



**Pacific Plywood
Holdings Limited**
太平洋實業控股有限公司

(Stock Code 股份代號: 00767)



2016

Annual Report 年報



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CORPORATE INFORMATION

公司資料

EXECUTIVE DIRECTORS

Mr. HUANG Chuan Fu (*Chairman*)
Mr. LIANG Jian Hua
Ms. JIA Hui
Mr. JIANG Yi Ren

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. WONG Chun Hung
Mr. ZHENG Zhen
Mr. TO Langa Samuelson

CHIEF EXECUTIVE OFFICER

Ms. YU Yang (appointed on 20 January 2016)

COMPANY SECRETARY

Ms. ZHANG Tan Fung

AUDIT COMMITTEE MEMBERS

Mr. WONG Chun Hung (*Chairman*)
Mr. ZHENG Zhen
Mr. TO Langa Samuelson

NOMINATION COMMITTEE MEMBERS

Mr. WONG Chun Hung (*Chairman*)
Mr. ZHENG Zhen
Mr. TO Langa Samuelson

REMUNERATION COMMITTEE MEMBERS

Mr. WONG Chun Hung (*Chairman*)
Mr. HUANG Chuan Fu
Mr. ZHENG Zhen
Mr. TO Langa Samuelson

AUDITORS

Zenith CPA Limited
Rooms 2103-05
21/F, Dominion Centre
43-59 Queen's Road East
Wanchai
Hong Kong

執行董事

黃傳福先生(主席)
梁建華先生
賈輝女士
蔣一任先生

獨立非執行董事

黃鎮雄先生
鄭楨先生
杜朗加先生

行政總裁

余楊女士(於二零一六年一月二十日獲委任)

公司秘書

張丹鳳女士

審核委員會成員

黃鎮雄先生(主席)
鄭楨先生
杜朗加先生

提名委員會成員

黃鎮雄先生(主席)
鄭楨先生
杜朗加先生

薪酬委員會成員

黃鎮雄先生(主席)
黃傳福先生
鄭楨先生
杜朗加先生

核數師

誠豐會計師事務所有限公司
香港
灣仔
皇后大道東43-59號
東美中心21樓
2103-05室

PRINCIPAL BANKER

DBS Bank (Hong Kong) Limited

主要往來銀行

星展銀行(香港)有限公司

**PRINCIPAL SHARE REGISTRAR AND
TRANSFER OFFICE**

MUFG Fund Services (Bermuda) Limited
The Belvedere Building
69 Pitts Bay Road
Pembroke HM08
Bermuda

主要股份過戶登記處

MUFG Fund Services (Bermuda) Limited
The Belvedere Building
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**HONG KONG BRANCH SHARE REGISTRAR AND
TRANSFER OFFICE**

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Hong Kong

香港股份過戶登記分處

香港中央證券登記有限公司
香港
灣仔
皇后大道東183號
合和中心17樓
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REGISTERED OFFICE

Canon's Court
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Hamilton, HM 12
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註冊辦事處

Canon's Court
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Bermuda

PRINCIPAL OFFICE

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COMPANY'S WEBSITE

<http://www.irasia.com/listco/hk/pphl>

公司網站

<http://www.irasia.com/listco/hk/pphl>

STOCK CODE

767

股份代號

767

LETTER FROM THE BOARD

董事會函件

On behalf of the board of directors (the “**Director(s)**”) (the “**Board**”) of Pacific Plywood Holdings Limited (the “**Company**”), I am pleased to report the financial results, operations and other aspects of the Company and its subsidiaries (the “**Group**”) for the year ended 31 December 2016.

This report is presented in Hong Kong dollars (“**HK\$**”), which is the same as the functional currency of the Company.

MANAGEMENT DISCUSSION AND ANALYSIS

FINANCIAL RESULTS

For the year ended 31 December 2016, the Group’s revenue was approximately HK\$555,386,000 (2015: HK\$102,490,000) and the Group recorded a profit of approximately HK\$333,064,000 (2015: loss of HK\$149,838,000), the basic and diluted earnings per share were HK9.40 cents and HK2.18 cents respectively (2015: basic and diluted loss per share were HK5.33 cents).

As at 31 December 2016, the consolidated net assets of the Group were approximately HK\$4,081,069,000 (31 December 2015: HK\$4,135,352,000).

BUSINESS REVIEW

The Company is an investment holding company, and during the year ended 31 December 2016, the Group was principally engaged in the business of operation of peer-to-peer (“**P2P**”) financing platform and other loan facilitation services, money lending and provision of credit, securities investments, provision of corporate secretarial and consultancy services (disposed during the year) and forestry business (disposed during the year).

本人謹代表太平洋實業控股有限公司(「**本公司**」)董事(「**董事**」)會(「**董事會**」)欣然呈報本公司及其附屬公司(「**本集團**」)截至二零一六年十二月三十一日止年度之財務業績、業務營運及其他事務。

本報告以港元(「**港元**」)呈列，港元亦即本公司之功能貨幣。

管理層討論與分析

財務業績

於截至二零一六年十二月三十一日止年度，本集團之收益約為555,386,000港元(二零一五年：102,490,000港元)而本集團錄得溢利約333,064,000港元(二零一五年：虧損149,838,000港元)，每股基本及攤薄盈利分別為9.40港仙及2.18港仙(二零一五年：每股基本及攤薄虧損為5.33港仙)。

於二零一六年十二月三十一日，本集團之綜合資產淨值約為4,081,069,000港元(二零一五年十二月三十一日：4,135,352,000港元)。

業務回顧

本公司為投資控股公司，而本集團於截至二零一六年十二月三十一日止年度主要從事經營對等網絡(「**P2P**」)融資平台及其他貸款中介服務、借貸及提供信貸、證券投資、提供企業秘書及諮詢服務(已於年內出售)以及森林業務(已於年內出售)。

Operation of P2P Financing Platform and Other Loan Facilitation Services Business

On 20 October 2015, the Company completed the acquisition (the “**P2P Acquisition**”) of 96% of the issued share capital of Katar Global Limited and its subsidiaries (the “**Katar Global Group**”) from Allied Summit Inc., the controlling shareholder of the Company, at the consideration of HK\$2,400 million (the “**Consideration**”), satisfied by the way of issuance of non-redeemable convertible notes of the Company in the principal amount of HK\$2,400 million (the “**Convertible Notes**”). Since then, the Group, through the Katar Global Group and relevant structured contracts (the “**Structured Contracts**”), is principally engaged in the operation of a P2P online financing platform in the PRC, matching borrowers with private lenders for various financial products through the internet under the “CAIJIA” brand, which is conducted via the website (www.91caijia.com) (the “**Caijia Website**”) and other loan facilitation services. Details of the P2P Acquisition have been disclosed in the announcements of the Company dated 10 July 2015, 16 October 2015 and 20 October 2015 and the circular of the Company dated 29 September 2015 (the “**Circular**”). During the year ended 31 December 2016, a segment revenue of approximately HK\$490,662,000 (2015: HK\$34,740,000) and a segment profit of approximately HK\$390,504,000 (2015: HK\$3,810,000) were recorded. The increase in segment revenue and profit was primarily due to the increase in provision of other loan facilitation services during the year ended 31 December 2016.

As disclosed in the Circular, Allied Summit Inc., has irrevocably and unconditionally guaranteed to the Company (the “**Profit Guarantee**”) that the audited consolidated profit before tax of the Katar Global Group (excluding any extraordinary items) for each of the years ended 31 December 2015 and 31 December 2016 shall not be less than the amount (the “**Guaranteed Profit(s)**”) set opposite to the relevant guaranteed periods (the “**Guaranteed Period(s)**”) as defined in the table below:

Guaranteed Period:	Guaranteed Profit:
1 January 2015–31 December 2015	HK\$100,000,000
1 January 2016–31 December 2016	HK\$350,000,000

If the aggregate actual audited consolidated profit before tax of the Katar Global Group (excluding any extraordinary items) for any of the Guaranteed Periods shall be less than the relevant Guaranteed Profits, the Consideration shall be reduced accordingly.

經營P2P融資平台及其他貸款中介服務業務

於二零一五年十月二十日，本公司完成向其控股股東Allied Summit Inc.收購加達環球有限公司及其附屬公司（「加達環球集團」）之96%已發行股本（「P2P收購事項」），代價為2,400,000,000港元（「代價」）。代價乃透過發行本金額為2,400,000,000港元之本公司不可贖回可換股票據（「可換股票據」）支付。此後，本集團主要透過加達環球集團及相關結構合約（「結構合約」）於中國以「財加」品牌經營P2P網上融資平台，並透過網站(www.91caijia.com)（「財加網站」）操作，透過互聯網就各種金融產品配對借款人與私人貸款人以及其他貸款中介服務。P2P收購事項之詳情於本公司日期為二零一五年七月十日、二零一五年十月十六日及二零一五年十月二十日之公告以及日期為二零一五年九月二十九日之通函（「通函」）內披露。於截至二零一六年十二月三十一日止年度，分部收益及分部溢利分別約為490,662,000港元（二零一五年：34,740,000港元）及390,504,000港元（二零一五年：3,810,000港元）。分部收益及溢利增加主要是由於提供其他貸款中介服務於截至二零一六年十二月三十一日止年度有所增加所致。

誠如通函所披露，Allied Summit Inc.已不可撤銷且無條件地向本公司保證（「溢利保證」），加達環球集團於截至二零一五年十二月三十一日及二零一六年十二月三十一日止年度各年之經審核綜合除稅前溢利（不包括任何非經常性項目）將不會少於相關保證期間（「保證期間」）（定義見下表）於下表右側所載金額（「保證溢利」）：

保證期間：	保證溢利：
二零一五年一月一日至 二零一五年十二月三十一日	100,000,000港元
二零一六年一月一日至 二零一六年十二月三十一日	350,000,000港元

倘加達環球集團於任何保證期間之實際經審核綜合除稅前溢利總額（不包括任何非經常性項目）低於相關保證溢利，則代價應相應減少。

The audited consolidated profit before tax of the Katar Global Group (excluding any extraordinary items) for each of the years ended 31 December 2015 and 2016 as shown in the audited accounts of the Katar Global Group prepared by Company's auditor amounted to approximately HK\$103,140,000 and HK\$398,930,000 respectively and hence the Guaranteed Profits for the Guaranteed Periods have been met. As the P2P Acquisition was completed on 20 October 2015, only less than three months of the results of the Katar Global Group were reflected in the audited consolidated financial statements of the Company for the year ended 31 December 2015.

Accordingly, the Convertible Notes retained by the Company as security of the Profit Guarantee (the "**Retained Convertible Notes**") in the principal amount of HK\$266,670,000 for the Guaranteed Period from 1 January 2015 to 31 December 2015 and in the principal amount of HK\$933,330,000 for the Guaranteed Period from 1 January 2016 to 31 December 2016 have been released to Allied Summit Inc. on 20 April 2016 and 16 March 2017 respectively. The Directors (including the independent non-executive Directors) are of the view that the release of the Retained Convertible Notes in the principal amount of HK\$1,200,000,000 is made in accordance with the terms of the sale and purchase agreement of the P2P Acquisition.

Please refer to the Circular for the details of the Profit Guarantee and adjustment to the Consideration and the announcements of the Company dated 21 April 2016 and 16 March 2017 for the details of the release of the Retained Convertible Notes.

Money Lending and Provision of Credit Business

Since obtaining the money lenders licence under the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong) in 2011, Joy Wealth Finance Limited ("**Joy Wealth**"), a wholly-owned subsidiary of the Company, has provided a wide variety of loans with an accumulated amount of approximately HK\$2,267 million (2015: HK\$1,730 million). Interest rates ranged from 10%–36% per annum during the current year (2015: 10%–36%). For the year ended 31 December 2016, the interest income recorded by Joy Wealth was approximately HK\$62,256,000 (2015: HK\$66,457,000) whereas there was no reversal of impairment (2015: reversal of HK\$12,690,000) on the loan and interest receivables. Details on the loan and interest receivables are set out in note 16 to the financial statements.

按本公司核數師所編製加達環球集團之經審核賬目所示，加達環球集團於截至二零一五年及二零一六年十二月三十一日止年度各年之經審核綜合除稅前溢利(不包括任何非經常性項目)分別約為103,140,000港元及398,930,000港元，因此，保證期間之保證溢利已達成。由於P2P收購事項於二零一五年十月二十日完成，故於本公司截至二零一五年十二月三十一日止年度之經審核綜合財務報表僅反映加達環球集團少於三個月之業績。

因此，由本公司保留作為溢利保證擔保之可換股票據(「**保留可換股票據**」)(二零一五年一月一日至二零一五年十二月三十一日保證期間之本金額為266,670,000港元，而二零一六年一月一日至二零一六年十二月三十一日保證期間之本金額則為933,330,000港元)已分別於二零一六年四月二十日及二零一七年三月十六日發放予Allied Summit Inc.。董事(包括獨立非執行董事)認為本金額為1,200,000,000港元之保留可換股票據乃按照P2P收購事項買賣協議之條款發放。

有關溢利保證及代價調整之詳情，請參閱通函；有關發放保留可換股票據之詳情，請參閱本公司日期為二零一六年四月二十一日及二零一七年三月十六日之公告。

借貸及提供信貸業務

自二零一一年根據香港法例第163章放債人條例取得放債人牌照後，本公司全資附屬公司寶欣財務有限公司(「**寶欣**」)提供廣泛類型貸款，累計金額約為2,267,000,000港元(二零一五年：1,730,000,000港元)。本年度之年利率介乎10厘至36厘(二零一五年：10厘至36厘)。於截至二零一六年十二月三十一日止年度，寶欣錄得之利息收入約為62,256,000港元(二零一五年：66,457,000港元)，並無撥回應收貸款及利息之減值(二零一五年：撥回12,690,000港元)。應收貸款及利息之詳情載於財務報表附註16。

Securities Investments Business

As at 31 December 2016, the Group was holding several investments which are equity securities listed on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) for long term investment. For the year ended 31 December 2016, these investments in the listed securities led to a net fair value loss of approximately HK\$368,508,000 (2015: net fair value gain of HK\$424,785,000) recognised in the consolidated statement of comprehensive income while there was a net gain on disposal of approximately HK\$30,189,000 (2015: HK\$5,550,000) recognised in the consolidated statement of profit or loss. Significant investments in listed securities are discussed as below.

Investment in shares of Imperial Pacific

The major balance of the aforesaid listed securities represented the Group’s investment in 5,426,900,000 shares of Imperial Pacific International Holdings Limited (a company whose shares are listed on the Stock Exchange with Stock Code: 1076) (“**Imperial Pacific**”), representing approximately 3.8% of the issued share capital of Imperial Pacific as at 31 December 2016. Imperial Pacific, through its subsidiaries, is mainly engaged in (i) gaming and resort business, including the development and operation of integrated resort on the Island of Saipan; and (ii) processing and trading of food products which mainly include frozen and functional food products (which ceased and was discontinued on 26 May 2016).

As at 31 December 2016, the fair value of the shares of Imperial Pacific held by the Group amounted to approximately HK\$575,251,000 (31 December 2015: HK\$917,146,000), representing 80.1% (31 December 2015: 81.4%) of the Group’s total investment in listed securities. No disposal nor addition of shares of Imperial Pacific was noted during the year ended 31 December 2016 (2015: 13,100,000 shares were disposed of with gain of approximately HK\$3,885,000 recognised). The net fair value loss recognised as other comprehensive loss for the investment in shares of Imperial Pacific during the year ended 31 December 2016 was approximately HK\$341,895,000 (2015: net fair value gain of HK\$346,131,000).

證券投資業務

於二零一六年十二月三十一日，本集團持有多項於香港聯合交易所有限公司（「**聯交所**」）上市之股本證券作為長期投資。於截至二零一六年十二月三十一日止年度，該等上市證券投資產生於綜合全面收益報表確認之公平值虧損淨額約368,508,000港元（二零一五年：公平值收益淨額424,785,000港元），而出售收益淨額約30,189,000港元（二零一五年：5,550,000港元）則於綜合損益表內確認。重大上市證券投資論述如下。

於博華太平洋股份之投資

上述上市證券之主要結餘指本集團於博華太平洋國際控股有限公司（其股份於聯交所上市之公司，股份代號：1076）（「**博華太平洋**」）之5,426,900,000股股份，佔博華太平洋於二零一六年十二月三十一日已發行股本約3.8%。博華太平洋透過其附屬公司主要從事(i)博彩及度假村業務，包括發展及營運塞班島綜合度假村；及(ii)食品產品（主要包括冷凍及功能性食品產品）加工及貿易（已於二零一六年五月二十六日結束並終止經營）。

於二零一六年十二月三十一日，本集團持有之博華太平洋股份之公平值約為575,251,000港元（二零一五年十二月三十一日：917,146,000港元），佔本集團於上市證券總投資80.1%（二零一五年十二月三十一日：81.4%）。於截至二零一六年十二月三十一日止年度內並無出售或增添博華太平洋股份（二零一五年：出售13,100,000股，所確認之收益約為3,885,000港元）。於截至二零一六年十二月三十一日止年度內作為其他全面虧損就於博華太平洋股份之投資確認之公平值虧損淨額約為341,895,000港元（二零一五年：公平值收益淨額346,131,000港元）。

LETTER FROM THE BOARD

董事會函件

Investment in shares of Huarong Int Fin

The Group also held 36,786,000 shares of Huarong International Financial Holdings Limited (a company whose shares are listed on the Stock Exchange with Stock Code: 993) (“**Huarong Int Fin**”), representing approximately 1.1% of the issued share capital of Huarong Int Fin as at 31 December 2016. Huarong Int Fin, through its subsidiaries, is principally engaged in securities, futures and options contracts brokerage, provision of margin financing, corporate finance and asset management services and direct investment in equities, bonds, funds, derivative instruments and other financial products.

As at 31 December 2016, the fair value of the shares of Huarong Int Fin held by the Group amounted to approximately HK\$112,197,000 (31 December 2015: HK\$181,142,000), representing 15.6% (31 December 2015: 16.1%) of the Group's total investment in listed securities. During the year ended 31 December 2016, investment in shares of Huarong Int Fin brought a net fair value loss of approximately HK\$30,096,000 recognised as other comprehensive loss (2015: net fair value gain of HK\$77,019,000) and a gain of approximately HK\$30,189,000 (2015: HK\$2,682,000) from disposal of 24,000,000 shares of Huarong Int Fin (2015: 1,964,000 shares) recognised in consolidated statement of profit or loss. There was no dividend income received for investment in Huarong Int Fin during the current year (2015: HK\$47,815,000).

Provision of Corporate Secretarial and Consultancy Services Business

Pacific Vision Advisory Services Limited (“**Pacific Vision**”), a then wholly-owned subsidiary of the Company, was engaged in the provision of corporate secretarial and consultancy services business. Due to keen competition for corporate secretarial and consultancy services, such business segment has underperformed and recorded continuous losses for the past years. Thus, the Group realised this business by selling Pacific Vision during the year and reallocated its internal resources from this segment to other promising business segments of the Group, such as the P2P financing platform and other loan facilitation services business and money lending and provision of credit business. During the year ended 31 December 2016, a segment revenue of approximately HK\$350,000 (2015: HK\$1,293,000) and a segment loss of approximately HK\$1,376,000 (2015: HK\$3,823,000) had been recorded.

於華融金控股份之投資

本集團亦持有華融國際金融控股有限公司(其股份於聯交所上市之公司，股份代號：993)(「**華融金控**」)之36,786,000股股份，佔華融金控於二零一六年十二月三十一日已發行股本約1.1%。華融金控透過其附屬公司主要從事證券、期貨及期權合約經紀、提供孖展融資、企業融資及資產管理服務以及股本、債券、基金、衍生工具及其他金融產品之直接投資。

於二零一六年十二月三十一日，本集團持有之華融金控股份之公平值約為112,197,000港元(二零一五年十二月三十一日：181,142,000港元)，佔本集團於上市證券總投資約15.6%(二零一五年十二月三十一日：16.1%)。於截至二零一六年十二月三十一日止年度，作為其他全面虧損就於華融金控股份之投資確認之公平值虧損淨額約為30,096,000港元(二零一五年：公平值收益淨額77,019,000港元)及已於綜合損益表確認出售華融金控24,000,000股(二零一五年：1,964,000股)股份之收益約30,189,000港元(二零一五年：2,682,000港元)。本年度並無就於華融金控的投資收取股息收入(二零一五年：47,815,000港元)。

提供企業秘書及諮詢服務業務

本公司前全資附屬公司泓智諮詢服務有限公司(「**泓智**」)從事提供企業秘書及諮詢服務之業務。由於企業秘書及諮詢服務業競爭激烈，故該業務分部於過去數年表現未如理想，持續錄得虧損。因此，本集團於年內透過出售泓智變現該業務，並將內部資源從該分部重新調配至本集團其他前景理想之業務分部，如P2P融資平台及其他貸款中介服務業務以及借貸及提供信貸業務。於截至二零一六年十二月三十一日止年度，分部收益及分部虧損分別約為350,000港元(二零一五年：1,293,000港元)及1,376,000港元(二零一五年：3,823,000港元)。

Forestry Business

On 12 April 2012, the Group acquired 30% of the entire issued share capital of Profit Grand Enterprises Limited (“**Profit Grand**”), which through its subsidiary has the logging rights within a forest sized approximately 65,800 hectares in the Independent State of Papua New Guinea (the “**PNG**”). Certain approvals, licenses, registrations, confirmations and/or permits are required under the laws and regulations of the PNG (the “**Official Approvals**”) in order for the Group to conduct forestry related business and to enjoy logging concession right in the PNG. During the year, in the view that it was highly uncertain when the Official Approvals could be obtained from the relevant government authorities, the Group sold all of its interest in Profit Grand in order to avoid further loss.

OUTLOOK

Operation of P2P Financing Platform and Other Loan Facilitation Services Business

Despite the satisfactory segment results for the year ended 31 December 2016, the Group is of the view that the strong profit-making ability of this segment may or may not be sustainable in the future as the P2P lending industry is on the consolidation phase and according to publicly available information, several P2P financing platforms were shut down due to high default rate on loans, which has adversely affected the confidence of potential lenders. Also, the number of P2P financing platforms is decreasing after implementation of strict rules on P2P lending industry by the PRC government with its efforts in reforming the financial system. The Group believes that maintaining and enhancing the “CAIJIA” brand as well as modifying existing business model are critical to its competitive advantage and for it to maintain or gain market share. Thus, the Group has strengthened its credit assessment and due diligence procedures on potential borrowers under the P2P loan facilitation services business in order to reduce loan default risks and to ensure high-quality loans. Moreover, in order to maintain profitability in this segment, the Group would continue developing the business of provision of other loan facilitation services, which has been generating satisfactory income to the Group.

森林業務

於二零一二年四月十二日，本集團收購雄利企業有限公司（「**雄利**」）全部已發行股本30%。雄利透過其附屬公司於巴布亞新畿內亞獨立國（「**巴布亞新畿內亞**」）一個面積約65,800公頃之森林擁有砍伐權。根據巴布亞新畿內亞法律及法規，本集團須取得若干批准、執照、登記、確認及／或許可證（「**正式批准**」），方可於巴布亞新畿內亞進行森林相關業務及享有砍伐權。年內，鑑於在何時取得相關政府機關之正式批准方面存在極大不確定性，本集團已出售於雄利之所有權益，以避免蒙受進一步虧損。

展望

經營P2P融資平台及其他貸款中介服務業務

儘管截至二零一六年十二月三十一日止年度之分部業績理想，惟本集團認為，由於P2P借貸行業處於整合階段，加上根據公開資料，多個P2P融資平台因貸款違約比率高而關閉，打擊潛在貸款人信心，故該分部日後未必一定能夠保持強勁獲利能力。再者，於中國政府對P2P借貸行業實行嚴緊規則以改革金融體系後，P2P融資平台數目不斷減少。本集團相信，維持及加強「財加」品牌以及改變現時業務模型對其競爭優勢起着關鍵作用，亦有助保持或爭取市場佔有率。因此，本集團已加強P2P貸款中介服務業務對潛在借款人之信用評估及盡職審查程序，以減低貸款違約風險及確保貸款質素良好。此外，為保持該分部之盈利能力，本集團將繼續發展提供其他貸款中介服務之業務；有關業務已為本集團帶來理想收入。

Adoption of the Revised Business Model

As set out in the Circular, the Company shall, within 3 months after completion of the P2P Acquisition, look for acquisition opportunities of foreign companies principally engaged in e-commerce related business with track records and if the Group is able to identify and complete such acquisition, the Group can immediately obtain sufficient foreign experiences to achieve the qualification requirement under the State Council promulgated Regulations for the Administration of Foreign-invested Telecommunications Enterprises (the “**Qualification Requirement**”) and then initiate the process of unwinding the Structured Contracts.

However, if the Company is not able to identify any suitable acquisition targets, it shall consider either (i) to establish e-commerce related business overseas by itself to gain foreign e-commerce experiences; or (ii) consider modifying the business model of the Katar Global Group such that reliance on the P2P online financing platform is reduced and expanding the businesses outside of the PRC. In this regard, since the completion of the P2P Acquisition, the Group has been making effort to meet the Qualification Requirement by adding some e-commerce elements in the existing finance business of the Group by setting up a website for Joy Wealth at www.joywealth.com.hk, and through such website, Joy Wealth will accept applications from borrowers online. Also, the Company has also been in contact with agents who have business relationships with owners of certain existing e-commerce related business. However, no suitable target has been identified since completion of the P2P Acquisition. As an alternative, the Company plans and intends to adopt a revised business model in order to reduce its reliance on, and henceforth the risks associated with the adoption of, the Structured Contracts in the operation of the P2P financing platform (the “**Revised Business Model**”).

採納經修訂之業務模式

誠如通函所載，本公司將於P2P收購事項完成後三個月內尋求機會收購主要從事電子商務相關業務並具備往績記錄之外國公司，致使進行有關潛在收購後，本集團可於識別並完成有關收購之情況下立即獲取足夠國外經驗以達成由國務院頒佈之外商投資電信企業管理規定下的資格規定（「**資格規定**」），並着手解除結構合約。

然而，倘本公司未能識別任何合適收購目標，則應考慮(i)自行建立海外電子商務相關業務以獲取國外電子商務經驗；或(ii)考慮改變加達環球集團之業務模式以減少倚賴P2P網上融資平台並擴展業務至中國境外。就此，自P2P收購事項完成以來，本集團一直盡力符合資格規定，措施包括為寶欣設立網站(www.joywealth.com.hk)，且透過該網站於網上接納借款人申請，將若干電子商務元素注入本集團現有融資業務。此外，本公司亦一直接洽與若干現有電子商務相關業務的擁有人有商業關係之代理商。然而，自P2P收購事項完成以來尚未覓得合適目標。作為替代方案，本公司計劃及打算採納經修訂之業務模式，以減少倚賴經營P2P融資平台時採納之結構合約，從而消除相關風險（「**經修訂業務模式**」）。

Under the Revised Business Model, online matching services now provided through the Caijia Website will be outsourced to third party independent internet content provider licensees (the “ICP OPCO(s)”) in such a way that (i) the ICP OPCO(s) will be responsible for establishing, operating and administering a branded website/webpage under the “CAIJIA” trademark of the Group for providing the online matching services; (ii) the ICP OPCO(s) will be paid a fee in return for the provision of the online matching services through the branded website/webpage; (iii) the relationship between the Group and each ICP OPCO will be a simple contractual one that existed between the parties to an ordinary online cooperation agreement; and (iv) the Company will not seek to own or control, whether directly or indirectly, any part of the business or economic interests of the ICP OPCO(s) through any contractual arrangements same as or similar to those of the Structured Contracts. It follows that the economic interests and results of the ICP OPCO(s) will not be consolidated into the financial statements of the Group. The Revised Business Model does not involve any dissipation or disposal of any assets or interests in the Katar Global Group. All the revenue generating assets and entities critical to the operation of P2P financing platform will remain under the ownership, control and management of the Group. Details of the Revised Business Model have been set out in the announcement of the Company dated 5 January 2017.

It is the Group’s plan to enter into cooperation agreement(s) of similar terms with third party independent ICP OPCOs as and when appropriate. As at the date of this report, the Group has not entered into any cooperation agreement.

Money Lending and Provision of Credit Business

Money lending and provision of credit business will continue to be one of the major business segments of the Group and contribute stable interest income to the Group. The Group will further develop this business segment, diversify the customer portfolio and seek new opportunities to cooperate with its business partners.

根據經修訂業務模式，現時透過財加網站提供之網上配對服務將會外判予第三方獨立互聯網內容供應商持牌人（「互聯網內容供應商營運公司」），據此(i)互聯網內容供應商營運公司將負責設立、經營及管理標有本集團「財加」商標之品牌網站／網頁，提供網上配對服務；(ii)互聯網內容供應商營運公司將收取一筆費用，作為透過品牌網站／網頁提供網上配對服務之回報；(iii)本集團與各互聯網內容供應商營運公司之關係將為一般網上合作協議訂約方之間的簡單合約關係；及(iv)本公司將不會透過任何與架構合約相同或類似之合約安排尋求直接或間接擁有或控制互聯網內容供應商營運公司業務或經濟利益之任何部分。故此，互聯網內容供應商營運公司之經濟利益及業績將不會綜合入賬至本集團之財務報表。經修訂業務模式不涉及清算或出售加達環球集團任何資產或權益。對經營P2P融資平台至關重要之所有貢獻收益之資產及實體將繼續歸本集團擁有、控制及管理。經修訂業務模式之詳情載於本公司日期為二零一七年一月五日之公告。

本集團計劃在合適時間與第三方獨立互聯網內容供應商營運公司訂立條款類似之合作協議。於本報告日期，本集團並未訂立任何合作協議。

借貸及提供信貸業務

借貸及提供信貸業務將繼續為本集團其中一個主要業務分部，為本集團貢獻穩定利息收入。本集團將進一步發展此業務分部、多元化發展客戶組合及物色與業務夥伴合作之新機會。

Securities Investments Business

Based on the satisfactory results achieved from the investments in shares of Imperial Pacific and Huarong Int Fin since their acquisitions and the continual development of Imperial Pacific's and Huarong Int Fin's principal activities, the Directors expected the investments in shares of Imperial Pacific and Huarong Int Fin will have positive returns to the Company in the future.

Moreover, as part of its routine exercise, the Company reviews the performance of its existing investment portfolio and evaluating the investment potentials of other investment opportunities available to the Company. Subject to the results of such reviews, the Company may make suitable investment decisions according to the then circumstance and information available which may involve the disposal of the whole or part of its existing investment portfolio and/or the change of the components and/or the asset allocation of its investment portfolio and/or broadening and diversifying its investment portfolio with a view of realising and/or optimising the expected return and minimising the risks.

PRINCIPAL RISKS AND UNCERTAINTIES

The operation of P2P financing platform and other loan facilitation services business and the money lending and provision of credit business are two of the principal activities of the Group and they expose to a number of risks and uncertainties including interest rate risk, equity price risk, credit risk and liquidity risk. Details of the aforesaid principal risks and risk management are set in note 34 "Financial Risk Management Objectives and Policies" to the financial statements.

Besides, the slowdown of China's economic growth may adversely affect the operation of the P2P financing platform and other loan facilitation services business and the money lending and provision of credit business. The volatile and unpredictable stock market in Hong Kong also raises uncertainty on the Group's returns from the securities investment business.

Specifically for the operation of P2P financing platform and other loan facilitation services business, the market awareness and reputation of the "CAIJIA" brand have contributed significantly to the success and growth of its business. The Board also believes that maintaining and enhancing the "CAIJIA" brand is critical to maintaining its competitive advantage. The ability to maintain its brand reputation depends on a number of factors including but not limited to borrowers' and lenders' satisfaction with the P2P platform's products, lawsuits, web server's stability and web interface quality, timely repayments by the borrowers, of which are beyond the Group's control.

證券投資業務

基於在博華太平洋及華融金控股份之投資自收購以來之表現令人滿意，加上博華太平洋及華融金控之主要業務持續發展，董事預期於博華太平洋及華融金控股份之投資日後將為本公司帶來正面回報。

此外，作為日常操作一部分，本公司檢討其現有投資組合表現及評估本公司所發掘其他投資機會之投資潛力。基於有關檢討結果，本公司可能因應當時情況及可取得之資料作出適當投資決定，當中可能涉及全部或局部出售現有投資組合，及／或更改投資組合之組成部分及／或投資組合之資產分配及／或擴闊及分散投資組合，以變現及／或改善預期回報及減低風險。

主要風險及不明朗因素

本集團之兩項主要活動為經營P2P融資平台及其他貸款中介服務業務以及借貸及提供信貸業務，該等業務均面臨多種風險及不明朗因素，包括利率風險、股本價格風險、信貸風險及流動資金風險。上述主要風險及風險管理之詳情載於財務報表附註34「財務風險管理目標及政策」。

此外，中國經濟增長放緩或會對經營P2P融資平台及其他貸款中介服務業務以及借貸及提供信貸業務造成不利影響。香港股市波動及不可預測亦增加本集團證券投資業務回報之不確定性。

「財加」品牌之市場知名度及聲譽對其業務成功及增長貢獻重大，對經營P2P融資平台及其他貸款中介服務業務而言尤甚。董事會亦相信維持及提升「財加」品牌乃保持其競爭優勢之關鍵。維持品牌聲譽之能力取決於多項因素，包括但不限於借款人及放債人對P2P平台產品之滿意程度、訴訟、網絡伺服器之穩定性及網絡介面質量、借款人按時還款，而此等因素超出本集團控制範圍。

In addition, the operation of P2P financing platform is a kind of value-added telecommunications business in the PRC and the current PRC laws and regulations place certain restrictions on foreign ownership of companies on such business. Therefore, the Group operates its P2P financing platform in the PRC through a set of Structured Contracts which enable the Group to gain controlling rights on the P2P financing platform and enable the financial results, the entire economic benefits and risks of the businesses of the P2P financing platform to flow onto the Group. The compliance of PRC laws, rules and regulations of the operation of P2P financing platform and the Structured Contracts will be subject to the future development of the applicable PRC Laws and regulations and is thus considered a risk for the operation of P2P financing platform and other loan facilitation services business.

POSSIBLE MANDATORY UNCONDITIONAL CASH OFFER

On 27 August 2016, Allied Summit Inc. (the “**Shares Vendor**”), a controlling shareholder of the Company, Huarong Financial Services Asset Management L.P. (the “**Offeror**”) and Mr. Ma Hongyi (the “**Guarantor**”), entered into a sale and purchase agreement (the “**Sale and Purchase Agreement**”) (as amended and supplemented by the supplemental sale and purchase agreement dated 4 October 2016 and the second supplemental sale and purchase agreement dated 15 November 2016), pursuant to which the Offeror has conditionally agreed to purchase and the Shares Vendor has conditionally agreed to sell, 2,128,560,000 shares of the Company (the “**Sale Shares**”), representing approximately 55.00% of the entire issued share capital of the Company as at the date of this report and the date of the Sale and Purchase Agreement, at an initial consideration of HK\$304,384,080 (equivalent to HK\$0.143 per Sale Share), which may be subject to a downward adjustment.

Subject to the completion of the sale and purchase of the Sale Shares pursuant to the Sale and Purchase Agreement (the “**Sale and Purchase Completion**”), given that the Offeror will hold approximately 55.00% of the shareholding interest of the Company, the Offeror will therefore be required under Rule 26 of the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”) to make a mandatory unconditional cash offer (the “**Offer**”) for all the issued shares of the Company which are not already owned or agreed to be acquired by it and parties acting in concert with it (the “**Offer Share(s)**”). Subject to the Sale and Purchase Completion, Kingston Securities Limited will, on behalf of the Offeror and in compliance with the Takeovers Code, make the Offer on the basis of HK\$0.3 in cash for every Offer Share held.

另外，經營P2P融資平台為一種中國增值電信業務，而當前中國法律及法規對從事有關業務之公司之外商所有權實行若干限制。因此，本集團透過一系列結構合約於中國經營其P2P融資平台，該等結構合約讓本集團可獲得P2P融資平台之控制權，並使P2P融資平台之財務業績、全部經濟利益及業務風險流入本集團。遵守有關經營P2P融資平台及結構合約之中國法律、規則及法規將受限於適用中國法律及法規之未來發展，因此被視為經營P2P融資平台及其他貸款中介服務業務之風險。

可能強制性無條件現金要約

於二零一六年八月二十七日，本公司控股股東 Allied Summit Inc. (「**股份賣方**」)、Huarong Financial Services Asset Management L.P. (「**要約人**」) 及馬宏義先生 (「**擔保人**」) 訂立一份買賣協議 (「**買賣協議**」，經日期為二零一六年十月四日之補充買賣協議及日期為二零一六年十一月十五日之第二份補充買賣協議修訂及補充)。據此，要約人有條件同意購買而股份賣方有條件同意出售2,128,560,000股本公司股份 (「**待售股份**」)，佔本公司於本報告日期及買賣協議日期全部已發行股本約55.00%，初步代價為304,384,080港元 (相當於每股待售股份0.143港元) (可予下調)。

待完成根據買賣協議買賣待售股份 (「**買賣完成**」) 後，鑑於要約人將持有公司股本權益約55.00%，要約人將因而須根據香港公司收購及合併守則 (「**收購守則**」) 規則26就其及其一致行動人士尚未擁有或同意將予收購之所有已發行股份 (「**要約股份**」) 提出強制性無條件現金要約 (「**要約**」)。待買賣完成後，金利豐證券有限公司將代表要約人遵照收購守則按每持有一股要約股份獲得現金0.3港元之基準作出要約。

LETTER FROM THE BOARD

董事會函件

For details of the Sale and Purchase Agreement and the Offer, please refer to (i) the announcements jointly issued by the Company and the Offeror dated 5 October 2016, 18 October 2016, 26 October 2016, 15 November 2016, 30 December 2016 and 6 January 2017; and (ii) the announcements issued by the Company dated 2 December 2016, 23 December 2016 and 28 February 2017 in relation to the delay in despatch of the circular in respect of the Sale and Purchase Agreement and the Offer.

Further announcement(s) in relation to the Sale and Purchase Agreement and the Offer will be made by the Company as and when appropriate.

FINANCIAL REVIEW

Liquidity and Financial Resources

As at 31 December 2016, the Group had recorded net current assets of approximately HK\$1,177,111,000 (31 December 2015: HK\$806,909,000); and cash and bank balances of approximately HK\$348,357,000 (31 December 2015: HK\$197,059,000). The Group did not enter into financial instruments for hedging purpose.

Capital Structure

During the year ended 31 December 2016, 1,088,000,000 shares of the Company were issued to Allied Summit Inc., the controlling shareholder of the Company, upon exercise of the conversion rights attaching to the Convertible Notes at the conversion price of HK\$0.2 per share. As at 31 December 2016, the total number of issued shares of the Company was 3,870,102,650 with par value of HK\$0.001 each (31 December 2015: 2,782,102,650 shares with par value of HK\$0.001 each).

Significant Investment, Acquisition and Disposals

Save as disclosed above and elsewhere in this report, there was no significant investment, acquisition and disposals that should be notified to the shareholders of the Company (the "Shareholders") for the year ended 31 December 2016.

The performance and prospect of the significant investments of the Group for the current year under review were discussed under the sections of "Securities Investments Business" above.

有關買賣協議及要約之詳情，請參閱(i)本公司與要約人所聯合發表日期為二零一六年十月五日、二零一六年十月十八日、二零一六年十月二十六日、二零一六年十一月十五日、二零一六年十二月三十日及二零一七年一月六日之公告；及(ii)本公司就延遲寄發有關買賣協議及要約之通函所發表日期為二零一六年十二月二日、二零一六年十二月二十三日及二零一七年二月二十八日之公告。

本公司將於適當時候另行發表有關買賣協議及要約之公告。

財務回顧

流動資金及財務資源

於二零一六年十二月三十一日，本集團錄得流動資產淨值約1,177,111,000港元(二零一五年十二月三十一日：806,909,000港元)；以及現金及銀行結餘約348,357,000港元(二零一五年十二月三十一日：197,059,000港元)。本集團並無訂立任何金融工具作對沖用途。

資本結構

於截至二零一六年十二月三十一日止年度內，因應可換股票據所附轉換權按轉換價每股0.2港元獲行使，本公司向其控股股東Allied Summit Inc.發行1,088,000,000股本公司股份。於二零一六年十二月三十一日，本公司已發行股份總數為3,870,102,650股每股面值0.001港元之股份(二零一五年十二月三十一日：2,782,102,650股每股面值0.001港元之股份)。

重大投資、收購及出售

除上文及本報告其他部分所披露者外，截至二零一六年十二月三十一日止年度概無進行應知會本公司股東(「股東」)之重大投資、收購及出售。

本集團於本年度之重大投資表現及前景在上文「證券投資業務」各節討論。

Segment Information

Details of segment information of the Group for the year ended 31 December 2016 are set out in note 4 to the financial statements.

Employees and Remuneration Policy

As at 31 December 2016, the Group had 130 employees which were mainly stationed in Hong Kong and the PRC. In-house training programs were provided for its employees to enhance their skills and job knowledge. The management of the Company would continue to foster close co-operation among the employees.

The Group will review the employee remuneration from time to time based on their performance, experiences and industry practice and salary increment is normally approved annually or by special adjustment depending on length of services and performance when warranted. In addition to salaries, the Group provides employee benefits including medical insurance and mandatory provident funds for employees in Hong Kong and defined contribution retirement plans for employees in the PRC. Share options and bonuses are also available to employees of the Group at the discretion of the Directors and depending on the financial performance of the Group and the performance of the employees.

Details of Charges on Assets

As at 31 December 2016, the Group did not pledge any assets to banks or other financial institutions nor did the Group have any corporate guarantee given to any entity (31 December 2015: Nil).

分部資料

本集團截至二零一六年十二月三十一日止年度之分部資料詳情載於財務報表附註4。

僱員及薪酬政策

於二零一六年十二月三十一日，本集團聘有130名僱員，主要駐於香港及中國。本集團為其僱員提供在職培訓計劃，以增進彼等之技術及工作知識。本公司管理層將繼續與僱員維持緊密合作關係。

本集團將不時依照僱員表現、經驗及行業慣例檢討僱員薪酬，且一般會每年批准加薪，或視乎年資及表現適時作出特別調整。除薪金外，本集團為香港僱員提供醫療保險及強制性公積金及為中國僱員設立界定供款退休計劃等僱員福利。董事亦可視乎本集團財務表現及僱員表現，酌情向本集團僱員授出購股權及花紅。

資產押記詳情

於二零一六年十二月三十一日，本集團並無向銀行或其他財務機構質押任何資產，亦無向任何實體提供任何公司擔保(二零一五年十二月三十一日：無)。

Future Plans for Material Investment or Capital Assets

It is the Group's corporate mission to continue to explore ways to improve its financial performance, to diversify its operations into new and more profitable businesses and to broaden the sources of revenue within acceptable risk level. Hence, the Company does not rule out the possibility of investing in or changing to other profitable business as long as it is in the interest of the Company and the Shareholders as a whole. Also, as part of its routine exercise, the Company reviews the performance of its existing investment portfolio and evaluates the investment potentials of other investment opportunities available to the Company from time to time. Subject to the results of such reviews, the Company may make suitable investment decisions according to the then circumstance and information available which may involve the disposal of the whole or part of its existing investment portfolio and/or change of the asset allocation of its investment portfolio and/or expanding its investment portfolio with a view of realising and/or optimising the expected return and minimising the risks. Meanwhile, the Company does not preclude the possibility that the Company may implement debt and/or equity fund raising plan(s) to satisfy the financing needs arising out of any business development of the Group as well as to improve its financial position in the event that suitable fund raising opportunities arise.

As at the date of this report, the Company had not entered into any agreement, arrangement, understanding, intention or negotiation that should be disclosed pursuant to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") and the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO").

Treasure Policy

The Group has adopted a treasury policy on 24 May 2011 in relation to the Group's investments in securities of other listed companies on the Stock Exchange. The objective of the policy is to enable the Group to control and govern the possible future securities investments (if any, which may or may not occur).

Working Capital and Gearing Ratio

As the Group had a net cash position as at 31 December 2016 and as at 31 December 2015 with no borrowing, the gearing ratios were not applicable.

重大投資或資本資產之未來計劃

本集團之企業使命為繼續尋求方法提升財務表現，多元化發展業務至盈利能力更高之新行業，並在可承受風險水平下擴闊收益來源。因此，在符合本公司及股東整體利益之情況下，本公司不排除可能投資於或改為從事其他有利可圖業務。此外，作為日常操作一部分，本公司不時檢討其現有投資組合表現及評估本公司所發掘其他投資機會之投資潛力。基於有關檢討結果，本公司可能因應當時情況及可取得之資料作出適當投資決定，當中可能涉及全部或局部出售現有投資組合，及／或更改投資組合之資產分配及／或擴闊投資組合，以變現及／或改善預期回報及減低風險。與此同時，本公司不排除於合適集資機會出現時落實進行債務及／或股本集資計劃，以應付本集團任何業務發展所產生融資需要及改善財務狀況。

於本報告日期，本公司並無訂立任何須根據聯交所證券上市規則（「上市規則」）及香港法例第571章證券及期貨條例（「證券及期貨條例」）披露之協議、安排、諒解、意向或商談。

理財政策

本集團已於二零一一年五月二十四日採納有關本集團投資於其他聯交所上市公司證券之理財政策，旨在讓本集團得以控制及監管可能於未來進行之證券投資（如有，可能會或可能不會發生）。

營運資金及資產負債比率

由於本集團於二零一六年十二月三十一日及於二零一五年十二月三十一日處於現金淨額狀況，並無借貸，故資產負債比率並不適用。

Foreign Exchange Exposure

Business transactions of the Group are mainly denominated in Hong Kong dollars and Renminbi. The Group has not implemented any foreign currency hedging policy at the moment. However, in the view of the fluctuation of Renminbi in recent years, continuous monitoring on the foreign exchange exposure is carried out and the management will consider hedging the foreign exchange exposure if it has material impact on the Group.

