### 其他全面虧損

截至二零一七年十二月三十一日止年度，由於年內人民幣兌港元升值約7.5%，令換算中國之物業投資業務產生匯兌收益合共約為19,058,000港元（二零一六年匯兌虧損：7,234,000港元）。

### 流動資金、財務資源及資本架構

於二零一七年十二月三十一日，除分類為持作出售之資產外，本集團之流動資產為578,441,000港元（二零一六年：157,275,000港元），包括採購預付款項人民幣192,230,000元（相當於約230,676,000港元）（二零一六：87,276,000港元）及銀行結餘及現金154,140,000港元（二零一六年：20,609,000港元）。本集團於年末之流動比率約1.11（二零一六年：0.75），乃按流動資產619,648,000港元（二零一六年：157,275,000港元）除以流動負債557,169,000港元（二零一六年：209,798,000港元）計算。於年末，本集團之流動負債較去年增加175%至577,169,000港元（二零一六年：209,798,000港元），增幅主要由於年內籌得之新銀行貸款248,716,000港元所致。於二零一七年十二月三十一日，銀行貸款乃有抵押，以人民幣計值，按固定利率計息，並須於一年內償還。於二零一七年十二月三十一日後，採購預付款項人民幣192,230,000元（相當於約230,676,000港元）已獲退還，一筆銀行貸款人民幣117,000,000元（相當於約140,400,000港元）已償還及另一筆銀行貸款人民幣92,000,000元（相當於約110,400,000港元）已獲重續一年至二零一九年一月。

於二零一七年三月十六日，本集團從一名香港持牌放債人取得貸款融資100,000,000港元。有關融資可於二零一七年三月十六日至二零一八年九月三十日期間提取。截至本公佈日期，並無提取任何貸款。

# Management Discussion and Analysis

## 管理層討論及分析

On 7 November 2017, 1,507,900,000 ordinary shares, representing approximately 16.67% of the issued share capital of the Company immediately after completion of the subscription, were issued at the subscription price of HK\$0.13 per share by way of placement. The net proceeds received by the Company from the placement were approximately HK\$196,027,000, with HK\$3,770,000 was credited to the share capital account and the balance of HK\$192,257,000 was credited to the share premium account. At the year end, the equity attributable to owners of the Company amounted to HK\$603,238,000 (2016: HK\$434,142,000).

As at 31 December 2017, the debt to equity ratio and net debt to equity ratio of the Group, which calculated by dividing total interest-bearing debt by total equity and dividing total interest-bearing debt less bank balances and cash by total equity, were approximately 82% (2016: 42%) and 56% (2016: 37%) respectively.

With the amount of liquid assets on hand and unutilised loan facility, the management is of the view that the Group has sufficient financial resources to meet its ongoing operational requirements.

### Charge on Group Assets

As at 31 December 2017, the investment properties of the Group with carrying amount of approximately HK\$424,380,000 (2016: HK\$217,620,000) were pledged to secure certain bank borrowings.

### Foreign Exchange Exposure

During the year ended 31 December 2017, the Group mainly earned revenue and incurred costs in Hong Kong Dollar, Renminbi and United States dollar and no hedging measures had been undertaken. The management will continue to monitor closely the Group's foreign exchange risks by entering into forward contracts and utilising applicable derivatives to hedge out foreign exchange risks when considers appropriate.

### Capital Commitments

As at 31 December 2017, the Group did not have any capital commitments (2016: nil).

### Contingent Liabilities

As at 31 December 2017, the Group did not have any contingent liabilities (2016: nil).

於二零一七年十一月七日，1,507,900,000股普通股（相當於緊隨認購事項完成後本公司已發行股本約16.67%）透過配售方式按認購價每股0.13港元發行。本公司自配售收到之所得款項淨額約為196,027,000港元，其中3,770,000港元計入股本賬，其餘192,257,000港元計入股份溢價賬。於年末，本公司擁有人應佔權益為603,238,000港元（二零一六年：434,142,000港元）。

於二零一七年十二月三十一日，本集團的負債權益比率及淨負債權益比率（按計息負債總額除以權益總額以及按計息負債總額減銀行結餘及現金除以權益總額計算）分別約為82%（二零一六年：42%）及56%（二零一六年：37%）。

憑藉手頭之流動資產金額及未動用之貸款融資，管理層認為本集團有充足財務資源以應付其持續經營需求。

### 集團資產抵押

於二零一七年十二月三十一日，本集團賬面值約424,380,000港元（二零一六年：217,620,000港元）的投資物業已予抵押作為若干銀行貸款的擔保。

### 外匯風險

截至二零一七年十二月三十一日止年度，本集團賺取的收入及產生的費用主要以港元、人民幣及美元列值，且並無採取對沖措施。管理層將繼續密切監察本集團之外匯風險，並在適當時候透過訂立遠期合約及利用適當之衍生工具對沖外匯風險。

### 資本承擔

於二零一七年十二月三十一日，本集團並無任何資本承擔（二零一六年：無）。

### 或然負債

於二零一七年十二月三十一日，本集團並無任何或然負債（二零一六年：無）。

# Management Discussion and Analysis

## 管理層討論及分析

### EMPLOYEES INFORMATION

As at 31 December 2017, the Group had 12 full-time employees (2016: 21) working in Hong Kong and Mainland China. The Group remunerates its employees based on their competence, performance and experience and prevailing market terms. Other benefits, such as medical and retirement benefits and training programs, are also provided.

### RISK FACTORS

The Group has identified and is facing a number of significant risks during 2017. Some of these risks are ongoing factors which the industry has to cope with in medium to long term. Other risk factors are specific to the Group.

#### 1. Economic Risk

The global economic conditions and the state of international financial and investment markets, including the economy, financial and investment markets of the United States, Mainland China and Hong Kong, of which the Group has no control, have significant influences on the business and financial performance of the Group. The management policy to mitigate this risk is to diversify the Group's business and to diversify its investments (where possible) within the same business.

#### 2. Market Risk

The Group's trading business of building materials is operating in a competitive environment that puts pressure on the revenue and profitability of this business. The management policy to mitigate this risk is to continue to put effort in enlarging the market share and enhancing the market competitiveness of this business by various means.

#### 3. Environmental Risk

The Group is constantly exposed to inherent risks such as pollution, mechanical breakdown of machinery, adverse weather conditions, fire or other calamity. During the period of refurbishment of investment properties and development of other properties, the Group would expose to potential risks such as pollution, adverse weather conditions or fire etc. Any of these factors may cause disruptions to the Group's operations. The Group may also be liable for compensation payable as a result of these unpredictable events which may adversely affect its financial performance.

### 僱員資料

於二零一七年十二月三十一日，本集團於香港及中國內地共聘用12名全職僱員（二零一六年：21名）。本集團根據僱員能力、表現及經驗以及現行市場條款發放薪酬予其僱員。另亦會提供其他福利，包括醫療及退休福利以及培訓計劃。

### 風險因素

於二零一七年期間，本集團已識別且一直面臨數項重大風險。其中若干風險因素為業界中長期需要面對的風險。其他風險因素則為本集團承受之特定風險。

#### 1. 經濟風險

環球經濟狀況及國際金融和投資市場（包括美國、中國內地及香港之經濟、金融及投資市場）之狀況並非本集團所能控制，且對本集團之業務及財務表現有重大影響。本集團舒緩此風險的管理政策為分散本集團之業務及在可能情況下分散其於相同業務之投資。

#### 2. 市場風險

本集團建築材料貿易業務的營運環境充滿競爭，導致該業務的收入及盈利能力備受壓力。本集團舒緩此風險的管理政策為繼續努力透過各種方法擴大該業務的市場份額及提高其市場競爭力。

#### 3. 環境風險

本集團經常承受污染、機械設備故障、惡劣天氣狀況、火災或其他災難等固有風險。於翻新投資物業及發展其他物業期間，本集團將面臨污染、惡劣天氣狀況或火災等潛在風險。任何該等因素均可能干擾本集團業務。本集團亦可能因該等未能預計事件賠償支付款項，故此可能對其財務表現產生不利影響。

# Management Discussion and Analysis

## 管理層討論及分析

### 4. Customer Risk

The Group has been relied on a small number of customers in its trading business. This has been limiting the Group's bargaining power on credit terms and discount rate. The Group may not be able to significantly expand its customer base in the short term which may adversely affect its financial performance.

### 5. Financial Risk

The Group is exposed to financial risks relating to foreign currency, interest rate, equity price, liquidity and credit risk in its ordinary course of business. For further details of such risks and relevant management policies, please refer to note 6 to the consolidated financial statements for details.

## COMPLIANCE WITH THE RELEVANT LAWS AND REGULATIONS

As far as the Board and management are aware, the Group has complied in material respects with the relevant laws and regulations that have a significant impact on the business and operation of the Group. During the year, there was no material breach of or non-compliance with the applicable laws and regulations by the Group.

## RELATIONSHIP WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

The Group understands the importance of maintaining a good relationship with its employees, customers and suppliers to meet its immediate and long-term business goals. During the year ended 31 December 2017, there were no significant dispute between the Group and its employees, customers and suppliers.

## ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group is committed to the long term sustainability of the environment and communities in which it operates. In order to reduce the degree of environmental damage when developing the Group's business, the Group strictly complies with the local laws, rules and guidance in relation to environmental protection.

### 4. 客戶風險

本集團於貿易業務方面一直依賴少數客戶，令本集團有關信貸條款及貼現率的議價能力受到限制。本集團可能無法於短期內大幅拓闊客戶群，或會對本集團的財務表現造成不利影響。

### 5. 財務風險

本集團於日常業務過程中面臨與外幣、利率、股權價格、流動資金及信貸風險有關的財務風險。該等風險及相關管理政策的進一步詳情，請參閱綜合財務報表附註6。

## 遵守相關法律及法規

就董事會及管理層所知，本集團已於各重要方面遵守對本集團業務及經營產生重大影響之相關法律及法規。年內，本集團概無嚴重違反或不遵守適用法律及法規。

## 與僱員、客戶及供應商之關係

本集團瞭解與其僱員、客戶及供應商保持良好關係對達到其短期及長期目標之重要性。於截至二零一七年十二月三十一日止年度，本集團與其僱員、客戶及供應商之間概無重大糾紛。

## 環境政策及表現

本集團致力於其經營所處的環境及社區之長期可持續性。為發展本集團業務時降低對環境的損害程度，本集團嚴格遵守有關環境保護的地方法律、規則及指引。



# Management Discussion and Analysis

## 管理層討論及分析

### QUALIFIED OPINION ON THE FINANCIAL STATEMENT OF THE GROUP

The auditor of the Company, PricewaterhouseCoopers (“**PwC**”) issued a qualified opinion on prepayments for purchases of HK\$230,676,000 to certain materials suppliers as at 31 December 2017, including payments of RMB75,230,000 (equivalent to approximately HK\$90,276,000) and payments of RMB117,000,000 (equivalent to approximately HK\$140,400,000) for alleged purchases of construction materials and aluminum materials, respectively. Details of the prepayments and reasons for the audit qualification are presented in the Independent Auditors Report.

### Background of the prepayment in respect of the prepayment A

The Group intended to refurbish the properties (“**Properties**”) owned by the Group situated in Baoyuquan district, Yingkou city, Liaoning province, which consist 40 retail shops with the gross floor area of approximately 14,182 square meters (“**Refurbishment Project**”) with a view to increase the rental yield of the Properties. As such, the Group decided to engage a third party to procure construction materials. An indirect wholly owned subsidiary of the Company (“**Subsidiary A**”) entered into a procurement agreement (“**Procurement Agreement A**”) with a supplier (“**Supplier A**”) for purchase of construction material amounted to RMB93,000,000.

Prepayment amounted to RMB79,000,000 was made by Subsidiary A to the Supplier A in accordance with the Procurement Agreement A (“**Prepayment A**”).

Due to a change in the then market conditions and a change in business plan of the Group, the Group decided to suspend the Refurbishment Project and to dispose some of the Properties. The Group subsequently entered into sale and purchase agreements to sell 13 retail shops and 4 retail shops within the Properties in September 2017 and January 2018, respectively.

Upon Subsidiary A’s demand, Supplier A made a partial refund of the Prepayment A in the sum of RMB1,500,000 to Subsidiary A. After further negotiation with Supplier A, Subsidiary A and the Supplier A entered into a supplemental agreement in relation to the suspension of the Refurbishment Project which specified the Group’s right of refund of the Prepayment A.

### 本集團財務報表之保留意見

本公司核數師羅兵咸永道會計師事務所（「**羅兵咸**」）就於二零一七年十二月三十一日應付若干材料供應商之採購預付款項230,676,000港元（包括就聲稱購買建築材料及鋁材之付款分別為人民幣75,230,000元（相當於約90,276,000港元）及人民幣117,000,000元（相當於約140,400,000港元））出具保留意見。預付款項詳情及審核保留意見之理由均呈列於獨立核數師報告。

### 有關預付款項A的預付款項背景

本集團擬翻新本集團所擁有位於遼寧省營口市鮑魚圈區的物業（「**該等物業**」），以增加該等物業的租金收入，該等物業包括40間總樓面面積約為14,182平方米的零售店舖（「**翻新工程**」）。因此，本集團決定聘請第三方採購建築材料。本公司的間接全資附屬公司（「**附屬公司A**」）與一名供應商（「**供應商A**」）訂立採購協議（「**採購協議A**」）以購買建築材料，合約金額為人民幣93,000,000元。

附屬公司A已根據採購協議A向供應商A作出預付款項人民幣79,000,000元（「**預付款項A**」）。

由於當時市況變動及本集團業務計劃的變動，本集團決定暫停翻新工程並出售若干該等物業。本集團隨後訂立買賣協議，分別於二零一七年九月及二零一八年一月將該等物業的13間零售店舖及4間零售店舖出售。

根據附屬公司A的要求，供應商A向附屬公司A作出人民幣1,500,000元的預付款項A之部分退還款。經與供應商A進一步磋商後，附屬公司A與供應商A就暫停翻新工程訂立補充協議，確認本集團享有獲預付款項A之退還款的權利。

# Management Discussion and Analysis

## 管理層討論及分析

As the Refurbishment Project was subsequently suspended, Subsidiary A did not procure any construction material from Supplier A under the Procurement Agreement A. Therefore, the Group has never received any construction materials from the Supplier A.

At the request of Supplier A and as part of its financing arrangement, Subsidiary A, the Supplier A and a PRC company (“**Assignee A**”) entered into a tri-party agreement, pursuant to which the remaining balance of Prepayment A in the sum of RMB77,500,000 was assigned by Hailanggu to the Assignee A.

In September 2017, Assignee A paid a sum of RMB2,270,000 to Subsidiary A. Subsequent to the year end, Assignee A repaid the remaining prepayment amounted to RMB75,230,000 to Subsidiary A and as at 31 March 2018, the full amount of Prepayment A amounted to RMB79,000,000 was repaid back to the Group.

### Background of the prepayment in respect of the prepayment B

The Group commenced the building material trading business, which became one of the principal business activities of the Group during the year ended 31 December 2017. The trading of building material business was originally planned to be pursued in Northeast region of the PRC.

In order to develop such new business segment, an indirect wholly owned subsidiary of the Company (“**Subsidiary B**”) entered into a procurement agreement (“**Procurement Agreement B**”) with another supplier (“**Supplier B**”) for the purchase of aluminium materials amounted to RMB125,850,000.

Prepayment amounted to RMB117,000,000 was made by Subsidiary B to Supplier B in accordance with the Procurement Agreement B (“**Prepayment B**”).

On 15 September 2017, Mr. Suen Cho Hung, Paul (“**Mr. Suen**”) resigned from the positions of executive Director and Chairman of the Company and Mr. Li Sen (“**Mr. Li**”) has been appointed as the executive Director and Chairman of the Company on the same day.

由於翻新工程已隨後暫停，因此附屬公司A並未採購協議A自供應商A採購任何建築材料。因此，本集團從未收到任何來自供應商A的建築材料。

應供應商A之要求，及作為其融資安排的一部分，附屬公司A、供應商A與一間中國公司（「**受讓方A**」）訂立三方協議，據此，預付款項A的餘額人民幣77,500,000元由應供應商A轉讓給受讓方A。

於二零一七年九月，受讓方A已向附屬公司A支付款項人民幣2,270,000元。於年結日後，受讓方A已於二零一八年三月三十一日向附屬公司A償還所有餘下預付款項人民幣75,230,000元，預付款項A全額人民幣79,000,000元已悉數償還予本集團。

### 有關預付款項B的預付款項背景

本集團於截至二零一七年十二月三十一日止年度已開始從事建築材料貿易業務，作為本集團的主要業務活動之一。建築材料貿易業務原本計劃於中國東北地區進行。

為發展此新業務分部，一間間接全資附屬公司（「**附屬公司B**」）與另一名供應商（「**供應商B**」）訂立採購協議（「**採購協議B**」），以採購鋁材，合約金額為人民幣125,850,000元。

附屬公司B已根據採購協議B向供應商B作出預付款項人民幣117,000,000元（「**預付款項B**」）。

於二零一七年九月十五日，孫粗洪先生（「**孫先生**」）辭任本公司執行董事及主席，及李森先生（「**李先生**」）已於同日獲委任為本公司執行董事及主席。

# Management Discussion and Analysis

## 管理層討論及分析

Furthermore, there were also a few other changes relating to the board composition and senior management of the Company. Following the change of Chairman and board composition of the Group, the Board had carried out a review of its businesses. The Board decided to pursue the building material trading business of the Group in Shenzhen instead of Northeast region of the PRC because the Group could leverage Mr. Li's extensive business network in Shenzhen.

As there was a change in Chairman and composition of the Board shortly after the execution of the Procurement Agreement B, Procurement Agreement B was put on hold. The Group has never received any aluminium materials from the Supplier B. Subsequent to the year end, Supplier B made a full refund of the Prepayment B amounted to RMB117,000,000 to Subsidiary B.

### Company's response to the qualified opinion

In view of the qualified opinion of the auditors, the Group understands the importance of improving its internal control procedures in respect of making any prepayment to suppliers and record keeping to strengthen the Group's corporate governance and avoid similar audit qualification in the future.

The Group intends to enhance its internal control procedure in the following aspects :-

1. All material contracts, supported by detailed business plans and proposal, and the payment of any prepayment arising thereon, if any, shall be approved by the chief financial controller and the board of Directors;
2. The relevant subsidiaries shall conduct an assessment on suppliers from the various aspects, such as its credibility, qualification, supply timetable, prepayment requirement and etc. before entering into any contracts with suppliers. Such assessment shall be prepared in report format and presented to the Board for consideration;
3. Each members of the Group shall retain proper record in relation to business transactions; and
4. The Company shall conduct review of its internal control policies and to report to the board of Directors regularly.

The Group believes that with efforts made in the abovementioned areas, future requests from the auditors in this respect should be adequately addressed.

另外亦出現幾個與本公司董事會組成及高級管理層有關的其他重大變動。於本集團主席及董事會組成變動後，董事會已對本集團業務進行審核。由於本集團可利用李先生於深圳的廣泛業務網絡，董事會決定在深圳而非東北地區開展本集團建築材料貿易業務。

由於簽訂採購協議B後不久主席及董事會組成就發生變動，故採購協議B被擱置。本集團因此從未自供應商B獲得任何鋁材。於年結日後，供應商B已分三次向附屬公司B悉數退還預付款項B人民幣117,000,000元。

### 本公司對保留意見的回應

鑒於核數師的保留意見，本集團了解到完善有關向供應商作出任何預付款項及記錄的內部控制程序以加強本集團的公司治理及避免未來出現類似之審核保留意見的重要性。

本集團擬加強以下幾方面之內部控制程序：-

1. 有詳細業務計劃及建議支持的所有重大合約及其產生的所有預付款項之支付（如有）須經財務總監及董事會批准；
2. 於與供應商訂立任何合約前，有關附屬公司須對供應商進行若干方面之評估，如其信譽、資格、供應時間表、預付款要求等。有關評估須以報告形式進行並呈報董事會以供考慮；
3. 本集團各成員公司應就業務交易保留妥善記錄；及
4. 本公司應進行內部控制政策檢討並定期向董事會匯報。

本集團相信，倘作出以上努力，未來核數師就此提出的問題應可充分得以解決。

# Corporate Governance Report

## 企業管治報告

The Company is committed to attaining and maintaining a high standard of corporate governance, the principles of which are to uphold integrity, transparency and accountability in all aspects of business and to ensure that affairs are conducted in accordance with applicable laws and regulations. It is believed that good corporate governance is fundamental to the success of the Company and to the enhancement of shareholders' value.

### CORPORATE GOVERNANCE

The Company had complied with all the applicable code provisions (the "Code Provisions") of the Corporate Governance Code (the "CG Code") set out in Appendix 14 to the Listing Rules for the year ended 31 December 2017 except for the following deviation with reason as explained:

#### Code Provision E.1.2

Code provision E.1.2 stipulates that the Chairman of the Board should attend the annual general meeting of the Company (the "AGM").

#### Deviation

The Chairman of the Board was unable to attend the AGM for year 2017 as he had other important business engagement.

#### Code Provision A.2.1

According to the code provision A.2.1, the roles of the chairman and the chief executive should be separate and should not be performed by the same individual.

#### Deviation

On 23 January 2018, Mr. Li Sen was both the chairman of the Board and the chief executive officer of the Company. The Board considered that Mr. Li Sen has in-depth knowledge and experience in the properties investment related business in the PRC and therefore he is the most appropriate person to take up the two roles. Notwithstanding the above, the Board will review the current structure from time to time. At the appropriate time when candidate who possesses suitable leadership, knowledge, skills and experience can be identified within or outside the Group, the Company may make necessary arrangements.

本公司致力於達致及維持高水平之企業管治，以於業務所有方面強調健全性、透明度及問責性以及確保按照適用法例及法規進行事務為原則。本公司深信，良好企業管治乃本公司成功及提升股東價值之基本要素。

### 企業管治

截至二零一七年十二月三十一日止年度，本公司一直遵守上市規則附錄十四所載之企業管治守則（「企業管治守則」）之所有適用守則條文（「守則條文」），惟下列偏離事項除外，原因載列如下：

#### 守則條文第E.1.2條

守則條文第E.1.2條規定董事會主席應出席本公司之股東週年大會（「股東週年大會」）。

#### 偏離

董事會主席因有其他重要業務日程未能出席二零一七年股東週年大會。

#### 守則條文第A2.1條

根據守則條文第A2.1條，主席及行政總裁之角色應予分開，及不應由同一人士兼任。

#### 偏離

於二零一八年一月二十三日，李森先生為董事會主席兼本公司行政總裁。董事會認為李森先生對中國物業投資相關業務有深入知識及經驗，因此彼為擔任兩種角色的最適當人選。儘管有上文所述，董事會將不時檢討現有架構。本公司可於適當時候，即本集團內部或外部覓得具備合適領導能力、知識、技能及經驗之人選時作出必要的安排。

# Corporate Governance Report

## 企業管治報告

### MODEL CODE FOR SECURITIES TRANSACTIONS OF DIRECTORS

The Company has adopted its own code of conduct regarding directors' dealing in the Company's securities (the "Own Code") on terms no less exacting than the required standard set out in the Model Code for Securities Transactions by Directors of Listed Issuers. Specific enquiries have been made with the directors and they have confirmed their compliance with the Own Code during the year ended 31 December 2017.

### BOARD OF DIRECTORS

As at the date of this annual report, the Board comprises six directors, including three Executive Directors, namely Mr. Li Sen (Chairman and Chief Executive Officer (the "CEO")), Mr. Zhou Xuesheng and Mr. Wei Junqing and three Independent Non-executive Directors (the "INED(s)"), namely Mr. Wen Guangwei, Mr. Chiang Bun and Dr. Chaio Li. Biographical details of the directors are set out in the Directors and Senior Management Profile section on pages 33 to 36 of this annual report.

Mr. Lin Sen is a president of Shenzhen City Oriental Ginza Group Company Limited ("Oriental Ginza"). Mr. Zhou Xuesheng is a vice president of Oriental Ginza. Mr. Wei Junqing is the assistant president of Oriental Ginza.

To the best knowledge of the directors, save for the aforesaid, there is no other financial, business, family or other material/relevant relationships between the Chairman, CEO and among members of the Board.

### 董事進行證券交易的標準守則

本公司採納其自訂之有關董事買賣本公司證券之行為守則（「自訂守則」），其條款並不比上市發行人董事進行證券交易之標準守則所規定之標準寬鬆。已向董事作出特別查詢，而彼等確認彼等於截至二零一七年十二月三十一日止年度遵守自訂守則。

### 董事會

於本年報日期，董事會由六名董事組成，包括三名執行董事李森先生（主席及行政總裁（「行政總裁」）、周學生先生及魏俊青先生，以及三名獨立非執行董事（「獨立非執行董事」）文光偉先生、蔣斌先生及喬立博士。董事之簡歷詳情載於本年報第33至36頁之「董事及高級管理層簡介」一節內。

李森先生為深圳市東方銀座集團有限公司（「東方銀座」）之總裁。周學生先生為東方銀座之副總裁。魏俊青先生為東方銀座之助理總裁。

就董事所深知，除上文所述外，主席、行政總裁及董事會成員之間概無任何其他財務、業務、家屬或其他重要／相關關係。

# Corporate Governance Report

## 企業管治報告

The Board meets regularly and at least four times a year. The Board held four regular Board meetings during the year ended 31 December 2017. The attendance of individual directors at the regular Board meetings and general meetings during 2017 is set out in the following table:

董事會定期且每年最少舉行四次會議。董事會於截至二零一七年十二月三十一日止年度曾舉行四次例會。下表載列各董事於二零一七年舉行之董事會例會及股東大會之出席記錄：

		Number of attendance 出席次數	
		Board Meetings 董事會會議	General Meetings 股東大會
<b>Executive Directors</b>		<b>執行董事</b>	
Mr. Li Sen (appointed on 15 September 2017)	李森先生(於二零一七年九月十五日獲委任)	1/4	N/A 不適用
Mr. Zhou Xuesheng (appointed on 7 November 2017)	周學生先生(於二零一七年十一月七日獲委任)	1/4	N/A 不適用
Mr. Wei Junqing (appointed on 15 September 2017)	魏俊青先生(於二零一七年九月十五日獲委任)	1/4	N/A 不適用
Mr. Suen Cho Hung, Paul (resigned on 15 September 2017)	孫粗洪先生(於二零一七年九月十五日辭任)	3/4	0/1
Mr. Zhang Yuanqing (resigned on 23 January 2018)	張元清先生(於二零一八年一月二十三日辭任)	4/4	0/1
Mr. Pu Wei (appointed on 11 January 2017 and resigned on 11 November 2017)	浦巍先生(於二零一七年一月十一日獲委任及於二零一七年十一月十一日辭任)	3/4	0/1
Mr. Lai Ming Wai (resigned on 15 September 2017)	黎明偉先生(於二零一七年九月十五日辭任)	3/4	1/1
Mr. Zhu Lijia (resigned on 1 August 2017)	祝立家先生(於二零一七年八月一日辭任)	0/4	0/1
<b>Independent Non-executive Directors</b>		<b>獨立非執行董事</b>	
Mr. Chiang Bun	蔣斌先生	4/4	0/1
Mr. Wen Guangwei (appointed on 25 August 2017)	文光偉先生(於二零一七年八月二十五日獲委任)	3/4	N/A 不適用
Dr. Chiao Li (appointed on 23 January 2018)	喬立博士(於二零一八年一月二十三日獲委任)	N/A 不適用	N/A 不適用
Mr. David Tsoi (retired on 15 June 2017)	蔡大維先生(於二零一七年六月十五日退任)	1/4	1/1
Ms. Leung Pik Har, Christine (resigned on 23 January 2018)	梁碧霞女士(於二零一八年一月二十三日辭任)	4/4	0/1

# Corporate Governance Report

## 企業管治報告

During the year ended 31 December 2017, the directors also participated in the approval of routine and operational matters of the Company by way of written resolutions circulated to them together with supporting documents and briefings from the company secretary of the Company (the "Company Secretary"). The directors receive at least 14 days' prior written notice of a regular Board meeting and may propose matters for discussion to be included in the agenda. The agenda together with board papers are sent to the directors at least three days prior to a regular Board meeting.

The Board, led by the Chairman, approves and monitors the Group's business strategies and policies, strategic decisions and directions, annual budget, and other major corporate matters. Besides, the Board delegated the management team, led by the Co-CEOs, with the authority and responsibility for the daily operations and administration of the Group.

The Company Secretary is responsible to the Board for ensuring that Board procedures are followed. The Board is briefed on all legislative, regulatory and corporate governance developments and the Board has regard to them when making decisions. The Company Secretary, together with the Board, are also directly responsible for the Group's compliance with the continuing obligations of listed issuers under the Listing Rules, the Codes on Takeovers and Mergers and Share Repurchase, the Companies Ordinance, the SFO and other applicable laws, rules and regulations.

Throughout the year ended 31 December 2017, the Board at all times met the requirements of the Listing Rules relating to the appointment of at least three INEDs with at least one INED possessing appropriate professional qualifications or accounting or related financial management expertise. In addition, more than one-third of the composition of the Board consisted of INEDs, so there is strong element of independence in the Board to exercise independent judgment. The Company has received from each INED an annual written confirmation of his/her independence pursuant to Rule 3.13 of the Listing Rules. The Company considers that all of the INEDs have met the independence guidelines set out in Rule 3.13 of the Listing Rules and are independent in accordance with terms of the guidelines.

The Company has put in place appropriate insurance cover in respect of directors' liability.

於截至二零一七年十二月三十一日止年度，董事亦透過向彼等傳閱附有說明文件之書面決議案，及由本公司之公司秘書（「公司秘書」）作出簡報，參與審批本公司之日常及營運事宜。董事於董事會例會舉行最少十四日前接獲書面通知，並可提呈討論事項納入會議議程內。議程連同會議文件會於董事會例會舉行最少三日前送交各董事。

由主席領導之董事會批准及監察本集團之業務策略及政策、決策及方針、年度預算及其他重大企業事宜。此外，董事會賦予及委託由聯席行政總裁領導之管理層團隊權力及責任以管理本集團日常營運及行政事務。

公司秘書須向董事會負責，確保董事會程序獲得遵守。董事會獲一切有關法例、規管及企業管治之發展的簡報，並以之作為決策參考。公司秘書與董事會亦直接負責確保本集團遵守上市規則、公司收購、合併及股份購回守則、公司條例、證券及期貨條例及其他適用法律、法規及規例所規定上市發行人之持續責任。

於截至二零一七年十二月三十一日止年度，董事會一直符合上市規則有關委任最少三名獨立非執行董事且其中最少一名獨立非執行董事須具備適當專業資格或會計或相關財務管理專業知識之規定。此外，董事會超過三分之一成員為獨立非執行董事，故董事會具備高度獨立性，以作出獨立判斷。本公司已接獲各獨立非執行董事根據上市規則第3.13條呈交之獨立身份年度確認書。本公司認為，全體獨立非執行董事均已符合上市規則第3.13條所載獨立性指引，且根據該指引條款，彼等均為獨立人士。

本公司已就董事之責任投保合適之責任保險。

# Corporate Governance Report

## 企業管治報告

### CHAIRMAN AND CHIEF EXECUTIVE

Under the Code Provision A.2.1, the roles of chairman and chief executive officer (“CEO”) should be separate and should not be performed by the same individual. During the year ended 31 December 2017, the role of the chairman has been performed by Mr. Li and the role of the co-chief executive officer have been performed by Mr. Zhang Yuanqing (“Mr. Zhang”) and Mr. Pu Wei (“Mr. Pu”). The Code Provision A.2.1 of the CG Code has been complied with.

As at the date of this annual report, the position of the Chairman of the Board and the positions of CEO are held by Mr. Li.

### TERM OF APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The independent non-executive directors are appointed for a term of twelve months period and subject to retirement by rotation and re-election in accordance with the Articles of Association.

### DIRECTORS’ TRAINING AND PROFESSIONAL DEVELOPMENT

All directors must keep abreast of their collective responsibilities. Any newly appointed director would receive an induction package covering the Group’s businesses and the statutory regulatory obligations of a director of a listed company. All directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. Directors are continually updated on developments in statutory and regulatory regime and the business environment to facilitate the discharge of their responsibilities. The Company has provided timely technical updates, including the briefing on the amendments on the Listing Rules and the news released published by the Stock Exchange to the directors. Continuing briefings and professional development for directors are arranged where necessary.

### 主席及行政總裁

根據守則條文第A.2.1條，主席與行政總裁（「行政總裁」）的角色應有區分，並不應由一人同時兼任。於截至二零一七年十二月三十一日止年度，主席之職務由李先生履行，而本公司聯席行政總裁之職務則由張元清先生（「張先生」）及浦巍先生（「浦先生」）履行，因此已遵守企業管治守則之守則條文第A.2.1條之規定。

於本年報日期，董事會主席之職位及行政總裁一職均由李先生擔任。

### 委任獨立非執行董事的年期

獨立非執行董事的委任年期為十二個月，並須根據組織章程細則輪值告退及膺選連任。

### 董事培訓及專業發展

所有董事均須瞭解其集體職責。任何新獲委任之董事將收到一套就任資料文件（涵蓋本集團之業務及上市公司董事之法定監管責任）。本公司鼓勵所有董事參與持續專業發展，以提升及增進彼等之知識及技能。董事持續獲提供有關法規及監管制度及業務環境發展之最新資料，以協助彼等履行職責。本公司已適時向董事提供最新的技術性資料，包括上市規則修訂之簡報及聯交所致董事之新聞發佈。本公司於有需要時會為董事安排持續簡報及專業發展。



# Corporate Governance Report

## 企業管治報告

### COMPANY SECRETARY

Mr. Cheng Sik Kong was appointed as the Company Secretary on 15 September 2017.

In compliance with Rule 3.29 of the Listing Rules, Mr. Cheng Sik Kong had undertaken not less than 15 hours of relevant professional training during the year ended 31 December 2017.

The biographical details of Mr. Cheng Sik Kong are set out under the section headed "Directors and Senior Management Profile" on pages 33 to 36 of this annual report.

### INDEPENDENT AUDITOR'S REMUNERATION

During the year ended 31 December 2017, the independent auditor provided the following audit and non-audit services to the Company with remunerations as follows:

Audit for current year	本年度核數
Non-audit service	非核數服務

### 公司秘書

鄭錫光先生於二零一七年九月十五日獲委任為公司秘書。

為遵守上市規則第3.29條，於截至二零一七年十二月三十一日止年度，鄭錫光先生已接受不少於15個小時之相關專業培訓。

鄭錫光先生之簡歷資料載於本年報第33至36頁之「董事及高級管理層簡介」一節。

### 獨立核數師酬金

截至二零一七年十二月三十一日止年度，獨立核數師為本公司提供以下核數及非核數服務及其酬金：

	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Audit for current year	2,400	1,709
Non-audit service	195	130

### BOARD COMMITTEES

The Board has established several committees. The authority and duties of the Audit Committee of the Company (the "Audit Committee"), Remuneration Committee of the Company (the "Remuneration Committee") and the Nomination Committee of the Company (the "Nomination Committee") are set out in written terms of reference which are of no less exacting terms than those set out in the CG Code and are posted on the websites of the Stock Exchange and the Company respectively. All committees are provided with sufficient resources to discharge their duties.

### 董事委員會

董事會已成立多個委員會。本公司之審核委員會（「審核委員會」）、本公司之薪酬委員會（「薪酬委員會」）及本公司之提名委員會（「提名委員會」）之權力及職責載於其書面職權範圍內，其條款均不較企業管治守則所載者寬鬆，並刊載於聯交所及本公司各自之網站。所有委員會均獲提供充足資源以履行其職務。

# Corporate Governance Report

## 企業管治報告

### AUDIT COMMITTEE

As at the date of this annual report, the Audit Committee comprises three INEDs, namely, Mr. Wen Guangwei, Mr. Chiang Bun and Dr. Chiao Li, with Mr. Wen Guangwei as the Chairman of the Audit Committee.

The primary duties of the Audit Committee are to review and supervise the financial reporting process and the effectiveness of the Group's internal controls and risk management. The Audit Committee meets at least twice a year in reviewing the interim and annual reports of the Company before submission to the Board for approval.

The Audit Committee meets regularly with management and external auditors and reviews their reports. During the year ended 31 December 2017, the Audit Committee met twice in reviewing the consolidated financial statements for the year ended 31 December 2016 and the unaudited condensed consolidated financial information for the six months ended 30 June 2017, and the internal control, risk management and corporate governance issues related to financial reporting of the Company. The record of attendance of each member at the committee meetings is set out below.

Members 成員		Number of attendance 出席次數
Mr. Chiang Bun	蔣斌先生	2/2
Mr. Wen Guangwei (appointed on 25 August 2017)	文光偉先生 (於二零一七年八月二十五日獲委任)	1/2
Dr. Chiao Li (appointed on 23 January 2018)	喬立博士 (於二零一八年一月二十三日獲委任)	N/A 不適用
Mr. David Tsoi (retired on 15 June 2017)	蔡大維先生 (於二零一七年六月十五日退任)	1/2
Ms. Leung Pik Har, Christine (resigned on 23 January 2018)	梁碧霞女士 (於二零一八年一月二十三日辭任)	2/2

### REMUNERATION COMMITTEE

As at the date of this annual report, the Remuneration Committee comprises three INEDs, namely, Mr. Chiang Bun, Mr. Wen Guangwei and Dr. Chiao Li, with Mr. Chiang Bun as the Chairman of the Remuneration Committee.

### 審核委員會

於本年報日期，審核委員會由三名獨立非執行董事（即文光偉先生、蔣斌先生及喬立博士）組成，而文光偉先生為審核委員會主席。

審核委員會之主要職責為審閱及監察本集團之財務申報程序以及內部監控及風險管理之成效。審核委員會每年最少舉行兩次會議，以於呈交予董事會批准前審閱本公司中期及年度報告。

審核委員會定期與管理層及外聘核數師會面及審閱其報告。截至二零一七年十二月三十一日止年度，審核委員會曾舉行兩次會議，以審閱截至二零一六年十二月三十一日止年度之綜合財務報表、截至二零一七年六月三十日止六個月之未經審核簡明綜合財務資料以及有關本公司財務申報之內部監控、風險管理及企業管治事項。各成員出席委員會會議之記錄載於下文。

### 薪酬委員會

於本年報日期，薪酬委員會由三名獨立非執行董事（即蔣斌先生、文光偉先生及喬立博士）組成，而蔣斌先生為薪酬委員會主席。

# Corporate Governance Report

## 企業管治報告

The Remuneration Committee should consult with the Chairman on its remuneration proposals for other Executive Directors, and may access to independent professional advice if necessary. The principal responsibilities of the Remuneration Committee include, among others, the recommendation to the Board on the Company's policy and structure for all directors' and senior management's remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy, the review and approval of management's remuneration proposals with reference to the Board's corporate goals and objectives, and the determination, with delegated responsibility, the remuneration packages of individual Executive Directors and senior management.

The Remuneration Committee met once during the year ended 31 December 2017 to review and approve the remuneration packages of directors and senior management. During the process, no individual director was involved in decisions relating to his/her own remuneration. The record of attendance of each member at the committee meetings is set out below.

薪酬委員會應就其他執行董事的薪酬建議諮詢主席，如有需要，薪酬委員會應可尋求獨立專業意見。薪酬委員會之主要職責為（其中包括）就本公司董事及高級管理人員的薪酬政策及架構，以及就設立正規而具透明度的程序制訂薪酬政策向董事會提出建議，並因應董事會所訂企業方針及目標而檢討及批准管理層的薪酬建議，以及獲董事會轉授責任，釐定個別執行董事及高級管理人員的薪酬待遇。

薪酬委員會於截至二零一七年十二月三十一日止年度舉行了一次會議以審閱及批准董事及高級管理層之薪酬待遇。在此期間並無個別董事參與釐定其本身之薪酬。各成員出席委員會會議之記錄載於下文。

Members		Number of attendance
成員		出席次數
Mr. Chiang Bun	蔣斌先生	1/1
Mr. Wen Guangwei (appointed on 25 August 2017)	文光偉先生 (於二零一七年八月二十五日獲委任)	N/A 不適用
Dr. Chiao Li (appointed on 23 January 2018)	喬立博士 (於二零一八年一月二十三日獲委任)	N/A 不適用
Mr. David Tsoi (retired on 15 June 2017)	蔡大維先生 (於二零一七年六月十五日退任)	1/1
Ms. Leung Pik Har, Christine (resigned on 23 January 2018)	梁碧霞女士 (於二零一八年一月二十三日辭任)	1/1

## NOMINATION COMMITTEE

As at the date of this annual report, the Nomination Committee comprises three INEDs, namely Dr. Chiao Li, Mr. Wen Guangwei and Mr. Chiang Bun with Dr. Chiao Li as the Chairman of the Nomination Committee.

## 提名委員會

於本年報日期，提名委員會包括三名獨立非執行董事（即喬立博士、文光偉先生及蔣斌先生），而喬立博士為提名委員會主席。

# Corporate Governance Report

## 企業管治報告

The primary duties of the Nomination Committee are to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy; to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships; to assess the independence of independent non-executive directors; and to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and the chief executive officer.

The Nomination Committee had reviewed the diversity of the Board during the year ended 31 December 2017 and will review the Board Diversity Policy from time to time to ensure that the policy will be implemented effectively.

The Nomination Committee met once during the year ended 31 December 2017 to review the structure, size and composition of the Board, assess the independence of INEDs and review the Board Diversity Policy. The record of attendance of each member at the committee meetings is set out below.

提名委員會之主要職責為至少每年審閱董事會的架構、規模及組成（包括技能、知識及經驗），以及就董事會為配合本公司企業策略而提議之任何變動向董事會作出推薦建議；物色具備合適資格可成為董事會成員之人士；挑選提名擔任董事之人士，並向董事會提供有關推薦建議；評核獨立非執行董事之獨立性；並就委任或重新委任董事以及董事（尤其是主席及行政總裁）繼任計劃向董事會提出推薦建議。

提名委員會已審閱截至二零一七年十二月三十一日止年度之董事會多元化，並將不時審閱董事會多元化政策以確保有關政策將獲有效實施。

提名委員會於截至二零一七年十二月三十一日止年度舉行了一次會議以審閱董事會之架構、規模及組成、審閱獨立非執行董事之獨立性及評估董事會多元化政策。各成員出席委員會會議之記錄載於下文。

Members 成員	Number of attendance 出席次數
Mr. Chiang Bun	1/1
Mr. Wen Guangwei (appointed on 25 August 2017)	N/A 不適用
Dr. Chiao Li (appointed on 23 January 2018)	N/A 不適用
Ms. Leung Pik Har, Christine (resigned on 23 January 2018)	1/1
Mr. David Tsoi (retired on 15 June 2017)	1/1
Mr. Zhang Yuanqing (resigned on 23 January 2018)	1/1

# Corporate Governance Report

## 企業管治報告

### CORPORATE GOVERNANCE FUNCTIONS

The Company's corporate governance duties are carried out by the Board pursuant to the following terms of reference adopted by the Board:

- (a) to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board;
- (b) to review and monitor the training and continuous professional development of the directors and senior management;
- (c) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to the Company's employees and directors; and
- (e) to review the Company's compliance with the CG Code and disclosure in the corporate governance report.

### ACCOUNTABILITY AND AUDIT

The Board acknowledges its responsibility for preparing the consolidated financial statements of the Group and ensures that the consolidated financial statements have adopted the accounting principles generally accepted in Hong Kong and complied with the requirements of the Hong Kong Financial Reporting Standards and Interpretations issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the Companies Ordinance and the Listing Rules.

The statement of the auditor of the Company about their reporting responsibilities on the consolidated financial statements of the Group is set out in the Independent Auditor's Report section of this annual report.

### 企業管治職能

董事會根據其所採納之職權範圍進行本公司企業管治職能，當中包括：

- (a) 制定及檢討本公司的企業管治政策及常規，並向董事會提出建議；
- (b) 檢討及監察董事及高級管理層的培訓及持續專業發展；
- (c) 檢討及監察本公司的政策及常規有否遵守法律及監管規定；
- (d) 制定、檢討及監察適用於本公司的僱員及董事的行為守則及合規手冊（如有）；及
- (e) 檢討本公司有否遵守企業管治守則及企業管治報告內的披露。

### 問責性及審核

董事會確認其編製本集團綜合財務報表之責任，並確保綜合財務報表已採納香港公認會計原則及按照香港會計師公會發出之香港財務報告準則及詮釋之規定，以及公司條例及上市規則之披露規定而編製。

本公司核數師就其對本集團綜合財務報表之報告責任所作聲明載於本年報獨立核數師報告一節內。

# Corporate Governance Report

## 企業管治報告

### RISK MANAGEMENT AND INTERNAL CONTROL

The Board has the overall responsibility to ensure that appropriate and effective risk management and internal control systems are in place for the Group.

The Group's risk management and internal control systems have been developed with reference to Internal Control and Risk Management — A Basic Framework issued by the Hong Kong Institute of Certified Public Accountants. The systems are designed to provide reasonable but not absolute assurance against material misstatement or loss and to manage rather than eliminate the risk of failure to meet the business objectives.

The Group believes that the people and the actions it takes are the core elements of the risk management and internal control systems. To support this notion, the Group facilitates training to its staff to strengthen their awareness of risk and capability to manage risks. During the year, the Board together with the Audit Committee, reviewed the adequacy of aspects such as resources, staff qualifications and experience, and were satisfied with the results of the review.

The followings have been established and executed to ensure there are appropriate and effective risk management and internal control systems within the Group:

- control environment including organisational structure, limit of authority, reporting lines and responsibilities;
- risk management self-assessment and internal control review conducted from time to time by external consultants and the Group;
- appropriate risk management measures such as written policies and procedures; and
- effective information platforms to facilitate internal and external information flow.

