

o2o

慧付寶  
GMV

互聯網  
i-Finance  
金融





慧付寶  
GMV



# Contents

## 目錄



互聯網  
i-Finance  
金融



O2O

- |            |  |
|------------|--|
| <b>2</b>   | Corporate Information<br>公司資料  |
| <b>4</b>   | Corporate Portfolio<br>公司概況  |
| <b>6</b>   | Financial Highlights<br>財務摘要   |
| <b>8</b>   | Management's Statement<br>管理層報告                                      |
| <b>20</b>  | Biographic Details of Directors and Senior Management<br>董事及高級管理人員簡介 |
| <b>27</b>  | Management's Discussion and Analysis<br>管理層討論和分析                     |
| <b>64</b>  | Report of the Directors<br>董事會報告                                     |
| <b>81</b>  | Corporate Governance Report<br>企業管治報告                                |
| <b>93</b>  | Independent Auditor's Report<br>獨立核數師報告                              |
| <b>95</b>  | Consolidated Statement of Comprehensive Income<br>合併綜合收益表            |
| <b>97</b>  | Consolidated Statement of Financial Position<br>合併財務狀況表              |
| <b>99</b>  | Consolidated Statement of Changes in Equity<br>合併權益變動表               |
| <b>100</b> | Consolidated Cash Flow Statement<br>合併現金流量表                          |
| <b>101</b> | Notes to the Consolidated Financial Statements<br>合併財務報表附註           |



# Corporate Information

## 公司資料

### EXECUTIVE DIRECTORS

GUO Fansheng (*Chairman*)  
GUO Jiang (*Chief Executive Officer*)  
LEE Wee Ong (*Chief Financial Officer*)

### NON-EXECUTIVE DIRECTORS

LI Jianguang  
GUO Wei

### INDEPENDENT NON-EXECUTIVE DIRECTORS

ZHANG Ke  
XIANG Bing  
ZHANG Tim Tianwei

### COMPANY SECRETARY

KWONG Yin Ping Yvonne (*HKICS*)

### AUDIT COMMITTEE

ZHANG Ke (*Chairman*)  
XIANG Bing  
LI Jianguang

### REMUNERATION COMMITTEE

ZHANG Ke (*Chairman*)  
XIANG Bing  
GUO Wei  
GUO Jiang  
ZHANG Tim Tianwei

### NOMINATION COMMITTEE

GUO Fansheng (*Chairman*)  
ZHANG Ke  
ZHANG Tim Tianwei

### COMPLIANCE OFFICER

GUO Fansheng

### AUTHORISED REPRESENTATIVES

GUO Fansheng  
GUO Jiang

### AGENT FOR ACCEPTANCE OF SERVICE OF PROCESS IN HONGKONG

KWONG Yin Ping Yvonne

### 執行董事

郭凡生(主席)  
郭江(行政總裁)  
LEE Wee Ong(首席財務官)

### 非執行董事

李建光  
郭為

### 獨立非執行董事

張克  
項兵  
張天偉

### 公司秘書

鄭燕萍(香港特許秘書公會會士)

### 審核委員會

張克(主席)  
項兵  
李建光

### 薪酬委員會

張克(主席)  
項兵  
郭為  
郭江  
張天偉

### 提名委員會

郭凡生(主席)  
張克  
張天偉

### 監察主任

郭凡生

### 法定代表

郭凡生  
郭江

### 於香港接收法律程序文件代理人

鄭燕萍



## Corporate Information 公司資料

### STOCK CODE

02280

### COMPANY'S WEBSITE

www.hc360.com  
www.hcgroup.com

### AUDITORS

PricewaterhouseCoopers  
Certified Public Accountants

### HONG KONG LEGAL ADVISORS

Loong & Yeung

### PRINCIPAL BANKER

The Hong Kong and Shanghai Banking Corporation Limited

### HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Computershare Hong Kong Investor Services Limited  
Room 1712-1716  
17th Floor, Hopewell Centre  
183 Queen's Road East  
Wanchai, Hong Kong

### REGISTERED OFFICE

4th Floor, One Capital Place  
P.O. Box 847 George Town  
Grand Cayman, Cayman Islands

### HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Tower B, Jingyi Technical Building  
No. 9 Dazhongsi East Road Haidian District  
Beijing 100098  
The People's Republic of China