Capital Commitment

As at 31 December 2016, the Group had no material capital commitment (31 December 2015: Nil).

Contingent Liabilities

As at 31 December 2016, the Group had no material contingent liabilities (31 December 2015: Nil).

APPRECIATION

Lastly, on behalf of the Board, I would like to express my sincere gratitude to our Shareholders, customers, suppliers and business partners for their unremitting support. Also, I would like to thank the management and staff for their contributions.

On behalf of the Board

Pacific Plywood Holdings Limited

Huang Chuan Fu

Chairman

Hong Kong, 16 March 2017

外匯風險

本集團之業務交易主要以港元及人民幣計值。本集團現時並無採取任何外匯對沖政策。然而，鑑於人民幣近年波動，管理層會持續監察外匯風險，並於有關風險對本集團造成重大影響時考慮對沖外匯風險。

資本承擔

於二零一六年十二月三十一日，本集團並無重大資本承擔(二零一五年十二月三十一日：無)。

或然負債

於二零一六年十二月三十一日，本集團並無重大或然負債(二零一五年十二月三十一日：無)。

鳴謝

最後，本人謹藉此機會代表董事會衷心感謝股東、客戶、供應商及業務夥伴一如既往之支持。本人亦藉此機會感謝管理層及員工之付出。

代表董事會

太平洋實業控股有限公司

主席

黃傳福

香港，二零一七年三月十六日

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層簡歷

EXECUTIVES DIRECTORS

Mr. Huang Chuan Fu (“**Mr. Huang**”), aged 43, is the chairman of the Board (the “**Chairman**”) and a member of the remuneration committee of the Company (the “**Remuneration Committee**”), joined the Group since 13 April 2010. He is also the director of seven subsidiaries of the Company. He has more than 15 years of working experience. Mr. Huang acquaints with money lending and provision of credit business and is experienced in securities investment business.

Mr. Liang Jian Hua (“**Mr. Liang**”), aged 47, joined the Group since 29 April 2010. He is also a director of one subsidiary of the Company. He has over 20 years of working experience in trading, property investment, securities investment and money lending business. Mr. Liang was a non-executive director of China Environmental Energy Investment Limited (a company listed on the Stock Exchange with Stock Code: 986) during the period from 29 January 2013 to 20 January 2014.

Ms. Jia Hui (“**Ms. Jia**”), aged 49, joined the Group since 13 April 2010. She has more than 25 years of working experience in area of merchandising and project management. Since 2003, Ms. Jia has been appointed as the business development manager of Beijing International Trade Corporation.

Mr. Jiang Yi Ren (“**Mr. Jiang**”), aged 50, joined the Group since 29 April 2010. He has more than 25 years of working experience in area of manufacturing and property investment. Currently, Mr. Jiang is the vice president of Wenling City Zhong Fa Precision Steel Parts Co., Ltd.

執行董事

黃傳福先生(「**黃先生**」)，43歲，本公司董事會主席(「**主席**」)兼薪酬委員會(「**薪酬委員會**」)成員，於二零一零年四月十三日加入本集團。彼亦兼任本公司旗下七家附屬公司之董事，擁有逾15年工作經驗。黃先生對借貸及提供信貸業務相當熟悉，於證券投資業務累積豐富經驗。

梁建華先生(「**梁先生**」)，47歲，於二零一零年四月二十九日加入本集團。彼亦兼任本公司旗下一家附屬公司之董事，於貿易、物業投資、證券投資及借貸業務累積超過20年工作經驗。梁先生曾於二零一三年一月二十九日至二零一四年一月二十日期間出任聯交所上市公司中國環保能源投資有限公司(股份代號：986)之非執行董事。

賈輝女士(「**賈女士**」)，49歲，於二零一零年四月十三日加入本集團。彼於採購及項目管理方面累積逾25年工作經驗。於二零零三年，賈女士獲北京國際貿易公司委任為業務發展經理。

蔣一任先生(「**蔣先生**」)，50歲，於二零一零年四月二十九日加入本集團。彼於製造及物業投資方面累積逾25年工作經驗。蔣先生現為溫嶺市中發精密鋼件有限公司之副總裁。

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Wong Chun Hung (“**Mr. Wong**”), aged 44, joined the Group since 22 April 2010. He is also the chairman of the audit committee of the Company (the “**Audit Committee**”), the nomination committee of the Company (the “**Nomination Committee**”) and the Remuneration Committee. He graduated from Hong Kong Baptist University with an honors degree in accounting in 1995. He is an associate of the Hong Kong Institute of Certified Public Accountants and has over 10 years’ experience in accounting, auditing and consulting. Mr. Wong was a non-executive director of King Stone Energy Group Limited (a company listed on the Stock Exchange with Stock Code: 663) until 12 March 2013. Mr. Wong was also an executive director of Evershine Group Holdings Limited (formerly known as TLT Lottotainment Group Limited) (a company listed on the Stock Exchange with Stock Code: 8022) until 31 December 2013. He has been appointed as independent non-executive director of China Healthcare Enterprise Group Limited (formerly known as Telefield International (Holdings) Limited) (a company listed on the Stock Exchange with Stock Code: 1143) since 4 November 2015.

Mr. Zheng Zhen (“**Mr. Zheng**”), aged 40, joined the Group since 10 May 2013, is also a member of the Audit Committee, the Nomination Committee and the Remuneration Committee. He graduated from Southwestern University of Finance and Economics, majoring in Accounting. Mr. Zheng possesses of over 10 years experiences in accounting and finance in various industries. Currently, he is the financial controller of Zuoquan Xinrui Metallurgy & Mine Co. Limited which is indirectly owned as to 22.8% by Abterra Limited, a listed company in Singapore.

Mr. To Langa Samuelson (“**Mr. To**”), aged 32, joined the Group since 4 March 2015, is also a member of the Audit Committee, the Nomination Committee and the Remuneration Committee. Mr. To is a solicitor practicing in Hong Kong and a member of The Law Society of Hong Kong. He obtained his Bachelor Degree in Laws and the Postgraduate Certificate in Laws (PCLL) from the University of Hong Kong. Mr. To has extensive experience in law in Hong Kong, particularly in civil and insurance-related matters. Mr. To is currently the consultant of L&L Lawyers.

獨立非執行董事

黃鎮雄先生(「**黃先生**」)，44歲，於二零一零年四月二十二日加入本集團。彼亦為本公司審核委員會(「**審核委員會**」)、本公司提名委員會(「**提名委員會**」)及薪酬委員會主席。彼於一九九五年畢業於香港浸會大學，取得會計學榮譽學位。彼為香港會計師公會會員，於會計、審核及顧問方面累積逾10年經驗。黃先生曾任聯交所上市公司金山能源集團有限公司(股份代號：663)之非執行董事，直至二零一三年三月十二日止。黃先生亦曾任聯交所上市公司永耀集團控股有限公司(前稱彩娛集團有限公司)(股份代號：8022)之執行董事，直至二零一三年十二月三十一日止。彼自二零一五年十一月四日獲委任為華夏健康產業集團有限公司(前稱中慧國際控股有限公司)(聯交所上市公司，股份代號：1143)之獨立非執行董事。

鄭楨先生(「**鄭先生**」)，40歲，於二零一三年五月十日加入本集團。彼亦為審核委員會、提名委員會及薪酬委員會成員。彼畢業於西南財經大學，主修會計。鄭先生於多個行業累積逾10年會計及財務經驗。彼現為左權鑫瑞冶金礦山有限公司(由新加坡上市公司Abterra Limited間接擁有22.8%權益)之財務總監。

杜朗加先生(「**杜先生**」)，32歲，於二零一五年三月四日加入本集團。彼亦為審核委員會、提名委員會及薪酬委員會成員。杜先生為香港執業事務律師及香港律師會成員。彼於香港大學取得法律學士學位及法學專業證書。杜先生於香港法律方面具備豐富經驗，尤其擅長於民事及保險相關事宜。杜先生現為勞超傑律師事務所之顧問。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層簡歷

CHIEF EXECUTIVE OFFICER

Ms. Yu Yang (“**Ms. Yu**”), aged 33, was appointed as the chief executive officer of the Group (the “**Chief Executive Officer**”) on 20 January 2016. Ms. Yu previously served as the managing director of Greater China at Eternal Capital, a family fund, and was responsible for the overall operation, management and supervision of the investment business of the company in China, as well as listing projects covering real estate, finance, agriculture, husbandry and high-tech industries. Ms. Yu also worked in Sino Group, which is one of the top four real estate developers in Hong Kong. Ms. Yu graduated from the University of Cambridge, the United Kingdom and holds a master’s degree in management.

Saved as disclosed herein, there is no other relationship between each of the Directors and senior management as required to be disclosed under the Listing Rules.

行政總裁

余楊女士(「余女士」)，33歲，於二零一六年一月二十日獲委任為本集團行政總裁(「行政總裁」)。於此前曾任家族基金Eternal Capital大中華區董事總經理，負責公司中國區投資業務之整體運作、管理及監督，已上市專案涵蓋房地產、金融、農業、畜牧業、高新技術產業等。余女士亦曾任職香港四大房地產開發商之一的信和集團。余女士畢業於英國劍橋大學，擁有管理學碩士學位。

除本節所披露者外，各董事與高級管理層之間並無其他須根據上市規則披露之關係。

FINANCIAL SUMMARY

財務資料概要

STATEMENT OF PROFIT OR LOSS

The following is a summary of the audited consolidated results of the Group for the respective years as hereunder stated.

損益表

以下為本集團於下列相關年度之經審核綜合業績概要。

		For the year ended 31 December 截至十二月三十一日止年度				
		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Revenue	收益	555,386	102,490	65,165	29,693	34,720
Profit/(loss) attributable to the owners of the Company	本公司擁有人應佔溢利/(虧損)	321,907	(148,282)	(26,008)	75,597	62,283
Dividends	股息	-	-	-	-	-

STATEMENT OF FINANCIAL POSITION

The following is a summary of the audited consolidated statement of financial position of the Group as at the respective dates as hereunder stated.

財務狀況報表

以下為本集團於下列相關日期之經審核綜合財務狀況報表概要。

		As at 31 December 於十二月三十一日				
		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Plant and equipment	廠房及設備	2,908	17,802	527	1,394	2,575
Goodwill	商譽	2,182,663	2,182,663	239,000	306,019	306,019
Intangible assets	無形資產	-	1,194	1,194	-	-
Deposit for acquisition of logging concession	取得伐木特許權之按金	-	-	221	242	269
Available-for-sale investments	可供出售投資	718,465	1,168,760	797,503	264,165	95,922
Convertible instruments designated as financial assets at fair value through profit or loss	可換股工具(指定為按公平值透過損益列賬之金融資產)	-	-	-	-	104,712
Loan and interest receivables	應收貸款及利息	878,079	555,180	391,584	222,430	127,646
Other current assets	其他流動資產	359,544	254,652	91,923	265,224	68,315
Current liabilities	流動負債	(60,512)	(44,595)	(9,644)	(67,547)	(15,371)
Deferred tax liabilities	遞延稅項負債	(78)	(304)	-	-	-
Representing:	指:					
Share capital	股本	3,870	2,782	2,782	2,782	178,054
Reserves	儲備	4,059,704	4,124,956	1,509,384	988,984	511,849
Non-controlling interests	非控股權益	17,495	7,614	142	161	184
Shareholders' equity	股東權益	4,081,069	4,135,352	1,512,308	991,927	690,087

CORPORATE GOVERNANCE REPORT

企業管治報告

The Board is committed to uphold a high standard of corporate governance practices and business ethics in the belief that they are essential for maintaining and promoting investors' confidence and maximising Shareholders' returns. The Board reviews its corporate governance practices from time to time in order to meet the rising expectations of Shareholders and comply with increasingly stringent regulatory requirements (both locally and internationally), and to fulfill its commitment to excellence in corporate governance.

CORPORATE GOVERNANCE PRACTICES

The Company has complied with the code provisions ("Code Provision(s)") set out in the Corporate Governance Code (the "CG Code") contained in Appendix 14 of the Listing Rules except for the deviations as explained below. The principles as set out in the Code Provisions have been applied in the Company's corporate governance structure.

CORPORATE GOVERNANCE FUNCTIONS

The Audit Committee performed the corporate governance duties set out in the Code Provision D.3.1 of the CG Code as delegated by the Board. During the year, the Audit Committee reviewed the Company's corporate governance policies and practices, training and continuous professional development of the Directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, the compliance of the Listing Rules, and the Company's compliance with the CG Code and disclosure in this Corporate Governance Report.

DEVIATION FROM CORPORATE GOVERNANCE CODE

Code Provision A.2.1 of the CG Code stipulates that the role of chairman and chief executive officer should be separated and should not be performed by the same individual. Before 20 January 2016, Mr. Huang Chuan Fu served as the Chairman but the Company did not have any offices with title of "Chief Executive Officer". The executive Directors undertook the day-to-day management of the Company's business, whereas the Chairman was responsible for management of the Board and strategic planning of the Group. Under such arrangement, the Board believed that the balance of power and authority was adequately ensured. Upon the appointment of Ms. Yu Yang as the Chief Executive Officer on 20 January 2016, the Company has then complied with the CG Code.

董事會致力維持高水平之企業管治常規及商業道德標準之承諾，並堅信此對維持及提高投資者信心以及提升股東回報至為重要。董事會不時檢討其企業管治常規，以迎合股東不斷提升之期望及遵守愈趨嚴謹之本地及國際法規要求，並實踐其對達致卓越企業管治之承諾。

企業管治

本公司已遵守上市規則附錄十四所載企業管治守則(「企業管治守則」)之守則條文(「守則條文」)，惟下文闡述之偏離事項除外。守則條文所載原則已於本公司之企業管治結構應用。

企業管治職能

審核委員會獲董事會授權負責履行企業管治守則之守則條文D.3.1所載企業管治職能。審核委員會已於年內檢討本公司之企業管治政策及常規、董事及高級管理層之培訓及持續專業發展、本公司於遵守法律及監管規定方面之政策及常規、遵守上市規則之情況、本公司遵守企業管治守則之情況及於企業管治報告內之披露。

偏離企業管治守則之情況

企業管治守則之守則條文A.2.1規定，主席與行政總裁的角色應有區分，並不應由一人同時兼任。於二零一六年一月二十日前，黃傳福先生擔任主席，惟本公司並無設有任何職銜為「行政總裁」之職位。執行董事負責本公司業務之日常工作，而主席則負責董事會之管理工作及本集團之策略規劃。根據有關安排，董事會相信已確保權力及職權得到充分平衡。於二零一六年一月二十日委任余楊女士為行政總裁後，本公司已遵守企業管治守則。

Code Provision A.4.1 of the CG Code stipulates that non-executive directors should be appointed for a specific term, subject to re-election. One independent non-executive Director who was appointed in previous years was not appointed for a specific term but is subject to retirement by rotation and re-election at the annual general meeting in accordance with the Bye-Laws of the Company. As such, it is considered that such provisions are sufficient to meet the underlying objectives of the relevant provisions of the CG Code. Also, the Board does not believe that arbitrary term limits on the Directors' service are appropriate given that the Directors ought to be committed to representing the long-term interests of the Shareholders.

Code Provision E.1.2 of the CG Code stipulates that the chairman of the board of directors should attend the annual general meeting. Mr. Huang Chuan Fu, the Chairman, did not attend the annual general meeting of the Company held on 3 June 2016 ("AGM") due to his other important engagement. Mr. Wong Chun Hung, an independent non-executive Director, had chaired the said AGM and answered questions from the Shareholders.

THE BOARD

As at the date of this report, the Board comprises of four executive Directors and three independent non-executive Directors. In respect of Code Provision D.1.4 of the CG Code, subsequent to 31 March 2012, formal letters of appointment for Directors setting out the key terms and conditions of their appointment were subsequently executed by all Directors.

RESPONSIBILITIES, ACCOUNTABILITIES AND CONTRIBUTIONS OF THE BOARD AND MANAGEMENT

The key responsibility of Board is overseeing the business and how the management serves the interests of the Shareholders and other stakeholders. The Board assumes responsibility for leadership and control of the Company and is collectively responsible for promoting the success of the Company by directing and supervising its affairs. The Directors, individually and collectively, must act in good faith in the best interests of the Company and its Shareholders, and ensure good corporate governance and compliance with legal and regulatory requirements.

企業管治守則之守則條文A.4.1規定非執行董事的委任應有指定任期，並須接受重新選舉。一名於過往年度獲委任之獨立非執行董事並非按特定任期委任，惟須根據本公司之公司細則於股東週年大會上輪值告退並膺選連任，因此被視為足以達致企業管治守則相關條文所規定之目標。此外，董事會認為，鑒於董事須致力為股東爭取長遠利益，故不明確指定董事之服務任期屬適當。

企業管治守則之守則條文E.1.2規定，董事會主席應出席股東週年大會。主席黃傳福先生因其他重要事務而未能出席本公司於二零一六年六月三日舉行之股東週年大會（「股東週年大會」）。獨立非執行董事黃鎮雄先生主持上述股東週年大會並回答股東提問。

董事會

於本報告日期，董事會由四名執行董事及三名獨立非執行董事組成。就企業管治守則之守則條文D.1.4而言，於二零一二年三月三十一日之後，全體董事其後已簽立訂明有關委任主要條款及條件之正式董事委任書。

董事會及管理層之職責、問責性及貢獻

董事會之主要職責為監督業務以及管理層為股東及其他持份者之利益行事之方式。董事會承擔領導及監控本公司之職責，並集體負責指導及監督其事務，促使本公司成功。董事必須個別及共同以本公司及其股東之最佳利益為前提真誠地行事，並確保良好企業管治以及遵守法律及監管規定。

The roles of the Board include reviewing and guiding corporate strategies and policies, monitoring financial and operating performance and setting appropriate risk management policies. All Directors should take decisions objectively in the interests of the Company. To achieve this, the Board has adopted corporate governance principles aimed at ensuring that the Board is independent and fully informed on the key strategic issues facing the Company.

The Board reserves for its decision on all major matters relating to policy matters, strategies and budgets, risk management and internal control, material transactions (in particular those that may involve conflict of interests), financial information, appointment of Directors and other significant operational matters of the Company. Responsibilities relating to implementing decisions of the Board, directing, and coordinating the daily operation of the Company are delegated to the management.

THE COMPOSITION OF THE BOARD

The Board has established three board committees, being the Audit Committee, the Remuneration Committee and the Nomination Committee (collectively the “**Board Committees**”) to oversee different areas of the Company’s affairs. All Board Committees are provided with sufficient resources to perform their duties and, upon reasonable request, are able to seek independent professional advice, at the Company’s expense.

Under the Bye-Laws of the Company, one-third of the Directors, or if their number is not three or a multiple of three, then the number nearest one-third, shall be subject to retirement by rotation. They are required to retire from office at each annual general meeting and their re-election is subject to a vote of the Shareholders. Retiring Directors are eligible for re-election at the annual general meeting at which they retire. Further, any Director appointed to fill a casual vacancy shall hold office only until the next following annual general meeting of the Company but shall be eligible for re-election at the meeting. Separate resolutions are proposed for the election of each Director.

The Board members have no financial, business, family or other material relationships with each other. Such balanced board composition is formed to ensure strong independence exists across the Board.

The brief biographical details of the Directors are set out in pages 18 to 19 of this annual report, which demonstrates a diversity of skills, expertise, experience and qualification.

董事會之角色包括審閱及指導企業策略及政策、監察財務及營運表現，以及制定適合之風險管理政策。全體董事均須以本公司之利益為依歸客觀地作出決定。為此，董事會已採納旨在確保董事會獨立，並全面掌握本公司面對之主要策略事宜之企業管治原則。

董事會保留權力就所有與本公司之政策事宜、策略及預算、風險管理及內部監控、重大交易(尤其是涉及利益衝突者)、財務資料、委任董事及其他重大營運事宜作出決定。與實施董事會決定、指導及協調本公司日常營運有關之職責則已轉授予管理層。

董事會組成

董事會已成立三個董事委員會，分別為審核委員會、薪酬委員會及提名委員會(統稱為「**董事委員會**」)，監督本公司不同範疇事務。全部董事委員會均獲提供足夠資源履行其職責，亦可提出合理要求尋求獨立專業意見，費用由本公司承擔。

根據本公司之公司細則，在每屆股東週年大會上，當時三分之一董事(若人數並非三或三的倍數，則以最接近三分之一之人數為準)須輪值退任，並接受股東表決重選連任。退任董事將合資格於該股東週年大會上重選連任。此外，任何獲委任以填補臨時空缺之董事任期僅至本公司下屆股東週年大會，屆時將符合資格重選連任。本公司將就推選每一名董事提呈獨立決議案。

董事會成員彼此之間概無財務、業務、家族或其他重大關係。董事會之成員組合平衡，確保董事會可充分獨立運作。

董事簡歷詳情載於本年報第18至19頁，彼等各有不同技能、專業知識、經驗及資歷。

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The Chairman and the Chief Executive Officer are Mr. Huang Chuan Fu and Ms. Yu Yang respectively.

Code Provision A.2.1 of the CG Code stipulates that the roles of the chairman and the chief executive officer should be separated and should not be performed by the same individual. It is aimed at striking a balance of power and authority so that job responsibilities are not concentrated on any one individual. The Chairman is responsible for the leadership and effective running of the Board, while the Chief Executive Officer is responsible for the operations and business development of the Group.

As at the date of this report, the composition of the Board and the Board Committees are given below and their respective responsibilities are discussed in this report.

主席及行政總裁

主席及行政總裁分別為黃傳福先生及余楊女士。

企業管治守則之守則條文A.2.1規定，主席與行政總裁的角色應有區分，並不應由一人同時兼任。權責的分工應均衡及不集中於任何一人。主席負責領導董事會，確保董事會有效地運作，而行政總裁則負責本集團之營運及業務發展。

於本報告日期，董事會及董事委員會組成載列如下，而其相應職責亦將於本報告論述。

Board of Directors 董事會		Audit Committee 審核委員會	Nomination Committee 提名委員會	Remuneration Committee 薪酬委員會
Executive Directors 執行董事				
Mr. HUANG Chuan Fu, <i>Chairman</i>	黃傳福先生， <i>主席</i>	-	-	member 成員
Mr. LIANG Jian Hua	梁建華先生	-	-	-
Ms. JIA Hui	賈輝女士	-	-	-
Mr. JIANG Yi Ren	蔣一任先生	-	-	-
Independent Non-executive Directors 獨立非執行董事				
Mr. WONG Chun Hung	黃鎮雄先生	committee chairman 委員會主席	committee chairman 委員會主席	committee chairman 委員會主席
Mr. ZHENG Zhen	鄭楨先生	member 成員	member 成員	member 成員
Mr. TO Langa Samuelson	杜朗加先生	member 成員	member 成員	member 成員

An updated list of the Directors, identifying their roles and functions at the Company, is available on the websites of the Company and the Stock Exchange.

本公司網站及聯交所網站載有最新董事名單，以識別彼等於本公司之角色與職能。

INDEPENDENT NON-EXECUTIVE DIRECTORS

In compliance with Rule 3.10(1) and Rule 3.21 of the Listing Rules, the Board and the Audit Committee should include at least three independent non-executive Directors and members respectively. In compliance with Rule 3.10A of the Listing Rules, the Board should have at least one-third in number of its members comprising independent non-executive Directors. At least one of the independent non-executive Directors has appropriate professional qualifications or accounting or related financial management expertise that complies with Rule 3.10(2) of the Listing Rules.

The Company has received from all independent non-executive Directors annual confirmations of their independence pursuant to Rule 3.13 of the Listing Rules and the Company considers such Directors to be independent.

The number of Board meetings and general meetings held during the year ended 31 December 2016 and the Directors' respective attendance record are summarised as follows:

獨立非執行董事

上市規則第3.10(1)及3.21條規定，董事會及審核委員會應分別最少包括三名獨立非執行董事及成員。上市規則第3.10A條規定，董事會成員最少三分之一須為獨立非執行董事。最少有一名獨立非執行董事具備符合上市規則第3.10(2)條規定之適當專業資格或會計或相關財務管理專業知識。

本公司已接獲全體獨立非執行董事根據上市規則第3.13條就彼等之獨立身分呈交之年度確認函，而本公司認為該等董事具備獨立身分。

截至二零一六年十二月三十一日止年度內舉行之董事會會議及股東大會次數及各董事之出席紀錄概述如下：

		Number of general meetings attended (1 in total) 出席股東大會次數 (合共1次)	Number of Board meetings attended (21 in total) 出席董事會會議次數 (合共21次)
Executive Directors			
	執行董事		
Mr. HUANG Chuan Fu, <i>Chairman</i>	黃傳福先生，主席	0/1	16/21
Mr. LIANG Jian Hua	梁建華先生	1/1	20/21
Ms. JIA Hui	賈輝女士	0/1	0/21
Mr. JIANG Yi Ren	蔣一任先生	1/1	19/21
Independent Non-executive Directors			
	獨立非執行董事		
Mr. WONG Chun Hung	黃鎮雄先生	1/1	18/21
Mr. ZHENG Zhen	鄭楨先生	1/1	21/21
Mr. TO Langa Samuelson	杜朗加先生	1/1	18/21

Regular Board meetings are convened and held by the Company, and the Directors are given adequate notice to attend such regular Board meetings or other Board meetings. The Directors are also provided in a timely manner with appropriate information in such form and of such quality as will enable them to make an informed decision and to discharge their duties and responsibilities as Directors. Minutes of regular Board meetings, other Board meetings or other committees meetings are recorded in sufficient details. Draft and final versions of minutes are circulated to all Directors for comments and records respectively, within a reasonable time after the Board meetings or committee meetings are held. Final versions of minutes are kept by the company secretary of the Company (the “**Company Secretary**”) and are open for inspection at any reasonable time on reasonable notice by any Director.

BOARD DIVERSITY POLICY

For having a diversified Board which is regarded as an essential element in the attainment of its strategic objectives and its sustainable development, in August 2013, the Board adopted a Board Diversity Policy with principles as summarised below.

The Nomination Committee reviews and assesses the composition of the Board and makes recommendations to the Board on appointment of new Directors. The Nomination Committee also oversees the conduct of the annual review of the effectiveness of the Board. In reviewing and assessing the composition of the Board, the Nomination Committee will consider the benefits of all aspects of diversity in order to maintain an appropriate range and balance of talents, skills, experience and background on the Board. In recommending candidates for appointment to the Board, the Nomination Committee will consider candidates on merit against objective criteria and with due regard for the benefits of diversity on the Board, including but not limit to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge, length of service etc.

DIRECTORS’ INSURANCE

The Company has arranged appropriate insurance cover in respect of the legal action against the Directors.

本公司定期召開及舉行董事會會議，而董事會適時收到通知，以出席該等定期董事會會議或其他董事會會議。董事亦會適時收到恰當形式及質量之資料，以便彼等作出知情決定及履行作為董事之職務及職責。定期董事會會議、其他董事會會議或其他委員會會議之會議記錄已詳盡記錄各有關事宜。會議記錄之初稿及最終版本會於董事會會議或委員會會議舉行後之一段合理時間內供全體董事傳閱以作評論及記錄。會議記錄之最終版本由本公司之公司秘書（「**公司秘書**」）備存，可供任何董事於發出任何合理時間之合理通知後公開查閱。

董事會成員多元化政策

董事會成員多元化為達致其策略目標及持續發展的重要元素，據此，董事會已於二零一三年八月採納董事會多元化政策，其原則概述如下。

提名委員會檢討及評估董事會之成員組合，並就委任新董事向董事會提出推薦建議。提名委員會亦監督就董事會效益進行年度檢討。於檢討及評估董事會之成員組合時，提名委員會將考慮於各方面多元化之效益，以維持董事會各人在才能、技能、經驗及背景方面之適當範圍及平衡。於推薦人選以委任加入董事會時，提名委員會將按客觀條件考慮人選，並適度顧及董事會成員多元化之效益，包括但不限於彼等之性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務年期等。

董事之保險

本公司已就董事可能面對之法律訴訟作出適當投保安排。

DIRECTORS' TRAINING AND PROFESSIONAL DEVELOPMENT PROGRAMME

Each newly appointed Director is provided with comprehensive induction to ensure that he/she has a proper understanding of the operations and businesses of the Group as well as his/her responsibilities and obligations under the Listing Rules and relevant regulatory requirements.

During the year, all Directors were provided with regular updates on the Group's business and operation and information which covered topics including but not limit to the CG Code, the disclosure and compliance of inside information, updates and changes in relation to legislative and regulatory requirements in which the Group conducts its business for their study and reference. During the year, all Directors have participated in continuous professional development to develop and refresh their knowledge and skills. All Directors (being Mr. Huang Chuan Fu, Mr. Liang Jian Hua, Mr. Jiang Yi Ren, Ms. Jia Hui, Mr. Wong Chun Hung, Mr. Zheng Zhen and Mr. To Langa Samuelson) received regular briefings and updates from the Company Secretary on the Group's business, operations and corporate governance matters, studied publications, books and other reading materials or attended seminars or workshops delivered by professionals, which are relevant to their duties and responsibilities.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the terms contained in the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 of the Listing Rules as the Company's code of conduct for securities transactions and dealings (the "Model Code"). All Directors, upon specific enquiry, have confirmed that they have complied with the Model Code during the year ended 31 December 2016.

BOARD COMMITTEES Remuneration Committee

The Remuneration Committee was duly constituted on 29 June 2005 and as at the date of this report, it comprises of an executive Director, Mr. Huang Chuan Fu and three independent non-executive Directors, Mr. Wong Chun Hung, Mr. Zheng Zhen and Mr. To Langa Samuelson.

董事培訓及專業發展計劃

本公司向每名新任董事提供全面迎新資料，以確保其對本集團之營運及業務以及其職責和於上市規則及相關監管規定下之責任有適當理解。

年內，全體董事已定期獲得有關本集團業務及營運之最新資料，並提供涵蓋其他主題的資料，包括但不限於有關企業管治守則、內幕消息披露及合規事宜，以及有關本集團營運業務之立法及監管規定更新及變動，以供彼等研究及參考。年內，全體董事已參與持續專業發展，以增進及重溫彼等之知識及技能。全體董事黃傳福先生、梁建華先生、蔣一任先生、賈輝女士、黃鎮雄先生、鄭楨先生及杜朗加先生已定期獲公司秘書提供有關本集團業務、營運及企業管治事宜之簡介及最新資料，並已閱覽與彼等職務及職責有關之刊物、書籍及其他閱讀材料或出席有關研討會或專業人士提供之研習班。

董事之證券交易

本公司已採納上市規則附錄十上市發行人董事進行證券交易的標準守則所載之條款，作為本公司進行證券交易及買賣之操守守則（「標準守則」）。經向全體董事作出具體查詢後，彼等均已確認，彼等於截至二零一六年十二月三十一日止年度一直遵守標準守則。

董事委員會 薪酬委員會

薪酬委員會於二零零五年六月二十九日正式成立，截至本報告日期，成員包括執行董事黃傳福先生以及三名獨立非執行董事黃鎮雄先生、鄭楨先生及杜朗加先生。

The role and function of the Remuneration Committee are:

- (a) to make recommendations to the Board on the Company's policy and structure for all remuneration of the Directors and senior management and on the establishment of a formal and transparent procedure for developing policy on such remuneration;
- (b) to have the delegated responsibility to determine the specific remuneration packages of all executive Directors and senior management, including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment, and make recommendations to the Board of the remuneration of non-executive Directors. The Remuneration Committee should consider factors such as salaries paid by comparable companies, time commitment and responsibilities of the Directors, employment conditions elsewhere in the Group and desirability of performance-based remuneration;
- (c) to review and approve performance-based remuneration by reference to corporate goals and objectives resolved by the Board from time to time;
- (d) to review and approve the compensation payable to executive Directors and senior management in connection with any loss or termination of their office or appointment to ensure that such compensation is determined in accordance with relevant contractual terms and that such compensation is otherwise fair and not excessive for the Company;
- (e) to review and approve compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure that such arrangements are determined in accordance with relevant contractual terms and that any compensation payment is otherwise reasonable and appropriate; and
- (f) to ensure that no Director or any of his associates is involved in deciding his own remuneration.

薪酬委員會之角色及職能為：

- (a) 就本公司有關董事及高級管理層所有薪酬之政策及架構以及為制訂薪酬政策建立正式而具透明度之程序向董事會提出推薦建議；
- (b) 獲指派負責釐定全體執行董事及高級管理層之特定薪酬組合，包括實物利益、退休金權利及補償款項(包括就離職或終止聘用或委任應付之任何補償)，並就非執行董事之薪酬向董事會提出推薦建議。薪酬委員會應考慮可比較公司所支付薪金、董事所付出時間及所承擔職責、本集團其他部門之僱用條件以及按表現釐定之薪酬是否適當等因素；
- (c) 經參考董事會不時議決之企業目標及宗旨後檢討及審批按表現釐定之薪酬；
- (d) 檢討及審批就離職或終止聘用或委任應付執行董事及高級管理層之補償，以確保有關補償乃按相關合約條款釐定，且對本公司而言亦屬公平及並非過分；
- (e) 檢討及審批因不當行為而辭退或罷免董事之相關補償安排，以確保有關安排乃按相關合約條款釐定，且任何補償款項於其他方面均屬合理及恰當；及
- (f) 確保董事或其任何聯繫人並無參與釐定本身之薪酬。

Remuneration Committee meetings were held during the year ended 31 December 2016 and the Remuneration Committee members' respective attendance records are summarised as follows:

截至二零一六年十二月三十一日止年度內舉行之薪酬委員會會議及各薪酬委員會成員之出席紀錄概述如下：

		Number of Remuneration Committee meetings attended (2 in total) 出席薪酬委員會 會議次數(合共2次)
Mr. WONG Chun Hung, <i>Chairman</i>	黃鎮雄先生，主席	2/2
Mr. HUANG Chuan Fu	黃傳福先生	2/2
Mr. ZHENG Zhen	鄭楨先生	2/2
Mr. TO Langa Samuelson	杜朗加先生	2/2

The remuneration payable to the Directors and senior management is determined by reference to their experiences and duties with the Company and the estimated time spent by them on the Company's matters. During the current year, meetings were held to review the Company's policy on remuneration of the Directors and senior management and to review the performance and remuneration of the Directors. Details of the Directors' and the Chief Executive Officer's remuneration are set out in note 7 to the financial statements.

應付董事及高級管理層之薪酬乃經參考彼等之經驗及於本公司之職務以及對本公司事務估計投放之時間後釐定。於本年度，薪酬委員會曾舉行多次會議檢討本公司有關董事及高級管理層薪酬之政策以及檢討董事表現及薪酬。有關董事及最高行政人員薪酬之詳情載於財務報表附註7。

Nomination Committee

The Nomination Committee was duly constituted on 13 February 2012. As at the date of this report, it comprises of three independent non-executive Directors, Mr. Wong Chun Hung, Mr. Zheng Zhen and Mr. To Langa Samuelson.

提名委員會

提名委員會於二零一二年二月十三日正式成立。截至本報告日期，成員包括三名獨立非執行董事黃鎮雄先生、鄭楨先生及杜朗加先生。

The role and function of the Nomination Committee are:

提名委員會之角色及職能為：

- (a) to review the structure, size and composition (including the skills, knowledge, experience and length of service) of the Board at least annually; and make recommendations on any proposed changes to the Board to implement the Company's corporate strategy;
- (b) to consider the skills mix needed in respect of the Directors and make recommendations to the Board;

- (a) 最少每年檢討董事會之架構、人數及成員組合(包括技能、知識、經驗及服務年期)，並就任何為實施本公司企業策略而對董事會作出之建議變動提出推薦建議；
- (b) 考慮董事須具備之技能組合，並向董事會提出推薦建議；

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| <p>(c) to identify and nominate candidates to fill casual vacancies of the Directors for the Board's approval. Academic and professional qualifications, business experience, expertise and knowledge as well as other requirements under the Listing Rules will be assessed to determine if the nomination is suitable;</p> | <p>(c) 物色及提名候選人填補董事臨時空缺，以待董事會批准。於釐定有關提名是否適合時，會評核獲提名人士之學歷及專業資格、業務經驗、專業技能及知識以及上市規則下之其他規定；</p> |
| <p>(d) to assess the independence of independent non-executive Directors and review the independent non-executive Directors' annual confirmations on their independence; and make disclosure of its review results in the Corporate Governance Report;</p> | <p>(d) 評核獨立非執行董事之獨立身分及審閱獨立非執行董事之獨立身分年度確認書，並於企業管治報告內披露其審閱結果；</p> |
| <p>(e) to regularly review the time required from a Director to perform his responsibilities;</p> | <p>(e) 定期檢討董事履行職責所需時間；</p> |
| <p>(f) to make recommendations to the Board on relevant matters relating to the appointment or re-appointment of the Directors and succession planning for the Directors in particular the chairman of the Board and the chief executive;</p> | <p>(f) 就委任或重新委任董事及董事繼任計劃(尤其是董事會主席及最高行政人員)等有關事宜向董事會提出推薦建議；</p> |
| <p>(g) to do any such things to enable the Nomination Committee to discharge its powers and functions conferred on it by the Board; and</p> | <p>(g) 進行任何使提名委員會能履行其獲董事會賦予之權力及功能之事情；及</p> |
| <p>(h) to conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the Company's constitution or imposed by legislation.</p> | <p>(h) 遵守董事會不時發出或本公司章程載述或法例施加之任何規定、指引及規例。</p> |

In 2012, prior to the setting up of the Nomination Committee, the Board as a whole is responsible for the said duties of the Nomination Committee.

於二零一二年，設立提名委員會前，董事會整體負責提名委員會之上述職務。

During the year, meetings were held by the Nomination Committee to, among other things, review the structure, size and composition of the board, make recommendation for appointment of the Director, assess the independence of each of the independent non-executive Directors and formulate the board diversity policy and recommend to the board for approval. The Nomination Committee reviewed the board diversity policy to

提名委員會於年內舉行多次會議，以(其中包括)檢討董事會架構、人數及成員組合、就委任董事提出推薦建議、評估各獨立非執行董事之獨立身分以及制訂董事會多元化政策，並向董事會提出推薦建議以待批准。提名委員會已檢討

ensure its effectiveness and considered the Group achieved the policy since its adoption. The following table shows the attendance of the Nomination Committee members at the Nomination Committee meetings held during the year:

董事會多元化政策，以確保其效益，並認為本集團自採納以來已達致有關政策。下表列示各提名委員會個別成員於年內出席提名委員會會議之紀錄：

		Number of Nomination Committee meetings attended (2 in total) 出席提名委員會 會議次數(合共2次)
Mr. WONG Chun Hung, <i>Chairman</i>	黃鎮雄先生，主席	2/2
Mr. ZHENG Zhen	鄭楨先生	2/2
Mr. TO Langa Samuelson	杜朗加先生	2/2

Audit Committee

The Audit Committee comprises of three independent non-executive Directors, Mr. Wong Chun Hung, Mr. Zheng Zhen and Mr. To Langa Samuelson.

審核委員會

審核委員會成員包括三名獨立非執行董事黃鎮雄先生、鄭楨先生及杜朗加先生。

The number of Audit Committee meetings held during the year ended 31 December 2016 and the Audit Committee members' respective attendance records are summarised as follows:

截至二零一六年十二月三十一日止年度內舉行之審核委員會會議次數及各審核委員會成員之出席紀錄概述如下：

		Number of Audit Committee meetings attended (3 in total) 出席審核委員會 會議次數(合共3次)
Mr. WONG Chun Hung, <i>Chairman</i>	黃鎮雄先生，主席	3/3
Mr. ZHENG Zhen	鄭楨先生	3/3
Mr. TO Langa Samuelson	杜朗加先生	3/3

The role and function of the Audit Committee are:

審核委員會之角色及職能：

Relationship with the Company's auditors

與本公司核數師之關係

- (a) to be primarily responsible for making recommendation to the Board on the appointment, re-appointment and removal of the external auditor and to approve the remuneration and terms of engagement of the external auditor, and any questions of resignation or dismissal of that auditor;
- (b) to review and monitor the external auditors' independence and objectivity and the effectiveness of the audit process in accordance with applicable standard. The Audit Committee should discuss with the external auditor before the audit commences, the nature and scope of the audit and reporting obligations, and ensure co-ordination where more than one audit firm is involved;
- (c) to develop and implement policy on the engagement of an external auditor to supply non-audit services. For this purpose, external auditor shall include any entity that is under common control, ownership or management with the audit firm or any entity that a reasonable and informed third party having knowledge of all relevant information would reasonably conclude as part of the audit firm nationally or internationally. The Audit Committee should report to the Board, identifying any matters in respect of which it considers that action or improvement is needed and making recommendations as to the steps to be taken; and
- (d) to act as the key representative body for overseeing the Company's relations with the external auditor.