### 風險管理及內部監控

董事會有整體責任確保本集團具有合適及有效的風險管理及內部監控制度。

本集團之風險管理及內部監控制度乃參照香港會計師公會頒佈之內部監控與風險管理之基本框架而設立。此制度用以就重大錯誤或損失提供合理（而非絕對）的保障，及管理（而非消除）失責風險以達到業務目標。

本集團相信員工及其所採取的措施是風險管理及內部監控制度的核心。為支持此觀念，本集團為員工提供培訓，以加強彼等的風險意識及風險管理能力。年內，董事會及審核委員會已審閱資源、員工素質及經驗等方面是否足夠，並信納審閱結果。

為確保本集團備有合適而有效的風險管理及內部監控制度，所建立及採取之措施載列如下：

- 控制環境，包括組織架構、權力規限、匯報渠道及責任；
- 外部顧問及本集團不時進行風險管理自我評估及內部監控；
- 合適的風險管理措施，包括以書面列明政策及程序；及
- 有效的信息平台，以促進內部和外部的信息交流。

# Corporate Governance Report

## 企業管治報告

In view of the qualified opinion (“Qualified Opinion”) issued by PricewaterhouseCoopers (“PwC”), external auditor of the Company, the management and the Board are now negotiating with and intend to engage an external consultant over the annual reviews of the effectiveness of the risk management and internal control systems of the Company and its subsidiaries for the year ended 31 December 2017 and together with the subsequent period of events. With the assistance of the external consultant, they will assess the key risk on the area of concern of the Qualified Opinion and investigate what internal control procedures and measures and together with the aspects of financial, operational and compliance control can resolve material internal control defects in future. They will develop an appropriate internal audit plan to evaluate the effectiveness of the Group’s risk management and internal control systems on the one hand and propose internal audit report, and risk management and internal control policies and measures so as to mitigate and prevent the occurrence of significant risks in future on the other hand. They will propose such internal audit plan, internal audit report and risk management and internal control policies and measures to the Board for review and approval prior to submission of the same to the Audit Committee for final review and assessment.

### SHAREHOLDERS’ RIGHTS

The Board recognises the importance of good communication with shareholders. Information in relation to the Group which includes interim and annual reports, announcements and circulars, is disseminated to shareholders in a timely manner through the websites of the Stock Exchange and the Company, respectively.

The Company also acknowledges that general meetings are valuable forums for the Board to communicate directly with the shareholders and members of the Board and committees are encouraged to attend and answer questions at the general meetings.

鑒於本公司外部核數師羅兵咸永道會計師事務所（「羅兵咸」）出具之保留意見（「保留意見」），管理層及董事會現正與一名外部顧問就對本公司及其附屬公司截至二零一七年十二月三十一日止年度及期後事項之風險管理及內部監控制度之有效性進行年度審閱進行協商並擬委聘該外部顧問。在外部顧問之協助下，彼等將評估保留意見關注範圍之主要風險及調查應採取何種內部監控程序、舉措以及注重財務、營運及合規監控的何種方面方可解決未來重大內部監控缺陷。彼等將制訂一項合適之內部審核計劃，一方面可評估本集團之風險管理及內部監控制度之有效性，另一方面可擬定內部審核報告以及風險管理及內部監控政策及舉措，做到降低及防止未來重大風險之發生。彼等將於呈遞內部審核計劃、內部審核報告、風險管理及內部監控政策及舉措予審核委員會以作最終審查及評估前，將有關內部審核計劃、內部審核報告、風險管理及內部監控政策及舉措提呈予董事會以供審閱及批准。

### 股東之權利

董事會深明與股東維持良好溝通之重要性。有關本集團之資料包括中期及年度報告、公佈及通函，適時分別透過聯交所及本公司各自之網站發放予股東。

本公司亦知悉股東大會為董事會直接與股東溝通之重要平台，故鼓勵董事會及各委員會成員出席股東大會，並於會上回應提問。

# Corporate Governance Report

## 企業管治報告

### Procedures for Shareholders to Convene an Extraordinary General Meeting and Putting Forward Proposals at Shareholders' Meetings

Pursuant to Article 64 of the Articles of Association, extraordinary general meetings shall also be convened on the requisition of one or more shareholders holding, at the date of deposit of the requisition, not less than one tenth of the paid up capital of the Company having the right of voting at general meetings. Such requisition shall be made in writing to the directors or the company secretary for the purpose of requiring an extraordinary general meeting to be called by the directors for the transaction of any business specified in such requisition. Such meeting shall be held within two months after the deposit of such requisition. If within twenty-one days of such deposit the directors fail to proceed to convene such meeting, the requisitioner(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitioner(s) as a result of the failure of the directors shall be reimbursed to the requisitioner(s) by the Company.

Shareholders who wish to move a resolution may request the Company to convene a general meeting following the procedures set out in the preceding paragraph.

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

If a shareholder of the Company wishes to propose a person other than a retiring director for election as a director of the Company at a general meeting, the shareholder (other than the person to be proposed) duly qualified to attend and vote at the general meeting shall send a written notice, duly signed by the shareholder, of his/her intention to propose such person for election and also a notice signed by the person to be proposed of his/her willingness to be elected. These notices should be lodged at the Company's head office in Hong Kong or the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, during a period commencing no earlier than the day after the despatch of the notice of the general meeting appointed for such election and ending no later than seven days prior to the date of such general meeting provided that such period shall be at least seven days.

Shareholders may put forward their enquiries about the Company to the Board through the Company Secretary at Room 1603-5, 16th Floor, Harcourt House, 39 Gloucester Road, Wanchai, Hong Kong.

### 股東召開股東特別大會及於股東大會上提呈議案的程序

根據組織章程細則第64條，股東特別大會亦須於一名或多名於遞呈要求當日持有不少於本公司有權於股東大會上投票的繳足股本十分之一的股東要求時召開。該項要求須以書面形式向董事或公司秘書提呈，以供董事就處理該項要求所指定的任何事宜召開股東特別大會。該大會須於該項要求遞呈後兩個月內舉行。倘於有關遞呈後二十一日內，董事未有召開該大會，則遞呈要求人士可自行以相同方式召開大會，而本公司須向遞呈要求人士償付所有由遞呈要求人士因董事未能召開大會而產生的所有合理開支。

有意提呈決議案之股東可按上段所載程序要求本公司召開股東大會。

### 股東提名他人選舉為董事的程序

倘本公司股東擬於股東大會上提名退任董事以外人選參選本公司董事，則該名正式合資格出席股東大會並可於會上投票的股東（並非擬提名的人士）須發出妥為簽署的書面通知，當中表明建議提名該人士參選董事的意向，隨附獲提名人士簽署表示願意參選的通知。有關通知須於不早於股東大會的通知寄發後翌日開始至不遲於有關大會日期前七日止期間內送交本公司的香港總辦事處或本公司的香港股份過戶登記分處卓佳登捷時有限公司，惟有關期限不得少於七日。

股東可透過公司秘書（致函至香港灣仔告士打道39號夏慤大廈16樓1603-5室）向董事會作出有關本公司之查詢。



# Corporate Governance Report

## 企業管治報告

The Shareholders' Communication Policy adopted by the Company is publicly available on the websites of the Stock Exchange and the Company.

本公司已採納的股東通訊政策可於聯交所及本公司之網站上公開查閱。

### CONSTITUTIONAL DOCUMENTS

There had been no change in the Company's constitutional documents during the year ended 31 December 2017. A copy of the Company's latest constitutional documents is publicly available on the websites of the Stock Exchange and the Company respectively.

### 章程文件

截至二零一七年十二月三十一日止年度，本公司之章程文件並無變動。本公司章程文件最新版可分別於聯交所及本公司之網站上公開查閱。

# Directors and Senior Management Profile

## 董事及高級管理層簡介

The biographical details of Directors and senior management as at 31 March 2018, the date of this annual report, are set out below:

### EXECUTIVE DIRECTORS

#### **Mr. Li Sen (“Mr. Li”), Chairman and Chief Executive Officer**

Aged 55, joined the Company as an Executive Director and the Chairman of the Board in September 2017 and appointed as Chief Executive Officer in January 2018 and is also a director of various subsidiaries of the Company. Mr. Li holds a Bachelor’s degree from Chengdu University of Technology in the People’s Republic of China (the “PRC”) majoring in radiation geophysics.

Mr. Li is a president of Shenzhen City Oriental Ginza Group Company Limited (literal translation of the Chinese name) (“Oriental Ginza”), a company established in the PRC which is principally engaged in, among other things, real estate development, hotel management and property management in the PRC. Mr. Li was awarded as (i) one of the “China’s 100 Elites for Economy” by China Economy Daily (literal translation of the Chinese name); (ii) one of the “Shenzhen City’s 100 Outstanding Entrepreneurs” by Shenzhen Entrepreneur Association (literal translation of the Chinese name) in 2008; and (iii) the “Influential Figure in Real Estate” by Boao Real Estate Forum in 2012.

Mr. Li has not held any other directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Li is deemed to be a substantial shareholder of the Company, as disclosed in the section headed “Interests and Short Positions of Shareholders Discloseable under the SFO” in the Report of the Directors.

#### **Mr. Wei Junqing (“Mr. Wei”)**

Aged 52, joined the Company as an Executive Director in September 2017 and is also a director of various subsidiaries of the Company. He holds a bachelor’s degree in accounting from Southwest University in the PRC and a master’s degree of business administration with a specialization in executive business administration from American World University by distance learning program conducted at Wuhan University in the PRC. Mr. Wei is also a qualified accountant registered with the Ministry of Finance in the PRC. Mr. Wei is currently the assistant president of Oriental Ginza.

Mr. Wei has not held any other directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

於二零一八年三月三十一日（即本年報日期），董事及高級管理層之履歷詳情載列如下：

### 執行董事

#### **李森先生（「李先生」），主席及行政總裁**

55歲，於二零一七年九月加入本公司出任執行董事及董事會主席，並於二零一八年一月獲委任為行政總裁，亦為本公司多間附屬公司之董事。李先生持有中華人民共和國（「中國」）成都理工大學學士學位，主修放射物探。

李先生為深圳市東方銀座集團有限公司（「東方銀座」）之總裁，該公司於中國成立，主要於中國從事（其中包括）房地產開發、酒店管理及物業管理業務。李先生曾(i)獲中國經濟日報社選為「中國經濟百名傑出人物」之一；(ii)於二零零八年獲深圳市企業家協會選為「深圳市傑出企業家100強」之一；及(iii)於二零一二年獲博鰲房地產論壇評為「房地產行業最具影響力人物」。

李先生並無於證券在香港或海外任何證券市場上市的其他公眾公司擔任任何其他董事職務。

誠如董事會報告中「根據證券及期貨條例股東披露的權益及短倉」一節所披露，李先生被視為本公司之主要股東。

#### **魏俊青先生（「魏先生」）**

52歲，於二零一七年九月加入本公司擔任執行董事，亦為本公司多間附屬公司之董事。彼持有中國西南大學會計學學士學位，以及透過中國武漢大學開辦之遙距教育課程自American World University取得工商管理碩士學位，主修行政人員商業管理。魏先生亦為中國財政部註冊合資格會計師。魏先生現時為東方銀座之助理總裁。

魏先生並無於證券在香港或海外任何證券市場上市的其他公眾公司擔任任何其他董事職務。

# Directors and Senior Management Profile

## 董事及高級管理層簡介

### Mr. Zhou Xuesheng (“Mr. Zhou”)

Aged 54, joined the Company as an Executive Director in November 2017. He holds a bachelor's degree in economics from Heilongjiang University in the PRC. As a standing council member of Shenzhen Association of Trade in Services (literal translation of the Chinese name) since August 2013, he has senior executive managerial experience in a number of large and medium-size enterprises in the PRC. Mr. Zhou was accredited as an economist by the Department of Personnel of Heilongjiang Province (literal translation of the Chinese name) in 1991. As approved by the Bureau of Personnel of Shenzhen Municipality (literal translation of the Chinese name), he obtained a certificate from the Department of Personnel of Guangdong Province (literal translation of the Chinese name) in 2001 certifying that he was qualified as an economist. Mr. Zhou is a vice president of Oriental Ginza.

Mr. Zhou has not held any other directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

## INDEPENDENT NON-EXECUTIVE DIRECTORS

### Mr. Wen Guangwei (“Mr. Wen”)

Aged 55, joined the Company as an Independent Non-executive Director in August 2017 and is the Chairman of the Audit Committee and a member of the Remuneration Committee and the Nomination Committee. He holds a bachelor's degree in economics from the Finance School of Renmin University of China and a doctor's degree in management from the China Business School of Renmin University of China. He is a qualified Certified Public Accountant in the PRC. Mr. Wen was previously a professor of Renmin University of China and was officially retired in 2015.

Mr. Wen is currently an independent director of Beijing Wandong Medical Technology Co., Ltd (stock code: 600055), a company listed on the Shanghai Stock Exchange and also an independent director of Leyard Optoelectronic Co., Ltd (stock code: 300296) (“Leyard”) and Spearhead Integrated Marketing Communication Group (stock code: 300071) (“Spearhead”). Both Leyard and Spearhead are listed on the Shenzhen Stock Exchange.

### 周學生先生 (「周先生」)

54歲，於二零一七年十一月加入本公司擔任執行董事。彼持有中國黑龍江大學經濟學學士學位。彼自二零一三年八月起擔任深圳市服務貿易協會之常務理事，於中國若干大型及中型企業擁有高級行政管理經驗。於一九九一年，周先生獲黑龍江省人事廳評定為經濟師，二零零一年，由於經深圳市人事局核准，彼獲得經廣東省人事廳批准頒發經濟師證書。周先生為東方銀座之副總裁。

周先生並無於證券在香港或海外任何證券市場上市的其他公眾公司擔任任何其他董事職務。

## 獨立非執行董事

### 文光偉先生 (「文先生」)

55歲，於二零一七年八月加入本公司擔任獨立非執行董事，並為審核委員會主席、薪酬委員會成員及提名委員會成員。彼於中國人民大學財政系獲經濟學學士及於中國人民大學商學院獲管理學博士學位，亦擁有中國註冊會計師執業資格。文先生先前為中國人民大學教授，並於二零一五年正式退休。

文先生現擔任北京萬東醫療科技股份有限公司（股份代號：600055）（一間於上海證券交易所上市之公司）之獨立董事，以及利亞德光電股份有限公司（股份代號：300296）（「利亞德」）及北京華誼嘉信整合營銷顧問集團股份有限公司（股份代號：300071）（「華誼嘉信」）之獨立董事。利亞德及華誼嘉信均於深圳證券交易所上市。

# Directors and Senior Management Profile

## 董事及高級管理層簡介

### Mr. Chiang Bun (“Mr. Chiang”)

Aged 48, joined the Company as an Independent Non-executive Director in June 2015 and is the Chairman of the Remuneration Committee and a member of the Audit Committee and the Nomination Committee. Mr. Chiang holds a bachelor’s degree in social sciences from The University of Hong Kong and a LL.B. from Peking University. Mr. Chiang is also a Chartered Financial Analyst charter holder. Mr. Chiang has held senior roles in various international banks and financial institutions, primarily responsible for structured debt and/or equity financing. Mr. Chiang has extensive experience in the banking and finance industry.

Mr. Chiang has been appointed as an independent non-executive director of Sustainable Forest Holdings Limited (stock code: 723) since 29 December 2017 and was an independent non-executive director of Burwill Holdings Limited (stock code: 24) until 2 July 2015, both companies are listed on the Main Board of the Stock Exchange.

### Dr. Chiao Li (“Dr. Chiao”)

Aged 51, joined the Company as an Independent Non-executive Director in January 2018 and is the Chairman of the Nomination Committee and a member of the Audit Committee and the Remuneration Committee. He holds a bachelor’s degree in Business Administration from National Taiwan University, a master’s degree in Business Administration from University of Illinois at Urbana-Champaign and a doctor’s degree in Business Administration from Tsinghua University.

Dr. Chiao has over a decade of experience serving in global investment and merchant banks, with concentration in the fields of rating advisory and corporate finance. He was previously a director of corporate finance department in Ming Fung Jewellery Group Limited (stock code: 860). Dr. Chiao is currently a responsible officer of Success Asset Management Limited, which is a licensed corporation to carry on type 9 (asset management) regulated activity under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

### 蔣斌先生（「蔣先生」）

48歲，於二零一五年六月加入本公司擔任獨立非執行董事，並為薪酬委員會主席、審核委員會成員及提名委員會成員。蔣先生持有香港大學社會科學學士學位及北京大學法學學士學位。蔣先生亦為特許財務分析師特許資格持有人。蔣先生曾擔任多間國際銀行及金融機構之高級職務，主要負責結構性債務及／或股權融資。蔣先生於銀行及金融業擁有豐富經驗。

蔣先生自二零一七年十二月二十九日起獲委任為永保林業控股有限公司（股份代號：723）之獨立非執行董事及直至二零一五年七月二日止為寶威控股有限公司（股份代號：24）之獨立非執行董事，兩間公司均於聯交所主板上市。

### 喬立博士（「喬博士」）

51歲，於二零一八年一月加入本公司擔任獨立非執行董事，並為提名委員會主席、審核委員會成員及薪酬委員會成員。彼持有國立台灣大學之工商管理學士學位、伊利諾大學厄巴納-香檳分校之工商管理碩士學位及清華大學之工商管理博士學位。

喬博士擁有逾10年全球投資及商業銀行經驗，專注於評級諮詢及企業財務方面。彼先前為明豐珠寶集團有限公司（股份代號：860）之企業財務部主管。喬博士現為實德資產管理有限公司之負責人員，實德資產管理有限公司乃一間可從事香港法例第571章證券及期貨條例項下第九類（資產管理）受規管活動的持牌法團。

# Directors and Senior Management Profile

## 董事及高級管理層簡介

### SENIOR MANAGEMENT

**Mr. Cheng Sik Kong (“Mr. Cheng”),** *Financial Controller and Company Secretary*

Aged 52, joined the Company as the Financial Controller in March 2017 and was appointed as Company Secretary in September 2017. Mr. Cheng is an associate member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants. He holds a Master degree in Science in Accountancy from The Hong Kong Polytechnic University. Mr. Cheng has extensive experience in financial management and company secretarial practice.

### 高級管理層

**鄭錫光先生（「鄭先生」），***財務總監及公司秘書*

52歲，於二零一七年三月加入本公司擔任財務總監及於二零一七年九月獲委任為公司秘書。鄭先生為香港會計師公會會員及特許公認會計師公會資深會員。彼持有香港理工大學會計學碩士學位。鄭先生於財務管理及公司秘書實務方面擁有豐富經驗。

# Report of the Directors

## 董事會報告

The Directors hereby present their report and the audited consolidated financial statements for the year ended 31 December 2017.

### PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activity of the Company is investment holding and the activities of its principal subsidiaries are set out in note 21 to the consolidated financial statements.

Further discussion and analysis of Group's activities as required by Schedule 5 to the Companies Ordinance, including a fair review of the business, a discussion of the principal risks and uncertainties facing the Group and an indication of likely future developments in the Group's business, can be found in the "Chairman's Statement" and "Management Discussion and Analysis" sections of this annual report. These sections form part of this report of the Directors.

### FINAL DIVIDEND

The Board has resolved not to declare a final dividend for the year ended 31 December 2017 (2016: nil).

### RESULTS

The results of the Group for the year ended 31 December 2017 are set out in the consolidated income statement and consolidated statement of comprehensive income on pages 75 to 76.

### PROPERTY, PLANT AND EQUIPMENT

Details of movement in the property, plant and equipment of the Group during the year are set out in note 16 to the consolidated financial statements.

### SHARE CAPITAL

Details of movements in the Company's share capital during the year ended 31 December 2017 are set out in note 38 to the consolidated financial statements.

董事會謹提呈其報告及截至二零一七年十二月三十一日止年度之經審核綜合財務報表。

### 主要業務及業務回顧

本公司之主要業務為投資控股，其主要附屬公司之業務載於綜合財務報表附註21。

根據公司條例附表5的規定，有關本集團業務的進一步討論及分析，包括該業務的公平審閱、本集團所面臨主要風險及不明朗因素的討論及本集團未來可能的業務發展，載於本年報「主席報告」及「管理層討論及分析」兩節。該兩節構成董事會報告的一部分。

### 末期股息

董事會已議決不宣派截至二零一七年十二月三十一日止年度之末期股息（二零一六年：無）。

### 業績

本集團截至二零一七年十二月三十一日止年度之業績載於第75至76頁之綜合收益表及綜合全面收益表。

### 物業、廠房及設備

本集團物業、廠房及設備於本年度之變動詳情載於綜合財務報表附註16。

### 股本

本公司截至二零一七年十二月三十一日止年度之股本變動詳情載於綜合財務報表附註38。

# Report of the Directors

## 董事會報告

### EQUITY-LINKED AGREEMENTS

Save for the share option schemes as set out in “Share Option Schemes” section in this report and note 32 to the consolidated financial statements, no equity-linked agreements were entered into by the Group, or existed during the year.

### DISTRIBUTABLE RESERVES

Details of the movement in reserves of the Group and the Company during the year are set out in the consolidated statement of changes in equity on pages 79 to 80 and note 38 to the consolidated financial statements.

As at 31 December 2017, the Company had no reserves available for distribution.

### MAJOR CUSTOMERS AND SUPPLIERS

During the year ended 31 December 2017, sales to the Group’s five largest customers accounted for approximately 97% of the Group’s total revenue from continuing operations and sales to the largest customer included therein accounted for approximately 42%.

During the year ended 31 December 2017, purchases from the Group’s three largest suppliers accounted for approximately 100% of the Group’s total purchases from continuing operations and purchases from the largest supplier included therein accounted for approximately 73%.

As one of the Group’s five largest customers is an indirectly wholly owned entity of Mr. Li Sen, being an executive director of the Company and controls a company which is a substantial shareholder of the Company, he is deemed to have interest in the said customer. Save as disclosed herein, none of the directors of the Company or any of their associates or any shareholders (which, to the best knowledge of the directors owns more than 5% of the Company’s issued share capital) has any beneficial interest in the Group’s five largest customers or suppliers.

### 股票掛鈎協議

除本報告「購股權計劃」一節與綜合財務報表附註32所載購股權計劃外，本集團概無訂立或於本年度存在之股票掛鈎協議。

### 可供分派儲備

有關本集團及本公司儲備於本年度之變動詳情載於第79至80頁之綜合權益變動表以及綜合財務報表附註38。

於二零一七年十二月三十一日，本公司並無任何可供分派儲備。

### 主要客戶及供應商

截至二零一七年十二月三十一日止年度，本集團五大客戶之銷售額約佔本集團持續經營業務總收入之97%，當中最大客戶約佔42%。

截至二零一七年十二月三十一日止年度，本集團三大供應商之採購額約佔本集團持續經營業務之採購總額之100%，當中最大供應商約佔73%。

由於本集團其中一名五大客戶由李森先生間接全資擁有的實體，而李森先生為本公司之執行董事，並控制一間為本公司之主要股東的公司，因此彼被視為擁有該客戶之權益。除本年報所披露者外，概無本公司董事或彼等之任何聯繫人或任何股東（據董事所深知擁有本公司已發行股本5%以上之股東）擁有本集團之五大客戶或供應商之任何實益權益。

# Report of the Directors

## 董事會報告

### DIRECTORS

The directors of the Company during the year ended 31 December 2017 and up to the date of this report were:

#### Executive Directors:

Mr. Li Sen (appointed on 15 September 2017)  
Mr. Zhou Xuesheng (appointed on 7 November 2017)  
Mr. Wei Junqing (appointed on 15 September 2017)  
Mr. Suen Cho Hung, Paul (resigned on 15 September 2017)  
Mr. Zhang Yuanqing (resigned on 23 January 2018)  
Mr. Pu Wei (appointed on 11 January 2017 and resigned on 7 November 2017)  
Mr. Lai Ming Wai (resigned on 15 September 2017)  
Mr. Zhu Lijia (resigned on 1 August 2017)

#### Independent Non-executive Directors:

Mr. Chiang Bun  
Mr. Wen Guangwei (appointed on 25 August 2017)  
  
Dr. Chiao Li (appointed on 23 January 2018)  
Mr. David Tsoi (retired on 15 June 2017)  
Ms. Leung Pik Har, Christine (resigned on 23 January 2018)

In accordance with Article 108(A) of the Articles of Association, Mr. Chiang Bun shall retire from his office at the forthcoming annual general meeting ("2018 AGM"), being eligible, will offer himself for re-election at the 2018 AGM.

In accordance with Article 112 of the Articles of Association, Mr. Li Sen, Mr. Zhou Xuesheng, Mr. Wei Junqing, Dr. Chiao Li and Mr. Wen Guangwei shall hold the office only until the 2018 AGM, and being eligible, offer themselves for re-election at the meeting.

Mr. Suen Cho Hung, Paul resigned on 15 September 2017, Mr. Zhang Yuanqing resigned on 23 January 2018, Mr. Pu Wei resigned on 7 November 2017, Mr. Lai Ming Wai resigned on 15 September 2017 and Mr. Zhu Lijia resigned on 1 August 2017 as executive directors of the Company. They have confirmed that they have no disagreement with the Board and nothing relating to the affairs of the Company need to be brought to the attention of the Shareholders of the Company.

The Company received from each of the independent non-executive directors an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considered all of the independent non-executive directors as independent.

### 董事

截至二零一七年十二月三十一日止年度及截至本報告日期之本公司董事如下：

#### 執行董事

李森先生（於二零一七年九月十五日獲委任）  
周學生先生（於二零一七年十一月七日獲委任）  
魏俊青先生（於二零一七年九月十五日獲委任）  
孫粗洪先生（於二零一七年九月十五日辭任）  
張元清先生（於二零一八年一月二十三日辭任）  
浦巍先生（於二零一七年一月十一日獲委任及於二零一七年十一月七日辭任）  
黎明偉先生（於二零一七年九月十五日辭任）  
祝立家先生（於二零一七年八月一日辭任）

#### 獨立非執行董事

蔣斌先生  
文光偉先生（於二零一七年八月二十五日獲委任）  
喬立博士（於二零一八年一月二十三日獲委任）  
蔡大維先生（於二零一七年六月十五日退任）  
梁碧霞女士（於二零一八年一月二十三日辭任）

根據組織章程細則第108(A)條，蔣斌先生應於應屆股東週年大會（「二零一八年股東週年大會」）上告退，其符合資格並願意於二零一八年股東週年大會上重選連任。

根據組織章程細則第112條，李森先生、周學生先生、魏俊青先生、喬立博士及文光偉先生將僅任職至二零一八年股東週年大會為止，並將符合資格及願意於會上膺選連任。

孫粗洪先生於二零一七年九月十五日辭任、張元清先生於二零一八年一月二十三日辭任、浦巍先生於二零一七年十一月七日辭任、黎明偉先生於二零一七年九月十五日辭任及祝立家先生於二零一七年八月一日辭任本公司執行董事。彼等確認，彼等與董事會並無意見分歧，且並無有關本公司之事務須提請本公司股東垂注。

本公司已自每名獨立非執行董事接獲其根據上市規則第3.13條呈交之年度獨立確認書。本公司認為所有獨立非執行董事均屬獨立人士。



# Report of the Directors

## 董事會報告

### DIRECTORS AND SENIOR MANAGEMENT PROFILE

Biographical details of directors and senior management of the Group are set out on pages 33 to 36 of this annual report.

### DIRECTORS' SERVICE CONTRACTS

None of the directors being proposed for re-election at the 2018 AGM has a service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

### UPDATES ON DIRECTORS' INFORMATION

The following is updated information of directors of the Company required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules:

1. Mr. Chiang Bun ("Mr. Chiang") has been appointed as an independent non-executive director of Sustainable Forest Holdings Limited (stock code: 723), a Company listed in Hong Kong on 29 December 2017.
2. Mr. Li Sen ("Mr. Li") is also a director of various subsidiaries of the Company. Mr. Li entered into a service contract with a subsidiary of the Company. There is no specific length of service as stipulated under the said contract. His term of service shall continue unless and until terminate by either party by giving to the other three months' period notice in writing. The directorship of Mr. Li will be subject to retirement by rotation and re-election pursuant to the Articles of Association of the Company. Under the service contract of Mr. Li, he is entitled to a director's remuneration of HK\$1,170,000 per annum which has been recommended by the Remuneration Committee of the Company, and approved by the Board based on his qualifications, experience, level of responsibilities undertaken and prevailing market conditions. Mr. Li may also be entitled to receive discretionary bonuses or other benefits as may be decided by the Remuneration Committee and the board having regard to the Company's and his performance. The remuneration of Mr. Li will be subject to annual review by the Remuneration Committee and the Board.

### 董事及高級管理層簡介

本集團董事及高級管理層之履歷資料載於本年報第33至36頁。

### 董事服務合約

概無擬於二零一八年股東週年大會上建議重選連任之董事與本公司或其任何附屬公司訂有本集團不可於一年內毋須支付賠償（法定賠償除外）終止之服務合約。

### 更新董事資料

下列為根據上市規則第13.51B(1)條規定須予披露有關董事之更新資料：

1. 蔣斌先生（「蔣先生」）於二零一七年十二月二十九日獲委任為永保林業控股有限公司（一間於香港上市之公司，股份代號：723）之獨立非執行董事。
2. 李森先生（「李先生」）亦為本公司多間附屬公司之董事。李先生與本公司一間附屬公司訂立一份服務合約。該服務合約並無特定服務年期。其服務年期將持續有效，除非及直至任一方方向另一方發出三個月之事先書面通知予以終止。李先生之董事職務將根據本公司之組織章程細則輪值退任及膺選連任。根據李先生之服務合約，彼可收取每年1,170,000港元之董事酬金，有關金額乃由本公司薪酬委員會根據李先生之資歷及經驗、其所承擔之責任水平以及當前市場狀況後建議，並經由董事會批准。李先生亦可收取由薪酬委員會及董事會經考慮本公司表現及其自身表現而釐定之酌情花紅或其他福利。李先生之酬金將由薪酬委員會及董事會每年檢討。

# Report of the Directors

## 董事會報告

3. Mr. Zhou Xuesheng (“Mr. Zhou”) entered into a service contract with a subsidiary of the Company. There is no specific length of service as stipulated under the said contract. His term of service shall continue unless and until terminate by either party by giving to the other three months’ period notice in writing. The directorship of Mr. Zhou will be subject to retirement by rotation and re-election pursuant to the Articles of Association of the Company. Under the service contract of Mr. Zhou, he is entitled to a director’s remuneration of HK\$780,000 per annum which has been recommended by the Remuneration Committee of the Company, and approved by the Board based on his qualifications, experience, level of responsibilities undertaken and prevailing market conditions. Mr. Zhou may also be entitled to receive discretionary bonuses or other benefits as may be decided by the Remuneration Committee and the board having regard to the Company’s and his performance. The remuneration of Mr. Zhou will be subject to annual review by the Remuneration Committee and the Board.
4. Mr. Wei Junqing (“Mr. Wei”) is also a director of various subsidiaries of the Company. Mr. Wei entered into a service contract with a subsidiary of the Company. There is no specific length of service as stipulated under the said contract. His term of service shall continue unless and until terminate by either party by giving to the other three months’ period notice in writing. The directorship of Mr. Wei will be subject to retirement by rotation and re-election pursuant to the Articles of Association of the Company. Under the service contract of Mr. Wei, he is entitled to a director’s remuneration of HK\$780,000 per annum which has been recommended by the Remuneration Committee of the Company, and approved by the Board based on his qualifications, experience, level of responsibilities undertaken and prevailing market conditions. Mr. Wei may also be entitled to receive discretionary bonuses or other benefits as may be decided by the Remuneration Committee and the board having regard to the Company’s and his performance. The remuneration of Mr. Wei will be subject to annual review by the Remuneration Committee and the Board.
3. 周學生先生(「周先生」)與本公司一間附屬公司訂立一份服務合約。該服務合約並無特定服務年期。其服務年期將持續有效，除非及直至任一方發給另一方發出三個月之事先書面通知予以終止。周先生之董事職務將根據本公司之組織章程細則輪值退任及膺選連任。根據周先生之服務合約，彼可收取每年780,000港元之董事酬金，有關金額乃由本公司薪酬委員會根據周先生之資歷及經驗、其所承擔之責任水平以及當前市場狀況後建議，並經由董事會批准。周先生亦可收取由薪酬委員會及董事會經考慮本公司表現及其自身表現而釐定之酌情花紅或其他福利。周先生之酬金將由薪酬委員會及董事會每年檢討。
4. 魏俊青先生(「魏先生」)亦為本公司多間附屬公司之董事。魏先生與本公司一間附屬公司訂立一份服務合約。該服務合約並無特定服務年期。其服務年期將持續有效，除非及直至任一方發給另一方發出三個月之事先書面通知予以終止。魏先生之董事職務將根據本公司之組織章程細則輪值退任及膺選連任。根據魏先生之服務合約，彼可收取每年780,000港元之董事酬金，有關金額乃由本公司薪酬委員會根據魏先生之資歷及經驗、其所承擔之責任水平以及當前市場狀況後建議，並經由董事會批准。魏先生亦可收取由薪酬委員會及董事會經考慮本公司表現及其自身表現而釐定之酌情花紅或其他福利。魏先生之酬金將由薪酬委員會及董事會每年檢討。

# Report of the Directors 董事會報告

## DIRECTORS' REMUNERATION

Details of the directors' remuneration are set out in note 39 to the consolidated financial statements.

## DIRECTORS' MATERIAL INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS THAT ARE SIGNIFICANT IN RELATION TO THE COMPANY'S BUSINESS

Other than as disclosed in note 34 to the consolidated financial statements, no other transactions, arrangements and contracts of significance in relation to the Group's business to which the Company, its subsidiaries or its parent companies was a party and in which a director of the Company and the director's core connected persons had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

## MANAGEMENT CONTRACTS

No contract concerning the management and administration of the whole or any substantial part of the business of the Company was entered into or existed during the year ended 31 December 2017.

## 董事酬金

董事酬金之詳情載於綜合財務報表附註39。

## 董事於交易、安排及有關本公司業務之重大合約之重大權益

除綜合財務報表附註34所披露外，本公司、本公司附屬公司或其母公司概無參與訂立本公司董事及董事核心關連人士直接或間接擁有重大權益且於年末或於年內任何時間仍然有效之其他交易、安排及有關本集團業務之重大合約。

## 管理合約

截至二零一七年十二月三十一日止年度，本公司並無簽訂或存在任何有關本公司全部或大部分業務之管理及行政之合約。

# Report of the Directors

## 董事會報告

### SHARE OPTION SCHEMES

The purpose of each of the 2003 Share Option Scheme (hereinafter defined) and the 2011 Share Option Scheme (hereinafter defined) is to enable the Group to recognise the contribution of the participants to the Group and to motivate the participants to continuously work to the benefit of the Group by offering the participants an opportunity to have personal interest in the share capital of the Company.

#### (1) Share option scheme adopted by the Company on 25 January 2003 (“2003 Share Option Scheme”)

On 25 January 2003, the 2003 Share Option Scheme was approved pursuant to written resolutions of the Company. Details of movement of the options granted under the 2003 Share Option Scheme for the year ended 31 December 2017 were as follows:

##### Movement in the 2003 Share Option Scheme

Name or category of participants	Date of grant	Exercise period	Exercise price per share 每股行使價 (HK\$) (港元)	As at 1 January 2017 於二零一七年一月一日	Granted during the year 年內授出	Lapsed during the year 年內失效	Cancelled during the year 年內註銷	Exercised during the year 年內行使	As at 31 December 2017 於二零一七年十二月三十一日
<b>Director</b>									
<b>董事</b>									
Mr. David Tsoi (former director) (Note 1)	15/06/2009	15/06/2011 to 15/06/2019	0.5145	1,064,189 <sup>(2)</sup>	-	(1,064,189)	-	-	-
蔡大維先生 (前任董事) (附註1)	09/07/2010	09/07/2012 to 08/07/2020	0.3947	354,730 <sup>(3)</sup>	-	(354,730)	-	-	-
				1,418,919	-	(1,418,919)	-	-	-
<b>Other employees</b>									
<b>其他僱員</b>									
In aggregate	04/02/2010	04/02/2012 to 04/02/2020	0.3622	2,837,838 <sup>(2)</sup>	-	-	-	-	2,837,838
合計	09/07/2010	09/07/2012 to 08/07/2020	0.3947	2,837,838 <sup>(3)</sup>	-	-	-	-	2,837,838
				5,675,676	-	-	-	-	5,675,676
<b>Others</b>									
<b>其他</b>									
In aggregate	15/06/2009	15/06/2011 to 15/06/2019	0.5145	28,378,379 <sup>(2)</sup>	-	-	-	-	28,378,379
總計	06/10/2009	06/10/2011 to 06/10/2019	0.5286	496,622 <sup>(2)</sup>	-	-	-	-	496,622
	04/02/2010	04/02/2012 to 04/02/2020	0.3622	71,300,676 <sup>(2)</sup>	-	-	-	-	71,300,676
	09/07/2010	09/07/2012 to 08/07/2020	0.3947	87,760,135 <sup>(3)</sup>	-	-	-	-	87,760,135
				187,935,812	-	-	-	-	187,935,812
			Total:	195,030,407 <sup>(4)</sup>	-	(1,418,919)	-	-	193,611,488 <sup>(4)</sup>
			總計:						

### 購股權計劃

2003年購股權計劃(定義見下文)及2011年購股權計劃(定義見下文)旨在讓本集團透過令參與者有機會擁有本公司股本之個人權益,表揚參與者對本集團之貢獻,並鼓勵參與者繼續為本集團之利益作出建樹。

#### (1) 於二零零三年一月二十五日獲本公司採納之購股權計劃(「2003年購股權計劃」)

於二零零三年一月二十五日,本公司根據書面決議案批准2003年購股權計劃。截至二零一七年十二月三十一日止年度,根據2003年購股權計劃授出之購股權變動詳情如下:

##### 2003年購股權計劃變動

# Report of the Directors

## 董事會報告

### Notes:

- (1) Mr. David Tsoi retired as an independent non-executive director of the Company on 15 June 2017.
- (2) 50% of the share options are exercisable in a period commencing two (2) years from the date of grant and expiring on the tenth anniversary from the date of grant. The balance of 50% of the share options are exercisable in a period commencing three (3) years from the date of grant and expiring on the tenth anniversary from the date of grant.
- (3) 50% of the share options are exercisable in a period commencing two (2) years from the date of grant and expiring on the day falling one day preceding the tenth anniversary from the date of grant. The balance of 50% of the share options are exercisable in a period commencing three (3) years from the date of grant and expiring on the day falling one day preceding the tenth anniversary from the date of grant.
- (4) As at 31 December 2017, the Company had 193,611,488 (2016: 195,030,407) share options outstanding under the 2003 Share Option Scheme, which represented approximately 2.14% (2016: approximately 2.59%) of the Company's shares in issue on that date.

### 附註:

- (1) 蔡大維先生於二零一七年六月十五日退任本公司之獨立非執行董事。
- (2) 50%購股權可自授出日期兩(2)年後之日起至授出日期十週年止期間行使。餘下50%購股權可自授出日期三(3)年後之日起至授出日期十週年止期間行使。
- (3) 50%購股權可自授出日期兩(2)年後之日起至授出日期十週年前一日止期間行使。餘下50%購股權可自授出日期三(3)年後之日起至授出日期十週年前一日止期間行使。
- (4) 於二零一七年十二月三十一日，本公司根據2003年購股權計劃有193,611,488份購股權尚未行使(二零一六年：195,030,407份)，相當於本公司於該日之已發行股份約2.14%(二零一六年：約2.59%)。

# Report of the Directors

## 董事會報告

### (2) Share option scheme adopted by the Company on 12 May 2011 ("2011 Share Option Scheme")

The Company adopted the 2011 Share Option Scheme which was approved by shareholders in the Company's annual general meeting held on 12 May 2011. Details of movement of the options granted under the 2011 Share Option Scheme for the year ended 31 December 2017 were as follows:

#### Movement in the 2011 Share Option Scheme

Name or category of participants	Date of grant	Exercise period	Exercise price per share	As at 1 January 2016	Granted during the year	Lapsed during the year	Cancelled during the year	Exercised during the year	As at 31 December 2016
參與者姓名或類別	授出日期	行使期	每股行使價 (HK\$) (港元)	於二零一六年一月一日	年內授出	年內失效	年內註銷	年內行使	於二零一六年十二月三十一日
<b>Director</b>									
<b>董事</b>									
Mr. David Tsoi (former director) (Note 1)	23/06/2011	23/06/2012 to 22/06/2021	0.3066	212,838 <sup>(2)</sup>	-	(212,838)	-	-	-
蔡大維先生 (前任董事) (附註1)		23/06/2012至22/06/2021		212,838	-	(212,838)	-	-	-
<b>Other employees</b>									
<b>其他僱員</b>									
In aggregate	23/06/2011	23/06/2012 to 22/06/2021	0.3066	4,966,216 <sup>(2)</sup>	-	-	-	-	4,966,216
合計		23/06/2012至22/06/2021		4,966,216	-	-	-	-	4,966,216
<b>Others</b>									
<b>其他</b>									
In aggregate	23/06/2011	23/06/2012 to 22/06/2021	0.3066	64,347,974 <sup>(2)</sup>	-	-	-	-	64,347,974
合計	31/12/2012	31/12/2013 to 30/12/2022	0.1149	1,064,189 <sup>(2)</sup>	-	-	-	-	1,064,189
		31/12/2013至30/12/2022		65,412,163	-	-	-	-	65,412,163
			Total:	70,591,217 <sup>(3)</sup>	-	(212,838)	-	-	70,378,379 <sup>(3)</sup>
			總計:						

#### Notes:

- Mr. David Tsoi retired as an independent non-executive director of the Company on 15 June 2017.
- 50% of the share options are exercisable in a period commencing one (1) year from the date of grant and expiring on the day falling one day preceding the tenth anniversary from the date of grant. The balance of 50% of the share options are exercisable in a period commencing two (2) years from the date of grant and expiring on the day falling one day preceding the tenth anniversary from the date of grant.
- As at 31 December 2017, the Company had 70,378,379 (2016: 70,591,217) share options outstanding under the 2011 Share Option Scheme, which represented approximately 0.78% (2016: 0.94%) of the Company's shares in issue on that date.

### (2) 於二零一一年五月十二日獲本公司採納之購股權計劃(「2011年購股權計劃」)

本公司採納於二零一一年五月十二日舉行之本公司股東週年大會上獲股東批准之2011年購股權計劃。截至二零一七年十二月三十一日止年度，根據2011年購股權計劃授出之購股權變動詳情如下：

#### 2011年購股權計劃變動

#### 附註：

- 蔡大維先生於二零一七年六月十五日退任本公司之獨立非執行董事。
- 50%購股權可自授出日期一(1)年後之日起至授出日期十週年前一日止期間行使。餘下50%購股權可自授出日期兩(2)年後之日起至授出日期十週年前一日止期間行使。
- 於二零一七年十二月三十一日，本公司根據2011年購股權計劃有70,378,379份購股權尚未行使(二零一六年：70,591,217份)，相當於本公司於該日之已發行股份約0.78%(二零一六年：0.94%)。

# Report of the Directors

## 董事會報告

### DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2017, the interests and short positions of the directors and chief executive of the Company, if any, in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules, were as follows:

#### Long positions of directors in the shares and underlying shares of the Company

Name of director	Capacity and nature of interest	Number of shares held	Number of underlying shares held	Total	Approximate % of shareholding
董事姓名	身份及權益性質	所持股份數目	所持相關股份數目	總計	概約持股百分比
Li Sen ("Mr. Li")	Interest of controlled corporation	2,207,485,423	–	2,207,485,423	24.40%
李森 (「李先生」)	受控制公司之權益	(note 1)	(附註1)		

#### Notes:

- These interests were held by Able Victory Enterprises Limited ("Able Victory"), which was wholly owned by Mr. Li. Mr. Li was the sole director of Able Victory. Accordingly, Mr. Li was deemed to be interested in 2,207,485,423 shares of the Company under the SFO.

Save as disclosed above, as at 31 December 2017, none of the directors and chief executive of the Company had registered an interest or short position in the shares, underlying shares and debentures of the Company, or any of its associated corporations (within the meaning of Part XV of the SFO) that was required to be recorded pursuant to section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

### 董事及最高行政人員於股份、相關股份及債券之權益及短倉

於二零一七年十二月三十一日，本公司董事及最高行政人員（如有）於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份及債券中，擁有根據證券及期貨條例第352條記入本公司登記冊或根據上市規則附錄十所載上市發行人董事進行證券交易之標準守則（「標準守則」）知會本公司及聯交所之權益及短倉如下：

#### 董事於本公司股份及相關股份之長倉

#### 附註：

- 該等權益由Able Victory Enterprises Limited（「Able Victory」）持有，其由李先生全資擁有。李先生為Able Victory之唯一董事。因此，根據證券及期貨條例，李先生被視為擁有本公司2,207,485,423股股份之權益。

除上文披露者外，於二零一七年十二月三十一日，概無本公司董事及最高行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份及債券中，登記擁有須根據證券及期貨條例第352條予以記錄，或根據標準守則之規定而須知會本公司及聯交所之權益及短倉。

# Report of the Directors

## 董事會報告

### DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in the sections headed "Share Option Schemes" and "Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures" above, at no time during the year was the Company or any of its subsidiaries a party to any arrangements to enable the directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate, and none of the directors or their respective spouses or minor children had any rights to subscribe for the securities of the Company, or had exercised any such rights during the year.