### PRINCIPAL PLACE OF BUSINESS IN HONG KONG

18/F, Tesbury Centre  
28 Queen's Road East  
Wanchai, Hong Kong

### 股票代號

02280

### 公司網頁

www.hc360.com  
www.hcgroup.com

### 核數師

羅兵咸永道會計師事務所  
執業會計師

### 香港法律顧問

龍炳坤、楊永安律師行

### 主要往來銀行

香港上海滙豐銀行有限公司

### 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  
1712-1716室

### 註冊辦事處

4th Floor, One Capital Place  
P.O. Box 847 George Town  
Grand Cayman, Cayman Islands

### 總辦事處及主要營業地點

中華人民共和國  
北京市  
海澱區大鐘寺東路9號  
京儀科技大廈B座(100098)

### 香港主要營業地點

香港灣仔  
皇后大道東28號  
金鐘匯中心18樓

# Corporate Portfolio

## 公司概況

### COMPANY OVERVIEW

HC International, Inc. (the “Company”) and its subsidiaries (together the “Group”) is one of the leading domestic B2B e-commerce operators in the People’s Republic of China (the “PRC” or “China”). With its professional information services and advanced internet technologies, it has established a reliable demand and supply platform for small to medium enterprises (“SMEs”), and has been providing them with complete business solutions. Through dedicated efforts and developments over the past 23 years, the Group has expanded its business scope to cover more than 100 cities nationwide, with branches in 12 cities and a service team of about 3,111 individuals as at 31 December 2015.

With its professional experience and skills acquired from various industries over the past 23 years, the Group not only offers complete marketing solutions for SMEs through Mai-Mai-Tong, an internet technology based product, and relevant key search, it also offers customers with effective B2B2.0 service experience through the transaction matching team, the entrusted operation team, Xunpanbao products and mobile applications. The Group’s offline marketing activities such as “the joining hands campaign”, which conduct on-site inspection of distributing centre of commodities for premium buyers to provide seamless connection between the buyers and sellers; an “offline matching campaign”, which match transactions on spot between buyers with common demand and distributors or manufacturers. In addition, the Group successfully hosted Feasts for Industry Brands for many industry sectors through the Group’s strong media recourses and customer base, which help SMEs to build up their brand names. Offline marketing activities are merged with online internet products to provide comprehensive services of multi-channels and online-to-offline interworking. The Group also offers customers with internet financing products such as credit loans, trade loans and guaranteed loan to smooth the cash flow cycle for buyers and sellers, encourage closed-loop trading and complete transaction, through the Joint Venture established with Digital China Holdings Limited (“Digital China”), a substantial shareholder of the Company; the landing project of online-to-offline business exhibition centre model – Shunde O2O business exhibition centre completed on schedule and put into operation. Such a complementary and multi-dimensional structure allows the Group to create a unique development path amid the rapid expansion of the B2B industry in China.

### 公司概況

慧聰網有限公司(「本公司」)及其附屬公司(統稱「本集團」)是中華人民共和國(「中國」)領先之內貿B2B電子商務運營商之一。本公司憑藉專業之資訊服務與先進之互聯網技術，為中小型企業(「中小企業」)搭建可靠之供需平台，提供全面之商務解決方案。經過過去23年之不懈努力與發展，本集團之業務範圍已經拓展至全國上百城市，在12個城市擁有分公司。截至二零一五年十二月三十一日，服務團隊約3,111人。

憑藉過去23年來在各行業市場積累之專業經驗和技術，本集團不僅以採用互聯網技術為基礎之產品買賣通及關鍵詞搜索為中小企業提供全面之營銷解決方案，還通過交易撮合團隊，代運營團隊，詢盤賣產品，移動端應用為客戶提供效果可見的B2B2.0之服務體驗。本集團之線下營銷活動一例如「牽手活動」一帶領優質買家到商品集散地實地考察，買賣雙方無縫對接；「線下撮合活動」，集有共同需求之買家與行業渠道商或生產廠商現場撮合交易；此外，本集團透過其強大之媒體資源及客戶基礎，成功舉辦涉及眾多行業界別之行業品牌盛宴，助中小企業樹立品牌。線下營銷活動結合線上互聯網產品，為客戶提供多渠道、線上與線下相互配合之全方位服務。本集團亦通過與本公司主要股東神州數碼控股有限公司(「神州數碼」)成立的合資公司為客戶提供互聯網金融產品，如信用貸、貿易貸及抵押貸款為買賣雙方彌補現金流缺口，鼓勵閉環交易，實現與交易的良好互動。本集團線上到線下商業展覽中心模式的落地項目—順德O2O商業展覽中心如期完工並投入運營。這種優勢互補、縱橫立體之架構，使本集團在中國B2B行業之快速發展下，打造出一條獨特之發展道路。