- (a) 主要負責就委任、續聘及罷免外聘核數師向董事會提出推薦建議、審批外聘核數師之酬金及委聘條款，以及任何有關核數師辭任或罷免之問題；
- (b) 按照適用準則檢討及監控外聘核數師之獨立性及客觀性以及審核程序之成效。審核委員會應於審核開始前先行與外聘核數師討論審核及申報責任之性質及範圍，並在多於一家核數師行參與核數工作時進行協調；
- (c) 就委聘外聘核數師提供非核數服務制訂及執行有關政策。就此目的而言，外聘核數師包括受核數師行共同控制、擁有或管理之任何實體，或一名合理及知情第三方知悉其所有相關資料而於全國或國際層面上將其合理概括為該核數師行一部分之任何實體。審核委員會應向董事會匯報，識別其認為需採取行動或作出改善之任何事宜，並就此提出推薦建議；及
- (d) 擔任監察本公司與外聘核數師之間關係的主要代表。

Review of financial information of the Company

審閱本公司之財務資料

- (e) to monitor integrity of financial statements of the Company and the Company's annual report and accounts, interim report and, if preparation for publication quarterly reports, and to review significant financial reporting judgements contained in them. In this regard, in reviewing the Company's annual report and accounts, interim report and if prepared for publication, quarterly reports before submission to the Board, the Audit Committee should focus particularly on:
 - (i) any changes in accounting policies and practices;
 - (ii) major judgemental areas;

- (e) 監察本公司財務報表、本公司年度報告及賬目、中期報告及(如需編製以供刊發)季度報告之完整性，並審閱當中所載之重大財務申報判斷。就此而言，向董事會提呈本公司年度報告及賬目、中期報告及(如需編製以供刊發)季度報告前先進進行審閱，審核委員會尤應着眼於以下各項：
 - (i) 會計政策及慣例之任何變動；
 - (ii) 主要判斷範圍；

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| <p>(iii) significant adjustments resulting from the audit;</p> <p>(iv) the going concern assumption and any qualifications;</p> <p>(v) compliance with accounting standards; and</p> <p>(vi) compliance with the Listing Rules and legal requirements in relation to financial reporting;</p> | <p>(iii) 因審核而產生之重大調整；</p> <p>(iv) 持續經營假設及任何保留意見；</p> <p>(v) 是否遵守會計準則之規定；及</p> <p>(vi) 是否遵守上市規則及涉及財務申報之法律規定；</p> |
| <p>(f) as regards to (e) above:</p> <p>(i) members of the Audit Committee must liaise with the Board, the Company's senior management and the person appointed as the Company's qualified accountant and the Audit Committee must meet, at least twice a year, with the Company's external auditors; and</p> <p>(ii) the Audit Committee should consider any significant or unusual items that are, or may need to be, reflected in such reports and accounts and must give due consideration to any matters that have been raised by the Company's staff responsible for the accounting and financial reporting function, compliance officer or external auditors;</p> | <p>(f) 就上文(e)項而言：</p> <p>(i) 審核委員會成員須與董事會、本公司高級管理層及獲委任為本公司合資格會計師之人士聯絡，而審核委員會每年最少與本公司外聘核數師會面兩次；及</p> <p>(ii) 審核委員會應考慮任何於該等報告及賬目中反映或可能須於其中反映之重大或不尋常項目，並審慎考慮本公司負責會計及財務申報職能之員工、合規主任或外聘核數師所提出之任何事宜；</p> |

Oversight of the Group's financial reporting system, risk management and internal control systems

監察本集團之財務申報系統、風險管理及內部監控系統

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| <p>(g) to review the Group's financial controls, and unless expressly addressed by a separate board risk committee, or by the Board itself, to review the Group's risk management and internal control systems;</p> <p>(h) to discuss the risk management and internal control systems with the management to ensure that management has performed its duty to have effective systems. This discussion should include the adequacy of resources, staff qualifications and experience, training programmes and budget of the Group's accounting and financial reporting function;</p> <p>(i) to consider major investigation findings on risk management and internal control matters as delegated by the Board or on its own initiative and management's response to these findings;</p> | <p>(g) 檢討本集團之財務監控，以及(除非一個獨立董事風險委員會或董事會本身明確提出)檢討本集團之風險管理及內部監控系統；</p> <p>(h) 與管理層討論風險管理及內部監控系統，確保管理層已履行其維護有效系統之職責。此討論應包括資源充裕程度、員工資格及經驗、培訓計劃及本集團之會計及財務報告職能預算；</p> <p>(i) 應董事會要求或主動考慮有關風險管理及內部監控事宜之主要調查結果及管理層對該等結果之回應；</p> |
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| <p>(j) where an internal audit function exists, to ensure coordination between the internal and external auditors, and to ensure that the internal audit function is adequately resourced and has appropriate standing within the Group, and to review and monitor its effectiveness;</p> | <p>(j) 倘存在內部審核職能，則須確保內部及外聘核數師通力合作，並確保內部審核職能獲分配足夠資源及於本集團有適當地位，以及檢討及監察內部審核職能之成效；</p> |
| <p>(k) to review the Group's financial and accounting policies and practices;</p> | <p>(k) 審閱本集團之財務及會計政策及慣例；</p> |
| <p>(l) to review the external auditor's management letter, any material queries raised by the auditor to management in respect of the accounting records, financial accounts or systems of control and management's response;</p> | <p>(l) 審閱外聘核數師之管理層函件、核數師就會計記錄、財務賬目或監控系統向管理層提出之任何重大疑問及管理層之回應；</p> |
| <p>(m) to ensure that the Board will provide a timely response to the issues raised in the external auditor's management letter;</p> | <p>(m) 確保董事會適時回應外聘核數師於管理層函件中提出之問題；</p> |
| <p>(n) to report to the Board on the matters set out in this terms of reference;</p> | <p>(n) 向董事會匯報本職權範圍所載之事宜；</p> |
| <p>(o) to review the Company's arrangements for its employees can use, in confidence, to raise concerns about possible improprieties in financial reporting, internal control or other matters. The Audit Committee shall ensure that proper arrangements are in place for fair and independent investigation of these matters and for appropriate follow-up action; and</p> | <p>(o) 檢討以下由本公司作出之安排：本公司僱員可在保密情況下就財務申報、內部監控或其他事宜懷疑發生之不正當行為提出關注。審核委員會應確保有適當安排，讓本公司對此等事宜作出公平獨立之調查及採取適當跟進行動；及</p> |
| <p>(p) to consider other topics, as defined by the Board.</p> | <p>(p) 考慮董事會所界定之其他議題。</p> |

Corporate Governance Functions

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| <p>(q) to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board;</p> | <p>(q) 制定及檢討本公司的企業管治政策及常規，並向董事會提出推薦建議；</p> |
| <p>(r) to review and monitor the training and continuous professional development of the Directors and senior management;</p> | <p>(r) 檢討及監察董事及高級管理人員之培訓及持續專業發展；</p> |
| <p>(s) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;</p> | <p>(s) 檢討及監察本公司在遵守法律及監管規定方面之政策及常規；</p> |
| <p>(t) to develop, review and monitor the code of conduct and compliance manual applicable to employees and the Directors; and</p> | <p>(t) 制定、檢討及監察適用於僱員及董事之操守準則及合規手冊；及</p> |
| <p>(u) to review the Company's compliance with the code and disclosure in the Corporate Governance Report.</p> | <p>(u) 檢討本公司遵守「企業管治報告」內之守則及披露規定。</p> |

During the year, the Audit Committee has reviewed the half-yearly and annual financial results and reports as well as the Company's risk management and internal control review report. The Audit Committee also met the external auditor and monitored the appointment of external auditor. Besides, the Audit Committee performed the corporate governance duties as delegated by the Board as discussed above.

There is no disagreement between the Board and the Audit Committee during the year.

AUDITOR'S REMUNERATION

For the year ended 31 December 2016, the total remuneration paid to Zenith CPA Limited was HK\$2,080,000 for audit services and non-audit services provided for the Company. Such total remuneration included HK\$1,500,000 for audit fee, which was approved by the Board, HK\$300,000 for review of interim results and HK\$280,000 for other non-audit services.

DIRECTORS' RESPONSIBILITY FOR THE GROUP'S FINANCIAL REPORTING

The Directors acknowledge their responsibilities for the preparation of financial statements of the Group which are prepared in accordance with the relevant statutory requirements and applicable accounting standards in force, and are published in a timely manner. The Directors are responsible for selecting and applying on a consistent basis suitable accounting policies and ensuring timely adoption of Hong Kong Accounting Standards and Hong Kong Financial Reporting Standards.

The Board understands the importance of presenting a clear and comprehensive assessment of the Group's overall performance, financial positions as well as prospects in a timely manner; and the Board is pleased to report that, so far, the annual and interim results of the Group are announced within the three months and two months limit respectively after the end of the relevant periods.

年內，審核委員會已審閱半年及全年財務業績及報告以及本公司之風險管理及內部監控審閱報告。審核委員會亦曾會見外聘核數師，並監察外聘核數師之委任。此外，審核委員會已履行上文所詳述獲董事會轉授之企業管治職責。

董事會與審核委員會於年內並無意見分歧。

核數師酬金

截至二零一六年十二月三十一日止年度，就向本公司提供之審核服務及非審核服務已支付予誠豐會計師事務所有限公司之酬金總額為2,080,000港元。該酬金總額包括1,500,000港元之核數費(已獲董事會批准)、300,000港元之中期業績審閱及280,000港元之其他非審核服務。

董事就本集團財務報告須承擔之責任

董事察悉彼等有責任按照相關法定規定及適用和有效之會計準則編製本集團之財務報表，並適時刊發有關財務報表。董事負責選擇及貫徹應用合適之會計政策，並確保適時採納香港會計準則及香港財務報告準則。

董事會深明按時呈報有關本集團整體表現、財務狀況及前景之清晰全面評估之重要性；而董事會欣然報告，迄今為止，本集團之全年及中期業績分別於有關期間結束後三個月及兩個月限期內作出公告。

RISK MANAGEMENT AND INTERNAL CONTROLS

The Board acknowledges its responsibility in (i) maintaining the risk management and internal control system for the Group to safeguard the investments of the Shareholders and assets of the Group at all times; and (ii) evaluating the effectiveness of such system. The system of internal control aims to help achieving the Group's business objectives, safeguarding assets and maintaining proper accounting records for provision of reliable financial information. However, the design of the system is to provide reasonable, but not absolute, assurance against material misstatement in the financial statements or loss of assets and to manage, rather than eliminate, the risks of failure when business objectives are being sought.

Main Features

Described below are the main features of the Group's risk management and internal control framework:

Control Environment

- The Directors and senior management are committed to developing and maintaining high professional and ethical standards and the Group provides sufficient training to accounting and financial personnel to keep pace with the growth and/or complexity of the business.

Risk Assessment

- Mechanisms are in place to identify and assess the risks of fraud that affect achievement of the Group's objectives.
- Any risk identified should be reported to the Audit Committee and the Board and be investigated. Immediate action should be taken to mitigate the risk.

Information and Communication

- Administrative information system provides necessary information to an appropriate employee of the Group at the necessary level of detail on a timely basis.
- Channels are established for employees of the Group to communicate suspected improprieties upstream through other than a direct supervisor.

風險管理及內部監控

董事會知悉其有責任(i)維持本集團之風險管理及內部監控制度，使股東投資及本集團資產在任何時間均得到保障；及(ii)評估有關制度之成效。內部監控制度旨在協助本集團達致業務目標、保障資產及保存妥善會計記錄，以提供可靠財務資料。然而，該制度旨在就財務報表不會存有重大錯誤陳述或資產損失提供合理但非絕對之保證，並於追求業務目標時控制但非撇除失敗風險。

主要特點

本集團風險管理及內部監控架構之主要特點闡述如下：

監控環境

- 董事及高級管理層致力提升並維持優秀之專業及操守水平，本集團亦向會計及財務人員提供足夠培訓，以應付日益增長及／或複雜之業務。

風險評估

- 本集團設有確定並評估可能影響其達成目標的欺詐風險之機制。
- 本集團會向審核委員會及董事會匯報所確定之風險以進行調查，並立即採取行動減輕風險。

資料及溝通

- 行政資料系統向本集團適當僱員迅速提供內容切合需要之所需資料。
- 本集團設有讓僱員向直屬上司以外的上級舉報懷疑不當行為之渠道。

Control Activities

- Policies and procedures are laid down for key business processes for ensuring management directives are carried out.
- Control activities include segregation of duties, authorization, physical count, access control, documentation and records, etc.

Monitoring

- Ongoing assessment of control systems' performance is carried out.
- Professional third party is engaged to assess and comment on the adequacy and effectiveness of the risk management and internal control systems.

Identity, Evaluating and Managing Significant Risks

The management has regular meetings with officers from different operation divisions to identify significant risks and to discuss the likelihood of occurrence, the impact of such risks and risk mitigation strategic. The management then reports to the Audit Committee and the Board with recommendations and mitigation measures. The Board is responsible for determining the risk mitigating strategy.

Internal Audit

The Group has outsourced the internal audit function by engaging a professional third party to assess and comment on the adequacy and effectiveness of the risk management and internal control systems during the year. There was no significant deficiencies in risk management and internal controls reported by such professional third party.

Handling and Dissemination of Inside Information

In relation to the handling and dissemination of inside information under the SFO, the Group has established the policy of disclosure of inside information as an integrated part of its risk management and internal control policy to provide guidance for reporting and disclosure of inside information. Such policy, together with the "Guidelines on Disclosure of Inside Information" issued by Securities and Futures Commission, are also distributed across all relevant divisions and employees who are likely to be in possession of inside information. Under such policy, the Directors or management shall report any potential inside information to the Board as soon as possible, so that the Board can determine whether the matter or its development is inside information and make disclosure whenever necessary.

監控活動

- 本集團設有主要業務政策及程序，確保管理指令得到履行。
- 監控活動包括分散職責、授權、實體點算、控制存取、文件記錄等。

監察

- 本集團會不斷評估監控制度之效能。
- 本集團會聘用第三方專業人士評估風險管理及內部監控制度是否足夠及有效，並提供意見。

確定、評估及管理重大風險

管理層定期與各業務部門人員舉行會議，以確定重大風險，並討論風險實現之可能性、影響及減輕之策略。管理層其後向審核委員會及董事會匯報建議及減輕措施。董事會負責釐定減輕風險之策略。

內部審核

本集團於年內外判內部審核職能，聘用第三方專業人士評估風險管理及內部監控制度是否足夠及有效，並提供意見。該第三方專業人士並無匯報風險管理及內部監控有任何重大缺陷。

處理及發佈內幕消息

就處理及發佈證券及期貨條例項下之內幕消息而言，本集團已制定披露內幕消息之政策，作為其風險管理及內部監控政策之一環，為匯報及披露內幕消息提供指引。本集團亦已向所有可能管有內幕消息之相關部門及僱員分發有關政策連同由證券及期貨事務監察委員會頒佈之內幕消息披露指引。根據有關政策，董事或管理層應盡快向董事會匯報任何潛在內幕消息，以便董事會決定有關事宜或其發展是否內幕消息，並於有需要時作出披露。

Review of Effectiveness

The Audit Committee also reviews internal control issues identified by external auditor, regulatory authorities, the management and the outsourced internal audit function and evaluates the adequacy and effectiveness of the Group's risk management and internal control systems at least annually. The Audit Committee in turn reports any material issues to the Board.

The Board has conducted review on the effectiveness of the risk management and internal control system of the Group for the year ended 31 December 2016, covering all material controls in the financial, operational and compliance controls. The review also considered the adequacy of resources, staff qualifications and experience, training programs and budget of the Group's accounting, internal audit and financial reporting functions. The Board considers the risk management and internal control system effective and adequate. The Board confirms that the Group has complied with the Code Provisions on risk management and internal control as set out in the CG Code throughout the year ended 31 December 2016.

COMPANY SECRETARY

Ms. Zhang Tan Fung ("Ms. Zhang") has been appointed as the Company Secretary since 24 November 2014. Ms. Zhang is a fellow member of the Hong Kong Institute of Certified Public Accountants and has extensive experience in accounting and internal control, corporate secretarial services and corporate administration. The Company Secretary reports to the Board and is responsible for advising the Board on corporate governance matters and ensuring board procedures are followed. The appointment and dismissal of the Company Secretary are subject to the Board approval in accordance with the Company's Bye-Laws.

According to Rule 3.29 of the Listing Rules, Ms. Zhang has taken more than 15 hours of relevant professional training during the year ended 31 December 2016.

COMMUNICATION WITH SHAREHOLDERS

The Board maintains an on-going dialogue with the Shareholders through annual general meetings or special general meetings and Shareholders are encouraged to participate.

檢討成效

審核委員會亦會審閱由外聘核數師、監管機關、管理團隊及外聘內部審核職能提出之內部監控制度事項，並最少每年評估本集團風險管理及內部監控制度是否充足有效。審核委員會繼而向董事會匯報任何重大事項。

於截至二零一六年十二月三十一日止年度，董事會已就本集團之風險管理及內部監控制度之成效進行檢討，範圍涵蓋一切重大監控層面，包括財務、營運及遵例監控。董事會亦已於檢討中考慮本集團會計、內部審核及財務申報職能之資源、員工資格及經驗、培訓計劃以及預算是否足夠。董事會認為該風險管理及內部監控制度充足有效。董事會確認，本集團於截至二零一六年十二月三十一日止年度一直遵守企業管治守則內有關風險管理及內部監控之守則條文。

公司秘書

張丹鳳女士（「張女士」）於二零一四年十一月二十四日獲委任為公司秘書。張女士為香港會計師公會會員，於會計及內部監控、公司秘書服務及公司管理方面擁有豐富經驗。公司秘書向董事會匯報並負責就企業管治事宜向董事會提供建議，確保遵守董事會程序。公司秘書之委任及解聘須待董事會按照本公司之公司細則批准後，方可作實。

根據上市規則第3.29條，張女士於截至二零一六年十二月三十一日止年度已接受逾15小時之相關專業培訓。

與股東之溝通

董事會透過股東週年大會或股東特別大會與股東保持緊密聯繫。本集團鼓勵股東參與股東大會。

Shareholders' Communication Policy

On 30 March 2012, the Board adopted a Shareholders' Communication Policy to comply with the updated Listing Rules and to reflect mostly the current communication practices of the Company with its Shareholders. Such policy aims to (i) promote effective communication with Shareholders and other stakeholders; (ii) encourage Shareholders to engage actively with the Company; and (iii) enable Shareholders to exercise their rights as Shareholders effectively. However, the Board will review the Shareholders' Communication Policy on a regular basis to ensure its effectiveness and compliance with the prevailing regulatory and other requirements.

The Company established a range of communication channels to provide its Shareholders and stakeholders with balanced and understandable information about the Company. These include annual general meeting, annual report, interim report, various notices, announcements and circulars. The annual general meeting and other general meetings of the Company are primary forum for communication between the Company and its Shareholders. The Company shall provide Shareholders with relevant information on the resolution(s) proposed at a general meeting in a timely manner in accordance with the Listing Rules. The information provided shall be reasonably necessary to enable Shareholders to make an informed decision on the proposed resolution(s).

SHAREHOLDERS' RIGHTS

Procedures for Shareholders to Convene a Special General Meeting

Pursuant to the Companies Act 1981 of Bermuda, a special general meeting shall be convened by the members of the Company holding at the date of the deposit of the requisition not less than one-tenth (10%) of such of the paid-up capital of the company as at the date of the deposit carries the right of voting at general meetings of the Company. The requisitionists must submit their requisition in writing, in which it must state the objects of the meeting, and be duly signed by the requisitionists, mailed and deposited at Units 3301-03, 33/F., West Tower Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong (attention of the Company Secretary).

股東通訊政策

於二零一二年三月三十日，董事會採納股東通訊政策，以遵守最新上市規則及主要反映本公司現時與股東通訊之慣例。有關政策旨在(i)促進股東與其他持份者之間有效溝通；(ii)鼓勵股東積極關注本公司；及(iii)讓股東有效行使彼等作為股東之權利。然而，董事會將定期檢討股東通訊政策，以確保其成效以及遵守現行法規及其他規定。

本公司設立多種通訊渠道，以向其股東及持份者提供中肯及容易理解之本公司資料。該等資料包括股東週年大會、年報、中期報告、各種通告、公告及通函。本公司之股東週年大會及其他股東大會為本公司與其股東溝通之首要平台。本公司應按照上市規則適時向股東提供於股東大會上提呈之決議案之相關資料。所提供資料應為合理需要之資料，以便股東就所提呈之決議案作出知情決定。

股東權利

股東召開股東特別大會之程序

根據百慕達一九八一年公司法，倘本公司股東於提呈請求當日持有於提呈當日有權於本公司股東大會上表決之本公司繳足股本不少於十分之一(10%)，則可召開股東特別大會。要求人必須以書面形式提交請求，當中必須列明會議目的及經由要求人正式簽署，郵寄及送交香港上環干諾道中168-200號信德中心西座33樓3301-03室，收件人註明公司秘書。

If the Directors do not within 21 days from the date of the deposit of the requisition proceed duly to convene a meeting for a day not more than 28 days after the date on which the notice convening the meeting is given, the requisitionists, or any of them representing more than one-half of the total voting rights of all of them, may themselves convene a meeting, but any meeting so convened shall not be held after the expiration of 3 months from the said date. Any reasonable expenses incurred by the requisitionists by reason of the failure of the Directors duly to convene a meeting shall be repaid to the requisitionists by the Company.

Procedures for Putting Forward Proposals at General Meetings by Shareholders

Pursuant to the Companies Act 1981 of Bermuda, proposals at Shareholders' meetings can be put forward by the members of the Company holding at the date of the submission of the proposals not less than one-twentieth (5%) of such of the paid-up capital of the company as at the date of the submission carries the right of voting at general meetings of the company; or not less than 100 Shareholders.

The submission of the proposals must be made within 3 business days after a notice of the Shareholders' meeting have been served to all registered Shareholders by the Board. The proposals must be written and must state the objects of the proposals, and must be signed by the proposers, and mailed and deposited at Units 3301-03, 33/F., West Tower Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong (attention of the Company Secretary); and may consist of several documents in like form, each signed by one or more proposers.

The proposals will be verified with the Company's share registrar and upon its confirmation that the proposals are proper and in order, the Company Secretary will ask the Board to update the resolutions by serving sufficient notice in accordance with the statutory requirements to all registered Shareholders, provided that the proposers have deposited a sum of money reasonably sufficient to meet the Company's expenses involved in publishing supplementary circular and updating related resolutions. On the contrary, if the requisition has been verified as not in order, the proposer will be advised of this outcome and accordingly, no resolution will be updated as requested.

若董事在提呈請求當日後21天內，未能於發出召開會議通知當日後不多於28天之日子正式召開會議，則要求人或任何其中代表超過半數總表決權之股東可自行召開會議，惟如此召開之任何會議須於由上述日期起計三個月屆滿後舉行。因董事未能妥為召開會議而導致要求人產生之任何合理費用，均須由本公司償還予要求人。

股東於股東大會上遞交建議書之程序

根據百慕達一九八一年公司法，倘本公司股東於遞交建議書當日持有於遞交當日有權於本公司股東大會上表決之本公司繳足股本不少於二十分之一(5%)或不少於100名股東，則可於股東大會上遞交建議書。

建議書須於董事會向全體登記股東送達股東大會通知後三個營業日內遞交。建議書須為書面形式，並須列明建議書目的及經由提議人簽署，郵寄及送交香港上環干諾道中168-200號信德中心西座33樓3301-03室，收件人註明公司秘書，並可由一式多份，且每份由一名或多名提議人簽署之文件組成。

有關建議書將由本公司之股份登記處核實，倘建議書獲確認屬妥善及適宜，則公司秘書將要求董事會按照法定規定，給予全體登記股東足夠通知期，以更新決議案，惟提議人須繳存合理足夠款項，用以支付本公司因刊發補充通函及更新有關決議案而產生之開支。反之，若有關請求經核實為不符合程序，則提議人將獲通知有關結果，而決議案將不會應要求更新。

Procedures for Sending Enquiries to the Board

Shareholders may send written enquiries to the Company, for the attention of the Company Secretary, by email: pplhk@ppl.com.hk, fax: (852) 2114 0292, or mail to Units 3301-03, 33/F., West Tower Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong.

INVESTOR RELATIONS

The Company maintains a website at www.irasia.com/listco/hk/ppl, where information of the Company including the list of Directors, announcements, circulars and reports released to the Stock Exchange and other information are posted. Information on the Company's website will be updated from time to time.

There was no amendment made to the constitutional documents of the Company during the year.

向董事會提出查詢之程序

股東可透過以下方式將書面查詢發送至本公司，收件人註明公司秘書：發電郵至 pplhk@ppl.com.hk，或傳真至(852) 2114 0292，或郵寄至香港上環干諾道中168-200號信德中心西座33樓3301-03室。

投資者關係

本公司設有網站www.irasia.com/listco/hk/ppl，以提供本公司資料，包括向聯交所發放之董事名單、公告、通函及報告以及其他資料。本公司將不時更新網站所載資料。

年內概無就本公司憲章文件作出任何修訂。

REPORT OF THE DIRECTORS

董事會報告

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

PRINCIPAL ACTIVITIES

The Company was incorporated in Bermuda as an exempted company with limited liability and its shares are listed on the Stock Exchange. The address of its registered office is Canon's Court, 22 Victoria Street Hamilton, HM 12, Bermuda. The principal place of business of the Company is Units 3301-3303, 33/F., West Tower Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong.

The principal activity of the Company is investment holding and through its subsidiaries, engaging in operation of P2P financing platform and other loan facilitation services, money lending and provision of credit, provision of corporate secretarial and consultancy services (which ceased on 4 July 2016), securities investments and forestry business (which ceased on 28 June 2016). The activities and the particulars of the principal subsidiaries are set out in note 1 to the financial statements.

BUSINESS REVIEW

The discussion and analysis of principal activities of the Group as required by Schedule 5 of the Hong Kong Companies Ordinance (Chapter 622 of the Laws of Hong Kong), including financial key performance indicators, a fair review of the Company's business, a description of principal risks and uncertainties facing the Company and future development in the Company's business, can be found in "Financial Results", "Business Review", "Outlook" and "Principal Risks and Uncertainties" sections under the "Letter from the Board" of this annual report.

KEY RELATIONSHIPS

(a) Employee

Employees are the most valuable assets of the Group. The Group provides in-house training programs to enhance skills and job knowledge of its employees. The Group also reviews the performance of its employees from time to time and rewards the recognised performance with bonuses. In addition to remuneration, the Group provides share option scheme as incentives and other employee benefits including retirement benefits scheme and medical insurance to its employees.

董事提呈彼等之報告連同截至二零一六年十二月三十一日止年度之經審核財務報表。

主要業務

本公司為於百慕達註冊成立之獲豁免有限責任公司，其股份於聯交所上市。本公司註冊辦事處之地址為Canon's Court, 22 Victoria Street Hamilton, HM 12, Bermuda，而主要營業地點則為香港上環干諾道中168-200號信德中心西座33樓3301-3303室。

本公司主要從事投資控股以及透過其附屬公司從事經營P2P融資平台及其他貸款中介服務、借貸及提供信貸、提供企業秘書與諮詢服務(於二零一六年七月四日終止)、證券投資及森林業務(於二零一六年六月二十八日終止)。主要附屬公司之業務及詳情載於財務報表附註1。

業務回顧

香港法例第622章香港公司條例附表5所規定本集團主要活動之討論及分析，包括關鍵財務表現指標、對本公司業務之中肯審視、對本公司面對之主要風險及不明朗因素之描述及本公司業務之未來發展，於本年報「董事會函件」中「財務業績」、「業務回顧」、「展望」及「主要風險及不明朗因素」等節披露。

主要關係

(a) 僱員

僱員乃本集團之最寶貴資產。本集團提供在職培訓計劃以提高其僱員之技能及工作知識。本集團亦不時審視其僱員表現並以花紅獎勵獲認可表現。除薪酬外，本集團向僱員提供購股權計劃(作為獎勵)及其他僱員福利，包括退休福利計劃及醫療保險。

(b) Customers

The principal customers of the Group are from operation of P2P financing platform and other loan facilitation service business, money lending and provision of credit business and provision of corporate secretarial and consultancy services business. The Group is committed to offer full range services to its customers with critical and professional attitude and maintains effective communication with the customers in order to provide excellent services.

(c) Suppliers

The Group has good standing and long-term relationship with its suppliers. The Group makes payments to the suppliers promptly for better negotiation in price and maintains good communication with the suppliers.

(b) 客戶

本集團之主要客戶來自經營P2P融資平台及其他貸款中介服務業務、借貸及提供信貸業務以及提供企業秘書及諮詢服務業務。本集團致力以關鍵及專業態度向客戶提供全方位服務及維持與客戶之有效溝通，以提供卓越的服務。

(c) 供應商

本集團與供應商保持良好信譽及長期合作關係。本集團及時向供應商付款以更好地磋商價格及與供應商保持良好溝通。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE POLICIES

It is the Company's belief that improvements in environmental, social and governance ("ESG") matters will enhance the long term performance of the Company as well as the benefits of the Company's primary stakeholders, which include the Shareholders, customers, employees, suppliers and other business partners. Taking environmental policy as an example, the Group is committed to build up an environmental-friendly working environment by promoting energy savings in the offices and collecting waste papers for recycling. The Group will continue to make efforts to minimise its operational impact on the environment and the use of natural resources. An ESG report will be published separately on the Company's website to report the Company's ESG policies and its compliance with the "comply or explain" provisions set out in the ESG Reporting Guide contained in Appendix 27 of the Listing Rules for the year ended 31 December 2016. The said ESG report is expected to be published on the Company's website no later than the end of July 2017.

COMPLIANCE WITH LAWS AND REGULATIONS

For the year ended 31 December 2016, the Group, to the best of our knowledge, has complied with the Money Lenders Ordinance, the Hong Kong Companies Ordinance, the Listing Rules, the SFO, the Companies Act 1981 of Bermuda, laws in the PNG for the forestry business and other relevant laws and regulations.

環境、社會及管治政策

本公司相信，環境、社會及管治（「環境、社會及管治」）方面之改進有助提升本公司長遠表現，同時對本公司主要持份者（包括股東、客戶、僱員、供應商及其他業務夥伴）有利。以環境政策為例，本集團致力建立環境友好型工作環境，在辦公室推廣節約能源及收集廢紙作回收。本集團將繼續盡力減少其營運對環境及自然資源之使用影響。本公司將於其網站另行登載環境、社會及管治報告，以匯報其於截至二零一六年十二月三十一止年度之環境、社會及管治政策以及遵守上市規則附錄二十七環境、社會及管治報告指引所載「不遵守就解釋」條文之情況。本公司預期將最遲於二零一七年七月底在其網站登載上述環境、社會及管治報告。

遵守法律及法規

於截至二零一六年十二月三十一日止年度，就我們所深知，本集團已遵守放債人條例、香港公司條例、上市規則、證券及期貨條例、百慕達一九八一年公司法、巴布亞新畿內亞關於森林業務之法律以及其他相關法律及法規。

STRUCTURED CONTRACTS

Beijing Huiju Wealth Management Consultant Company Limited# (北京滙聚財富管理諮詢有限公司) (“Beijing Huiju Management”)

The P2P online financing platform in the PRC is a platform matching borrowers with private lenders for various financial products through the internet and it is managed by Beijing Huiju Management. The Group only participates in providing matching services between lenders and borrowers and therefore does not require a money lending license to conduct its business. However, the Group is required to hold a valid internet content provider (“ICP”) license to run the P2P platform. The operation of the P2P platform is a kind of value-added telecommunications business in the PRC and the current PRC laws and regulations place certain restrictions on foreign ownership of companies on such business. As such, as at the completion of the P2P Acquisition, Beijing Huiju Management, Beijing Huiju Financial Consulting Co. Limited# (北京滙聚融通財務顧問有限公司) (“Beijing Huiju Financial”), a foreign enterprise established in the PRC with limited liability which is a 96% indirectly owned subsidiary of the Company, and/or the registered shareholder of Beijing Huiju Management (the “Registered Shareholder(s)”) or the Registered Shareholder’s shareholders entered into the Structured Contracts, which enable the financial results, the entire economic benefits and risks of the businesses of Beijing Huiju Management to flow onto Beijing Huiju Financial and enable Beijing Huiju Financial to gain the controlling right of Beijing Huiju Management. The ICP license is currently possessed by Beijing Huiju Management which acts as an operating company. In the event of default by borrowers, Beijing Huiju Management will, on a best effort basis, identify independent debt buyers through business referrals to acquire the defaulted loans from the lenders on the P2P platform.

Before 21 July 2016, the Registered Shareholder was Beijing KangDingAo Hospital Investment Management Company Limited# (北京康鼎澳醫院投資管理有限公司). Since 21 July 2016, the Registered Shareholders have been changed to Mr. Guo Junfeng, being the general manager of Beijing Huiju Financial (the “Change of the Registered Shareholders”). Currently Beijing Huiju Management is owned as to 99% by Mr. Guo Junfeng and 1% by Mr. Dong Zhitian.

For the year ended 31 December 2016, Beijing Huiju Management recorded revenue and a net profit of approximately RMB41,278,000 and RMB11,902,000 respectively (2015: revenue and a net loss of approximately RMB4,138,000 and RMB65,371,000 respectively).

The English names of the Chinese entities are translation of their Chinese names and are included herein for identification purpose only.

結構合約

北京滙聚財富管理諮詢有限公司(「北京滙聚財富管理」)

中國之P2P網上融資平台為透過互聯網就各種金融產品配對借款人與私人貸款人之平台，由北京滙聚財富管理負責管理。本集團僅參與提供借款人與貸款人間之配對服務，因此無須放債牌照亦可進行其業務。然而，本集團須持有有效之互聯網內容供應商(「互聯網內容供應商」)牌照經營P2P平台。經營P2P平台為一種中國增值電信業務，而當前中國法律及法規對從事有關業務之公司之外商所有權實行若干限制。因此，於P2P收購事項完成時，北京滙聚財富管理與北京滙聚融通財務顧問有限公司(「北京滙聚融通」，在中國成立之有限責任外商獨資企業，為由本公司間接擁有96%權益之附屬公司)及／或北京滙聚財富管理之註冊股東(「註冊股東」)或註冊股東之股東訂立結構合約，使北京滙聚財富管理之財務業績、全部經濟利益及業務風險流入北京滙聚融通，並讓北京滙聚融通可獲得北京滙聚財富管理(作為經營公司)之控制權。互聯網內容供應商牌照現時由北京滙聚財富管理持有。借款人一旦拖欠還款，北京滙聚財富管理將盡最大努力透過業務轉介物色獨立買價人經P2P平台向貸款人收購拖欠貸款。

於二零一六年七月二十一日前，註冊股東為北京康鼎澳醫院投資管理有限公司。於二零一六年七月二十一日，註冊股東已更改為Guo Junfeng先生(即北京滙聚融通之總經理)(「更改註冊股東」)。目前，北京滙聚財富管理由Guo Junfeng先生及Dong Zhitian先生分別擁有99%及1%權益。

截至二零一六年十二月三十一日止年度，北京滙聚財富管理錄得收益約人民幣41,278,000元及純利約人民幣11,902,000元(二零一五年：收益約人民幣4,138,000元及虧損淨額約人民幣65,371,000元)。

於本文中，中國實體之英文名稱為其中文名稱之翻譯，僅供識別。

REPORT OF THE DIRECTORS

董事會報告

As at 31 December 2016, the total assets and net assets of Beijing Huiju Management were approximately RMB121,653,000 and RMB79,261,000 respectively (31 December 2015: total assets and net assets of approximately RMB86,599,000 and RMB67,359,000 respectively).

The following is a summary of the principal terms of the Structured Contracts subsisting during the year ended or as at 31 December 2016:

(1) Exclusive Option Agreement

Date: 2 September 2013 (superseded by a new agreement dated 21 July 2016 upon the Change of the Registered Shareholders)

Parties: The Registered Shareholder(s)
Beijing Huiju Financial
Beijing Huiju Management

Subject: The Registered Shareholder(s) irrevocably agrees, to the extent permitted under the laws of the PRC, to transfer to Beijing Huiju Financial or any persons(s) designated by Beijing Huiju Financial at any time and from time to time, all or in tranches of its equity interest in Beijing Huiju Management.

(2) Exclusive Technical Licensing and Management Service Agreement

Date: 2 September 2013 (superseded by a new agreement dated 21 July 2016 upon the change of the Registered Shareholders)

Parties: Beijing Huiju Financial
Beijing Huiju Management

Subject: Beijing Huiju Management engages Beijing Huiju Financial on an exclusive basis to provide management consultancy services in connection with the business of Beijing Huiju Management. In consideration of the provision of management consultancy services, Beijing Huiju Management will pay Beijing Huiju Financial a service fee equivalent to 100% of the income and interests of Beijing Huiju Management every year after deduction of necessary costs and expenses.

於二零一六年十二月三十一日，北京滙聚財富管理之總資產及淨資產分別約為人民幣121,653,000元及人民幣79,261,000元(二零一五年十二月三十一日：總資產及淨資產分別約為人民幣86,599,000元及人民幣67,359,000元)。

以下為於截至二零一六年十二月三十一日止年度或於該日存續之結構合約之主要條款概要：

(1) 獨家轉股期權協議

日期：二零一三年九月二日(於註冊股東更改後被日期為二零一六年七月二十一日之新協議取代)

訂約方：註冊股東
北京滙聚融通
北京滙聚財富管理

主要內容：以中國法律准許者為限，註冊股東不可撤回地同意隨時及不時將其於北京滙聚財富管理之股權全部或分批轉讓予北京滙聚融通或北京滙聚融通指定之任何人士。

(2) 獨家技術許可與管理運營服務協議

日期：二零一三年九月二日(於註冊股東更改後被日期為二零一六年七月二十一日之新協議取代)

訂約方：北京滙聚融通
北京滙聚財富管理

主要內容：北京滙聚財富管理委聘北京滙聚融通就北京滙聚財富管理之業務提供獨家管理顧問服務。北京滙聚財富管理將每年向北京滙聚融通支付相當於北京滙聚財富管理所得收入及利息100%之服務費(扣除必要成本及開支)，作為提供管理顧問服務之代價。

(3) *Shareholder Voting Right Entrustment Agreement*

Date: 2 September 2013 (superseded by a new agreement dated 21 July 2016 upon the Change of the Registered Shareholders)

Parties: The Registered Shareholder(s)
Beijing Huiju Financial
Beijing Huiju Management

Subject: The Registered Shareholder(s), among other things, irrevocably and unconditionally undertakes to authorise any person as designated by the Beijing Huiju Financial (including but not limited to the members of the board of directors of Beijing Huiju Financial and their respective successors or liquidators) to exercise on their behalf full shareholders' rights under the articles of association of Beijing Huiju Management and applicable PRC laws and regulations, including, but not limited to (i) the right to attend the shareholders' meeting; (ii) the right to sign minutes of shareholders' meeting and shareholders' resolutions; (iii) all shareholder's rights under the articles of association of Beijing Huiju Management; and (iv) the right to file documents with the relevant companies registry.

(4) *Equity Pledge Agreement*

Date: 1 April 2015 (superseded by a new agreement dated 21 July 2016 upon the Change of the Registered Shareholders)

Parties: Beijing Huiju Financial as the pledgee
The Registered Shareholder's shareholders or the Registered Shareholders upon the Change of the Registered Shareholders (the "Pledgors")
Beijing Huiju Management

(3) *股東表決權委託協議*

日期：二零一三年九月二日(於註冊股東更改後被日期為二零一六年七月二十一日之新協議取代)

訂約方：註冊股東
北京滙聚融通
北京滙聚財富管理

主要內容：註冊股東(其中包括)不可撤回及無條件地承諾，授權北京滙聚融通指定之任何人士(包括但不限於北京滙聚融通之董事會成員及彼等各自之繼承人或清盤人)根據北京滙聚財富管理之組織章程細則以及適用中國法律及規例，代其全面行使股東權利，包括但不限於(i)出席股東大會之權利；(ii)簽署股東大會會議記錄及股東決議案之權利；(iii)北京滙聚財富管理之組織章程細則下全部股東權利；及(iv)將文件提交相關公司註冊處存檔之權利。

(4) *股權質押協議*

日期：二零一五年四月一日(於註冊股東更改後被日期為二零一六年七月二十一日之新協議取代)

訂約方：北京滙聚融通(作為承押人)
註冊股東之股東或於註冊股東更改後之註冊股東(「抵押人」)
北京滙聚財富管理

Subject: The Pledgors have pledged to Beijing Huiju Financial their equity interests in the Registered Shareholder or Beijing Huiju Management upon the Change of the Registered Shareholders held by them (the “**Equity Interests**”) as security for Beijing Huiju Financial’s rights and interests granted by the Exclusive Option Agreement, Shareholder Voting Right Entrustment Agreement, and Exclusive Technical Licensing and Management Service Agreement (the “**Master Agreements**”), which include any payment (including legal expense), expense, loss, interests, liquidated damages, compensation, costs for realization of loans, costs for specific performance of the Pledgors’ contractual obligations, and liabilities incurred as results of the Master Agreements’ termination, recession, wholly or partially invalidation. Beijing Huiju Financial shall have the right to get compensation by converting the Equity Interests into money and seek preferential payments from the proceeds from the auction or sales of the Equity Interests concerned or other disposal methods as agreed by each party in accordance with relevant laws and regulations of the PRC.

主要內容：抵押人已向北京滙聚融通抵押彼等所持之註冊股東或(於註冊股東更改後)北京滙聚財富管理全部股權(「**股權**」)，作為獨家轉股期權協議、股東表決權委託協議以及獨家技術許可與管理運營服務協議(「**總協議**」)授予北京滙聚融通權利及權益之擔保，有關權利及權益包括任何付款(包括法律費用)、開支、損失、利息、算定損害賠償、補償、變現貸款之成本、強制抵押人履行合約責任之成本及因總協議終止、撤銷或全部或部分失效而產生之負債。北京滙聚融通將有權透過將股權轉換為金錢及自拍賣或銷售有關股權之所得款項尋求優先付款或訂約各方根據中國相關法律及規例協定之其他處置方式獲得補償。

(5) *Spouse Undertaking*

Date: 21 July 2016

Parties: Spouse of each married Registered Shareholder

Subject: The spouse of each married Registered Shareholder has irrevocably undertaken that she has full knowledge of and has consented to the entering into of the Structured Contracts by the Registered Shareholder.

(5) *配偶同意函*

日期：二零一六年七月二十一日

訂約方：各已婚註冊股東之配偶

主要內容：各已婚註冊股東之配偶不可撤回地承諾，彼全面知悉並同意註冊股東訂立結構合約。

During the year ended 31 December 2016 and up to the date of this report, save as disclosed above, there were no material changes to the Structured Contracts and/or the circumstances under which they were adopted, nor was there any unwinding of them or of a failure to do the same due to the restrictions that led to their adoption being removed.

於截至二零一六年十二月三十一日止年度及直至本報告日期，除上文所披露者外，結構合約及／或採納結構合約之情況並無任何重大變動，亦無因導致註銷採納結構合約之限制而解除任何結構合約或無法解除任何結構合約。

Compliance of the Structured Contracts with the PRC laws, rules and regulations for operation of P2P financing platform

Since the completion of the P2P Acquisition and up to the date of this report, there is no evidence that comes to the attention of the Company that the parties to the Structure Contracts have not performed their obligations in compliance with the Structured Contracts. Moreover, as at the date of this report, the Group has not encountered any interference or encumbrance from any governing bodies in operating its business under the Structured Contracts. Thus, the Board considered that the implementation of the Structured Contracts is satisfactory and in compliance and the Structured Contracts shall be enforceable under the PRC laws and regulations.

As disclosed in the Circular, on 19 January 2015, the Ministry of Commerce of the PRC (the “MOC”) published the draft Foreign Investment Law (the “Draft Law”) to solicit public comment, which, when finally adopted, will have significant impact on the foreign investment regime of the PRC. The Draft Law was published accompanied by the MOC’s notes on, among others, the background, guidelines and principle, and main content of the Draft Law and elaboration on several issues including the treatment of the existing structured contracts arrangement (in other words, variable interest entities arrangements or contractual arrangements) which were established before the effectiveness of the Foreign Investment Laws. Currently, Mr. Su Weibiao, the controlling shareholder of the Company, irrevocably and unconditionally undertakes to the Company that he shall at all times maintain “control” of the Company as defined in and for the purpose of the Draft Law (as promulgated or amended from time to time), currently being not less than 50% of the issued share capital of the Company based on the existing contents of the Draft Law, or such other shareholding percentage ratio(s) of the issued share capital of the Company to ensure that the Structured Contracts continue to be in full force and effect. In view of the potential risks of continuing adoption of the Structured Contracts, the Company plans and intends to adopt the Revised Business Model as mentioned in “Letter from the Board” so as to displace the Structured Contracts, and hence the associated risks and uncertainties. Details of the risks relating to the Structured Contracts have been disclosed in the Circular and the announcement of the Company dated 5 January 2017 regarding the Revised Business Model.

結構合約符合有關經營P2P融資平台之中國法律、規則及法規

自P2P收購事項完成以來及直至本報告日期，本公司並無發現任何證據顯示結構合約訂約方未有履行彼等遵守結構合約之義務。另外，於本報告日期，本集團於經營結構合約下之業務時並未遭到任何規管機構之任何干預或阻礙。因此，董事會認為履行結構合約之情況令人滿意及屬合規，且結構合約應可根據中國法律及法規強制執行。

誠如通函所披露，於二零一五年一月十九日，中國商務部（「商務部」）頒佈外商投資法草案（「草案法」）以徵詢公眾意見，草案法一經最終落實，將對中國規管外商投資之制度造成重大影響。草案法乃與商務部說明一併頒佈，該說明於外國投資法生效前已制定，當中包括草案法之背景、指引及原則以及主要內容，並對多個問題（包括現有結構合約安排（即可變利益實體安排或合約安排）之處理方法）作出說明。目前，本公司控股股東蘇維標先生不可撤銷且無條件地向本公司承諾，彼將一直維持本公司之「控制權」（定義見經不時頒佈或修訂之草案法及就草案法而言），依照草案法現行內容，目前為不少於本公司已發行股本之50%，或本公司已發行股本確保結構合約繼續具有十足效力及作用之其他股權百分比率。鑑於繼續採納結構合約之潛在風險，本公司按「董事會函件」所述計劃及打算採納經修訂業務模式，以取代結構合約，從而消除相關風險及不明朗因素。有關結構合約風險之詳情於通函及本公司就經修訂業務模式所發表日期為二零一七年一月五日之公告披露。

REPORT OF THE DIRECTORS

董事會報告

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2016 are set out in the consolidated statement of profit or loss and consolidated statement of comprehensive income on pages 65 and 66 respectively.

The Directors do not recommend the payment of dividend.

DONATIONS

There was HK\$78,000 donation made by the Group during the year ended 31 December 2016 (2015: HK\$100,000).

SHARE CAPITAL AND CONVERTIBLE NOTES

Details of the movement in share capital of the Company and the Convertible Notes during the year ended 31 December 2016 are set out in note 22 and note 20 to the financial statements respectively.

EQUITY-LINKED AGREEMENTS

Save as the sale and purchase agreement of the P2P Acquisition, no equity-linked agreements that will or may result in the Company issuing shares or that require the Company to entered into any agreements that will or may result in the Company issuing shares were entered into by the Company during the year or subsisted at the end of the year.

DISTRIBUTABLE RESERVES

Movements in the distributable reserves of the Company and the Group during the year ended 31 December 2016 are set out in note 36 to the financial statements and in the consolidated statement of changes in equity on page 69 respectively.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's Bye-Laws and the laws in Bermuda.

FIVE YEAR FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years ended 31 December 2016 is set out on page 21 of this annual report.

PURCHASE, SALE OR REDEMPTION OF SECURITIES

Neither the Company nor any of its subsidiaries has purchased or redeemed any of the Company's shares during the year. As at 31 December 2016, 3,870,102,650 ordinary shares with a par value of HK\$0.001 each were in issue. Details are set out in note 22 to the financial statements.