### INTERESTS AND SHORT POSITIONS OF SHAREHOLDERS DISCLOSEABLE UNDER THE SFO

As at 31 December 2017, the following interests of more than 5% of the total number of issued shares of the Company were recorded in the register of interests required to be kept by the Company pursuant to section 336 of the SFO:

#### Long positions in the shares or underlying shares of the Company

Name of shareholder 股東名稱	Capacity and nature of interest 身份及權益性質	Number of shares held 所持股份數目	Approximate % of shareholding 概約持股百分比
Mr. Li 李先生	Interest of controlled corporation 受控制公司之權益	2,207,485,423 (note 1) (附註1)	24.40%
Able Victory	Beneficial owner 實益擁有人	2,207,485,423 (note 1) (附註1)	24.40%
Hua Shang Consumer Premium Selection Investment Fund ("Hua Shang") Hua Shang Consumer Premium Selection Investment Fund (「Hua Shang」)	Beneficial owner 實益擁有人	1,507,900,000 (note 2) (附註2)	16.67%
Li, Stephen Hing Yue ("Mr. Stephen Li") Li, Stephen Hing Yue (「Stephen Li 先生」)	Interest of controlled corporation 受控制公司之權益	452,400,000 (note 3) (附註3)	5.00%
Cool Legend Limited ("Cool Legend") Cool Legend Limited (「Cool Legend」)	Beneficial owner 實益擁有人	452,400,000 (note 3) (附註3)	5.00%

### 董事購買股份或債權證之權利

除上文「購股權計劃」及「董事及最高行政人員於股份、相關股份及債券之權益及短倉」章節所披露之事項外，於年內任何時間，本公司或其任何附屬公司概無訂立任何安排，致使董事可藉購買本公司或任何其他法人團體之股份或債券而獲取利益，亦無董事或彼等之配偶或未成年子女有權認購本公司證券，或於年內行使任何該等權利。

### 根據證券及期貨條例股東披露的權益及短倉

於二零一七年十二月三十一日，本公司根據證券及期貨條例第336條規定本公司須存置之權益登記冊載有以下佔本公司已發行股本總數5%以上之權益：

#### 於本公司股份或相關股份的長倉



# Report of the Directors

## 董事會報告

### Notes:

1. These interests were held by Able Victory, which was a wholly owned by Mr. Li. Mr. Li was the sole director of Able Victory. Accordingly, Mr. Li was deemed to be interested in 2,207,485,423 shares of the Company under the SFO.
2. These interests were held by Hua Shang. Accordingly Hua Shang was deemed to be interested in 1,507,900,000 shares of the Company under the SFO.
3. These interests were held by Cool Legend, which was wholly owned by Mr. Stephen Li. Accordingly, Mr. Stephen Li was deemed to be interested in 452,400,000 shares of the Company under the SFO.

The interests of Mr. Li and Able Victory in 2,207,485,423 shares of the Company referred to above related to the same parcel of shares.

The interests of Mr. Stephen Li and Cool Legend in 452,400,000 shares of the Company referred to above related to the same parcel of shares.

Save as disclosed above, as at 31 December 2017, the Company had not been notified of any other relevant interests or short positions in the shares or underlying shares of the Company as required to be recorded pursuant to Section 336 of the SFO.

### 附註：

1. 該等權益由Able Victory持有，其由李先生全資擁有。李先生為Able Victory之唯一董事。因此，根據證券及期貨條例，李先生被視為擁有本公司2,207,485,423股股份之權益。
2. 該等權益由Hua Shang持有。因此，根據證券及期貨條例，Hua Shang被視為擁有本公司1,507,900,000股股份之權益。
3. 該等權益由Cool Legend持有，而Cool Legend由Stephen Li先生全資擁有。因此，根據證券及期貨條例，Stephen Li先生被視為擁有本公司452,400,000股股份之權益。

上述李先生及Able Victory所持有之本公司2,207,485,423股股份權益為同一批股份。

上述Stephen Li先生及Cool Legend所持有之本公司452,400,000股股份權益為同一批股份。

除上文披露者外，於二零一七年十二月三十一日，本公司概無獲知會任何於本公司股份或相關股份中登記擁有須根據證券及期貨條例第336條予以記錄之其他相關權益或短倉。

# Report of the Directors

## 董事會報告

### GROUP'S EMOLUMENT POLICY

The Group adopted the following philosophies in determining its emolument policy:

- the Group adopts a performance driven policy so that each individual is motivated to perform to the best he/she can;
- individual competence, contribution and responsibility are taken into account when considering the remuneration level for each employee;
- the Company offers provident fund, medical insurance and leave benefits to provide basic coverage to staff for retirement, sickness, rest and relaxation reasons, respectively;
- share option grants are made from time to time to better link the corporate performance as reflected in the share price performance and the contributions made by the staff in the intermediate to longer time frame; and
- the economic factors and the affordability of the Group are taken into account in coming up with the overall remuneration budget for the Group.

The Group has also adopted a discretionary bonus scheme. Factors, such as overall financial performance, the affordability of the Company and individual performance, have been taken into account before determining the entitlement of each qualified employee.

The determination of directors' remuneration has taken into consideration of their respective responsibilities and contributions to the Company and with reference to market terms.

### PERMITTED INDEMNITY PROVISION

Pursuant to the Articles of Association, every director or other officer of the Company for the time being acting in relation to any affairs of the Company shall be entitled to be indemnified and secured harmless out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses which he/she shall or may incur or sustain in or about the execution of the duties of his/her office or otherwise in relation thereto provided that the indemnity shall not extend to any matter in respect of any fraud or dishonesty of the above persons. The Company has arranged appropriate directors' and officers' liability insurance coverage for the directors and other officers of the Company during the year.

### 本集團之薪酬政策

本集團於釐定薪酬政策時採納以下理念：

- 本集團採用以表現為本之政策，激勵員工發揮最佳表現；
- 在考慮每位僱員薪酬水平時綜合考慮個人能力、貢獻及職責；
- 本公司提供公積金、醫療保險及假期福利，分別照顧員工於退休、生病、休息及消閒方面之基本需要；
- 不時授出購股權以加強在中長時期由股價表現反映出本公司業績與員工貢獻之間的聯繫；及
- 以經濟因素及本集團之負擔能力作為本集團釐定整體薪酬預算之考慮因素。

本集團亦實行酌情花紅計劃。在釐定每位合資格員工應得之花紅時考慮之因素包括本公司整體財務表現、負擔能力以及員工個人表現。

本集團根據董事各自之責任及對本公司之貢獻及經參考市場情況後釐定董事酬金。

### 獲准許彌償條文

根據組織章程細則，就本公司任何事務行事之本公司各董事或其他高級管理人員於其任期內，或因履行其職責而蒙受或發生與此相關之所有訴訟、費用、收費、損失、賠償及開支，均可自本公司之資產獲得彌償，確保免就此受損。惟彌償須不延伸至任何與上述人士之任何欺詐或不誠實有關的事宜。年內，本公司已為本公司董事及其他高級管理人員購買適當的董事及高級職員責任保險作為保障。

# Report of the Directors 董事會報告

## CONNECTED TRANSACTIONS

The related party transactions as disclosed in note 34 to the consolidated financial statements fall under the scope of connected transactions under the Listing Rules but are exempted from reporting, annual review, announcements or independent shareholders' approval requirements.

## PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Articles of Association or the laws of the Cayman Islands, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

## DIRECTORS' INTERESTS IN COMPETING BUSINESS

Save as otherwise disclosed, none of the directors of the Company had any interest in any business which competes or is likely to compete, either directly or indirectly, with the business of the Group for the year ended 31 December 2017.

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

Neither the Company nor any of its subsidiaries purchased, redeemed or sold any of the listed securities of the Company during the year ended 31 December 2017.

## SUFFICIENCY OF PUBLIC FLOAT

As at the date of this report, based on the information publicly available to the Company and within the knowledge of the Directors, at least 25% of the issued share capital of the Company was held by the public.

## CORPORATE GOVERNANCE

The Company had complied with all the applicable code provisions ("Code Provisions") of the Corporate Governance Code set out in Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange for the year ended 31 December 2017 except for the following deviation with reason as explained:

## 關連交易

綜合財務報表附註34所披露的關連人士交易符合上市規則項下關連交易的範疇，惟獲豁免遵守申報、年度審閱、公佈或獨立股東批准的規定。

## 優先購買權

根據組織章程細則或開曼群島法例，概無有關本公司須按比例向現有股東提呈發售新股份之優先購買權之條文。

## 董事於競爭業務中的權益

除另行披露者外，截至二零一七年十二月三十一日止年度，概無本公司董事於與本集團業務直接或間接構成競爭或可能構成競爭的任何業務中擁有任何權益。

## 購買、贖回或出售本公司上市證券

本公司或其任何附屬公司於截至二零一七年十二月三十一日止年度並無購買、贖回或出售本公司任何上市證券。

## 足夠公眾持股量

於本報告日期，根據本公司現有公開可得資料及就董事所深知，本公司已發行股本最少25%由公眾人士持有。

## 企業管治

截至二零一七年十二月三十一日止年度，本公司一直遵守聯交所證券上市規則附錄十四所載之企業管治守則之所有適用守則條文（「守則條文」），惟下列偏離事項除外，原因載列如下：

# Report of the Directors

## 董事會報告

### Code Provision E.1.2

Code provision E.1.2 stipulates that the Chairman of the Board should attend the annual general meeting of the Company (the “AGM”).

#### Deviation

The Chairman of the Board was unable to attend the AGM for year 2017 as he had other important business engagement.

### Code Provision A.2.1

According to the code provision A.2.1, the roles of the chairman and the chief executive should be separate and should not be performed by the same individual.

#### Deviation

On 23 January 2018, Mr. Li Sen was both the chairman of the Board and the chief executive officer of the Company. The Board considered that Mr. Li Sen has in-depth knowledge and experience in the properties investment related business in the PRC and therefore he is the most appropriate person to take up the two roles. Notwithstanding the above, the Board will review the current structure from time to time. At the appropriate time when candidate who possesses suitable leadership, knowledge, skills and experience can be identified within or outside the Group, the Company may make necessary arrangements.

## FIVE-YEAR FINANCIAL SUMMARY

A summary of the published results and assets and liabilities of the Group for the last five financial years is set out on page 184.

## AUDIT COMMITTEE

The audited consolidated financial statements of the Company for the year ended 31 December 2017 have been reviewed by the Audit Committee and have been duly approved by the Board under the recommendation of the Audit Committee.

### 守則條文第E.1.2條

守則條文第E.1.2條規定董事會主席應出席本公司之股東週年大會（「股東週年大會」）。

#### 偏離

董事會主席因有其他重要業務日程未能出席二零一七年股東週年大會。

### 守則條文第A2.1條

根據守則條文第A2.1條，主席及行政總裁之角色應予分開，及不應由同一人士兼任。

#### 偏離

於二零一八年一月二十三日，李森先生為董事會主席兼本公司行政總裁。董事會認為李森先生對中國物業投資相關業務有深入知識及經驗，因此彼為擔任兩種角色的最適當人選。儘管有上文所述，董事會將不時檢討現有架構。本公司可於適當時候，即本集團內部或外部覓得具備合適領導能力、知識、技能及經驗之人選時作出必要的安排。

## 五年財務概要

本集團於過去五個財政年度之已公佈業績及資產及負債概要載列於第184頁。

## 審核委員會

本公司截至二零一七年十二月三十一日止年度之經審核綜合財務報表已由審核委員會審閱及由董事會在審核委員會之建議下正式批准。

# Report of the Directors

## 董事會報告

### AUDITORS

The consolidated financial statements for the year ended 31 December 2017 have been audited by PricewaterhouseCoopers.

PricewaterhouseCoopers will retire as auditor of the Company upon expiration of its current term of office at the close of the forthcoming annual general meeting of the Company. The Audit committee will discuss, and if considered appropriate, to recommend to the Board the appointment of new auditors of the Company to fill in the vacancy arising from the retirement of PricewaterhouseCoopers at the forthcoming annual general meeting. The recommendation of new auditors of the Company by the Audit Committee will be proposed to the Board which may, if considered appropriate, submit the same to the forthcoming annual general meeting for consideration and approval by the shareholders.

On behalf of the Board

**Li Sen**

*Chairman and Chief Executive Officer*

Hong Kong, 31 March 2018

### 核數師

羅兵咸永道會計師事務所已審核截至二零一七年十二月三十一日止年度之綜合財務報表。

羅兵咸永道會計師事務所將於下屆股東週年大會結束而其現任任期屆滿時退任本公司獨立核數師。審核委員會將討論，如合適，向董事會建議委任本公司之新核數師，以填補因羅兵咸永道會計師事務所於下屆股東週年大會退任而產生之臨時空缺。審核委員會對本公司新核數師之建議將提呈予董事會，如合適，於下屆股東週年大會呈遞予股東以供考慮及批准。

代表董事會

*主席及行政總裁*

**李森**

香港，二零一八年三月三十一日

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### GENERAL

The Directors are pleased to present the Environmental, Social and Governance Report for the year ended 31 December 2017 in compliance with the applicable code provision set out in the Environmental, Social and Governance Reporting Guide (the “ESG Guide”) as set out in Appendix 27 to the Listing Rules. Information on the environmental and social aspects of the report is set out below whilst information on the governance aspect is set out in the Corporate Governance Report on pages 19 to 32. During the year ended 31 December 2017, the Company has complied with the “comply and explain” provisions set out in the ESG Guide.

### OVERVIEW

The Group has always placed significant emphasis in minimising potential impact on the environment in conducting businesses, and in faces of the challenges of climate changes the Group has integrated Environmental, Social and Governance considerations into daily operations, with a particular focus on maintaining closer connections with stakeholders and taking on more responsibilities in the society. Comprehensive assessments had been performed by the Group and the Group believes that its existing businesses are not expected to pose a material impact on the environment.

### MATERIALITY ASSESSMENT AND ESG STRATEGY

According to the requirements of ESG Guide, the Board has overall responsibility for the Company’s ESG strategy and reporting. During the year, the Company has conducted internal and external materiality assessments on the Company’s business (as reflected in 2017 Materiality Matrix of Enviro Energy). Taking into account the reporting principles as set out in the ESG Guide, the nature of business and principal activity of the Company, the general disclosures under the aspects of Operating Practices and Social Area of the ESG Guide are considered to be crucial to the Company’s investors, stakeholders and businesses.

### 一般資料

董事會根據上市規則附錄27所載環境、社會及管治報告指引（「環境、社會及管治指引」）之適用守則條文欣然提呈截至二零一七年十二月三十一日止年度之環境、社會及管治報告。有關環境及社會方面之資料載於下文，而有關管治方面之資料載於第19至32頁之企業管治報告。截至二零一七年十二月三十一日止年度，本公司已遵守環境、社會及管治指引所載之「不遵守就解釋」條文。

### 概覽

本集團一直重視將所進行的業務對環境的潛在影響減至最低，加上面對氣候變化的挑戰，本集團已將環境、社會及管治的考慮因素融入日常業務營運中，尤其是著重與持份者保持緊密聯繫及承擔社會責任。本集團已進行全面評估，並相信其現有業務預期將不會對環境造成重大影響。

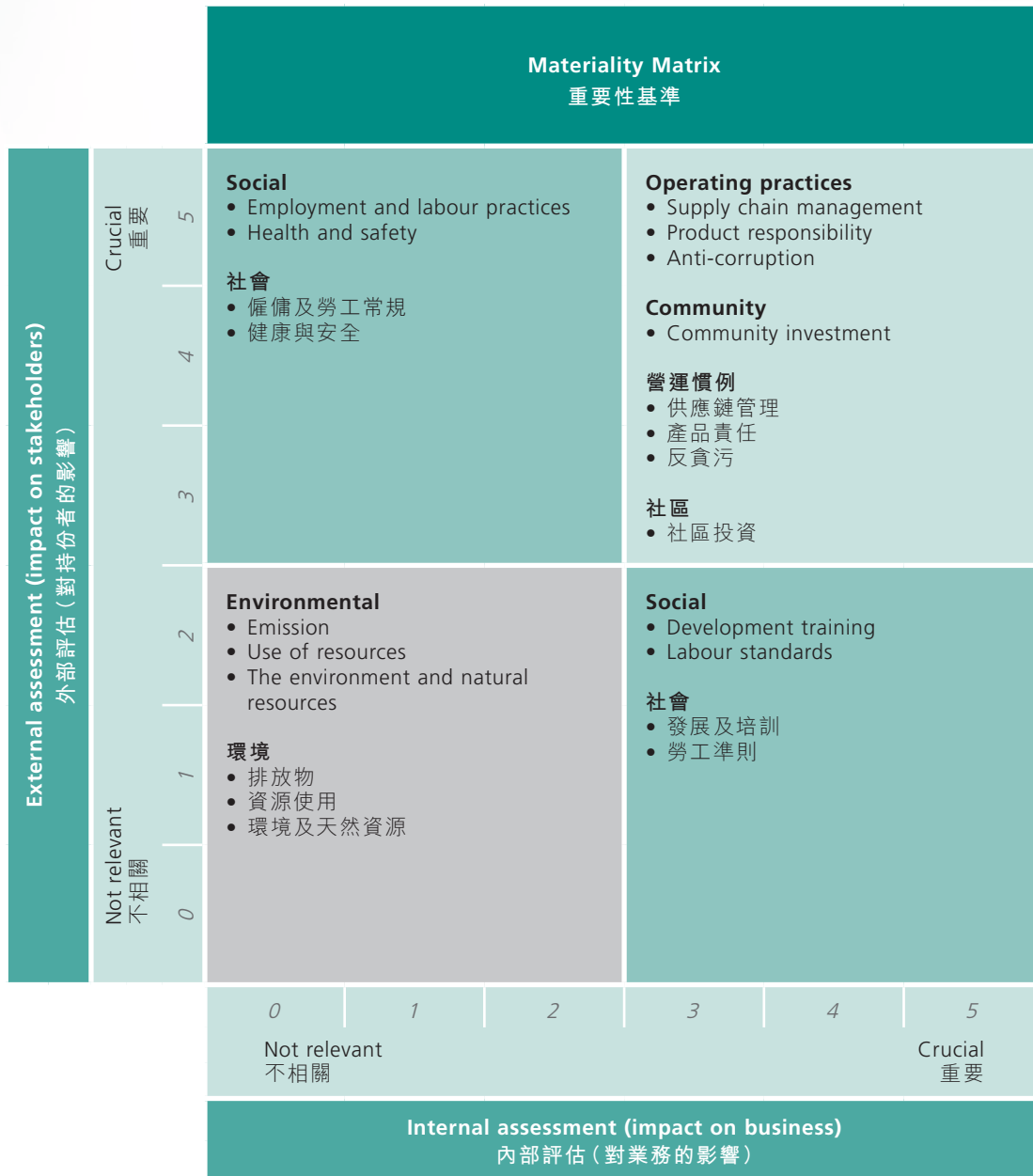
### 重要性評估及環境、社會及管治策略

根據環境、社會及管治指引之規定，董事會已全權負責本公司之環境、社會及管治策略及報告。年內，本公司已就本公司之業務進行內部及外部重要性評估（反映於二零一七年環能重要性基準）。經計及環境、社會及管治指引所載之報告原則、本公司之業務性質及主要活動，環境、社會及管治指引之營運慣例及社會層面方面的全面披露被視為對本公司之投資者、持份者及業務而言屬重大。

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

## 2017 Materiality Matrix of Enviro Energy

二零一七年環能重要性基準



# Environmental, Social and Governance Report

## 環境、社會及管治報告

Given the fact that the existing businesses of the Company does not pose a material impact on the environment, therefore, the three aspects of key performance indicators (KPI) under the Environment Area, namely Emissions (Aspect A1), Use of Resources (Aspect A2) and the Environment and Natural Resources (Aspect A3), are not considered material for disclosure according to the requirements of the ESG Guide. However, the Company recognises the importance of environmental protection and always supports its employees to protect the environment and use of resources and energy in the most efficient and effective manner on one hand and considers this as one of the assessment criteria for assessing and selecting suppliers and business partners on the other hand.

### Environmental

#### *Emissions*

Existing businesses of the Group do not produce significant amount of waste and thus the Group does not have significant air and greenhouse gas emissions, and none of the operations of the Group have significant discharges into water and land, nor generate significant hazardous and non-hazardous wastes. The Group however considers management of impacts on the environment as one of the assessment criteria in assessing and selecting suppliers and business partners.

#### *Use of resources*

Among the existing businesses that the Group currently involves in, all of which do not require consumption of a significant amount of resources, including energy, water and other raw materials. The Group does acknowledge that effort in promoting efficient usage of resources and therefore make efforts in preparing and introducing policies on efficient usage of resources in operations. Besides, the Group also considers this as one of the assessment criteria for assessing and selecting suppliers and business partners.

鑒於本公司之現有業務並不會對環境造成重大影響，因此，根據環境、社會及管治指引之規定，環境層面項下的三個關鍵表現指標層（即排放物（A1層）、資源使用（A2層）及環境及天然資源（A3層））並不被視為重大披露事項。然而，本公司認可環保的重要性，並一直為其僱員提供保護環境方面的支持，一方面以最有效的方式使用資源及能源，另一方面將環保視為評估及挑選供應商及業務夥伴的評估基準之一。

### 環境

#### *排放物*

本集團的現有業務不會產生大量廢棄物，因此本集團並無重大空氣及溫室氣體排放，本集團業務並無重大污水排放及土地污染，亦無產生重大有害及無害廢棄物。然而，本集團視管理環境影響為評估及挑選供應商及業務夥伴的其中一項評估標準。

#### *資源使用*

本集團現時所從事的現有業務均毋須消耗大量資源，包括能源、水及其他原材料。本集團明白須致力促使有效運用資源，因此已致力制定及實施政策以於業務營運中有效運用資源。此外，本集團亦視此為評估及挑選供應商及業務夥伴的其中一項評估標準。



# Environmental, Social and Governance Report

## 環境、社會及管治報告

According to the requirements of the ESG Guide, the Company has quantified the resources usage of its office operation in Hong Kong. The results are summarized as follows:

根據環境、社會及管治指引的規定，本公司已量化其於香港之辦公室營運的資源使用。結果概述如下：

2017  
二零一七年

<b>(Electricity)</b>	<b>(電力)</b>	
Electricity Consumed (kWh) <sup>1</sup>	用電量 (千瓦時) <sup>1</sup>	22,686
Electricity Consumed per gross floor area (KWh/m <sup>2</sup> )	每樓面面積用電量 (千瓦時/平方米)	4.32
CO <sub>2</sub> Emission from Electricity Consumed (kg)	用電產生之二氧化碳排放 (千克)	17,922
<b>(Paper)</b>	<b>(紙張)</b>	
Paper used (tonne)	用紙 (噸)	0.4584
<b>(Water)</b>	<b>(水)</b>	
Water Consumption <sup>2</sup>	用水量 <sup>2</sup>	

Notes:

- Consumption from the central building services including electricity usage due to the elevator and central air-conditioning are excluded from the reporting scope since it was not within the operational boundary of the Company.
- Consumption from the central building services for water usage.

附註：

- 由於中央樓宇裝備如電梯及中央空調的電力消耗不包括在本公司的營運邊界內，因此並不包括在報告範圍內。
- 中央樓宇裝備用水量。

### The environment and natural resources

Due to the nature of the Group's existing businesses, the Group does not engage in any operations that have a significant impact on the environment. The Group made efforts to promote, and where possible, integration of environmentally friendly business practices into daily operations. Practical steps implemented by the management include issuing notices that promote "green office management" concept to employees, reminding staff the use of double-sided printing, energy saving by switching off idle lighting and air conditioners and using equipment carrying Energy Label issued by the Electrical and Mechanical Services Department. Further, the Group also consider this as one of the Group's most important assessment criteria when assessing and selecting suppliers and business partners.

### 環境及天然資源

鑒於本集團現有業務的性質，本集團並無從事對環境造成重大影響的業務。本集團致力促使及在可行之情況下將環保業務常規融入日常業務營運中。管理層實施的實際措施包括向僱員發佈促進「環保辦公室管理」概念的通告、提醒員工使用雙面列印、關掉閒置照明裝置及空調以及使用貼有機電工程署發出能源標籤的設備，以節約能源。此外，本集團視此為評估及挑選供應商及業務夥伴最重要之評估標準之一。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### Social

#### *Employment and Labor Practices*

A respectful and fair working environment for maintaining a sound system of human resources management is considered to be vital to the operation of the Group. The Group ensures strict compliance with all relevant regulatory standards, particularly the Employment Ordinance in Hong Kong in respect of recruitment, remuneration, and separation. Employment process of the Group stresses the consideration of experience, qualifications, and knowledge, with an objective to ensure that there is no discrimination on the grounds of age, gender, marital status, family status, gender orientation, disability, race, nationality or religion. Upon satisfactory consideration, the Group ensures that employment contract is fully understood by potential employees before contracts are signed. Employment contract of the Group includes employment terms such as job duties, working hours, holidays, remuneration, termination process, and benefits.

The Group had adopted a five-day workweek arrangement to facilitate work-life balance. In addition to all general holidays (including Sundays) as specified in the General Holidays Ordinance, employees are entitled to annual leaves, maternity leaves, paternity leaves, marriage leaves and compassionate leaves with pay. Employees enjoy medical benefits, provident fund scheme and other benefits subject to the Group's policies.

The Group continuously evaluates the remuneration and promotion mechanism so as to share the fruitful achievement with employees of the Group. The Group motivates employees by promotion and salary increment based on results of annual performance appraisal, and to award double-pay payment and discretionary bonus in addition to basic salary.

Dismissal is conducted with strict compliance with the Employment Ordinance and the requirement as stipulated in the employment contract.

### 社會

#### *僱傭及勞工常規*

建立受尊重及公平的工作環境以維繫完善的人力資源管理制度對本集團的業務營運至關重要。本集團確保嚴格遵守所有相關監管標準，尤其是香港《僱傭條例》有關招聘、薪酬及遣散方面的規定。本集團的招聘程序強調經驗、資歷及知識之考慮，目的是確保因年齡、性別、婚姻狀況、家庭狀況、性別取向、殘疾、種族、國籍或宗教信仰的歧視不存在。經審慎考慮後，本集團確保潛在僱員於簽訂僱傭合約前已全面了解合約內容。本集團之合約內容包括職責、工時、假期、薪酬、終止程序及福利等僱傭條款。

本集團採取五天工作週安排，以促進工作與生活平衡。除《公眾假期條例》訂明的公眾假期（包括星期日）外，僱員可享有有薪年假、產假、侍產假、婚假及恩恤假。僱員亦可根據本集團之政策享有醫療福利、公積金計劃及其他福利。

本集團不斷評估薪酬及晉升機制，以與僱員分享集團的豐碩成果。本集團根據僱員的年度績效評核結果提供晉升及加薪機會作為激勵，除基本薪金外，僱員亦可享有雙糧及酌情花紅作為獎勵。

於解僱員工時，我們會嚴格遵守《僱傭條例》及僱傭合約所載之規定。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### *Health and safety*

Operations of the Group do not involve heavy machinery or labor intensive routines and are conducted in a safe office environment. The Group does acknowledge the potential health issues that exist in office settings, and therefore the Group promotes measures to talents of the Group from exposure to occupational diseases or injuries, no matter severe or minor.

The Group leverages on the promotional materials from Occupational Safety and Health Council regarding information on providing a safe working environment and protecting employees from occupational hazards in an office working environment. Further, the Group ensures full compliance towards Occupational Safety and Health Ordinance and applicable regulations that protected employees from occupation hazards. The Group did not experience any lost days due to injury or work-related fatalities during the reporting period.

The Group encourages contractors and business partners in placing great emphasis on health and safety issues, and the Group shares views with them, in particular, business partners that operate in factories.

### *Development and Training*

The Group has a team of professionals to manage businesses of the Group, and it is, therefore, vital for the Group to support their continuous professional developments. For example, the Group provides financial support to trainings relevant to their profession, where necessary subsidies were given to employees for participation in training sessions which aim at enhancing their job skills. These trainings covered the areas such as management skill and leadership improvement, company's organization strategy and corporate culture, and employee's business knowledge. From time to time the Group also provides updates of regulatory requirements and standards to employees. In addition, the Group provides induction training materials for Directors.

In the face of the ever-evolving business landscape, the Group also places emphasis on the employees' learning experience gained through work assignments so as to build up their on-going job skills which benefit their career development.

### *健康與安全*

本集團的業務營運並不涉及重型機械或勞工密集之工作程序，並提供安全的辦公環境。本集團明白辦公室環境中存在可能影響健康的問題，因此本集團為本集團的人才提供措施以減低任何重大或輕微的職業病或工傷。

本集團利用職業安全健康局有關提供安全工作環境及保障僱員於辦公室工作環境避免職業性危害的資料作為宣傳材料。此外，本集團確保已全面遵守《職業安全及健康條例》及適用法規以保障僱員免受職業性危害。本集團於報告期間並無因工傷或工作相關死亡事故而損失工作日數。

本集團鼓勵承包商及業務夥伴重視健康及安全問題，本集團向彼等（尤其是營運廠房的業務夥伴）分享吾等的觀點。

### *發展及培訓*

本集團擁有一支專業團隊管理本集團的業務，因此本集團對彼等的持續專業發展的支持乃非常重要。例如，本集團就彼等的職業相關培訓提供財務支援，並於需要時為參與培訓課程的僱員提供資助以提升彼等的工作技能。該等培訓涵蓋的範疇包括提升管理技能和領導能力、公司組織策略和企業文化及僱員之業務知識。本集團不時向僱員提供監管規定及標準的最新資料。此外，本集團為董事提供入職培訓資料。

為面對不斷變化的商業環境，本集團亦重視僱員透過工作實踐獲得學習經驗，以增強僱員的現有工作技能，從而有利於僱員的職業發展。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### *Labour Standards*

The businesses of the Group involve specialised skill and higher level education standards and are not labour intensive in nature. As such, the Group does not employ under-age employees, and the Group does not engage in forced labour. The Group conveys its stance on child labour and forced labour to key business partners and if there is any confirmed report of such case in relation to business partners, the Group will conduct an investigation in detail and critically reconsider the relationships with such party. As part of the recruitment process, the Group performs a background check and a reference check where deemed necessary. Candidates who do not meet the legal requirements would not be hired. The Group fully complies with relevant regulations that prohibit child or forced labour.

### **Operating Practices**

#### *Supply chain management*

The Group is in the trading business and the Group recognises the role in promoting sustainability issues within the industry. The Group, therefore, advocates the standards and expectations in respect of environment issues and labour practices to suppliers and business partners, with the expectation that they will uphold standards that are similar to that of the Group. The Group relentlessly assesses and monitors key business partners based on a wide range of aspects and standards, including attitude towards environmental and social issues, to evaluate the quality as well as their moral standards.

#### *Product responsibility*

Among all business lines, the Group does not have any packaged products being sold to general public. In the trading business, products are specialised industrial components with detailed specifications stipulated in trade contracts. The Group specified the product specifications in details and documented in sale and purchase contracts for each trading project. The commodities shall meet the guaranteed specifications for the completion of the trade. In the course of conducting such business, the Group made efforts to comply with the relevant laws and regulations that have a significant impact on the Group. The Group had not received any litigation regarding the health and safety, advertising, labeling and privacy matters during the year ended 31 December 2017.

### *勞工準則*

本集團的業務涉及專門技能及高教育水平，並非勞工密集類型。因此，本集團並無僱用未成年僱員，亦無強制勞工。本集團向主要業務夥伴傳達其對童工及強制勞工的立場，倘若在獲得業務夥伴確認有關情況之報告下，本集團將進行詳細調查，本集團亦會審慎地重新考慮與有關人士的關係。作為招聘過程的部份，本集團會進行背景審查及如認為有需要時會審查參考資料。候選人如不符合法律規定將不會獲僱用。本集團全面遵守有關禁止童工或強制勞工的相關法規。

### **營運慣例**

#### *供應鏈管理*

本集團從事貿易業務，並知悉本集團有責任促進業界的可持續發展事宜。因此，本集團向供應商及業務夥伴傳達環保事宜及勞工慣例的標準及期望，冀盼彼等將支持與本集團類似的標準。本集團不懈地評估及監督主要業務夥伴的不同方面及標準以評估彼等的質素及道德標準，包括對環境及社會事宜的態度。

#### *產品責任*

於所有業務線中，本集團並無向公眾出售任何包裝產品。於貿易業務中，產品是貿易合約所訂明具有詳細規格的專門工業部件。本集團就每項貿易項目於買賣合約中詳細訂明及記錄產品規格。商品將符合保證規格以完成貿易。於進行有關業務時，本集團致力遵守對本集團產生重大影響的相關法例及法規。截至二零一七年十二月三十一日止年度，本集團並無收到任何有關健康和安、廣告、標籤及私隱事宜的訴訟。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### *Anti-corruption*

The Group's commitment to preventing bribery, extortion, fraud and money laundering is one of the core values and the Group is committed to preventing bribery, extortion, fraud and money laundering in all businesses dealings or transactions of the Group. The Group has made available a whistle-blowing reporting channel to report any suspected fraud, malpractice, corruption, or any other unethical actions. It is the policy of the Group to maintain high moral standards in conducting businesses.

The Group has strictly adhered to relevant laws and regulations, including the Prevention of Bribery Ordinance. During the year ended 31 December 2017, there was no legal case or dispute in respect of bribery, extortion, fraud or money laundering against employees of the Group and the Group itself.

## Community

### *Community investment*

The Group is in the stage of expanding its business reach, and thus by far the customer bases are mainly formed by commercial business or strategic partners. The Group will continue to access which particular community the Group can direct community investment in. Nonetheless, the Group recognises the need to participate in the community and therefore the Group both encourages and motivates its employees to partake in communities. The Group from time to time motivates employees to volunteer, contribute to support and participate in community activities.

### 反貪污

本集團致力防止賄賂、勒索、欺詐和洗黑錢作為我們其中一項核心價值，並致力於本集團的所有業務往來或交易中防止賄賂、勒索、欺詐和洗黑錢。本集團提供了一個舉報渠道以舉報任何涉嫌欺詐、不法行為、貪污或任何其他不道德行為。本集團的政策是以高度的道德標準進行業務。

本集團一直嚴格遵守相關法例及法規，包括《防止賄賂條例》。於截至二零一七年十二月三十一日止年度，本集團的僱員及本集團並無牽涉任何賄賂、勒索、欺詐或洗黑錢的法律訴訟或糾紛。

## 社區

### 社區投資

本集團的業務層面正處於擴充的階段，因此於目前為止，客戶群主要為商業或策略性夥伴。本集團將繼續探索本集團可進行社區投資的特定社區。然而，本集團知悉參與社區的需要，因此本集團鼓勵及推動其僱員參與社區活動。本集團不時激勵僱員自願貢獻支持及參與社區活動。

# Independent Auditor's Report

## 獨立核數師報告



羅兵咸永道

**To the Members of Enviro Energy International Holdings Limited**  
(incorporated in Cayman Islands with limited liability)

致環能國際控股有限公司股東  
(於開曼群島註冊成立之有限公司)

### QUALIFIED OPINION

### 保留意見

What we have audited

我們已審計的內容

The consolidated financial statements of Enviro Energy International Holdings Limited (the "Company") and its subsidiaries (the "Group") set out on pages 75 to 183, which comprise:

環能國際控股有限公司(以下簡稱「貴公司」)及其附屬公司(以下統稱「貴集團」)列載於第75至183頁的綜合財務報表,包括:

- the consolidated balance sheet as at 31 December 2017;
  - the consolidated income statement for the year then ended;
  - the consolidated statement of comprehensive income for the year then ended;
  - the consolidated statement of changes in equity for the year then ended;
  - the consolidated statement of cash flows for the year then ended; and
  - the notes to the consolidated financial statements, which include a summary of significant accounting policies.
- 於二零一七年十二月三十一日的綜合資產負債表;
  - 截至該日止年度的綜合收益表;
  - 截至該日止年度的綜合全面收益表;
  - 截至該日止年度的綜合權益變動表;
  - 截至該日止年度的綜合現金流量表;及
  - 綜合財務報表附註,包括主要會計政策概要。

# Independent Auditor's Report

## 獨立核數師報告

### OUR QUALIFIED OPINION

In our opinion, except for the possible effects of the matters described in the Basis for Qualified Opinion section of our report, 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 ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

### BASIS FOR QUALIFIED OPINION

As described in Notes 24(b), 24(c) and 26(b) to the consolidated financial statements, the Group recorded prepayments for purchases of HK\$230,676,000 to certain materials suppliers as at 31 December 2017, including payments of RMB75,230,000 (equivalent to approximately HK\$90,276,000) and payments of RMB117,000,000 (equivalent to approximately HK\$140,400,000) for alleged purchases of construction materials and aluminum materials, respectively. As at the same date, the Group also recorded in other payables an amount of RMB6,658,000 (equivalent to approximately HK\$7,990,000) due to an affiliate of one of these suppliers. Details of these balances are summarised below:

- (a) On 21 June 2017, Yingkou Hailanggu Travel Co., Limited (literal translation of the Chinese name of 營口海浪谷旅遊有限公司) ("Subsidiary A"), an indirect wholly owned subsidiary of the Company, made a prepayment of RMB79,000,000 (equivalent to approximately HK\$94,800,000) to a supplier ("Supplier A") for alleged purchases of construction materials pursuant to an agreement dated 13 June 2017.

### 我們的保留意見

我們認為，除了在本報告中「保留意見的基礎」部份所述事項的可能影響外，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」）真實而中肯地反映了 貴集團於二零一七年十二月三十一日之綜合財務狀況，及其截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港《公司條例》的披露規定妥為擬備。

### 保留意見的基礎

誠如綜合財務報表附註24(b)、24(c)及26(b)所述， 貴集團於二零一七年十二月三十一日錄得應付若干材料供應商之採購預付款項230,676,000港元，包括就聲稱購買建築材料及鋁材之付款分別為人民幣75,230,000元（相當於約90,276,000港元）及人民幣117,000,000元（相當於約140,400,000港元）。同日， 貴集團亦錄得應付該等供應商之一的關聯方之其他應付款項人民幣6,658,000元（相當於約7,990,000港元）。該等結餘的詳情概述如下：

- (a) 於二零一七年六月二十一日， 貴公司的間接全資附屬公司營口海浪谷旅遊有限公司（「附屬公司A」）根據日期為二零一七年六月十三日之協議向一名供應商（「供應商A」）預付人民幣79,000,000元（相當於約94,800,000港元）作為聲稱採購建築材料。

# Independent Auditor's Report

## 獨立核數師報告

Subsequently on 18 August 2017, Subsidiary A received an amount of RMB1,500,000 (equivalent to approximately HK\$1,800,000) from Supplier A. Management explained that this receipt represented a partial refund of the abovementioned prepayment. On 25 August 2017, Subsidiary A and Supplier A signed a supplemental agreement and acknowledged that Subsidiary A has suspended the relevant refurbishment project but reserved the right to utilise the prepayment at a later stage. Furthermore, on 20 September 2017, Subsidiary A, Supplier A and a company (the "Assignee B") entered into an agreement in which Supplier A has assigned, and the Assignee has agreed to assume, the obligations relating to the remaining balance of prepayment due to Subsidiary A of RMB77,500,000 (equivalent to approximately HK\$93,000,000). On 21 September 2017, Subsidiary A received an amount of RMB2,270,000 (equivalent to approximately HK\$2,724,000) from the Assignee representing a partial repayment of the prepayment as explained by management.

In addition, as discussed in Note 26(b), during the period from October 2017 to December 2017, Subsidiary A received three other payments totalling RMB6,658,000 (equivalent to approximately HK\$7,990,000) from another company affiliated to the Assignee ("Company A"). Although management explained that these represented further partial repayments of the relevant prepayments, these receipts were separately recorded as other payables due to Company A, instead of offsetting them against the relevant prepayment balance, in the Group's consolidated financial statements as at 31 December 2017.

Management represented that Supplier A, the Assignee and Company A are all independent third parties of the Group.

During the course of our audit, it came to our attention that up to the date of this report the Group has never received any construction materials as stipulated in the purchase agreement dated 13 June 2017.

其後於二零一七年八月十八日，附屬公司A從供應商A收到款項人民幣1,500,000元（相當於約1,800,000港元）。管理層解釋，有關收款為上述預付款之部分退還款。於二零一七年八月二十五日，附屬公司A與供應商A簽訂補充協議，確認附屬公司A已暫停相關翻新工程，但保留其後動用該筆預付款的權利。此外，於二零一七年九月二十日，附屬公司A、供應商A與一間公司（「受讓方B」）訂立一份協議，據此，供應商A已轉讓，而受讓方已同意承擔有關應付附屬公司A之預付款的餘下結餘，金額為人民幣77,500,000元（相當於約93,000,000港元）的責任。於二零一七年九月二十一日，附屬公司A從受讓方收到款項人民幣2,270,000元（相當於約2,724,000港元），管理層解釋有關款項為預付款的部分還款。

此外，誠如附註26(b)所討論，於二零一七年十月至二零一七年十二月期間，附屬公司A從受讓方的另一間關聯公司（「公司A」）收到另外三筆付款，總額為人民幣6,658,000元（相當於約7,990,000港元）。儘管管理層解釋有關款項為相關預付款項的進一步部分還款，該等收款於 貴集團於二零一七年十二月三十一日之綜合財務報表被分別入賬列為應付公司A的其他應付款，而非用於抵銷有關預付款結餘。

管理層表示，供應商A、受讓方及公司A均為 貴集團之獨立第三方。

於我們的審核過程中，我們注意到截至本報告日期， 貴集團從未收到日期為二零一七年六月十三日的採購協議所訂明的任何建築材料。



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As further described in Note 24(b) to the consolidated financial statements, Subsidiary A received the outstanding balance of RMB75,230,000 (equivalent to approximately HK\$90,276,000) from the Assignee on 21 March 2018. It came to our further attention that, on the same date, the amount received from the Assignee was used to partially fund the Group's prepayments of RMB87,126,000 (equivalent to approximately HK\$104,551,000) for alleged purchases of construction materials and leather materials from two other suppliers. It was also noted, however, that such prepayments were subsequently refunded back in full from these two suppliers to the Group on 28 March 2018.

- (b) During the period from August 2017 to November 2017, Huan Neng Industrial (Yingkou) Company Limited (literal translation of the Chinese name of 環能實業(營口)有限公司) ("Subsidiary B"), another indirect wholly owned subsidiary of the Company, made five payments totalling RMB117,000,000 (equivalent to approximately HK\$140,400,000) to a supplier (the "Aluminium Supplier") pursuant to an agreement dated 17 August 2017 for alleged purchases of aluminium materials.

Management represented that the Aluminium Supplier is an independent third party of the Group.

During the course of our audit, it came to our attention that up to the date of this report the Group has never received any aluminium materials as stipulated in the purchase agreement dated 17 August 2017.

As described in Note 24(c) to the consolidated financial statements, the Group received the abovementioned balance of RMB117,000,000 (equivalent to approximately HK\$140,400,000) from the Aluminium Supplier on 20 March 2018. We noted, however, that the said amount received from the Aluminium Supplier was immediately transferred to another company on the same date before the same amount was remitted back again to Subsidiary B on the following day.

誠如綜合財務報表附註24(b)進一步描述，附屬公司A於二零一八年三月二十一日自受讓方收到未償還結餘人民幣75,230,000元（相當於約90,276,000港元）。我們進一步注意到，於同日，自受讓方收到的款項部分用於為貴集團聲稱向其他兩家供應商購買建築材料及皮革材料而預付的人民幣87,126,000元（相當於約104,551,000港元）的資金。然而，我們亦注意到，該兩家供應商隨後於二零一八年三月二十八日將該等預付款全數退還予貴集團。

- (b) 於二零一七年八月至二零一七年十一月期間，貴公司另一間間接全資附屬公司環能實業(營口)有限公司(「附屬公司B」)根據日期為二零一七年八月十七日之協議，向一名供應商(「鋁供應商」)作出五筆付款合共人民幣117,000,000元(相當於約140,400,000港元)為作聲稱採購鋁材。

管理層表示，鋁供應商為貴集團的獨立第三方。

於我們的審核過程中，我們注意到截至本報告日期，貴集團從未收到日期為二零一七年八月十七日的採購協議所訂明的任何鋁材。

誠如綜合財務報表附註24(c)所述，貴集團於二零一八年三月二十日自鋁供應商收到上述人民幣117,000,000元(相當於約140,400,000港元)結餘。然而，我們注意到，自鋁供應商收到的上述款項已於同日轉賬至另一間公司，其後於次日再被匯回予附屬公司B。

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In respect of the abovementioned transactions and balances occurred and recorded both before and after 31 December 2017, we were unable to obtain sufficient appropriate audit evidence or satisfactory management explanations to ascertain their nature, business rationale and commercial substance, including (but not limited to) the reasons for not receiving any materials up to the date of this report, the rationale for the assignment of the amounts to the Assignee for the prepayments described in (a), why the amounts received from the relevant counterparties subsequent to 31 December 2017 were transferred to other parties shortly after the receipts but were then immediately transferred back to the Group before the date of this report. We were also unable to obtain all the necessary corroborative evidence from the counterparties to substantiate these transactions and balances. Given these scope limitations, there were no alternative audit procedures that we could perform to satisfy ourselves as to the business rationale and commercial substance, occurrence, accuracy, completeness and presentation of these transactions together with the related balances, and whether the effects of these transactions, including the related cashflows, have been properly accounted for and disclosed in the consolidated financial statements as at and for the year ended 31 December 2017.

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 Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

### Independence

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.

就二零一七年十二月三十一日前後發生及入賬的上述交易及結餘而言，我們未能獲取充足和適當的審計憑證或滿意的管理層解釋以確定其性質、業務理據及商業實質，包括（但不限於）截至本報告日期未收到任何材料的理由、就(a)項所述預付款項向受讓方轉讓有關款項的理據、二零一七年十二月三十一日之後自相關交易對方收到的款項於收款後隨即轉賬予其他人士，惟其後於本報告日期前隨即轉回予 貴集團的理由。我們亦無法從交易對方獲取所有必要的佐證以證實該等交易及結餘。鑒於上述範圍的限制，我們並無可執行的替代審計程序以令我們信納該等交易及相關結餘的業務理據及商業實質、發生與否、準確性、完整性及陳述，以及該等交易的影響，包括相關現金流量，是否已於截至二零一七年十二月三十一日止年度之綜合財務報表內妥善入賬及披露。

我們已根據香港會計師公會頒佈的《香港審計準則》進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部份中作進一步闡述。

我們相信，我們所獲得的審計憑證能充足及適當地為我們的保留意見提供基礎。

### 獨立性

根據香港會計師公會頒佈的《專業會計師道德守則》（「守則」），我們獨立於 貴集團，並已履行守則中的其他專業道德責任。

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## 獨立核數師報告

### KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matters described in the Basis for Qualified Opinion section, we have determined the matters described below to be the key audit matters to be communicated in our report.

Key audit matters identified in our audit are summarised as follows:

- Valuation of investment properties
- Classification and recoverability assessment of loan receivable

#### Key Audit Matter

##### *Valuation of investment properties*

Refer to Notes 3(f), 4(a) and 18 to the consolidated financial statements.

Management estimated the fair value of the Group's investment properties (including the investment properties in assets classified as held for sale) to be HK\$424,380,000 as at 31 December 2017 and a revaluation loss of HK\$20,866,000 was recognised in the consolidated income statement for the year then ended.

Independent external valuations were obtained for all the investment properties in order to support management's estimates.

Depending on the nature and location of the properties, the external valuer has used the following methodologies to derive the fair values of the properties:

- Direct comparison method;
- Income capitalisation method; and
- Depreciated replacement cost method.

### 關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項是在我們審計整體綜合財務報表及出具意見時進行處理的。我們不會對這些事項提供單獨的意見。除了「保留意見基準」一節中所述的事項外，我們確定以下事項為需要在報告中溝通的關鍵審計事項。

我們在審計中識別的關鍵審計事項概述如下：

- 投資物業之估值
- 應收貸款的呈列方式和可收回性評估

#### 關鍵審計事項

##### *投資物業之估值*

請參閱綜合財務報表附註3(f)、4(a)及18。

管理層估計 貴集團的投資物業（包括分類為持作出售之資產之投資物業）於二零一七年十二月三十一日的公允價值為424,380,000港元，並已於截至該日止年度的綜合收益表確認公允價值調整的虧損20,866,000港元。

管理層已就所有投資物業取得獨立外部估值以支持其估計。

取決於物業之性質及地點，外部估值師已使用下列方法釐定物業公允價值：

- 直接比較法；
- 收益資本化法；及
- 折舊重置成本法。

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Given the heterogeneous nature of real estate properties, assumptions under observable inputs, including adopted units rates, adopted units rents and adopted reversionary yields, are required to allow for any qualitative differences that may affect the price likely to be achieved by the properties under consideration.

We focused on this area due to the significance of the investment properties balance and the impact of their fair value adjustments to the consolidated financial statements, and the use of judgements to determine various assumptions to observable inputs when determining the fair value of investment properties.

### How our audit addressed the Key Audit Matter

We performed the following procedures in relation to management's valuation of investment properties:

- evaluated the external valuer's competence, capabilities and objectivity;
- assessed the methodologies used and the key assumptions, including adopted units rates, adopted units rents and adopted reversionary yields, based on our knowledge of the property industry by performing market research, with the assistance from our in-house valuation specialist to assess if the valuation is within an acceptable range; and
- checked and assessed, on a sample basis, the accuracy and relevance of the input data used, such as the gross floor area and relevance of the market comparables by considering the nature and location of the Group's investment properties.

Based on the procedures performed above, we considered management's judgement and assumptions adopted to determine the valuation of investment properties were supported by evidence we obtained.

鑒於房地產物業性質不同，故須根據可觀察輸入數據（包括所採納之單位差餉、所採納之單位地租及所採納之復歸收益率）對可能影響所考慮物業可達致的價格的任何質素方面的差異作出假設。

我們注重此範疇乃因投資物業結餘及其公允價值調整對綜合財務報表的影響屬重大，及釐定投資物業公允價值時之涉及對釐定可觀察輸入數據的多項假設作判斷。

### 我們的審計如何處理關鍵審計事項

我們就管理層對投資物業的估值進行下列程序：

- 評估外部估值師的資格、能力及客觀性；
- 根據我們進行的市場研究後對房地產業的了解，評估所使用的方法及關鍵假設，包括所採納之單位差餉、所採納之單位地租及所採納之復歸收益率，並於我們的內部估值專家協助下評估有關估值是否介乎可接受的範圍；及
- 透過考慮 貴集團投資物業的性質及地點，抽樣檢查及評估所使用輸入數據的準確性及相關性，如總樓面面積及市場可資比較物業的相關性。

根據上述程序，我們認為我們已取得證據支持管理層釐定投資物業的估值所採用的判斷及假設。

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## 獨立核數師報告

### *Classification and recoverability assessment of loan receivable*

Refer to Notes 3(k), 3(l), 4(b) and 17 to the consolidated financial statements.

As described in Note 17 to the consolidated financial statements, the Group purchased certain properties for RMB150,000,000 (equivalent to approximately HK\$180,000,000) from a third party (the "Vendor") on 29 December 2017. According to the terms of the sale and purchase agreement signed on 29 December 2017, the Vendor should transfer the legal title of such properties to the Group on or before 30 December 2018 which has not been completed as of year ended 31 December 2017.

At the same time, the Group entered into another property leasing agreement with the Vendor, pursuant to which the Group agreed to lease the subject properties back to the Vendor for three years commencing 29 December 2017. In return, the Group will receive quarterly lease payments and the payment of a principal of RMB150,000,000 (equivalent to approximately HK\$180,000,000) at the end of the lease term, and the Vendor will have a repurchase option to buy back the properties from the Group at RMB1 (equivalent to approximately HK\$1) upon full repayment of all outstanding lease payments and the aforesaid principal amount.

Having considered the nature and terms of the above transactions, including the nature and value of the repurchase option, management has accounted for the above transactions as a loan arrangement and recorded a loan receivable from the Vendor which is secured by the subject properties in substance.

Furthermore, to assess the recoverability of the loan receivable, management has obtained an independent valuation for the subject properties which were valued under discounted cash flow method and a legal opinion from an external lawyer with respect to the Group's compliance with the relevant laws and regulations for entering into these transactions and its rights over the subject properties given the legal title of the properties is yet to be transferred to the Group. Based on the results of the assessments performed by management, no provisions related to these transactions were made for the year ended 31 December 2017.

We focused on this area due to the magnitude of the loan receivable to the consolidated financial statements and the significant judgments involved in the determination of the classification of the transactions and the recoverability assessment of the loan receivable.

### *應收貸款的呈列方式和可收回性評估*

請參閱綜合財務報表附註3(k)、3(l)、4(b)及17。

誠如綜合財務報表附註17所述，貴集團於二零一七年十二月二十九日以人民幣150,000,000元（相等於約180,000,000港元）自一名第三方（「賣方」）購買若干物業。根據於二零一七年十二月二十九日簽訂之買賣協議條款，賣方應於二零一八年十二月三十日或之前轉讓該等物業之法定所有權予貴集團，該交易截至二零一七年十二月三十一日止年度前並未完成。

同時，貴集團與賣方簽訂了另一份物業租賃協議，據此，貴集團同意將標的物業租回予賣方，自二零一七年十二月二十九日起為期三年。作為回報，貴集團於每季度收取季度租金並於租賃期末收回本金人民幣150,000,000元（相等於約180,000,000港元）且賣方擁有購回權，可於悉數償還所有尚未償還租賃款項及上述本金後以人民幣1元（相等於約1港元）向貴集團購回物業。

考慮上述交易之性質及條款，包括購回權之性質及價值，管理層已將上述交易作為一項貸款安排入賬並錄入由標的物業作擔保的應收貸款。

此外，為評估應收貸款之可收回性，管理層已取得標的物業的獨立估值（根據貼現現金流量法估值）及鑒於有關物業之法定所有權尚未轉移予貴集團，就貴集團為訂立該等交易是否符合相關法律及法規及其於標的物業之權利取得外部律師之法律意見。根據管理層進行之評估結果，截至二零一七年十二月三十一日止年度並無就該等交易作出任何撥備。

我們注重此範疇乃因綜合財務報表之應收貸款金額頗大且釐定有關交易的呈列方式及應收貸款的可收回性評估涉及重大判斷。

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### How our audit addressed the Key Audit Matter

We performed the following procedures in relation to the classification and recoverability assessments of the loan receivable performed by management:

- obtained and reviewed all the sale and purchase agreement and the property leasing agreement in relation to the loan receivable;
- discussed with management to understand the considerations taken when determining the classification of the loan receivable with reference to the terms and conditions of the agreements and the requirements under relevant accounting standards;
- performed land search to confirm ownership of the properties held by the Vendor as at 31 December 2017 and site visit to check existence of the subject properties;
- checked all the settlement of lease payments made to date against bank advices;
- in relation to the legal opinion prepared by the external lawyer, we performed the following:
  - evaluated the competence, capability and objectivity of the external lawyer;
  - obtained and reviewed the legal opinion and discussed with management to understand the Group's legal rights and priority to the subject properties. In addition, we held a discussion with the external lawyer to understand the legal implications behind these transactions and the legal procedures that can possibly be undertaken by the Group in recovering the loan in case of default of terms and conditions under the relevant agreements by the counterparty;

### 我們的審計如何處理關鍵審計事項

我們就管理層進行的應收貸款的呈列方式和可收回性評估進行下列程序：

- 取得及審查有關應收貸款之所有買賣協議及物業租賃協議；
- 與管理層討論，了解於參考協議之條款及條件以及有關會計準則之規定釐定應收貸款的呈列方式時所考慮的因素；
- 進行土地查冊，確認賣方於二零一七年十二月三十一日持有標的物業擁有權，並實地視察標的物業的存在狀況；
- 檢查截至目前的所有租賃款項付款的銀行回單；
- 我們就外部律師提供之法律意見進行下列程序：
  - 評估外部律師的資格、能力及客觀性；
  - 取得及審查法律意見並與管理層討論以了解 貴集團對標的物業的法律權力及優先權。此外，我們與外部律師進行了討論以了解該等交易隱含的法律涵義及 貴集團在對手方違反相關協議條款及條件的情況下收回貸款時可能會採取之法律程序；

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- in relation to the valuation report prepared by the external valuer, we performed the following:
  - evaluated the competence, capability and objectivity of the external valuer;
  - assessed the methodology used by the valuer and the key assumptions including adopted unit rent used based on our knowledge of the property industry by performing market research, with the assistance from our inhouse valuation specialist to assess if the valuation is within an acceptable range;
  - assessed the reasonableness of the valuation by comparing against asking sale prices of comparable properties within the subject development; and
  - checked and assessed, on a sample basis, the accuracy and relevance of the input data used, such as the gross floor area and the relevance of the market comparables by considering the nature and location of the subject properties.
- 我們就外部估值師編製之估值報告進行下列程序：
  - 評估外部估值師的資格、能力及客觀性；
  - 根據我們進行的市場研究後對房地產業的了解評估估值師所使用的方法及關鍵假設，包括所採納之單位差餉，並於我們的內部估值專家協助下評估有關估值是否介乎可接受的範圍；
  - 通過比較相關開發區中可資物業之要價，評估估值之合理性；及
  - 透過考慮標的物業的性質及地點，抽樣檢查及評估所使用輸入數據的準確性及相關性，如總樓面面積及市場可資比較物業的相關性。

Based on the procedures performed above, we consider the recoverability assessment of the loan receivable was supportable by available evidence.

根據上述程序，我們認為我們已取得恰當證據支持應收貸款之可收回性評估。

# Independent Auditor's Report

## 獨立核數師報告

### OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis (but does not include the consolidated financial statements and our auditor's report thereon), which we obtained prior to the date of this auditor's report, and the other contents for Corporate Information, Chairman's Statement, Corporate Governance Report, Directors and Senior Management Profile, Report of the Directors, Environmental, Social and Governance Report and Five-Year Financial Summary to be included in the 2017 Annual Report of the Group, which are expected to be made available to us after that date.

Our opinion on the consolidated financial statements does not cover the other information and we do not and will 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 identified above 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 on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. As described in the Basis for Qualified Opinion section above, we were unable to obtain sufficient appropriate evidence about the nature of certain prepayments for purchases and other payables, as well as to obtain satisfactory explanations about the business rationale and commercial substance of the related transactions and balances. Accordingly, we are unable to conclude whether or not the other information is materially misstated with respect to these matters.

When we read the Corporate Information, Chairman's Statement, Corporate Governance Report, Directors and Senior Management Profile, Report of the Directors, Environmental, Social and Governance Report and Five-Year Financial Summary to be included in the 2017 Annual Report of the Group, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate action considering our legal rights and obligations.

### 其他信息

貴公司董事須對其他信息負責。其他信息包括我們在本核數師報告日前取得的包含在管理層討論及分析內的信息（但不包括綜合財務報表及我們的核數師報告），以及預期會在本核數師報告日後取得將會包含在 貴集團的二零一七年年報內的公司資料、主席報告、企業管治報告、董事及高級管理層簡介、董事會報告、環境、社會及管治報告及五年財務概要內的信息。

我們對綜合財務報表的意見並不涵蓋其他信息，我們既不對該等其他信息發表任何形式的鑒證結論。

結合我們對綜合財務報表的審計，我們的責任是閱讀上述的其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。

基於我們對在本核數師報告日前取得的其他信息所執行的工作，如果我們認為其他信息存在重大錯誤陳述，我們需要報告該事實。如上文「保留意見的基礎」部分所述，我們無法對若干採購預付款及其他應付款項的性質獲取充足和適當的憑證，以及對相關交易及結餘的業務理據及商業實質獲取滿意的解釋。因此，我們無法就與此事項有關的其他信息是否存在重大錯誤陳述作出結論。

當我們閱讀將會包含在 貴集團的二零一七年年報內的公司資料、主席報告、企業管治報告、董事及高級管理層簡介、董事會報告、環境、社會及管治報告及五年財務概要後，如果我們認為其中存在重大錯誤陳述，我們需要將有關事項與治理層溝通，並考慮我們的法律權利和義務後採取適當行動。



# Independent Auditor's Report

## 獨立核數師報告

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

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

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

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

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. We report our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs 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.

### 董事及治理層就綜合財務報表須承擔的責任

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

在擬備綜合財務報表時，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。

治理層須負責監督 貴集團的財務報告過程。

### 核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅向 閣下（作為整體）報告我們的意見，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綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

# Independent Auditor's Report

## 獨立核數師報告

As part of an audit in accordance with HKSAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

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

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。

# Independent Auditor's Report

## 獨立核數師報告

- 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.
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。
- 就貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Chan Hin Gay Gabriel.

除其他事項外，我們與治理層溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

我們還向治理層提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，相關的防範措施。

從與治理層溝通的事項中，我們確定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述這些事項，除非法律法規不允許公開披露這些事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，我們決定不應在報告中溝通該事項。

出具本獨立核數師報告的審計項目合夥人是陳顯基。

**PricewaterhouseCoopers**  
Certified Public Accountants

Hong Kong, 31 March 2018

**羅兵咸永道會計師事務所**  
執業會計師

香港，二零一八年三月三十一日

# Consolidated Income Statement

## 綜合收益表

For the year ended 31 December 2017 截至二零一七年十二月三十一日止年度

		Notes 附註	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
<b>Continuing operations:</b>	<b>持續經營業務:</b>			
Revenue	收入	8	54,531	8,457
Cost of sales	銷售成本		(46,994)	(46)
Gross profit	毛利		7,537	8,411
Other gains, net	其他淨收益	9	8,810	18
Fair value change on investment properties	投資物業公允價值調整	18	(20,866)	2,182
Administrative and operating expenses	行政及經營開支		(24,420)	(19,684)
Operating loss	經營虧損		(28,939)	(9,073)
Finance income	融資收入	10	4	19
Finance cost	融資成本	11	(21,521)	(10,187)
<b>Loss before taxation</b>	<b>除稅前虧損</b>	12	(50,456)	(19,241)
Income tax	所得稅	13	(399)	-
<b>Loss from continuing operations</b>	<b>持續經營業務虧損</b>		(50,855)	(19,241)
<b>Discontinued operations:</b>	<b>已終止經營業務:</b>			
Loss for the year from discontinued operations	已終止經營業務年度虧損	29	(43,045)	(67,923)
<b>Loss for the year</b>	<b>年度虧損</b>		(93,900)	(87,164)
<b>Attributable to:</b>	<b>以下人士應佔:</b>			
Owners of the Company	本公司擁有人		(93,900)	(34,849)
Non-controlling interests	非控股權益		-	(52,315)
			(93,900)	(87,164)
Loss per share from continuing operations attributable to owners of the Company (expressed in HK cent per share)	本公司擁有人應佔持續經營業務每股虧損 (以每股港仙呈列)			
Basic and diluted	基本及攤薄	15	(0.65)	(0.27)
<b>Loss per share attributable to owners of the Company</b> (expressed in HK cent per share)	<b>本公司擁有人應佔每股虧損</b> (以每股港仙呈列)			
Basic and diluted	基本及攤薄	15	(1.21)	(0.49)
Dividends	股息	14	-	-

The notes on pages 84 to 183 are an integral part of these consolidated financial statements.

第84至183頁所載附註為該等綜合財務報表一部分。

# Consolidated Statement of Comprehensive Income

## 綜合全面收益表

For the year ended 31 December 2017 截至二零一七年十二月三十一日止年度

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
<b>Loss for the year</b>	年度虧損	<b>(93,900)</b>	(87,164)
<b>Other comprehensive income/(loss)</b>	其他全面收益／(虧損)		
<i>Item that may be reclassified to profit or loss:</i>	可重新分類至損益之項目：		
Exchange differences arising from translation of foreign operations	換算海外業務產生之匯兌差額	<b>19,058</b>	(7,234)
Release of reserves upon disposal of subsidiaries	於出售附屬公司時撥出之儲備	<b>48,348</b>	–
	29		
Other comprehensive income/(loss) for the year, net of tax	年度其他全面收益／(虧損)·扣除稅項	<b>67,406</b>	(7,234)
<b>Total comprehensive loss for the year</b>	年度全面虧損總額	<b>(26,494)</b>	(94,398)
<b>Attributable to:</b>	以下人士應佔：		
Owners of the Company	本公司擁有人	<b>(26,494)</b>	(42,890)
Non-controlling interests	非控股權益	–	(51,508)
<b>Total comprehensive loss for the year</b>	年度全面虧損總額	<b>(26,494)</b>	(94,398)
<b>Total comprehensive loss attributable to owners of the Company arises from:</b>	來自以下之本公司擁有人應佔全面虧損總額：		
Continuing operations	持續經營業務	<b>(26,494)</b>	(27,282)
Discontinued operations	已終止經營業務	–	(15,608)
		<b>(26,494)</b>	(42,890)

The notes on pages 84 to 183 are an integral part of these consolidated financial statements.

第84至183頁所載附註為該等綜合財務報表一部分。

# Consolidated Balance Sheet

## 綜合資產負債表

As at 31 December 2017 於二零一七年十二月三十一日

		Notes 附註	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
<b>ASSETS</b>	<b>資產</b>			
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	16	764	45
Loan receivable	應收貸款	17	180,000	–
Investment properties	投資物業	18	383,173	358,279
Prepayment for investment property	投資物業預付款項	24	–	25,022
Available-for-sale investments	可供出售投資	22	–	100,200
Club memberships	會所會籍		330	330
Rental deposits	租金按金	24	1,387	–
			<b>565,654</b>	483,876
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨	20	129	–
Trade receivables	應收貿易賬款	23	60,463	41,106
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	24	363,709	95,560
Bank balances and cash	銀行結餘及現金	25	154,140	20,609
			<b>578,441</b>	157,275
Assets classified as held for sale	分類為持作出售之資產	19	41,207	–
			<b>619,648</b>	157,275
<b>Total assets</b>	<b>資產總額</b>		<b>1,185,302</b>	641,151
<b>EQUITY</b>	<b>權益</b>			
<b>Capital and reserves attributable to owners of the Company</b>	<b>本公司擁有人應佔資本及儲備</b>			
Share capital	股本	28(a)	22,620	18,850
Reserves	儲備	28(b)	580,618	415,292
			<b>603,238</b>	434,142
Non-controlling interests	非控股權益		–	(2,789)
<b>Total equity</b>	<b>權益總額</b>		<b>603,238</b>	431,353

# Consolidated Balance Sheet

## 綜合資產負債表

As at 31 December 2017 於二零一七年十二月三十一日

			2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
<b>LIABILITIES</b>	<b>負債</b>			
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Shareholder loan	股東貸款	34(b)	2,000	–
Deferred loan interest income	遞延貸款利息收入			
– non-current portion	– 非即期部分		2,400	–
Asset retirement obligation	資產退廢債務		495	–
			<b>4,895</b>	–
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and other payables	應付貿易賬款及其他應付款項	26	83,623	28,914
Deferred loan interest income	遞延貸款利息收入			
– current portion	– 即期部分		1,200	–
Loan from a related company	來自關連公司之貸款	34(b)	62,331	–
Bank borrowings	銀行貸款	27	429,600	180,884
Income tax payable	應付所得稅		415	–
			<b>577,169</b>	209,798
<b>Total liabilities</b>	<b>負債總額</b>		<b>582,064</b>	209,798
<b>Total equity and liabilities</b>	<b>權益及負債總額</b>		<b>1,185,302</b>	641,151

The financial statements on pages 75 to 183 have been approved by the Board of Directors on 31 March 2018 and are signed on its behalf by:

第75至183頁之財務報表經董事會於二零一八年三月三十一日批准及由下列董事代表董事會簽署：

**Li Sen**  
李森  
Director  
董事

**Zhou Xuesheng**  
周學生  
Director  
董事

The notes on pages 84 to 183 are an integral part of these consolidated financial statements.

第84至183頁所載附註為該等綜合財務報表一部分。

# Consolidated Statement of Changes in Equity

## 綜合權益變動表

For the year ended 31 December 2017 截至二零一七年十二月三十一日止年度

		Attributable to owners of the Company 本公司擁有人應佔							Non-controlling interests		Total
		Share capital	Share premium	Capital reserve	Share options reserve	Translation reserve	Other reserve	Accumulated losses	Sub-total	Non-controlling interests	Total
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		股本	股份溢價	資本儲備	購股權儲備	匯兌儲備	其他儲備	累計虧損	小計	非控股權益	總計
		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
As at 1 January 2016	於二零一六年一月一日	17,630	793,430	19,980	68,924	(18,236)	(39,117)	(465,159)	377,452	48,719	426,171
<b>Comprehensive loss</b>	<b>全面虧損</b>										
Loss for the year	年度虧損	-	-	-	-	-	-	(34,849)	(34,849)	(52,315)	(87,164)
<b>Other comprehensive (loss)/income</b>	<b>其他全面(虧損)/收益</b>										
Exchange differences arising from translation of foreign operations	換算海外業務產生之匯兌差額	-	-	-	-	(8,041)	-	-	(8,041)	807	(7,234)
<b>Total comprehensive loss for the year</b>	<b>年度全面虧損總額</b>	-	-	-	-	(8,041)	-	(34,849)	(42,890)	(51,508)	(94,398)
<b>Transactions with owners in their capacity as owners</b>	<b>與擁有人以擁有人之身份進行之交易</b>										
Issuance of share upon exercise of warrants (note 28(a)(i))	於行使認股權證時發行股份(附註28(a)(i))	2	183	-	-	-	(22)	-	163	-	163
Lapse of warrants (note 28(b))	認股權證失效(附註28(b))	-	8,643	-	-	-	(8,643)	-	-	-	-
Issuance of consideration shares (note 28(a)(ii))	發行代價股份(附註28(a)(ii))	1,218	98,199	-	-	-	-	-	99,417	-	99,417
<b>Total transactions with owners in their capacity as owners</b>	<b>與擁有人以擁有人之身份進行之交易總額</b>	1,220	107,025	-	-	-	(8,665)	-	99,580	-	99,580
As at 31 December 2016	於二零一六年十二月三十一日	18,850	900,455	19,980	68,924	(26,277)	(47,782)	(500,008)	434,142	(2,789)	431,353



# Consolidated Statement of Changes in Equity

## 綜合權益變動表

For the year ended 31 December 2017 截至二零一七年十二月三十一日止年度

		Attributable to owners of the Company 本公司擁有人應佔							Sub-total 小計	Non- controlling interests 非控股權益	Total 總計
		Share capital HK\$'000 股本 千港元	Share premium HK\$'000 股份溢價 千港元	Capital reserve HK\$'000 資本儲備 千港元	Share options reserve HK\$'000 購股權儲備 千港元	Translation reserve HK\$'000 匯兌儲備 千港元	Other reserve HK\$'000 其他儲備 千港元	Accumulated losses HK\$'000 累計虧損 千港元			
As at 1 January 2017	於二零一七年一月一日	18,850	900,455	19,980	68,924	(26,277)	(47,782)	(500,008)	434,142	(2,789)	431,353
<b>Comprehensive loss</b>	<b>全面虧損</b>										
Loss for the year	年度虧損	-	-	-	-	-	-	(93,900)	(93,900)	-	(93,900)
<b>Other comprehensive income</b>	<b>其他全面收益</b>										
Exchange differences arising from translation of foreign operations	換算海外業務產生之匯兌差額	-	-	-	-	19,058	-	-	19,058	-	19,058
Release of reserves upon disposal of subsidiaries (note 29)	於出售附屬公司時撥出之儲備 (附註29)	-	-	-	-	566	47,782	-	48,348	-	48,348
<b>Total comprehensive loss for the year</b>	<b>年度全面虧損總額</b>	-	-	-	-	19,624	47,782	(93,900)	(26,494)	-	(26,494)
<b>Transactions with owners in their capacity as owners</b>	<b>與擁有人以擁有人之身份進行之交易</b>										
Lapse of options (note 28(b))	購股權失效 (附註28(b))	-	-	-	(437)	-	-	-	(437)	-	(437)
Disposal of subsidiaries (note 29)	出售附屬公司 (附註29)	-	-	-	-	-	-	-	-	2,789	2,789
Issuance of shares (note 28(a)(iii))	發行股份 (附註28(a)(iii))	3,770	192,257	-	-	-	-	-	196,027	-	196,027
<b>Total transactions with owners in their capacity as owners</b>	<b>與擁有人以擁有人之身份進行之交易總額</b>	3,770	192,257	-	(437)	-	-	-	195,590	2,789	198,379
As at 31 December 2017	於二零一七年十二月三十一日	22,620	1,092,712	19,980	68,487	(6,653)	-	(593,908)	603,238	-	603,238

The notes on pages 84 to 183 are an integral part of these consolidated financial statements.

第84至183頁所載附註為該等綜合財務報表一部分。

# Consolidated Statement of Cash Flows

## 綜合現金流量表

For the year ended 31 December 2017 截至二零一七年十二月三十一日止年度

			2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
	<i>NOTES</i> 附註			
<b>Operating activities</b>	<b>經營業務</b>			
Loss before taxation, including discontinued operations	除稅前虧損 (包括已終止經營業務)		<b>(93,501)</b>	(87,164)
<b>Adjustments for:</b>	<b>就下列項目作出調整:</b>			
Finance income	融資收入	10	<b>(4)</b>	(19)
Finance cost	融資成本	11	<b>21,521</b>	10,187
Depreciation of property, plant and equipment	物業、廠房及設備折舊	16	<b>12</b>	52
Gain on disposals of property, plant and equipment	出售物業、廠房及 設備之收益	16	-	(26)
Fair value change on investment properties	投資物業公允價值調整	18	<b>20,866</b>	(2,182)
Impairment loss on exploration and evaluation asset	勘探及評估資產之減值虧損	29(a)(iii)	-	78,747
Property, plant and equipment written off	物業、廠房及設備撇銷		-	680
Trade receivable written off	應收貿易賬款撇銷		-	38
Other receivable written off	其他應收款項撇銷		-	437
Write down of inventories	撇減存貨		-	421
Impairment loss on an available-for-sale investment	可供出售投資之減值虧損	22	<b>200</b>	90
Loss on disposal of subsidiaries	出售附屬公司虧損	29	<b>43,182</b>	-
Gain on disposal of an available-for-sale investment	出售可供出售投資之收益	9	<b>(8,000)</b>	-
Operating cash flow before movements in working capital	營運資金變動前之 經營現金流量		<b>(15,724)</b>	1,261
Increase in inventories	存貨增加		<b>(129)</b>	-
Increase in trade receivables	應收貿易賬款增加		<b>(22,319)</b>	(34,211)
Increase in deposits, prepayments and other receivables	按金、預付款項及 其他應收款項增加		<b>(134,821)</b>	(52,915)
Increase in trade and other payables	應付貿易賬款及 其他應付款項增加		<b>64,755</b>	1,311
Net cash used in operating activities	經營業務所用之現金淨額		<b>(108,238)</b>	(84,554)

# Consolidated Statement of Cash Flows

## 綜合現金流量表

For the year ended 31 December 2017 截至二零一七年十二月三十一日止年度

			2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
	NOTES 附註			
<b>Investing activities</b>	<b>投資活動</b>			
Bank interest received	已收銀行利息	10	4	19
Purchase of property, plant and equipment	購入物業、廠房及設備	16	(259)	(23)
Proceeds from disposal of property, plant and equipments	出售物業、廠房及設備之所得款項	16	-	47
Disposal of subsidiaries	出售附屬公司	29	(36)	-
Additions of investment properties	添置投資物業	18	(3,210)	-
Settlement of consideration payables for acquisition of investment properties	支付收購投資物業之應付代價		-	(96,882)
Consideration paid for acquisitions of subsidiaries (net of cash and cash equivalents acquired)	收購附屬公司之已付代價（扣除所收購之現金及現金等價物）	30	(27,063)	(104,256)
Payment for acquisition of an available-for-sale investment	支付收購可供出售投資	22	-	(100,000)
Loan to third parties	向第三方授出貸款		(180,000)	-
Entrusted loan to third parties	向第三方授出委託貸款		(28,546)	-
Proceeds from repayment of entrusted loan from a third party	第三方償還委託貸款所得款項		14,249	-
Net cash used in investing activities	投資活動所用之現金淨額		(224,861)	(301,095)
<b>Financing activities</b>	<b>融資活動</b>			
Proceeds from exercise of warrants	行使認股權證所得款項	28(a)(i)	-	163
Proceeds from placing of shares	配售股份所得款項	28(a)(iii)	196,027	-
Interest paid	已付利息		(21,521)	(10,187)
Proceeds from bank borrowings	銀行貸款所得款項		410,863	105,550
Repayment of bank borrowings	償還銀行貸款		(183,382)	-
Proceeds from loan from a related company	來自關連公司之貸款所得款項		240,000	-
Repayment of loan from a related company	償還來自關連公司之貸款		(177,669)	-
Proceeds from shareholder loan	股東貸款所得款項		2,000	-
Net cash generated from financing activities	融資活動所得之現金淨額		466,318	95,526

# Consolidated Statement of Cash Flows

## 綜合現金流量表

For the year ended 31 December 2017 截至二零一七年十二月三十一日止年度

		NOTES 附註	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
<b>Net increase/(decrease) in bank balances and cash</b>	銀行結餘及現金增加/ (減少)淨額		<b>133,219</b>	(290,123)
Bank balances and cash at beginning of year	年初之銀行結餘及現金		<b>20,609</b>	310,736
Exchange difference on bank balances and cash	銀行結餘及現金之匯兌差額		<b>312</b>	(4)
Bank balances and cash at end of year	年終之銀行結餘及現金		<b>154,140</b>	20,609

The principal non-cash transaction was the settlement of consideration in relation to an addition of investment properties by allotment and issuance of new shares of the Company for the year ended 31 December 2016 as set out in note 28(a)(ii) to the consolidated financial statements. There were no material non-cash transactions for the year ended 31 December 2017.

主要非現金交易指本公司截至二零一六年十二月三十一日止年度透過配發及發行新股份之方式償付購置投資物業之代價，載於綜合財務報表附註28(a)(ii)。截至二零一七年十二月三十一日止年度，本公司並無重大非現金交易。

The notes on pages 84 to 183 are an integral part of these consolidated financial statements.

第84至183頁所載附註為綜合財務報表一部分。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 1 GENERAL INFORMATION

The Company was incorporated as an exempted company in the Cayman Islands with limited liability under the Companies Law (Revised) of the Cayman Islands on 3 July 2002. The shares of the Company are listed on the The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

The Group is principally engaged in trading of building materials, investment holding and properties investment.

As at 31 December 2017, the Board considers that Able Victory Enterprises Limited, a company incorporated in the British Virgin Islands, as the ultimate holding company of the Company, and Mr. Li Sen, an Executive Director and the Chairman of the Board, as the ultimate controlling party of the Company.

These consolidated financial statements are presented in thousands of Hong Kong dollars (HK\$'000), unless otherwise stated. These consolidated financial statements have been approved for issue by the Board on 31 March 2018.

### 2 BASIS OF PREPARATION

The consolidated financial statements of the Group have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards ("HKFRSs") and the disclosure requirements of the Hong Kong Companies Ordinance (Chapter 622 of the Laws of Hong Kong). The consolidated financial statements have been prepared under the historical cost convention except for investment properties and available-for-sale investments which are measured at fair values.

The preparation of financial statements in conformity with HKFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies.

### 1 一般資料

本公司根據開曼群島公司法(經修訂)於二零零二年七月三日在開曼群島註冊成立為獲豁免有限公司。本公司之股份在香港聯合交易所有限公司(「聯交所」)上市。

本集團主要從事建築材料貿易、投資控股及物業投資。

於二零一七年十二月三十一日，董事會視於英屬處女群島註冊成立之公司Able Victory Enterprises Limited為本公司之最終控股公司，李森先生(執行董事兼董事會主席)為本公司之最終控股方。

除另有指明者外，此等綜合財務報表乃以千港元(千港元)呈列。此等綜合財務報表已於二零一八年三月三十一日獲董事會批准刊發。

### 2 編製基準

本集團之綜合財務報表乃根據所有適用香港財務報告準則(「香港財務報告準則」)及香港公司條例(香港法例第622章)之披露規定編製。除投資物業及可供出售投資按公允價值計量外，綜合財務報表已按照歷史成本慣例編製。

根據香港財務報告準則編製財務報表須運用若干關鍵會計估算，而管理層於應用本集團之會計政策過程中須行使其判斷。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 2 BASIS OF PREPARATION (Continued)

- (a) The following new standards/amendments to standards are mandatory for accounting periods beginning on or after 1 January 2017.

Annual Improvements Project	Annual Improvements 2014 – 2016 Cycle
HKAS 7 (Amendments)	Statement of Cash Flows – Disclosure Initiative
HKFRS 12 (Amendments)	Recognition of Deferred Tax Assets for Unrealised Losses

The adoption of these new amendments to standards does not have any significant impact to the results and financial position of the Group.

- (b) The following new standards/amendments to standards have been issued, but are not effective for the Group's accounting period beginning on 1 January 2017 and have not been early adopted.

### 2 編製基準 (續)

- (a) 下列為於二零一七年一月一日或之後開始之會計期間強制生效之新訂準則／準則之修訂本。

年度改進項目	二零一四年至二零一六年週期之年度改進
香港會計準則第7號 (修訂本)	現金流量表－披露倡導
香港財務報告準則 第12號(修訂本)	就未變現虧損 確認遞延稅項資產

採用該等新準則之修訂本並無對本集團之業績及財務狀況造成任何重大影響。

- (b) 下列為本集團於二零一七年一月一日開始之會計期間已頒佈但尚未生效及並無提早採納之新訂準則／準則之修訂本。

**Effective for  
accounting  
periods beginning  
on or after  
下列日期或之  
後開始之  
會計期間生效**

HKAS 28 (amendments) 香港會計準則第28號(修訂本)	Investments in Associates and Joint Ventures 於聯營公司及合營公司的投資	1 January 2018 二零一八年一月一日
HKAS 40 (amendments) 香港會計準則第40號(修訂本)	Transfers of Investment Property 轉讓投資物業	1 January 2018 二零一八年一月一日
HKFRS 2 (amendments) 香港財務報告準則第2號(修訂本)	Classification and Measurement of Sharebased Payment Transactions 股份付款交易的分類及計量	1 January 2018 二零一八年一月一日
HKFRS 4 (amendments) 香港財務報告準則第4號(修訂本)	Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts 採用香港財務報告準則第4號「保險合同」時 一併應用香港財務報告準則第9號「財務工具」	1 January 2018 二零一八年一月一日
HKFRS 9 香港財務報告準則第9號	Financial Instruments 金融工具	1 January 2018 二零一八年一月一日
HKFRS 9 (amendments) 香港財務報告準則第9號(修訂本)	Prepayment Features with Negative Compensation 具有負補償之提前還款特性	1 January 2019 二零一九年一月一日
HKFRS 15 (amendments) 香港財務報告準則第15號(修訂本)	Clarifications to HKFRS 15 澄清香港財務報告準則第15號	1 January 2018 二零一八年一月一日

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 2 BASIS OF PREPARATION (Continued)

#### (b) (Continued)

		Effective for accounting periods beginning on or after 下列日期或之 後開始之 會計期間生效
HKFRS 16 香港財務報告準則第16號	Leases 租賃	1 January 2019 二零一九年一月一日
HKFRS 10 and HKAS 28 (amendments) 香港財務報告準則第10號及 香港會計準則第28號(修訂本)	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture 投資者與其聯營公司或合營公司之間的資產出售或注資	To be determined 將予釐定
HK(IFRIC)-Int 22 香港(國際財務報告詮釋委員會) — 詮釋第22號	Foreign Currency Transactions and Advance Consideration 外幣交易及墊支代價	1 January 2018 二零一八年一月一日
HK(IFRIC)-Int 23 香港(國際財務報告詮釋委員會) — 詮釋第23號	Uncertainty over Income Tax Treatments 所得稅處理的不確定性	1 January 2019 二零一九年一月一日
Annual Improvements Project 年度改進項目	Annual Improvements 2014-2016 Cycle 二零一四年至二零一六年週期之年度改進	1 January 2018 二零一八年一月一日

#### HKFRS 9, "Financial instruments"

The new standard addresses the classification, measurement and derecognition of financial assets and financial liabilities, introduces new rules for hedge accounting and a new impairment model for financial assets.

While the Group has yet to undertake a detailed assessment of the classification and measurement of financial assets, as at 31 December 2017, the Group does not have any significant equity instruments currently classified as available-for-sale financial assets for which a fair value through other comprehensive income election is available.

#### 香港財務報告準則第9號「金融工具」

此項新準則針對金融資產和金融負債的分類、計量和終止確認，並引進對沖會計的新規則和金融資產的新減值模型。

儘管本集團尚未對金融資產的分類和計量進行詳細評估，於二零一七年十二月三十一日，本集團並無任何現分類為可供出售金融資產而其可選擇透過其他全面收入按公允價值列賬的重大權益工具。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 2 BASIS OF PREPARATION (Continued)

#### (b) (Continued)

##### HKFRS 9, "Financial instruments" (Continued)

Accordingly, the Group does not expect the new guidance to have a significant impact on the classification and measurement of its financial assets.

There will be no impact on the Group's accounting for financial liabilities, as the new requirements only affect the accounting for financial liabilities that are designated at fair value through profit or loss and the Group does not have any such liabilities. The derecognition rules have been transferred from HKAS 39 "Financial instruments: recognition and measurement" and have not been changed.

The new impairment model requires the recognition of impairment provisions based on expected credit losses rather than only incurred credit losses as is the case under HKAS 39. It applies to financial assets classified at amortised cost, debt instruments measured at fair value through other comprehensive income, contract assets under HKFRS 15 Revenue from Contracts with Customers, lease receivables, loan commitments and certain financial guarantee contracts. Based on the historical experience of the Group, the default rates of the outstanding balances with customers are low. Hence, the Board does not expect that the application of HKFRS 9 would result in a significant impact on the Group's impairment provisions. The historical credit losses are immaterial.

The new standard also introduces expanded disclosure requirements and changes in presentation. These are expected to change the nature and extent of the Group's disclosures about its financial instruments particularly in the year of the adoption of the new standard.

HKFRS 9 must be applied for financial years commencing on or after 1 January 2018. The Group does not intend to adopt HKFRS 9 before its mandatory date.

### 2 編製基準 (續)

#### (b) (續)

##### 香港財務報告準則第9號「金融工具」(續)

因此，本集團預期新指引不會對其金融資產的分類和計量有重大影響。

由於新規定僅影響被指定為透過損益按公允價值列賬的金融負債的會計法，而本集團並無任何該等負債，因此將不會對本集團的金融負債的會計處理有任何影響。終止確認規則引自香港會計準則第39號「金融工具：確認及計量」，並無任何變動。

新減值模型要求根據預期信貸虧損而非如根據香港會計準則第39號般僅根據已產生的信貸虧損確認減值撥備。其適用於按攤銷成本分類的金融資產、透過其他全面收入按公允價值計量的債務工具、香港財務報告準則第15號「客戶合約收入」下的合約資產、應收租賃款項、貸款承擔及若干財務擔保合約。根據本集團之過往經驗，客戶未償還結餘之違約率較低。因此，董事會預期應用香港財務報告準則第9號不會對本集團之減值撥備造成重大影響。歷史信貸虧損甚微。

新準則亦增加了披露規定和列報的改變。預期將改變本集團有關其金融工具的披露性質和範圍，尤其是在新準則採納的年度內。

香港財務報告準則第9號必須在二零一八年一月一日或之後開始的財政年度起應用。本集團不擬於其強制生效日期前採納香港財務報告準則第9號。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 2 BASIS OF PREPARATION (Continued)

#### (b) (Continued)

##### *HKFRS 15, "Revenue from contracts with customers"*

This new standard replaces HKAS 18 which covers contracts for goods and services and HKAS 11 which covers construction contracts. The new standard is based on the principle that revenue is recognised when control of a good or service transfers to a customer. The standard permits either a full retrospective or a modified retrospective approach for the adoption.

HKFRS 15 establishes a comprehensive framework for determining when to recognise revenue and how much revenue to recognise through a 5-step approach: (1) Identify the contract(s) with customer; (2) Identify separate performance obligations in a contract (3) Determine the transaction price (4) Allocate transaction price to performance obligations and (5) recognise revenue when performance obligation is satisfied. The core principle is that a company should recognise revenue to depict the transfer of promised goods or services to the customer in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. It moves away from a revenue recognition model based on an 'earnings processes to an 'asset-liability' approach based on transfer of control.

The Group has performed preliminary assessment on the adoption of HKFRS 15, and the initial result indicated that the impact on the Group's consolidated financial statement are not expected to be significant other than changes on the disclosure.

HKFRS 15 is mandatory for financial years commencing on or after 1 January 2018. At this stage, the Company does not intend to adopt the standard before its effective date.

### 2 編製基準 (續)

#### (b) (續)

##### 香港財務報告準則第15號「客戶合約收入」

此項新準則取代香港會計準則第18號(涵蓋貨品和服務合約)和香港會計準則第11號(涵蓋建造合約)。新準則的原則為收入於貨品或服務的控制權轉移至客戶時確認。此準則容許全面追溯採納或經修改追溯方式採納。

香港財務報告準則第15號利用五個步驟，確立釐定確認收入時間及金額的全面框架：(1)辨別客戶合約；(2)辨別合約中的個別履約責任；(3)釐定交易價格；(4)將交易價格分配至履約責任；及(5)於達到履約責任時確認收入。核心原則是一間公司應確認收入以體現按反映公司預期就交換協定貨品或服務而應得的代價的金額，向客戶轉讓有關貨品或服務。其由以「盈利處理」為基礎的收入確認模型，轉移至以轉移控制權為基礎的「資產負債」方法。

本集團已對採納香港財務報告準則第15號作出初步評估，初步結果顯示，除披露的變動外，其對本集團綜合財務報表的影響預計並不重大。

香港財務報告準則第15號必須在二零一八年一月一日或之後開始的財政年度採納。本公司現階段不擬於其生效日期前採納此準則。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 2 BASIS OF PREPARATION (Continued)

#### (b) (Continued)

##### HKFRS 16, "Leases"

HKFRS 16 will result in almost all leases being recognised on the balance sheet, as the distinction between operating and finance leases is removed. Under the new standard, an asset (the right to use the leased item) and a financial liability to pay rentals are recognised. The only exceptions are short-term and low-value leases.

The accounting for lessors will not significantly change.

The standard will affect primarily the accounting for Group's operating leases. As at the reporting date, the Group had non-cancellable operating lease commitments of HK\$10,171,000 (note 35). The new standard will therefore result in an increase in assets and financial liabilities in the consolidated balance sheet. As for the financial performance impact in the consolidated income statement, the operating lease expenses will decrease, while depreciation and amortisation and the interest expense will increase.

The new standard is mandatory for financial years commencing on or after 1 January 2019. At this stage, the Group does not intend to adopt the standard before its effective date.

There are no other HKFRSs or HK(IFRIC) interpretations that are not yet effective that would be expected to have a material impact on the Group.

### 2 編製基準 (續)

#### (b) (續)

##### 香港財務報告準則第16號「租賃」

香港財務報告準則第16號將導致絕大部分租賃於資產負債表確認，原因為經營租賃與融資租賃的劃分已被刪除。在新準則下，予以確認資產（使用租賃項目之權利）及支付租金之金融負債。唯一例外情況為短期低價值之租賃。

對於出租人之會計處理將不會出現重大變動。

此準則將主要影響本集團經營租賃之會計處理。於報告日期，本集團已有10,171,000港元之不可撤銷經營租賃承擔（附註35）。新準則將因此導致綜合資產負債表之資產及金融負債增加。就綜合收益表之財務表現影響而言，經營租賃開支將會減少，而折舊及攤銷以及利息開支將會增加。

新準則將於二零一九年一月一日或之後開始之財政年度強制生效。本集團現階段不擬於生效日期前採納此準則。

並無其他香港財務報告準則或香港（國際財務報告詮釋委員會）詮釋尚未生效而預期將對本集團產生重大影響。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

#### (a) Consolidation

##### (i) Subsidiaries

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are deconsolidated from the date that control ceases.

##### *Business combinations*

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date.

### 3 主要會計政策概要

編製該等綜合財務報表應用之主要會計政策載列於下文。除另有訂明者外，該等政策一直適用於所有呈列年度。

#### (a) 綜合賬目

##### (i) 附屬公司

附屬公司指本集團擁有控制權之所有實體（包括結構性實體）。當本集團承受或享有其參與實體所得之可變回報，且有能力透過指導實體活動之權力影響該等回報時，則本集團控制該實體。附屬公司自控制權轉移至本集團之日起全面綜合入賬，並於控制權終止之日起停止綜合入賬。

##### *業務合併*

本集團利用購買法將業務合併入賬。購買一間附屬公司所轉讓的對價，為所轉讓資產、被收購方的前所有人產生的負債，及本集團發行的股本權益的公允價值。所轉讓的對價包括或有對價安排所產生的任何資產和負債的公允價值。在業務合併中所購買可辨認的資產以及所承擔的負債及或有負債，首先以其等於購買日期的公允價值計量。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

#### (a) Consolidation (Continued)

##### (i) Subsidiaries (Continued)

###### *Business combinations (Continued)*

The Group recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis. Non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation are measured at either fair value or the present ownership interests' proportionate share in the recognised amounts of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at their acquisition date fair value, unless another measurement basis is required by HKFRSs.