業績及分配

本集團截至二零一六年十二月三十一日止年度之業績，分別載於第65及66頁之綜合損益表及綜合全面收益報表內。

董事不建議派發股息。

捐款

於截至二零一六年十二月三十一日止年度，本集團捐款78,000港元(二零一五年：100,000港元)。

股本及可換股票據

本公司股本及可換股票據於截至二零一六年十二月三十一日止年度之變動詳情，分別載於財務報表附註22及附註20。

股本掛鈎協議

除P2P收購事項之買賣協議外，本公司於年內並無訂立亦無於年終存續之任何股本掛鈎協議，將會或可能導致本公司發行股份或要求本公司訂立將會或可能導致本公司發行股份之任何協議。

可供分派儲備

本公司及本集團可供分派儲備於截至二零一六年十二月三十一日止年度之變動，分別載於財務報表附註36及第69頁之綜合權益變動表。

優先購買權

本公司之公司細則及百慕達法例並無有關優先購買權之條文。

五年財務概要

本集團截至二零一六年十二月三十一日止過去五個財政年度之業績與資產及負債概要載於本年報第21頁。

購買、出售或贖回股份

年內，本公司或其任何附屬公司概無購買或贖回任何本公司股份。於二零一六年十二月三十一日，已發行3,870,102,650股每股面值0.001港元之普通股。有關詳情載於財務報表附註22。

SHARE OPTIONS

The Company has adopted the share option scheme (the “**Share Option Scheme**”) pursuant to an ordinary resolution passed on 12 June 2012 (the “**Adoption Date**”) and terminated the previous share option scheme which had expired on 21 June 2012. The purpose of the Share Option Scheme is to provide incentives to the grantee, including employee, officer, agent consultant or representative of the Group (including any executive or non-executive director of any member of the Group), to contribute to the Group and to enable the Group to recruit high-calibre employees and attract resources that are valuable to the Group. The Share Option Scheme shall be valid and effective for a period of ten years commencing from the Adoption Date and will expire on 11 June 2022.

During the special general meeting held on 18 December 2013, the Shareholders duly approved that, subject to and conditional upon the listing committee of the Stock Exchange granting listing of and permission to deal in the shares of the Company to be issued upon the exercise of options which may be granted under the Company’s Share Option Scheme, the existing scheme mandate limit in respect of the granting of options to subscribe for shares of the Company under the Share Option Scheme be refreshed and renewed provided that the total number of shares of the Company which may be allotted and issued pursuant to the grant or exercises of the options under the Share Option Scheme (excluding options previously granted, outstanding, cancelled, lapsed or exercised under the Share Option Scheme) shall not exceed 10% of the shares of the Company in issue as at 18 December 2013, that is 278,210,265 shares of the Company. The Directors are authorised, subject to compliance with the Listing Rules, to grant options under the Share Option Scheme up to the Refreshed Limit and to exercise all the powers of the Company to allot, issue and deal with shares of the Company pursuant to the exercise of such options granted under the Share Option Scheme. The subscription price will be a price determined by the Board and at least the highest of: (a) the closing price of the shares as stated in the Stock Exchange’s daily quotations sheets on the date of grant of the option, which must be a business day; (b) the average closing price 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 option; and (c) the nominal value of the shares. The total number of shares which may be issued upon exercise of options must not exceed 30% of the number of shares in issue from time to time. No options may be granted if such grant would result in the 30% limit being exceeded. Details were shown in the circular of the Company dated 2 December 2013.

購股權

本公司根據於二零一二年六月十二日(「採納日期」)通過之普通決議案採納購股權計劃(「購股權計劃」)，並終止於二零一二年六月二十一日屆滿之過往購股權計劃。購股權計劃旨在向承授人(包括本集團之僱員、高級職員、代理顧問或代表(包括本集團任何成員公司之執行或非執行董事))提供貢獻本集團之獎勵，並讓本集團可招募對本集團有價值之高質素僱員及吸納資源。購股權計劃將自採納日期起計有效及生效十年，並將於二零二二年六月十一日屆滿。

於二零一三年十二月十八日舉行之股東特別大會上，股東正式批准，在聯交所上市委員會批准因行使根據本公司購股權計劃可能授出之購股權而發行之本公司股份上市及買賣後，更新及重訂有關根據購股權計劃授出可認購本公司股份之購股權之現有計劃授權上限，惟因根據購股權計劃授出購股權或因購股權獲行使(不包括根據購股權計劃先前已授出、未行使、已註銷、已失效或已行使之購股權)而可能予以配發及發行之本公司股份總數不得超過二零一三年十二月十八日之本公司已發行股份之10%(即278,210,265股本公司股份)，並授權董事在遵守上市規則之前提下，根據購股權計劃授出數目最高達更新上限之購股權，並行使本公司一切權力以配發、發行及處理因根據購股權計劃所授出之該等購股權獲行使而發行之本公司股份。認購價將為董事會釐定之價格，並最少為下列三者中之最高者：(a)於購股權授出日期(必須為營業日)股份於聯交所每日報價表所報收市價；(b)於緊接購股權授出日期前五個營業日股份於聯交所每日報價表所報平均收市價；及(c)股份面值。因行使購股權而可能發行之股份總數，不得超過不時之已發行股份數目30%。倘授出購股權將導致超過該30%限額，則不得授出任何購股權。詳情載於本公司日期為二零一三年十二月二日之通函內。

REPORT OF THE DIRECTORS

董事會報告

No share option has been granted or exercised since the adoption of the Share Option Scheme. The total number of shares of the Company for issue under the Share Option Scheme as at the date of this report was 278,210,265 shares, representing 7.2% of the then issued share capital of the Company.

DIRECTORS

The Directors who held office during the year ended 31 December 2016 and up to the date of this report are:

EXECUTIVE DIRECTORS

Mr. HUANG Chuan Fu, *Chairman*
Mr. LIANG Jian Hua
Ms. JIA Hui
Mr. JIANG Yi Ren

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. WONG Chun Hung
Mr. ZHENG Zhen
Mr. TO Langa Samuelson

In accordance with Bye-law 99 of the Company's Bye-Laws and Code Provision A.4 of the CG Code, Mr. Huang Chuan Fu, Mr. Zheng Zhen and Mr. To Langa Samuelson will retire by rotation at the forthcoming annual general meeting and, being eligible, will offer themselves for re-election.

The Company has received from each independent non-executive Director an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules and the Company considers such Directors to be independent.

DIRECTORS' SERVICE CONTRACTS

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

DIRECTORS' INTERESTS IN CONTRACTS

No contracts of significance in relation to the Group's business to which the Company, any of its fellow subsidiaries or its parent company was a party and in which a Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

Brief biographical details of the Directors and senior management are set out on pages 18 to 20 of this annual report.

自採納購股權計劃以來，概無授出或行使任何購股權。於本報告日期，購股權計劃項下可供發行之本公司股份總數為278,210,265股，相當於本公司當時已發行股本7.2%。

董事

於截至二零一六年十二月三十一日止年度及直至本報告日期止之現任董事如下：

執行董事

黃傳福先生，*主席*
梁建華先生
賈輝女士
蔣一任先生

獨立非執行董事

黃鎮雄先生
鄭楨先生
杜朗加先生

按照本公司之公司細則第99條及企業管治守則之守則條文A.4，黃傳福先生、鄭楨先生及杜朗加先生將於應屆股東週年大會上輪值退任，並符合資格且願意重選連任。

根據上市規則第3.13條，各獨立非執行董事均已向本公司呈交年度確認書，確認其獨立身份，而本公司亦視彼等為獨立董事。

董事服務合約

概無擬於應屆股東週年大會上重選連任之董事與本公司訂有任何本公司不作出補償（法定賠償除外）即不得在一年內終止之服務合約。

董事之合約權益

於年終時或年內任何時間，概無任何由本公司、其任何同系附屬公司或母公司所訂立，且董事在其中直接或間接擁有重大權益並對本集團業務有重大影響之合約。

董事及高級管理層之簡歷載於本年報第18至20頁。

DIRECTORS' INTERESTS IN A COMPETING BUSINESS

To the best knowledge of the Directors, none of the Directors and their respective close associates (as defined in the Listing Rules) is considered to have any interests in the businesses which compete or are likely to compete, either directly or indirectly, with the businesses of the Group, other than those businesses where the Directors were appointed as directors to represent the interests of the Company and/or the Group.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND/OR SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION

As at 31 December 2016, none of the Directors is a director or employee of a company which has an interest or short position in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provision of Divisions 2 and 3 Part XV of the SFO and none of the Directors, the chief executive of the Company nor their close associates (as defined in the Listing Rules) had any other interests or short positions in the shares of the Company, underlying shares and debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO) which (a) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which any such Directors or the chief executive of the Company is taken or deemed to have under such provisions of the SFO); or (b) were required to be entered into the register maintained by the Company, pursuant to Section 352 of the SFO; or (c) were required to be notified to the Company or the Stock Exchange, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 of the Listing rules.

PERMITTED INDEMNITY PROVISION

Pursuant to Bye-law 178 of the Company's Bye-Laws, every Director, secretary and other officers shall be indemnified and accrued harmless out of assets of the Company against all actions, costs, charges, losses, damages and expenses which he/she may incur or sustain by reason of any act execution of their duty in their offices.

Such provision was in force during the course of the financial year ended 31 December 2016 and remained in force as of the date of this report. The Company has taken out and maintained Directors' and officers' liabilities insurance throughout the year, which provides appropriate cover for the Directors.

董事於競爭業務之權益

就董事所深知，概無董事及彼等各自之緊密聯繫人(定義見上市規則)被視為對本集團業務直接或間接構成競爭或可能構成競爭之業務(董事獲委任以董事身分代表本公司及/或本集團權益之業務除外)中擁有任何權益。

董事及最高行政人員於本公司或任何相聯法團之股份、相關股份及債券之權益及/或淡倉

於二零一六年十二月三十一日，概無董事為於本公司股份及相關股份中擁有根據證券及期貨條例第XV部第2及3分部之條文須向本公司披露之權益或淡倉之公司之董事或僱員，且概無董事、本公司最高行政人員或彼等之緊密聯繫人(定義見上市規則)於本公司股份、本公司或任何相聯法團(定義見證券及期貨條例第XV部)相關股份及債券中，擁有任何其他權益或淡倉而(a)須根據證券及期貨條例第XV部第7及8分部通知本公司及聯交所(包括彼等根據證券及期貨條例有關條文被認為或視作擁有之權益或淡倉);或(b)須根據證券及期貨條例第352條記入本公司存置之登記冊內;或(c)須根據上市規則附錄十所載上市發行人董事進行證券交易的標準守則通知本公司或聯交所。

獲准許彌償條文

根據本公司之公司細則第178條，各董事、秘書及其他高級職員將獲本公司資產作為彌償保證及擔保，使其免受履行職務之任何原因所可能招致或蒙受之所有訴訟、成本、開支、損失、損害賠償及開支損害。

該條文於截至二零一六年十二月三十一日止財政年度之過程中生效且截至本報告日期依然生效。本公司於整個年內已投購及維持董事及高級職員責任保險，為董事提供適當保障。

REPORT OF THE DIRECTORS

董事會報告

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND/OR SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES OF THE COMPANY

The register of substantial Shareholders required to be kept under section 336 of Part XV of the SFO shows that as at 31 December 2016, the Company had been notified of the following substantial shareholders' interests and short positions, being 5% or more of the Company's issued share capital.

主要股東於本公司股份及相關股份之權益及／或淡倉

於二零一六年十二月三十一日，根據證券及期貨條例第XV部第336條規定存置之主要股東登記冊所記錄，本公司獲知會以下主要股東擁有本公司已發行股本5%或以上之權益及淡倉。

Long position in ordinary shares of the Company:

於本公司普通股之好倉：

Name	Capacity and nature of interest	Number of shares interested	Percentage of the Company's issued share capital (%)
姓名／名稱	身分及權益性質	擁有權益之股份數目	佔本公司已發行股本百分比(%)
Su Weibiao (Note 1) 蘇維標(附註1)	Held by controlled corporation 由受控制公司持有	13,621,219,755	351.96
Allied Summit Inc. (Notes 1 and 2) Allied Summit Inc. (附註1及2)	Beneficial owner 實益擁有人	13,621,219,755	351.96
Huarong Financial Services Asset Management L.P./the Offeror (Notes 3 and 4)	Beneficial owner	2,128,560,000	55.00
Huarong Financial Services Asset Management L.P./要約人 (附註3及4)	實益擁有人		
The Ministry of Finance of the People's Republic of China (Note 3)	Held by controlled corporation	2,128,560,000	55.00
中華人民共和國財政部(附註3)	由受控制公司持有		
China Huarong Asset Management Co., Ltd. (Note 3) 中國華融資產管理股份有限公司 (附註3)	Held by controlled corporation	2,128,560,000	55.00
Mr. Ma Hongyi/the Guarantor (Note 5)	Held by controlled corporation	10,912,000,000	281.96
馬宏義先生／擔保人(附註5)	由受控制公司持有		
Triple Sino Limited (Notes 5 and 6) Triple Sino Limited (附註5及6)	Beneficial owner 實益擁有人	10,912,000,000	281.96

Note 1: Allied Summit Inc. is owned as to 80% by Mr. Su Weibiao and as to remaining 20% by Mr. Ng Kwok Fai.

附註1: Allied Summit Inc.由蘇維標先生擁有80%權益，而吳國輝先生則擁有餘下20%權益。

Note 2: Allied Summit Inc. holds i) 2,709,219,755 shares of the Company, representing approximately 70.00% of the issued share capital of the Company as at the date of this report; and ii) the Convertible Notes issued by the Company in the principal amount of HK\$2,182,400,000 which are convertible into 10,912,000,000 conversion shares of the Company upon full conversion, representing approximately 281.96% of the issued share capital of the Company as at the date of this report. The conversion rights under the Convertible Notes shall only be exercisable provided that the public float requirements under Rule 8.08 of the Listing Rules is satisfied.

附註2: Allied Summit Inc.持有i) 2,709,219,755股本公司股份，相當於本報告日期本公司已發行股本約70.00%；及ii) 本公司所發行本金額為2,182,400,000港元之可換股票據(於悉數轉換後可轉換為10,912,000,000股本公司換股股份，相當於本報告日期本公司已發行股本約281.96%)。該等可換股票據項下之換股權僅於符合上市規則第8.08條項下之公眾持股量規定後方可行使。

Note 3: Huarong Financial Services Asset Management L.P./the Offeror is 100% indirectly owned by China Huarong Asset Management Co., Ltd., which is 63.36% directly owned by the Ministry of Finance of the People's Republic of China.

Note 4: On 27 August 2016, the Shares Vendor, the Offeror and the Guarantor entered into the Sale and Purchase Agreement (as amended and supplemented by the supplemental sale and purchase agreement dated 4 October 2016 and the second sale and purchase agreement dated 15 November 2016), pursuant to which the Offeror has conditionally agreed to purchase and the Shares Vendor has conditionally agreed to sell, 2,128,560,000 Sale Shares, representing approximately 55.00% of the entire issued share capital of the Company as at the Latest Practicable Date.

Note 5: Triple Sino Limited is wholly-owned by Mr. Ma Hongyi/the Guarantor.

Note 6: On 27 August 2016, the Shares Vendor entered into the sale and purchase agreement of the Convertible Notes (the "**CN Transfer Agreement**") with Triple Sino Limited and the Guarantor (as amended and supplemented by the supplemental CN Transfer Agreement dated 4 October 2016 and the second supplemental CN Transfer Agreement dated 15 November 2016), pursuant to which the Shares Vendor has conditionally agreed to sell and Triple Sino Limited has conditionally agreed to purchase the amended and restated Convertible Notes in the principal amount of HK\$1,249,070,000 and the amended and restated Convertible Notes in such principal amount (up to HK\$933,330,000) as may be released to the Shares Vendor by the Company after the adjustment to be made to the Consideration, subject to and upon the terms and conditions of the CN Transfer Agreement at the aggregate maximum consideration of HK\$2,182,400,000.

附註3: Huarong Financial Services Asset Management L.P./要約人由中國華融資產管理股份有限公司間接擁有100%權益，而中國華融資產管理股份有限公司則由中華人民共和國財政部直接擁有63.36%權益。

附註4: 於二零一六年八月二十七日，股份賣方、要約人及擔保人訂立買賣協議（經日期為二零一六年十月四日之補充買賣協議及日期為二零一六年十一月十五日之第二份補充買賣協議修訂及補充），據此，要約人有條件同意購買而股份賣方有條件同意出售2,128,560,000股待售股份，佔本公司於本報告日期全部已發行股本約55.00%。

附註5: Triple Sino Limited由馬宏義先生／擔保人全資擁有。

附註6: 於二零一六年八月二十七日，股份賣方與Triple Sino Limited及擔保人訂立可換股票據之買賣協議（「可換股票據轉讓協議」），經日期為二零一六年十月四日之補充可換股票據轉讓協議及日期為二零一六年十一月十五日之第二份補充可換股票據轉讓協議修訂及補充），據此，股份賣方有條件同意出售及Triple Sino Limited有條件同意購買本金額1,249,070,000港元之經修訂及重列可換股票據，以及於對代價作出調整後可能由本公司向股份賣方釋出有關本金額（最多為933,330,000港元）之經修訂及重列可換股票據，惟須在可換股票據轉讓協議之條款及條件規限下並按照該等條款及條件行事，總代價上限為2,182,400,000港元。

MANAGEMENT CONTRACTS

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

MAJOR CUSTOMERS AND SUPPLIERS

During the year ended 31 December 2016, the aggregate amount of revenue attributable to the Group's five largest customers and the largest customer represented approximately 62% and 27% respectively (2015: 45% and 12% respectively) of the Group's total revenue.

During the year ended 31 December 2016, the aggregate amount of direct costs attributable to the Group's five largest suppliers and the largest supplier represented approximately 91% and 22% respectively (2015: 85% and 39% respectively) of the Group's total direct costs.

管理合約

年內概無訂立或存在關於本公司全部或任何重大部分業務管理及行政之合約。

主要客戶及供應商

於截至二零一六年十二月三十一日止年度，本集團五大客戶及最大客戶應佔收益總額分別相當於本集團總收益約62%及27%（二零一五年：分別為45%及12%）。

於截至二零一六年十二月三十一日止年度，本集團五大供應商及最大供應商應佔直接成本總額分別相當於本集團總直接成本約91%及22%（二零一五年：分別為85%及39%）。

REPORT OF THE DIRECTORS

董事會報告

None of the Directors or any of their close associates or any Shareholders (which, to the best knowledge of the Directors, own more than 5% of the Company's issued share capital) had any beneficial interest in the Group's five largest customers and suppliers.

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Other than the section of "Share Options" disclosed above, at no time during the year ended 31 December 2016 was the Company, or any of its subsidiaries or fellow 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.

RETIREMENT BENEFITS SCHEME

The Group has joined the Mandatory Provident Fund Scheme (the "MPF Scheme") for all of its employees in Hong Kong and defined contribution retirement plans for the Group's eligible employees in the PRC. Particulars of the MPF Scheme are set out in "Other employee benefits" section under note 2.4 to the financial statements.

CONNECTED TRANSACTIONS

Save as the issue of 1,088,000,000 shares of the Company to Allied Summit Inc., the controlling shareholder of the Company, upon exercise of the conversion rights attaching to the Convertible Notes as disclosed in note 20 to the financial statements, the Group has not entered into any connected transactions or continuing connected transactions that are not exempt under Chapter 14A of the Listing Rules.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the best knowledge of the Directors, the Board confirmed that the Company has maintained a sufficient public float as required under the Listing Rules during the year ended 31 December 2016 and as at the date of this report.

EVENTS AFTER THE REPORTING PERIOD

Details of significant events occurring after the reporting period are set out in note 35 to the financial statements.

董事或彼等任何緊密聯繫人或任何股東(據董事所深知擁有本公司已發行股本超過5%)概無於本集團五大客戶及供應商中擁有任何實益權益。

購買股份或債券之安排

除上文「購股權」一節所披露者外，於截至二零一六年十二月三十一日止年度內任何時間，本公司或其任何附屬公司或同系附屬公司概無訂立任何安排，致使董事可藉收購本公司或任何其他法人團體之股份或債券而獲益。

退休福利計劃

本集團已為其全體香港僱員參加強制性公積金計劃(「強積金計劃」)及為其中國合資格僱員參加界定供款退休計劃。強積金計劃之詳情載於財務報表附註2.4「其他僱員福利」一節。

關連交易

除財務報表附註20所披露於可換股票據所附轉換權獲行使後向本公司控股股東Allied Summit Inc.發行1,088,000,000股本公司股份外，本集團並無進行任何根據上市規則第十四A章不獲豁免之關連交易或持續關連交易。

充足公眾持股量

依照本公司可獲得之公開資料及據董事所深知，董事會確認，本公司於截至二零一六年十二月三十一日止年度及於本報告日期一直維持上市規則所規定之充足公眾持股量。

報告期後事項

於報告期後發生之重大事項之詳情載於財務報表附註35。

AUDITORS

Following the resignation of SHINEWING (HK) CPA Limited as the auditor of the Company, ZHONGLEI (HK) CPA Company Limited was appointed as the auditor of the Company with effect from 9 January 2013. The Company's financial statements for the years ended 31 December 2012 to 2014 were audited by ZHONGLEI (HK) CPA Company Limited.

CCTH CPA Limited was appointed as the auditor of the Company in succession to ZHONGLEI (HK) CPA Company Limited, who retired from the office with effect from the conclusion of the annual general meeting of the Company dated 4 June 2015.

CCTH CPA Limited has resigned as the auditor of the Company with effect from 8 January 2016 as the Company could not reach a consensus with CCTH CPA Limited on the audit fee for the financial year ended 31 December 2015 and Zenith CPA Limited has been appointed by the Directors as the new auditor of the Company with effect from 8 January 2016 to fill the casual vacancy following the resignation of CCTH CPA Limited.

The Company's financial statements for the years ended 31 December 2015 and 2016 were audited by Zenith CPA Limited.

A resolution for reappointment of Zenith CPA Limited as auditor of the Company will be proposed at the forthcoming annual general meeting.

On behalf of the Board

Pacific Plywood Holdings Limited
Huang Chuan Fu

Chairman

Hong Kong, 16 March 2017

核數師

於信永中和(香港)會計師事務所有限公司辭任本公司核數師後，中磊(香港)會計師事務所有限公司獲委任為本公司核數師，自二零一三年一月九日起生效。本公司截至二零一二年十二月三十一日止年度之財務報表由中磊(香港)會計師事務所有限公司審核。

中正天恆會計師有限公司接替中磊(香港)會計師事務所有限公司獲委任為本公司核數師，中磊(香港)會計師事務所有限公司於本公司在二零一五年六月四日舉行之股東週年大會結束時退任。

由於本公司無法與中正天恆會計師有限公司就截至二零一五年十二月三十一日止財政年度之核數費用達成共識，故中正天恆會計師有限公司已辭任本公司核數師，自二零一六年一月八日起生效，而誠豐會計師事務所有限公司已獲董事委任為本公司新任核數師，自二零一六年一月八日起生效，以填補中正天恆會計師有限公司辭任後之臨時空缺。

本公司截至二零一五年及二零一六年十二月三十一日止年度之財務報表由誠豐會計師事務所有限公司審核。

有關續聘誠豐會計師事務所有限公司為本公司核數師之決議案將於應屆股東週年大會上提呈。

代表董事會

太平洋實業控股有限公司

主席

黃傳福

香港，二零一七年三月十六日

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



TO THE SHAREHOLDERS OF PACIFIC PLYWOOD HOLDINGS LIMITED

(Incorporated in the Bermuda with limited liability)

OPINION

We have audited the consolidated financial statements of Pacific Plywood Holdings Limited (the "**Company**") and its subsidiaries (the "**Group**") set out on pages 65 to 160, which comprise the consolidated statement of financial position as at 31 December 2016, and the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

BASIS FOR OPINION

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

致太平洋實業控股有限公司

(於百慕達註冊成立之有限公司)

全體股東

意見

本核數師(以下稱為「我們」)已審核刊載於第65至160頁太平洋實業控股有限公司(「貴公司」)及其附屬公司(「貴集團」)之綜合財務報表，當中包括於二零一六年十二月三十一日之綜合財務狀況報表與截至該日止年度之綜合損益表、綜合全面收益報表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註(包括主要會計政策概要)。

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

意見之基礎

我們按照香港會計師公會頒佈之香港審計準則進行審核。我們於該等準則下之責任在本報告「核數師就審核綜合財務報表須承擔之責任」內進一步闡述。按照香港會計師公會之「職業會計師道德守則」(以下簡稱「守則」)，我們獨立於 貴集團，並已按照守則履行其他職業道德責任。我們相信，我們所獲得之審核憑證充分及適當地為我們的審核意見提供基礎。

TO THE SHAREHOLDERS OF PACIFIC PLYWOOD HOLDINGS LIMITED

(Incorporated in the Bermuda with limited liability)

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current year. 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. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

Valuation of available-for-sale investments

As at 31 December 2016, the listed available-for-sale investments were valued at HK\$718,465,000 and classified as level 1 financial instruments in accordance with HKFRS 13 where quoted prices in active markets are available for identical assets. During the year, part of the listed available-for-sale investments representing investment in Renhe Commercial Holdings Company Limited suffered from a decrease in fair value of HK\$12,880,000. This gives rise to impairment loss of HK\$11,280,000 being recognised in the statement of profit or loss after setting off the relevant balance of available-for-sale investment revaluation reserve brought forward.

Our audit procedures included agreeing available-for-sale investments of HK\$718,465,000 as at 31 December 2016 to relevant brokers' statements and audit confirmations, and using independent sources of information to identify market value to ensure the market prices were quoted prices in active markets.

致太平洋實業控股有限公司
(於百慕達註冊成立之有限公司)
全體股東

關鍵審核事宜

關鍵審核事宜為根據我們的職業判斷，對我們審核本年度綜合財務報表最為重要之事宜。此等事宜是於我們審核綜合財務報表及就此出具意見時處理，而我們不會對此等事宜提供單獨意見。就下述各項事宜而言，有關我們的審核處理該事宜之方式之闡述乃在該情況下提供。

我們已履行本報告「核數師就審核綜合財務報表須承擔之責任」一節闡述之責任，包括有關該等事宜之責任。因此，我們的審核包括執行專為回應我們對綜合財務報表出現重大錯誤陳述之風險之評估而設之程序。我們審核程序(包括為處理下述事宜執行之程序)之結果為我們對隨附綜合財務報表之審核意見提供基礎。

可供出售投資估值

於二零一六年十二月三十一日，上市可供出售投資經估值後為718,465,000港元，按照香港財務報告準則第13號分類為第一級金融工具(即相同資產有活躍市場報價)。年內，部分上市可供出售投資(即於人和商業控股有限公司的投資)之公平值減少12,880,000港元，導致於對銷承前結轉之可供出售投資重估儲備相關結餘後，在損益表確認減值虧損11,280,000港元。

我們的審核程序包括核對於二零一六年十二月三十一日之可供出售投資718,465,000港元與相關經紀單據及審核確認書，並利用獨立資料來源識別市值，以確保市價為活躍市場報價。

TO THE SHAREHOLDERS OF PACIFIC PLYWOOD HOLDINGS LIMITED

(Incorporated in the Bermuda with limited liability)

KEY AUDIT MATTERS (Continued)

Impairment of loan and interest receivables

The impairment of loan and interest receivables is estimated by the management through the application of judgement and use of subjective assumptions. Provisions are made for impairment loss when the Group will not collect all amounts due.

The loan and interest receivables amounted to HK\$878,079,000 at 31 December 2016. Management estimated the level of expected impairment loss, with reference to observed historical repayment pattern and collateral against certain receivables held. Due to the significance of loan and interest receivables (representing approximately 21% of total assets) and the corresponding uncertainty inherent in such an estimate, we considered this as a key audit matter.

Our audit procedures included testing controls on a sample basis over the approval, recording and monitoring of loan and interest receivables, assessing the appropriateness of evaluating the judgements and assumptions used for the impairment and testing the loan and interest receivables aging analysis. We also challenged the information used to determine the expected impairment loss by considering subsequent cash collection performance, compared the value of realisable collateral based on available information provided by the management, assessed whether the financial statements disclosures appropriately reflect the Group's exposure to credit risk, and reviewed minutes of the board of directors relating to the recoverability of loan and interest receivables.

Impairment assessments for goodwill

The carrying amount of goodwill at 31 December 2016 was HK\$2,182,663,000.

Management determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating unit to which the goodwill is allocated. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash-generating unit and also to choose a suitable discount rate in order to calculate the present value of those cash flows.

Relevant disclosures are included in notes 3 and 13 to the financial statements for the year ended 31 December 2016.

致太平洋實業控股有限公司

(於百慕達註冊成立之有限公司)

全體股東

關鍵審核事宜(續)

應收貸款及利息減值

管理層透過運用判斷及使用主觀假設估計應收貸款及利息減值。當貴集團將無法收取所有應收款項時，便會計提減值虧損撥備。

於二零一六年十二月三十一日之應收貸款及利息為878,079,000港元。管理層參照觀察所得之過往還款狀況及就若干應收款項持有之抵押品，估計預期減值虧損之水平。鑑於應收貸款及利息數額重大(相當於總資產約21%)及有關估計固有之相應不確定因素，我們認為此乃關鍵審計事宜。

我們的審核程序包括抽樣測試對應收貸款及利息之審批、入賬及監察之監控，評估評價減值所用判斷及假設是否適當，以及測試應收貸款及利息之賬齡分析。我們亦透過考慮現金收款表現、依照管理層提供之可得資料比較可變現抵押品之價值、評估財務報表之披露事項是否適當地反映貴集團之信貸風險及審閱有關應收貸款及利息可收回性之董事會會議紀錄，質疑用於釐定減值虧損所用的資料。

商譽之減值評估

商譽於二零一六年十二月三十一日之賬面金額為2,182,663,000港元。

管理層至少每年一次釐定商譽是否減值。此舉須估計獲分配商譽之現金產生單位之使用價值。估計使用價值須本集團估計來自該現金產生單位之預期未來現金流量，並選擇適當貼現率以計算該等現金流量之現值。

相關披露載於截至二零一六年十二月三十一日止年度財務報表附註3及13。

TO THE SHAREHOLDERS OF PACIFIC PLYWOOD HOLDINGS LIMITED

(Incorporated in the Bermuda with limited liability)

KEY AUDIT MATTERS (Continued)

Our audit procedures included evaluating the discounted cash flow models, and assumption and parameters used by management and the Group, giving particular attention to the forecasted revenue, cost and results. Our procedures included testing the assumptions used in the cash flow forecast, obtaining corroborative evidence to support the growth rate by comparing it to historic inflation rates, and assessing the reasonableness of the discount rates applied by comparing it to the current market condition for the cash generating unit. We also carried out audit procedures on management's sensitivity calculations and then assessed the disclosures on the impairment testing, specifically the key assumptions that had the most significant effect on the determination of the recoverable amount of the goodwill, such as the discount rate and growth rate.

OTHER INFORMATION INCLUDED IN THE ANNUAL REPORT

The directors of the Company are responsible for the other information. The other information comprises the information included in the Annual Report, other than the consolidated financial statements and our auditor's report thereon.

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

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

致太平洋實業控股有限公司
(於百慕達註冊成立之有限公司)
全體股東

關鍵審核事宜(續)

我們之審核程序包括評價貼現現金流量模型，以及管理層及貴集團使用之假設及參數，尤其注意預測收益、成本及業績。我們的程序包括測試現金流量預測所用之假設，藉比較增長率與歷史通脹率以取得支持有關增長率之確切憑證，以及藉比較貼現率與現金產生單位之現行市況以評估所用貼現率之合理性。我們亦對管理層之敏感度計算進行審核程序，然後評估有關減值測試之披露，尤其是對釐定商譽可收回金額有最重大影響之關鍵假設，例如貼現率及增長率。

年報所載之其他資料

貴公司董事需對其他資料負責。其他資料包括年報所載的資料，惟綜合財務報表及我們就此發出之核數師報告除外。

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

就我們審核綜合財務報表而言，我們的責任是閱覽其他資料，而在此過程中，我們會考慮其他資料是否與綜合財務報表或我們在審核過程中了解之情況嚴重不符，或者似乎有重大錯誤陳述。基於我們已執行的工作，若我們認為其他資料有重大錯誤陳述，則我們須報告有關事實。就此而言，我們並無任何報告。

TO THE SHAREHOLDERS OF PACIFIC PLYWOOD HOLDINGS LIMITED

(Incorporated in the Bermuda with limited liability)

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

The directors of the Company are assisted by the Audit Committee in discharging their responsibilities 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. Our report is made solely to you, as a body, in accordance with section 90 of the Bermuda Companies Act 1981, 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 HKSAAs 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.

致太平洋實業控股有限公司

(於百慕達註冊成立之有限公司)

全體股東

董事就綜合財務報表須承擔之責任

貴公司董事須負責按照香港會計師公會頒佈之香港財務報告準則及香港公司條例之披露規定編製真實而公平地反映狀況之綜合財務報表，並落實董事認為對編製綜合財務報表而言屬必要之內部監控，以使綜合財務報表不存在因欺詐或錯誤而導致之重大錯誤陳述。

於編製綜合財務報表時，貴公司董事負責評估本集團按持續基準經營之能力、披露(如適用)有關持續經營基準之事宜及使用持續經營會計法，惟倘本公司董事打算將貴公司清盤或終止營運或除此以外並無切實替代方案則作別論。

貴公司董事在審核委員會協助下履行彼等之職責，監察貴集團之財務報告程序。

核數師就審核綜合財務報表須承擔之責任

我們的宗旨是合理確定綜合財務報表整體是否存在因欺詐或錯誤而導致之重大錯誤陳述，並出具載有我們意見之核數師報告。我們的報告按照百慕達一九八一年公司法第90條僅向全體股東報告。除此之外，本報告別無其他目的。我們不會就本報告之內容向任何其他人士負上或承擔任何責任。

合理保證是高水平之保證，惟無法保證按照香港核數準則進行之審核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，若合理預期該等陳述個別或共同可能影響該等綜合財務報表使用者所作出之經濟決定，則有關錯誤陳述可被視作重大。

TO THE SHAREHOLDERS OF PACIFIC PLYWOOD HOLDINGS LIMITED

(Incorporated in the Bermuda with limited liability)

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

(Continued)

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

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

致太平洋實業控股有限公司
(於百慕達註冊成立之有限公司)
全體股東

核數師就審核綜合財務報表須承擔之責任(續)

作為按照香港審計準則進行之審核一部分，我們於進行整項審核工作時會行使專業判斷，保持專業懷疑態度。我們亦：

- 識別及評估因欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述之風險，設計及執行審核程序以應對該等風險，以及取得充分和適當之審核憑證，作為我們意見之基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致之重大錯誤陳述的風險比較因錯誤而導致之重大錯誤陳述的風險為高。
- 了解與審核相關之內部監控，以設計在有關情況下屬適當之審核程序，但並非為對貴集團內部監控之成效發表意見。
- 評價董事所採用之會計政策是否適當以及所作出之會計估計及相關披露是否合理。
- 對董事採用持續經營會計基礎是否恰當作出結論，並依照所得之審核憑證，決定是否存在與事件或情況有關之重大不明朗因素，而可能對貴集團持續經營之能力構成重大疑慮。若我們認為存在重大不明朗因素，則須於核數師報告中提出對綜合財務報表中相關披露資料之關注。若有關披露資料不足，則我們須修改我們的意見。我們的結論是基於截至核數師報告之日止所獲得之審核憑證。然而，未來事件或情況可能導致貴集團不能繼續持續經營。
- 評價綜合財務報表之整體列報方式、架構及內容(包括披露資料)，以及綜合財務報表是否公允地反映相關交易及事件。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

TO THE SHAREHOLDERS OF PACIFIC PLYWOOD HOLDINGS LIMITED

(Incorporated in the Bermuda with limited liability)

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

(Continued)

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

Zenith CPA Limited

Certified Public Accountants

Cheng Po Yuen

Practising Certificate Number: P04887

Hong Kong

16 March 2017

致太平洋實業控股有限公司

(於百慕達註冊成立之有限公司)

全體股東

核數師就審核綜合財務報表須承擔之責任(續)

- 就 貴集團內實體或業務活動的財務資料獲取充分及適當之審核憑證，以對綜合財務報表發表意見。我們負責指導、監督及執行集團審核。我們對審核意見承擔全部責任。

我們與審核委員會溝通計劃審核範圍、時間安排、重大審核發現等事宜，包括我們在審核時所識別內部監控制之任何重大缺失。

我們亦向審核委員會提交聲明，說明我們已符合有關獨立性之相關職業道德要求，並與彼等溝通所有可能合理地被認為會影響我們獨立性的關係及其他事宜，以及(如適用)相關防範措施。

從與審核委員會溝通之事宜中，我們決定哪些事項對本期綜合財務報表之審核最為重要，因而構成關鍵審核事宜。我們會於核數師報告中描述該等事宜，除非法律或法規不允許公開披露某事宜，或在極端罕見之情況下，若有合理預期在我們報告中指出某事宜而造成之負面後果將會超過其產生之公眾利益，我們將不會在此等情況下在報告中指出該事宜。

本獨立核數師報告之審核項目合夥人為鄭保元。

誠豐會計師事務所有限公司

執業會計師

鄭保元

執業證書編號：P04887

香港

二零一七年三月十六日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

綜合損益表

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

			2016	2015
			二零一六年	二零一五年
		Notes	HK\$'000	HK\$'000
		附註	千港元	千港元
REVENUE	收益	5	555,386	102,490
Cost of services	服務成本		(781)	(1,418)
Gross profit	毛利		554,605	101,072
Other income and gains	其他收入及收益	5	53,422	77,100
Selling and distribution expenses	銷售及分銷開支		(15,030)	(9,943)
Administrative expenses	行政費用		(147,473)	(72,775)
Other expenses	其他開支		(23,170)	(239,230)
Interest on other loan	其他貸款之利息		-	(99)
PROFIT/(LOSS) BEFORE TAX	除稅前溢利／(虧損)	6	422,354	(143,875)
Income tax expense	所得稅開支	9	(89,290)	(5,963)
PROFIT/(LOSS) FOR THE YEAR	年內溢利／(虧損)		333,064	(149,838)
Attributable to:	下列各項應佔：			
Owners of the parent	母公司擁有人		321,907	(148,282)
Non-controlling interests	非控股權益		11,157	(1,556)
			333,064	(149,838)
EARNINGS/(LOSS) PER SHARE	母公司普通權益持有人應佔			
ATTRIBUTABLE TO ORDINARY	每股盈利／(虧損)			
EQUITY HOLDERS OF THE				
PARENT				
Basic	基本			
- For profit/(loss) for the year	- 有關年內溢利／(虧損)	11	HK9.40 cents	HK(5.33) cents
			港仙	港仙
Diluted	攤薄			
- For profit/(loss) for the year	- 有關年內溢利／(虧損)		HK2.18 cents	HK(5.33) cents
			港仙	港仙

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

綜合全面收益報表

Year ended 31 December 2016

截至二零一六年十二月三十一日止年度

			2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
PROFIT/(LOSS) FOR THE YEAR	年內溢利／(虧損)		333,064	(149,838)
OTHER COMPREHENSIVE (LOSS)/ INCOME	其他全面(虧損)／收益			
Other comprehensive (loss)/income to be reclassified to profit or loss in subsequent periods:	將於其後期間重新分類至損益之其他全面(虧損)／收益：			
Available-for-sale investments:	可供出售投資：			
Changes in fair value	公平值變動		(339,817)	430,367
Reclassification adjustments for gain/(loss) included in the consolidated statement of profit or loss	計入綜合損益表之收益／(虧損)之重新分類調整			
- gain on disposal	- 出售收益	5	(30,291)	(5,582)
- impairment losses	- 減值虧損	15	1,600	-
			(368,508)	424,785
Exchange differences:	匯兌差額：			
Exchange differences on translation of foreign operations	換算海外業務所產生之匯兌差額		(16,473)	(1,507)
Reclassification adjustments for foreign operations disposal of during the year	就年內出售海外業務作出之重新分類調整	28	(1,446)	-
			(17,919)	(1,507)
NET OTHER COMPREHENSIVE (LOSS)/INCOME TO BE RECLASSIFIED TO PROFIT OR LOSS IN SUBSEQUENT PERIODS AND OTHER COMPREHENSIVE (LOSS)/INCOME FOR THE YEAR, NET OF TAX	將於其後期間重新分類至損益之其他全面(虧損)／收益淨額及年內其他全面(虧損)／收益，經扣除稅項		(386,427)	423,278
TOTAL COMPREHENSIVE (LOSS)/ INCOME FOR THE YEAR	年內全面(虧損)／收益總額		(53,363)	273,440
Attributable to:	下列各項應佔：			
Owners of the parent	母公司擁有人		(64,164)	273,676
Non-controlling interests	非控股權益		10,801	(236)
			(53,363)	273,440

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況報表

31 December 2016
二零一六年十二月三十一日

			2016	2015
			二零一六年	二零一五年
		<i>Notes</i>	HK\$'000	HK\$'000
		<i>附註</i>	千港元	千港元
NON-CURRENT ASSETS	非流動資產			
Plant and equipment	廠房及設備	12	2,908	17,802
Goodwill	商譽	13	2,182,663	2,182,663
Intangible assets	無形資產	14	–	1,194
Available-for-sale investments	可供出售投資	15	718,465	1,127,088
Total non-current assets	非流動資產總值		2,904,036	3,328,747
CURRENT ASSETS	流動資產			
Loan and interest receivables	應收貸款及利息	16	878,079	555,180
Trade and other receivables	應收賬款及其他 應收款項	17	5,638	55,419
Available-for-sale investments	可供出售投資	15	–	41,672
Tax recoverable	可收回稅項		5,549	2,174
Cash and cash equivalents	現金及現金等價物	18	348,357	197,059
Total current assets	流動資產總值		1,237,623	851,504
CURRENT LIABILITIES	流動負債			
Other payables and accruals	其他應付款項及應計費用	19	13,333	21,967
Tax payable	應付稅項		47,179	22,628
Total current liabilities	流動負債總額		60,512	44,595
NET CURRENT ASSETS	流動資產淨值		1,177,111	806,909
TOTAL ASSETS LESS CURRENT LIABILITIES	資產總值減流動負債		4,081,147	4,135,656
NON-CURRENT LIABILITIES	非流動負債			
Deferred tax liabilities	遞延稅項負債	21	78	304
Net assets	資產淨值		4,081,069	4,135,352

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況報表

31 December 2016

二零一六年十二月三十一日

			2016	2015
			二零一六年	二零一五年
		<i>Note</i>	HK\$'000	HK\$'000
		<i>附註</i>	千港元	千港元
EQUITY	權益			
Equity attributable to owners of the parent	母公司擁有人應佔權益			
Share capital	股本	22	3,870	2,782
Reserves	儲備		4,059,704	4,124,956
			4,063,574	4,127,738
Non-controlling interests	非控股權益		17,495	7,614
Total equity	權益總額		4,081,069	4,135,352

Huang Chuan Fu

黃傳福

Director

董事

Liang Jian Hua

梁建華

Director

董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

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

		Attributable to owners of the parent 母公司擁有人應佔											
		Share capital	Share premium account	Share option reserve	Available-for-sale investment revaluation reserve	Contributed surplus	PRC statutory reserve	Exchange fluctuation reserve	Equity component of convertible notes	Retained profits/(accumulated losses)	Total	Non-controlling interests	Total equity
		股本	溢價賬	購股權儲備	可供出售投資重估儲備	實繳盈餘	中國法定儲備	匯兌波動儲備	可換股票據之權益部分	保留溢利/(累計虧損)	總計	非控股權益	權益總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		(note 22)	千港元	(note 23)	千港元	千港元	(note 24)	千港元	千港元	千港元	千港元	千港元	千港元
		(附註22)		(附註23)			(附註24)						
At 1 January 2015	於二零一五年一月一日	2,782	721,226	1,367	574,487	277,102	-	681	-	(65,479)	1,512,166	142	1,512,308
Loss for the year	年內虧損	-	-	-	-	-	-	-	-	(148,282)	(148,282)	(1,556)	(149,838)
Other comprehensive income/(loss) for the year:	年內其他全面收益/(虧損):												
Available-for-sale investments:	可供出售投資:												
- Change in fair value	- 公平值變動	-	-	-	430,367	-	-	-	-	-	430,367	-	430,367
- Reclassification adjustments	- 重新分類調整	-	-	-	(5,582)	-	-	-	-	-	(5,582)	-	(5,582)
Exchange differences related to foreign operations	海外業務相關匯兌差額	-	-	-	-	-	-	(2,827)	-	-	(2,827)	1,320	(1,507)
Total comprehensive income/(loss) for the year	年內全面收益/(虧損)總額	-	-	-	424,785	-	-	(2,827)	-	(148,282)	273,676	(236)	273,440
Issue of mandatory convertible notes (note 20)	發行強制性可換股票據 (附註20)	-	-	-	-	-	-	-	2,341,896	-	2,341,896	5,796	2,347,692
Appropriation to statutory reserve	分配至法定儲備	-	-	-	-	-	5,282	-	-	(5,282)	-	-	-
Capital injection	注資	-	-	-	-	-	-	-	-	-	-	1,912	1,912
Transfer of share option reserve upon the forfeiture or expiry of share options	於購股權被沒收或屆滿時轉撥購股權儲備	-	-	(1,367)	-	-	-	-	-	1,367	-	-	-
At 31 December 2015 and 1 January 2016	於二零一五年十二月三十一日及二零一六年一月一日	2,782	721,226	-	999,272	277,102	5,282	(2,146)	2,341,896	(217,676)	4,127,738	7,614	4,135,352
Profit for the year	年內溢利	-	-	-	-	-	-	-	-	321,907	321,907	11,157	333,064
Other comprehensive loss for the year:	年內其他全面虧損:												
Available-for-sale investments:	可供出售投資:												
- Change in fair value	- 公平值變動	-	-	-	(339,817)	-	-	-	-	-	(339,817)	-	(339,817)
- Reclassification adjustments	- 重新分類調整	-	-	-	(28,691)	-	-	-	-	-	(28,691)	-	(28,691)
Exchange differences related to foreign operations	海外業務相關匯兌差額	-	-	-	-	-	-	(12,372)	-	-	(12,372)	(4,101)	(16,473)
Adjustments relating to disposal of subsidiaries (note 28)	就出售附屬公司作出之調整 (附註28)	-	-	-	-	-	-	(5,191)	-	-	(5,191)	3,745	(1,446)
Total comprehensive (loss)/income for the year	年內全面(虧損)/收益總額	-	-	-	(368,508)	-	-	(17,563)	-	321,907	(64,164)	10,801	(53,363)
Capital injection	注資	-	-	-	-	-	-	-	-	-	-	1,000	1,000
Issue of new shares upon conversion of the mandatory convertible notes	於強制性可換股票據轉換時發行新股份	1,088	211,244	-	-	-	-	-	(212,332)	-	-	-	-
Appropriation to statutory reserve	分配至法定儲備	-	-	-	-	-	15,758	-	-	(15,758)	-	-	-
Disposal of subsidiaries (note 28)	出售附屬公司 (附註28)	-	-	-	-	-	-	-	-	-	-	(1,920)	(1,920)
At 31 December 2016	於二零一六年十二月三十一日	3,870	932,470*	-	630,764*	277,102*	21,040*	(19,709)*	2,129,564*	88,473*	4,063,574	17,495	4,081,069

* These reserve accounts comprise the consolidated reserves of HK\$4,059,704,000 (2015: HK\$4,124,956,000) in the consolidated statement of financial position.