Acquisition-related costs are expensed as incurred.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is re-measured to fair value at the acquisition date; any gains or losses arising from such remeasurement are recognised in the consolidated income statement.

Any contingent consideration to be transferred by the Group is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognised in accordance with HKAS 39 in profit or loss. Contingent consideration that is classified as equity is not remeasured, and its subsequent settlement is accounted for within equity.

### 3 主要會計政策概要 (續)

#### (a) 綜合賬目 (續)

##### (i) 附屬公司 (續)

###### *業務合併 (續)*

本集團可按收購基礎計算被收購方所存的任何非控股權益。被收購方之非控股權益所存在的所有現有權益及於清盤情況下賦予其持有人相應比例的實體之淨資產應按公允價值或目前所有者權益按相應比例已確認淨資產計算。所有其他非控股權益應按其在購買日的公允價值計量，除非香港財務報告準則要求另一個計量基礎。

收購相關成本在產生時支銷。

如業務合併分階段進行，收購方之前在被收購方持有權益於收購日期的賬面值，按收購日期的公允價值重新計量，重新計量產生的任何盈虧在綜合收益表確認。

本集團將轉讓的任何或有對價按收購日期的公允價值計量。被視為資產或負債的或有對價公允價值的期後變動，根據香港會計準則第39號的規定在損益中確認。分類為權益的或有對價不重新計量，其後的結算在權益中入賬。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

#### (a) Consolidation (Continued)

##### (i) Subsidiaries (Continued)

###### *Business combinations (Continued)*

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill. If the total of consideration transferred, non-controlling interest recognised and previously held interest measured is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in the consolidated income statement.

Inter-company transactions, balances, income and expenses on transactions between group companies are eliminated. Profits and losses resulting from intercompany transactions that are recognised in assets are also eliminated. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

##### (ii) Changes in ownership interests in subsidiaries without change of control

Transactions with non-controlling interests that do not result in loss of control are accounted for as equity transactions – that is, as transactions with the owners in their capacity as owners. The difference between fair value of any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

### 3 主要會計政策概要 (續)

#### (a) 綜合賬目 (續)

##### (i) 附屬公司 (續)

###### *業務合併 (續)*

所轉讓代價、被收購方之任何非控股權益金額及任何先於被收購方之股權於收購日期之公允價值超逾所收購可辨認淨資產公允價值之差額，乃入賬列作商譽。如果所轉讓代價總額，確認為非控股權益，以及之前持有權益被測得低於在議價收購情況下所收購附屬公司淨資產之公允價值，則該差額直接在綜合收益表中確認。

集團內公司之間的交易、交易的結餘及收支均會對銷。確認為資產之公司之間交易所產生溢利及虧損亦會被對銷。附屬公司的會計政策於有需要時會作出變動，從而確保與本集團所採納的政策一致。

##### (ii) 並無導致控制權變動之附屬公司擁有權權益變動

與非控股權益進行之交易，倘並無導致失去控制權，則作為股權交易入賬—即與擁有人以擁有人身份進行之交易。任何所付代價之公允價值與附屬公司資產淨值賬面價值所收購相關部分之差額，會於權益中列賬。向非控股權益出售產生之收益或虧損亦於權益中列賬。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

#### (a) Consolidation (Continued)

##### (iii) Disposals of subsidiaries

When the Group ceases to have control, any retained interest in the entity is remeasured to its fair value at the date when control is lost, with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as a joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

#### (b) Separate financial statements

Investments in subsidiaries are accounted for at cost less impairment. Cost also includes direct attributable costs of investment. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable.

Impairment testing of the investments in subsidiaries is required upon receiving dividends from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

### 3 主要會計政策概要 (續)

#### (a) 綜合賬目 (續)

##### (iii) 出售附屬公司

於本集團失去控制權時，於實體之任何保留權益將按失去控制權當日之公允價值重新計量，賬面值之變動於損益確認。就隨後入賬列作合營公司或金融資產之保留權益，上述公允價值為初始賬面值。此外，先前於其他全面收入內確認與該實體有關之任何金額按猶如本集團已直接出售有關資產或負債之方式入賬。此可能意味著先前在其他全面收入內確認之金額重新分類至損益。

#### (b) 獨立財務報表

於附屬公司之投資按成本扣除減值列賬。成本亦包括投資的直接應佔成本。附屬公司之業績由本公司按已收及應收股息入賬。

如股息超過宣派股息期內附屬公司之全面收入總額，或倘獨立財務報表之投資賬面值超過綜合財務報表中於該被投資公司之淨資產（包括商譽）之賬面值，則必須對於附屬公司之投資作減值測試。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

#### (c) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Group's Chief Executive Officer (the "CEO") who makes strategic decisions.

#### (d) Foreign currency translation

##### (i) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The consolidated financial statements are presented in Hong Kong dollars ("HK\$"), which is the Company's functional and the Group's presentation currency.

##### (ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the consolidated income statement.

All foreign exchange gains and losses, including foreign exchange gains and losses that related to borrowings and cash and cash equivalents are presented in the consolidated income statement within "administrative and operating expenses".

### 3 主要會計政策概要 (續)

#### (c) 分部報告

營運分部按向主要營運決策人內部呈報一致之方式呈報。主要營運決策人負責分配營運分部資源及評估其表現，已確定為作出策略決定之本集團行政總裁（「行政總裁」）。

#### (d) 外幣換算

##### (i) 功能及列報貨幣

計入本集團各實體的財務報表的項目使用有關實體經營所在主要經濟環境的貨幣（「功能貨幣」）計量。綜合財務報表以港元（「港元」）呈列，而港元為本公司的功能貨幣及本集團的列報貨幣。

##### (ii) 交易及結餘

外幣交易使用於有關交易日期或重新計量項目的估值日期的通行匯率換算為功能貨幣。因結算該等交易及按年終匯率換算以外幣為單位的貨幣性資產及負債而產生的外匯損益會在綜合收益表中確認。

所有外匯損益（包括有關貸款、現金及現金等價物的外匯損益）會在綜合收益表中之「行政及經營開支」內呈列。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

#### (d) Foreign currency translation (Continued)

##### (ii) Transactions and balances (Continued)

Changes in the fair value of monetary securities denominated in foreign currency classified as available-for-sale are analysed between translation differences resulting from changes in the amortised cost of the security and other changes in the carrying amount of the security. Translation differences related to changes in amortised cost are recognised in profit or loss, and other changes in carrying amount are recognised in other comprehensive income.

Translation differences on non-monetary financial assets and liabilities such as equities held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss. Translation differences on non-monetary financial assets, such as equities classified as available-for-sale, are included in other comprehensive income.

##### (iii) Group companies

The results and financial positions of all the Group entities (none of which has the currency of a hyper-inflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (a) assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;

### 3 主要會計政策概要 (續)

#### (d) 外幣換算 (續)

##### (ii) 交易及結餘 (續)

以外幣為單位並分類為可供出售的貨幣性證券，其公允價值調整會分為因證券攤銷成本變動所致的換算差額及證券賬面值的其他變動。有關攤銷成本變動的換算差額會在損益中確認，而賬面值的其他變動則在其他全面收入中確認。

非貨幣金融資產及負債的匯兌差額（例如透過損益按公允價值持有的權益）的折算差額於損益中列報為公允價值收益或虧損的一部分。非貨幣金融資產（例如分類為可供出售的權益）的折算差額計入其他全面收入。

##### (iii) 集團公司

功能貨幣與列報貨幣不同的所有本集團實體（其中並無惡性通貨膨脹經濟的貨幣）的業績及財務狀況會換算為列報貨幣如下：

- (a) 各結算日之資產及負債會按於該結算日期的收市匯率換算；



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

#### (d) Foreign currency translation (Continued)

##### (iii) Group companies (Continued)

- (b) income and expenses for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions); and
- (c) all resulting currency translation differences are recognised in other comprehensive income.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. Currency translation difference arising are recognised in other comprehensive income.

#### (e) Property, plant and equipment

Property, plant and equipment are stated at historical cost less depreciation.

Depreciation is calculated using the straight-line method to allocate the cost of the assets to their residual values over their estimated useful lives, as follows:

– Land	Indefinite useful life
– Leasehold improvements	3 years or over the lease term, whichever is shorter
– Plant and machinery	5 years
– Computer equipment and software	2-3 years
– Office equipment	5 years
– Motor vehicles	4 years

### 3 主要會計政策概要 (續)

#### (d) 外幣換算 (續)

##### (iii) 集團公司 (續)

- (b) 每份收益表的收入及開支會按平均匯率換算(除非該平均數並非於交易日期的通行匯率的累積影響的合理概約,在該情況下,收入及開支會按交易日期的匯率換算);及
- (c) 全部所產生的匯兌差額於其他全面收入確認。

因收購海外實體而產生之商譽及公允價值調整,均視作為該海外實體之資產及負債處理,並按收市匯率折算。產生之貨幣匯兌差額於其他全面收益中確認。

#### (e) 物業、廠房及設備

物業、廠房及設備按過往成本減折舊列賬。

折舊乃按直線法於資產估計可使用年期內將其成本分配至其剩餘價值計算,有關估計可使用年期如下:

– 土地	永久使用
– 租賃物業裝修	三年或租期之較短者
– 廠房及機器	五年
– 電腦設備及軟件	兩至三年
– 辦公室設備	五年
– 汽車	四年

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

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

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gain and loss on disposals are determined by comparing the proceeds with the carrying amount and are recognised within "Other gains, net" in the consolidated income statement.

#### (f) Investment properties

Investment properties, principally comprising leasehold land and buildings, are held for long-term rental yields or for capital appreciation or both, and that are not occupied by the Group. Land held under operating leases are accounted for as investment properties when the rest of the definition of an investment property is met. In such cases, the operating leases concerned are accounted for as if they were finance leases. Investment properties are initially measured at cost, including related transaction costs and where applicable borrowing costs. After initial recognition, investment properties are carried at fair value, representing open market value determined at each reporting date by external valuers. Fair value is based on active market prices, adjusted, if necessary, for any difference in the nature, location or condition of the specific asset. If the information is not available, the Group uses alternative valuation methods such as recent prices on less active markets or discounted cash flow projections.

### 3 主要會計政策概要 (續)

#### (e) 物業、廠房及設備 (續)

資產之餘值及可使用年期於各報告期末進行檢討，並於適當時作出調整。

倘資產之賬面值超出其估計可收回金額，則資產賬面值即時撇減至其可收回金額。

出售收益及虧損乃透過比較所得款項與賬面值釐定，並於綜合收益表內確認為「其他淨收益」。

#### (f) 投資物業

投資物業，主要由租賃土地及樓宇組成，持有為獲得長期租金收入或作為資本增值或兩者兼備，且同時並非由本集團佔用之物業。以經營租賃持有之土地，如符合投資物業之其餘定義，按投資物業記賬。在此等情況下，相關經營租賃猶如其為融資租賃而記賬。投資物業初始按成本列賬，包括相關交易成本及（如適用）貸款成本。在初始確認後，投資物業按公允價值列賬，公允價值指由外部估值師於各報告日期釐定之公開市值。公允價值根據活躍市場價格計算，如有需要就個別資產之性質、地點或狀況之任何差異作出調整。如沒有此項資料，本集團利用其他估值方法，例如較不活躍市場之近期價格或貼現現金流量預測法。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

#### (g) Club memberships

Club memberships with indefinite useful life are stated at cost less any impairment losses. Impairment is reviewed annually or when there is any indication that the club memberships have suffered an impairment loss.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

#### (h) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the first-in, first-out method, which comprises invoiced cost and other incidental expenses. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

#### (i) Impairment of non-financial assets other than exploration and evaluation asset

Assets that have an indefinite useful life – for example, goodwill or intangible assets not ready to use – are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each balance sheet date.

### 3 主要會計政策概要 (續)

#### (g) 會所會籍

具無限使用年期之會籍按成本減任何減值虧損列賬。減值會每年或當有任何跡象顯示會籍蒙受減值虧損時進行審閱。

倘資產之賬面值超出其估計可收回金額，則資產賬面值即時撇減至其可收回金額。

#### (h) 存貨

存貨按成本與可變現淨值兩者中的較低者列賬。成本以先入先出方法釐定，並包括發票成本及其他雜費。可變現淨值乃於日常業務過程中之估計售價減適用可變銷售開支。

#### (i) 勘探及評估資產以外非金融資產之減值

商譽或未可使用之無形資產等具無限使用年期之資產無需進行攤銷，惟須每年進行減值測試。就須作攤銷的資產而言，當有事件出現或情況變動顯示賬面值可能無法收回時，將檢視資產是否減值。減值虧損按資產之賬面值超出其可收回金額之差額確認。可收回金額為資產之公允價值扣除銷售成本與使用價值兩者間之較高者。為進行評估減值，資產計入可分開識辨現金流量之最低層次組別（現金產生單位）。商譽以外出現減值之非金融資產，會於各結算日獲審閱減值撥回之可能性。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

#### (j) Discontinued operation

A discontinued operation is a component of the Group's business, the operation and cash flow of which can be clearly distinguished from the rest of the Group and which represents a separate major line of business or geographic area of operations, or is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations, or is a subsidiary acquired exclusively with a view to resale.

When an operation is classified as discontinued, a single amount is presented in the consolidated income statement, which comprises the post-tax profit or loss of the discontinued operation and the post-tax gain or loss recognised on the measurement to fair value less costs to sell, or on the disposal, of the disposal group constituting the discontinued operation.

#### (k) Financial assets

##### Classification

The Group's financial assets are mainly loans and receivables and available-for-sale financial assets. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

- (a) Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for the amount that are settled or expected to be settled more than 12 months after the end of the reporting period. These are classified as non-current assets. The Group's loans and receivables comprise "loan receivable", "trade and other receivables" (note 3(m)) and "bank balances and cash" (note 3(n)) in the consolidated balance sheet.

### 3 主要會計政策概要 (續)

#### (j) 已終止經營業務

已終止經營業務是本集團業務之一部分，其營運及現金流可與本集團其他業務清楚區分，且屬於一項按業務或地區劃分之獨立主要業務，或屬於出售一項按業務或地區劃分之獨立主要業務之單一統籌計劃一部分，或為一間純粹為轉售而收購之附屬公司。

倘業務分類為終止經營，則綜合收益表上會呈列一單一數額，當中包括已終止經營業務之除稅後溢利或虧損；及就構成已終止經營業務之出售集團計算公允價值減銷售成本（或於出售時），所確認之除稅後損益。

#### (k) 金融資產

##### 分類

本集團之金融資產主要為貸款及應收款項以及可供出售金融資產。金融資產按購入時之目的分類。管理層於初次確認時釐定其金融資產之分類。

- (a) 貸款及應收款項指在活躍市場中並無報價的固定或可確定付款的非衍生金融資產。彼等計入流動資產，惟報告期末起超過12個月之後償付或預期將予償付的款項除外。該等款項被分類為非流動資產。本集團的貸款及應收款項包括綜合資產負債表的「應收貸款」、「應收貿易賬款及其他應收款項」（附註3(m)）及「銀行結餘及現金」（附註3(n)）。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

#### (k) Financial assets (Continued)

##### *Classification (Continued)*

- (b) Available-for-sale financial assets are non-derivatives that are either designated in this category or not classified in any of the other categories. They are included in non-current assets unless the investment matures or management intends to dispose of it within 12 months of the end of the reporting period.

##### *Recognition and measurement*

Regular way purchases and sales of financial assets are recognised on the trade-date – the date on which the Group commits to purchase or sell the asset. Investments are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets are derecognised when the rights to receive cash flows from the investments have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership. Loans and receivables are subsequently carried at amortised cost using the effective interest method. Available-for-sale financial assets are subsequently carried at fair value.

When securities classified as available-for-sale are sold or impaired, the accumulated fair value adjustments recognised in equity are included in the consolidated income statement as “Other gains, net”.

### 3 主要會計政策概要 (續)

#### (k) 金融資產 (續)

##### *分類 (續)*

- (b) 可供出售金融資產乃指定為此類別或並無分類至任何其他類別的非衍生工具。除非有關投資於報告期末起計12個月內到期或管理層擬於該期間出售有關投資，否則該等資產計入非流動資產。

##### *確認及計量*

定期之金融資產買賣乃於交易日期（即本集團承諾買賣該資產的日期）予以確認。就所有並非透過損益按公允價值列賬的金融資產而言，投資初始按公允價值加交易成本確認。當自投資收取現金流量的權利已屆滿或已轉讓而本集團已轉讓絕大部分所有權的風險及回報時，金融資產會被取消確認。貸款及應收款項其後採用實際利率法按攤銷成本列賬。可供出售金融資產其後按公允價值列賬。

倘分類為可供出售之證券已出售或減值，於權益中確認之累計公允價值調整會計入在綜合收益表內「其他淨收益」。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

#### (k) Financial assets (Continued)

##### *Offsetting financial instruments*

Financial assets and liabilities are offset and the net amount reported in the consolidated balance sheet 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.

#### (l) Impairment of financial assets

##### *(i) Assets carried at amortised cost*

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a "loss event") and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

Evidence of impairment may include indications that the debtors or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation, and where observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

### 3 主要會計政策概要 (續)

#### (k) 金融資產 (續)

##### *抵銷金融工具*

當本集團具有抵銷已確認金額的依法可強制執行權利且計劃以淨額結算，或同時變現該資產和清償該負債時，金融資產和負債可以相互抵銷，並以抵銷後的淨額在綜合資產負債表中列示。該項可依法強制執行權利不得取決於未來事件，且必須在日常業務過程中及倘公司或對手方違約、無力償債或破產時均可強制執行。

#### (l) 金融資產減值

##### *(i) 以攤銷成本列賬之資產*

本集團於各報告期末評估是否存在客觀憑證證明金融資產或金融資產組別出現減值。只當有客觀憑證證明於首次確認資產後發生一宗或多宗事件導致出現減值（「虧損事件」），而該宗（或該等）虧損事件對金融資產或金融資產組別的未來估計之現金流量構成可以合理估計的影響，有關金融資產或金融資產組別才算出現減值及產生減值虧損。

減值跡象可包括借款人或一組借款人正面臨重大財務困難、違約或未能償還利息或本金、彼等有可能破產或進行其他財務重組，以及有可觀察得到的數據顯示估計未來現金流量出現可計量的減少，例如欠款數目變動或出現與違約相關的經濟狀況。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

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

##### (i) Assets carried at amortised cost (Continued)

For loans and receivables category, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate. The carrying amount of the asset is reduced and the amount of the loss is recognised in the consolidated income statement. If a loan or held-to-maturity investment has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract. As a practical expedient, the Group may measure impairment on the basis of an instrument's fair value using an observable market price.

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 (such as an improvement in the debtor's credit rating), the reversal of the previously recognised impairment loss is recognised in the consolidated income statement.

### 3 主要會計政策概要 (續)

#### (I) 金融資產減值 (續)

##### (i) 以攤銷成本列賬之資產 (續)

就貸款及應收款項類別而言，虧損金額乃根據資產賬面值與按金融資產原實際利率貼現而估計未來現金流量（不包括仍未產生之未來信用損失）之現值兩者之差額計量。資產賬面值予以削減，而虧損金額則在綜合收益表確認。如貸款或持至到期投資有浮動利率，計量任何減值虧損之貼現率為按合同釐定之當前實際利率。作為可行權宜之計，本集團可根據使用可觀察市價計量的某工具公允價值計量其減值。

如在後期，減值虧損之款項減少，而此減少可客觀地聯繫至減值確認後才發生之事件（例如債務人之信用評級有所改善），則之前已確認之減值虧損可在綜合收益表中確認撥回。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

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

##### (ii) Assets carried as available-for-sale

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired.

For debt securities, if any such evidence exists the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognised in profit or loss – is removed from equity and recognised in profit or loss. If, in a subsequent period, the fair value of a debt instrument classified as available for sale increases and the increase can be objectively related to an event occurring after the impairment loss was recognised in profit or loss, the impairment loss is reversed through the consolidated income statement.

For equity investments, a significant or prolonged decline in the fair value of the security below its cost is also evidence that the assets are impaired. If any such evidence exists the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognised in profit or loss – is removed from equity and recognised in profit or loss. Impairment losses recognised in the consolidated income statement on equity instruments are not reversed through the consolidated income statement.

### 3 主要會計政策概要 (續)

#### (I) 金融資產減值 (續)

##### (ii) 列賬為可供出售之資產

本集團於每一報告期末對是否有客觀證據表明金融資產或金融資產組別發生減值作出評估。

對於債務證券，如果存在任何有關證據，累積虧損（按其收購成本與當前公允價值之間的差額減去金融資產任何以前在損益中確認的減值虧損計量）會從權益轉出，並在損益內確認。如果在以後的期間，歸類為可供出售的債務工具的公允價值增加，並且該增加客觀上與減值虧損於損益確認後發生的事項有關，則撥回的減值虧損計入綜合收益表。

對於股權投資，證券的公允價值明顯或持續地跌至低於其成本亦被視為資產減值的證據。如果存在任何有關證據，累積虧損（按其收購成本與當前公允價值之間的差額減去金融資產任何以前在損益中確認的減值虧損計量）會從權益轉出，並在損益內確認。權益工具在綜合收益表內確認的減值虧損不得在綜合收益表撥回。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

#### (m) Trade and other receivables

Trade receivables are amounts due from customers for merchandise sold or services performed in the ordinary course of business. If collection of trade and other receivables is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less allowance for impairment.

#### (n) Bank balances and cash

Bank balances and cash include cash in hand and deposits held at call with banks.

#### (o) Share capital and equity instruments

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, from the proceeds.

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issuance costs. Warrants issued by the Company that will be settled by a fixed amount of cash for a fixed number of the Company's own equity instruments are classified as equity instruments ("other reserve"). The reserve will be transferred to the share capital and share premium accounts upon the exercise of the warrants.

### 3 主要會計政策概要 (續)

#### (m) 應收貿易賬款及其他應收款項

應收貿易賬款為於日常業務過程中就已售商品或已提供服務應收客戶之款項。倘應收貿易賬款及其他應收款項預期可於一年或以內收款（或較長之有關業務正常營運周期內），則分類為流動資產，否則呈列為非流動資產。

應收貿易賬款及其他應收款項初始按公允價值確認，其後則使用實際利率法以攤銷成本扣除減值撥備計量。

#### (n) 銀行結餘及現金

銀行結餘及現金包括手頭現金及於銀行持有之活期存款。

#### (o) 股本及權益工具

普通股分類為權益。

發行新股份或購股權之直接增加成本於權益中列作所得款項之扣減項目。

本公司發行之權益工具記錄為已收所得款項（扣除直接發行成本）。本公司發行的認股權證倘將以定額現金換取定額數目的本公司權益工具結算，則分類為權益工具（「其他儲備」）。該儲備將於行使認股權證時轉撥至股本及股份溢價賬。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

#### (o) Share capital and equity instruments (Continued)

On the commitment day for the issuance of equity instruments by the Company, a derivative for the commitment arises, which will be measured as financial liability at fair value through profit or loss, is recognised at fair value. Upon the issuance of these equity instruments, such financial liability is remeasured at fair value and the fair value change is recognised in the profit or loss. The financial liability is then derecognised and recorded as equity instruments.

#### (p) Trade payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade payables are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

#### (q) Other payables

Other payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method. Other payables are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer).

### 3 主要會計政策概要 (續)

#### (o) 股本及權益工具 (續)

於本公司承諾發行權益工具之日，就承諾產生之衍生工具將計量作按公允價值計入損益之金融負債，並按公允價值確認。於發行此等權益工具，該金融負債按公允價值重新計量，而公允價值調整則於損益中確認。金融負債其後取消確認並列賬為權益工具。

#### (p) 應付貿易賬款

應付貿易賬款為於日常業務過程向供應商購買商品或服務而應付之款項。倘應付貿易賬款須於一年或以內（或較長之有關業務正常營運周期內）支付，則分類為流動負債，否則呈列為非流動負債。

應付貿易賬款初始按公允價值確認，其後則使用實際利率法以攤銷成本計量。

#### (q) 其他應付款項

其他應付款項初始按公允價值確認，其後則使用實際利率法以攤銷成本計量。倘有關付款須於一年或以內（或較長之有關業務正常營運周期內）支付，則其他應付款項分類為流動負債。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

#### (r) Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the consolidated income statement over the period of the borrowings using the effective interest method.

Borrowings are classified as current liabilities unless the group has an unconditional right to defer settlement of the liability for at least 12 months after the end of the reporting period.

Borrowing costs are recognised in the consolidated income statement in the period in which they are incurred.

#### (s) Current and deferred income tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in the consolidated income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case the tax is also recognised in other comprehensive income or directly in equity, respectively.

##### (i) Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the Company's subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

### 3 主要會計政策概要 (續)

#### (r) 貸款

貸款初始以公允價值扣除產生之交易成本確認。貸款其後按攤銷成本列賬，所得款項（扣除交易成本）與贖回價值之任何差額採用實際利率法於貸款期間內在綜合收益表確認。

除非集團有無條件權利將債務結算日期遞延至報告期末後最少12個月，否則貸款將被劃分為流動負債。

貸款成本於產生期間在綜合收益表確認。

#### (s) 當期及遞延所得稅

期內稅項開支包括當期及遞延稅項。稅項於綜合收益表確認，惟倘稅項與其他全面收入或直接於權益確認之項目相關，則作別論。於此情況下，稅項亦將分別於其他全面收入確認或直接於權益內確認。

##### (i) 當期所得稅

當期所得稅開支按本公司附屬公司經營及產生應課稅收入之國家於結算日已實施或大致實施之稅法計算。管理層就適用稅務法例詮釋所規限的情況定期評估報稅表的狀況，並在適用情況下按預期須向稅務機構支付的稅款設定撥備。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

#### (s) Current and deferred income tax (Continued)

##### (ii) Deferred income tax

###### *Inside basis differences*

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

###### *Outside basis differences*

Deferred income tax is provided on temporary differences arising on investments in subsidiaries, except for deferred income tax liability where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

### 3 主要會計政策概要 (續)

#### (s) 當期及遞延所得稅 (續)

##### (ii) 遞延所得稅

###### *內在基本差異*

遞延所得稅乃根據負債法按資產及負債的稅基與其在綜合財務報表中的賬面值的暫時差異確認。然而，倘遞延稅項負債從商譽之首次確認而產生，則不予確認，倘遞延所得稅從於交易（業務合併除外）首次確認資產或負債產生而於交易時不影響會計或應課稅利潤或虧損，則並不計算。遞延所得稅按於結算日已實施或大致實施的稅率（及稅法）釐定，並預期於相關遞延所得稅資產變現或償還遞延所得稅負債時實行。

倘未來可能產生應課稅利潤，而暫時差異可因此得以使用，則確認遞延所得稅資產。

###### *外在基本差異*

遞延所得稅按於附屬公司的投資產生的暫時差異作出撥備，惟倘就遞延所得稅負債而言暫時差異的撥回時間可由本集團控制，且暫時差異在可預見未來可能不會撥回時，則不作出撥備。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

#### (s) Current and deferred income tax (Continued)

##### (iii) Offsetting

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

#### (t) Employee benefits

##### (i) Employee leave entitlements

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the balance sheet date.

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

### 3 主要會計政策概要 (續)

#### (s) 當期及遞延所得稅 (續)

##### (iii) 對銷

倘有依法可執行權利將即期稅項資產與即期稅項負債對銷，而遞延所得稅資產及負債與同一稅務機構對課稅實體或其他課稅實體施加之所得稅相關，且有意按淨額基準結算結餘，則遞延所得稅資產及負債可予對銷。

#### (t) 僱員福利

##### (i) 僱員應享假期

僱員應享的年假於僱員應獲得假期時確認。截至結算日，已就僱員提供服務而產生年假的估計負債作出撥備。

僱員應享的病假及產假不予確認，直至僱員正式休假為止。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

#### (t) Employee benefits (Continued)

##### (ii) Pension scheme

The Group operates a defined contribution Mandatory Provident Fund retirement benefits scheme (the "MPF Scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance, for all of its employees in Hong Kong. Contributions are made based on a percentage of the employees' basic salaries and are charged to the consolidated income statement as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme.

In addition, pursuant to the government regulations in the PRC, the Group is required to contribute an amount to certain retirement benefit schemes based on the wages for the year of those employees in the PRC. The Group has no further payment obligations once the contributions have been paid. Contributions to these retirement benefits schemes are charged to the consolidated income statement as incurred.

### 3 主要會計政策概要 (續)

#### (t) 僱員福利 (續)

##### (ii) 退休金計劃

本集團根據香港強制性公積金計劃條例為其所有香港僱員設立定額供款的強制性公積金退休福利計劃(「強積金計劃」)。有關供款乃按僱員基本薪金的某個百分比及根據強積金計劃規則在應付時於綜合收益表內扣除。強積金計劃的資產由獨立管理的基金與本集團資產分開持有。本集團的僱主供款在向強積金計劃作出供款時全數撥歸僱員所有。

此外，根據中國政府規例，本集團須根據於中國之僱員的年薪向若干退休福利計劃供款。本集團於供款後並無進一步付款責任。該等退休福利計劃供款於產生時在綜合收益表入賬。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

#### (t) Employee benefits (Continued)

##### (iii) Share-based payments – share options granted to employees

For grants of share options which are conditional upon satisfying specified vesting conditions, the fair value of services received in exchange for the grant of the options is recognised as an expense over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied, with a corresponding increase in equity (share options reserve). The impact of the revision of the original estimates during the vesting period, if any, is recognised in the consolidated income statement with a corresponding adjustment to equity.

For share options which are vested at the date of grant, the fair value of the share options granted is expensed immediately to the consolidated income statement.

At the time when the share options are exercised, the amount previously recognised in share options reserve will be transferred to share capital and share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share options reserve will be transferred to profit or loss.

##### (iv) Bonus plans

The Group recognises a liability and an expense for bonuses where contractually obliged or where there is a past practice that created a constructive obligation.

### 3 主要會計政策概要 (續)

#### (t) 僱員福利 (續)

##### (iii) 以股份支付－授予僱員之購股權

若購股權之授出乃取決於特定歸屬條件能否達成，就換取授出購股權提供之服務之公允價值，乃於歸屬期間確認為開支，權益（購股權儲備）則作相應增加。歸屬期為所有指定歸屬條件達成之期間。於歸屬期內對原有估計進行修訂之影響（如有）於綜合收益表內確認，並於權益作出相應調整。

於授出日期歸屬之購股權，所授出購股權之公允價值即時在綜合收益表確認為開支。

購股權獲行使時，先前於購股權儲備中確認之數額將轉撥至股本及股份溢價。當購股權於歸屬日期後沒收或於到期日仍未獲行使，先前於購股權儲備中確認之數額將轉撥至損益。

##### (iv) 花紅計劃

本集團於具有合約責任或過往做法產生推定責任情況下就花紅確認負債及開支。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

#### (u) Provisions

Provisions are recognised when: the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

#### (v) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and represents amount receivable for goods sold and services provided in the normal course of business, net of sales related taxes, if any.

Revenue from the sales of building materials, marble products, solar panels and electronic components are recognised upon the delivery of goods.

### 3 主要會計政策概要 (續)

#### (u) 撥備

撥備於本集團因過往發生之事件而產生現有法律或推定責任，及很可能須流出資源以履行該責任，且能可靠估計有關金額時確認。倘有多項類似責任，資源流出以履行該責任之可能性將按考慮該類責任整體釐定。即使就同類責任內任何一個項目相關之流出可能性極低，則仍會確認撥備。

倘有多項類似責任，資源流出以履行該責任之可能性將按考慮該類責任整體釐定。即使就同類責任內任何一個項目相關之流出可能性極低，則仍會確認撥備。

撥備按預期履行責任所需開支之現值以反映貨幣時間值及該責任獨有風險之現行市場評估之稅前率計量。因時間過去而產生之撥備增加確認為利息開支。

#### (v) 收入確認

收入按已收或應收代價之公允價值計量，並指於日常業務過程中就已售貨品及所提供服務之應收款項，扣除銷售相關稅項（如有）。

來自出售建築材料、瓷磚、酒店用品、大理石產品、太陽能電池組件及電子組件的收入，於交付貨品時確認。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

#### (v) Revenue recognition (Continued)

Investment income from the available-for-sale investments are recognised in the consolidated income statement when the Group's right to receive payments is established.

Rental income is recognised on a straight line basis over the lease term.

#### (w) Interest income

Interest income is recognised using the effective interest method.

#### (x) Contingent liabilities

Contingent liabilities are possible obligations that arise from past events and whose existence will only be confirmed by the occurrence of one or more future events not wholly within the control of the Group. Where it is not probable that an outflow of economic resources can be estimated reliably, the obligation is disclosed as a contingent liability.

#### (y) Leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the consolidated income statement on a straight-line basis over the period of the lease.

Lease income from operating leases where the Group is a lessor is recognized in revenue on a straight line basis over the lease term.

### 3 主要會計政策概要 (續)

#### (v) 收入確認 (續)

可供出售投資的投資收入於當本集團確立收取付款的權利時在綜合收益表內確認。

租金收入於租期內按直線法確認。

#### (w) 利息收入

利息收入以實際利率法確認。

#### (x) 或然負債

或然負債乃因過往事件而可能引致的責任，是否需要承擔這些責任將僅視乎未來會否發生一宗或多宗本集團無法完全控制的事件。倘不大可能可靠估算經濟資源流出，則責任披露為或然負債。

#### (y) 租賃

凡租賃條款所有權風險與回報絕大部分由出租人保留者均列作經營租賃。根據經營租賃作出之付款（扣除自出租人獲取之任何優惠）於租期內按直線法自綜合收益表扣除。

本集團屬出租人的經營租賃的租金收入於租賃期間內按直線法於收入確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

#### (z) Assets classified as held for sale

Assets are classified as held-for-sale when their carrying amount is to be recovered principally through a sale transaction and a sale is considered highly probable. The investment properties, which are classified as held-for-sale, would continue to be measured in accordance with the policies set out in note 3(f).

#### (a)(a) Prior year reclassification

The Group has changed certain classification in the consolidated financial statements with effect from 1 January 2017. Management considered that the current classifications are more appropriate. Comparative information has been reclassified to conform to the current year's presentation.

### 4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

#### (a) Estimation of fair value of investment properties

The fair value of investment properties are determined by an independent valuer in an open market for existing use basis. Details of the key judgement and assumptions have been disclosed in note 18.

The carrying amount of investment properties as at 31 December 2017 was HK\$424,380,000 (2016: HK\$358,279,000).

### 3 主要會計政策概要 (續)

#### (z) 分類為持作出售之資產

當資產的賬面值主要透過銷售交易收回且銷售被視作極有可能時，則分類為持作出售之資產。分類為持作出售之投資物業將繼續根據附註3(f)所載之政策釐定。

#### (a)(a) 過往年度之分類

本集團已改變綜合財務報表之若干分類，自二零一七年一月一日起生效。管理層認為當前之分類更為恰當。可資比較資料已重新分類為符合本年度之呈列方式。

### 4 關鍵會計估計及判斷

估計及判斷會持續評估，並以過往經驗及其他因素為基礎，包括對在有關情況下相信為合理之未來事件之預期。

本集團作出有關未來之估計及假設。按定義，因此所得之會計估計甚少相等於有關實際結果。對下一財政年度內資產負債賬面值構成重大調整之重大風險之估計及假設在下文討論。

#### (a) 投資物業之公允價值估計

投資物業之公允價值由獨立估值師按公開市場現有使用基準釐定。主要判斷及假設之詳情已於附註18披露。

投資物業於二零一七年十二月三十一日之賬面值為424,380,000港元(二零一六年: 358,279,000港元)。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

#### (b) Impairment of trade receivables, loan receivable and other receivable

The policy of impairment of trade receivables of the Group is based on the evaluation of collectability and ageing analysis of trade receivables and management's judgment. Judgment is required in assessing the current creditworthiness and the past collection history of each counterparty. If the financial conditions of counterparty were to deteriorate, resulting in an impairment of their ability to make payments, provision for impairment might be required.

The Group makes provision for impairment of loan and other receivables based on an assessment of the recoverability of these receivables. Provisions are applied where events or changes in circumstances indicate that the balances may not be collectible. The identification of impaired receivables requires the use of judgement and estimates. Where the expectation is different from the original estimate, such difference will impact the carrying amount of the receivables and the related provision for impairment in the period in which such estimate has been changed.

### 5 CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

The capital structure of the Group consists solely of equity attributable to owners of the Company, comprising issued share capital and reserves. Capital as at 31 December 2017 amounted to HK\$603,238,000 (2016: HK\$434,142,000).

The Directors review the cost of capital and the associated risks on a regular basis, and take appropriate actions to adjust the Group's capital structure in a timely manner.

### 4 關鍵會計估計及判斷 (續)

#### (b) 應收貿易賬款、應收貸款及其他應收款項之減值

本集團有關應收貿易賬款減值之政策是以應收貿易賬款之估計可收回性及其賬齡分析以及管理層之判斷為基礎。於評估每名對手方之現有信用狀況及過往之收款記錄時須作出判斷。倘對手方之財務狀況轉差導致其還款能力下跌，則可能須作出減值撥備。

本集團有關貸款及其他應收款項之減值撥備是以該等應收款項之估計可收回性為基礎。倘若事件或情況變動顯示結餘可能無法收回，則計提撥備。確認已減值應收款項時需要使用判斷及估計。倘若預期與原先估計存在差異，有關差額將影響估計出現變動期間應收款項的賬面值及相關減值撥備。

### 5 資本風險管理

本集團管理其資本以確保本集團內之實體將能以持續經營基準繼續經營，同時為股東及其他持份者帶來最大回報及利益，並維持理想的資本架構以減低資金成本。

本集團資本架構僅包括本公司擁有人應佔權益（包括已發行股本及儲備）。於二零一七年十二月三十一日之資本為數603,238,000港元（二零一六年：434,142,000港元）。

董事定時審閱資金成本及有關風險，並適時採取適當行動調整本集團之資本架構。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 5 CAPITAL RISK MANAGEMENT (Continued)

In order to fund the Group's trading business, properties investment and current development, significant amounts of capital in the form of borrowing or equity, or a combination of both, are considered to be necessary in the future. The Directors consider such funding for the future development will be available as and when required.

The gearing ratio was as follows:

Bank borrowings (note 27)	銀行貸款 (附註27)	429,600	180,884
Shareholder loan (note 34(b))	股東貸款 (附註34(b))	2,000	–
Loan from a related company (note 34(b))	來自關連公司之貸款 (附註34(b))	62,331	–
Less: Bank balances and cash (note 25)	減：銀行結餘及現金 (附註25)	(154,140)	(20,609)
Net debt	淨負債	339,791	160,275
Total equity	權益總額	603,238	431,353
Gearing ratio	資本負債比率	56%	37%

### 6 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS

#### (a) Financial risk factors

The Group's major financial instruments include loan receivables, available-for-sale investments, trade receivables, other receivables, deposits, bank balances and cash, trade and other payables, bank borrowings, shareholder loan and loan from a related company and a shareholder. Details of these financial instruments are disclosed in respective notes.

The risks associated with these financial instruments include market risk (currency risk, cash flow and fair value interest rate risk, other price risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The Group's management manages and monitors these exposures to ensure appropriate measures are implemented in a timely and effective manner.

### 5 資本風險管理 (續)

為就本集團貿易業務、物業投資以及當前發展提供資金，本集團認為日後必須透過貸款或股權或兩者結合取得大量資金。就未來發展而言，董事認為將可於需要時獲取有關資金。

資本負債比率載列如下：

2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
429,600	180,884
2,000	–
62,331	–
(154,140)	(20,609)
339,791	160,275
603,238	431,353
56%	37%

### 6 財務風險管理及金融工具

#### (a) 財務風險因素

本集團之主要金融工具包括應收貸款、可供出售投資、應收貿易賬款、其他應收款項、按金、銀行結餘及現金、應付貿易賬款及其他應付款項、銀行貸款、股東貸款以及來自關連公司及股東之貸款。此等金融工具詳情於相關附註中披露。

此等金融工具涉及的風險包括市場風險（貨幣風險、現金流量及公允價值利率風險及其他價格風險）、信貸風險及流動資金風險。下文載列有關減低此等風險的政策。本集團管理層管理及監察此等風險以確保能及時且有效實施適當措施。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 6 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

#### (a) Financial risk factors (Continued)

##### (i) Currency risk

The Group mainly operates in Hong Kong and the PRC with most of the transactions settled in HK\$, United States dollars (“US\$”) and Renminbi (“RMB”) and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the Renminbi (“RMB”). Foreign exchange risk arises from future commercial transactions, recognised assets and liabilities and net investments in foreign operations.

The assets are primarily denominated in Renminbi (“RMB”) and the United States dollars (“US\$”).

As HK\$ is pegged to US\$, foreign exchange exposure is considered as minimal.

At 31 December 2017, the foreign exchange exposure between HK\$ and RMB was insignificant to profit or loss. At 31 December 2016, if the HK\$ had weakened/strengthened by 10% against the RMB with all other variables held constant, post-tax loss for the year would have been HK\$393,000 lower/higher.

##### (ii) Cash flow and fair value interest rate risks

The Group is exposed to cash flow interest rate risk through the impact of rate changes on interest bearing bank balances at prevailing market interest rates. The management monitors interest rate exposures and will consider hedging significant interest rate risk should the need arise.

### 6 財務風險管理及金融工具 (續)

#### (a) 財務風險因素 (續)

##### (i) 貨幣風險

本集團主要於香港及中國營運，其大部分交易乃以港元、美元（「美元」）及人民幣（「人民幣」）結算，面對因使用多種外幣而產生的外匯風險，主要涉及人民幣（「人民幣」）。外匯風險主要來自於境外業務的未來商業交易、已確認資產及負債以及投資淨額。

資產主要以人民幣（「人民幣」）及美元（「美元」）計值。

由於港元與美元掛鈎，故面對的外匯風險僅屬輕微。

於二零一七年十二月三十一日，港元與人民幣之間的外匯風險對損益而言並不重大。於二零一六年十二月三十一日，在所有其他數據維持不變之情況下，倘港元兌人民幣貶值／升值10%，則本年度除稅後虧損將減少／增加393,000港元。

##### (ii) 現金流量及公允價值利率風險

本集團由於按當時市場利率計算利息之銀行結存之息率變動影響而承受現金流量利率風險。管理層觀察利率風險之情況，並會在必要時考慮對沖重大利率風險。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 6 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

#### (a) Financial risk factors (Continued)

##### (ii) Cash flow and fair value interest rate risks (Continued)

The sensitivity analysis below has been determined based on the exposure to interest rates for interest bearing bank balances at the balance sheet date. The analysis is prepared assuming the relevant assets outstanding at the balance sheet date were outstanding for the whole year. If interest rates had been 1% higher/lower and all other variables were held constant, the post-tax loss for the year ended 31 December 2017 would decrease/increase by approximately HK\$724,000 (2016: HK\$33,000).

The Group is exposed to fair value interest rate risk as a result of its loan receivables and bank borrowings which are at fixed rates. The Directors monitor the related interest rate risk exposure closely.

The sensitivity analysis below has been determined based on the exposure to changes in the fair value of fixed rates loan receivables and bank borrowings at the balance sheet date. The analysis is prepared assuming the relevant assets and liabilities outstanding at the balance sheet date were outstanding for the whole year. If interest rates had been 1% higher/lower and all other variables were held constant, the post-tax loss for the year ended 31 December 2017 would increase/decrease by approximately HK\$1,958,000 (2016: HK\$1,510,000).

### 6 財務風險管理及金融工具 (續)

#### (a) 財務風險因素 (續)

##### (ii) 現金流量及公允價值利率風險 (續)

以下敏感度分析乃根據結算日承受來自計息銀行結存之利率風險而制定，並假設於結算日尚未到期之相關資產在整個年度均尚未到期而進行分析。在所有其他數據維持不變之情況下，倘若利率上調／下調1厘，則截至二零一七年十二月三十一日止年度之除稅後虧損會減少／增加約724,000港元（二零一六年：33,000港元）。

本集團因其按固定利率計息之應收貸款及銀行貸款而面臨公允價值利率風險。董事密切監察有關利率風險。

以下敏感度分析乃根據結算日承受來自計固定利率應收貸款及銀行貸款之公允價值調整而制定，並假設於結算日尚未到期之相關資產及負債在整個年度均尚未到期而進行分析。在所有其他數據維持不變之情況下，倘若利率上調／下調1厘，則截至二零一七年十二月三十一日止年度之除稅後虧損會增加／減少約1,958,000港元（二零一六年：1,510,000港元）。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 6 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

#### (a) Financial risk factors (Continued)

##### (iii) Other price risk

The Group is exposed to equity price risk through their investment in listed equity securities, which was fully impaired during the year ended 31 December 2017. The Group considers its exposure to equity price risk is not significant.

##### (iv) Credit risk

At the balance sheet date, the Group's maximum exposure to credit risk, which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties, is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated balance sheet.

There is concentration of credit risk on liquid funds which are deposited with several banks. The credit risk on liquid funds is limited because the counterparties are banks with high credit standing.

As at 31 December 2017, in respect of trade receivables, the Group is exposed to concentration of credit risk to the extent that HK\$27,314,000 (2016: HK\$40,128,000) of trade receivables is attributable by the largest customer. In order to minimise the credit risk, the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up actions are taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual debt at each balance sheet date to ensure that adequate impairment losses are made for irrecoverable amounts.

### 6 財務風險管理及金融工具 (續)

#### (a) 財務風險因素 (續)

##### (iii) 其他價格風險

本集團因投資上市股本證券而承受股權價格風險，並已於截至二零一七年十二月三十一日止年度進行全面減值。本集團認為其股權價格風險並不重大。

##### (iv) 信貸風險

於結算日，本集團因對手方未能履行責任而蒙受財務損失之最高信貸風險來自綜合資產負債表所載列相關已確認金融資產之賬面值。

存放於若干銀行之流動資金存在集中信貸風險。由於對手方為具有高度信貸評級之銀行，流動資金之信貸風險有限。

於二零一七年十二月三十一日，就應收貿易賬款而言，本集團面臨集中之信貸風險為來自最大客戶的27,314,000港元（二零一六年：40,128,000港元）應收貿易賬款。為將信貸風險減至最低，本集團已委派一組人員，專責釐定信貸限額、信貸審批及其他監控程序，以確保採取跟進行動收回逾期債項。此外，本集團亦檢討各筆債項於各結算日的可收回金額，以確保已就不能收回金額提撥充足減值虧損。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 6 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

#### (a) Financial risk factors (Continued)

##### (iv) Credit risk (Continued)

The non-current loan receivable was secured by the properties from the counterparty. Management has obtained an independent valuation for the properties which were valued under discounted cash flow method and a legal opinion from an external lawyer with respect to the Group's compliance with the relevant laws and regulations for entering into these transactions and its rights over the properties given the legal title of the properties is yet to be transferred to the Group. No provisions were made based on the results of the assessments performed by management.