* 該等儲備賬包含綜合財務狀況報表內之綜合儲備4,059,704,000港元(二零一五年: 4,124,956,000港元)。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

Year ended 31 December 2016
截至二零一六年六月三十日止六個月

	Notes 附註	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
CASH FLOWS FROM OPERATING ACTIVITIES	經營活動之現金流量		
Profit/(loss) before tax	除稅前溢利／(虧損)	422,354	(143,875)
Adjustments for:	就下列各項作出之調整：		
Bank interest income	銀行利息收入	(1,150)	(107)
Dividend income from available-for-sale investments	可供出售投資之股息收入	(4,193)	(57,425)
Finance costs	融資成本	—	99
Depreciation	折舊	4,339	1,268
Reversal of impairment of loan and interest receivables	撥回應收貸款及利息減值	—	(12,690)
Impairment of goodwill	商譽減值	—	239,000
Impairment of other receivables	其他應收款項減值	1,941	—
Impairment of deposit for acquisition of logging concession	取得伐木特許權之按金減值	—	190
Impairment of available-for-sale investments	可供出售投資減值	11,280	—
Gain on disposal of available-for-sale investments	出售可供出售投資之收益	(30,189)	(5,550)
Gain on disposal of subsidiaries	出售附屬公司之收益	(16,201)	(198)
Loss on disposal of items of plant and equipment	出售廠房及設備項目之虧損	9,949	40
		398,130	20,752
Increase in loan and interest receivables	應收貸款及利息增加	(322,899)	(150,906)
Decrease in trade and other receivables	應收賬款及其他應收款項減少	44,752	100,731
Increase in cash held on behalf of brokerage clients	代表經紀客戶持有之現金增加	(12,820)	—
Increase in account payable to brokerage clients	應付經紀客戶款項增加	12,820	—
Decrease in other payables and accruals	其他應付款項及應計費用減少	(8,585)	(45,068)
Cash generated from/(used in) operations	經營產生／(動用)之現金	111,398	(74,491)
Bank interest received	已收銀行利息	1,150	107
Interest paid	已付利息	—	(99)
Hong Kong profits tax paid	已付香港利得稅	(4,376)	(13,674)
PRC income tax paid	已付中國所得稅	(18,278)	(359)
Withholding tax paid	已付預扣稅	(43,000)	—
Net cash flows from/(used in) operating activities	經營活動產生／(動用)之現金流量淨額	46,894	(88,516)

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

Year ended 31 December 2016
截至二零一六年六月三十日止六個月

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
		Notes 附註	
CASH FLOWS FROM INVESTING ACTIVITIES		投資活動之現金流量	
Proceeds from disposal of available-for-sale investments	出售可供出售投資之所得款項	110,044	100,750
Dividend received from listed investments	已收上市投資之股息	-	47,815
Dividend received from unlisted investments	已收非上市投資之股息	4,193	9,610
Purchases of available-for-sale investments	購置可供出售投資	(10,013)	-
Acquisition of subsidiaries	收購附屬公司	-	59,221
Acquisition of assets and liabilities	收購資產及負債	487	-
Acquisition of intangible assets	收購無形資產	(500)	-
Acquisition of other long term assets	收購其他長期資產	(205)	-
Disposal of subsidiaries	出售附屬公司	17,889	190
Purchase of items of plant and equipment	購置廠房及設備項目	(1,174)	(667)
Proceeds from disposal of items of plant and equipment	出售廠房及設備項目所得款項	729	-
Net cash flows from investing activities	投資活動產生之現金流量淨額	121,450	216,919
CASH FLOWS FROM FINANCING ACTIVITIES		融資活動之現金流量	
New other loans	新增其他貸款	-	25,000
Repayment of other loans	償還其他貸款	-	(25,000)
Capital injection from a non-controlling shareholder	非控股股東注資	1,000	1,912
Net cash flows from financing activities	融資活動產生之現金流量淨額	1,000	1,912
NET INCREASE IN CASH AND CASH EQUIVALENTS		現金及現金等價物增加淨額	
Cash and bank balances at beginning of year	年初之現金及銀行結餘	169,344	130,315
Effect of foreign exchange rate changes, net	外幣匯率變動之影響，淨額	197,059	67,734
		(18,046)	(990)
CASH AND CASH EQUIVALENTS AT END OF YEAR	年末之現金及現金等價物	348,357	197,059
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS		現金及現金等價物結餘分析	
Cash and bank balances	現金及銀行結餘	239,735	197,059
Non-pledged time deposits with original maturity of less than three months when acquired	於存放時原有期限少於三個月之無抵押定期存款	108,622	-
		348,357	197,059

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2016

截至二零一六年十二月三十一日止年度

1. CORPORATE AND GROUP INFORMATION

Pacific Plywood Holdings Limited (the “**Company**”) is a limited liability company incorporated in Bermuda and its shares are listed on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). The registered address of the Company is located at Canon’s Court, 22 Victoria Street, Hamilton, HM 12, Bermuda. The principal place of business of the Company is located at Units 3301-03, 33/F, West Tower Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong.

During the year, the Group was involved in the following principal activities:

- Operation of peer-to-peer (“**P2P**”) financing platform under the “CAIJIA” brand and other loan facilitation services
- Money lending and provision of credit
- Securities investments
- Provision of corporate secretarial and consultancy services (disposed during the year)
- Forestry business (disposed during the year)

In the opinion of the directors, the holding company and the ultimate holding company of the Company is Allied Summit Inc., which is incorporated in the British Virgin Islands (“**BVI**”).

1. 公司及集團資料

太平洋實業控股有限公司(「**本公司**」)為於百慕達註冊成立之有限責任公司，其股份於香港聯合交易所有限公司(「**聯交所**」)上市。本公司之註冊地址為Canon’s Court, 22 Victoria Street, Hamilton, HM 12, Bermuda。本公司之主要營業地點位於香港上環干諾道中168-200號信德中心西座33樓3301-03室。

本集團於年內從事以下主要業務：

- 以「財加」品牌經營對等網絡(「**P2P**」)融資平台及其他貸款中介服務
- 借貸及提供信貸
- 證券投資
- 提供企業秘書及諮詢服務(已於年內出售)
- 森林業務(已於年內出售)

董事認為，本公司之控股公司及最終控股公司為Allied Summit Inc.，其於英屬處女群島(「**英屬處女群島**」)註冊成立。

1. CORPORATE AND GROUP INFORMATION
(Continued)

Information about subsidiaries

Particulars of the Company's principal subsidiaries are as follows:

1. 公司及集團資料(續)

附屬公司資料

本公司主要附屬公司之詳情如下：

Name 名稱	Place of incorporation/ registration and business 註冊成立/ 註冊及營業地點	Issued ordinary/ registered share capital 已發行普通/註冊股本	Percentage of equity attributable to the Company 本公司應佔權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Best Harvest Asia Limited ⁶ 富勝亞洲有限公司 ⁶	BVI/Hong Kong 英屬處女群島/香港	United States Dollars ("USD") 1 1美元	100%	-	Securities trading 證券買賣
Joy Wealth Finance Limited 寶欣財務有限公司	Hong Kong 香港	Hong Kong Dollars ("HK\$") 1 1港元	100%	-	Money lending 借貸
Pacific Vision Advisory Services Limited ⁵ 泓智諮詢服務有限公司 ⁵	Hong Kong 香港	HK\$1 1港元	N/A 不適用	N/A 不適用	Provision for corporate secretarial and consultancy services 提供企業秘書及諮詢服務
Profit Grand Enterprises Limited ^{1, 5, 6} ("Profit Grand") 雄利企業有限公司(「雄利」) ^{1, 5, 6}	BVI 英屬處女群島	USD170 170美元	N/A 不適用	N/A 不適用	Investment holding 投資控股
I-Sky Natural Resources (PNG) Limited ^{1, 5, 6} ("I-Sky Natural")	Independent State of Papua New Guinea ("PNG") 巴布亞新畿內亞獨立國 (「巴布亞新畿內亞」)	Papua New Guinean Kina ("PGK") 100 100巴布亞新畿內亞基納	N/A 不適用	N/A 不適用	Forestry business 森林業務
Beijing Huiju Wealth Management Consultant Company Limited ^{3, 6} 北京匯聚財富管理諮詢有限公司 ^{3, 6}	People's Republic of China ("PRC") 中華人民共和國 (「中國」)	Renminbi ("RMB") 50,000,000 人民幣50,000,000元	-	96%	Operation of an internet financing platform 經營互聯網融資平台
Chongqing KangDingAo Financing Consulting Co. Limited ^{2, 6} 重慶康鼎澳財務諮詢有限公司 ^{2, 6}	PRC 中國	USD1,000,000 1,000,000美元	-	96%	Provision of services in relation to the promotion and application of the internet financing platform 提供推廣及應用互聯網融資平台 相關服務
Chengdu Subang Management Consulting Co. Limited ^{2, 6} 成都速幫管理諮詢有限公司 ^{2, 6}	PRC 中國	USD1,000,000 1,000,000美元	-	96%	Provision of services in relation to the promotion and application of the internet financing platform 提供推廣及應用互聯網融資 平台相關服務

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2016

截至二零一六年十二月三十一日止年度

1. CORPORATE AND GROUP INFORMATION

(Continued)

Information about subsidiaries (Continued)

1. 公司及集團資料(續)

附屬公司資料(續)

Name 名稱	Place of incorporation/ registration and business 註冊成立/ 註冊及營業地點	Issued ordinary/ registered share capital 已發行普通/註冊股本	Percentage of equity attributable to the Company 本公司應佔權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Shenyang Subang Management Consulting Co. Limited ^{2, 6} 瀋陽速幫管理諮詢有限公司 ^{2, 6}	PRC 中國	USD1,000,000 1,000,000美元	-	96%	Provision of services in relation to the promotion and application of the internet financing platform 提供推廣及應用互聯網融資平台相關服務
Kunming Subang Enterprise Management Co. Limited ^{3, 6} 昆明速幫企業管理有限公司 ^{3, 6}	PRC 中國	RMB6,000,000 人民幣6,000,000元	-	96%	Provision of services in relation to the promotion and application of the internet financing platform 提供推廣及應用互聯網融資平台相關服務
Shenzhen Subang Management Consulting Co. Limited ^{3, 6} 深圳速幫管理諮詢有限公司 ^{3, 6}	PRC 中國	RMB10,000,000 人民幣10,000,000元	-	96%	Provision of services in relation to the promotion and application of the internet financing platform 提供推廣及應用互聯網融資平台相關服務
Wuxi Subang Management Consulting Co. Limited ^{3, 6} 無錫速幫管理諮詢有限公司 ^{3, 6}	PRC 中國	RMB6,000,000 人民幣6,000,000元	-	96%	Provision of services in relation to the promotion and application of the internet financing platform 提供推廣及應用互聯網融資平台相關服務
Shanghai Yugong Financial Consulting Co., Limited ^{3, 4, 6} 上海鈺功財務諮詢有限公司 ^{3, 4, 6}	PRC 中國	RMB1,050,000 人民幣1,050,000元	-	96%	Provision of loan facilitation services 提供貸款中介服務
Katar Global Limited ⁶ 加達環球有限公司 ⁶	BVI 英屬處女群島	USD1,000 1,000美元	-	96%	Provision of loan facilitation services 提供貸款中介服務

The English names of the Chinese entities are translation of their Chinese names and are included herein for identification purpose only.

於本附註，中國實體之英文名稱為其中文名稱之翻譯，僅供識別。

1. CORPORATE AND GROUP INFORMATION (Continued)

Information about subsidiaries (Continued)

1. Those companies are non-wholly-owned subsidiaries of the Company and accordingly, are accounted for as subsidiaries by virtue of the Company's control over them.
2. These entities are registered as wholly-foreign-owned enterprises under PRC law.
3. These entities are registered as limited liability companies under PRC law.
4. This entity was incorporated during the year.
5. These entities were disposed during the year. Further details are included in note 28 to the financial statements.
6. Not audited by Zenith CPA Limited.

As at 31 December 2016, the Group is committed to make capital contributions as registered share capital to certain of its subsidiaries in the PRC of RMB8,900,000 and RMB5,000,000 by 12 October 2035 and 28 October 2065, respectively.

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for certain of equity investments which have been measured at fair value. These financial statements are presented in Hong Kong dollars ("HK\$") and all values are rounded to the nearest thousand except when otherwise indicated.

1. 公司及集團資料(續)

附屬公司資料(續)

1. 該等公司為本公司之非全資附屬公司，憑藉本公司對其之控制權，該等公司乃以附屬公司入賬。
2. 該等實體根據中國法律註冊為外商獨資企業。
3. 該等實體根據中國法律註冊為有限責任公司。
4. 該實體於年內註冊成立。
5. 該等實體已於年內出售。進一步詳情載於財務報表附註28。
6. 並非由誠豐會計師事務所有限公司審核。

於二零一六年十二月三十一日，本集團已承諾分別於二零三五年十月十二日及二零六五年十月二十八日前向其於中國之若干附屬公司注資人民幣8,900,000元及人民幣5,000,000元作為註冊股本。

上表載列本公司之附屬公司資料，董事認為，有關附屬公司為主要影響本集團年內業績或構成本集團淨資產之重大部分。董事認為，詳列其他附屬公司之詳情會使有關資料過於冗長。

2.1 編製基準

本財務報表乃按照香港會計師公會(「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」)(包括所有香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋)、香港公認會計原則及香港公司條例之披露規定編製。本財務報表乃根據歷史成本慣例編製，惟按公平值計量之若干股本投資除外。本財務報表以港元呈列，而除另有指明者外，所有價值均四捨五入至最接近之千位數。

2.1 BASIS OF PREPARATION (Continued)

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively, the “**Group**”) for the year ended 31 December 2016. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

When the Company has, directly or indirectly, less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group’s voting rights and potential voting rights.

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

2.1 編製基準(續)

合併基準

綜合財務報表包括本公司及其附屬公司(統稱「**本集團**»)截至二零一六年十二月三十一日止年度之財務報表。附屬公司指受本公司直接或間接控制之實體(包括結構性實體)。當本集團透過參與投資對象業務而享有或有權取得投資對象之可變回報，且有能力行使對投資對象之權力影響有關回報(即讓本集團當時能指示投資對象之相關活動之現有權利)時，本集團擁有該實體之控制權。

當本公司直接或間接擁有之投資對象表決或類似權利不及大半時，本集團在評估本公司對投資對象是否擁有權力時會考慮所有相關事實及情況，包括：

- (a) 與該投資對象其他表決權擁有人之合約安排；
- (b) 根據其他合約安排享有之權利；及
- (c) 本集團之表決權及潛在表決權。

附屬公司與本公司編製財務報表之報告期間相同，並採用一致之會計政策。附屬公司之業績由本集團獲得控制權當日起綜合入賬，直至有關控制權終止當日為止。

損益及其他全面收益之各部分歸屬於本集團母公司擁有人及非控股權益，即使此舉會導致非控股權益產生虧絀結餘。所有有關本集團各成員公司間之交易之集團內部公司間資產及負債、權益、收入、開支及現金流量會於綜合賬目時悉數撇銷。

倘有事實及情況顯示上文所述三個控制權元素其中一項或多項出現變化，則本集團會重新評估其是否控制投資對象。並無失去控制權之附屬公司之擁有權權益變動以股權交易入賬。

2.1 BASIS OF PREPARATION (Continued)**Basis of consolidation (Continued)**

If the Group loses control over a subsidiary, it derecognises (i) the assets (including goodwill) and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received, (ii) the fair value of any investment retained and (iii) any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The Group has adopted the following new and revised HKFRSs for the first time for the current year's financial statements:

Amendments to HKFRS 10, HKFRS 12 and HKAS 28 (2011)	<i>Investment Entities: Applying the Consolidation Exception</i>
Amendments to HKFRS 11	<i>Accounting for Acquisitions of Interests in Joint Operations</i>
HKFRS 14	<i>Regulatory Deferral Accounts</i>
Amendments to HKAS 1	<i>Disclosure Initiative</i>
Amendments to HKAS 16 and HKAS 38	<i>Clarification of Acceptable Methods of Depreciation and Amortisation</i>
Amendments to HKAS 16 and HKAS 41	<i>Agriculture: Bearer Plants</i>
Amendments to HKAS 27 (2011)	<i>Equity Method in Separate Financial Statements</i>
<i>Annual Improvements 2012–2014 Cycle</i>	Amendments to a number of HKFRSs

2.1 編製基準(續)**合併基準(續)**

倘本集團失去對附屬公司之控制權，則會終止確認(i)該附屬公司之資產(包括商譽)及負債、(ii)任何非控股權益之賬面金額及(iii)於權益內記錄之累計換算差額；及確認(i)已收代價之公平值、(ii)所保留任何投資之公平值及(iii)損益中任何因此而產生之盈餘或虧絀。先前已於其他全面收益確認之本集團應佔部分會重新分類至損益或保留溢利(如適當)，基準與本集團直接出售相關資產或負債所需使用之基準相同。

2.2 會計政策及披露事項之變動

本集團已就本年度之財務報表首次採納下列新訂及經修訂香港財務報告準則：

香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第28號(二零一一年)修訂本	投資實體：應用合併入賬之例外情況
香港財務報告準則第11號修訂本	收購於共同經營之權益之會計處理
香港財務報告準則第14號	監管遞延賬目
香港會計準則第1號修訂本	披露計劃
香港會計準則第16號及香港會計準則第38號修訂本	釐清折舊及攤銷之可接受方法
香港會計準則第16號及香港會計準則第41號修訂本	農業：生產性植物
香港會計準則第27號(二零一一年)修訂本	獨立財務報表之權益法
二零一二年至二零一四年週期之年度改進	多項香港財務報告準則之修訂本

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2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

Other than as explained below, the adoption of the above new and revised standards has had no significant financial effect on these financial statements.

- (a) Amendments to HKAS 1 include narrow-focus improvements in respect of the presentation and disclosure in financial statements. The amendments clarify:
- (i) the materiality requirements in HKAS 1;
 - (ii) that specific line items in the statement of profit or loss and the statement of financial position may be disaggregated;
 - (iii) that entities have flexibility as to the order in which they present the notes to financial statements; and
 - (iv) that the share of other comprehensive income of associates and joint ventures accounted for using the equity method must be presented in aggregate as a single line item, and classified between those items that will or will not be subsequently reclassified to profit or loss.

Furthermore, the amendments clarify the requirements that apply when additional subtotals are presented in the statement of financial position and the statement of profit or loss. The amendments have had no significant impact on the Group's financial statements.

2.2 會計政策及披露事項之變動(續)

除下文所闡述者外，採納上述新訂及經修訂準則不會對本財務報表造成任何重大財務影響。

- (a) 香港會計準則第1號修訂本包括有關財務表內呈列及披露之集中範圍改進。該等修訂本釐清：
- (i) 香港會計準則第1號中之重大規定；
 - (ii) 損益表及財務狀況報表中特定項目可分開處理；
 - (iii) 實體可靈活地決定呈列財務報表附註之次序；及
 - (iv) 使用權益法入賬之應佔聯營公司及合營企業之其他全面收益須合併以單行項目呈列，且於將會或將不會於其後重新分類至損益之項目中分類。

再者，該等修訂本釐清於財務狀況報表及損益表呈列額外小計之適用要求。該等修訂本不會對本集團之財務報表造成任何重大影響。

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

(b) Amendments to HKAS 16 and HKAS 38 clarify the principle in HKAS 16 and HKAS 38 that revenue reflects a pattern of economic benefits that are generated from operating a business (of which the asset is part) rather than the economic benefits that are consumed through the use of the asset. As a result, a revenue-based method cannot be used to depreciate plant and equipment and may only be used in very limited circumstances to amortise intangible assets. The amendments are applied prospectively. The amendments have had no impact on the financial position or performance of the Group as the Group has not used a revenue-based method for the calculation of depreciation of its non-current assets.

(c) The HKAS 27 (2011) Amendments allow entities to use the equity method to account for investments in subsidiaries, joint ventures and associates in their separate financial statements. Entities already applying HKFRSs and electing to change to the equity method to account for investments in subsidiaries, joint ventures and associates in their separate financial statements are required to apply the change retrospectively. The amendments are not applicable to the Group's consolidated financial statements.

(d) *Annual Improvements to HKFRSs 2012–2014 Cycle* issued in October 2014 sets out amendments to a number of HKFRSs. Details of the amendments are as follows:

- HKFRS 5 *Non-current Assets Held for Sale and Discontinued Operations*: Clarifies that changes to a plan of sale or a plan of distribution to owners should not be considered to be a new plan of disposal, rather it is a continuation of the original plan. Accordingly, there is no change in the application of the requirements in HKFRS 5. The amendments also clarify that changing the disposal method does not change the date of classification of the non-current assets or disposal group held for sale. The amendments are to be applied prospectively. The amendments have had no impact on the Group as the Group did not have any change in the plan of sale or disposal method in respect of the disposal group held for sale during the year.

2.2 會計政策及披露事項之變動(續)

(b) 香港會計準則第16號及香港會計準則第38號修訂本釐清於香港會計準則第16號及香港會計準則第38號中之原則，即收益反映經營業務產生之經濟利益(資產為其中一部分)模式，而非透過使用該資產消耗之經濟利益。因此，收益基礎法不能用於廠房及設備之折舊，僅可能在極有限之情況下攤銷無形資產。該等修訂本將按預期基準應用。由於本集團於計算其非流動資產之折舊時並未使用收益基礎法，故該等修訂本不會對本集團之財務狀況或表現造成任何影響。

(c) 香港會計準則第27號(二零一一年)修訂本允許實體於獨立財務報表內以權益法將於附屬公司、合營企業及聯營公司之投資入賬。已應用香港財務報告準則及選擇改為於獨立財務報表內使用權益法將於附屬公司、合營企業及聯營公司之投資入賬之實體須追溯應用有關變動。該等修訂本不適用於本集團之綜合財務報表。

(d) 於二零一四年十月頒佈之「香港財務報告準則二零一二年至二零一四年週期之年度改進」載有多項香港財務報告準則之修訂本。該等修訂本之詳情如下：

- 香港財務報告準則第5號「持作出售之非流動資產及已終止經營業務」：釐清更改出售之計劃或向擁有人分派之計劃不會被視為新的出售計劃，而是原有計劃之延續。因此，應用香港財務報告準則第5號之規定並無變動。該等修訂本亦釐清，更改出售方法不會改變將非流動資產或持作出售之出售組別分類之日期。該等修訂本將按預期基準應用。由於本集團有關持作出售之出售組別之出售計劃或處置方法於年內並無任何變動，故該等修訂本不會對本集團造成任何影響。

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2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

(d) (Continued)

- HKFRS 7 *Financial Instruments: Disclosures*: Clarifies that the disclosures in respect of the offsetting of financial assets and financial liabilities in HKFRS 7 are not required in the condensed interim financial statements, except where the disclosures provide a significant update to the information reported in the most recent annual report, in which case the disclosures should be included in the condensed interim financial statements. The amendments are not applicable to the Group's annual consolidated financial statements.
- HKFRS 7 *Financial Instruments: Disclosures*: Clarifies that a servicing contract that includes a fee can constitute continuing involvement in a financial asset. An entity must assess the nature of the fee and arrangement against the guidance for continuing involvement in HKFRS 7 in order to assess whether the HKFRS 7 disclosures are required. The assessment of which servicing contracts constitute continuing involvement must be done retrospectively. However, the required disclosures need not be provided for any period beginning before the annual period in which the entity first applies the amendments. The amendments have had no impact on the Group as the Group does not have any servicing contracts.
- HKAS 19 *Employee Benefits*: Clarifies that market depth of high quality corporate bonds used for discounting the post-employment benefit obligation for defined benefit plans is assessed based on the currency in which the obligation is denominated, rather than the country where the obligation is located. When there is no deep market for high quality corporate bonds in that currency, government bond rates must be used. The amendment has had no impact on the Group as the Group does not have any defined benefit plans.

2.2 會計政策及披露事項之變動(續)

(d) (續)

- 香港財務報告準則第7號「金融工具：披露」：澄清無需於簡明中期財務報表披露香港財務報告準則第7號有關對銷金融資產及金融負債，惟倘披露對於最近期年報匯報之資料作出重大更新，則有關披露應載入簡明中期財務報表。該等修訂本並不適用於本集團之年度綜合財務報表。
- 香港財務報告準則第7號「金融工具：披露」：釐清包括費用之服務合約可構成對金融資產之持續參與。實體必須根據香港財務報告準則第7號內有關持續參與之指引評估相關費用及安排之性質，以評估是否須作出香港財務報告準則第7號下之披露。對服務合約是否構成持續參與之評估必須追溯進行。然而，無需就實體首次應用該等修訂本之年度期間前開始之任何期間提供所要求之披露。由於本集團並無任何服務合約，故該等修訂本不會對本集團造成任何影響。
- 香港會計準則第19號「僱員福利」：澄清為貼現界定福利計劃之離職福利義務採用之優質企業債務市場深度，以義務計值之貨幣，而非義務所在國家作評估基準。當以該貨幣計值之優質企業債券並無深度市場，則必須使用政府債券息率。由於本集團並無任何界定福利計劃，故該等修訂本不會對本集團造成任何影響。

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

(d) (Continued)

- HKAS 34 *Interim Financial Reporting*: Clarifies that the required interim disclosures must either be in the interim financial statements or incorporated by cross-reference between the interim financial statements and wherever they are included within the interim financial report. The amendment also specifies that the information within the interim financial report must be available to users on the same terms as the interim financial statements and at the same time. The amendment is not applicable to the Group's annual consolidated financial statements.

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

The Group has not applied the following new and revised HKFRSs, that have been issued but are not yet effective, in these financial statements:

Amendments to HKFRS 2	<i>Classification and Measurement of Share-based Payment Transactions</i> ²
Amendments to HKFRS 4	<i>Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts</i> ²
HKFRS 9	<i>Financial Instruments</i> ²
Amendments to HKFRS 10 and HKAS 28 (2011)	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> ⁴
HKFRS 15	<i>Revenue from Contracts with Customers</i> ²
Amendments to HKFRS 15	<i>Clarifications to HKFRS 15 Revenue from Contracts with Customers</i> ²
HKFRS 16	<i>Leases</i> ³
Amendments to HKAS 7	<i>Disclosure Initiative</i> ¹
Amendments to HKAS 12	<i>Recognition of Deferred Tax Assets for Unrealised Losses</i> ¹

- 1 Effective for annual periods beginning on or after 1 January 2017
- 2 Effective for annual periods beginning on or after 1 January 2018
- 3 Effective for annual periods beginning on or after 1 January 2019
- 4 No mandatory effective date yet determined but available for adoption

2.2 會計政策及披露事項之變動(續)

(d) (續)

- 香港會計準則第34號「中期財務報告」：澄清規定之中期披露必須於中期財務報表作出，或以中期財務報表與中期財務報告內載列有關資料的其他地方對照參考之方式載列。該修訂本亦訂明，中期財務報告內之資料必須按與中期財務報表之相同詞彙於同一時間提供予使用者。該修訂本並不適用於本集團之年度綜合財務報表。

2.3 已頒佈但尚未生效之香港財務報告準則

本集團於本財務報表中並無應用下列已頒佈但尚未生效之新訂及經修訂香港財務報告準則：

香港財務報告準則第2號修訂本	以股份為基礎之付款交易之分類及計量 ²
香港財務報告準則第4號修訂本	應用香港財務報告準則第9號「金融工具」連同香港財務報告準則第4號「保險合約」 ²
香港財務報告準則第9號	金融工具 ²
香港財務報告準則第10號及香港會計準則第28號(二零一一年)修訂本	投資者與其聯營公司或合營企業之間之資產出售或注資 ⁴
香港財務報告準則第15號	來自客戶合約之收益 ²
香港財務報告準則第15號修訂本	釐清香港財務報告準則第15號「來自客戶合約之收益」 ²
香港財務報告準則第16號	租賃 ³
香港會計準則第7號修訂本	披露計劃 ¹
香港會計準則第12號修訂本	就未變現虧損確認遞延稅項資產 ¹

- 1 於二零一七年一月一日或之後開始之年度期間生效
- 2 於二零一八年一月一日或之後開始之年度期間生效
- 3 於二零一九年一月一日或之後開始之年度期間生效
- 4 尚未釐定強制生效日期，惟可供採納

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

Further information about those HKFRSs that are expected to be applicable to the Group is as follows:

In September 2014, the HKICPA issued the final version of HKFRS 9, bringing together all phases of the financial instruments project to replace HKAS 39 and all previous versions of HKFRS 9. The standard introduces new requirements for classification and measurement, impairment and hedge accounting. The Group expects to adopt HKFRS 9 from 1 January 2018. The Group is currently assessing the impact of the standard upon adoption and expects that the adoption of HKFRS 9 will have an impact on the classification and measurement of the Group's financial assets.

Amendments to HKFRS 10 and HKAS 28 (2011) address an inconsistency between the requirements in HKFRS 10 and in HKAS 28 (2011) in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full recognition of a gain or loss when the sale or contribution of assets between an investor and its associate or joint venture constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss resulting from the transaction is recognised in the investor's profit or loss only to the extent of the unrelated investor's interest in that associate or joint venture. The amendments are to be applied prospectively. The previous mandatory effective date of amendments to HKFRS 10 and HKAS 28 (2011) was removed by the HKICPA in January 2016 and a new mandatory effective date will be determined after the completion of a broader review of accounting for associates and joint ventures. However, the amendments are available for application now.

2.3 已頒佈但尚未生效之香港財務報告準則之影響(續)

預期將適用於本集團之香港財務報告準則之進一步資料如下：

於二零一四年九月，香港會計師公會頒佈香港財務報告準則第9號之最終版本，將金融工具項目之所有階段彙集以代替香港會計準則第39號及香港財務報告準則第9號之全部先前版本。該準則引入分類及計量、減值及對沖會計處理之新規定。本集團預期自二零一八年一月一日起採納香港財務報告準則第9號。本集團目前正評估採納該準則之影響，並預期採納香港財務報告準則第9號將對本集團金融資產之分類及計量造成影響。

香港財務報告準則第10號及香港會計準則第28號(二零一一年)修訂本提出香港財務報告準則第10號及香港會計準則第28號(二零一一年)有關處理投資者與其聯營公司或合營企業進行資產出售或注資之規定時的不一致情況。該等修訂本規定當投資者與其聯營公司或合營企業進行之資產出售或注資構成一項業務時，需全數確認收益或虧損。就涉及不構成一項業務之資產交易而言，交易產生之收益或虧損於投資者之損益確認，並僅以無關聯投資者於該聯營公司或合營企業之權益為限。該等修訂本將按預期基準應用。香港會計師公會已於二零一六年一月廢除香港財務報告準則第10號及香港會計準則第28號(二零一一年)修訂本之前的強制生效日期，而新強制生效日期將於完成對聯營公司及合營企業會計處理作更廣泛檢討後釐定。然而，該等修訂本現時可供應用。

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

(Continued)

HKFRS 15 establishes a new five-step model to account for revenue arising from contracts with customers. Under HKFRS 15, revenue is recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. The principles in HKFRS 15 provide a more structured approach for measuring and recognising revenue. The standard also introduces extensive qualitative and quantitative disclosure requirements, including disaggregation of total revenue, information about performance obligations, changes in contract asset and liability account balances between periods and key judgements and estimates. The standard will supersede all current revenue recognition requirements under HKFRSs. In June 2016, the HKICPA issued amendments to HKFRS 15 to address the implement issues on identifying performance obligations, application guidance on principal versus agent and licences of intellectual property, and transition. The amendments are also intended to help ensure a more consistent application when entities adopt HKFRS 15 and decrease the cost and complexity of applying the standard. The Group expects to adopt HKFRS 15 on 1 January 2018 and is currently assessing the impact of HKFRS 15 upon adoption.

2.3 已頒佈但尚未生效之香港財務報告準則之影響(續)

香港財務報告準則第15號建立新的五步模型，以將來自客戶合約之收益入賬。根據香港財務報告準則第15號，收益按反映實體預期就交換向客戶轉讓貨品或服務而有權獲得之代價金額確認。香港財務報告準則第15號之原則為計量及確認收益提供更具有結構之方法。該準則亦引入廣泛之定性及定量披露規定，包括分拆總收益、有關履行責任之資料、不同期間之合約資產及負債賬目結餘之變動以及主要判斷及估計。該準則將取代香港財務報告準則下所有現時收益確認規定。於二零一六年六月，香港會計師公會頒佈香港財務報告準則第15號修訂本，以處理識別履約責任、主事人與代理人之應用指引及知識產權許可以及過渡之實施問題。該等修訂本亦擬協助確保實體於採納香港財務報告準則第15號時能更一致地應用及降低應用有關準則之成本及複雜程度。本集團預期於二零一八年一月一日採納香港財務報告準則第15號，目前正評估採納香港財務報告準則第15號之影響。

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

(Continued)

HKFRS 16 replaces HKAS 17 *Leases*, HK(IFRIC)-Int 4 *Determining whether an Arrangement contains a Lease*, HK(SIC)-Int 15 *Operating Leases – Incentives* and HK(SIC)-Int 27 *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to recognise assets and liabilities for most leases. The standard includes two recognition exemptions for lessees – leases of low-value assets and short-term leases. At the commencement date of a lease, a lessee will recognise a liability to make lease payments (i.e., the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e., the right-of-use asset). The right-of-use asset is subsequently measured at cost less accumulated depreciation and any impairment losses unless the right-of-use asset meets the definition of investment property in HKAS 40. The lease liability is subsequently increased to reflect the interest on the lease liability and reduced for the lease payments. Lessees will be required to separately recognise the interest expense on the lease liability and the depreciation expense on the right-of-use asset. Lessees will also be required to remeasure the lease liability upon the occurrence of certain events, such as change in the lease term and change in future lease payments resulting from a change in an index or rate used to determine those payments. Lessees will generally recognise the amount of the remeasurement of the lease liability as an adjustment to the right-of-use asset. Lessor accounting under HKFRS 16 is substantially unchanged from the accounting under HKAS 17. Lessors will continue to classify all leases using the same classification principle as in HKAS 17 and distinguish between operating leases and finance leases. The Group expects to adopt HKFRS 16 on 1 January 2019 and is currently assessing the impact of HKFRS 16 upon adoption.

Amendments to HKAS 7 require an entity to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes. The amendments will result in additional disclosure to be provided in the financial statements. The Group expects to adopt the amendments from 1 January 2017.

2.3 已頒佈但尚未生效之香港財務報告準則之影響(續)

香港財務報告準則第16號取代香港會計準則第17號「租賃」、香港(國際財務報告詮釋委員會) – 詮釋第4號「釐定安排是否包括租賃」、香港(準則詮釋委員會) – 詮釋第15號「經營租賃 – 優惠」及香港(準則詮釋委員會) – 詮釋第27號「評估涉及租賃法律形式交易之內容」。該準則載列確認、計量、呈列及披露租賃之原則，並要求承租人就大多數租賃確認資產及負債。該準則包括給予承租人兩項租賃確認豁免 – 低價值資產租賃及短期租賃。於租賃開始日期，承租人將確認於租賃期內支付租賃款項之負債(即租賃負債)及代表相關資產使用權之資產(即使用權資產)。除非使用權資產符合香港會計準則第40號內投資物業之定義，否則使用權資產其後按成本減累計折舊及任何減值虧損計量。租賃負債其後會就反映租賃負債利息而增加及因支付租賃款項而減少。承租人將須分別確認租賃負債之利息開支及使用權資產之折舊開支。承租人亦須於若干事件發生時重新計量租賃負債，例如由於租賃期變更或用於釐定未來租賃款項之一項指數或比率變更而引致該等款項變更。承租人普遍將重新計量租賃負債之金額確認為對使用權資產之調整。香港財務報告準則第16號下之出租人會計法與香港會計準則第17號下之會計法相比並無重大變動。出租人將繼續利用香港會計準則第17號內之同一分類原則將所有租賃分類，並會區分經營租賃及融資租賃。本集團預期於二零一九年一月一日採納香港財務報告準則第16號，目前正評估採納香港財務報告準則第16號之影響。

香港會計準則第7號修訂本規定實體作出披露，使財務報表使用者可評估融資活動所產生之負債變動，包括現金流量及非現金流量產生之變動。該等修訂本將導致須於財務報表作出額外披露。本集團預期自二零一七年一月一日起採納該等修訂本。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts of the acquiree.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability is measured at fair value with changes in fair value recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

2.4 主要會計政策概要

業務合併及商譽

業務合併以收購法入賬。所轉讓代價以收購日期之公平值計量，而有關公平值乃本集團向被收購方前擁有人所轉讓資產、本集團所承擔負債及本集團為換取被收購方之控制權所發行的股權於收購日期之公平值總和。對於各項業務合併，本集團選擇是否以公平值或被收購方可識別淨資產之應佔比例，計量於被收購方之屬現時擁有人權益並賦予持有人權利於清盤時按比例分佔淨資產之非控股權益。非控股權益一切其他組成部分按公平值計量。收購相關成本於產生時支銷。

當收購一項業務時，本集團會按照合約條款、於收購日期之經濟環境及相關條件，評估將承接之金融資產及負債，以作出適合之分類及標示，其中包括分離被收購方主合約中之嵌入式衍生工具。

倘業務合併分階段進行，則先前持有之股權會按收購日期之公平值重新計量，而任何所產生之收益或虧損應於損益確認。

將由收購方轉讓之任何或然代價於收購日期按公平值確認。分類為資產或負債之或然代價會按公平值計量，而其公平值變動於損益確認。歸類為權益之或然代價毋須重新計量，且往後結算於權益入賬。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Business combinations and goodwill (Continued)

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable net assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 December. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Where goodwill has been allocated to a cash-generating unit (or group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the cash-generating unit retained.

2.4 主要會計政策概要(續)

業務合併及商譽(續)

商譽初步按成本計量，即所轉讓代價、就非控股權益確認之數額及本集團先前所持被收購方股權之任何公平值之總和，超出所收購可識別淨資產及所承擔可識別淨負債之差額。倘有關代價及其他項目之總和低於所收購資產淨值之公平值，則於重新評估後其差額於損益確認為議價購買收益。

於初步確認後，商譽按成本減任何累計減值虧損計量。商譽會每年進行減值測試；倘發生事件或環境轉變顯示賬面值或有減值，則會更頻密地進行測試。本集團於十二月三十一日進行其年度商譽減值測試。為進行減值測試，於業務合併中收購之商譽自收購日期起分配至每個預期會因合併協同作用而受惠之本集團現金產生單位，或現金產生單位組別，而不論本集團其他資產或負債會否分配至該等單位或單位組別。

評定減值時須評估有關商譽所屬現金產生單位(現金產生單位組別)之可收回金額。倘現金產生單位(現金產生單位組別)之可收回金額低於賬面金額，則確認減值虧損。就商譽確認之減值虧損不會於其後期間撥回。

倘商譽已分配至現金產生單位(或現金產生單位組別)，而有關單位之部分業務已售出，則於釐定出售收益或虧損時，與所售業務有關商譽會列入業務之賬面金額。在該等情況下，所售商譽乃依照所售業務之相對價值及所保留現金產生單位之比例部分計算。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Fair value measurement

The Group measures its equity investments at fair value at the end of each reporting period. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

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

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 – based on quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly
- Level 3 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

2.4 主要會計政策概要(續)

公平值計量

本集團於各報告期末按公平值計量其股本投資。公平值為於計量日期市場參與者之間於有序交易中出售資產時收取或轉讓負債時支付之價格。公平值計量以假設出售資產或轉讓負債之交易於資產或負債之主要市場中進行為基礎，或倘並無主要市場，則於資產或負債之最有利市場進行。主要或最有利市場須允許本集團參與。資產或負債之公平值利用市場參與者對資產或負債定價時使用之假設計量，並假設市場參與者以其最佳經濟利益行事。

非金融資產之公平值計量計及市場參與者透過使用資產之最高及最佳使用價值或透過將其出售予另一名將使用資產之最高及最佳使用價值之市場參與者而產生經濟利益之能力。

本集團按情況並於出現可計量公平值之足夠數據情況下使用適合之估值技術，以盡量使用有關可觀察輸入數據並盡量避免使用不可觀察輸入數據。

於財務報表中計量或披露公平值之所有資產及負債於公平值級別中分類(如下所述)，分類乃依照對整體公平值計量而言屬重大之最低層輸入數據：

- 第一級 – 依照相同資產或負債於活躍市場所報之價格(未經調整)
- 第二級 – 依照對公平值計量而言屬重大且可觀察(不論直接或間接)之最低層級輸入數據之估值技術
- 第三級 – 依照對公平值計量而言屬重大惟不可觀察之最低層級輸入數據之估值技術

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Fair value measurement (Continued)

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than financial assets and goodwill), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to the statement of profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to the statement of profit or loss in the period in which it arises.

2.4 主要會計政策概要(續)

公平值計量(續)

就按經常基準於財務資料中確認之資產及負債而言，本集團於各報告期末重估分類方法，以釐定否已於各級別之間轉撥(依照對整體公平值計量而言屬重大之最低層輸入數據)。

非金融資產減值

倘出現減值跡象，或當資產(不包括金融資產及商譽)須每年進行減值測試時，須估計資產之可收回金額。資產之可收回金額按資產或現金產生單位之使用價值與其公平值減出售成本兩者之較高者獨立計算，除非有關資產並不產生大致上獨立於其他資產或資產組別之現金流入，則在此情況下須就有關資產所屬之現金產生單位釐定可收回金額。

只有當資產之賬面金額超過其可收回金額時，方會確認減值虧損。在評定使用價值時，須使用稅前貼現率將估計日後現金流量貼現至現值，而該貼現率反映現時市場所評估之貨幣時間價值及該資產之特有風險。減值虧損在其於符合減值資產功能之開支類別中產生期間自損益表扣除。

於各報告期末均會作出評估，以確認是否有任何跡象顯示先前確認之減值虧損可能不再出現或可能已經減少。如有任何該等跡象，則會估計可收回金額。除非用以釐定資產可收回金額之估計出現變動，否則先前確認之資產(商譽除外)減值虧損不予撥回，惟撥回後金額不得超過假設過往年度並無確認資產減值虧損所應釐定之賬面金額(經扣除任何折舊/攤銷)。有關減值虧損撥回於產生期間計入損益表。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Related parties

A party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person's family and that person
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

- (b) the party is an entity where any of the following conditions applies:
 - (i) the entity and the Group are members of the same group;
 - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
 - (iii) the entity and the Group are joint ventures of the same third party;
 - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
 - (vi) the entity is controlled or jointly controlled by a person identified in (a);
 - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
 - (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

2.4 主要會計政策概要(續)

關聯人士

以下各方為本集團之關聯人士：

- (a) 有關方為某人士或某人士之直系親屬，且該人士
 - (i) 對本集團擁有控制權或共同控制權；
 - (ii) 對本集團具有重大影響力；或
 - (iii) 為本集團或其母公司之其中一名主要管理人員；

或

- (b) 有關方為符合下列任何條件之實體：
 - (i) 該實體與本集團為同一集團之成員公司；
 - (ii) 一間實體為另一實體(或另一實體之母公司、附屬公司或同系附屬公司)之聯營公司或合營企業；
 - (iii) 該實體與本集團為同一第三方之合營企業；
 - (iv) 一間實體為第三方之合營企業，而另一實體為該第三方之聯營公司；
 - (v) 該實體為以本集團或與本集團有關連之實體就僱員福利設立之離職福利計劃；
 - (vi) 該實體由(a)項界定之人士控制或共同控制；
 - (vii) (a)(i)項界定之人士對該實體有重大影響力，或該人士為該實體(或該實體之母公司)主要管理層之一名成員；及
 - (viii) 該實體或其所屬集團之任何成員公司，為本集團或本集團之母公司提供主要管理人員服務。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2016

截至二零一六年十二月三十一日止年度

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Plant and equipment and depreciation

Plant and equipment are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the statement of profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

Depreciation is calculated on the straight-line basis to write off the cost of each item of plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Leasehold improvement	Over the shorter of period of the lease terms and 20%
Furniture, fittings and equipment	20% to 33%
Motor vehicles	20%

Where parts of an item of plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in the statement of profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

2.4 主要會計政策概要(續)

廠房及設備以及折舊

廠房及設備按成本減累計折舊及任何減值虧損入賬。廠房及設備項目之成本包括其購入價以及將資產置於其運作狀態及地點作其擬定用途之任何直接相關成本。

廠房及設備項目投入運作後所產生如維修及保養等開支，通常於產生期間自損益表扣除。倘符合確認標準，則有關重大檢查之開支會按該資產之賬面金額資本化為重置資產。倘廠房及設備之主要部分須分段重置，則本集團會將該等部分確認為獨立資產，並設定特定之可使用年期及進行相應折舊。

折舊按直線基準將廠房及設備各項之成本於其估計可使用年期內撇銷至其剩餘價值。就此所採用之主要年率如下：

租賃物業裝修	租賃年期與20%之較短者
傢俬、配件及設備	20%至33%
汽車	20%

倘廠房及設備項目各部分之可使用年期有所不同，則該項目各部分之成本將按合理基準分配，而每部分將作個別折舊。本集團最少於各財政年度結算日檢討剩餘價值、可使用年期及折舊方法並作出調整(如適用)。

廠房及設備項目(包括初步確認之任何重大部分)於出售後或預期使用或出售該等廠房及設備項目不會產生未來經濟利益時確認。於資產終止確認年度在損益表確認之出售或棄用有關資產所產生之任何收益或虧損，為相關資產之出售所得款項淨額與賬面金額之差額。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Intangible assets (other than goodwill)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

Intangible assets with indefinite useful lives are tested for impairment annually either individually or at the cash-generating unit level. Such intangible assets are not amortised. The useful life of an intangible asset with an indefinite life is reviewed annually to determine whether the indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is accounted for on a prospective basis.

Purchased licenses and trading rights with infinite live are stated at cost less any impairment loss and no amortisation is provided.

Leases

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Group is the lessee, rentals payable under operating leases net of any incentives received from the lessor are charged to the statement of profit or loss on the straight-line basis over the lease terms.

2.4 主要會計政策概要(續)

無形資產(商譽除外)

獨立收購之無形資產於初步確認時按成本計量。業務合併中收購無形資產之成本乃於收購日期之公平值。無形資產之可使用年期被評估為有限期或無限期。有限期之無形資產隨後按可使用經濟年期攤銷，並於有跡象顯示無形資產可能出現減值時評估減值。有限可使用年期之無形資產之攤銷期及攤銷方法至少於每個財政年度末檢討。

無限使用年期之無形資產每年均會單獨或在現金產生單位層面進行減值測試。該等無形資產不予攤銷。無限期之無形資產之可使用年期每年檢討，以釐定無限期之評估是否持續具有證據支持。若否，將可使用年期評估由無限期轉為有限期之變動會以未來適用基準入賬。

購入具有有限期之牌照及交易權按成本減任何減值虧損列賬，且毋須計提攤銷。

租賃

資產擁有權之絕大部分回報及風險由出租人保留之租賃，乃按經營租賃列賬。倘本集團為承租人，根據經營租賃應付租金扣除收取出租人之任何獎勵，乃以直線法於租賃年期內於損益表中扣除。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments and other financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as loans and receivables and available-for-sale financial investments, as appropriate. When financial assets are recognised initially, they are measured at fair value plus transaction costs that are attributable to the acquisition of the financial assets, except in the case of financial assets recorded at fair value through profit or loss.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial measurement, such assets are subsequently measured at amortised cost using the effective interest rate method less any allowance for impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and includes fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in other income and gains in the statement of profit or loss. The loss arising from impairment is recognised in the statement of profit or loss in other expenses for loans and receivables.

2.4 主要會計政策概要(續)

投資及其他金融資產

初步確認及計量

於初步確認時，金融資產劃分為貸款及應收款項以及可供出售金融投資(如適用)。金融資產進行初步確認時以收購金融資產應佔之公平值加交易成本計量，惟金融資產按公平值透過損益入賬之情形除外。

所有常規方式買賣之金融資產概於交易日(即本集團承諾購買或出售該資產之日)予以確認。常規方式買賣乃指按照一般市場規定或慣例在一定期間內交付資產之金融資產買賣。

其後計量

金融資產之其後計量取決於其分類如下：

貸款及應收款項

貸款及應收款項指附帶固定或可釐定付款金額，且在活躍市場並無報價之非衍生金融資產。於初步計量後，該等資產其後以實際利率法按攤銷成本減任何減值撥備計量。攤銷成本計及收購時之任何折讓或溢價，並包括組成實際利率一部分之費用或成本。實際利率攤銷於損益表計入其他收入及收益。貸款及應收款項之減值所產生虧損於損益表之其他開支中確認。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments and other financial assets (Continued)

Available-for-sale financial investments

Available-for-sale financial investments are non-derivative financial assets in listed and unlisted equity investments and debt securities. Equity investments classified as available for sale are those which are neither classified as held for trading nor designated as at fair value through profit or loss.

After initial recognition, available-for-sale financial investments are subsequently measured at fair value, with unrealised gains or losses recognised as other comprehensive income in the available-for-sale investment revaluation reserve until the investment is derecognised, at which time the cumulative gain or loss is recognised in the statement of profit or loss in other income, or until the investment is determined to be impaired, when the cumulative gain or loss is reclassified from the available-for-sale investment revaluation reserve to the statement of profit or loss in other gains or losses. Interest and dividends earned whilst holding the available-for-sale financial investments are reported as interest income and dividend income, respectively and are recognised in the statement of profit or loss as other income and gains in accordance with the policies set out for “Revenue recognition” below.

When the fair value of unlisted equity investments cannot be reliably measured because (a) the variability in the range of reasonable fair value estimates is significant for that investment or (b) the probabilities of the various estimates within the range cannot be reasonably assessed and used in estimating fair value, such investments are stated at cost less any impairment losses.

The Group evaluates whether the ability and intention to sell its available-for-sale financial assets in the near term are still appropriate. When, in rare circumstances, the Group is unable to trade these financial assets due to inactive markets, the Group may elect to reclassify these financial assets if management has the ability and intention to hold the assets for the foreseeable future or until maturity.

2.4 主要會計政策概要(續)

投資及其他金融資產(續)

可供出售金融投資

可供出售金融投資為上市及非上市股本投資及債務證券之非衍生金融資產。分類為可供出售之股本投資既非分類為持作買賣，亦非指定為按公平值透過損益入賬。

於初步確認後，可供出售金融投資其後按公平值計量，未變現損益確認為可供出售投資重估儲備之其他全面收入，直至有關投資終止確認為止，屆時累計損益於損益表之其他收入中確認，或直至有關投資釐定出現減值為止，屆時累計損益自可供出售投資重估儲備重新分類至損益表之其他收益或虧損。持有可供出售金融投資而賺取之利息及股息分別呈報為利息收入及股息收入，並根據下文「收益確認」所載政策於損益表中確認為其他收入及收益。

當(a)合理公平值估計範圍之變動對於該投資而言實屬重大或(b)上述範圍內各項估計之可能性不能合理評估及用於估算公平值，致使未能可靠計量非上市股本投資之公平值，則該等投資按成本減任何減值虧損列賬。

本集團評估於短期內出售其可供出售金融資產之能力及意向仍是否合適。當極少情況下本集團因市場不活躍而無法買賣該等金融資產時，而管理層有能力及有意於可見未來或直至到期前持有資產，則本集團可選擇重新分類該等金融資產。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments and other financial assets (Continued)

Available-for-sale financial investments (Continued)

For a financial asset reclassified from the available-for-sale category, the fair value carrying amount at the date of reclassification becomes its new amortised cost and any previous gain or loss on that asset that has been recognised in equity is amortised to profit or loss over the remaining life of the investment using the effective interest rate. Any difference between the new amortised cost and the maturity amount is also amortised over the remaining life of the asset using the effective interest rate. If the asset is subsequently determined to be impaired, then the amount recorded in equity is reclassified to the statement of profit or loss.

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

2.4 主要會計政策概要(續)

投資及其他金融資產(續)

可供出售金融投資(續)

就自可供出售類別重新分類之金融資產而言，重新分類當日之公平值賬面金額成為新攤銷成本，而過往就該資產於權益確認之任何損益按投資之餘下年期以實際利率攤銷至損益。新攤銷成本與到期金額之間之差額亦按資產之餘下年期以實際利率攤銷。倘資產隨後釐定為已減值，則於權益入賬之金額重新分類至損益表。

終止確認金融資產

金融資產(或如適用，金融資產之其中部分或一組類似金融資產之其中部分)主要在下列情況下終止確認(即從本集團綜合財務狀況報表中移除)：

- 自資產收取現金流量之權利已屆滿；或
- 本集團已轉讓其自資產收取現金流量之權利，或已根據「轉遞」安排承擔在無重大延誤之情況下將全數所得現金流量支付予第三方之責任；及(a)本集團已轉讓資產之絕大部分風險及報酬，或(b)本集團並無轉讓或保留資產之絕大部分風險及報酬，惟已轉讓資產之控制權。

倘本集團已轉讓其自資產收取現金流量之權利，或已訂立轉遞安排，其將評估其是否保留該項資產之擁有權風險及報酬以及保留之程度。倘本集團並無轉讓或保留資產之絕大部分風險及報酬，亦無轉讓資產之控制權，則本集團於繼續參與之情況下繼續確認獲轉讓資產。於該情況下，本集團亦確認相關負債。已轉讓資產及相關負債乃按反映本集團已保留權利及義務之基準計量。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Derecognition of financial assets (Continued)

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration the Group could be required to repay.

Impairment of financial assets

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. An impairment exists if one or more events that occurred after the initial recognition of the asset have an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated. Evidence of impairment may include indications that a debtor 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 observable data indicating that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

Financial assets carried at amortised cost

For financial assets carried at amortised cost, the Group first assesses whether impairment exists individually for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Group determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be, recognised are not included in a collective assessment of impairment.

2.4 主要會計政策概要(續)

終止確認金融資產(續)

以對已轉讓資產擔保形式的持續參與，按資產原賬面值與本集團可能須償還最高代價兩者之較低者計量。

金融資產減值

於各報告期末，本集團評估是否有客觀跡象顯示一項金融資產或一組金融資產出現減值。倘於初步確認資產後發生一項或多項事件對該項金融資產或該組金融資產之估計未來現金流量造成影響，而該影響能可靠地估計，則出現減值。減值憑證可包括一名債務人或一組債務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，以及有可觀察數據顯示估計未來現金流量出現可計量之減少，例如欠款數目變動或出現與違約相關之經濟狀況。

按攤銷成本入賬之金融資產

就按攤銷成本入賬之金融資產而言，本集團首先會按個別基準就個別屬重大之金融資產，或將個別不屬重大之金融資產共同評估是否存在減值。倘本集團釐定個別評估之金融資產(無論屬重大與否)並無客觀憑證顯示存有減值，則該項資產會歸入一組具有相似信貸風險特性之金融資產內，並共同評估該組金融資產是否存在減值。個別進行減值評估且現時或持續確認減值虧損之資產，不會歸入共同減值評估內。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of financial assets (Continued)

Financial assets carried at amortised cost (Continued)

The amount of any impairment loss identified 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 yet been incurred). The present value of the estimated future cash flows is discounted at the financial asset's original effective interest rate (i.e., the effective interest rate computed at initial recognition).

The carrying amount of the asset is reduced through the use of an allowance account and the loss is recognised in the statement of profit or loss. Interest income continues to be accrued on the reduced carrying amount using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. Loans and receivables together with any associated allowance are written off when there is no realistic prospect of future recovery and all collateral has been realised or has been transferred to the Group.

If, in a subsequent period, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognised, the previously recognised impairment loss is increased or reduced by adjusting the allowance account. If a write-off is later recovered, the recovery is credited to other expenses in the statement of profit or loss.

Available-for-sale financial investments

For available-for-sale financial investments, the Group assesses at the end of each reporting period whether there is objective evidence that an investment or a group of investments is impaired.

If an available-for-sale asset is impaired, an amount comprising the difference between its cost (net of any principal payment and amortisation) and its current fair value, less any impairment loss previously recognised in the statement of profit or loss, is removed from other comprehensive income and recognised in the statement of profit or loss.

2.4 主要會計政策概要(續)

金融資產減值(續)

按攤銷成本入賬之金融資產(續)

已識別任何減值虧損金額按資產賬面金額與估計未來現金流量(不包括尚未產生之未來信貸虧損)現值之間之差額計量。估計未來現金流量之現值乃按金融資產之原實際利率(即初步確認時計算之實際利率)貼現。

該資產之賬面金額透過使用撥備賬扣減，而其虧損於損益表內確認。利息收入採用計量減值虧損時用以貼現未來現金流量之利率，持續累計入經扣減賬面金額內。貸款及應收款項連同任何相關撥備於不存在日後收回之實際前景，且所有抵押品已變現或轉讓予本集團時撇銷。

倘於其後期間估計減值虧損金額由於確認減值以後發生之事件而增加或減少，則透過調整撥備賬目增加或減少先前確認之減值虧損。倘於其後收回撇銷，該項收回計入損益表之其他開支。

可供出售金融投資

就可供出售金融投資而言，本集團於各報告期末評估是否存在客觀憑證顯示一項投資或一組投資出現減值。

倘可供出售資產出現減值，則其成本(經扣除任何本金額及攤銷)與當前公平值之差額，再扣減以往於損益表確認之任何減值虧損，將自其他全面收益移除，並於損益表中確認。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of financial assets (Continued)

Available-for-sale financial investments (Continued)

In the case of equity investments classified as available for sale, objective evidence would include a significant or prolonged decline in the fair value of an investment below its cost. "Significant" is evaluated against the original cost of the investment and "prolonged" against the period in which the fair value has been below its original cost. Where there is evidence of impairment, the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that investment previously recognised in the statement of profit or loss – is removed from other comprehensive income and recognised in the statement of profit or loss. Impairment losses on equity instruments classified as available for sale are not reversed through the statement of profit or loss. Increases in their fair value after impairment are recognised directly in other comprehensive income.

The determination of what is "significant" or "prolonged" requires judgement. In making this judgement, the Group evaluates, among other factors, the duration or extent to which the fair value of an investment less than cost.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as loans and borrowings.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings, net of directly attributable transaction costs.

The Group's financial liabilities include other payables and receipt in advance.

2.4 主要會計政策概要(續)

金融資產減值(續)

可供出售金融投資(續)

就被分類為可供出售之股本投資而言，客觀憑證包括該項投資之公平值大幅或長期跌至低於其成本。「大幅」乃相對於投資之原有成本而評估，而「長期」則相對於出現公平值低於其原有成本之時期而評估。倘出現減值憑證，則累計虧損(按收購成本與現時公平值之差額減該項投資先前於損益表內確認之任何減值虧損計量)從其他全面收益中剔除，並於損益表確認。分類為可供出售之股本工具之減值虧損不會透過損益表撥回。彼等之公平值增加經扣除減值後直接於其他全面收益中確認。

於釐定何謂「重大」或「長期」時須作出判斷。於作出此判斷時，本集團估算(其中包括)一項投資之公平值低於成本之時期或程度。

金融負債

初步確認及計量

於初步確認時，金融負債分類為貸款及借貸。

所有金融負債首次按公平值確認，如屬貸款及借貸則按公平值扣除直接應佔交易成本確認。

本集團之金融負債包括其他應付款項及預收款項。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial liabilities (Continued)

Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the statement of profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in the statement of profit or loss.

Convertible notes

The component of convertible notes that exhibits characteristics of a liability is recognised as a liability in the statement of financial position, net of transaction costs. On issuance of convertible notes, the fair value of the liability component is determined using a market rate for an equivalent non-convertible notes; and this amount is carried as a long term liability on the amortised cost basis until extinguished on conversion or redemption. The remainder of the proceeds is allocated to the conversion option that is recognised and included in shareholders' equity, net of transaction costs. The carrying amount of the conversion option is not remeasured in subsequent years. Transaction costs are apportioned between the liability and equity components of the convertible bonds based on the allocation of proceeds to the liability and equity components when the instruments are first recognised.

2.4 主要會計政策概要(續)

金融負債(續)

其後計量

金融負債之其後計量取決於其分類如下：

貸款及借貸

於初步確認後，利息貸款及借貸其後採用實際利率方法以攤銷成本計量，除非貼現影響並不重大，否則於此情況下則列作成本。收益及虧損於負債終止確認時透過實際利率攤銷於損益表確認。

攤銷成本乃經計及任何收購折讓或溢價，並計入屬於實際利率不可分割部分之費用或成本後計算。實際利率攤銷乃計入損益表之融資成本。

可換股票據

可換股票據中顯示負債特徵之部分，在扣除交易成本後在財務狀況報表中確認為負債。發行可換股票據時，採用同等非可換股票據之市值，釐定負債部分之公平值；而該數額按攤銷成本基準列為長期負債，直至於轉換或贖回時註銷為止。所得款項餘款分配至已確認之換股期權，扣除交易成本後計入股東權益。於其後年度，換股期權之賬面金額不會重新計量。交易成本乃根據首次確認該等工具時所得款項於負債及權益部分之分配，攤分至可換股債券之負債及權益部分。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in the statement of profit or loss.

Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the consolidated statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, which are not restricted as to use.

Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in the statement of profit or loss.

2.4 主要會計政策概要(續)

終止確認金融負債

當金融負債之責任已履行、取消或屆滿時，金融負債會被終止確認。

當現時金融負債被另一項由同一貸款人借出，而條款有重大不同之金融負債所取代，或當現時負債之條款被重大修訂，該交換或修訂被視為對原有負債之終止確認及對新負債之確認，而相關賬面金額之差額於損益表內確認。

現金及現金等價物

就綜合現金流量表而言，現金及現金等價物包括手頭現金及活期存款，以及可隨時兌換為已知金額現金及所涉價值變動風險不高，且一般自取得起計三個月內到期之短期高流動性投資，減去須應要求償還並構成本集團現金管理之組成部分之銀行透支。

就綜合財務狀況報表而言，現金及現金等價物包括用途不受限制之手頭及銀行現金(包括定期存款)。

撥備

如因過往事件而產生現有責任(法律或推定性質)，且很可能需要動用日後資源以應付有關責任，則須在責任所涉金額能可靠估計之情況下確認撥備。

倘貼現影響重大，則就撥備確認之金額為預期須用作履行責任之日後開支於報告期末之現值。貼現後之現值金額因時間過去而產生之增幅乃於損益表列作融資成本。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, the carryforward of unused tax credits and unused tax losses can be utilised, except:

2.4 主要會計政策概要(續)

所得稅

所得稅包括即期及遞延稅項。與於損益以外確認之項目相關之所得稅於損益以外確認，即於其他全面收益或直接於權益確認。

即期稅項資產及負債乃以報告期末之有效或實際有效稅率(及稅法)，考慮本集團經營所在國家之現行詮釋及慣例，按預期可自稅務當局收回或向其支付之金額計量。

遞延稅項以負債法計算，就於報告期末之資產及負債之稅基與作財務匯報用途之賬面金額兩者間之所有暫時差額計提準備。

遞延稅項負債就所有應課稅暫時差額予以確認，惟下列情況除外：

- 遞延稅項負債源於首次確認商譽或一項交易中(並非一項業務合併)之資產或負債，而於該項交易進行時概不影響會計溢利或應課稅溢利或虧損；及
- 就與於附屬公司之投資有關之應課稅暫時差額而言，暫時差額之撥回時間可予控制，而該暫時差額於可見未來很可能不會撥回。

遞延稅項資產乃就所有可扣稅暫時差額、結轉未動用稅項抵免及任何未動用稅項虧損予以確認。遞延稅項資產在有可能將會有應課稅溢利可動用可扣稅暫時差額、結轉未動用稅項抵免及未動用稅項虧損之情況下予以確認，惟下列情況除外：

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Income tax (Continued)

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Revenue recognition

Revenue is recognised when it is probable that the economic benefits will flow to the Group and when the revenue can be measured reliably, on the following bases:

- Income from the rendering of services, when the services are rendered;

2.4 主要會計政策概要(續)

所得稅(續)

- 有關可扣稅暫時差額之遞延稅項資產源於一項交易中(並非一項業務合併)初次確認之資產或負債，而於該項交易進行時不影響會計溢利或應課稅溢利或虧損；及
- 就與於附屬公司之投資有關之可扣稅暫時差額而言，遞延稅項資產僅於暫時差額有可能將會於可預見未來撥回及有應課稅溢利可動用暫時差額之情況下予以確認。

遞延稅項資產之賬面金額於各報告期末檢討，並扣減至不大可能具備足夠應課稅溢利可供對將動用之全部或部分遞延稅項資產進行撥備為止。未確認遞延稅項資產於各報告期末重新評估，並於有可能具備足夠應課稅溢利可供對將收回之全部或部分遞延稅項資產進行撥備時予以確認。

遞延稅項資產及負債按預期適用於資產變現或負債清償期間之稅率計算，而該稅率則按報告期末已制定或大致上制定之稅率(及稅法)計算。

倘有合法可強制執行權利將即期稅項資產與即期稅項負債抵銷，而遞延稅項乃與同一應課稅實體及同一稅務當局有關，則遞延稅項資產及遞延稅項負債可予抵銷。

收益確認

收益於經濟利益有可能流入本集團及能可靠地計量時按下列基準確認：

- 提供服務之收入於提供服務時確認；

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue recognition (Continued)

- (b) Realised fair value gains or losses on securities trading are recognised on a trade date basis whilst unrealised fair value gains or losses on securities with reference to the prices ruling at the end of the reporting period;
- (c) Interest income, on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset; and
- (d) Dividend income, when the shareholders' right to receive payment has been established.

Share-based payments

Share options issued in exchange for goods or services are measured at the fair values of the goods or services received, unless the fair value cannot be reliably measured, in which case the goods or services received are measured by reference to the fair value of the shares options granted. The fair values of the goods or services received are recognised as expenses, with a corresponding increase in equity (share option reserve), when the Group obtains the goods or when the counterparties render services, unless the goods or services qualify for recognition as assets.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

2.4 主要會計政策概要(續)

收益確認(續)

- (b) 證券買賣之已變現公平值收益或虧損按交易日期確認，而證券之未變現公平值收益或虧損則參考於報告期末之價格確認；
- (c) 利息收入按應計基準，應用將金融工具預計年期或更短期間(如適用)內之估計未來現金收入確切地貼現至金融資產賬面淨額之利率，使用實際利息法確認；及
- (d) 股息收入於股東收取款項之權利獲確立時確認。

以股份為基礎付款

為換取物品或服務而發行之購股權按所收取物品或服務之公平值計量，除非有關公平值不能可靠計量，在此情況下，所收取物品或服務乃參考已授出購股權之公平值計量。所收取物品或服務之公平值於本集團取得有關物品或交易對方提供服務時確認為開支，權益(購股權儲備)則相應增加，除非有關物品或服務合資格確認為資產。

於釐定授出日期獎勵之公平值時並未考慮服務及非市場表現條件，惟條件獲達成之可能性會作為本集團對最終歸屬之權益工具數量之最佳估計的其中一環予以評估。市場表現條件在授出日期之公平值中反映。獎勵附帶但並無相關服務要求之任何其他條件，則被視為非歸屬條件。除同時存在服務及/或表現條件外，非歸屬條件在獎勵之公平值中反映並將產生一項獎勵即時開支。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Share-based payments (Continued)

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

Other employee benefits

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the “**MPF Scheme**”) under the Mandatory Provident Fund Schemes Ordinance for all of its employees. Contributions are made based on a percentage of the employees’ basic salaries and are charged to the statement of profit or loss 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.

The employees of the Group’s subsidiaries which operates in Mainland China are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute certain percentage of its payroll costs, depending on the location of the subsidiaries of their payroll costs depending on the location of the subsidiaries of their payroll costs to the central pension scheme. The contributions are charged to the statement of profit or loss as they become payable in accordance with the rules of the central pension scheme.

Borrowing costs

All borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

2.4 主要會計政策概要(續)

以股份為基礎付款(續)

倘購股權獲行使，則先前於購股權儲備確認之款項將轉撥至股份溢價。倘購股權於歸屬日期後被沒收或於屆滿日期仍未獲行使，則先前於購股權儲備確認之款項將繼續於購股權儲備中保留。

其他僱員福利

本集團根據強制性公積金計劃條例，為其所有僱員設立界定供款之強制性公積金退休福利計劃(「**強積金計劃**」)。根據強積金計劃之規則，供款額按僱員基本薪酬之一定百分比計算，並於應付時於損益表扣除。強積金計劃之資產乃以獨立管理基金方式與本集團之資產分開持有。本集團向強積金計劃繳納僱主供款後，該等供款即全數歸僱員所有。

本集團於中國內地經營之附屬公司之僱員須參加由當地市政府管理之統一退休金計劃。該等附屬公司須按僱員薪金成本之若干百分比向統一退休金計劃供款，供款額取決於附屬公司所在地僱員薪金成本。供款於按照統一退休金計劃規則應付時於損益表扣除。

借貸成本

所有借貸成本於產生期間列作開支。借貸成本包括實體就借入資金而產生之利息及其他成本。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Foreign currencies

These financial statements are presented in Hong Kong dollars, which is the Company's functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in the statement of profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

The functional currencies of certain overseas subsidiaries are currencies other than the Hong Kong dollar. As at the end of the reporting period, the assets and liabilities of these entities are translated into Hong Kong dollars at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss are translated into Hong Kong dollars at the weighted average exchange rates for the year.

The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the statement of profit or loss.

2.4 主要會計政策概要(續)

外幣

該等財務報表乃以港元(即本公司之功能貨幣)呈列。本集團屬下各實體自行釐定其本身之功能貨幣，而各實體之財務報表項目均以該功能貨幣計量。本集團屬下實體之外幣交易初步按交易當日各自適用之功能貨幣匯率入賬。以外幣計值之貨幣資產及負債按於報告期末規定之功能貨幣匯率換算。貨幣項目結算或換算所產生之差額於損益表中確認。

以外幣計值及按歷史成本計量之非貨幣項目，乃按初步交易當日之匯率換算。以外幣計值及按公平值計量之非貨幣項目，須按計量公平值當日之匯率換算。換算按公平值計量之非貨幣項目所產生之收益或虧損，按確認該項目公平值變動收益或虧損之方式處理(即其公平值收益或虧損已於其他全面收益或損益確認之項目，其換算差額亦分別於其他全面收益或損益中確認)。

若干海外附屬公司之功能貨幣為港元以外之貨幣。於報告期末，該等實體之資產及負債按報告期末之適用匯率換算為港元，而其損益表按該年度之加權平均匯率換算為港元。

所產生之匯兌差額於其他全面收益確認及於匯兌波動儲備累計。於出售海外業務時，與該特定海外業務有關之其他全面收益部分於損益表中確認。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Foreign currencies (Continued)

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on acquisition are treated as assets and liabilities of the foreign operation and translated at the closing rate.

For the purpose of the consolidated statement of cash flows, the cash flows of overseas subsidiaries are translated into Hong Kong dollars at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiaries which arise throughout the year are translated into Hong Kong dollars at the weighted average exchange rates for the year.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

2.4 主要會計政策概要(續)

外幣(續)

收購海外業務所產生之任何商譽及收購事項所產生之資產及負債賬面金額之任何公平值調整乃作為海外業務之資產及負債處理，並按收市匯率換算。

就綜合現金流量表而言，海外附屬公司之現金流量按現金流日期規定之匯率換算為港元。海外附屬公司於整個年度內頻密產生之經常現金流量按該年度加權平均匯率換算為港元。

3. 重大會計判斷及估計

編製本集團之財務報表要求管理層作出判斷、估計及假設，而該等判斷、估計及假設會影響收益、開支、資產及負債之呈報金額以及其隨附披露及或然負債之披露。有關該等假設及估計之不確定性或會導致可能須於未來對受影響資產或負債的賬面金額作出重大調整之結果。

判斷

於應用本集團會計政策之過程中，管理層作出以下對於財務報表中已確認金額構成最重大影響之判斷(除涉及估計者外)：

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3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

Judgements (Continued)

Consolidation of entities in which the Group holds less than a majority of voting rights

Profit Grand was a subsidiary of the Group despite the fact that the Group had only 30% equity interest of the Profit Grand and its subsidiary, I-Sky Natural (the “**Profit Grand Group**”). The Group obtained the control over the majority composition of the board of directors of Profit Grand and 51% of the total voting rights in the general meetings of Profit Grand, in which they control the relevant activities of the Group. After assessment, the directors concluded that the Group had control over the Profit Grand Group, which was disposed during the year.

Estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

Impairment of available-for-sale investments

The Group classifies certain assets as available for sale and recognised movements of their fair values in equity. When the fair value declines, management makes assumptions about the decline in value to determine whether there is an impairment that should be recognised in the statement of profit or loss. At 31 December 2016, impairment loss of HK\$11,280,000 have been recognised for available-for-sale investments (2015: Nil). Further details are given in note 15 to the financial statements.

Impairment of goodwill

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating units to which goodwill has been allocated. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash-generating units and also to choose a suitable discount rate in order to calculate the present value of those cash flows. Further details are given in note 13 to the financial statements.

3. 重大會計判斷及估計(續)

判斷(續)

將本集團所持投票權未達大多數之實體綜合入賬

儘管本集團僅擁有雄利及其附屬公司I-Sky Natural (「**雄利集團**」)之30%股權，惟雄利仍為本集團之附屬公司。本集團因於雄利董事會成員中佔大多數及擁有雄利股東大會總投票權51% (藉此控制雄利集團相關活動)而取得控制權。經評估後，董事得出本集團對雄利集團具有控制權之結論，而雄利集團已於年內出售。

估計不確定性

以下為有關未來之主要假設，以及於報告期末存在的估計不確定性之其他主要來源，均具有可能引致資產及負債之賬面金額於下個財政年度須作出重大調整之重大風險。

可供出售投資之減值

本集團將若干資產分類為可供出售並於權益中確認其公平值變動。於公平值下跌時，管理層會就有關價值下跌作出假設以釐定應否於損益表確認減值。於二零一六年十二月三十一日，已就可供出售投資確認減值虧損11,280,000港元(二零一五年：無)。進一步詳情載於財務報表附註15。

商譽減值

本集團至少每年釐定商譽有否減值。此舉須估計獲分配商譽之現金產生單位之使用價值。於估計使用價值時，本集團須估計現金產生單位之預期未來現金流量，亦須選擇合適貼現率，以計算該等現金流量之現值。進一步詳情載於財務報表附註13。

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

Estimation uncertainty (Continued)

Impairment of loan and interest receivables

The Group establishes, through charges against the statement of profit or loss, impairment allowances in respect of estimated incurred loss in loan and interest receivables. The allowances consist of individual impairment allowances. The overall impairment allowances represent the aggregate amount by which the management considers necessary to write-down its loan portfolio in order to state it in the consolidated statement of financial position at its estimated net recoverable value.

In determining individual impairment allowances, management considers objective evidence of impairment. When loan receivable is impaired, an individual impairment allowance is assessed by a discounted cash flow method, measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the original effective interest rate.

In determining collective impairment allowances, management uses estimates based on historical experience for assets with credit risk characteristics and objective evidence of impairment similar to those in the portfolio.

The methodology and assumptions used for estimating both the amount and timing of future cash flows are reviewed regularly to reduce any differences between loss estimates and actual loss experience.

Impairment of trade and other receivables

The Group makes impairment of trade and other receivables based on an assessment of the recoverability of the receivables. This assessment is based on the credit history of the customers and other debtors and the current market condition. The directors reassess the impairment at the end of each reporting period.

3. 重大會計判斷及估計(續)

估計不確定性(續)

應收貸款及利息之減值

本集團就應收貸款及利息之估計虧損計提減值撥備，並於損益表扣除。有關撥備包括個別減值撥備。整體減值撥備代表管理層認為貸款組合必須撇減之合計金額，藉此將有關金額按估計可收回淨值於綜合財務狀況報表內列賬。

於釐定個別減值撥備時，管理層會考慮減值之客觀證據。當應收貸款出現減值時，個別減值撥備將以貼現現金流量法評估，按資產賬面金額與以原實際利率貼現的估計未來現金流量之現值間之差額計量。

於釐定共同減值撥備時，管理層運用之估計乃按信貸風險特徵及客觀減值證據與組合中資產相近的資產之過往經驗作出。

用以估計未來現金流量之金額及時間之方法及假設，均作定期檢討，以減低估計虧損與實際虧損之任何差異。

應收賬款及其他應收款項減值

本集團基於對應收款項可收回程度之評估作出應收賬款及其他應收款項減值。有關評估乃基於客戶及其他債務人之信貸紀錄以及目前市況作出。董事會會於各報告期末重新評估減值。

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4. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their services and has five reportable operating segments as follows:

- (a) Loan facilitation services: operation of P2P financing platform under the CAIJIA brand and other loan facilitation services;
- (b) Money lending: money lending and provision of credit for interest income;
- (c) Securities investments: trading of securities and investment in long-term securities;
- (d) Consultancy services: provision of corporate secretarial and consultancy services; and
- (e) Forestry business: forest logging and harvesting.

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/loss, which is a measure of adjusted profit/loss before tax. The adjusted profit/loss before tax is measured consistently with the Group's profit/loss before tax except that bank interest income, gain on disposal of subsidiaries and finance costs, as well as head office and corporate income and expenses are excluded from such measurement.

Segment assets exclude tax recoverable and other unallocated head office and corporate assets as these assets are managed on a group basis.

Segment liabilities exclude tax payable, deferred tax liabilities and other unallocated head office and corporate liabilities as these liabilities are managed on a group basis.

4. 經營分部資料

為便於管理，本集團基於其服務籌組業務單位，現時擁有下列五個可呈報經營分部：

- (a) 貸款中介服務：以財加品牌經營P2P融資平台及其他貸款中介服務；
- (b) 借貸：借貸及提供信貸以賺取利息收入；
- (c) 證券投資：證券買賣及長線證券投資；
- (d) 諮詢服務：提供企業秘書及諮詢服務；及
- (e) 森林業務：採伐林木。

為作出有關資源分配之決策及評估表現，管理層分開監察本集團各經營分部之業績。分部表現乃基於可呈報分部溢利／虧損評估，即以經調整除稅前溢利／虧損計量。經調整除稅前溢利／虧損之計量方法與本集團除稅前溢利／虧損之計量方式貫徹一致，惟計量前者時會撇除銀行利息收入、出售附屬公司之收益及融資成本以及總辦事處及公司收入及開支。

由於可收回稅項以及其他未分配總辦事處及公司資產乃按集團基準管理，故分部資產不包括該等資產。

由於應付稅項、遞延稅項負債以及其他未分配總辦事處及公司負債乃按集團基準管理，故分部負債不包括該等負債。

4. OPERATING SEGMENT INFORMATION

(Continued)

4. 經營分部資料(續)

Year ended 31 December 2016		Loan facilitation services	Money lending	Securities investments	Consultancy services	Forestry business	Total
截至二零一六年十二月三十一日止年度		貸款 中介服務 HK\$'000 千港元	借貸 HK\$'000 千港元	證券投資 HK\$'000 千港元	諮詢服務 HK\$'000 千港元	森林業務 HK\$'000 千港元	總計 HK\$'000 千港元
Segment revenue	分部收益						
Revenue from external customers	來自外界客戶之 收益	490,662	64,374	-	350	-	555,386
Segment results	分部業績	390,504	64,406	23,036	(1,376)	(5)	476,565
<i>Reconciliation:</i>	對賬:						
Bank interest income	銀行利息收入						1,150
Gain on disposal of subsidiaries	出售附屬公司之 收益						16,201
Corporate and other unallocated expenses	公司及其他 未分配開支						(71,562)
Profit before tax	除稅前溢利						422,354
Other segment information included in consolidated statement of profit or loss	計入綜合損益表之 其他分部資料						
Depreciation	折舊	3,984	12	-	-	-	3,996
Dividend income	股息收入	-	-	(4,193)	-	-	(4,193)
Gain on disposal of available-for-sale investments	出售可供出售 投資之收益	-	-	(30,189)	-	-	(30,189)
Impairment of available-for-sale investments	可供出售投資 減值	-	-	11,280	-	-	11,280
Impairment of other receivables	其他應收款項 減值	1,941	-	-	-	-	1,941
Loss on disposal of items of plant and equipment	出售廠房及設備 項目之虧損	9,949	-	-	-	-	9,949
Capital expenditure*	資本開支*	301	-	-	-	-	301

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4. OPERATING SEGMENT INFORMATION

(Continued)

4. 經營分部資料(續)

Year ended 31 December 2015		Loan facilitation services 貸款 中介服務 HK\$'000 千港元	Money lending 借貸 HK\$'000 千港元	Securities investments 證券投資 HK\$'000 千港元	Consultancy services 諮詢服務 HK\$'000 千港元	Forestry business 森林業務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Segment revenue	分部收益						
Revenue from external customers	來自外界客戶之收益	34,740	66,457	-	1,293	-	102,490
Segment results	分部業績	3,810	80,014	62,754	(3,823)	(243,948)	(101,193)
<i>Reconciliation:</i>	<i>對賬:</i>						
Bank interest income	銀行利息收入						107
Gain on disposal of subsidiaries	出售附屬公司之收益						198
Finance costs	融資成本						(99)
Corporate and other unallocated expenses	公司及其他未分配開支						(42,888)
Loss before tax	除稅前虧損						(143,875)
Other segment information included in consolidated statement of profit or loss	計入綜合損益表之其他分部資料						
Depreciation	折舊	1,007	-	-	-	-	1,007
Dividend income	股息收入	-	-	(57,425)	-	-	(57,425)
Gain on disposal of available-for-sale investments	出售可供出售投資之收益	-	-	(5,550)	-	-	(5,550)
Impairment of deposit for acquisition of logging concession	取得伐木特許權之按金減值	-	-	-	-	190	190
Impairment of goodwill	商譽減值	-	-	-	-	239,000	239,000
Loss on disposal of items of plant and equipment	出售廠房及設備項目之虧損	40	-	-	-	-	40
Reversal of impairment of loan and interest receivables	應收貸款及利息減值撥回	-	(12,690)	-	-	-	(12,690)
Capital expenditure*	資本開支*	18,584	-	-	-	-	18,584

* Capital expenditure consists of additions to plant and equipment including assets from the acquisition of subsidiaries.

* 資本開支包括添置廠房及設備，當中包括來自收購附屬公司之資產。

4. OPERATING SEGMENT INFORMATION

(Continued)

4. 經營分部資料(續)

31 December 2016		Loan facilitation services	Money lending	Securities investments	Consultancy services	Total
二零一六年十二月三十一日		貸款 中介服務 HK\$'000 千港元	借貸 HK\$'000 千港元	證券投資 HK\$'000 千港元	諮詢服務 HK\$'000 千港元	總計 HK\$'000 千港元
Segment assets	分部資產	2,441,052	889,234	781,170	-	4,111,456
<i>Reconciliation:</i>	<i>對賬:</i>					
Tax recoverable	可收回稅項					5,549
Corporate and other unallocated assets	公司及其他未分配資產					24,654
Total assets	資產總值					4,141,659
Segment liabilities	分部負債	10,842	-	-	-	10,842
<i>Reconciliation:</i>	<i>對賬:</i>					
Tax payable	應付稅項					47,179
Deferred tax liabilities	遞延稅項負債					78
Corporate and other unallocated liabilities	公司及其他未分配負債					2,491
Total liabilities	負債總額					60,590
<hr/>						
31 December 2015		Loan facilitation services	Money lending	Securities investments	Consultancy services	Total
二零一五年十二月三十一日		貸款 中介服務 HK\$'000 千港元	借貸 HK\$'000 千港元	證券投資 HK\$'000 千港元	諮詢服務 HK\$'000 千港元	總計 HK\$'000 千港元
Segment assets	分部資產	2,387,768	622,326	1,149,327	1,578	4,160,999
<i>Reconciliation:</i>	<i>對賬:</i>					
Tax recoverable	可收回稅項					2,174
Corporate and other unallocated assets	公司及其他未分配資產					17,078
Total assets	資產總值					4,180,251
Segment liabilities	分部負債	17,247	-	-	81	17,328
<i>Reconciliation:</i>	<i>對賬:</i>					
Tax payable	應付稅項					22,628
Deferred tax liabilities	遞延稅項負債					304
Corporate and other unallocated liabilities	公司及其他未分配負債					4,639
Total liabilities	負債總額					44,899

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4. OPERATING SEGMENT INFORMATION

(Continued)

4. 經營分部資料(續)

Geographical information

地區資料

		Revenue from external customers		Non-current assets	
		來自外界客戶之收益		非流動資產	
		2016	2015	2016	2015
		二零一六年	二零一五年	二零一六年	二零一五年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Hong Kong	香港	62,606	67,750	679	1,947
Mainland China	中國內地	492,780	34,740	2,184,892	2,199,712
		555,386	102,490	2,185,571	2,201,659

The revenue information is based on the location of customers. The non-current assets are based on the locations of the assets and exclude available-for-sale investments.

收益資料以客戶所在地為依據。非流動資產按資產所在地為依據及不包括可供出售投資。

Information about major customers

Revenue of HK\$284,766,000 (2015: HK\$23,110,000) representing 51% (2015: 23%) of the Group's total revenue, were derived from loan facilitation services and money lending segments to three customers (2015: two customers), including services provided by a group of entities which are known to be under common control with these customers. A summary of revenue earned from each of these major customers and segments is set out below:

有關主要客戶之資料

284,766,000港元(二零一五年: 23,110,000港元)之收益(佔本集團總收益之51%(二零一五年: 23%))來自貸款中介服務及借貸分部向三名客戶(二零一五年: 兩名客戶)提供服務, 包括由一組據知與該等客戶受共同控制之實體提供之服務。從每名該等主要客戶及分部賺取之收益概要載列如下:

				2016	2015
				二零一六年	二零一五年
		Loan facilitation services segment	Money lending segment	Total	Money lending segment
		貸款中介服務分部	借貸分部	總計	借貸分部
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Customer A	客戶甲	147,500	–	147,500	N/A* 不適用*
Customer B	客戶乙	N/A* 不適用*	N/A* 不適用*	N/A* 不適用*	12,310
Customer C	客戶丙	N/A* 不適用*	N/A* 不適用*	N/A* 不適用*	10,800
Customer D	客戶丁	69,449	–	69,449	N/A* 不適用*
Customer E	客戶戊	67,500	317	67,817	N/A* 不適用*
		284,449	317	284,766	23,110

* The corresponding revenue of these customers is not disclosed as they individually did not contribute over 10% of the Group's total revenue for the year.

* 該等客戶之相關收益並無予以披露, 原因為彼等各自於年內並無貢獻本集團總收益之10%以上。

5. REVENUE, OTHER INCOME AND GAINS

Revenue represents (i) the net invoiced value of services rendered from operation of P2P financing platform under the CAIJIA brand and other loan facilitation services; (ii) gross proceeds from money lending and provision of credit; and (iii) gross proceeds from provision of corporate secretarial and consultancy services received and receivable during the year.

An analysis of revenue, other income and gains is as follows:

5. 收益、其他收入及收益

收益指年內(i)以財加品牌經營P2P融資平台及其他貸款中介服務所提供服務已收及應收發票淨值；(ii)借貸及提供信貸已收及應收所得款項總額；及(iii)提供企業秘書及諮詢服務已收及應收所得款項總額。

收益、其他收入及收益之分析如下：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Revenue	收益		
Interest income from loan receivables	應收貸款利息收入	64,374	66,457
Loan facilitation services income	貸款中介服務收入	490,662	34,740
Consultancy services income	諮詢服務收入	350	1,293
		555,386	102,490
<hr/>			
		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
	<i>Notes</i> 附註		
Other income and gains	其他收入及收益		
Bank interest income	銀行利息收入	1,150	107
Reversal of impairment of loan and interest receivables	應收貸款及利息之減值撥回	-	12,690
Dividend income from available-for-sale investments	可供出售投資之股息收入	4,193	57,425
Gain on disposal of available-for-sale investments (transfer from equity on disposal of HK\$30,291,000 (2015: HK\$5,582,000), net of transaction costs)	出售可供出售投資之收益(於出售時由權益轉撥30,291,000港元(二零一五年: 5,582,000港元)，經扣除交易成本)	30,189	5,550
Gain on disposal of subsidiaries	出售附屬公司之收益	16,201	198
Others	其他	1,689	1,130
		53,422	77,100

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6. PROFIT/(LOSS) BEFORE TAX

The Group's profit/(loss) before tax is arrived at after charging:

6. 除稅前溢利／(虧損)

本集團之除稅前溢利／(虧損)於扣除以下各項後達致：

		2016 二零一六年	2015 二零一五年
	Notes 附註	HK\$'000 千港元	HK\$'000 千港元
Cost of services provided	提供服務之成本	781	1,418
Depreciation	折舊	4,339	1,268
Impairment of goodwill*	商譽減值*	-	239,000
Impairment of available-for-sale investments*	可供出售投資減值*	11,280	-
Impairment of other receivables*	其他應收款項減值*	1,941	-
Impairment of deposit for acquisition of logging concession*	取得伐木特許權之按金減值*	-	190
Minimum lease payments under operating leases	經營租賃項下之最低租賃款項	19,720	5,854
Auditor's remuneration	核數師酬金	1,500	1,500
Employee benefit expenses (excluding directors' and chief executive's remuneration (note 7)):	僱員福利開支 (不包括董事及最高行政人員之薪酬 (附註7)):		
– Wages and salaries	– 工資及薪金	67,101	29,352
– Pension scheme contributions	– 退休金計劃供款	13,653	5,743
		82,572	35,095
Foreign exchange differences, net	匯兌差額淨額	742	2,126
Loss on disposal of items of plant and equipment*	出售廠房及設備項目之虧損*	9,949	40

* Items are included in "other expenses" in the consolidated statement of profit or loss.