For entrusted loans, prior to the lending of loan, the financial strength, purpose of the borrowing and repayment ability of the borrowers are reviewed to ensure the default probability is acceptably low.

##### (v) Liquidity risk

The Directors have built a liquidity risk management framework for the management of the Group's short, medium and long-term funding and liquidity management requirements. In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows.

### 6 財務風險管理及金融工具 (續)

#### (a) 財務風險因素 (續)

##### (iv) 信貸風險 (續)

非即期應收貸款乃以對手方物業作抵押。管理層已就物業獲得獨立估值(根據貼現現金流量法估值)及就本集團為訂立該等交易而遵守相關法律及法規及其於物業之權利(鑒於該等物業之法定所有權尚未轉移予本集團)獲得外部律師之法律意見。根據管理層進行之評估結果,概無作出任何撥備。

就委託貸款而言,在借出貸款前,將對借款人的財務實力、借款目的及還債能力進行評估,以保證違約可能性處於可接受的低水平。

##### (v) 流動資金風險

董事已建立流動資金風險管理框架,以管理本集團之短期、中期及長期資金及流動資金管理需要。於管理流動資金風險時,本集團會監察及維持現金及現金等價物處於管理層認為充足之水平,以應付本集團之營運及減低現金流量波動之影響。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 6 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

#### (a) Financial risk factors (Continued)

##### (v) Liquidity risk (Continued)

The maturity dates of all financial liabilities are within one year as at the respective balance sheet dates, and the undiscounted cash flows equal their carrying values, as the impact of discounting is not significant. Subsequent to 31 December 2017, the Group has successfully renewed one of the short-term bank borrowing of RMB92,000,000 (approximately HK\$110,400,000) by extending the maturity date to 16 January 2019 and is in the process of renewing another short-term bank borrowing of RMB70,000,000 (approximately HK\$84,000,000) to March 2019.

In order to fund the development of the Group's various businesses and other normal operating disbursements, management will consider if additional capital in the form of borrowing or equity, or a combination of both, will be necessary in the future. The Directors consider such capital will be available as and when required.

### 6 財務風險管理及金融工具 (續)

#### (a) 財務風險因素 (續)

##### (v) 流動資金風險 (續)

於各有關結算日，所有金融負債之到期日均在一年以內，而由於貼現影響並不重大，故未貼現現金流量與其賬面值相同。於二零一七年十二月三十一日後，本集團透過將到期日延長至二零一九年一月十六日成功重續其中一項短期銀行貸款人民幣92,000,000元（約110,400,000港元），並正在進行將另一項短期銀行貸款人民幣70,000,000元（約84,000,000港元）重續至二零一九年三月。

為了向本集團之多項業務的發展及其他一般經營支出提供資金，管理層將考慮日後是否必須透過貸款或股權或兩者結合取得額外資金。董事認為將可於需要時取得有關資金。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 6 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

#### (a) Financial risk factors (Continued)

##### (v) Liquidity risk (Continued)

The table below analysis the Group's financial liabilities into relevant maturity groupings based on the remaining period at the end of the reporting period to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

		Within 1 year HK\$'000 一年內 千港元	Over 1 year HK\$'000 超過一年 千港元	Total HK\$'000 總計 千港元
<b>As at 31 December 2017</b>	<b>於二零一七年 十二月三十一日</b>			
Trade and other payables	應付貿易賬款及 其他應付款項	83,623	-	83,623
Loan from a related company	來自關連公司之貸款	62,331	-	62,331
Bank borrowings and interest payable	銀行貸款及應付利息	442,262	-	442,262
Shareholder loan	股東貸款	-	2,000	2,000
		<b>588,216</b>	<b>2,000</b>	<b>590,216</b>
<b>As at 31 December 2016</b>	<b>於二零一六年 十二月三十一日</b>			
Trade and other payables	應付貿易賬款及 其他應付款項	28,914	-	28,914
Bank borrowings and interest payable	銀行貸款及應付利息	183,254	-	183,254
		<b>212,168</b>	<b>-</b>	<b>212,168</b>

### 6 財務風險管理及金融工具 (續)

#### (a) 財務風險因素 (續)

##### (v) 流動資金風險 (續)

本集團之金融負債根據由報告期末至合約到期日剩餘期間以相關到期情況分組作出之分析載於下表。以下表格所披露之金額為合約未貼現現金流量。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 6 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

#### (b) Fair value estimation

The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

The following table presents the Group's assets that are measured at fair value:

		Level 1 HK\$'000 第一級 千港元	Level 2 HK\$'000 第二級 千港元	Level 3 HK\$'000 第三級 千港元	Total HK\$'000 總計 千港元
<b>As at 31 December 2017</b>	於二零一七年 十二月三十一日				
<b>Asset</b>	<b>資產</b>				
Available-for-sale investments	可供出售投資	-	-	-	-
<b>As at 31 December 2016</b>	於二零一六年 十二月三十一日				
<b>Assets</b>	<b>資產</b>				
Available-for-sale investments	可供出售投資	200	-	100,000	100,200

There were no transfers of financial assets between Level 1, Level 2 and Level 3 fair value hierarchy classification for the year ended 31 December 2017 and 2016.

### 6 財務風險管理及金融工具 (續)

#### (b) 公允價值估計

下表利用估值法分析按公允價值列賬之金融工具。不同層級之定義如下：

- 同類資產或負債之活躍市場報價（未調整）（第一級）。
- 除第一級包括之報價以外，就資產或負債可直接（即價格）或間接（即自價格得出）觀察所得之數據（第二級）。
- 就資產或負債並非以市場觀察所得數據為基準之數據（即並非觀察所得數據）（第三級）。

下表呈列本集團按公允價值計量之資產：

截至二零一七年及二零一六年十二月三十一日止年度，概無金融資產於公允價值層級分類第一級、第二級及第三級間轉撥。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 6 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS *(Continued)*

#### (b) Fair value estimation *(Continued)*

The fair value of financial instruments traded in active markets is based on quoted market prices at the balance sheet date. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted market price used for financial assets held by the Group is the current bid price. These instruments are included in level 1. Instrument included in level 1 comprised a listed equity securities classified as available-for-sale investment denominated in CAD as at 31 December 2016.

The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. As at 31 December 2016, instrument included in level 3 comprised an unlisted equity securities classified as available-for-sale investment denominated in US\$.

### 6 財務風險管理及金融工具 (續)

#### (b) 公允價值估計 (續)

於活躍市場買賣之金融工具之公允價值，按結算日之市場報價為基準。倘可取得市場報價及可定期自交易所、經銷商、經紀、業界組織、價格服務機構或監管機構取得，且有關價格代表按公平基準進行之真實及經常市場交易，則此市場可視為活躍市場。本集團所持金融資產採用之市場報價為當前買入價。此等工具計入第一級。於二零一六年十二月三十一日，計入第一級之工具包括以加元計值之分類為可供出售投資之上市股本證券。

並無於活躍市場買賣之金融工具（如場外交易衍生工具）之公允價值按估值方法釐定。此等估值方法盡量運用市場觀察所得數據及盡可能減少依賴實體之個別估計。倘評估金融工具公允價值之所有重要數據均可自市場觀察取得，此金融工具計入第二級。

倘一項或多項重要數據並非按市場觀察所得數據為基礎，則此工具計入第三級。於二零一六年十二月三十一日，計入第三級之工具包括分類為以美元計值之可供出售投資之非上市股本證券。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 6 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

#### (b) Fair value estimation (Continued)

The following table presents the changes in Level 3 instruments for the year ended 31 December 2017 and 2016.

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
At 1 January	於一月一日	100,000	–
Disposal	出售	(100,000)	–
Addition	添置	–	100,000
At 31 December	於十二月三十一日	–	100,000

#### (c) Categories of financial instruments

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
<b>Financial assets</b>	<b>金融資產</b>		
Loans and receivables	貸款及應收款項		
Loan receivables	應收貸款	180,000	–
Trade receivables	應收貿易賬款	60,463	41,106
Deposits and other receivables	按金及其他應收款項	125,030	7,931
Bank balances and cash	銀行結餘及現金	154,140	20,609
Available-for-sale investments	可供出售投資	–	100,200
		<b>519,633</b>	<b>169,846</b>
<b>Financial liabilities</b>	<b>金融負債</b>		
Amortised cost	按攤銷成本		
Trade and other payables	應付貿易賬款及 其他應付款項	83,623	28,914
Shareholder loan	股東貸款	2,000	–
Loan from to a related company	來自關連公司之貸款	62,331	–
Bank borrowings	銀行貸款	429,600	180,884
		<b>577,554</b>	<b>209,798</b>

Except for available-for-sale investments which are carried at fair value, all financial assets and liabilities are carried at amortised cost.

### 6 財務風險管理及金融工具 (續)

#### (b) 公允價值估計 (續)

下表呈列截至二零一七年及二零一六年十二月三十一日止年度之第三級工具變動。

#### (c) 金融工具類別

除可供出售投資按公允價值列賬外，所有金融資產及負債均按攤銷成本列賬。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 7 SEGMENT INFORMATION

In order to broaden the sources of income and improve operating profits, the Group commenced the Building material trading business as one of the principal business activities of the Group during the year ended 31 December 2017. The Board considered that the new business can broaden the revenue base and improve the financial position of the Group and that will be in the interest of the Group.

Furthermore, following the disposal of Aces Diamond Holding Limited (“Aces Diamond”), the holding company of PT. Bara Hugo Energy (“BHE”) and PT. Grasada Multinational (“GM”), the Board decided to discontinue the operation of natural resources and energy related business and information technology and related business in December 2017. Hence, the results of these segments were presented as discontinued operations for the year ended 31 December 2017 and 2016.

On 23 January 2018, the CEO changed from Mr. Zhang Yuanqing to Mr. Li Sen.

In a manner consistent with the way in which information is reported internally to the CEO, the Group has presented the following reportable segments:

- (i) Properties investment
- (ii) Investment holding
- (iii) Trading of building materials
- (iv) Natural resources and energy related business (discontinued operation) (note 29)
- (v) Information technology and related business (discontinued operation) (note 29)

### 7 分部資料

為擴大收入來源及增加營運溢利，本集團於截至二零一七年十二月三十一日止年度已開始從事建築材料貿易業務，作為本集團的主要業務活動之一。董事會認為新業務可擴大本集團之收益基礎及改善財務狀況，並將符合本集團之利益。

此外，於出售PT. Bara Hugo Energy (「BHE」)及PT. Grasada Multinational (「GM」)的控股公司Aces Diamond Holding Limited (「Aces Diamond」)後，董事會決定於二零一七年十二月終止經營天然資源及能源相關業務以及資訊科技及相關業務。因此，該等分部之業績於截至二零一七年及二零一六年十二月三十一日止年度呈列為已終止經營業務。

於二零一八年一月二十三日，行政總裁由張元清先生改為李森先生。

與內部呈報資料予行政總裁之方式一致，本集團呈列以下可呈報分部：

- (i) 物業投資
- (ii) 投資控股
- (iii) 建築材料貿易
- (iv) 天然資源及能源相關業務(已終止經營業務)(附註29)
- (v) 資訊科技及相關業務(已終止經營業務)(附註29)

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 7 SEGMENT INFORMATION (Continued)

For the purposes of assessing segment performance and allocating resources between segments, the CEO monitors the results, assets and liabilities attributable to each reportable segment on the following basis:

- (a) Segment assets include all tangible and intangible assets and current assets with the exception of club memberships and other unallocated corporate assets.
- (b) Segment liabilities include all liabilities with the exception of bank borrowings and other unallocated corporate liabilities.
- (c) Segment results are allocated to reportable segments with reference to sales generated and expenses incurred by those segments, together with other gains, net, impairment loss on exploration and evaluation asset, loss/gain on fair value change of investment properties, selling and distribution expenses and administrative and operating expenses.

The amounts provided to the CEO with respect to the information mentioned above are measured in a manner consistent with that of the consolidated financial statements.

### 7 分部資料 (續)

為評估分部之表現及各分部間之資源分配，行政總裁按以下基準監察各可呈報分部之業績、資產及負債：

- (a) 分部資產包括所有有形及無形資產以及流動資產，但不包括會所會籍及其他未分配企業資產。
- (b) 分部負債包括所有負債，但不包括銀行貸款及其他未分配企業負債。
- (c) 分部業績參考該等分部所產生之銷售及開支，連同其他淨收益、勘探及評估資產之減值虧損、投資物業公允價值調整之虧損／收益、銷售及分銷開支以及行政及經營開支而分配至可呈報分部。

向行政總裁所提供有關上述資料的金額乃以與綜合財務報表所載者一致的方式計量。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 7 SEGMENT INFORMATION (Continued)

An analysis of the Group's revenue, results, certain assets, liabilities and capital expenditures for the Group's reportable segments is as follows:

### 7 分部資料 (續)

本集團可呈報分部之本集團收入、業績、若干資產、負債及資本開支之分析如下：

		Continuing operations 持續經營業務			Discontinued operations 已終止經營業務				
		Properties investment HK\$'000 物業投資 千港元	Investment holding HK\$'000 投資控股 千港元	Trading of building materials HK\$'000 建築材料 貿易 千港元	Subtotal HK\$'000 小計 千港元	Natural resources and energy related business HK\$'000 天然資源及 能源 相關業務 千港元	Information technology and related business HK\$'000 資訊科技及 相關業務 千港元	Subtotal HK\$'000 小計 千港元	Consolidated HK\$'000 綜合 千港元
<b>For the year ended</b>	<b>截至二零一七年</b>								
<b>31 December 2017</b>	<b>十二月三十一日止年度</b>								
<b>Segment revenue</b>	<b>分部收入</b>	<b>3,967</b>	<b>977</b>	<b>49,587</b>	<b>54,531</b>	<b>4,697</b>	<b>-</b>	<b>4,697</b>	<b>59,228</b>
Gross profit	毛利	3,666	977	2,894	7,537	137	-	137	7,674
Other gains, net	其他淨收益	-	8,652	-	8,652	-	-	-	8,652
Loss on disposal of subsidiaries	出售附屬公司虧損	-	-	-	-	(43,182)	-	(43,182)	(43,182)
Fair value change on investment properties	投資物業公允價值調整	(20,866)	-	-	(20,866)	-	-	-	(20,866)
Impairment loss on exploration and evaluation asset	勘探及評估資產之減值虧損	-	-	-	-	-	-	-	-
Selling and distribution expenses	銷售及分銷開支	-	-	-	-	-	-	-	-
Administrative and operating expenses	行政及經營開支	(4,732)	-	(925)	(5,657)	-	-	-	(5,657)
<b>Segment results</b>	<b>分部業績</b>	<b>(21,932)</b>	<b>9,629</b>	<b>1,969</b>	<b>(10,334)</b>	<b>(43,045)</b>	<b>-</b>	<b>(43,045)</b>	<b>(53,379)</b>
Unallocated:	未分配:								
Other gains, net	其他淨收益								
Administrative and operating expenses	行政及經營開支								
Operating loss	經營虧損								
Finance income	融資收入								
Finance cost	融資成本								
Loss before taxation	除稅前虧損								
Income tax	所得稅								
Loss for the year	年度虧損								



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 7 SEGMENT INFORMATION (Continued)

### 7 分部資料 (續)

		Continuing operations 持續經營業務			Discontinued operations 已終止經營業務			Consolidated 綜合	
		Properties investment HK\$'000 物業投資 千港元	Investment holding HK\$'000 投資控股 千港元	Trading of building materials HK\$'000 建築材料 貿易 千港元	Subtotal HK\$'000 小計 千港元	Natural resources and energy related business HK\$'000 天然資源及能源 相關業務 千港元	Information technology and related business HK\$'000 資訊科技及 相關業務 千港元		Subtotal HK\$'000 小計 千港元
<b>As at 31 December 2017</b>	<b>於二零一七年 十二月三十一日</b>								
Segment assets	分部資產	474,530	336,002	214,788	1,025,320	852	-	852	1,026,172
Unallocated assets	未分配資產								117,923
Assets classified as held for sale	分類為持作出售之資產								41,207
<b>Total assets</b>	<b>資產總額</b>								<b>1,185,302</b>
Segment liabilities	分部負債	(18,981)	(3,600)	(57,714)	(80,295)	(4,702)	-	(4,702)	(84,997)
Unallocated liabilities	未分配負債								(497,067)
<b>Total liabilities</b>	<b>負債總額</b>								<b>(582,064)</b>
<b>For the year ended 31 December 2017</b>	<b>截至二零一七年 十二月三十一日止年度</b>								
Capital expenditures (including additions of investment properties and property, plant and equipment)	資本開支 (包括添置投資物業 以及物業、廠房及設備)	31,882	-	-	31,882	-	-	-	31,882
Unallocated capital expenditures	未分配資本開支								754
									<b>32,636</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 7 SEGMENT INFORMATION (Continued)

### 7 分部資料 (續)

		Continuing operations 持續經營業務			Discontinued operations 已終止經營業務			Consolidated 綜合	
		Properties investment 物業投資 HK\$'000 千港元	Investment holding 投資控股 HK\$'000 千港元	Trading of building materials 建築材料貿易 HK\$'000 千港元	Subtotal 小計 HK\$'000 千港元	Natural resources and energy related business 天然資源及能源相關業務 HK\$'000 千港元	Information technology and related business 資訊科技及相關業務 HK\$'000 千港元		Subtotal 小計 HK\$'000 千港元
<b>For the year ended 31 December 2016</b>	<b>截至二零一六年 十二月三十一日止年度</b>								
<b>Segment revenue</b>	<b>分部收入</b>	1,022	7,435	-	8,457	161,970	14,168	176,138	184,595
Gross profit	毛利	976	7,435	-	8,411	4,205	209	4,414	12,825
Other gains, net	其他淨收益	134	(90)	-	44	7,750	802	8,552	8,596
Loss on disposal of subsidiaries	出售附屬公司虧損	-	-	-	-	-	-	-	-
Fair value change on investment properties	投資物業公允價值調整	2,182	-	-	2,182	-	-	-	2,182
Impairment loss on exploration and evaluation asset	勘探及評估資產之減值虧損	-	-	-	-	(78,747)	-	(78,747)	(78,747)
Selling and distribution expenses	銷售及分銷開支	-	-	-	-	(80)	-	(80)	(80)
Administrative and operating expenses	行政及經營開支	(1,617)	-	-	(1,617)	(2,062)	-	(2,062)	(3,679)
<b>Segment results</b>	<b>分部業績</b>	1,675	7,345	-	9,020	(68,934)	1,011	(67,923)	(58,903)
Unallocated:	未分配:								
Other gains, net	其他淨收益								(26)
Administrative and operating expenses	行政及經營開支								(18,067)
Operating loss	經營虧損								(76,996)
Finance income	融資收入								19
Finance cost	融資成本								(10,187)
Loss before taxation	除稅前虧損								(87,164)
Income tax	所得稅								-
Loss for the year	年度虧損								(87,164)

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 7 SEGMENT INFORMATION (Continued)

### 7 分部資料 (續)

		Continuing operations 持續經營業務			Discontinued operations 已終止經營業務			Consolidated 綜合	
		Properties investment HK\$'000	Investment holding HK\$'000	Trading of building materials HK\$'000	Subtotal HK\$'000	Natural resources and energy related business 天然資源及能源相關業務 HK\$'000	Information technology and related business 資訊科技及相關業務 HK\$'000		Subtotal HK\$'000
		物業投資 千港元	投資控股 千港元	建築材料貿易 千港元	小計 千港元	天然資源及能源相關業務 千港元	資訊科技及相關業務 千港元	小計 千港元	綜合 千港元
<b>As at 31 December 2016</b>	<b>於二零一六年十二月三十一日</b>								
Segment assets	分部資產	384,656	107,635	-	492,291	143,275	-	143,275	635,566
Unallocated assets	未分配資產								5,585
Assets classified as held for sale	分類為持作出售之資產								-
<b>Total assets</b>	<b>資產總額</b>								<b>641,151</b>
Segment liabilities	分部負債	(18,224)	-	-	(18,224)	(8,064)	-	(8,064)	(26,288)
Unallocated liabilities	未分配負債								(183,510)
<b>Total liabilities</b>	<b>負債總額</b>								<b>(209,798)</b>
<b>For the year ended 31 December 2016</b>	<b>截至二零一六年十二月三十一日止年度</b>								
Capital expenditures (including additions of investment properties and property, plant and equipment)	資本開支 (包括添置投資物業以及物業、廠房及設備)	274,348	-	-	274,348	-	-	-	274,348
Unallocated capital expenditures	未分配資本開支								-
									<b>274,348</b>

The Group's non-current assets other than available-for-sale investments and loan receivable as at 31 December 2017 and 2016 are further analysed as follows:

本集團於二零一七年及二零一六年十二月三十一日之非流動資產(除可供出售投資及應收貸款外)之進一步分析如下:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Hong Kong (place of domicile)	香港(註冊成立地點)	2,439	330
The PRC	中國	383,215	383,324
Indonesia	印尼	-	22
		<b>385,654</b>	<b>383,676</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 7 SEGMENT INFORMATION (Continued)

Revenue individually generated from the following customers contributed more than 10% of the total revenue of the Group:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Customer A	客戶A	22,634	-
Customer B	客戶B	13,580	-
Customer C	客戶C	10,612	-
Customer D	客戶D	3,826	1,022
Customer E	客戶E	-	7,435

Revenue from external customers/sources by geographical locations, based on the location of the external customers/sources:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Hong Kong (place of domicile)	香港(註冊成立地點)	977	7,435
The PRC	中國	53,554	1,022
Indonesia	印尼	-	-
		<b>54,531</b>	<b>8,457</b>

### 7 分部資料(續)

從以下個別客戶錄得的收入佔本集團總收入10%以上：

根據外部客戶／來源之所在地按地區劃分來自外部客戶／來源之收入：

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 8 REVENUE

Revenue represents amount receivable for goods sold and services provided to external customers in the normal course of business and income from investments.

An analysis of the Group's revenue is as follows:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
<b>Continuing operations:</b>	<b>持續經營業務：</b>		
Sale of building materials	銷售建築材料	49,587	–
Investment income	投資收入	977	7,435
Rental income	租金收入	3,967	1,022
		<b>54,531</b>	<b>8,457</b>

### 8 收入

收入乃指於日常業務中向外部客戶出售貨品及提供服務之應收款項以及投資收入。

本集團之收入分析如下：

### 9 OTHER GAINS, NET

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
<b>Continuing operations:</b>	<b>持續經營業務：</b>		
Gain on disposal of an available-for-sale investment (note 22)	出售可供出售投資之收益 (附註22)	8,000	–
Impairment loss on an available-for-sale investment (note 22)	可供出售投資之減值虧損 (附註22)	(200)	(90)
Interest income from entrusted loan	來自委託貸款之利息收入	764	–
Gain on disposals of property, plant and equipment	出售物業、廠房及設備之收益	–	26
Others, net	其他，淨額	246	82
		<b>8,810</b>	<b>18</b>

### 9 其他淨收益

### 10 FINANCE INCOME

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Bank interest income	銀行利息收入	4	19

### 10 融資收入

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 11 FINANCE COST

### 11 融資成本

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Interest on bank borrowings wholly repayable within one year	須於一年內全數償還之 銀行貸款的利息	21,521	10,187

### 12 LOSS BEFORE TAXATION

### 12 除稅前虧損

The Group's loss before taxation is arrived at after charging the following:

本集團之除稅前虧損已扣除下列各項：

		Continuing operations 持續經營業務		Discontinued operations 已終止經營業務		Total 總計	
		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Cost of inventories sold	售出存貨成本	46,693	-	4,560	171,303	51,253	171,303
Depreciation of property, plant and equipment	物業、廠房及設備折舊	12	6	-	46	12	52
Auditor's remuneration	核數師酬金						
- Audit services	- 核數服務	2,400	1,709	-	-	2,400	1,709
- Non-audit services	- 非核數服務	195	130	-	-	195	130
Operating lease payments	經營租賃款項	1,474	2,234	-	146	1,474	2,380
Legal and professional fees	法律及專業費用	3,864	3,180	-	72	3,864	3,252
Staff costs, including directors' emoluments	僱員開支(包括董事酬金)						
- Salaries, allowances and other benefits	- 薪金、津貼及其他福利	9,852	8,880	-	358	9,852	9,238
- Retirement benefit scheme contributions	- 退休福利計劃供款	259	292	-	-	259	292
- Social insurance	- 社會保險	150	54	-	-	150	54
Exchange loss, net	匯兌虧損淨額	1,223	529	-	-	1,223	529
Write down of inventories	撇減存貨	-	-	-	421	-	421
Property, plant and equipment written off	物業、廠房及設備撇銷	-	-	-	680	-	680
Trade receivable written off	應收貿易賬款撇銷	-	-	-	38	-	38
Other receivable written off	其他應收款項撇銷	-	420	-	17	-	437

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 13 INCOME TAX

No Hong Kong Profits Tax has been provided as the Group did not have any assessable profits in Hong Kong for the year ended 31 December 2017 (2016: nil).

Enterprise Income Tax of HK\$399,000 has been provided for a subsidiary in the PRC for its assessable profits during the year ended 31 December 2017 (2016: nil).

Corporate Income Tax has not been provided for the subsidiaries in Indonesia as they did not generate any assessable profits during the year ended 31 December 2016.

The tax on the Group's loss before taxation differs from the theoretical amount that would arise using domestic income tax rate applicable to losses/profits of the consolidated entities as follows:

### 13 所得稅

由於本集團截至二零一七年十二月三十一日止年度並無於香港產生應課稅溢利，故並無就香港利得稅作出撥備（二零一六年：無）。

本公司已就中國一間附屬公司截至二零一七年十二月三十一日止年度之應課稅溢利計提企業所得稅撥備399,000港元（二零一六年：無）。

由於印尼附屬公司截至二零一六年十二月三十一日止年度並無產生應課稅溢利，故並無就印尼企業所得稅作出撥備。

本集團除稅前虧損之稅項，有別於根據合併實體適用的國內所得稅稅率計算所得的虧損／溢利的理論金額，列載如下：

		Continuing operations 持續經營業務		Discontinued operations 已終止經營業務		Total 總計	
		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Loss before taxation	除稅前虧損	(50,456)	(19,241)	(43,045)	(67,923)	(93,501)	(87,164)
Tax calculated at the domestic income tax rate in the respective countries	按各國國內所得稅稅率計算之稅項	(11,868)	(3,899)	(7,102)	(17,495)	(18,970)	(21,394)
Tax effect of:	以下項目之稅務影響：						
- income not subject to tax	- 毋須課稅收入	(1,320)	(1,230)	-	(183)	(1,320)	(1,413)
- expenses not deductible	- 不可扣稅開支	5,251	2,848	7,125	17,678	12,376	20,526
- tax losses not recognised	- 未確認稅項虧損	8,336	2,281	(23)	-	8,313	2,281
Income tax	所得稅	399	-	-	-	399	-

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 13 INCOME TAX (Continued)

The Group has unrecognised deferred tax assets from estimated tax losses of approximately HK\$19,899,000 (2016: HK\$11,601,000) that are available for offsetting against future taxable profits of the companies in which the losses arose. Deferred tax assets have not been recognised in respect of these losses as they have arisen in subsidiaries that have been loss-making for some time. As at 31 December 2016, the unrecognised deferred tax assets from estimated tax losses arising from the subsidiaries in the PRC are approximately HK\$6,076,000 (2016: HK\$475,000), which would expire in five years from the respective year of loss. Also the unrecognised deferred tax assets from estimated tax losses relating to subsidiaries in Hong Kong are approximately HK\$13,823,000 (2016: HK\$11,111,000) that have no expiry date. As at 31 December 2016, the unrecognised deferred tax assets from estimated tax losses related to Indonesia operations that would expire in five years are approximately HK\$2,000, HK\$5,000, HK\$5,000 and HK\$3,000, which would expire in 2018, 2019, 2020 and 2021 respectively.

### 14 DIVIDENDS

No dividend was paid or proposed for the year ended 31 December 2017 (2016: nil).

### 13 所得稅 (續)

本集團就估計稅項虧損有未確認遞延稅項資產約19,899,000港元(二零一六年: 11,601,000港元), 可用以抵銷產生虧損公司的日後應課稅溢利。由於虧損源自己有一段時間錄得虧損的附屬公司, 故並無就該等虧損確認遞延稅項資產。於二零一六年十二月三十一日, 就中國附屬公司產生之估計稅項虧損之未確認遞延稅項資產約為6,076,000港元(二零一六年: 475,000港元), 將於相關虧損年度起計五年後屆滿。就有關香港附屬公司之估計稅項虧損之未確認遞延稅項資產約為13,823,000港元(二零一六年: 11,111,000港元), 並無屆滿日期。於二零一六年十二月三十一日, 與印尼業務有關之估計稅項虧損之未確認遞延稅項資產將於五年內屆滿, 其為約2,000港元、5,000港元、5,000港元及3,000港元, 此等金額將分別於二零一八年、二零一九年、二零二零年及二零二一年屆滿。

### 14 股息

並無就截至二零一七年十二月三十一日止年度派付或擬派任何股息(二零一六年: 無)。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 15 LOSS PER SHARE

- (a) Basic loss per share is calculated by dividing the loss attributable to owners of the Company by the weighted average number of ordinary shares in issue during the years ended 31 December 2017 and 2016.

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

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Loss attributable to owners of the Company for the purpose of calculating basic loss per share (HK\$'000)	就計算每股基本虧損之本公司擁有人應佔虧損(千港元)		
Continuing operations	持續經營業務	<b>(50,855)</b>	(19,241)
Discontinued operations	已終止經營業務	<b>(43,045)</b>	(15,608)
		<b>(93,900)</b>	(34,849)
Weighted average number of ordinary shares for the purpose of calculating basic loss per share ('000)	就計算每股基本虧損之普通股加權平均數(千股)	<b>7,767,162</b>	7,152,413

- (b) The Group had share options outstanding as at 31 December 2017. The share options did not have a dilutive effect on loss per share for the year ended 31 December 2017 (2016: same).

### 15 每股虧損

- (a) 每股基本虧損乃按截至二零一七年及二零一六年十二月三十一日止年度之本公司擁有人應佔虧損除以已發行普通股加權平均數計算。

本公司擁有人應佔每股基本虧損乃按以下數據計算：

- (b) 本集團於二零一七年十二月三十一日有尚未行使購股權。該等購股權對截至二零一七年十二月三十一日止年度之每股虧損並無攤薄影響(二零一六年：相同)。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 16 PROPERTY, PLANT AND EQUIPMENT

### 16 物業、廠房及設備

		Land	Leasehold improvements	Plant and machinery	Computer equipment and software	Office equipment	Motor vehicles	Total
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		土地	租賃物業	廠房及機器	電腦設備及軟件	辦公室設備	汽車	總計
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
<b>At 1 January 2016</b>	於二零一六年一月一日							
Cost	成本	652	1,107	74	49	255	89	2,226
Accumulated depreciation	累計折舊	-	(1,107)	(59)	(38)	(195)	(67)	(1,466)
<b>Net book amount</b>	<b>賬面淨值</b>	<b>652</b>	<b>-</b>	<b>15</b>	<b>11</b>	<b>60</b>	<b>22</b>	<b>760</b>
<b>Year ended 31 December 2016</b>	截至二零一六年十二月三十一日止年度							
Opening net book amount	年初賬面淨值	652	-	15	11	60	22	760
Exchange differences	匯兌差額	22	-	1	1	(10)	1	15
Additions	添置	-	-	-	23	-	-	23
Written off (note (iii))	撇銷(附註(iii))	(674)	-	(6)	-	-	-	(680)
Disposals	出售	-	-	-	-	(16)	(5)	(21)
Depreciation charge (note (i))	折舊(附註(i))	-	-	(10)	(6)	(18)	(18)	(52)
Closing net book amount	年末賬面淨值	-	-	-	29	16	-	45
<b>At 31 December 2016</b>	於二零一六年十二月三十一日							
Cost	成本	-	1,107	-	71	95	-	1,273
Accumulated depreciation	累計折舊	-	(1,107)	-	(42)	(79)	-	(1,228)
<b>Net book amount</b>	<b>賬面淨值</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>29</b>	<b>16</b>	<b>-</b>	<b>45</b>
<b>Year ended 31 December 2017</b>	截至二零一七年十二月三十一日止年度							
Opening net book amount	年初賬面淨值	-	-	-	29	16	-	45
Exchange differences	匯兌差額	-	-	-	(1)	-	-	(1)
Additions	添置	-	495	-	19	240	-	754
Disposals of subsidiaries (note 29)	出售附屬公司(附註29)	-	-	-	(5)	(17)	-	(22)
Depreciation charge (note (i))	折舊(附註(i))	-	-	-	-	(12)	-	(12)
Closing net book amount	年末賬面淨值	-	495	-	42	227	-	764
<b>At 31 December 2017</b>	於二零一七年十二月三十一日							
Cost	成本	-	495	-	84	239	-	818
Accumulated depreciation	累計折舊	-	-	-	(42)	(12)	-	(54)
<b>Net book amount</b>	<b>賬面淨值</b>	<b>-</b>	<b>495</b>	<b>-</b>	<b>42</b>	<b>227</b>	<b>-</b>	<b>764</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 16 PROPERTY, PLANT AND EQUIPMENT (Continued)

Note:

- (i) During the year ended 31 December 2017, the depreciation charge for continuing operations amounted to HK\$12,000 (2016: HK\$6,000) was charged to the administrative and operating expenses in the consolidated income statement.
- (ii) The Group's interests in land in Indonesia were freehold and it was fully written-off during the year ended 31 December 2016 as a result of the full impairment of the mining properties.

#### Proceeds from disposals of property, plant and equipment

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Net book amount	賬面淨值	-	21
Gain on disposals of property, plant and equipment	出售物業、廠房及設備之收益	-	26
Proceeds from disposals of property, plant and equipment	出售物業、廠房及設備之所得款項	-	47

### 17 LOAN RECEIVABLE

On 29 December 2017, Qianhai Guoxing Finance Lease (Shenzhen) Company Limited (literal translation of the Chinese name) ("Qianhai Guoxing"), an indirect wholly owned subsidiary of the Company, entered into a sale and purchase agreement with a third party ("Vendor"), pursuant to which Qianhai Guoxing has agreed to acquire certain commercial properties from the Vendor for a consideration of RMB150,000,000 (equivalent to approximately HK\$180,000,000) and Qianhai Guoxing paid the full consideration to the Vendor on the same date. Pursuant to the terms and conditions of the sale and purchase agreement, the Vendor is required to complete all the procedures necessary to transfer the title of these properties to Qianhai Guoxing on or before 30 December 2018.

### 16 物業、廠房及設備 (續)

附註：

- (i) 截至二零一七年十二月三十一日止年度，持續經營業務之折舊為12,000港元（二零一六年：6,000港元），已於綜合收益表中行政及經營開支內扣除。
- (ii) 本集團於印尼之土地權益為永久業權，由於礦業產業已全數減值，故已於截至二零一六年十二月三十一日止年度全數撇銷。

#### 出售物業、廠房及設備所得款項

	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Net book amount	-	21
Gain on disposals of property, plant and equipment	-	26
Proceeds from disposals of property, plant and equipment	-	47

### 17 應收貸款

於二零一七年十二月二十九日，本公司之間接全資附屬公司前海國興融資租賃（深圳）有限公司（「前海國興」）與第三方（「賣方」）訂立買賣協議，據此，前海國興已同意向賣方購買若干商用物業，代價為人民幣150,000,000元（相當於約180,000,000港元），前海國興已於同日向賣方支付全數代價。根據買賣協議之條款及條件，賣方須於二零一八年十二月三十日或之前完成轉讓該等物業之所有權予前海國興之所有必要手續。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 17 LOAN RECEIVABLE (Continued)

On the same date, Qianhai Guoxing entered into another agreement with the Vendor, pursuant to which Qianhai Guoxing has agreed to lease the abovementioned properties back to the Vendor for a period of 3 years starting from 29 December 2017. Upon the commencement of the lease, the Vendor paid RMB3,000,000 (equivalent to approximately HK\$3,600,000) to Qianhai Guoxing as a form of non-refundable pre-lease interest. Lease payments, calculated as interest charged at a fixed rate of 9% per annum against a principal of RMB150,000,000 (equivalent to approximately HK\$180,000,000), are repayable quarterly. At the end of the lease period, upon full settlement of all outstanding principal and interest from the Vendor to Qianhai Guoxing, the Vendor can repurchase the subject properties from Qianhai Guoxing for RMB1 (equivalent to HK\$1).

Considering the economics of the above transaction and the nature and value of the repurchase option, it is almost certain that the repurchase option will be exercised. Therefore, sale and lease back accounting does not apply to the above arrangement, resulting in the principal of RMB150,000,000 (equivalent to approximately HK\$180,000,000) being accounted for as a loan receivable with the properties acting as a security against this receivable.

To assess the recoverability of the loan receivable, management has obtained an independent valuation for the subject properties which were valued under discounted cash flow method and a legal opinion from an external lawyer with respect to the Group's compliance with the relevant laws and regulations for entering into these transactions and its rights over the subject properties given the legal title of the properties is yet to be transferred to the Group. Based on the results of the assessments performed by management, no provisions related to these transactions were made for the year ended 31 December 2017.

### 17 應收貸款 (續)

同日，前海國興與賣方訂立另一份協議，據此，前海國興已同意回租上述物業予賣方，自二零一七年十二月二十九日起為期三年。於出租開始後，賣方已向前海國興支付人民幣3,000,000元（相當於約3,600,000港元）作為不可退還預租利息。租賃付款將以利息形式收取，並以本金額人民幣150,000,000元（相當於約180,000,000港元）按固定年利率9%計算，須按季度償還。於租賃期末，待賣方向前海國興悉數結償所有未償還本金及利息後，賣方可以人民幣1元（相當於1港元）自前海國興購回目標物業。

考慮到上述交易之經濟效益、購回選擇權之性質及價值，基本可確定購回選擇權將獲行使。因此，售後租回會計處理不適用於上述安排，致使本金額人民幣150,000,000元（相當於約180,000,000港元）入賬列為應收貸款，而該等物業則作為此應收款項之擔保。

為評估應收貸款的可回收性，管理層已就目標物業獲得獨立估值（根據貼現現金流量法估值）及就本集團為訂立該等交易而遵守相關法律及法規及其於目標物業之權利（鑒於該等物業之法定所有權尚未轉移予本集團）獲得外部律師之法律意見。根據管理層進行之評估，截至二零一七年十二月三十一日止年度概無就該等交易作出任何撥備。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 18 INVESTMENT PROPERTIES

### 18 投資物業

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
<b>At fair value</b>	<b>按公允價值</b>		
At 1 January	於一月一日	358,279	96,882
Transfer from prepayment for an investment property (Note)	就一項投資物業自預付款項轉撥(附註)	25,022	-
Acquisitions	收購事項	-	99,417
Acquired through subsidiaries (note 30(a), (b) and (c))	透過附屬公司收購(附註30(a)、(b)及(c))	28,672	174,908
Additions	添置	3,210	-
Currency translation differences	貨幣換算差額	30,063	(15,110)
Change in fair value	公允價值調整	(20,866)	2,182
Transferred to assets classified as held for sale (note 19)	轉撥至分類為持作出售之資產(附註19)	(41,207)	-
<b>At 31 December</b>	<b>於十二月三十一日</b>	<b>383,173</b>	<b>358,279</b>

Note:

On 30 December 2016, the Company completed the acquisition of Yingkou Hailanggu Travel Co., Limited (literal translation of the Chinese name) ("Hailanggu") which owned two parcels of land located at Bai Sha Wan, Bayuquan district of Yingkou city, Liaoning province, the PRC. Amongst the two parcels of land, the land use right permit for a parcel of land had not been obtained as of 31 December 2016. Accordingly, the payment made was accounted for as a prepayment for an investment property. As at 31 December 2017, the land use right permit was obtained and was transferred from prepayment to investment properties.

**(a) Amounts recognised in profit or loss for investment properties**

Rental income of approximately HK\$3,967,000 (2016: HK\$1,022,000) and direct expenses of approximately HK\$301,000 (2016: HK\$46,000) were recognised in profit or loss for investment properties during the year ended 31 December 2017.

**(b) Non-current assets pledged as security**

As at 31 December 2017, the investment properties of HK\$424,380,000 (2016: HK\$217,620,000) were pledged for bank borrowings (note 27).

附註:

於二零一六年十二月三十日，本公司完成收購營口海浪谷旅遊有限公司(「海浪谷」)，其擁有兩幅位於中國遼寧省營口市鮫魚圈區白沙灣之地塊。於兩幅地塊當中，一幅地塊之土地使用權許可證於二零一六年十二月三十一日尚未取得。因此，已支付之款項已列作一項投資物業之預付款項。於二零一七年十二月三十一日，已取得土地使用權許可證並將其由一項投資物業之預付款項轉至投資物業。

**(a) 就投資物業於損益確認之金額**

截至二零一七年十二月三十一日止年度，就投資物業於損益確認租金收入約3,967,000港元(二零一六年：1,022,000港元)及直接開支約301,000港元(二零一六年：46,000港元)。

**(b) 非流動資產已抵押作擔保**

於二零一七年十二月三十一日，投資物業424,380,000港元(二零一六年：217,620,000港元)已抵押以獲取銀行貸款(附註27)。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 18 INVESTMENT PROPERTIES (Continued)

Note: (Continued)

#### (c) Fair value hierarchy

An independent valuation of the investment properties was performed by an independent valuer, RHL Appraisal Limited to determine the fair values of the investment properties as at 31 December 2017.

### 18 投資物業 (續)

附註：(續)

#### (c) 公允價值階級

獨立估值師永利行評值顧問有限公司已就投資物業進行獨立估值，以釐定投資物業於二零一七年十二月三十一日之公允價值。

		Fair value measurements using significant other observable inputs (Level 2) 運用其他重要之 可觀察輸入數據計量 公允價值(第二級) HK\$'000 千港元	Fair value measurements using significant unobservable inputs (level 3) 運用重要不可觀察 輸入數據計量 公允價值(第三級) HK\$'000 千港元
<b>Recurring fair value measurements</b>			
<b>At 31 December 2017</b>			
– Various retail shops located at Liaohai Garden, Bayuquan district, Yingkou city, Liaoning province, the PRC	經常性公允價值計量 於二零一七年十二月三十一日 一位於中國遼寧省營口市 鮫魚圈區遼海花園的多間 零售店	94,440	–
– Wuzi Composite Building, South of Huanghe Road, Bayuquan district, Yingkou city, Liaoning province, the PRC	一位於中國遼寧省營口市 鮫魚圈區黃河路南段的 物資局綜合大樓	–	139,200
– Retail portion on the fourth floor and the fifth floor of Block A, Bao Hua Wang Yuan, Zhongshan district, Dalian city, Liaoning province, the PRC	一位於中國遼寧省大連市中山區 保華旺苑A棟第4層及 第5層的零售部份	89,040	–
– Industrial complex located at Qinghua Avenue, Yingkou city, Liaoning province, the PRC	一位於中國遼寧省營口市 青花大街的工業綜合體	–	29,580
– Two parcels of land of approximately 59,245 square meters in Bai Sha Wan, Bayuquan district, Yingkou city, Liaoning province, the PRC	一位於中國遼寧省營口市 鮫魚圈區白沙灣 約59,245平方米之兩幅地塊	72,120	–
		255,600	168,780
<b>Recurring fair value measurements</b>			
<b>At 31 December 2016</b>			
– Various retail shops located at Liaohai Garden, Bayuquan district, Yingkou city, Liaoning province, the PRC	經常性公允價值計量 於二零一六年十二月三十一日 一位於中國遼寧省營口市 鮫魚圈區遼海花園的多間 零售店	91,894	–
– Wuzi Composite Building, South of Huanghe Road, Bayuquan district, Yingkou city, Liaoning province, the PRC	一位於中國遼寧省營口市 鮫魚圈區黃河路南段的 物資局綜合大樓	–	125,726
– Retail portion on the fourth floor and the fifth floor of Block A, Bao Hua Wang Yuan, Zhongshan district, Dalian city, Liaoning province, the PRC	一位於中國遼寧省大連市中山區 保華旺苑A棟第4層及 第5層的零售部份	96,471	–
– Parcel of land of approximately 36,835 square meters in Bai Sha Wan, Bayuquan district, Yingkou city, Liaoning province, the PRC	一位於中國遼寧省營口市 鮫魚圈區白沙灣 約36,835平方米之地塊	44,188	–
		232,553	125,726

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 18 INVESTMENT PROPERTIES (Continued)

Note: (Continued)

#### (c) Fair value hierarchy (Continued)

The Group's policy is to recognise transfers into and transfers out of the fair value hierarchy levels as of the date of the event or change in circumstances that caused the transfer.

As at 1 January and 31 December 2016	於二零一六年一月一日及十二月三十一日	125,726
Additions	添置	2,139
Currency translation differences	匯兌差額	11,648
Change in fair value	公允價值調整	595
Acquired through a subsidiary	透過附屬公司收購	28,672
		168,780

#### (d) Valuation process of the Group

RHL Appraisal Limited holds a recognised relevant professional qualification and has recent experience in the locations and segments of the investment properties valued.

The Group's finance department reviews the valuations performed by the independent valuer for financial reporting purposes. The finance department reports directly to the CEO. Discussions of valuation processes and results are held between the CEO, the finance department and the independent valuer on an annual basis.