* 該等項目包含於綜合損益表內之「其他開支」。

7. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION

Directors' and chief executive's remuneration for the year, disclosed pursuant to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"), section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

7. 董事及最高行政人員薪酬

根據聯交所證券上市規則(「上市規則」)、香港公司條例第383(1)(a)、(b)、(c)及(f)條以及公司(披露董事利益資料)規例第2部披露之年內董事及最高行政人員薪酬如下：

		Salaries, allowances and benefits Fees	in kind 薪金、津貼 及實物福利	Pension scheme contribution 退休金計劃 供款	Total remuneration 薪酬總額
		袍金 HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
2016:	二零一六年：				
Executive directors:	執行董事：				
Mr. Huang Chuan Fu	黃傳福先生	-	-	-	-
Mr. Liang Jian Hua	梁建華先生	-	-	-	-
Ms. Jia Hui	賈輝女士	-	-	-	-
Mr. Jiang Yi Ren	蔣一任先生	-	-	-	-
		-	-	-	-
Independent non-executive directors:	獨立非執行董事：				
Mr. Wong Chun Hung	黃鎮雄先生	240	-	-	240
Mr. Zheng Zhen	鄭楨先生	120	-	-	120
Mr. To Langa Samuelson	杜朗加先生	120	-	-	120
		480	-	-	480
Chief executive:	最高行政人員：				
Ms. Yu Yang ¹	余楊女士 ¹	-	1,800	18	1,818
		480	1,800	18	2,298

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7. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (Continued)

7. 董事及最高行政人員薪酬(續)

		Fees 袍金 HK\$'000 千港元
2015:	二零一五年:	
Executive directors:	執行董事:	
Mr. Huang Chuan Fu	黃傳福先生	-
Mr. Liang Jian Hua	梁建華先生	-
Ms. Jia Hui	賈輝女士	-
Mr. Jiang Yi Ren	蔣一任先生	-
		-
Independent non-executive directors:	獨立非執行董事:	
Mr. Wong Chun Hung	黃鎮雄先生	240
Mr. Zheng Zhen	鄭楨先生	120
Mr. Lau Yiu Tung ²	劉耀東先生 ²	19
Mr. To Lange Samuelson ³	杜朗加先生 ³	99
		478
		478

¹ Appointed on 20 January 2016

² Resigned on 27 February 2015

³ Appointed on 4 March 2015

¹ 於二零一六年一月二十日獲委任

² 於二零一五年二月二十七日辭任

³ 於二零一五年三月四日獲委任

There were no other emoluments paid or payable to the directors during the year (2015: Nil).

年內並無已付或應付董事之其他酬金(二零一五年: 無)。

There were no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during the year (2015: Nil).

年內並無訂立董事或最高行政人員已據此放棄或同意放棄任何薪酬之安排(二零一五年: 無)。

8. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included one chief executive (2015: none), details of whose remuneration are set out in note 7 above. Details of the remuneration for the year of the remaining four (2015: five) highest paid employees who are neither a director nor chief executive of the Company are as follows:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	6,276	3,072
Performance related bonus	表現掛鉤花紅	2,054	2,879
Pension scheme contributions	退休金計劃供款	90	90
		8,420	6,041

The number of non-director and non-chief executive highest paid employees whose remuneration fell within the following bands is as follows:

		Number of individuals 人數	
		2016 二零一六年	2015 二零一五年
Nil to HK\$1,000,000	零至1,000,000港元	2	2
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	-	2
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至2,000,000港元	1	1
HK\$2,000,001 to HK\$3,500,000	2,000,001港元至3,500,000港元	1	-
		4	5

8. 五名最高薪僱員

年內五名最高薪僱員中包括一名行政總裁(二零一五年:無)(其薪酬詳情載於上文附註7)。餘下四名(二零一五年:五名)並非本公司董事或最高行政人員之最高薪僱員於年內之薪酬詳情如下:

薪酬介乎以下範圍之非董事亦非最高行政人員之最高薪僱員之人數如下:

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9. INCOME TAX EXPENSE

Hong Kong profits tax has been provided at the rate of 16.5% (2015: 16.5%) on the estimated assessable profits arising in Hong Kong during the year. Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the jurisdictions in which the Group operates.

Subsidiaries established in the PRC are subject to the PRC corporate income tax at the standard rate of 25%, except for one of the subsidiaries was registered as an information services enterprise and subject to the PRC corporate income tax at a rate of 15% on its assessable profits for the seven years ended 31 December 2020.

Withholding tax represented withholding tax paid in respect of the Group's income from the provision of loan facilitation services to customers who were located outside Hong Kong.

9. 所得稅開支

香港利得稅乃就年內於香港產生之估計應課稅溢利按16.5% (二零一五年: 16.5%)之稅率計提撥備。其他地區應課稅溢利之稅項按本集團經營所在司法權區之現行稅率計算。

於中國成立之附屬公司須按標準稅率25%繳納中國企業所得稅。惟一間附屬公司註冊為資訊服務企業並須就其截至二零二零年十二月三十一日止七年之應課稅溢利按稅率15%繳納中國企業所得稅。

預扣稅指就本集團向位於香港境外之客戶提供貸款中介服務之收入已付之預扣稅。

		2016	2015
		二零一六年	二零一五年
		HK\$'000	HK\$'000
		千港元	千港元
Current – Hong Kong	即期 – 香港		
Charge for the year	年內支出	–	5,580
Under/(over)-provision in prior years	過往年度撥備不足 / (超額撥備)	1,002	(40)
		1,002	5,540
Current – PRC	即期 – 中國		
Charge for the year	年內支出	44,559	423
Underprovision in prior years	過往年度撥備不足	955	–
		45,514	423
Withholding tax	預扣稅	43,000	–
Deferred (note 21)	遞延(附註21)	(226)	–
Total tax charge for the year	年內稅項支出總額	89,290	5,963

9. INCOME TAX EXPENSE (Continued)

A reconciliation of the tax expense applicable to profit/(loss) before tax at the statutory rate of Hong Kong, where the Company is headquartered, to the tax expense are as follows:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Profit/(loss) before tax	除稅前溢利／(虧損)	422,354	(143,875)
Tax charged/(credit) at the Hong Kong statutory tax rate of 16.5%	按香港法定稅率16.5%計算之稅項支出／(抵免)	69,688	(23,739)
Difference in tax rates of subsidiaries operating in other jurisdictions	於其他司法權區經營之附屬公司之稅率差異	14,783	(230)
Expenses not deductible for tax	不可扣稅開支	2,061	40,449
Income not subject for tax	毋須課稅收入	(43,134)	(10,423)
Tax losses not recognised	未確認稅項虧損	882	130
Under/(over)-provision in respect of prior years	過往年度撥備不足／(超額撥備)	1,957	(40)
Withholding tax	預扣稅	43,000	-
Others	其他	53	(184)
Tax charge at the Group's effective rate of 21.1% (2015: -4.1%)	按本集團實際稅率21.1% (二零一五年：-4.1%)計算之稅項支出	89,290	5,963

9. 所得稅開支(續)

按本公司總部所在地香港之法定稅率計算之除稅前溢利／(虧損)適用之稅項開支與稅項開支之對賬如下：

10. DIVIDEND

No dividend was paid or proposed during the year ended 31 December 2016, nor has any dividend been proposed since the end of the reporting period (2015: Nil).

10. 股息

截至二零一六年十二月三十一日止年度內並無派付或建議派付股息，自報告期末以來亦無建議派付任何股息(二零一五年：無)。

11. EARNINGS/(LOSS) PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

The calculation of the basic earnings/(loss) per share amounts is based on the profit/(loss) for the year attributable to ordinary equity holders of the parent, and the weighted average number of ordinary shares of 3,424,201,000 (2015: 2,782,102,000) in issue during the year.

11. 母公司普通權益持有人應佔每股盈利／(虧損)

每股基本盈利／(虧損)金額乃根據母公司普通權益持有人應佔年內溢利／(虧損)及年內已發行普通股加權平均數3,424,201,000股(二零一五年：2,782,102,000股)計算。

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11. EARNINGS/(LOSS) PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT (Continued)

The calculation of the diluted earnings/(loss) per share amounts is based on the profit/(loss) for the year attributable to ordinary equity holders of the parent. The weighted average number of ordinary shares used in the calculation is the number of ordinary shares in issue during the year, as used in the basic earnings/(loss) per share calculation, and the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed exercise or conversion of all dilutive potential ordinary shares into ordinary shares.

The calculations of the basic and diluted earnings/(loss) per share are based on:

11. 母公司普通權益持有人應佔每股盈利/(虧損)(續)

每股攤薄盈利/(虧損)金額乃根據母公司普通權益持有人應佔年內溢利/(虧損)計算。計算所用之普通股加權平均數為年內已發行普通股數目(即用於計算每股基本盈利/(虧損)者)，以及假設於所有潛在攤薄普通股被視為已行使或轉換為普通股時已無償發行之普通股加權平均數。

每股基本及攤薄盈利/(虧損)乃基於下列各項計算：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Earnings/(loss):	盈利/(虧損)：		
Profit/(loss) attributable to ordinary equity holders of the parent, used in the basic and diluted earnings/(loss) per share calculations	用於計算每股基本及攤薄盈利/(虧損)之母公司普通權益持有人應佔溢利/(虧損)	321,907	(148,282)
		Number of shares 股份數目	
		2016 二零一六年	2015 二零一五年
Shares:	股份：		
Weighted average number of ordinary shares in issue during the year used in the basic earnings/(loss) per share calculation	用於計算每股基本盈利/(虧損)之年內已發行普通股加權平均數	3,424,201,000	2,782,102,000
Effect of dilution – weighted average number of ordinary shares:	攤薄之影響 – 普通股加權平均數：		
Mandatory convertible notes	強制性可換股票據	11,357,901,000	–
		14,782,102,000	2,782,102,000

12. PLANT AND EQUIPMENT

12. 廠房及設備

31 December 2016		Leasehold improvement	Furniture, fittings and equipment	Motor vehicles	Total
二零一六年十二月三十一日		租賃物業 裝修	傢俬、裝置 及設備	汽車	總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 31 December 2015 and at 1 January 2016:	於二零一五年 十二月三十一日及 二零一六年一月一日：				
Cost	成本	11,355	10,428	778	22,561
Accumulated depreciation	累計折舊	(2,955)	(1,259)	(545)	(4,759)
Net carrying amount	賬面淨額	8,400	9,169	233	17,802
At 1 January 2016, net of accumulated depreciation	於二零一六年一月一日， 經扣除累計折舊	8,400	9,169	233	17,802
Additions	添置	90	1,084	-	1,174
Disposals	出售	(5,992)	(4,686)	-	(10,678)
Disposal of subsidiaries (note 28)	出售附屬公司(附註28)	-	(464)	(139)	(603)
Depreciation provided during the year (note 6)	年內計提折舊(附註6)	(1,784)	(2,461)	(94)	(4,339)
Exchange realignment	匯兌調整	(228)	(220)	-	(448)
At 31 December 2016, net of accumulated depreciation	於二零一六年 十二月三十一日， 經扣除累計折舊	486	2,422	-	2,908
At 31 December 2016:	於二零一六年 十二月三十一日：				
Cost	成本	3,481	5,148	-	8,629
Accumulated depreciation	累計折舊	(2,995)	(2,726)	-	(5,721)
Net carrying amount	賬面淨額	486	2,422	-	2,908

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12. PLANT AND EQUIPMENT (Continued)

12. 廠房及設備(續)

31 December 2015		Leasehold improvement	Furniture, fittings and equipment	Motor vehicles	Total
二零一五年十二月三十一日		租賃物業裝修	傢俬、裝置及設備	汽車	總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 January 2015:	於二零一五年一月一日:				
Cost	成本	2,500	740	778	4,018
Accumulated depreciation	累計折舊	(2,500)	(602)	(389)	(3,491)
Net carrying amount	賬面淨額	-	138	389	527
At 1 January 2015, net of accumulated depreciation	於二零一五年一月一日，經扣除累計折舊	-	138	389	527
Additions	添置	95	572	-	667
Disposals	出售	-	(40)	-	(40)
Acquisition of subsidiaries (note 26)	收購附屬公司(附註26)	9,032	9,370	-	18,402
Depreciation provided during the year (note 6)	年內計提折舊(附註6)	(455)	(657)	(156)	(1,268)
Exchange realignment	匯兌調整	(272)	(214)	-	(486)
At 31 December 2015, net of accumulated depreciation	於二零一五年十二月三十一日，經扣除累計折舊	8,400	9,169	233	17,802
At 31 December 2015:	於二零一五年十二月三十一日:				
Cost	成本	11,355	10,428	778	22,561
Accumulated depreciation	累計折舊	(2,955)	(1,259)	(545)	(4,759)
Net carrying amount	賬面淨額	8,400	9,169	233	17,802

13. GOODWILL

13. 商譽

		Total 總計 HK\$'000 千港元
At 1 January 2015:	於二零一五年一月一日：	
Cost	成本	306,019
Accumulated impairment	累計減值	(67,019)
Net carrying amount	賬面淨額	239,000
Cost at 1 January 2015, net of accumulated impairment	於二零一五年一月一日之成本， 經扣除累計減值	239,000
Acquisition of subsidiaries (note 26)	收購附屬公司(附註26)	2,182,663
Impairment during the year (note 6)	年內減值(附註6)	(239,000)
At 31 December 2015	於二零一五年十二月三十一日	2,182,663
At 31 December 2015:	於二零一五年十二月三十一日：	
Cost	成本	2,488,682
Accumulated impairment	累計減值	(306,019)
Net carrying amount	賬面淨額	2,182,663
Cost at 1 January 2016, net of accumulated impairment	於二零一六年一月一日之成本， 經扣除累計減值	2,182,663
Attributable to disposal of subsidiaries (note 28)	出售附屬公司應佔(附註28)	-
Cost and net carrying amount as at 31 December 2016	於二零一六年十二月三十一日之 成本及賬面淨額	2,182,663
At 31 December 2016:	於二零一六年十二月三十一日：	
Cost	成本	2,182,663
Accumulated impairment	累計減值	-
Net carrying amount	賬面淨額	2,182,663

13. GOODWILL (Continued)

Impairment testing of goodwill

Goodwill acquired through business combinations is allocated to the following cash-generating units for impairment testing:

- Loan facilitation cash-generating unit (the “**Loan Facilitation CGU**”); and
- Forestry cash-generating unit (the “**Forestry CGU**”).

Loan Facilitation CGU

The recoverable amount of the Loan Facilitation CGU has been determined by value in use approach adopted by BMI Appraisals Limited, an independent qualified valuer, based on a value in use calculation using cash flow projections based on financial budgets covering a five-year period approved by senior management. The following describes each key assumption on which management has based its cash flow projections to undertake impairment testing of goodwill:

- Average revenue growth rate of 3.11% (2015: 30.41%) with reference to the average performance in the past and the expected returns within the relevant industry;
- Discount rate of 17.43% (2015: 18.79%) is used with reference to the current market data for the relevant industry and comparable companies; and
- Terminal growth rate of 3% (2015: 3%) is used with reference to the PRC’s average inflation rate in the past five years.

The values assigned to the above key assumption on market development of loan facilitation services industry, discount rates and inflation rate are consistent with external information sources.

13. 商譽(續)

商譽減值測試

透過業務合併所獲得之商譽分配至以下現金產生單位，以進行減值測試：

- 貸款中介現金產生單位(「**貸款中介現金產生單位**」)；及
- 森林現金產生單位(「**森林現金產生單位**」)。

貸款中介現金產生單位

貸款中介現金產生單位可回收金額乃由獨立合資格估值師中和邦盟評估有限公司採用使用價值方法，根據基於高級管理層批准之五年期財務預算進行之現金流量預測計算而得之使用價值釐定。管理層為進行商譽減值測試而預測現金流量所依據之各項主要假設如下：

- 平均收益增長率3.11% (二零一五年：30.41%)，已參考相關行業之過往平均表現及預期回報；
- 採用貼現率17.43% (二零一五年：18.9%)，已參考相關行業及可資比較公司之現行市場數據；及
- 採用最終增長率3% (二零一五年：3%)，已參考中國過去五年之平均通脹率。

以上有關貸款中介服務行業市場發展、貼現率及通脹率之主要假設獲分派之數值與外部資料來源一致。

13. GOODWILL (Continued)**Impairment testing of goodwill (Continued)***Forestry CGU*

In 2015, the Forestry GCU was attributable to the acquisition of 30% equity interest in the Profit Grand Group by Century Praise Limited, a 100% wholly-owned subsidiary of the Company. Profit Grand Group had been granted the right to operate sawmills, harvest trees and sell logs in the forest located in the PNG. Century Praise Limited and the Profit Grand Group were disposed of during the year.

Upon the completion of acquisition in 2012, the Group would intensively managed and operated their forest industry in a plot of land being Potion 643C Milinch of Goldie (NE) Kase (SE) Kokoda (SW) and Nisbet (NW) Fourmil of Monresby and Buna in the Central Province of PNG with the size of 65,800 hectares (the **"Project Area"**). Details of which the acquisition is set out in the Company's investment circular dated 29 February 2012.

Prior to the acquisition and on 30 May 2011, I-Sky Natural, a directly owned subsidiary of Profit Grand, had entered into a project agreement with Vabari Development Corporation Limited (the **"Landowners"**) for a forest development project in which forest logs would be harvested for the purposes of sale and export and other related activities incidental to and arising out of the project in the Project Area (the **"Vabari Agro-Forestry Project"**). Pursuant to the project agreement, I-Sky Natural was going to acquire an agricultural lease, from the Landowners for a term of 99 years.

In order to conduct forestry business and to enjoy and exercise the logging concession in the PNG, I-Sky Natural was also required to apply for the Forest Clearance Authority granted by the Forest Authority of PNG (**"FCA"**) regarding lawful permission to clear forest areas and harvest merchantable logs, and to prepare an Environment Impact Statement (**"EIS"**) for the approval of Department of Environment and Conservation (the **"DEC"**), so as to granting the environmental permit (**"EP"**) regarding the Project Area issued under the Environment Act 2000 of PNG.

13. 商譽(續)**商譽減值測試(續)***森林現金產生單位*

於二零一五年，森林現金產生單位產生自世頌有限公司(本公司之全資附屬公司)收購雄利集團30%股權。雄利集團已獲授予權利可在巴布亞新畿內亞境內森林經營鋸木廠、伐木及銷售原木。世頌有限公司及雄利集團已於年內出售。

於二零一二年完成收購事項後，本集團將統一管理及經營其位於巴布亞新畿內亞中部省 Fourmil of Moresby and Buna (Milinch of Goldie (東北)、Kase (東南)、Kokoda (西南) 及 Nisbet (西北)) Portion 643C之一塊土地上之森林業務，土地面積為65,800公頃(「**項目地區**」)。收購事項之詳情載於本公司日期為二零一二年二月二十九日之投資通函。

於收購事項前及於二零一一年五月三十日，雄利之直接全資附屬公司I-Sky Natural與Vabari Development Corporation Limited (「**土地擁有人**」)就一項於項目地區採伐林木供銷售及出口以及進行其他項目相關及所涉活動之森林開發項目(「**Vabari Agro-Forestry項目**」)訂立項目協議。根據該項目協議，I-Sky Natural將獲得土地擁有人授出之農業租約，為期九十九年。

為在巴布亞新畿內亞開展森林業務並享有及行使伐木特許權，I-Sky Natural亦須向巴布亞新畿內亞林業部就清理森林區域以及採伐商品木材的合法許可申請森林清理授權(「**森林清理授權**」)，並編製環境影響報告(「**環境影響報告**」)提交予環保部(「**環保部**」)審批，進而獲得環保部根據巴布亞新畿內亞二零零零年環境法發出的有關項目地區之環保許可(「**環保許可**」)。

13. GOODWILL (Continued)

Impairment testing of goodwill (Continued)

Forestry CGU (Continued)

The first DEC Council meeting had been held in July 2013 and after several amendments of the EIS report of the Vabari Agro-Forestry Project was finally accepted by the DEC Council in September 2013. The DEC Council then transmitted the Approval In Principle (“AIP”) for endorsement by the DEC Minister (the “Minister”) in September 2013. However, the AIP could not be granted before the end of 2013 despite of the continual request of the status, meeting the local officials and pressure from the Landowners.

In May 2014, the Secretary of the Landowners (the “Secretary”) protested at the lobby of the DEC office for the unexplained delay in granting the EP. The action continued for three weeks but the Minister was busy at the PNG Parliament session and had not shown up.

In the meantime, the Secretary still kept on giving pressure to the DEC and finally they had the chance to meet the Secretary of the Minister at his office in October 2014. The Secretary had requested the meeting with the Minister but he replied that the Minister was busy and not available for the meeting. The Secretary then requested the granting of the AIP and the explanation of the unreasonable delay. The Secretary of the Minister advised that since all Special Agricultural and Business Leases were under the review of the Independent Review Committee, as a result, no AIP can be granted during that time.

In 2015, the Secretary had further submitted a AIP follow-up letter to the Minister’s office and tried to make an appointment but was advised that the Minister was once again not available, and the officers could not give them a proper answer of the AIP status because no instruction was given by the Minister.

13. 商譽 (續)

商譽減值測試 (續)

森林現金產生單位 (續)

環保部理事會首次會議於二零一三年七月舉行。環境影響報告幾經修訂後，Vabari Agro-Forestry項目最終於二零一三年九月獲環保部理事會接納。隨後，環保部理事會於二零一三年九月將原則性批准(「**原則性批准**」)遞交環保部部長(「**部長**」)簽署。然而，儘管土地擁有人多次查詢狀況、拜訪當地官員以及施加壓力，惟仍無法於二零一三年末前獲得原則性批准。

於二零一四年五月，土地擁有人之秘書(「**秘書**」)在環保部辦事處大廳就無故延遲授出環保許可提出抗議。行動持續三週，但部長忙於巴布亞新畿內亞國會事務並未現身。

同時，秘書仍繼續向環保部施壓，最終於二零一四年十月有機會與部長秘書於辦公室會面。秘書要求與部長會面，但接獲回覆，部長公務繁忙無法進行會談。秘書於是要求授出原則性批准並對無故延遲作出解釋。部長秘書因而告知，由於所有特別農業業務租賃正由獨立審核委員會審核，因此當時無法授出任何原則性批准。

於二零一五年，秘書再次向部長辦公室遞交原則性批准跟進信函並試圖預約，但再次獲告知部長公務繁忙無法見面，而由於部長並無作出任何指示，故官員無法就原則性批准目前狀況作出妥當回應。

13. GOODWILL (Continued)

Impairment testing of goodwill (Continued)

Forestry CGU (Continued)

In the light of the foregoing, the directors considered that the aforesaid potential risks associated with the time required for obtaining relevant licenses become unreasonable and not optimistic that the application process could be finalised in the foreseeable future, also, the development of the Vabari Agro-Forestry Project were highly uncertain and difficult to predict accurately due to policy changes of the government as well as the changing political environment in PNG in which they were out of the Group's control. Accordingly, a full provision for impairment of HK\$239,000,000 against the goodwill due to prolonged period of non-performance in the Forestry CGU, was charged to the consolidated statements of profit or loss during the year ended 31 December 2015.

The carrying amount of goodwill allocated to each of the cash-generating units is as follows:

13. 商譽(續)

商譽減值測試(續)

森林現金產生單位(續)

鑑於上文所述，董事認為，由於巴布亞新畿內亞政府政策及政治環境之變動為本集團可控範圍之外，故與獲得相關執照所需時間有關之上述潛在風險屬不合理，申請程序能否於可預見未來完成並不樂觀，且 Vabari Agro-Forestry 項目之發展極為不明朗且變得難以準確預測。因此，已於截至二零一五年十二月三十一日止年度之綜合損益表扣除就商譽因森林現金產生單位長期不良表現而出現減值計提全數撥備 239,000,000 港元。

各現金產生單位獲分配之商譽之賬面金額如下：

		Loan Facilitation CGU		Forestry CGU		Total	
		貸款中介現金產生單位		森林現金產生單位		總計	
		2016	2015	2016	2015	2016	2015
		二零一六年	二零一五年	二零一六年	二零一五年	二零一六年	二零一五年
		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
Carrying amount of goodwill	商譽之賬面金額	2,182,663	2,182,663	N/A 不適用	-	2,182,663	2,182,663

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14. INTANGIBLE ASSETS

14. 無形資產

31 December 2016 二零一六年十二月三十一日		Trading rights 交易權 HK\$'000 千港元	Licence 牌照 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Cost at 1 January 2016, net of accumulated amortisation	於二零一六年一月一日之成本， 經扣除累計攤銷	-	1,194	1,194
Additions	添置	500	-	500
Disposal of subsidiaries (note 28)	出售附屬公司(附註28)	(500)	(1,194)	(1,694)
At 31 December 2016	於二零一六年十二月三十一日	-	-	-
At 31 December 2016:	於二零一六年十二月三十一日：			
Cost	成本	-	-	-
Accumulated amortisation	累計攤銷	-	-	-
Net carrying amount	賬面淨額	-	-	-
31 December 2015 二零一五年十二月三十一日				Licence 牌照 HK\$'000 千港元
Cost at 1 January 2015 and 31 December 2015, net of accumulated amortisation	於二零一五年一月一日及 二零一五年十二月三十一日之成本， 經扣除累計攤銷			1,194
At 31 December 2015 and 1 January 2016:	於二零一五年十二月三十一日及 二零一六年一月一日：			
Cost	成本			1,194
Accumulated amortisation	累計攤銷			-
Net carrying amount	賬面淨額			1,194

The licence represented the licence plate which enable the vehicle to travel and hang licence plate in both PRC and Hong Kong. The licence was renewable every year at minimal cost and they were considered as having an indefinite useful life because it was expected to generate economic benefit to the Group indefinitely.

牌照指允許車輛於中國與香港兩地持牌行駛之中港車牌。牌照可以微不足道之成本每年重續並被認定為具無限使用年期，原因為其預期可無限期為本集團產生經濟利益。

14. INTANGIBLE ASSETS (Continued)

The trading rights represented the eligibility rights to trade on or through the Stock Exchange and had no foreseeable limit to the period over which the Group could use to generate net cash flows. As a result, the trading rights were considered by the management of the Group as had indefinite useful lives because they were expected to contribute to net cash inflows indefinitely.

During the year, the license and the trading rights were disposed and further details are set out in note 28 to the financial statements.

14. 無形資產(續)

交易權指於或透過聯交所交易之合資格權利，於本集團可用以產生淨現金流之期限內並無可預見限制。因此，預期交易權可無限期產生淨現金流，故本集團管理層視交易權為具有無限可使用年期。

於年內，牌照及交易權均已出售，進一步詳情載於財務報表附註28。

15. AVAILABLE-FOR-SALE INVESTMENTS**15. 可供出售投資**

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Non-current portion:	非流動部分：		
Listed equity investments, at fair value	上市股本投資， 按公平值	718,465	1,127,088
Current portion:	流動部分：		
Unlisted fund trust investments	非上市基金信託投資	-	41,672

During the year, the gross loss in respect of the Group's available-for-sale investments recognised in other comprehensive income amounted to HK\$339,817,000 (2015: gross gain of HK\$430,367,000), of which HK\$28,691,000 (2015: HK\$5,582,000) was reclassified from other comprehensive income to the statement of profit or loss for the year.

The above investments consist of investments in equity securities which were designated as available-for-sale financial assets and have no fixed maturity date or coupon rate.

年內，於其他全面收益確認之本集團可供出售投資之總虧損為339,817,000港元(二零一五年：總收益430,367,000港元)，其中28,691,000港元(二零一五年：5,582,000港元)已由其他全面收益重新分類至年內損益表。

上述投資包括指定為可供出售金融資產之股本證券投資，並無固定到期日或票息率。

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15. AVAILABLE-FOR-SALE INVESTMENTS

(Continued)

There was a significant decline in the market value of certain listed equity investment during the year. The directors consider that such decline indicates that the listed equity investments have been impaired and an impairment loss of HK\$11,280,000 (2015: Nil), which included a reclassification from other comprehensive income of HK\$1,600,000 (2015: Nil), has been recognised in the statement of profit or loss for the year.

As at 31 December 2015, the unlisted fund trust investments with a carrying amount of HK\$41,672,000 were stated at cost less impairment because the range of reasonable fair value estimates was so significant that the directors were of the opinion that their fair value could not be measured reliably. The unlisted fund investments were matured during the year.

16. LOAN AND INTEREST RECEIVABLES

The terms of loan entered with its customers are on credit. The credit period is generally within one year, extending up to two years, after monitoring assessment and further creditworthiness analysis on the debtors reviewed by senior management. The loan receivables carried at fixed interest rate ranging from 9% to 15% (2015: 10% to 36%) per annum. The Group seeks to maintain strict control over its outstanding receivables and overdue balances are reviewed regularly by senior management. In view of the aforementioned and the fact that the Group's loan and interest receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. The Group held collateral or other credit enhancements over its certain of its loan and interest receivable balances.

15. 可供出售投資(續)

若干上市股本投資之市值於年內大幅下跌。董事認為有關下跌顯示該等上市股本投資已減值，並於年內之損益表確認減值虧損11,280,000港元(二零一五年：無)(包括由其他全面收益重新分類之1,600,000港元(二零一五年：無))。

於二零一五年十二月三十一日，賬面金額為41,672,000港元之非上市基金信託投資乃按成本減減值列賬，原因為合理公平價值估計範圍過於龐大，導致董事認為公平價值不能可靠計量。非上市基金投資已於年內到期。

16. 應收貸款及利息

		2016	2015
		二零一六年	二零一五年
		HK\$'000	HK\$'000
		千港元	千港元
Loan and interest receivables	應收貸款及利息	878,079	555,180

與客戶訂立之貸款條款為記賬。記賬期通常為一年內，經高級管理層對債務人進行監察評估及進一步信用分析後可延長至兩年。應收貸款之固定年利率介乎9厘至15厘(二零一五年：10厘至36厘)。本集團致力嚴格監控其未收應收款項，並由高級管理層定期審閱逾期結餘。鑑於上文所述及本集團之貸款及應收賬款與大量不同客戶有關，本集團並無信貸風險高度集中之情況。本集團就其若干應收貸款及利息結餘持有抵押品或其他信貸加強措施。

16. LOAN AND INTEREST RECEIVABLES (Continued)

An aged analysis of the loan and interest receivables as at the end of the reporting period, based on the commencement of loan agreement entered and the date of interest income accrued, and net of provisions, is as follows:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Within 30 days	30天內	145,026	74,046
30 to 90 days	30至90天	93,026	360,825
91 to 180 days	91至180天	91,208	-
181 to 365 days	181至365天	230,561	39,413
Over 365 days	超過365天	318,258	80,896
		878,079	555,180

The movements in provision for impairment of loan and interest receivables are as follows:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
At beginning of year	於年初	-	30,984
Impairment losses reversed (note 5)	已撥回減值虧損(附註5)	-	(12,690)
Amount written off as uncollectible	撇銷不可收回之金額	-	(18,294)
		-	-

16. 應收貸款及利息(續)

按所訂立貸款協議開始日期及應計利息收入產生日期分別計算，應收貸款及利息於報告期末經扣除撥備之賬齡分析如下：

應收貸款及利息之減值撥備變動如下：

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16. LOAN AND INTEREST RECEIVABLES (Continued)

The aged analysis of the loan and interest receivables that are not individually nor collectively considered to be impaired is as follows:

		2016	2015
		二零一六年	二零一五年
		HK\$'000	HK\$'000
		千港元	千港元
Neither past due nor impaired	既無逾期亦無減值	453,650	468,894
Less than 30 days past due	逾期少於30天	93,026	5,390
30 to 90 days past due	逾期30至90天	8,895	32,391
91 to 180 days past due	逾期91至180天	-	3,505
181 to 365 days past due	逾期181至365天	283,086	-
Over 365 days past due	逾期超過365天	39,422	45,000
		878,079	555,180

Receivables that were neither past due nor impaired related to a large number of diversified customers for whom there was no recent history of default.

Receivables that were past due but not impaired related to a number of independent customers that have a good track record to the Group and they were subject to collateral for listed shares, with a fair value of HK\$63,600,000 (2015: HK\$90,390,000); convertible notes issued by a listed company with fair value of HK\$159,000,000 (2015: 253,500,000); and consumable goods with fair value of HK\$48,000,000 (2015: Nil).

Based on past experience, the directors of the Company are of the opinion that no provision for impairment is necessary in respect of those receivables that were past due but not impaired as there has not been a significant change in credit quality and the balances are still considered fully recoverable.

16. 應收貸款及利息(續)

並無個別或共同被視為減值之應收貸款及利息之賬齡分析如下：

既無逾期亦無減值之應收款項與近期並無違約記錄之多名獨立客戶有關。

已逾期但無減值之應收款項與於本集團有良好往績記錄之多名獨立客戶有關，並以公平值為63,600,000港元(二零一五年：90,390,000港元)之上市股份、公平值約為159,000,000港元(二零一五年：253,500,000港元)並由一間上市公司發行之可換股票據及公平值為48,000,000港元(二零一五年：無)之消耗品作抵押品。

根據過往經驗，本公司董事認為毋須就該等已逾期但無減值之應收款項計提減值撥備，原因為信貸質素並無重大變動且結餘仍被視為可悉數收回。

17. TRADE AND OTHER RECEIVABLES

17. 應收賬款及其他應收款項

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Trade receivables	應收賬款	670	40,791
Impairment	減值	-	(60)
		670	40,731
Deposits	按金	2,845	5,176
Prepayments	預付款項	1,533	4,945
Other receivables (note)	其他應收款項(附註)	590	4,567
		4,968	14,688
Total trade and other receivables	應收賬款及其他應收款項總額	5,638	55,419

Note: Other receivables are either past due or impaired. The financial assets included in the above balances relate to receivables for which there was no recent history of default.

附註：其他應收款項並無逾期或減值。計入上述結餘之金融資產與近期並無違約記錄之應收款項有關。

The Group's trading terms with its customers are mainly on credit. The credit period is generally 30 to 90 days for its trade receivables. The Group seeks to maintain strict control over its outstanding receivables to minimise credit risk and overdue balances are reviewed regularly by senior management. In view of the aforementioned and the fact that the Group's trade receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are non-interest-bearing.

本集團與客戶之貿易條款主要為記賬。應收賬款之記賬期一般介乎30至90天。本集團致力對其未收回之應收款項維持嚴格監控，以將信貸風險減至最低，而高級管理層會定期審閱逾期結餘。由於上述者及本集團之應收賬款涉及大量不同客戶，故不存在信貸風險高度集中之情況。本集團並無就其應收賬款結餘持有任何抵押品或其他信貸加強措施。應收賬款為不計息。

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17. TRADE AND OTHER RECEIVABLES (Continued)

An aged analysis of the trade receivables as at the end of the reporting period, based on the invoice date and net of provisions, is as follows:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Within 30 days	30天內	-	3,147
31 to 60 days	31至60天	670	14,478
61 to 90 days	61至90天	-	16,741
Over 90 days	超過90天	-	6,365
		670	40,731

The movements in provision for impairment of trade receivables are as follows:

17. 應收賬款及其他應收款項(續)

按發票日期計算及經扣除撥備後，應收賬款於報告期末之賬齡分析如下：

應收賬款之減值撥備變動如下：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
At beginning of year	於年初	60	60
Impairment loss reversed	已撥回減值虧損	(60)	-
		-	60

The aged analysis of the trade receivables that are not individually nor collectively considered to be impaired is as follows:

並無個別或共同被視為減值之應收賬款之賬齡分析如下：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Neither past due nor impaired	既無逾期亦無減值	-	101
Less than 30 days past due	逾期少於30天	670	3,147
30 to 90 days past due	逾期30至90天	-	14,377
Over 90 days past due	逾期超過90天	-	23,106
		670	40,731

17. TRADE AND OTHER RECEIVABLES (Continued)

Receivables that were neither past due nor impaired relate to customers for whom there was no recent history of default.

Receivables that were past due but not impaired relate to a number of independent customers that have a good track record with the Group. Based on past experience, the directors are of the opinion that no provision for impairment is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable.

17. 應收賬款及其他應收款項(續)

既無逾期亦無減值之應收款項與近期並無違約記錄之客戶有關。

已逾期但無減值之應收款項與於本集團有良好往績記錄之多名獨立客戶有關。根據過往經驗，董事認為毋須就該等結餘計提減值撥備，原因為信貸質素並無重大變動且結餘仍被視為可悉數收回。

18. CASH AND CASH EQUIVALENTS

18. 現金及現金等價物

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Cash and bank balances	現金及銀行結餘	239,735	197,059
Time deposits	定期存款	108,622	-
Cash and cash equivalents	現金及現金等價物	348,357	197,059

At the end of the reporting period, the cash and bank balances of the Group denominated in RMB amounted to HK\$144,440,000 (2015: HK\$96,660,000). The RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for others currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rate based on daily bank deposit rates. Short term time deposits are made for period of seven days depending on the immediate cash requirements of the Group, and earn interests at the respective short term time deposits rates. The bank balances and time deposits are deposited with creditworthy banks with no recent history of default.

於報告期末，本集團以人民幣計值之現金及銀行結餘為144,440,000港元(二零一五年：96,660,000港元)。人民幣不可自由兌換為其他貨幣，但根據中國內地外匯管理條例及結匯、售匯及付匯管理規定，本集團獲允許透過獲准從事外匯業務之銀行將人民幣兌換為其他貨幣。

銀行現金按每日銀行存款利率賺取浮動利息。短期定期存款視乎本集團即時現金需要，存款期為七日，按相關短期定期存款利率賺取利息。銀行結餘及定期存款存放於近期並無違約記錄且信譽可靠之銀行。

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19. OTHER PAYABLES AND ACCRUALS

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Other payables	其他應付款項	9,657	10,783
Accruals	應計費用	3,676	11,120
Receipt in advance	預收款項	-	64
		13,333	21,967

Other payables are non-interest-bearing and have an average term of one month.

19. 其他應付款項及應計費用

其他應付款項為免息，平均期限為一個月。

20. MANDATORY CONVERTIBLE NOTES

On 20 October 2015, the Company issued zero coupon rate mandatory convertible notes with an aggregate principal amount of HK\$2,400,000,000 ("MCN"), for the purpose of satisfying the consideration of HK\$2,400,000,000 (subject to adjustment) pursuant to a sale and purchase agreement dated 20 May 2015 entered into between the Company, the controlling shareholder of the Company (the "Vendor") and the guarantor, to which the Company to acquire 96% equity interest of Katar Global Limited and its subsidiaries (collectively referred to as the "Katar Global Group").

The MCN bear no interest and will mature on 19 October 2020 (the "Maturity Date"). The Company may not redeem the MCN at its option while the holder of the MCN has the right to convert their MCN into shares of the Company at a conversion price of HK\$0.2 per share at any time during the issue date to the Maturity Date, and the MCN is freely transferrable by the holder of the MCN provided that they may not be transferred to any connected person of the Company without written consent of the Company and compliance of any applicable Listing Rules. Any outstanding MCN at the Maturity Date will automatically convert to shares of the Company.

20. 強制性可換股票據

於二零一五年十月二十日，本公司發行本金總額為2,400,000,000港元之零息強制性可換股票據（「強制性可換股票據」），以根據本公司與本公司控股股東（「賣方」）及擔保人所訂立日期為二零一五年五月二十日之買賣協議（本公司據此收購加達環球有限公司及其附屬公司（「加達環球集團」）之96%股權）償付代價2,400,000,000港元（可予調整）。

強制性可換股票據不計息並將於二零二零年十月十九日（「到期日」）到期。本公司不可按其選擇贖回強制性可換股票據，而強制性可換股票據持有人有權於發行日至到期日期間任何時間按轉換價每股0.2港元將其強制性可換股票據轉換為本公司股份，且強制性可換股票據持有人可自由轉讓強制性可換股票據，惟在未經本公司書面同意及遵守任何適用上市規則之情況下，不得轉讓予本公司任何關連人士。於到期日任何尚未行使之強制性可換股票據將自動轉為本公司股份。

20. MANDATORY CONVERTIBLE NOTES (Continued)

The summarised information of the MCN is set out as follows:

Issuance date	20 October 2015
Maturity date	19 October 2020
Original principal amount	HK\$2,400,000,000
Coupon rate	0%
Conversion price per ordinary share	HK\$0.2

Further details regarding the principal terms and conditions of the MCN are contained in the circular of the Company dated 29 September 2015.

The MCN was classified under equity and no present value of the fixed interest payment was represented during the life of the MCN, therefore, no effective interest for the financial liability element being calculated. The acquisition of the Katar Global Group was completed on 20 October 2015 and on the completion date, the fair value of the MCN was HK\$2,341,896,000, based on valuation performed by BMI Appraisals Limited, independent qualified valuer.

During the year, the MCN with a nominal value of HK\$217,600,000 was converted into 1,088,000,000 ordinary shares of the Company at a conversion price of HK\$0.2 per share. Immediately after the conversion, the outstanding principal amount of the MCN amounted to HK\$2,182,400,000, with its fair value of HK\$2,129,564,000 was included in equity component of convertible notes as at 31 December 2016.

20. 強制性可換股票據(續)

強制性可換股票據之資料概要載列如下：

發行日	二零一五年十月二十日
到期日	二零二零年十月十九日
原本金額	2,400,000,000港元
票面息率	0%
每股普通股轉換價	0.2港元

有關強制性可換股票據主要條款及條件之進一步詳情載於本公司日期為二零一五年九月二十九日之通函。

強制性可換股票據歸於權益項下，並無為強制性可換股票據年期內之定額利息付款呈列現值，故並無計算金融負債部分之實際利率。收購加達環球集團一事已於二零一五年十月二十日完成，根據獨立合資格估值師中和邦盟評估有限公司進行之估值，強制性可換股票據於完成日期之公平值為2,341,896,000港元。

於年內，面值217,600,000港元之強制性可換股票據已按轉換價每股0.2港元轉換為1,088,000,000股本公司普通股。緊隨轉換後，強制性可換股票據之未償還本金額為2,182,400,000港元，而其於二零一六年十二月三十一日之公平值2,129,564,000港元已計入可換股票據之權益部分。

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21. DEFERRED TAXATION

The movements in deferred tax liabilities during the year are as follows:

		Fair value adjustments arising from acquisition of subsidiaries 收購附屬公司產生 之公平值調整 HK\$'000 千港元
At 1 January 2015	於二零一五年一月一日	-
Acquisition of subsidiaries (note 26)	收購附屬公司(附註26)	304
At 31 December 2015 and 1 January 2016	於二零一五年十二月三十一日及 二零一六年一月一日	304
Deferred tax credited to the statement of profit or loss during the year (note 9)	年內計入損益表之遞延稅項(附註9)	(226)
At 31 December 2016	於二零一六年十二月三十一日	78

The Group has tax losses of HK\$5,523,000 (2015: HK\$4,299,000) that are available for offsetting against future profits of the companies in which the losses arose. Deferred tax asset has not been recognised in respect of these losses as the utilisation of which is uncertain.

21. 遞延稅項

年內遞延稅項負債之變動如下：

本集團有稅項虧損5,523,000港元(二零一五年：4,299,000港元)可用於抵銷產生虧損公司之未來溢利。由於無法確定動用情況，故概無就該等虧損確認遞延稅項資產。

22. SHARE CAPITAL

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Authorised:	法定：		
400,000,000,000 shares of HK\$0.001 each	400,000,000,000股每股 面值0.001港元之股份	400,000	400,000

22. 股本

22. SHARE CAPITAL (Continued)

22. 股本(續)

		Number of shares in issue	Share capital	Share premium account	Total
		已發行 股份數目	股本	股份溢價賬	總計
		'000	HK\$'000	HK\$'000	HK\$'000
		千股	千港元	千港元	千港元
Issued and fully paid:	已發行及繳足:				
At 31 December 2014, 1 January 2015 and 31 December 2015	於二零一四年十二月三十一日、 二零一五年一月一日及 二零一五年十二月三十一日	2,782,102	2,782	721,226	724,008
Shares issued upon conversion of the MCN (note)	於強制性可換股票據獲轉換時發行 股份(附註)	1,088,000	1,088	211,244	212,332
At 31 December 2016	於二零一六年十二月三十一日	3,870,102	3,870	932,470	936,340

Note: During the year, 1,088,000,000 shares were issued to Allied Summit Inc., a controlling shareholder of the Company, upon exercise of the conversion rights attaching to the MCN at a conversion price of HK\$0.2 per share (note 20). The difference of HK\$211,244,000 between nominal value of the ordinary shares issued and the then aggregate carrying amount of the equity component of the MCN at the date of conversion was transferred to the Company's share premium account.

附註：年內，因應強制性可換股票據所附轉換權按轉換價每股0.2港元獲行使(附註20)，本公司向其控股股東 Allied Summit Inc. 發行1,088,000,000股股份。已發行普通股面值與強制性可換股票據權益部分於轉換日期之賬面總額之間的差額211,244,000港元已轉撥至本公司股份溢價賬。

23. SHARE OPTION SCHEME

23. 購股權計劃

During the annual general meeting held on 12 June 2012 (the "AGM"), the shareholders of the Company duly approved the relevant resolutions to adopt a new share option scheme (the "New Share Option Scheme") by authorising the directors to allot and issue up to the 10 percent of the issued share capital of the Company under the New Share Option Scheme. The directors or an authorised committee were authorised, at their/its absolute discretion, to grant options to any person, subjected to the selection criteria, being an employee, officer, agent, consultant or representative of the Group, including any executive or non-executive directors, in order to provide incentives to the guarantee to contribute to the Group and to enable the Group to recruit high-calibre employees and attract resources that were valuable to the Group. Under the New Share Option Scheme, the Company might grant options to any participant, in the absolute discretion of the Board, who had made valuable contribution to the business of the Group. The subscription price would be a price determined by the Board and at least the highest of (a) the closing price of the shares as stated in the Stock Exchange's daily quotations sheets on the date of grant of the option, which must be a business day; (b) the average closing price of the shares as stated in Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of grant of the option; and (c) the nominal value of the shares.

於二零一二年六月十二日舉行之股東週年大會(「股東週年大會」)上，本公司股東正式批准相關決議案，以採納新購股權計劃(「新購股權計劃」)，授權董事根據新購股權計劃配發及發行本公司之已發行股本最多10%。董事或獲授權委員會獲授權，可全權酌情根據甄選標準向任何人士授出購股權，該等人士可為本集團僱員、高級職員、代理人、顧問或代表(包括任何執行或非執行董事)，旨在向承授人提供貢獻本集團之獎勵，並讓本集團可招募對本集團有價值之高質素僱員及吸納資源。根據新購股權計劃，本公司可向董事會全權酌情認為對本集團業務作出寶貴貢獻之任何參與人士授出購股權。認購價將由董事會釐定及不得低於下列最高金額：(a)授出購股權之日(必須為營業日)在聯交所每日報價表所報股份收市價；(b)緊接授出購股權之日前五個營業日在聯交所每日報價表所報股份平均收市價；及(c)股份面值。

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23. SHARE OPTION SCHEME (Continued)

Upon the completion of the acquisition of 30% equity interest in Profit Grand Group by Century Praise Limited, a 100% wholly-owned subsidiary of the Company on 12 April 2012, an option had been conditionally granted by the Company to each of (China Longjiang Forest Industry (Group) General Corporation[#]) (中國龍江森林工業(集團)總公司) (“**Longjiang Forest Industry**”) and Jia Run Investments Limited (“**Jia Run**”) to subscribe for not more than 49,517,009 shares of the Company after the proposed share consolidation became effective on 20 March 2012 (equivalent to 6,189,626 shares of the Company after the proposed share consolidation becoming effective on 10 September 2012) (the “**Longjiang Option**” and the “**Agent Option**” respectively). After the rights issue during the year ended 31 December 2012, the number of shares could be subscribed became 12,936,318 as at 31 December 2012. After the share consolidation and the right issue, became effective, the number of shares could be subscribed became 6,287,049 as at 31 December 2014. The Longjiang Option and Agent Option were granted to Longjiang Forest Industry and Jia Run respectively for the establishment of a strategic alliance between the Company and Longjiang Forest Industry with respect to the development and management of the forest acquired under the acquisition of 30% equity interest in the Profit Grand Group with the assistance of Jia Run as an agent. The Agent Option and Longjiang Option was lapsed on 31 December 2012 and 31 December 2015, respectively, and no other share options had been granted or exercised during the year ended 31 December 2015.

[#] The English name of this company represents management's best effort to translate the Chinese name of this company, as no English name has been registered.

23. 購股權計劃(續)

於二零一二年四月十二日本公司之全資附屬公司世頌有限公司完成收購雄利集團之30%股權後，本公司分別向中國龍江森林工業(集團)總公司(「龍江森林工業」)及嘉潤投資有限公司(「嘉潤」)有條件授出期權，以分別認購不超過於二零一二年三月二十日建議股份合併生效後之49,517,009股本公司股份(相當於二零一二年九月十日建議股份合併生效後之6,189,626股本公司股份)(分別為「龍江期權」及「代理期權」)。截至二零一二年十二月三十一日止年度供股後，於二零一二年十二月三十一日可供認購之股份數目為12,936,318股。於股份合併及供股生效後，於二零一四年十二月三十一日可供認購之股份數目為6,287,049股。龍江期權及代理期權乃分別授予龍江森林工業及嘉潤，以在嘉潤作為代理之協助下由本公司與龍江森林工業就發展及管理收購雄利集團之30%股權所收購之森林建立策略聯盟。代理期權及龍江期權已分別於二零一二年十二月三十一日及二零一五年十二月三十一日失效，而於截至二零一五年十二月三十一日止年度，概無其他購股權獲授出或行使。

[#] 由於該公司並無登記英文名稱，故該英文名稱為管理層盡最大努力自中文名稱翻譯所得。

23. SHARE OPTION SCHEME (Continued)

The movements of the share options of the Company during the year ended 31 December 2015 were as follows:

Option type	Outstanding at 1 January 2015	Granted during 2015	Adjustment due to share consolidation	Adjustment due to right issue	Lapsed during 2015	Outstanding at 31 December 2015
期權類別	於二零一五年 一月一日 尚未行使	於二零一五年 授出	因股份合併 而作出調整	因供股 而作出調整	於二零一五年 失效	於二零一五年 十二月三十一日 尚未行使
Other eligible persons 其他合資格人士						
Longjiang Forest Industry 龍江森林工業	6,287,049	-	N/A 不適用	N/A 不適用	6,287,049	-
Weighted average exercise price 加權平均行使價	HK\$8 8港元	-	N/A 不適用	N/A 不適用	HK\$8 8港元	-

Details of specific categories of options were as follows:

Date of grant	Vesting date	Exercise period	2015 Exercise price 二零一五年 行使價
授出日期	歸屬日期	行使期	
Longjiang Option 龍江期權	12 April 2012 二零一二年 四月十二日	Upon the grant of Forestry Clearance Authority 於授出森林 清理授權時	For 1 year but no later than 31 December 2015 一年，但不遲於二零一五年 十二月三十一日
			N/A 不適用

Share option expenses of HK\$1,367,000 had been included in the consolidated statement of profit or loss for the year ended 31 December 2012. It gave rise to a share option reserve. No liabilities were recognised due to these equity-settled share option transactions.

The fair values of Longjiang Option and Agent Option determined at the date of grant using the Monte Carlo simulation method were HK\$1,339,000 and HK\$28,000 respectively.

23. 購股權計劃(續)

於截至二零一五年十二月三十一日止年度，本公司購股權之變動如下：

特定類別期權之詳情如下：

購股權開支1,367,000港元已列入截至二零一二年十二月三十一日止年度之綜合損益表，因而產生一項購股權儲備。並無因該等股權結算購股權交易而確認任何負債。

龍江期權及代理期權於授出日期以蒙特卡羅模擬法所釐定之公平值分別為1,339,000港元及28,000港元。

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23. SHARE OPTION SCHEME (Continued)

As the fair value of the services received could not be estimated reliably by the Company, the fair value of service received from Longjiang Forest Industry and Jia Run was measured indirectly by reference to the fair value of the option granted.

The following assumptions were used to calculate the fair values of share options at the grant date:

		Longjiang Option 龍江期權	
Grant date	授出日期	12 April 2012	二零一二年四月十二日
Share price	股份價格	HK\$0.083	0.083港元
Initial exercise price	初步行使價	HK\$0.25 to HK\$0.5	0.25港元至0.5港元
Expected option period	預期期權年期	1.723 years	1.723年
Expected volatility	預期波幅		205.924%
Risk-free interest rate	無風險利率		0.207%

The Monte Carlo simulation method had been used in computing the fair value of the share options based on the directors' best estimate. Changes in variables and assumptions might result in changes in fair value of the Longjiang Option.

24. RESERVES

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity on page 69 of the financial statements.

The Group's PRC statutory reserve represents a portion of the profits of the Group's subsidiaries which are established in the PRC has been transferred to reserve fund which are restricted as to use.

23. 購股權計劃(續)

由於所收取服務之公平值無法由本公司可靠地估計，故向龍江森林工業及嘉潤所收取服務之公平值經參考所授出期權之公平值後間接計量。

計算購股權於授出日期之公平值所用假設如下：

購股權公平值乃使用蒙特卡羅模擬法按董事之最佳估計計算得出。可變基數及假設之變動可能導致龍江期權之公平值有所變動。

24. 儲備

本集團於本年度及過往年度之儲備金額及其變動於財務報表第69頁之綜合權益變動表呈列。

本集團之中國法定儲備指本集團於中國成立之附屬公司之部分溢利已轉撥至用途受限之儲備金。

25. PARTLY-OWNED SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS

Details of the Group's subsidiaries that have material non-controlling interests are set out below:

25. 擁有重大非控股權益之部分擁有附屬公司

擁有重大非控股權益之本集團附屬公司詳情如下：

		2016	2015
		二零一六年	二零一五年
Percentage of equity interest held by non-controlling interests:	非控股權益持有之股權百分比：		
Profit Grand Group (disposed during the year)	雄利集團(於年內出售)	N/A 不適用	70%
Cornerstone Securities Limited (disposed during the year)	基石證券有限公司 (於年內出售)	N/A 不適用	20%
Katar Global Group	加達環球集團	4%	4%

		2016	2015
		二零一六年	二零一五年
		HK\$'000	HK\$'000
		千港元	千港元
(Loss)/profit for the year allocated to non-controlling interests:	分配予非控股權益之年內(虧損)/溢利：		
Profit Grand Group	雄利集團	(324)	(1,624)
Cornerstone Securities Limited	基石證券有限公司	(901)	(72)
Katar Global Group	加達環球集團	12,382	140
Accumulated balances of non-controlling interests at the reporting dates:	於報告日期非控股權益之累計結餘：		
Profit Grand Group	雄利集團	—	(19)
Cornerstone Securities Limited	基石證券有限公司	—	1,837
Katar Global Group	加達環球集團	17,495	5,796

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25. PARTLY-OWNED SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS

(Continued)

The following tables illustrate the summarised financial information of the above subsidiaries. The amounts disclosed are before any inter-company eliminations:

25. 擁有重大非控股權益之部分擁有附屬公司(續)

下表闡述上述附屬公司之財務資料概要。披露之金額為扣除任何集團內公司間對銷前之金額：

		Profit Grand Group 雄利集團 HK\$'000 千港元	Cornerstone Securities Limited 基石證券有限公司 HK\$'000 千港元	Katar Global Group 加達環球集團 HK\$'000 千港元
2016:	二零一六年：			
Revenue	收益	—	263	499,174
Total expenses	開支總額	(462)	(4,770)	(189,624)
(Loss)/profit for the period/year	期/年內(虧損)/溢利	(462)	(4,507)	309,550
Total comprehensive (loss)/income for the year	年內全面(虧損)/收益總額	(5)	(4,507)	292,617
Current assets	流動資產	N/A 不適用	N/A 不適用	489,033
Non-current assets	非流動資產	N/A 不適用	N/A 不適用	6,473
Current liabilities	流動負債	N/A 不適用	N/A 不適用	(58,022)
Non-current liabilities	非流動負債	N/A 不適用	N/A 不適用	(78)
Net cash flows (used in)/from operating activities	經營活動(動用)/產生之現金流量淨額	—	(5,067)	127,689
Net cash flows (used in)/from investing activities	投資活動(動用)/產生之現金流量淨額	—	(1,056)	47,264
Net cash flows from financing activities	融資活動產生之現金流量淨額	—	5,000	—
Net (decrease)/increase in cash and cash equivalents	現金及現金等價物(減少)/增加淨額	—	(1,123)	174,953
2015:	二零一五年：			
Revenue	收益	—	—	34,740
Total expenses	開支總額	(2,320)	(361)	(31,248)
(Loss)/profit for the year	年內(虧損)/溢利	(2,320)	(361)	3,492
Total comprehensive loss for the year	年內全面虧損總額	(229)	(361)	(108)
Current assets	流動資產	—	9,195	188,168
Non-current assets	非流動資產	—	—	20,990
Current liabilities	流動負債	(27)	(10)	(64,258)
Non-current liabilities	非流動負債	—	—	—
Net cash flows (used in)/from operating activities	經營活動(使用)/產生之現金流量淨額	—	(1,440)	34,321
Net cash flows used in investing activities	投資活動使用之現金流量淨額	—	—	(81)
Net cash flows from financing activities	融資活動產生之現金流量淨額	—	8,900	—
Net increase in cash and cash equivalents	現金及現金等價物增加淨額	—	7,460	34,240

26. BUSINESS COMBINATION

In 2015, the Group acquired a 96% equity interest of the Katar Global Group from the Vendor at the consideration of HK\$2,400,000,000. The Katar Global Group were engaged in the provision of services in relation to the promotion and application of the internet financing platform. The acquisition was made as part of the Group's strategy to expand its money lending platform in the PRC. Details of the acquisition were set out in the Company's circular dated 29 September 2015. The consideration was in form of issuance of MCN and further details of the MCN were included in note 20 to the financial statements.

The fair values of the identifiable assets and liabilities of the Katar Global Group as at the date of acquisition were as follows:

26. 業務合併

於二零一五年，本集團向賣方收購加達環球集團96%股權，代價為2,400,000,000港元。加達環球集團從事提供推廣及應用互聯網融資平台相關服務。收購乃本集團擴大其中國借貸平台之策略之一部分。有關收購之詳情載於本公司日期為二零一五年九月二十九日之通函。代價乃以發行強制性可換股票據形式支付，有關強制性可換股票據之進一步詳情載於財務報表附註20。

加達環球集團於收購日期之可識別資產及負債之公平值如下：

		<i>Notes</i> 附註	Fair value recognised on acquisition 於收購時已確認 之公平值 HK\$'000 千港元
Plant and equipment	廠房及設備	12	18,402
Cash and bank balances	現金及銀行結餘		59,221
Trade and other receivables	應收賬款及其他應收款項		131,961
Available-for-sale investments	可供出售投資		41,672
Tax payables	應付稅項		(22,564)
Other payables and accruals	其他應付款項及應計費用		(63,359)
Deferred tax liabilities	遞延稅項負債	21	(304)
Total identifiable net assets at fair value	按公平值計量之可識別 總資產淨值		165,029
Non-controlling interests	非控股權益		(5,796)
			159,233
Goodwill on acquisition	收購產生之商譽	13	2,182,663
Satisfied by MCN	以強制性可換股票據支付	20	2,341,896

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26. BUSINESS COMBINATION (Continued)

The Group incurred transaction costs of HK\$3,295,000 for this acquisition. These transaction costs had been expensed and were included in administrative expenses in the consolidated statement of profit or loss.

Analysis of cash flows in respect of the acquisition of the Katar Global Group was as follows:

		HK\$'000 千港元
Cash consideration	現金代價	-
Cash and bank balances	現金及銀行結餘	59,221
Net inflow of cash and cash equivalents included in cash flows from investing activities	計入投資活動產生之現金流量之現金及現金等價物流入淨額	59,221
Transaction costs of the acquisition included in cash flows from operating activities	計入經營活動產生之現金流量之收購交易成本	(3,295)
		55,926

Pursuant to the sale and purchase agreement dated 20 May 2015, the Vendor irrevocably and unconditionally guarantees to the Company that the audited consolidated profit before tax of the Katar Global Group (excluding any extraordinary items) for each of the years ended 31 December 2015 and 2016 shall not be less than the amount set opposite to the relevant guaranteed periods as defined in the table below (each the "Guaranteed Profit"):

26. 業務合併(續)

本集團就是次收購產生交易成本3,295,000港元。該等交易成本已經支銷及計入綜合損益表行政開支。

有關收購加達環球集團之現金流量分析如下：

根據日期為二零一五年五月二十日之買賣協議，賣方不可撤銷及無條件向本公司作出保證，加達環球集團於截至二零一五年及二零一六年十二月三十一日止年度各年之經審核綜合除稅前溢利(不包括任何非經常性項目)將不會少於相關保證期間(定義見下表)於下表右側所載金額(各稱為「保證溢利」)：

Guaranteed Period 保證期間	Guaranteed Profit 保證溢利
1 January 2015 to 31 December 2015 二零一五年一月一日至二零一五年十二月三十一日	HK\$100,000,000 100,000,000港元
1 January 2016 to 31 December 2016 二零一六年一月一日至二零一六年十二月三十一日	HK\$350,000,000 350,000,000港元

26. BUSINESS COMBINATION (Continued)

If the aggregate actual audited consolidated profit before tax of the Group (excluding any extraordinary items) (the “**Actual Profit**”) for any of the guaranteed periods shall be less than the relevant Guaranteed Profit, the Consideration shall be reduced according to the following formula:

$$A = (\text{Guaranteed Profit} - \text{Actual Profit}) \times 5.3333$$

whereas A is the amount of reduction (“**Reduction Amount**”) to be made to the Consideration. Where the Actual Profit is negative, it shall be deemed to be zero. For the avoidance of doubt, depending on the Actual Profit, two reductions may be made to the Consideration and no adjustment will be made to the Consideration if the Actual Profit is more than the Guaranteed Profit. The total maximum amount of the Reduction Amount shall be the Consideration.

Since the acquisition, the Katar Global Group contributed HK\$34,740,000 to the Group’s revenue and profit of HK\$3,492,000 to the consolidated loss of the year ended 31 December 2015.

Had the combination taken place at the beginning of the year ended 31 December 2015, the revenue of the Group and the loss of the Group for the year ended 31 December 2015 would have been HK\$355,066,000 and HK\$66,233,000 respectively.

26. 業務合併 (續)

倘本集團於任何保證期間之實際經審核綜合除稅前溢利總額(不包括任何非經常性項目)(「**實際溢利**」)少於相關保證溢利，代價須根據以下公式扣減：

$$A = (\text{保證溢利} - \text{實際溢利}) \times 5.3333$$

而A為將自代價扣減之金額(「**扣減金額**」)。倘實際溢利出現負數，則會被視為零。為免生疑問，視乎實際溢利，可能對代價進行兩次扣減，而倘實際溢利超過保證溢利，則不會對代價進行調整。扣減金額之最高總額為代價。

自收購起，加達環球集團於截至二零一五年十二月三十一日止年度向本集團收益貢獻34,740,000港元及向綜合虧損帶來溢利3,492,000港元。

倘於截至二零一五年十二月三十一日止年度年初進行合併，截至二零一五年十二月三十一日止年度本集團收益及本集團虧損將分別為355,066,000港元及66,233,000港元。

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27. ACQUISITION OF ASSETS AND LIABILITIES

On 14 January 2016, the Group entered into a sale and purchase agreement with an independent third party to acquire 100% equity interest in Beijing Ling Sheng Tian Xia Technology Limited* (“**Ling Sheng**”). Ling Sheng planned to engage in an internet financing platform in the PRC, but at the time of acquisition, Ling Sheng did not have any employees and had not actively engaged in internet financing business. In the opinion of the directors, the acquisition of Ling Sheng does not constitute a business combination but an acquisition of assets and liabilities. The carrying amounts of the identifiable assets and liabilities of Ling Sheng as at the date of acquisition were as follows:

* The English name of this company represents management’s best effort to translate the Chinese name of this company, as no English name has been registered.

27. 收購資產及負債

於二零一六年一月十四日，本集團與一名獨立第三方訂立買賣協議，以收購北京領盛天下科技有限公司(「**領盛**」)之100%股權。領盛計劃於中國從事互聯網融資平台業務，惟於本公司進行收購時，領盛並無任何僱員，亦無積極參與互聯網融資業務。董事認為收購領盛並不構成一項業務合併，惟構成一項資產及負債收購。領盛之可識別資產及負債於收購日期之賬面金額如下：

* 由於該公司並無登記英文名稱，故該英文名稱為管理層盡最大努力自中文名稱翻譯所得。

		HK\$'000
		千港元
Net assets acquired:	所收購資產淨值：	
Cash and bank balances	現金及銀行結餘	487
Other receivables	其他應收款項	104
Other payables	其他應付款項	(591)
Total identifiable net assets acquired	已收購可識別淨資產總值	-

An analysis of cash flows in respect of the acquisition of Ling Sheng is as follows:

有關收購領盛之現金流量分析如下：

		2016
		二零一六年
		HK\$'000
		千港元
Consideration	代價	-
Cash and bank balances acquired	所收購現金及銀行結餘	487
Net inflow of cash and cash equivalents included in cash flows from investing activities	計入投資活動之現金流量之現金及現金等價物流入淨額	487

28. DISPOSAL OF SUBSIDIARIES

28. 出售附屬公司

			2016	2015
			二零一六年	二零一五年
		Notes	HK\$'000	HK\$'000
		附註	千港元	千港元
Net (liabilities)/assets disposed of:	已出售之(負債)/資產淨值:			
Plant and equipment	廠房及設備	12	603	-
Goodwill	商譽	13	-	-
Intangible assets	無形資產	14	1,694	-
Other long term assets	其他長期資產		205	-
Cash and bank balances	現金及銀行結餘		6,611	810
Prepayments and other receivables	預付款項及其他應收款項		5,997	-
Cash held on behalf of brokerage clients	代表經紀客戶持有之現金		12,820	-
Account payable to brokerage clients	應付經紀客戶款項		(12,820)	-
Other payables and accruals	其他應付款項及應計費用		(339,733)	(8)
Non-controlling interests	非控股權益		(1,920)	-
			(326,543)	802
Exchange fluctuation reserves	匯兌波動儲備		(1,446)	-
Other payables assigned	已轉讓之其他應付款項		336,288	-
Gain on disposal of subsidiaries	出售附屬公司之收益	5	16,201	198
			24,500	1,000
Satisfied by:	以下列方式支付:			
Cash	現金		24,500	1,000

An analysis of the net inflow of cash and cash equivalents in respect of the disposal of subsidiaries is as follows:

有關出售附屬公司之現金及現金等價物之流入淨額分析如下:

			2016	2015
			二零一六年	二零一五年
			HK\$'000	HK\$'000
			千港元	千港元
Cash consideration	現金代價		24,500	1,000
Cash and bank balances disposed of	已出售之現金及銀行結餘		(6,611)	(810)
Net inflow of cash and cash equivalents in respect of the disposal of subsidiaries	有關出售附屬公司之現金及現金等價物流入淨額		17,889	190

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29. OPERATING LEASE ARRANGEMENTS

The Group leases certain of its office properties under operating lease arrangements. Leases for properties are negotiated for terms ranging from one to three years (2015: one to five years).

At 31 December 2016, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Within one year	一年內	9,315	21,058
In the second to fifth years, inclusive	第二年至第五年 (包括首尾兩年)	3,054	11,067
		12,369	32,125

30. COMMITMENTS

At the end of the reporting period, the Group did not have any significant capital commitments.

31. RELATED PARTY TRANSACTIONS

In addition to the transactions detailed elsewhere in these financial statements, the Group had the following transactions with related parties during the year:

- (a) Transactions with related parties:
- During the year, 1,088,000,000 shares were issued to Allied Summit Inc., the controlling shareholder of the Company, upon exercise of the conversion rights attaching to the MCN at a conversion price of HK\$0.2 per share. Further details of which are set out in the Company's announcement dated 26 May 2016 and note 22 to the financial statements.
 - In 2015, the Group acquired the Katar Global Group from Allied Summit Inc., the controlling shareholder of the Company, at a consideration of HK\$2,400,000,000, based on a business valuation performed by the directors of the Company. Further details of the transaction are included in notes 20 and 26 to the financial statements.

29. 經營租賃安排

本集團根據經營租賃安排租賃若干辦公室物業。物業租賃經磋商後之年期介乎一至三年(二零一五年:一至五年)。

於二零一六年十二月三十一日,本集團根據不可撤銷經營租賃之日後最低租賃款項總額之到期情況如下:

30. 承諾

於報告期末,本集團並無任何重大資本承擔。

31. 關連人士交易

除本財務報表其他部分詳述之交易外,本集團於年內與關連人士進行以下交易:

- (a) 與關連人士進行之交易:
- 年內,本公司於強制性可換股票據所附換股權獲行使時按換股價每股0.2港元向其控股股東Allied Summit Inc.發行1,088,000,000股股份。進一步詳情載於本公司日期為二零一六年五月二十六日之公告及財務報表附註22。
 - 於二零一五年,根據本公司董事所進行之業務估值,本集團向本公司之控股股東Allied Summit Inc.收購加達環球集團,代價為2,400,000,000港元。該交易之進一步詳情載於財務報表附註20及26。

31. RELATED PARTY TRANSACTIONS (Continued)

(b) Compensation of key management personnel of the Group:

In the opinion of the directors, the directors and chief executive represented the key management personnel of the Group and details are included in note 7 to the financial statements.

31. 關連人士交易(續)

(b) 本集團主要管理人員之補償：

董事認為，董事及行政總裁指本集團主要管理人員，有關詳情載於財務報表附註7。

32. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

32. 按類別劃分之金融工具

於報告期末各類別金融工具之賬面金額如下：

2016

二零一六年

Financial assets 金融資產	Loans and receivables 貸款及應收款項 HK\$'000 千港元	Available- for-sale investments 可供出售投資 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Available-for-sale investments 可供出售投資	—	718,465	718,465
Loan and interest receivables 應收貸款及利息	878,079	—	878,079
Trade receivables 應收賬款	670	—	670
Deposits 按金	2,845	—	2,845
Other receivables 其他應收款項	590	—	590
Cash and cash equivalents 現金及現金等價物	348,357	—	348,357
	1,230,541	718,465	1,949,006
Financial liabilities 金融負債			Financial liabilities at amortised cost 按攤銷成本計算之金融負債 HK\$'000 千港元
Other payables 其他應付款項			9,657

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32. FINANCIAL INSTRUMENTS BY CATEGORY

(Continued)

32. 按類別劃分之金融工具(續)

2015

二零一五年

Financial assets 金融資產		Loans and receivables 貸款及應收款項 HK\$'000 千港元	Available- for-sale investments 可供出售投資 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Available-for-sale investments	可供出售投資	-	1,168,760	1,168,760
Loan and interest receivables	應收貸款及利息	555,180	-	555,180
Trade receivables	應收賬款	40,731	-	40,731
Deposits	按金	5,176	-	5,176
Other receivables	其他應收款項	4,567	-	4,567
Cash and cash equivalents	現金及現金等價物	197,059	-	197,059
		802,713	1,168,760	1,971,473
Financial liabilities 金融負債				Financial liabilities at amortised cost 按攤銷成本計算 之金融負債 HK\$'000 千港元
Other payables	其他應付款項			10,783
Receipt in advance	預收款項			64
				10,847

33. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

Management has assessed that the fair values of cash and cash equivalents, loan and interest receivables, available-for-sale investments, trade and other receivables and other payables approximate to their carrying amounts largely due to the short term maturities of these instruments.

The Group's finance department is responsible for determining the policies and procedures for the fair value measurement of financial instruments. The finance department reports directly to the directors and the audit committee. At each reporting date, the finance department analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation. The valuation is reviewed and approved by the directors. The valuation process and results are discussed with the audit committee twice a year for interim and annual financial reporting.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

The fair values of listed equity investments are based on quoted market prices. The valuation requires the directors to make estimates about the expected future cash flows including expected future dividends and proceeds on subsequent disposal of the shares. The directors believe that the estimated fair values resulting from the valuation technique, which are recorded in the consolidated statement of financial position, and the related changes in fair values, which are recorded in other comprehensive income, are reasonable, and that they were the most appropriate values at the end of the reporting period.

33. 金融工具之公平值及公平值級別

管理層已作出評估，現金及現金等價物、應收貸款及利息、可供出售投資、應收賬款及其他應收款項以及其他應付款項之公平值與彼等之賬面金額相若，主要由於此等工具於短期內到期所致。

本集團財務部門負責制定計量金融工具公平值之政策及程序。財務部門直接向董事及審核委員會報告。於各報告日期，財務部門分析金融工具之價值變動並釐定估值所運用之主要輸入數據。估值由董事審閱及批准。每年兩次與審核委員會討論估值程序及結果，以作中期及年度財務報告之用。

金融資產及負債之公平值以該工具自願交易方(強逼或清盤出售除外)當前交易下之可交易金額入賬。

下列方法及假設用以估計公平值：

上市股本投資之公平值按市場報價計算。於估值時，董事須就預期未來現金流(包括隨後出售股份之預期未來股息及所得款項)作出估計。董事認為估值技術所產生之估計公平值(記入綜合財務狀況表內)以及公平值相關變動(記入其他全面收益)屬合理，且於報告期末為最適宜之價值。

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33. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Continued)

Fair value hierarchy

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

Assets measured at fair value:

		Fair value measurement using 採用下列輸入數據之公平值計量			Total 總計
		Quoted prices in active markets 於活躍市場 報價 (Level 1) (第一等級) HK\$'000 千港元	Significant observable inputs 重大可觀察 輸入數據 (Level 2) (第二等級) HK\$'000 千港元	Significant unobservable inputs 重大不可觀察 輸入數據 (Level 3) (第三等級) HK\$'000 千港元	
As at 31 December 2016	於二零一六年十二月三十一日				
Available-for-sale investments:	可供出售投資：				
Equity investments	股本投資	718,465	—	—	718,465
		718,465	—	—	718,465

		Fair value measurement using 採用下列輸入數據之公平值計量			Total 總計
		Quoted prices in active markets 於活躍市場 報價 (Level 1) (第一等級) HK\$'000 千港元	Significant observable inputs 重大可觀察 輸入數據 (Level 2) (第二等級) HK\$'000 千港元	Significant unobservable inputs 重大不可觀察 輸入數據 (Level 3) (第三等級) HK\$'000 千港元	
As at 31 December 2015	於二零一五年十二月三十一日				
Available-for-sale investments:	可供出售投資：				
Equity investments	股本投資	1,127,088	—	—	1,127,088
		1,127,088	—	—	1,127,088

The Group did not have any financial liabilities measured at fair value as at 31 December 2016 and 2015.

33. 金融工具之公平值及公平值級別 (續)

公平值級別

下表闡述本集團金融工具之公平值計量級別：

按公平值計量之資產：

		Fair value measurement using 採用下列輸入數據之公平值計量			Total 總計
		Quoted prices in active markets 於活躍市場 報價 (Level 1) (第一等級) HK\$'000 千港元	Significant observable inputs 重大可觀察 輸入數據 (Level 2) (第二等級) HK\$'000 千港元	Significant unobservable inputs 重大不可觀察 輸入數據 (Level 3) (第三等級) HK\$'000 千港元	
As at 31 December 2015	於二零一五年十二月三十一日				
Available-for-sale investments:	可供出售投資：				
Equity investments	股本投資	1,127,088	—	—	1,127,088
		1,127,088	—	—	1,127,088

本集團於二零一六年及二零一五年十二月三十一日並無任何按公平值計量之金融負債。

33. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Continued)**Fair value hierarchy** (Continued)

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for the financial assets (2015: Nil).

34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments are used to raise finance for the Group's operations and investments. The Group has various other financial assets and liabilities such as loan and interest receivables, trade receivables and other payables which arise directly from its operations.

The main risks arising from the Group's financial instruments are interest rate risk, equity price risk, credit risk and liquidity risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

Interest rate risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's interest-bearing financial assets. Interest-bearing financial assets are the interest on loan receivables and deposit with banks. Interests on deposits with banks based on deposit rates offered by bank while interests on loan receivables are based on fixed rates. Therefore, changes in interest rate would not affect the profit or loss of the Group.

Equity price risk

Equity price risk is the risk that the fair values of equity securities decrease as a result of changes in the levels of equity indices and the value of individual securities. The Group is exposed to equity price risk arising from available-for-sale investments (*note 15*) as at 31 December 2016 and 2015. The Group's listed investments are listed on the Stock Exchanges and are valued at quoted market prices at the end of the reporting period.

33. 金融工具之公平值及公平值級別 (續)**公平值級別(續)**

年內，概無於第一等級與第二等級間轉撥公平值計量，亦無將金融資產轉入或轉出第三等級(二零一五年：無)。

34. 財務風險管理目標及政策

本集團之主要金融工具乃用於為本集團之營運及投資籌集資金。本集團擁有多種其他金融資產及負債，如直接由其營運產生之應收貸款及利息、應收賬款及其他應付款項。

本集團金融工具引起之主要風險為利率風險、股本價格風險、信貸風險及流動資金風險。董事會審閱及協定管理各該等風險之政策，有關政策概述如下。

利率風險

本集團面對之市場利率變動風險主要涉及本集團之計息金融資產。計息金融資產為應收貸款及於銀行之存款之利息。於銀行之存款按銀行提供之存款利率計息，而應收貸款按固定利率計息。因此，利率變動將不會影響本集團之損益。

股本價格風險

股本價格風險為股票指數水平及個別證券價值變動而導致股本證券公平值下降之風險。於二零一六年及二零一五年十二月三十一日，本集團面對之股本價格風險來自可供出售投資(附註15)。本集團之上市投資乃於聯交所上市，並於報告期末按市場報價估值。

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34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Equity price risk (Continued)

The market equity index for the following stock exchange, at the close of business of the nearest trading day in the year to the end of the reporting period, and their respective highest and lowest points during the year were as follows:

	31 December 2016 二零一六年 十二月三十一日	High/low 2016 二零一六年 高/低	31 December 2015 二零一五年 十二月三十一日	High/low 2015 二零一五年 高/低
Hong Kong – Hang Seng Index	香港 – 恒生指數	22,000 24,099/18,319	21,914	28,442/20,556

The following table demonstrates the sensitivity to every 5% (2015: 5%) change in the fair values of the equity investments, with all other variables held constant and before any impact on tax, based on their carrying amounts at the end of the reporting period.

股本價格風險(續)

下文乃下述證券交易所在年內最接近報告期末之交易日營業時間結束時之股市指數，以及其各自於年內之最高位及最低位：

下表顯示股本投資之公平值每5% (二零一五年：5%)變動時之敏感度(所有其他變數維持不變及未計入任何稅務影響)，乃按報告期末之賬面值計算。

		Carrying amount of equity instruments 股本工具之 賬面金額 HK\$'000 千港元	Increase/ decrease in profit before tax 除稅前溢利 增加/減少 HK\$'000 千港元	Increase/ decrease in equity 股本 增加/減少 HK\$'000 千港元
2016	二零一六年			
Investments listed in:	於以下地方上市之投資：			
Hong Kong –	香港 –			
Available-for-sale	可供出售	718,465	–	35,923
2015	二零一五年			
Investments listed in:	於以下地方上市之投資：			
Hong Kong –	香港 –			
Available-for-sale	可供出售	1,127,088	–	56,354

34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Credit risk

The Group's maximum exposure to credit risk in the event of the counterparties' failure to perform their obligations in relation to each class of recognised financial assets is the carrying amount of those assets as stated in the consolidated statement of financial position. The Group's credit risk is primarily attributable to the loan, interest and trade receivables. In order to minimise the credit risk, the Group has established policies and systems for monitoring and control of credit risk. The management has delegated different divisions responsible for determination of credit limits, credit approvals and other monitoring processes to ensure that follow up action is taken to recover overdue debts. In addition, management reviews the recoverable amounts of loan, interest and trade receivables individually or collectively at each reporting date to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, management considers that the Group's credit risk is significantly reduced.

The credit risk of the Group's other financial assets, which comprise cash and cash equivalents, deposits and other receivables, arises from default of the counterparty, with a maximum exposure equal to the carrying amounts of those instruments.

At the end of the reporting period, the Group had certain concentrations of credit risk as 0% (2015: 0%) and 31% (2015: 20%) of the Group's loan, interest and trade receivables were due from the Group's largest customer and the five largest customers, respectively. Further quantitative data in respect of the Group's exposure to credit risk arising from these receivables are disclosed in notes 16 and 17 to the financial statements.

Liquidity risk

Internally generated cash flows are the general sources of funds to finance the operations of the Group. The Group regularly reviews its major funding positions to ensure it has adequate financial resources in meeting its financial obligations. The Group aims to maintain flexibility in funding by keeping committed credit lines available and sufficient bank deposits to meet its short term cash requirements. The Group's liquidity risk management includes diversifying the funding sources.

34. 財務風險管理目標及政策(續)

信貸風險

本集團因交易對手方未能履行其責任而就各類已確認金融資產面對之最高信貸風險為綜合財務狀況報表所列該等資產之賬面值。本集團之信貸風險主要歸屬於應收貸款、應收利息以及應收賬款。為降低信貸風險，本集團已制定政策及制度以監控信貸風險。管理層已向不同部門轉授權力，負責釐定信貸限額、信貸審批及其他監察過程，以確保採取跟進行動收回逾期債項。此外，管理層個別或整體檢討應收貸款、應收利息以及應收賬款於各報告日期之可收回金額，以確保就不可收回金額作出足夠減值虧損。就此而言，管理層認為本集團之信貸風險已大幅降低。

本集團其他金融資產(包括現金及現金等價物、存款及其他應收款項)之信貸風險乃來自交易對手方違約之情況，最高金額相等於該等工具之賬面金額。

於報告期末，本集團有一定信貸風險集中之情況，乃由於本集團應收賬款之0% (二零一五年：0%)及31% (二零一五年：20%)分別來自本集團之最大客戶及五大客戶。本集團就該等應收款項產生之信貸風險之進一步量化數據於財務報表附註16及17披露。

流動資金風險

內部產生之現金流量乃為本集團營運撥付資金之一般資金來源。本集團定期檢討其主要資金狀況，以確保有足夠財務資源履行財務責任。本集團旨在透過維持可供動用之已承諾信貸額保持資金之靈活性，並具備充裕之銀行存款，以應付其短期現金需要。本集團之流動資金風險管理包括多元化其資金來源。

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34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Liquidity risk (Continued)

The maturity profile of the Group's financial liabilities at the end of the reporting period, based on the contractual undiscounted payments, is as follows:

		2016 二零一六年	2015 二零一五年
		On demand or within one year 按要求或於一年內	
		HK\$'000 千港元	HK\$'000 千港元
Other payables	其他應付款項	9,657	10,783
Receipt in advance	預收款項	-	64
		9,657	10,847

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 through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of net debt, cash and cash equivalents and total equity comprising issued share capital and reserves.

The directors review the capital structure on a regular basis. As part of this review, the directors consider the cost of capital and the risks associate with each class of capital, and take appropriate actions to adjust the Group's capital structure.

35. EVENTS AFTER THE REPORTING PERIOD

On 2 February 2017, the Group entered into a loan agreement with a borrower (the "Borrower"), an independent third party, pursuant to which the Group has agreed to provide loan with principal amount of up to HK\$6,500,000 to the Borrower in accordance with the terms thereunder. Prior to 2 February 2017, the Group provided the previous loan facilities to the Borrower and its associates (as defined under the Listing Rules) with loan principal amounts of HK\$47,000,000 in aggregate. Further details of which are set out in the Company's announcement dated 2 February 2017.

34. 財務風險管理目標及政策(續)

流動資金風險(續)

本集團按合約未貼現款項劃分之金融負債於報告期末之到期情況如下：

	2016 二零一六年	2015 二零一五年
	On demand or within one year 按要求或於一年內	
	HK\$'000 千港元	HK\$'000 千港元
Other payables	9,657	10,783
Receipt in advance	-	64
	9,657	10,847

資本風險管理

本集團管理其資本，以確保本集團旗下實體將能夠持續經營，同時透過改善債項及權益結餘，讓股東獲得最大回報。本集團之整體策略與往年維持不變。

本集團之資本結構由債項淨額、現金及現金等價物以及權益總額(包含已發行股本及儲備)組成。

董事定期檢討資本結構。作為此檢討工作一部分，董事考慮資本成本及與各類資本相關之風險，並採取適當行動以調整本集團之資本結構。

35. 報告期後事項

於二零一七年二月二日，本集團與一名借款人(「借款人」，為獨立第三方)訂立一份貸款協議，據此，本集團同意按照貸款協議之條款向借款人提供本金額最多為6,500,000港元之貸款。於二零一七年二月二日前，本集團向借款人及其聯繫人(定義見上市規則)所提供前貸款融資之本金額合共為47,000,000港元。有關詳情載於本公司日期為二零一七年二月二日之公告。

36. STATEMENT OF FINANCIAL POSITION OF THE COMPANY 36. 本公司之財務狀況報表

Information about the statement of financial position of the Company at the end of reporting period is as follows:

本公司於報告期末之財務狀況報表資料如下：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
NON-CURRENT ASSETS	非流動資產		
Plant and equipment	廠房及設備	679	519
Investments in subsidiaries	於附屬公司之投資	2,317,519	2,317,519
Available-for-sale investments	可供出售投資	606,267	945,946
Total non-current assets	非流動資產總額	2,924,465	3,263,984
CURRENT ASSETS	流動資產		
Other receivables	其他應收款項	2,672	2,940
Due from subsidiaries	應收附屬公司款項	611,530	767,973
Tax recoverable	可收回稅項	188	626
Cash and bank balances	現金及銀行結餘	22,128	7,460
Total current assets	流動資產總值	636,518	778,999
CURRENT LIABILITIES	流動負債		
Other payables and accruals	其他應付款項及 應計費用	2,491	4,634
Due to subsidiaries	應付附屬公司款項	201,136	29,420
Total current liabilities	流動負債總額	203,627	34,054
NET CURRENT ASSETS	流動資產淨值	432,891	744,945
TOTAL ASSETS LESS CURRENT LIABILITIES	資產總值減流動負債	3,357,356	4,008,929
EQUITY	權益		
Share capital	股本	3,870	2,782
Reserves (note)	儲備(附註)	3,353,486	4,006,147
Total equity	權益總額	3,357,356	4,008,929

Huang Chuan Fu

黃傳福

Director

董事

Liang Jian Hua

梁建華

Director

董事

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2016

截至二零一六年十二月三十一日止年度

36. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued) 36. 本公司之財務狀況報表(續)

Note:

A summary of the Company's reserves is as follows:

附註：

本公司之儲備概要如下：

		Share premium account	Share option reserve	Available-for-sale investments revaluation reserve	Contributed surplus	Equity component of convertible notes	Accumulated losses	Total
		股份溢價賬	購股權儲備	可供出售投資重估儲備	實繳盈餘	可換股票據之權益部分	累計虧損	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 January 2015	於二零一五年一月一日	721,226	1,367	494,490	277,102	-	(182,614)	1,311,571
Profit for the year	年內溢利	-	-	-	-	-	4,914	4,914
Other comprehensive income/(loss) for the year:	年內其他全面收益/(虧損)：							
Available-for-sale investments:	可供出售投資：							
- Change in fair value	- 公平值變動	-	-	350,645	-	-	-	350,645
- Reclassification adjustment	- 重新分類調整	-	-	(2,879)	-	-	-	(2,879)
Total comprehensive income for the year	年內全面收益總額	-	-	347,766	-	-	4,914	352,680
Issue of mandatory convertible notes (note 20)	發行強制性可換股票據(附註20)	-	-	-	-	2,341,896	-	2,341,896
Transfer of share option reserve upon the forfeiture or expiry of share options	於購股權被沒收或屆滿時轉撥購股權儲備	-	(1,367)	-	-	-	1,367	-
At 31 December 2015 and 1 January 2016	於二零一五年十二月三十一日及二零一六年一月一日	721,226	-	842,256	277,102	2,341,896	(176,333)	4,006,147
Loss for the year	年內虧損	-	-	-	-	-	(313,161)	(313,161)
Other comprehensive (loss)/income for the year:	年內其他全面(虧損)/收益：							
Available-for-sale investments:	可供出售投資：							
- Change in fair value	- 公平值變動	-	-	(340,012)	-	-	-	(340,012)
- Reclassification adjustments	- 重新分類調整	-	-	1,600	-	-	-	1,600
Total comprehensive loss for the year	年內全面虧損總額	-	-	(338,412)	-	-	(313,161)	(651,573)
Issue of new shares upon conversion of the mandatory convertible notes	於強制性可換股票據獲轉換時發行新股份	211,244	-	-	-	(212,332)	-	(1,088)
At 31 December 2016	於二零一六年十二月三十一日	932,470	-	503,844	277,102	2,129,564	(489,494)	3,353,486

37. APPROVAL OF THE FINANCIAL STATEMENTS 37. 批准財務報表

The financial statements were approved and authorised for issue by the board of directors on 16 March 2017.

財務報表已經由董事會於二零一七年三月十六日批准並授權刊發。



Pacific Plywood Holdings Limited
太平洋實業控股有限公司