### 18 投資物業 (續)

附註：(續)

#### (c) 公允價值階級 (續)

本集團之政策乃於導致該轉移之事件或狀況出現變動當日確認自公允價值階級中之轉入及轉出。

Fair value measurements using significant unobservable inputs (level 3) 運用重要不可觀察輸入數據計量公允價值 (第三級)  
HK\$'000  
千港元

#### (d) 本集團之估值程序

永利行評值顧問有限公司持有認可相關專業資格，且近期於投資物業之地點及分類方面具有估值經驗。

本集團財務部審閱獨立估值師就財務匯報目的所進行的估值。財務部直接向行政總裁報告。行政總裁、財務部及獨立估值師每年討論估值程序及結果。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 18 INVESTMENT PROPERTIES (Continued)

Note: (Continued)

#### (d) Valuation process of the Group (Continued)

At each financial year ends the finance department:

- verifies all major inputs to the independent valuation report;
- assess property valuations movements when compared to the prior year valuation report; and
- holds discussions with the independent valuer.

#### (e) Valuation method

Fair value measurements using significant observable inputs (level 2)

Direct comparison method is based on comparing the property to be valued directly with other comparable properties, which have recently transacted. However, given the heterogeneous nature of real estate properties, appropriate adjustments are usually required to allow for any qualitative differences that may affect the price likely to be achieved by the property under consideration.

Fair value measurements using significant unobservable inputs (level 3)

Income capitalisation method is based on the capitalisation of the net income and reversionary income potential by adopting appropriate capitalisation rates, which are derived from analysis of sale transactions and valuer's interpretation of prevailing investor requirements or expectations. The prevailing market rents adopted in the valuation have reference to recent lettings, within the subject properties and other comparable properties.

Depreciation replacement cost method is based on an estimate of the market value for existing use of the land, plus the current cost of replacement of the improvements less allowance for physical deterioration and all relevant forms of obsolescence and optimisation.

### 18 投資物業 (續)

附註: (續)

#### (d) 本集團之估值程序 (續)

於各財政年度結算日, 財務部:

- 核實獨立估值報告之所有主要輸入數據;
- 評估物業估值相較上一年度估值報告內數據之變動; 及
- 與獨立估值師討論。

#### (e) 估值方法

運用重要可觀察輸入數據計量公允價值 (第二級)

直接比較法乃將須予估值之物業直接與近期成交之其他可資比較物業進行比較。然而, 鑒於房地產物業性質不同, 故一般須就任何可能影響所考慮物業可達致的價格的質素方面的差異作出適當的調整。

運用重要不可觀察輸入數據計量公允價值 (第三級)

收益資本化法透過利用從分析銷售交易及估值師對現行投資者的需求和期望而得出的合適資本化比率, 對淨收入及發展潛力予以資本化。估值所採用的現行市場租金已參考目標物業和其他可資比較物業近期的租務狀況。

折舊後重置成本法為根據現有土地使用權估計市場價值加重置現有結構的現行成本減與實際損耗及所有有關形式的老化及優化的扣減額。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 18 INVESTMENT PROPERTIES (Continued)

Note: (Continued)

#### (e) Valuation method (Continued)

Signification unobservable input used to determine fair value

The adopted reversionary yield is estimated by valuer based on the risk profile of the investment properties being valued. The higher the yield, the lower the fair value. At 31 December 2017, the adopted reversionary yield of 5.5% was used in the income capitalisation method valuation.

At 31 December 2017, adopted site unit rate of RMB397 (equivalent to HK\$476) per square meter and adopted unit cost of RMB4,509 (equivalent to HK\$5,411) per square meter were used by valuer in the depreciation replacement cost method valuation. The higher the unit rate and cost, the higher the fair value.

#### (f) Minimum lease receipts

Certain of the investment properties located in Yingkou city, Liaoning province, the PRC, are leased to tenants under long-term operating leases ranging from 3 to 5 years. Management intends to lease the remaining investment properties to earn rental income.

At 31 December 2017, the Group had future aggregate minimum lease receipts under non-cancellable operating leases as follows:

	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Not later than one year 一年內	8,841	4,088
Later than one year but not later than five years 一年後但五年內	23,169	14,996
	<b>32,010</b>	<b>19,084</b>

### 18 投資物業 (續)

附註：(續)

#### (e) 估值方法 (續)

用於釐定公允價值的重要不可觀察輸入數據

所採納之復歸收益率乃由估值師根據待估值投資物業的風險組合進行估計。復歸收益率越高，公允價值越低。於二零一七年十二月三十一日，收益資本化法估值採用5.5%為復歸收益率。

於二零一七年十二月三十一日，估值師於折舊後重置成本法估值中採用每平方米人民幣397元（相當於476港元）的場地單位比率及每平方米人民幣4,509元（相當於5,411港元）的單位成本。單位比率及成本越高，公允價值越高。

#### (f) 應收最低租金

位於中國遼寧省營口市的若干投資物業乃根據長期經營租賃出租予租戶，租賃期介乎三至五年。管理層擬出租剩餘投資物業以賺取租金收入。

於二零一七年十二月三十一日，本集團於不可撤銷經營租賃下收取的未來最低租賃款項總額載列如下：

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 19 ASSETS CLASSIFIED AS HELD FOR SALE

During the year ended 31 December 2017, the Group has entered into sales and purchase agreements to sell certain of its investment properties with a carrying value of HK\$41,207,000 comprising of 17 retail shops located at Liaohai Garden, Bayuquan district, Yingkou city, Liaoning province, the PRC. As at 31 December 2017, the sales of these properties were not yet completed and as a result, they are presented as Assets classified as held for sale on the consolidated balance sheet.

### 20 INVENTORIES

For the year ended 31 December 2017, there was no written down of inventories (2016: nil) for continuing operations in the cost of sales in the consolidated income statement.

### 21 SUBSIDIARIES

Details of the principal subsidiaries held by the Group as at 31 December 2017 are as follows:

Name 名稱	Place of incorporation and kind of legal entity 註冊成立所在地及法人實體類別	Particulars of issued/ registered share capital 已發行/註冊股本資料	Percentage of equity attributable to the Company 本公司應佔權益百分比		Principal activities and place of operation 主要業務及經營地點
			Direct 直接	Indirect 間接	
Rich Concept Technology Limited	BVI, limited liability company 英屬處女群島, 有限公司	10,000 Ordinary shares of 1 US\$ each 每股面值1美元之10,000股普通股	100	-	Investment holding in Hong Kong 於香港投資控股
Qianhai Shitong Supply Chain (Shenzhen) Company Limited ("Qianhai Sitong")* 前海世通供應鏈(深圳) 有限公司(「前海世通」)	PRC, limited liability company 中國, 有限責任公司	RMB20,000,000 人民幣20,000,000元	-	100	Trading of building materials in the PRC 於中國買賣建築材料商品
Qianhai Guoxing Finance Lease (Shenzhen) Company Limited ("Qianhai Guoxing")* 前海國興融資租賃(深圳) 有限公司(「前海國興」)	PRC, limited liability company 中國, 有限責任公司	USD30,000,000 (paid up: USD15,000,000) 30,000,000美元 (繳足: 15,000,000美元)	-	100	Finance leasing in the PRC 於中國融資租賃

### 19 分類為持作出售之資產

於截至二零一七年十二月三十一日止年度, 本集團訂立買賣協議出售其賬面值為41,207,000港元之若干投資物業, 包括17間位於中國遼寧省營口市鮫魚圈區遼海花園的零售店。於二零一七年十二月三十一日, 該等物業之出售尚未完成, 因此, 該等物業於綜合資產負債表呈列為分類為持作出售之資產。

### 20 存貨

截至二零一七年十二月三十一日止年度, 本集團並無於綜合收益表中持續經營業務之銷售成本內撇減存貨(二零一六年: 無)。

### 21 附屬公司

於二零一七年十二月三十一日, 本集團持有之主要附屬公司之詳情如下:

2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Building materials 建築材料	129

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 21 SUBSIDIARIES (Continued)

### 21 附屬公司 (續)

Name 名稱	Place of incorporation and kind of legal entity 註冊成立所在地及法人實體類別	Particulars of issued/ registered share capital 已發行/註冊股本資料	Percentage of equity attributable to the Company 本公司應佔權益百分比		Principal activities and place of operation 主要業務及經營地點
			Direct 直接	Indirect 間接	
Enviro Energy Management Services Limited 環能管理服務有限公司	Hong Kong, limited liability company 香港·有限公司	1 Ordinary share 1股普通股	-	100	Provision of management service in Hong Kong 於香港提供管理服務
Enviro Energy Information Technology Limited 環能資訊科技有限公司	Hong Kong, limited liability company 香港·有限公司	1 Ordinary share 1股普通股	-	100	Trading of information technology related product in the PRC 於中國買賣資訊技術相關產品
Enviro Energy Minerals Limited 環能礦業有限公司	Hong Kong, limited liability company 香港·有限公司	1 Ordinary share 1股普通股	-	100	Investment holding and trading of base oil in the PRC 於中國投資控股及買賣基礎油
Huan Neng International Trading (Yingkou) Company Limited ("HNKY")* 環能國際貿易(營口)有限公司 (「環能營口」)	PRC, limited liability company 中國·有限責任公司	RMB100,000,000 人民幣100,000,000元	-	100	Properties investment in the PRC 於中國進行物業投資
Liaoning Taoqibao Mall Management Co. Ltd. ("Liaoning Taoqibao")* 遼寧淘氣寶商場管理有限公司 (「遼寧淘氣寶」)	PRC, limited liability company 中國·有限責任公司	RMB100,000,000 人民幣100,000,000元	-	100	Properties investment in the PRC 於中國進行物業投資
Huan Neng Industrial (Yingkou) Company Limited ("HN Industrial")* 環能實業(營口)有限公司 (「環能實業」)	PRC, limited liability company 中國·有限責任公司	RMB8,000,000 人民幣8,000,000元	-	100	Properties investment in the PRC 於中國進行物業投資
Hailanggu 海浪谷	PRC, limited liability company 中國·有限責任公司	RMB28,880,000 人民幣28,880,000元	-	100	Properties investment in the PRC 於中國進行物業投資
Yingkou Haida Property Service Company Limited ("Haida")* 營口海達物業服務有限公司 (「海達」)	PRC, limited liability company 中國·有限責任公司	RMB40,000,000 人民幣40,000,000元	-	100	Properties Investment in the PRC 於中國進行物業投資

\* Literal translation of the Chinese name

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 21 SUBSIDIARIES (Continued)

#### (a) Ordinary shares and warrants in GM

GM was acquired on 15 May 2012 through acquisition of subsidiaries. GM had 13,500,000 outstanding warrants as at 31 December 2016 which were exercisable. Assuming the full conversion of all outstanding warrants of GM, the Group would hold approximately 54.15% controlling interest of the enlarged capital and have control over the financial and operating decisions of GM. Accordingly, the Group consolidated its interest in GM as a subsidiary during the year ended 31 December 2016.

### 21 附屬公司 (續)

#### (a) 普通股及GM認股權證

GM於二零一二年五月十五日透過收購附屬公司而被收購。於二零一六年十二月三十一日，GM有13,500,000份可予行使之認股權證尚未行使。假設所有尚未行使之GM認股權證獲悉數轉換後，本集團將持有經擴大股本之控制權益約54.15%，並對GM之財務及經營決策擁有控制權。因此，於截至二零一六年十二月三十一日止年度，本集團將其於GM之權益綜合計算為一間附屬公司。

	Number of ordinary shares with par value 有票面值 普通股數目 2016 二零一六年 '000 千股	Number of warrants 認股權證數目 2016 二零一六年 '000 千股
<b>Issued and outstanding:</b>		
At the beginning of year and end of year	已發行及未行使： 於年初及年終	
Ordinary shares with par value	有票面值之普通股	24,000 13,500
Number of ordinary shares and warrants owned by the Group as at end of the year	本集團於年終擁有之普通股及認股權證數目	9,000 13,500

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 21 SUBSIDIARIES (Continued)

#### (a) Ordinary shares and warrants in GM (Continued)

Details of outstanding warrants of GM and their respective exercise price were detailed as follows:

	Expiry of warrants 認股權證屆滿	Outstanding at 31 December 2016 ('000) 於二零一六年 十二月三十一日 尚未行使(千份)	Exercise price (IDR per share) 行使價 (每股印尼盧比)
A Warrant	3 months after commencement of marble production	2,250	444
A 認股權證	投產大理石後3個月		
A Warrant	3 months after commencement of marble production	2,250	888
A 認股權證	投產大理石後3個月		
B Warrant	6 months after commencement of marble production	2,250	888
B 認股權證	投產大理石後6個月		
B Warrant	6 months after commencement of marble production	2,250	1,333
B 認股權證	投產大理石後6個月		
C Warrant	12 months after commencement of marble production	4,500	1,779
C 認股權證	投產大理石後12個月		
		13,500	

No ordinary shares and warrants in GM were outstanding as at 31 December 2017.

#### (b) Material non-controlling interests

As at 31 December 2017, the Group had no non-controlling interests as they were disposed on 31 October 2017 (note 29). As at 31 December 2016, the total non-controlling interests are attributable to BHE and its subsidiary, GM (together, the "BHE Group").

Set out below are the summarised financial information of BHE Group that has non-controlling interests that are material to the Group as at 31 December 2016. The amounts disclosed are before inter-company eliminations.

### 21 附屬公司(續)

#### (a) 普通股及GM認股權證(續)

GM未行使認股權證及其相關行使價詳情載列如下：

	Outstanding at 31 December 2016 ('000) 於二零一六年 十二月三十一日 尚未行使(千份)	Exercise price (IDR per share) 行使價 (每股印尼盧比)
A Warrant	2,250	444
A 認股權證		
A Warrant	2,250	888
A 認股權證		
B Warrant	2,250	888
B 認股權證		
B Warrant	2,250	1,333
B 認股權證		
C Warrant	4,500	1,779
C 認股權證		
	13,500	

於二零一七年十二月三十一日，概無普通股及GM認股權證尚未行使。

#### (b) 重大非控股權益

由於非控股權益於二零一七年十月三十一日已出售，故本集團於二零一七年十二月三十一日並無任何非控股權益(附註29)。於二零一六年十二月三十一日，非控股權益總額歸屬於BHE及其附屬公司GM(統稱「BHE集團」)。

於二零一六年十二月三十一日擁有對本集團而言屬重大之非控股權益之BHE集團之財務資料概要載列如下。所披露金額為公司間抵銷前金額。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 21 SUBSIDIARIES (Continued)

### 21 附屬公司 (續)

#### (b) Material non-controlling interests (Continued)

#### (b) 重大非控股權益 (續)

		2016 二零一六年 HK\$'000 千港元
<b>Summarised balance sheet</b>	<b>資產負債表概要</b>	
<b>Current</b>	<b>流動</b>	
Assets	資產	102
Liabilities	負債	(18,195)
Net current liabilities	流動負債淨額	(18,093)
<b>Non-current</b>	<b>非流動</b>	
Assets	資產	22
Liabilities	負債	-
Net non-current assets	非流動資產淨額	22
<b>Net liabilities</b>	<b>負債淨額</b>	(18,071)
<b>Accumulated non-controlling interests</b>	<b>累計非控股權益</b>	(2,789)
<b>Summarised income statement</b>	<b>收益表概要</b>	
<b>Revenue</b>	<b>收入</b>	76
Loss for the year	年度虧損	(5,291)
Other comprehensive loss	其他全面虧損	(114)
<b>Total comprehensive loss</b>	<b>全面虧損總額</b>	(5,405)
Group level adjustments	集團調整	77,308
<b>Total comprehensive loss allocated to non-controlling interests</b>	<b>分配至非控股權益之全面虧損總額</b>	(51,508)
<b>Summarised cash flows</b>	<b>現金流量概要</b>	
Net cash used in operating activities	經營業務所用之現金淨額	(607)
Net cash generated from investing activities	投資活動所得之現金淨額	58
Net cash generated from financing activities	融資活動所得之現金淨額	442
Net decrease in cash and cash equivalents	現金及現金等價物減少淨額	(107)
Bank balances and cash at beginning of the year	年初之銀行結餘及現金	132
Bank balances and cash at end of the year	年終之銀行結餘及現金	25

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 22 AVAILABLE-FOR-SALE INVESTMENTS

### 22 可供出售投資

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
At 1 January	於一月一日	100,200	290
Addition	添置	-	100,000
Disposal	出售	(100,000)	-
Impairment loss (note 9)	減值虧損(附註9)	(200)	(90)
<b>At 31 December</b>	<b>於十二月三十一日</b>	<b>-</b>	<b>100,200</b>

Available-for-sale investments comprise:

可供出售投資包括：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Listed equity securities, at fair value	上市股本證券·按公允價值	-	200
Unlisted equity securities, at fair value	非上市股本證券·按公允價值	-	100,000

As at 31 December 2016, the Group held 1.9% equity interests in Petromin Resources Ltd, a company listed on Toronto Stock Exchange, with a carrying value of HK\$200,000. During the year ended 31 December 2017, considering the prolong suspension of trading since April 2017, the Directors have decided to record a full impairment against such investment, resulting in an impairment charge of HK\$200,000 recorded for the year ended 31 December 2017.

於二零一六年十二月三十一日，本集團持有Petromin Resources Ltd（一間於多倫多證券交易所上市之公司）之1.9%股權，賬面值為200,000港元。截至二零一七年十二月三十一日止年度，考慮到自二零一七年四月起的長期交易暫停，董事已決定對有關投資進行悉數減值，導致於截至二零一七年十二月三十一日止年度錄得減值損失200,000港元。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 22 AVAILABLE-FOR-SALE INVESTMENTS (Continued)

As at 31 December 2016, the Group held 1,282.87 Class A Shares of the China Huacai Finance Equity Investment Fund SP at a price of US\$10,000 per share ("Class A Shares") with a carrying value of HK\$100,000,000. On 29 December 2017, the Group disposed all Class A Shares for a consideration of HK\$108,000,000 to a third party, resulting in a gain on disposal of available-for sale investments amounted to HK\$8,000,000. The consideration receivable, amounted to HK\$108,000,000 as at 31 December 2017, was settled in full on 9 March 2018.

The impairment during the year ended 31 December 2017 represented the listed equity securities represent approximately 1.9% (2016: 1.9%) equity interests in Petromin Resources Ltd, a former related company of the Group. The disposal during the year ended 31 December 2017 represented the unlisted equity securities related to the subscription of Class A Shares of China Huacai Finance Equity Investment Fund SP in an aggregate amount of HK\$100,000,000.

As at 31 December 2016, the available-for-sale investments were measured at fair value. The listed equity securities were denominated in CAD.

### 23 TRADE RECEIVABLES

The Group's trading terms with its customers are mainly on credit for which the credit period is generally for a period of 30 to 180 days.

### 22 可供出售投資 (續)

於二零一六年十二月三十一日，本集團以每股10,000美元的價格持有1,282.87股中國華財金融股權投資基金之A類股份（「A類股份」），賬面值為100,000,000港元。於二零一七年十二月二十九日，本集團向一名第三方出售所有A類股份，代價為108,000,000港元，導致出售可供出售投資收益8,000,000港元。於二零一七年十二月三十一日之應收代價108,000,000港元已於二零一八年三月九日悉數結清。

截至二零一七年十二月三十一日止年度之減值指上市股本證券減值，而上市股本證券指於本集團前關連公司Petromin Resources Ltd約1.9%（二零一六年：1.9%）之股本權益。截至二零一七年十二月三十一日止年度之出售指有關認購中國華財金融股權投資基金總金額為100,000,000港元的A類股份的非上市股本證券。

於二零一六年十二月三十一日，可供出售投資已以公允價值計量。上市股本證券已以加元計值。

### 23 應收貿易賬款

	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Trade receivables	60,463	41,106

本集團與其客戶之貿易條款主要為信貸形式，信貸期一般由30日至180日不等。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 23 TRADE RECEIVABLES (Continued)

The ageing analysis of the trade receivables of the Group as at the balance sheet dates, based on invoice date, is as follows:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Within 30 days	30日內	60,463	978
31-60 days	31日至60日	-	-
61-90 days	61日至90日	-	7,010
91-120 days	91日至120日	-	18,089
121-150 days	121日至150日	-	15,029
		<b>60,463</b>	<b>41,106</b>

As at 31 December 2017, no trade receivables (2016: HK\$40,128,000) were past due but not impaired. As at 31 December 2016, these receivables were related to an independent customer with no recent history of default and were past due for less than 30 days.

The carrying amounts of the Group's trade receivables are denominated in the following currencies:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
HK\$	港元	-	40,128
RMB	人民幣	60,463	978
		<b>60,463</b>	<b>41,106</b>

There were no provision for impairment of trade receivables for the year ended 31 December 2017 and 2016.

### 23 應收貿易賬款(續)

本集團於結算日根據發票日期之應收貿易賬款之賬齡分析如下：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Within 30 days	30日內	60,463	978
31-60 days	31日至60日	-	-
61-90 days	61日至90日	-	7,010
91-120 days	91日至120日	-	18,089
121-150 days	121日至150日	-	15,029
		<b>60,463</b>	<b>41,106</b>

於二零一七年十二月三十一日，並無應收貿易賬款已逾期但並無減值(二零一六年：40,128,000港元)。於二零一六年十二月三十一日，該等應收款項與一名近期並無違約記錄的獨立客戶有關且已逾期少於30日。

本集團應收貿易賬款之賬面值以下列貨幣計算：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
HK\$	港元	-	40,128
RMB	人民幣	60,463	978
		<b>60,463</b>	<b>41,106</b>

截至二零一七年及二零一六年十二月三十一日止年度，並無應收貿易賬款減值撥備。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 24 DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES

### 24 按金、預付款項及其他應收款項

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
<b>Non-current</b>	<b>非流動</b>		
Prepayment for investment property (note 18)	投資物業預付款項 (附註18)	–	25,022
Rental deposits	租賃按金	<b>1,387</b>	–
		<b>1,387</b>	25,022
<b>Current</b>	<b>流動</b>		
Deposits	按金	<b>11</b>	390
Prepayments	預付款項		
– Prepayment for purchases of solar panels (note (a))	– 採購太陽能電池組件預付款項 (附註(a))	–	87,276
– Prepayment for purchases of construction materials (note (b))	– 採購建築原料預付款項 (附註(b))	<b>90,276</b>	–
– Prepayment for purchases of aluminum materials (note (c))	– 採購鋁材預付款項 (附註(c))	<b>140,400</b>	–
– Other prepayments	– 其他預付款項	<b>9,390</b>	353
Entrusted loan receivable (note (d))	應收委託貸款 (附註(d))	<b>15,120</b>	–
Investment income receivables	應收投資收入	–	7,435
Consideration receivable from disposal of an available-for-sale investment (note 22)	出售可供出售投資應收代價 (附註22)	<b>108,000</b>	–
Other receivables	其他應收款項	<b>512</b>	106
		<b>363,709</b>	95,560
Total deposits, prepayments and other receivables	按金、預付款項及其他應收款項總額	<b>365,096</b>	120,582

Notes:

- (a) As at 31 December 2016, prepayment for purchases of solar panels amounted to HK\$87,276,000. In March 2017, prepayment amounted to HK\$4,560,000 was used to offset purchases for solar panels. On 21 November 2017, the remaining prepayment balance amounted to HK\$82,800,000 was assigned from the solar panels supplier to another third party ("Assignee A"), pursuant to an agreement entered into between the Group, the solar panel supplier and the Assignee A. The remaining prepayment was refunded in full to the Group in November and December 2017.

附註:

- (a) 於二零一六年十二月三十一日，就購買太陽能電池組件的預付款項為87,276,000港元。於二零一七年三月，金額為4,560,000港元之預付款項用於抵銷購買太陽能電池組件。於二零一七年十一月二十一日，根據本集團、太陽能電池組件供應商及另一名第三方（「受讓方A」）簽署的協議，其餘金額為82,800,000港元之預付款項結餘由太陽能電池組件供應商轉讓予受讓方A。其餘預付款項已於二零一七年十一月及十二月悉數退還予本集團。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 24 DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES (Continued)

Notes: (Continued)

- (b) On 21 June 2017, Hailanggu, an indirect wholly owned subsidiary of the Company, made a prepayment of RMB79,000,000 (equivalent to approximately HK\$94,800,000) to a supplier ("Supplier A") for purchases of construction materials.

On 18 August 2017, Hailanggu received a partial refund of the abovementioned prepayment from Supplier A. On 25 August 2017, Hailanggu and Supplier A signed a supplemental agreement and acknowledged that Hailanggu has suspended the relevant refurbishment project but reserved the right to utilise the prepayment at a later date.

Furthermore on 20 September 2017, the remaining balance of prepayment due to Hailanggu of RMB77,500,000 (equivalent to approximately HK\$93,000,000) was assigned to another third party ("Assignee B") pursuant to an agreement entered into between Hailanggu, Supplier A and Assignee B. On 21 September 2017, Hailanggu received an amount of RMB2,270,000 (equivalent to approximately HK\$2,724,000) from Assignee B, representing a partial repayment of the prepayment. As at 31 December 2017, the outstanding prepayment amounted to RMB75,230,000 (equivalent to approximately HK\$90,276,000), and paid back to Hailanggu by Assignee B on 21 March 2018.

- (c) During the period from August 2017 to November 2017, HN Industrial, an indirect wholly owned subsidiary of the Company, made five payments totalling RMB117,000,000 (equivalent to approximately HK\$140,400,000) to a supplier (the "Aluminium Supplier") pursuant to an agreement dated 17 August 2017 for purchases of aluminium materials. On 20 March 2018, the Aluminium Supplier refunded the abovementioned balance of RMB117,000,000 (equivalent to approximately HK\$140,400,000) to the Group.
- (d) On 29 December 2017, HNYK, an indirect wholly owned subsidiary of the Company, entered into an entrusted loan agreement with a commercial bank in the PRC ("Entrusted Party") and a third party ("Borrower"), pursuant to which HNYK agreed to provide an entrusted loan amounted to RMB12,600,000 (equivalent to approximately HK\$15,120,000) to the Borrower through the Entrusted Party, bearing interest at a fixed rate of 9% per annum for a period of six months. The entrusted loan was early settled in full on 20 March 2018.

### 24 按金、預付款項及其他應收款項 (續)

附註： (續)

- (b) 於二零一七年六月二十一日，海浪谷（為本公司一間間接全資附屬公司）向一名供應商（「供應商A」）作出預付款項人民幣79,000,000元（相當於約94,800,000港元）以購買建築材料。

於二零一七年八月十八日，海浪谷從供應商A收到上述預付款項的部分退還款。於二零一七年八月二十五日，海浪谷與供應商A簽署一份補充協議，確認海浪谷已暫停其相關翻新工程，但保留權利於其後日期動用該筆預付款項。

此外，於二零一七年九月二十日，根據海浪谷、供應商A及另一名第三方（「受讓方B」）簽署之協議，應付海浪谷的預付款項餘額人民幣77,500,000元（相當於約93,000,000港元）已轉讓予受讓方B。於二零一七年九月二十一日，海浪谷自受讓方B收到人民幣2,270,000元（相當於約2,724,000港元）之款項，即預付款項之部分還款。於二零一七年十二月三十一日，未償還預付款項合共為人民幣75,230,000元（相當於約90,276,000港元），已於二零一八年三月二十一日由受讓方B付還予海浪谷。

- (c) 於二零一七年八月至二零一七年十一月期間，環能實業（為本公司一間間接全資附屬公司）根據一份日期為二零一七年八月十七日有關採購鋁材之協議向一名供應商（「鋁供應商」）作出五筆付款，合共人民幣117,000,000元（相當於約140,400,000港元）。於二零一八年三月二十日，鋁供應商已向本集團退還上述結餘人民幣117,000,000元（相當於約140,400,000港元）。
- (d) 於二零一七年十二月二十九日，環能營口（為本公司一間間接全資附屬公司）與中國一間商業銀行（「受託方」）及一名第三方（「借款方」）訂立一份委託貸款協議，據此，環能營口同意透過受託方向借款方提供一筆金額為人民幣12,600,000元（相當於約15,120,000港元）之委託貸款，按每年9%的固定利率計息，為期六個月。該筆委託貸款已於二零一八年三月二十日悉數提前結清。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 25 BANK BALANCES AND CASH

### 25 銀行結餘及現金

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Cash at banks and in hand	銀行及手頭現金	154,140	20,609

The carrying amounts of bank balances and cash are denominated in the following currencies:

銀行結餘及現金之賬面值以下列貨幣計算：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
HK\$	港元	149,852	16,262
RMB	人民幣	4,267	4,252
US\$	美元	-	34
IDR	印尼盧比	-	9
CAD	加元	21	39
SGD	新加坡元	-	13
		<b>154,140</b>	<b>20,609</b>

### 26 TRADE AND OTHER PAYABLES

### 26 應付貿易賬款及其他應付款項

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Trade payables (note (a))	應付貿易賬款(附註(a))	56,643	231
Construction and other costs payables	建築及其他應付成本	3,129	8,107
Other payables (note (b))	其他應付款項(附註(b))	16,508	10,001
Consideration payable (note 29)	應付代價(附註29)	-	7,800
Receipt in advance from a customer	自客戶收取之墊款	4,702	-
Accrued liabilities	應計負債	2,641	2,775
		<b>83,623</b>	<b>28,914</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 26 TRADE AND OTHER PAYABLES (Continued)

Notes:

- (a) The amounts are repayable according to normal credit terms of 30 to 60 days.

The ageing analysis of the trade payables as at the balance sheet dates, based on invoice date, is as follows:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Within 30 days	30日內	56,643	231

- (b) During the period from October 2017 to December 2017, Hailanggu, an indirect wholly owned subsidiary of the Company, received three payments totalling RMB6,658,000 (equivalent to approximately HK\$7,990,000) from another company affiliated to Supplier A (Note 24(b)) represented further partial repayments of the relevant prepayments. These receipts were separately recorded as other payables due to Company A, instead of offsetting them against the relevant prepayment balance, in the Group's consolidated financial statements as at 31 December 2017.

### 27 BANK BORROWINGS

As at 31 December 2017, the analysis of the carrying amount of bank borrowings is as follows:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Current	流動		
Bank borrowings – secured	銀行貸款－有抵押	429,600	180,884

### 26 應付貿易賬款及其他應付款項 (續)

附註：

- (a) 有關款項根據一般信貸期30日至60日償還。

於結算日，根據發票日期之應付貿易賬款之賬齡分析如下：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Within 30 days	30日內	56,643	231

- (b) 於二零一七年十月至二零一七年十二月期間，海浪谷（為本公司一間間接全資附屬公司）從供應商A的另一間關聯公司收到三筆付款，總額為人民幣6,658,000元（相當於約7,990,000港元）（附註24(b)），即相關預付款項的進一步部分還款。該等收款於本集團於二零一七年十二月三十一日之綜合財務報表被單獨入賬列為應付公司A的其他應付款，而非用於抵銷有關預付款結餘。

### 27 銀行貸款

於二零一七年十二月三十一日，銀行貸款之賬面值分析如下：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Current	流動		
Bank borrowings – secured	銀行貸款－有抵押	429,600	180,884

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 27 BANK BORROWINGS (Continued)

On 28 January 2016, HNYK, an indirect wholly owned subsidiary of the Company, as borrower, entered into a bank borrowing agreement for RMB92,000,000 (equivalent to approximately HK\$110,400,000) with a commercial bank in the PRC. On 17 January 2017, HNYK renewed the bank borrowing agreement with the bank for one year to January 2018. The bank borrowing was secured by various retail shops located at Liaohai Garden, Bayuguan district, Yingkou City, Laining province, the PRC with carrying amount of HK\$94,440,000 as at 31 December 2017. Subsequently, the bank borrowing was renewed for another year to January 2019.

On 20 July 2016, the Group acquired 100% equity interest of Liaoning Taoqibao which had a bank borrowing of RMB70,000,000 (equivalent to approximately HK\$84,000,000) with a commercial bank in the PRC. On 23 March 2017, Liaoning Taoqibao renewed the bank borrowing agreement with the bank for one year. The bank borrowing was secured by Wuzi Composite Building, South of Huanghe Road, Bayuquan district, Yingkou City, Liaoning province, the PRC with carrying amount of HK\$139,200,000 as at 31 December 2017.

On 21 June 2017, Hailangu, an indirect wholly owned subsidiary of the Company, as borrower, entered into two bank borrowings of RMB52,000,000 (equivalent to approximately HK\$62,400,000) and RMB27,000,000 (equivalent to approximately HK\$32,400,000), respectively, with a commercial bank in the PRC. The bank borrowing was secured by two parcels of land of approximately 59,245 square meters in Bai Sha Wan, Bayuquan district, Yingkou city, Liaoning province, the PRC and the industrial complex located at Qinghua Avenue, Yingkou city, Liaoning province, the PRC with carrying amount of HK\$72,120,000 and HK\$29,580,000, respectively, as at 31 December 2017.

### 27 銀行貸款 (續)

於二零一六年一月二十八日，環能營口（為本公司一間間接全資附屬公司）（作為借款方）與中國一間商業銀行訂立人民幣92,000,000元（相當於約110,400,000港元）之銀行貸款協議。於二零一七年一月十七日，環能營口將與該銀行之銀行貸款協議重續一年至二零一八年一月。該銀行貸款由於二零一七年十二月三十一日賬面值為94,440,000港元之位於中國遼寧省營口市鮫魚圈區遼海花園的多間零售店作抵押。其後，該銀行貸款已重續一年至二零一九年一月。

於二零一六年七月二十日，本集團收購遼寧淘氣寶之100%股權，該公司與中國一間商業銀行有銀行貸款人民幣70,000,000元（相當於約84,000,000港元）。於二零一七年三月二十三日，遼寧淘氣寶將與該銀行之銀行貸款協議重續一年。該銀行貸款以於二零一七年十二月三十一日賬面值為139,200,000港元之位於中國遼寧省營口市鮫魚圈區黃河路南段的物資局綜合大樓作抵押。

於二零一七年六月二十一日，海浪谷（為本公司一間間接全資附屬公司）（作為借款方）與中國一間商業銀行訂立兩份分別為人民幣52,000,000元（相當於約62,400,000港元）及人民幣27,000,000元（相當於約32,400,000港元）之銀行貸款協議。該銀行貸款由於二零一七年十二月三十一日賬面值分別為72,120,000港元及29,580,000港元之位於中國遼寧省營口市鮫魚圈區白沙灣的兩幅約59,245平方米的地塊以及位於中國遼寧省營口市青花大街的工業綜合體作抵押。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 27 BANK BORROWINGS (Continued)

On 18 August 2017, HN Properties, an indirect wholly owned subsidiary of the Company, as borrower, entered a bank borrowing agreement of RMB117,000,000 (equivalent to approximately HK\$140,400,000) with a commercial bank in the PRC. The bank borrowing was secured by the retail portion on the fourth floor and the fifth floor of Block A, Bao Hua Wang Yuan, Zhongshan district, Dalian city, Liaoning province, the PRC with carrying amount of HK\$89,040,000 as at 31 December 2017. On 21 March 2018, the bank borrowing was repaid in full.

As at 31 December 2017, these bank borrowings carried a fixed rate ranging from 7.1% to 7.5% (2016: 7.1% to 9.0%) per annum. The exposure of these bank borrowings to interest rate changes and the contractual repricing dates at 31 December 2017 are one year (2016: one year).

### 27 銀行貸款 (續)

於二零一七年八月十八日，環能物業（為本公司一間間接全資附屬公司）（作為借款方）與中國一間商業銀行訂立人民幣117,000,000元（相當於約140,400,000港元）之銀行貸款協議。該銀行貸款由於二零一七年十二月三十一日賬面值為89,040,000港元之位於中國遼寧省大連市中山區保華旺苑A棟第4層及第5層的零售部份作抵押。於二零一八年三月二十一日，該銀行貸款已悉數償還。

於二零一七年十二月三十一日，該等銀行貸款按固定年利率介乎7.1%至7.5%（二零一六年：7.1%至9.0%）計息。該等銀行貸款於二零一七年十二月三十一日就利率變動及合約重新定價日期所承擔的風險為一年（二零一六年：一年）。

### 28 SHARE CAPITAL AND RESERVES

#### (a) Share Capital

### 28 股本及儲備

#### (a) 股本

		Number of shares 股份數目 (‘000) (千股)	Share capital 股本 HK\$‘000 千港元
<b>Authorised:</b>	<b>法定：</b>		
Ordinary shares of HK\$0.0025 each At 1 January 2016, 31 December 2016 and 31 December 2017	每股面值0.0025港元之普通股 於二零一六年一月一日、 二零一六年十二月三十一日及 二零一七年十二月三十一日	20,000,000	50,000
<b>Issued and fully paid:</b>	<b>已發行及繳足：</b>		
At 1 January 2016	於二零一六年一月一日	7,052,007	17,630
Issuance of shares upon exercise of warrants (note (i))	於行使認股權證時發行新股份 (附註(i))	775	2
Issuance of consideration shares (note (ii))	發行代價股份(附註(ii))	487,162	1,218
At 31 December 2016	於二零一六年十二月三十一日	7,539,944	18,850
Issuance of shares (note (iii))	發行股份(附註(iii))	1,507,900	3,770
<b>At 31 December 2017</b>	<b>於二零一七年十二月三十一日</b>	<b>9,047,844</b>	<b>22,620</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 28 SHARE CAPITAL AND RESERVES (Continued)

#### (a) Share Capital (Continued)

Notes:

- (i) During the year ended 31 December 2016, approximately 775,000 shares of the Company were issued as a result of exercise of approximately 775,000 units of warrants by warrant holders at the exercise price of HK\$0.21 per share. The proceeds from the exercise of the warrants were approximately HK\$163,000 among which approximately HK\$2,000 were credited to the share capital account and the balance of approximately HK\$161,000 were credited to the share premium account.
- (ii) On 18 October 2016, the Company issued 487,161,789 shares of the Company as consideration shares for the acquisition of an investment property (note 18). The fair value of such investment property on 18 October 2016 was approximately HK\$99,417,000, with HK\$1,218,000 was credited to the share capital account and the balance of HK\$98,199,000 was credited to the share premium account.
- (iii) On 7 November 2017, 1,507,900,000 ordinary shares were issued at the subscription price of HK\$0.13 per share by way of placement. The net proceeds received by the Company from the placement was approximately HK\$196,027,000, with HK\$3,770,000 was credited to the share capital account and the balance of HK\$192,257,000 was credited to the share premium account.

All the above shares rank pari passu in all respects with other shares in issue.

### 28 股本及儲備 (續)

#### (a) 股本 (續)

附註：

- (i) 截至二零一六年十二月三十一日止年度，因認股權證持有人行使約775,000份認股權證，發行約775,000股本公司股份，每股行使價0.21港元。行使認股權證之所得款項約為163,000港元，其中約2,000港元計入股本賬，而結餘約161,000港元則計入股份溢價賬。
- (ii) 於二零一六年十月十八日，本公司已發行487,161,789股本公司股份作為收購一項投資物業之代價股份（附註18）。該項投資物業於二零一六年十月十八日之公允價值約為99,417,000港元，當中1,218,000港元已計入股本賬，而餘額98,199,000港元則已計入股份溢價賬。
- (iii) 於二零一七年十一月七日，1,507,900,000股普通股透過配售方式按認購價每股0.13港元發行。本公司從配售所收之所得款項淨額約為196,027,000港元，當中3,770,000港元已計入股本賬，而餘額192,257,000港元則已計入股份溢價賬。

上述所有股份於所有方面與其他已發行股份享有同等地位。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 28 SHARE CAPITAL AND RESERVES (Continued)

### 28 股本及儲備 (續)

#### (b) Reserves

#### (b) 儲備

		Share premium 股份溢價 HK\$'000 千港元	Capital reserve 資本儲備 HK\$'000 千港元	Share options reserve 購股權儲備 HK\$'000 千港元	Translation reserve 匯兌儲備 HK\$'000 千港元	Other reserve 其他儲備 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 1 January 2016	於二零一六年一月一日	793,430	19,980	68,924	(18,236)	(39,117)	(465,159)	359,822
Loss for the year	年度虧損	-	-	-	-	-	(34,849)	(34,849)
Exchange differences arising from translation of foreign operations	換算海外業務產生之匯兌差額	-	-	-	(8,041)	-	-	(8,041)
Issuance of share upon exercise of warrants (note 28(a)(i))	於行使認股權證時發行股份 (附註28(a)(i))	183	-	-	-	(22)	-	161
Lapse of warrants (note)	認股權證失效 (附註)	8,643	-	-	-	(8,643)	-	-
Issuance of consideration shares (note 28(a)(ii))	發行代價股份 (附註28(a)(ii))	98,199	-	-	-	-	-	98,199
As at 31 December 2016	於二零一六年十二月三十一日	900,455	19,980	68,924	(26,277)	(47,782)	(500,008)	415,292
<b>As at 1 January 2017</b>	<b>於二零一七年一月一日</b>	<b>900,455</b>	<b>19,980</b>	<b>68,924</b>	<b>(26,277)</b>	<b>(47,782)</b>	<b>(500,008)</b>	<b>415,292</b>
Loss for the year	年度虧損	-	-	-	-	-	(93,900)	(93,900)
Exchange differences arising from translation of foreign operations	換算海外業務產生之匯兌差額	-	-	-	19,058	-	-	19,058
Release of reserves upon disposal of subsidiaries	於出售附屬公司時撥出之儲備	-	-	-	566	47,782	-	48,348
Lapse of options (note)	購股權失效 (附註)	-	-	(437)	-	-	-	(437)
Issuance of shares (note 28(a)(iii))	發行股份 (附註28(a)(iii))	192,257	-	-	-	-	-	192,257
<b>As at 31 December 2017</b>	<b>於二零一七年十二月三十一日</b>	<b>1,092,712</b>	<b>19,980</b>	<b>68,487</b>	<b>(6,653)</b>	<b>-</b>	<b>(593,908)</b>	<b>580,618</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 28 SHARE CAPITAL AND RESERVES (Continued)

#### (b) Reserves (Continued)

Note:

On 20 November 2016, the subscription rights attaching to the outstanding warrants of the Company expired and HK\$8,643,000 was reallocated from other reserve to share premium.

During the year ended 31 December 2017, there was no grant, exercise or cancellation of share options (2016: nil) and 1,631,757 number of options amounted to HK\$437,000 were lapsed (2016: nil).

### 29 DISCONTINUED OPERATIONS

Following the disposal of Aces Diamond Holding Limited, the holding company of BHE and GM on 31 October 2017, the Board decided to discontinue the operation of natural resources and energy related business and information technology and related business in December 2017.

#### (a) Analysis of the results of discontinued operations

### 28 股本及儲備 (續)

#### (b) 儲備 (續)

附註：

於二零一六年十一月二十日，本公司尚未行使認股權證所附之認購權經已屆滿，而8,643,000港元已從其他儲備重新分配至股份溢價。

截至二零一七年十二月三十一日止年度，概無授出、行使或註銷購股權（二零一六年：無）及437,000港元之1,631,757份購股權已失效（二零一六年：無）。

### 29 已終止經營業務

於二零一七年十月三十一日出售BHE及GM的控股公司Aces Diamond Holding Limited後，董事會決定於二零一七年十二月終止經營天然資源及能源相關業務以及資訊科技及相關業務。

#### (a) 已終止經營業務之業績分析

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Revenue	收入	4,697	176,138
Cost of sales	銷售成本	(4,560)	(171,724)
Gross profit	毛利	137	4,414
Other gains, net	其他淨收益	-	8,552
Loss on disposal of subsidiaries (Note (i))	出售附屬公司之虧損 (附註(i))	(43,182)	-
Impairment loss on exploration and evaluation assets (Note (iii))	勘探及評估資產之 減值虧損 (附註(iii))	-	(78,747)
Selling and distribution expenses	銷售及分銷開支	-	(80)
Administrative and operating expenses	行政及經營開支	-	(2,062)
Loss before tax from discontinued operations	已終止經營業務之 除稅前虧損	(43,045)	(67,923)
Income tax	所得稅	-	-
Loss for the year from discontinued operations	已終止經營業務年度虧損	(43,045)	(67,923)

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 29 DISCONTINUED OPERATIONS (Continued)

#### (a) Analysis of the results of discontinued operations (Continued)

Note (i):

On 31 October 2017, the Group disposed the entire equity interest of Aces Diamond and its subsidiaries to an independent third party for a consideration of HK\$1. Aces Diamond is the intermediate holding company of the GM, which holds a mining permit for a marble site covering approximate 33 hectares at Selenrang, Bontoa, Maros Regency in South-western Sulawesi, Indonesia. The mining properties were fully impaired during the year end 31 December 2016.

The aggregated net liabilities at the date of disposal were as follows:

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	22
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	78
Cash and cash equipment	現金及現金等價物	36
Trade payable	應付貿易賬款	(231)
Other payables	其他應付款項	(7,860)
Less: Non-controlling interests	減：非控股權益	2,789
<b>Net liabilities disposed of</b>	<b>所出售負債淨額</b>	<b>(5,166)</b>
Add: Translation reserve released upon disposed subsidiaries	加：於出售附屬公司時撥出之換算儲備	566
Add: Other reserve released upon disposal of subsidiaries (Note (ii))	加：於出售附屬公司時撥出之其他儲備 (附註(ii))	47,782
<b>Loss on disposal of subsidiaries</b>	<b>出售附屬公司之虧損</b>	<b>43,182</b>
		HK\$'000 千港元
Net proceeds received from disposal of subsidiaries	自出售附屬公司收取之所得款項淨額	-
<b>Satisfied by:</b>	<b>以下列方式支付：</b>	
Cash consideration	現金代價	-
<b>Net cash outflow from disposal of subsidiaries:</b>	<b>來自出售附屬公司之淨現金流出：</b>	
Cash consideration received	所收取現金代價	-
Cash and cash equivalents disposed of	所出售現金及現金等價物	36

### 29 已終止經營業務 (續)

#### (a) 已終止經營業務之業績分析 (續)

附註(i)：

於二零一七年十月三十一日，本集團出售Aces Diamond及其附屬公司之全部股本權益予一名獨立第三方，代價為1港元。Aces Diamond為GM之中間控股公司，該公司持有位於印尼蘇拉威西島西南部地區的Maros市Bontoa的Selenrang中約33公頃大理石礦場之礦產開採許可證。該採礦物業於截至二零一六年十二月三十一日止年度已全數減值。

於出售日期之總負債淨額如下：

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 29 DISCONTINUED OPERATIONS (Continued)

#### (a) Analysis of the results of discontinued operations (Continued)

Note (ii):

Other reserve represented 13,500,000 outstanding warrants of GM, an indirect subsidiary of Aces Diamond.

Note (iii):

Exploration and evaluation asset

Movement of the mining properties during the year ended 31 December 2016 was as follows:

		2016 二零一六年 HK\$'000 千港元
At cost	按成本	
At 1 January	於一月一日	77,500
Exchange differences	匯兌差額	1,247
Impairment loss	減值虧損	(78,747)
At 31 December	於十二月三十一日	-

At as 31 December 2016, the Company indirectly holds approximately 90% interest in BHE, a subsidiary of the Company which in turn holds 37.5% interest in GM. GM held a mining permit (the "Mining Permit") for a marble site covering approximately 33 hectares at Selenrang, Bontoa, Maros Regency (the "Maros Marble Project") in southwestern Sulawesi, Indonesia (the "GM Quarry").

The Mining Permit associated with the mining properties expired on 22 January 2017, and the extension of which was subject to the approval by the Provincial Government of South Sulawesi.

### 29 已終止經營業務 (續)

#### (a) 已終止經營業務之業績分析 (續)

附註(ii):

其他儲備指GM (Aces Diamond之一間間接附屬公司)之13,500,000份未行使認股權證。

附註(iii):

勘探及評估資產

於二零一六年十二月三十一日止年度，礦業產業之變動載列如下：

		2016 二零一六年 HK\$'000 千港元
At cost	按成本	
At 1 January	於一月一日	77,500
Exchange differences	匯兌差額	1,247
Impairment loss	減值虧損	(78,747)
At 31 December	於十二月三十一日	-

於二零一六年十二月三十一日，本公司間接持有BHE (本公司之附屬公司)約90%之股權，BHE持有GM37.5%之股權，而GM則持有位於印尼蘇拉威西島西南部地區的Maros市Bontoa的Selenrang中約33公頃大理石礦場 (「GM採石場」) (「Maros大理石項目」)之礦產開採許可證 (「礦產開採許可證」)。

與礦業產業相關之礦產開採許可證已於二零一七年一月二十二日到期，並須待南蘇拉威西省政府批准方可延長。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 29 DISCONTINUED OPERATIONS (Continued)

#### (a) Analysis of the results of discontinued operations (Continued)

Note (iii): (Continued)

Despite the attempts by BHE to apply for the recommendation from the local government of Maros Regency which was essential for obtaining the New Mining Permit from the Provincial Government of South Sulawesi, the local government of Maros Regency verbally informed BHE that it refused to give such recommendation because the location of the relevant mine subject to the New Mining Permit fell into the planning tourist development area of Maros Regency which was no longer intended for mining activity. Upon receiving the verbal notification, BHE immediately sought for legal advice in Indonesia. Based on the legal advice obtained by BHE, the Provincial Government of South Sulawesi was unlikely to approve the application of the New Mining Permit in the absence of a positive recommendation from the local government of Maros Regency. Accordingly, full impairment on the Group's mining properties in relation to the Maros Marble Project with carrying value of approximately HK\$78,747,000 was provided during the year ended 31 December 2016.

On 31 October 2017, the Group disposed the entire equity interest in Aces Diamond, the holding company of BHE at a consideration of HK\$1 to a third party.

#### (b) Cumulative gain/loss recognised in other comprehensive income related to discontinued operations

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Translation reserve	換算儲備	-	566
Other reserve	其他儲備	-	47,782
		-	48,348

#### (c) Analysis of cash flows

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Operating cash outflows	經營現金流出	14,885	70,368

### 29 已終止經營業務 (續)

#### (a) 已終止經營業務之業績分析 (續)

附註(iii): (續)

儘管BHE向Maros市地方政府申請推薦書(對從南蘇拉威西省政府取得新礦產開採許可證甚為重要), Maros市地方政府已口頭上通知BHE其拒絕提供有關推薦書, 原因為新礦產開採許可證所涉及之有關礦場之位置處於Maros市之計劃旅遊發展區, 不擬再進行開礦活動。於接獲口頭通知後, BHE隨即於印尼尋求法律意見。根據BHE取得之法律意見, 在沒有Maros市地方政府正面推薦書之情況下, 南蘇拉威西省政府不大可能批准新礦產開採許可證之申請。因此, 於二零一六年十二月三十一日止年度, 有關本集團Maros大理石項目賬面值約78,747,000港元之礦業產業已作出全面減值。

於二零一七年十月三十一日, 本集團出售Aces Diamond (BHE之控股公司) 之全部股本權益予一名第三方, 代價為1港元。

#### (b) 於其他全面收益確認之與已終止經營業務有關的累計收益/虧損

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Translation reserve	換算儲備	-	566
Other reserve	其他儲備	-	47,782
		-	48,348

#### (c) 現金流量分析

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Operating cash outflows	經營現金流出	14,885	70,368

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 30 ACQUISITION OF SUBSIDIARIES

- (a) On 3 January 2017, the Group acquired 100% equity interest of Haida for a consideration of RMB24,650,000 (equivalent to approximately HK\$27,063,000). No material acquisition related costs were incurred in the acquisition. Before the acquisition by the Group, Haida has no business activities except for holding of investment properties. Accordingly, the directors of the Company are of the opinion that the acquisition of Haida did not constitute a business combination but an acquisition of assets. The effect of the acquisition was summarised as follows:

**Assets acquired and liabilities recognised at the date of acquisition:**

		HK\$'000 千港元
Investment properties ( <i>note 18</i> )	投資物業 (附註18)	28,672
Other payable	其他應付款項	(1,609)
		<u>27,063</u>

**Net cash outflow from acquisition of a subsidiary:**

		HK\$'000 千港元
Consideration paid in cash	已付現金代價	27,063
Cash and cash equivalents acquired	所收購之現金及現金等價物	<u>-</u>
		<u>27,063</u>

### 30 收購附屬公司

- (a) 於二零一七年一月三日，本集團收購海達之100%股權，代價為人民幣24,650,000元（相當於約27,063,000港元）。有關收購並無產生重大收購相關成本。於被本集團收購前，除持有投資物業外，海達並無任何業務活動。因此，本公司董事認為，收購海達並不構成業務合併，惟構成收購資產。收購之影響概述如下：

**於收購日期之已收購資產及已確認負債：**

	HK\$'000 千港元
投資物業 (附註18)	28,672
其他應付款項	(1,609)
	<u>27,063</u>

**收購一間附屬公司之現金流出淨額：**

	HK\$'000 千港元
已付現金代價	27,063
所收購之現金及現金等價物	<u>-</u>
	<u>27,063</u>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 30 ACQUISITION OF SUBSIDIARIES (Continued)

- (b) On 20 July 2016, the Group acquired 100% equity interest of Liaoning Taoqibao which owned investment properties in Yingkou city for a consideration of RMB100,000,000 (equivalent to approximately HK\$116,863,000) a third Party ("Vendor of Liaoning Taoqibao"). The consideration included RMB30,000,000 (equivalent to approximately HK\$35,059,000) which was settled in cash and the assumption of liabilities due by the vendor to Liaoning Taoqibao amounted to RMB70,000,000 (equivalent to approximately HK\$81,804,000). No material acquisition related costs were incurred in the acquisition. Before the acquisition by the Group, Liaoning Taoqibao had no business activities except for holding of investment properties. Accordingly, the directors of the Company are of the opinion that the acquisition of Liaoning Taoqibao did not constitute a business combination but an acquisition of assets. The effect of the acquisition was summarised as follows:

#### Assets acquired and liabilities recognised at the date of acquisition:

		HK\$'000 千港元
Investment properties	投資物業	130,720
Amount due from Vendor of Liaoning Taoqibao	應收遼寧淘氣寶的賣方款項	81,804
Other receivables	其他應收款項	19
Cash and cash equivalents	現金及現金等價物	13
Bank borrowing	銀行貸款	(81,804)
Accruals and other payables	應計費用及其他應付款項	(13,889)
		116,863

#### Net cash outflow from acquisition of subsidiaries:

		HK\$'000 千港元
Consideration paid in cash	已付現金代價	35,059
Cash and cash equivalents acquired	所收購之現金及現金等價物	(13)
		35,046

### 30 收購附屬公司 (續)

- (b) 於二零一六年七月二十日，本集團向第三方（「遼寧淘氣寶的賣方」）收購遼寧淘氣寶之100%股權，該公司於營口市持有投資物業，代價為人民幣100,000,000元（相當於約116,863,000港元）。有關代價包括以現金償付的人民幣30,000,000元（相當於約35,059,000港元），及假設賣方結欠遼寧淘氣寶的負債人民幣70,000,000元（相當於約81,804,000港元）。是次收購並無產生重大收購相關成本。於被本集團收購前，除持有投資物業外，遼寧淘氣寶並無任何業務活動。因此，本公司董事認為，遼寧淘氣寶之收購並不構成業務合併，惟構成收購資產。是次收購之影響概述如下：

#### 於收購日期之已收購資產及已確認負債：

		HK\$'000 千港元
Investment properties	投資物業	130,720
Amount due from Vendor of Liaoning Taoqibao	應收遼寧淘氣寶的賣方款項	81,804
Other receivables	其他應收款項	19
Cash and cash equivalents	現金及現金等價物	13
Bank borrowing	銀行貸款	(81,804)
Accruals and other payables	應計費用及其他應付款項	(13,889)
		116,863

#### 收購附屬公司之現金流出淨額：

		HK\$'000 千港元
Consideration paid in cash	已付現金代價	35,059
Cash and cash equivalents acquired	所收購之現金及現金等價物	(13)
		35,046

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 30 ACQUISITION OF SUBSIDIARIES (Continued)

- (c) On 30 December 2016, the Group acquired 100% equity interest of Hailanggu which owned two parcels of land in Yingkou city for a cash consideration of RMB62,000,000 (equivalent to approximately HK\$69,227,000). No material acquisition related costs were incurred in the acquisition. Before the acquisition by the Group, Hailanggu had no business activities except for holding of two parcels of land. Accordingly, the directors of the Company are of the opinion that the acquisition of Hailanggu did not constitute a business combination but an acquisition of assets. The effect of the acquisition was summarised as follows:

#### Assets acquired at the date of acquisition:

		HK\$'000 千港元
Investment property	投資物業	44,188
Prepayment for investment property (note 24)	投資物業之預付款項(附註24)	25,022
Cash and cash equivalents	現金及現金等價物	17
		69,227

#### Net cash outflow from acquisition of subsidiaries:

		HK\$'000 千港元
Consideration paid in cash	已付現金代價	69,227
Cash and cash equivalents acquired	所收購之現金及現金等價物	(17)
		69,210

### 30 收購附屬公司(續)

- (c) 於二零一六年十二月三十日，本集團收購海浪谷之100%股權，該公司於營口市持有兩幅地塊，現金代價為人民幣62,000,000元（相當於約69,227,000港元）。是次收購並無產生重大收購相關成本。於被本集團收購前，除持有兩幅地塊外，海浪谷並無任何業務活動。因此，本公司董事認為，海浪谷之收購並不構成業務合併，惟構成收購資產。是次收購之影響概述如下：

#### 於收購日期之已收購資產

		HK\$'000 千港元
投資物業		44,188
投資物業之預付款項(附註24)		25,022
現金及現金等價物		17
		69,227

#### 收購附屬公司之現金流出淨額：

		HK\$'000 千港元
已付現金代價		69,227
所收購之現金及現金等價物		(17)
		69,210



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 31 CASH FLOW INFORMATION – FINANCING ACTIVITIES

This section sets out the movement of liabilities from financing activities for the years ended 31 December 2017 and 2016.

### 31 現金流量資料－融資活動

本節載列截至二零一七年及二零一六年十二月三十一日止年度來自融資活動負債之變動。

		Liabilities from financing activities 來自融資活動之負債				
		Shareholder loans HK\$'000 股東貸款 千港元	Loan from a related company HK\$'000 來自關連公司 之貸款 千港元	Interest payable HK\$'000 應付利息 千港元	Bank borrowings HK\$'000 銀行貸款 千港元	Total HK\$'000 總計 千港元
As at 1 January 2017	於二零一七年一月一日	–	–	–	180,884	180,884
Cash inflows	現金流入	2,000	240,000	–	410,863	652,863
Cash outflows	現金流出	–	(177,669)	(21,521)	(183,382)	(382,572)
Non-cash movements	非現金變動	–	–	21,521	–	21,521
Foreign exchange adjustments	外匯調整	–	–	–	21,235	21,235
As at 31 December 2017	於二零一七年 十二月三十一日	2,000	62,331	–	429,600	493,931
As at 1 January 2016	於二零一六年一月一日	–	–	–	–	–
Cash inflows	現金流入	–	–	–	105,550	105,550
Cash outflows	現金流出	–	–	(10,187)	–	(10,187)
Non-cash movements	非現金變動	–	–	10,187	81,804	91,991
Foreign exchange adjustments	外匯調整	–	–	–	(6,470)	(6,470)
As at 31 December 2016	於二零一六年 十二月三十一日	–	–	–	180,884	180,884

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 32 SHARE OPTION SCHEMES

- (a) On 25 January 2003 and 12 May 2011, share option schemes (“2003 Share Option Scheme” and “2011 Share Option Scheme”, respectively) were approved and adopted pursuant to resolutions of the Company. The purpose of the 2003 Share Option Scheme and 2011 Share Option Scheme was to enable the Group to recognise the contribution of the participants to the Group and to motivate the participants to continue working for the benefit of the Group by offering the participants an opportunity to have personal interest in the share capital of the Company. The Board of Directors may, at its discretion, grant share options to any employees, consultants and advisers of the Company or its subsidiaries, including executive, non-executive and independent non-executive directors, to subscribe for shares of the Company. The 2003 Share Option Scheme and 2011 Share Option Scheme remain in force for a period of ten years with effect from 25 January 2003 and 12 May 2011, respectively.

The maximum number of shares in respect of which share options may be granted under the 2003 Share Option Scheme and 2011 Share Option Scheme and any other share option scheme of the Company may not exceed 10% of the issued share capital of the Company, or may not exceed a maximum of 30% should the shareholders of the Company renew the 10% limit, from time to time which have been duly allotted and issued.

The exercise price for shares under the 2003 Share Option Scheme and 2011 Share Option Scheme may be determined by the Board of Directors at its absolute discretion but in any event will be at least the highest of: (i) the closing price of the shares as stated in the daily quotation sheets of the Stock Exchange on the date of grant, which must be a business day; (ii) the average of the closing prices of the shares as stated in the Stock Exchange’s daily quotation sheets for the five business days immediately preceding the date of grant of the relevant option; and (iii) the nominal value of the shares on the date of grant of the option.

### 32 購股權計劃

- (a) 本公司於二零零三年一月二十五日及二零一一年五月十二日根據本公司決議案批准並採納購股權計劃（分別為「2003年購股權計劃」及「2011年購股權計劃」）。2003年購股權計劃及2011年購股權計劃的目的是透過給予參與者於本公司股本擁有個人權益的機會，使本集團能肯定參與者對本集團所作出的貢獻，並鼓勵參與者繼續為本集團的利益效力。董事會可酌情決定授出購股權予本公司或其附屬公司任何僱員、顧問及諮詢顧問，包括執行、非執行及獨立非執行董事，以認購本公司股份。2003年購股權計劃及2011年購股權計劃分別自二零零三年一月二十五日及二零一一年五月十二日起十年內有效。

根據2003年購股權計劃及2011年購股權計劃及本公司任何其他購股權計劃可能授出的購股權涉及之股份數目最多不得超過本公司不時正式配發及發行的已發行股本的10%，或倘本公司股東更新10%的限制，則最多不可超過30%。

2003年購股權計劃及2011年購股權計劃項下股份行使價可由董事會全權酌情決定，但於任何情況下最少須為以下的最高者：(i)授出日期（必須為營業日）聯交所每日報表所載的股份收市價；(ii)緊接授出有關購股權日期前五個營業日聯交所每日報表所載的平均股份收市價；及(iii)授出購股權日期的股份面值。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 32 SHARE OPTION SCHEMES (Continued)

(a) (Continued)

Any share options granted to a substantial shareholder of the Company or an independent non-executive director or any of their respective associates, representing in aggregate over 0.1% of the shares of the Company in issue on the date of such grant and an aggregate value, based on the closing price of the shares of the Company at the date of grant in excess of HK\$5 million, in any 12-month period, are subject to shareholders' approval in advance in a general meeting. In addition, any share options granted to any one person in excess of 1% of the shares of the Company in issue at any time, in any 12-month period, are subject to shareholders' approval in advance in a general meeting.

The share options granted may be exercised at any time or times during a period to be determined and notified by the Board of Directors which period of time shall commence after the date of grant of the share options and expire on such date as determined by the Board of Directors in any event no later than 10 years from the date of the grant of such share options. A nominal consideration of HK\$1 is payable on acceptance of the grant of a share option under the 2003 Share Option Scheme and 2011 Share Option Scheme.

### 32 購股權計劃 (續)

(a) (續)

於任何十二個月期間，任何授予本公司主要股東或獨立非執行董事或任何彼等各自之聯繫人士的購股權，倘於有關授出日期合計超過本公司已發行股份0.1%及按於授出日期本公司股份收市價計算總值超過5,000,000港元，均必須事先於股東大會徵求股東批准。此外，於任何十二個月期間授予任何人士超過本公司任何時間已發行股份1%的任何購股權，均必須事先於股東大會徵求股東批准。

已授出的購股權可於董事會決定及通知的期間內隨時行使，該期間於授出購股權日期後開始，並於董事會決定的日期屆滿，惟在任何情況下不得遲於授出有關購股權當日起計十年。根據2003年購股權計劃及2011年購股權計劃，接納授出的購股權須支付1港元作為象徵式代價。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 32 SHARE OPTION SCHEMES (Continued)

- (b) Movements in the number of share options outstanding and their weighted average exercise prices for the years ended 31 December 2017 and 2016 are as follows:

		Weighted average exercise price (per share) 加權平均 行使價 (每股) HK\$ 港元	Outstanding options 尚未行使 購股權
As at 1 January 2016 and 31 December 2016	於二零一六年一月一日及 二零一六年十二月三十一日	0.37	265,621,624
Exercisable as at 31 December 2016 and 1 January 2017	於二零一六年十二月三十一日及 二零一七年一月一日可予行使	0.37	265,621,624
Lapsed	已失效	0.46	(1,631,757)
As at 31 December 2017	於二零一七年十二月三十一日	0.37	263,989,867
Exercisable as at 31 December 2017	於二零一七年十二月三十一日 可予行使	0.37	263,989,867

Share options outstanding as at 31 December 2017 and 2016 have the following expiry dates and exercise prices:

### 32 購股權計劃 (續)

- (b) 於截至二零一七年及二零一六年十二月三十一日止年度，尚未行使購股權數目及其加權平均行使價之變動如下：

		Weighted average exercise price (per share) 加權平均 行使價 (每股) HK\$ 港元	Outstanding options 尚未行使 購股權
As at 1 January 2016 and 31 December 2016	於二零一六年一月一日及 二零一六年十二月三十一日	0.37	265,621,624
Exercisable as at 31 December 2016 and 1 January 2017	於二零一六年十二月三十一日及 二零一七年一月一日可予行使	0.37	265,621,624
Lapsed	已失效	0.46	(1,631,757)
As at 31 December 2017	於二零一七年十二月三十一日	0.37	263,989,867
Exercisable as at 31 December 2017	於二零一七年十二月三十一日 可予行使	0.37	263,989,867

於二零一七年及二零一六年十二月三十一日尚未行使購股權之屆滿日及行使價如下：

Expiry date	屆滿日	Adjusted Exercise price (per share) 經調整行使價 (每股) HK\$ 港元	Outstanding options as at 31 December 2016 於二零一六年 十二月三十一日 尚未行使 之購股權
15 June 2019 (note 2)	二零一九年六月十五日 (附註2)	0.51	29,442,568
6 October 2019 (note 2)	二零一九年十月六日 (附註2)	0.53	496,622
4 February 2020 (note 2)	二零二零年二月四日 (附註2)	0.36	74,138,514
8 July 2020 (note 3)	二零二零年七月八日 (附註3)	0.39	90,952,703
22 June 2021 (note 4)	二零二一年六月二十二日 (附註4)	0.31	69,527,028
30 December 2022 (note 4)	二零二二年十二月三十日 (附註4)	0.11	1,064,189
			265,621,624

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 32 SHARE OPTION SCHEMES (Continued)

(b) (Continued)

Expiry date	屆滿日	Adjusted Exercise price (per share)	Outstanding options as at 31 December 2017
		經調整行使價 (每股)	於二零一七年十二月三十一日尚未行使之購股權
		HK\$	
		港元	
15 June 2019 (note 2)	二零一九年六月十五日 (附註2)	0.51	28,378,379
6 October 2019 (note 2)	二零一九年十月六日 (附註2)	0.53	496,622
4 February 2020 (note 2)	二零二零年二月四日 (附註2)	0.36	74,138,514
8 July 2020 (note 3)	二零二零年七月八日 (附註3)	0.39	90,597,973
22 June 2021 (note 4)	二零二一年六月二十二日 (附註4)	0.31	69,314,190
30 December 2022 (note 4)	二零二二年十二月三十日 (附註4)	0.11	1,064,189
			<b>263,989,867</b>

Notes:

- The exercise price of share options was adjusted upon the subdivision of shares of the Company which came to effect on 29 August 2007 and completion of an open offer with effect from 17 November 2014.
- Regarding the share options granted on 19 June 2008, 15 June 2009, 6 October 2009 and 4 February 2010, 50% of which shall be exercised in a period commencing two years from the date of grant and expiring on the tenth anniversary from the date of grant. The balance of 50% of the share options shall be exercised in a period commencing three years from the date of grant and expiring on the tenth anniversary from the date of grant.
- Regarding the share options granted on 9 July 2010, 50% of which shall be exercised in a period commencing two years from the date of grant and expiring on the date falling one day preceding the tenth anniversary from the date of grant. The balance of 50% of the share options shall be exercised in a period commencing three years from the date of grant and expiring on the date falling one day preceding the tenth anniversary from the date of grant.

### 32 購股權計劃 (續)

(b) (續)

Adjusted Exercise price (per share)	Outstanding options as at 31 December 2017
經調整行使價 (每股)	於二零一七年十二月三十一日尚未行使之購股權
HK\$	
港元	
0.51	28,378,379
0.53	496,622
0.36	74,138,514
0.39	90,597,973
0.31	69,314,190
0.11	1,064,189
	<b>263,989,867</b>

附註:

- 購股權之行使價已於本公司股份拆細於二零零七年八月二十九日生效及公開發售於二零一四年十一月十七日完成後作出調整。
- 就於二零零八年六月十九日、二零零九年六月十五日、二零零九年十月六日及二零一零年二月四日授出之購股權而言，其中50%可於授出日期起計兩年後行使，並於授出日期起計滿十年之日屆滿。餘下50%購股權可於授出日期後三年起計至授出日期後滿十年之日止期間行使。
- 就於二零一零年七月九日授出之購股權而言，其中50%可於授出日期起計兩年後行使，並於授出日期起計十週年前一日屆滿。餘下50%購股權可於授出日期起計三年後行使，並於授出日期起計十週年前一日屆滿。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 32 SHARE OPTION SCHEMES (Continued)

(b) (Continued)

Notes: (Continued)

- Regarding the share options granted on 23 June 2011 and 31 December 2012, 50% of which shall be exercised in a period commencing one year from the date of grant and expiring on the date falling one day preceding the tenth anniversary from the date of grant. The balance of 50% of the share options shall be exercised in a period commencing two years from the date of grant and expiring on the date falling one day preceding the tenth anniversary from the date of grant.

During the year ended 31 December 2016 and 2017, there was no share-based payment expense in relation to share options granted to employees and non-employees of the Group.

The fair value of the services received by the Group is measured by the reference to the fair value of the share options granted as consideration because the fair value of the services cannot be measured reliably.

The outstanding share options as at 31 December 2017 had a weighted average remaining contractual life of 3.54 years (2016: 4.54 years).

If options are forfeited before expiration or lapsed, the related share option reserve will be transferred directly to profit or loss.

At 31 December 2017, the Company had 263,989,867 (2016: 265,621,624) share options outstanding under the share option schemes, which represented approximately 3.50% (2016: 3.52%) of the Company's shares in issue at that date. Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

### 32 購股權計劃 (續)

(b) (續)

附註：(續)

- 就於二零一一年六月二十三日及二零一二年十二月三十一日授出的購股權而言，其中50%可於授出日期起計一年後行使，並於授出日期起計十週年前一日屆滿。餘下50%購股權可於授出日期起計兩年後行使，並於授出日期起計十週年前一日屆滿。

於截至二零一六年及二零一七年十二月三十一日止年度，概無與授予本集團僱員及非僱員之購股權有關之股份付款開支。

由於服務之公允價值無法可靠地計量，故本集團獲提供之服務之公允價值乃參考作為代價授出之購股權之公允價值計量。

於二零一七年十二月三十一日尚未行使之購股權之加權平均餘下合約年期為3.54年（二零一六年：4.54年）。

倘購股權於期滿或失效前被沒收，有關購股權儲備將直接轉撥至損益。

於二零一七年十二月三十一日，本公司根據購股權計劃有263,989,867份（二零一六年：265,621,624份）購股權尚未行使，相當於本公司於該日之已發行股份約3.50%（二零一六年：3.52%）。購股權並無賦予持有人獲取股息或於股東大會投票之權利。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 33 EMPLOYEE BENEFIT EXPENSE

#### (a) Employee retirement benefit

The Group enrolled all Hong Kong employees in the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group under the control of trustees. The retirement benefit cost for the MPF Scheme charged to the consolidated income statement represents contributions paid to the fund by the Group at rates specified in the rules of the MPF Scheme.

The total cost charged to consolidated income statement of approximately HK\$259,000 represents contributions paid to these schemes by the Group during the year ended 31 December 2017 (2016: HK\$292,000).

The Group contributed to certain retirement benefit schemes based on the wages for the year of those employees in the PRC. The total cost charged to consolidated income statement of approximately HK\$150,000 (2016: HK\$54,000) represented the social insurance expenses paid in the PRC by the Group during the year ended 31 December 2017.

### 33 僱員福利開支

#### (a) 僱員退休福利

本集團安排所有香港僱員參與強積金計劃。強積金計劃之資產與本集團受託人所控制之資產分開持有。於綜合收益表內扣除之強積金計劃退休福利成本指本集團按強積金計劃規則指定之比率已向基金支付之供款。

於綜合收益表扣除之總成本約259,000港元，即本集團於截至二零一七年十二月三十一日止年度已向該等計劃支付之供款（二零一六年：292,000港元）。

本集團根據中國僱員的年薪若干退休福利計劃供款。綜合收益表扣除的成本總額約150,000港元（二零一六年：54,000港元）指本集團於截至二零一七年十二月三十一日止年度於中國已付之社會保險開支。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 33 EMPLOYEE BENEFIT EXPENSE (Continued)

#### (b) Five highest paid individuals

During the year ended 31 December 2017, all (2016: four) of the five individuals with the highest emoluments in the Group were directors of the Company, whose emolument are disclosed in note 39.

Details of the emoluments of the one individual for the year ended 31 December 2016 are as follow:

	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Salaries, allowance and other benefits	–	546
Retirement benefit scheme contributions	–	18
Discretionary and performance related incentive payment	–	–
	–	564

The emoluments were within the following bands:

	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Nil to HK\$1,000,000	–	1

### 34 RELATED PARTY TRANSACTIONS

In addition to those disclosed elsewhere in the consolidated financial statements, the Group entered into the following material related party transactions during the years ended 31 December 2017 and 2016.

### 33 僱員福利開支 (續)

#### (b) 五位最高薪酬人士

於截至二零一七年十二月三十一日止年度，本集團最高薪酬的五名人士中，所有（二零一六年：四名）人士為本公司董事，其酬金已於附註39披露。

截至二零一六年十二月三十一日止年度，其中一名人士的酬金詳情如下：

	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
薪金、津貼及其他福利	–	546
退休福利計劃供款	–	18
酌情及表現掛鈎獎勵支付款項	–	–
	–	564

酬金介乎以下組別：

	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
零至1,000,000港元	–	1

### 34 有關連人士交易

除綜合財務報表其他地方所披露者外，於截至二零一七年及二零一六年十二月三十一日止年度，本集團訂立了以下重大有關連人士交易。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 34 RELATED PARTY TRANSACTIONS (Continued)

#### (a) Key management personnel compensation

Key management includes executive directors of the Company, chief financial officer (who resigned during the year ended 31 December 2016), financial controller and company secretary of the Group. The compensation paid or payable to key management for employee services is shown below:

Salaries, allowances and other benefits	薪金、津貼及其他福利
Retirement benefit scheme contributions	退休福利計劃供款
Discretionary and performance related incentive payments	酌情及表現掛鈎獎勵支付款項

2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
4,788	4,699
122	123
-	-
<b>4,910</b>	<b>4,822</b>

#### (b) Shareholder loan and loan from a related party

On 5 October 2017, the Company entered in to a shareholder loan agreement with Mr. Li Sen with a facility amount of HK\$100,000,000. The Company draw a loan amount of HK\$2,000,000 in October 2017. The loan was interest free, unsecured and repayable at the end of eighteenth month from the date of drawdown which was classified as non-current liability in the consolidated balance sheet as at 31 December 2017. The loan was denominated in HK\$ and approximated to its fair value.

### 34 有關連人士交易 (續)

#### (a) 主要管理人員補償

主要管理人員包括本公司執行董事、本集團首席財務官(其於截至二零一六年十二月三十一日止年度辭任)、財務總監及公司秘書。就僱員服務已付或應付主要管理人員之補償如下：

#### (b) 股東貸款及來自關連公司之貸款

於二零一七年十月五日，本公司與李森先生訂立股東貸款協議，融資額為100,000,000港元。本公司於二零一七年十月提取貸款金額2,000,000港元。該貸款為免息、無抵押及須於提取日期起計十八個月結束之日償還，於二零一七年十二月三十一日之綜合資產負債表內分類為非流動負債。該貸款乃按港元計值，其賬面值與公允價值相若。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 34 RELATED PARTY TRANSACTIONS

(Continued)

#### (b) Shareholder loan and loan from a related party (Continued)

On 13 December 2017, Qianhai Guoxing, an indirect wholly owned subsidiary of the Company entered in to a loan agreement with Shenzhen Dongyin Financial Holdings Company Limited (literal translated of the Chinese name) ("Dongyin"), a related company which was controlled by Mr. Li Sen, to borrow RMB200,000,000 (equivalent to approximately HK\$240,000,000) from Dongyin. The loan was interest free, unsecured and repayable within six months. The loan amount of RMB148,000,000 (equivalent to approximately HK\$177,669,000) was settled before year end. The remaining outstanding loan amount of HK\$62,331,000 was classified as current liability in the consolidated balance sheet as at 31 December 2017. The loan was denominated in RMB and approximated to its fair value. Subsequent to the year end, the remaining outstanding loan amount was fully settled.

#### (c) In addition to those disclosed elsewhere in the consolidated financial statements, related party transaction, which was carried out in the normal course of the Group's business, was as follows:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Sales of goods to Shenyang Oriental Ginza Pullman Hotel Management Company Limited (literal translated of the Chinese name), a related company which was controlled by Mr. Li Sen	向Shenyang Oriental Ginza Pullman Hotel Management Company Limited (李森先生控制之關連公司)銷售貨品	2,348	-

### 34 有關連人士交易 (續)

#### (b) 股東貸款及來自關連公司之貸款 (續)

於二零一七年十二月十三日，前海國興（為本公司之間接全資附屬公司）與Shenzhen Dongyin Financial Holdings Company Limited（「Dongyin」，李森先生控制之關連公司）訂立貸款協議，以向Dongyin借款人民幣200,000,000元（相當於約240,000,000港元）。該貸款為免息、無抵押及須於六個月內償還。貸款金額人民幣148,000,000元（相當於約177,669,000港元）已於年結日前結清。餘下未償還貸款62,331,000港元於二零一七年十二月三十一日之綜合資產負債表內分類為流動負債。該貸款乃按人民幣計值，其賬面值與公允價值相若。於年結日後，餘下未償還貸款已悉數結清。

#### (c) 除綜合財務報表另有披露者外，於本集團日常業務中進行之有關連人士交易如下：

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 35 OPERATING LEASE COMMITMENTS

At the balance sheet date, the Group had commitments for future minimum lease payments under non-cancellable operating leases which fall due as follows:

Within one year	一年內
After one year but within five years	一年後但五年內

Operating lease payments represent rentals payable by the Group for certain of its office properties for lease terms ranging from one to three years.

### 36 CAPITAL COMMITMENTS

As at 31 December 2017, the Group did not have any capital commitments (2016: nil).

### 37 CONTINGENT LIABILITIES

As at 31 December 2017, the Group did not have any contingent liabilities (2016: nil).

### 35 經營租賃承擔

於結算日，本集團就根據不可撤銷經營租賃日後最低租金款項之承擔須於以下日期支付：

2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
3,372	472
6,799	1,741
<b>10,171</b>	<b>2,213</b>

經營租賃款項指本集團就其若干辦公室物業應付之租金，租賃期介乎一至三年。

### 36 資本承擔

於二零一七年十二月三十一日，本集團並無任何資本承擔（二零一六年：無）。

### 37 或然負債

於二零一七年十二月三十一日，本集團並無任何或然負債（二零一六年：無）。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 38 BALANCE SHEET AND RESERVE MOVEMENT OF THE COMPANY

### 38 資產負債表及本公司儲備變動

#### (a) Balance sheet of the Company as at 31 December 2017

#### (a) 本公司於二零一七年十二月三十一日之資產負債表

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
<b>ASSETS</b>	<b>資產</b>		
<b>Non-current assets</b>	<b>非流動資產</b>		
Investments in subsidiaries	於附屬公司之投資	–	–
Available-for-sale investment	可供出售投資	–	200
		–	200
<b>Current assets</b>	<b>流動資產</b>		
Amounts due from subsidiaries	應收附屬公司款項	388,440	444,679
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	669	461
Bank balances and cash	銀行結餘及現金	20,947	334
		410,056	445,474
<b>Total assets</b>	<b>資產總額</b>	<b>410,056</b>	445,674
<b>EQUITY</b>	<b>權益</b>		
<b>Capital and reserves attributable to owners of the Company</b>	<b>本公司擁有人應佔資本及儲備</b>		
Share capital	股本	22,620	18,850
Other reserves	其他儲備	382,078	412,064
		404,698	430,914
<b>Total equity</b>	<b>權益總額</b>	<b>404,698</b>	430,914
<b>LIABILITIES</b>	<b>負債</b>		
<b>Current liabilities</b>	<b>流動負債</b>		
Other payables	其他應付款項	2,255	2,425
Amounts due to subsidiaries	應付附屬公司款項	3,103	12,335
		5,358	14,760
<b>Total liabilities</b>	<b>負債總額</b>	<b>5,358</b>	14,760
<b>Total equity and liabilities</b>	<b>權益及負債總額</b>	<b>410,056</b>	445,674

The balance sheet has been approved by the Board of Directors on 31 March 2018 and is signed on its behalf by:

**Li Sen**  
李森  
Director  
董事

**Zhou Xuesheng**  
周學生  
Director  
董事

資產負債表經董事會於二零一八年三月三十一日批准及由下列董事代表董事會簽署：

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 38 BALANCE SHEET AND RESERVE MOVEMENT OF THE COMPANY (Continued)

### 38 資產負債表及本公司儲備變動 (續)

#### (b) Reserve movement of the Company

#### (b) 本公司儲備變動

		Share premium 股份溢價 HK\$'000 千港元	Capital reserve 資本儲備 HK\$'000 千港元	Share options reserve 購股權儲備 HK\$'000 千港元	Other reserve 其他儲備 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 1 January 2016	於二零一六年一月一日	793,430	871	68,924	400,180	(816,844)	446,561
<b>Comprehensive loss</b>	<b>全面虧損</b>						
Loss for the year	年度虧損	-	-	-	-	(132,857)	(132,857)
<b>Transactions with owners in their capacity as owners</b>	<b>與擁有人以擁有人之身份進行之交易</b>						
Exercise of warrants (note 28(a)(i))	行使認股權證 (附註28(a)(i))	183	-	-	(22)	-	161
Lapse of warrants (note 28(b))	認股權證失效 (附註28(b))	8,643	-	-	(8,643)	-	-
Issuance of consideration shares (note 28(a)(iii))	發行代價股份 (附註28(a)(iii))	98,199	-	-	-	-	98,199
Total transactions with owners in their capacity as owners	與擁有人以擁有人之身份進行之交易總額	107,025	-	-	(8,665)	-	98,360
As at 31 December 2016	於二零一六年十二月三十一日	900,455	871	68,924	391,515	(949,701)	412,064
<b>As at 1 January 2017</b>	<b>於二零一七年一月一日</b>	<b>900,455</b>	<b>871</b>	<b>68,924</b>	<b>391,515</b>	<b>(949,701)</b>	<b>412,064</b>
<b>Comprehensive loss</b>	<b>全面虧損</b>						
Loss for the year	年度虧損	-	-	-	-	(221,806)	(221,806)
<b>Transactions with owners in their capacity as owners</b>	<b>與擁有人以擁有人之身份進行之交易</b>						
Lapse of options (note 28(b))	購股權失效 (附註28(b))	-	-	(437)	-	-	(437)
Issuance of new shares (note 28(a)(iii))	發行新股份 (附註28(a)(iii))	192,257	-	-	-	-	192,257
Total transactions with owners in their capacity as owners	與擁有人以擁有人之身份進行之交易總額	192,257	-	(437)	-	-	191,820
As at 31 December 2017	於二零一七年十二月三十一日	1,092,712	871	68,487	391,515	(1,171,507)	382,078

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 39 BENEFITS AND INTERESTS OF DIRECTORS

### 39 董事福利及權益

#### (a) Directors' and chief executive's emoluments

The remuneration of every director and chief executive is set out below:

For the year ended 31 December 2017:

#### (a) 董事及最高行政人員之酬金

各董事及最高行政人員之薪酬載列如下：

截至二零一七年十二月三十一日止年度：

Emoluments paid to or receivable by the person in respect of a person's services as a director, whether of the Company or its subsidiary undertaking  
一名人士就擔任董事(無論為本公司或其附屬公司業務之董事)之服務已獲支付或應收之酬金

	Directors' fees	Salaries, allowance and other benefits	Employer's contribution to pension scheme	Share-based payments	Discretionary bonus	Total
	董事袍金	薪金、津貼及其他福利	退休金計劃僱主供款	以股份支付款項	酌情花紅	總計
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元
<b>Executive Directors</b>	<b>執行董事</b>					
Mr. Li Sen (Appointed on 15 September 2017)	李森先生 (於二零一七年九月十五日獲委任)	-	-	-	-	-
Mr. Wei Junqing (Appointed on 15 September 2017)	魏俊青先生 (於二零一七年九月十五日獲委任)	-	-	-	-	-
Mr. Zhou Xuesheng (Appointed on 7 November 2017)	周學生先生 (於二零一七年十一月七日獲委任)	-	-	-	-	-
Mr. Suen Cho Hung, Paul (Resigned on 15 September 2017)	孫祖洪先生 (於二零一七年九月十五日辭任)	-	743	37	-	780
Mr. Zhang Yuanqing (Co-CEO) (Resigned on 23 January 2018)	張元清先生 (聯席行政總裁) (於二零一八年一月二十三日辭任)	-	1,300	18	-	1,318
Mr. Lai Ming Wai (Resigned on 15 September 2017)	黎明偉先生 (於二零一七年九月十五日辭任)	-	372	18	-	390
Mr. Zhu Lijia (Resigned on 1 August 2017)	祝立家先生 (於二零一七年八月一日辭任)	-	770	11	-	781
Mr. Pu Wei (Co-CEO) (Appointed on 11 January 2017 and Resigned on 7 November 2017)	浦巍先生(聯席行政總裁) (於二零一七年一月十一日獲委任及於二零一七年十一月七日辭任)	-	794	14	-	808
<b>Independent Non-executive Directors</b>	<b>獨立非執行董事</b>					
Mr. Wen Guan Wei (Appointed on 25 August 2017)	文光偉先生 (於二零一七年八月二十五日獲委任)	53	-	-	-	53
Mr. David Tsoi (Retired on 15 June 2017)	蔡大維先生 (於二零一七年六月十五日退任)	69	-	-	-	69
Mr. Chiang Bun	蔣斌先生	150	-	-	-	150
Ms. Leung Pik Har, Christine (Resigned on 23 January 2018)	梁碧霞女士 (於二零一八年一月二十三日辭任)	150	-	-	-	150
<b>Total</b>	<b>總計</b>	422	3,979	98	-	4,499

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 39 BENEFITS AND INTERESTS OF DIRECTORS

(Continued)

#### (a) Directors' and chief executive's emoluments (Continued)

Note:

Mr. Li Sen has been appointed as the CEO on 23 January 2018.

Dr. Chiao Li has been appointed as the Independent Non-executive Director on 23 January 2018.

For the year ended 31 December 2016:

### 39 董事福利及權益 (續)

#### (a) 董事及最高行政人員之酬金 (續)

附註：

李森先生已於二零一八年一月二十三日獲委任為行政總裁。

喬立博士已於二零一八年一月二十三日獲委任為獨立非執行董事。

截至二零一六年十二月三十一日止年度：

Emoluments paid to or receivable by the person in respect of a person's services as a director, whether of the Company or its subsidiary undertaking  
一名人士就擔任董事（無論為本公司或其附屬公司業務之董事）之服務已獲支付或應收之酬金

	Directors' fees	Salaries, allowance and other benefits	Employer's contribution to pension scheme	Share-based payments	Discretionary bonus	Total
	董事袍金	薪金、津貼及其他福利	退休金計劃僱主供款	以股份支付款項	酌情花紅	總計
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元
<b>Executive Directors</b>	<b>執行董事</b>					
Mr. Suen Cho Hung, Paul	孫祖洪先生	-	52	-	-	1,092
Mr. Zhang Yuanqing (Co-CEO)	張元清先生 (聯席行政總裁)	-	15	-	-	1,225
Mr. Lai Ming Wai	黎明偉先生	-	26	-	-	546
Mr. Zhu Lijia	祝立家先生	-	15	-	-	1,172
<b>Independent Non-executive Directors</b>	<b>獨立非執行董事</b>					
Mr. David Tsoi	蔡大維先生	150	-	-	-	150
Mr. Chiang Bun	蔣斌先生	150	-	-	-	150
Ms. Leung Pik Har, Christine	梁碧霞女士	150	-	-	-	150
<b>Total</b>	<b>總計</b>	<b>450</b>	<b>108</b>	<b>-</b>	<b>-</b>	<b>4,485</b>

#### (b) Directors' retirement benefits

There were no retirement benefits paid to directors during the year ended 31 December 2017 (2016: same) by a defined benefit pension plan operated by the Group in respect of the services as a director of the Company and its subsidiaries.

#### (b) 董事退休福利

截至二零一七年十二月三十一日止年度，概無透過本集團營運之界定退休金計劃就本公司及其附屬公司董事之服務向其支付退休福利（二零一六年：相同）。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 39 BENEFITS AND INTERESTS OF DIRECTORS (Continued)

#### (c) Director's termination benefits

During the year ended 31 December 2017, there was no board resolution to early terminate of the director's appointment in office (2016: Nil).

#### (d) Consideration provided to third parties for making available directors' services

No consideration was provided to third parties for making available of director's services during the year ended 31 December 2017 (2016: Nil).

#### (e) Information about loans, quasi-loans and other dealings in favour of directors, controlled bodies corporate by and connected entities with such directors

During the year ended 31 December 2017, there was no arrangement in relation to loans, quasi-loans and other dealings in favour of the directors of the Company, the controlled bodies corporate by and the connected entities with such director (2016: Nil)

#### (f) Directors' material interests in transactions, arrangements or contracts

Save as disclosed in note 34, no significant transactions, arrangements and contracts in relation to Group's business to which the Company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year (2016: Nil).

### 39 董事福利及權益 (續)

#### (c) 董事終止福利

截至二零一七年十二月三十一日止年度，概無提前終止董事職務之董事會決議案（二零一六年：無）。

#### (d) 就獲提供董事服務而給予第三方之代價

截至二零一七年十二月三十一日止年度，概無就獲提供董事服務而給予第三方之代價（二零一六年：無）。

#### (e) 有關以董事、董事之受控制法團及關連實體為受益人之貸款、準貸款及其他交易之資料

截至二零一七年十二月三十一日止年度，概無有利於本公司董事、該董事之受控制法團及關連實體之貸款、準貸款及其他交易相關之安排（二零一六年：無）。

#### (f) 董事於交易、安排或合約之重大權益

除附註34披露者外，本公司概無就本集團業務訂立使本公司董事直接或間接擁有重大權益且於年度結束時或年度內任何時間持續有效之重要交易、安排及合約（二零一六年：無）。



## Five-Year Financial Summary 五年財務概要

The consolidated results, and assets and liabilities of the Group from both continuing and discontinued operations for the last five financial years are summarised below.

截止上五個財政年度，本集團來自持續經營業務及已終止經營業務之綜合業績、資產及負債概述如下。

		Year ended 31 December 截至十二月三十一日止年度				
		2017 HK\$'000 二零一七年 千港元	2016 HK\$'000 二零一六年 千港元	2015 HK\$'000 二零一五年 千港元	2014 HK\$'000 二零一四年 千港元	2013 HK\$'000 二零一三年 千港元
<b>Assets and liabilities</b>	<b>資產及負債</b>					
Total assets	資產總額	<b>1,185,302</b>	641,151	536,901	1,156,289	1,254,391
Total liabilities	負債總額	<b>582,064</b>	209,798	110,730	241,027	258,074
Capital and reserves attributable to owners of the Company	本公司擁有人應佔資本及儲備		434,142	377,452	626,642	686,173
<b>Results</b>	<b>業績</b>					
Revenue	收益	<b>59,228</b>	184,595	13,171	1,043	1,154
(Loss)/profit for the year attributable to owners of the Company	本公司擁有人應佔年內(虧損)/溢利	<b>(93,900)</b>	(34,849)	(44,720)	(84,831)	20,723



**ENVIRO ENERGY**  
**INTERNATIONAL HOLDINGS LIMITED**  
環能國際控股有限公司