## Corporate Portfolio 公司概況

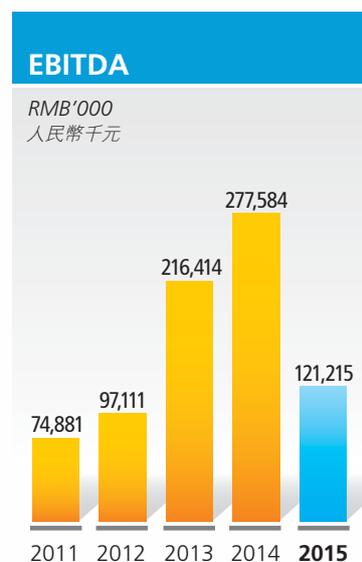
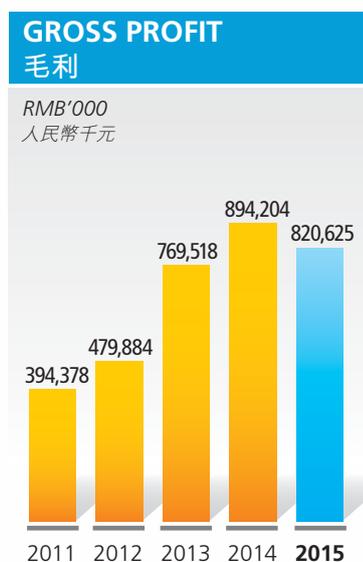
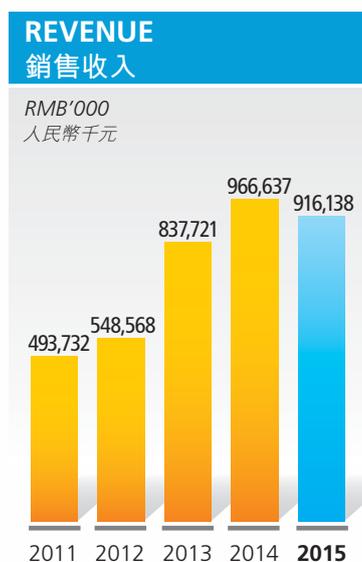
Through the determined implementation of the professional and focused strategy, the Group has been offering professional and all dimensional marketing solutions to customers in those traditional industrial sectors during the past several years. At the same time, the Group has been actively expanding into the market segment of fast-moving consumer goods in the field of high added-value service. Based upon the different natures in our targeted markets, the Group has developed two unique business models for relationship-based customers and transaction-based customers, separately. Along with our direct sales, agency sales and telemarketing sales teams, the Group provides the relationship-based customers with one-to-one, in-depth and professional solutions, and transaction-based customers with efficient, user-friendly and standardised solutions and business platforms. Through these services, the Group satisfies its customers' needs. The Group is committed in providing professional and innovative services and products to meet market and users' needs, and facilitating the conclusion of transactions. Customer experience and service quality are our constant focus. Within the last several years, the Group's businesses became more focused, product portfolio became more precise, and business model and market demands became more in line.

在過去之幾年裏，本集團堅定地執行專業、專注之策略，為傳統行業客戶提供專業、全方位之營銷解決方案。同時，本集團亦積極拓展高增值服務領域之快速消費品市場。本集團根據目標市場性質之差異，開發了兩種分別適用於關係型客戶與交易型客戶之獨特業務模式，配合本集團之直銷、代理商銷售及電話銷售團隊，為關係型客戶提供一對一、深入及專業之解決方案；為交易型客戶提供高效、易用及標準之解決方案與業務平台。透過提供此等服務，滿足本集團不同客戶之需求。本集團承諾會以專業和創新之服務與產品來迎合市場和用戶需求，及促使達成交易。我們一直致力於客戶體驗與服務質量。在過去幾年內，本集團之業務更加專注、產品組合更加簡明、業務模式更加切合市場需求。

# Financial Highlights

## 財務摘要

		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
<b>Results from continuing and discontinued operations</b>	<b>持續經營及終止經營業務之業績</b>					
Revenue	銷售收入	<b>916,138</b>	966,637	837,721	548,568	493,732
Gross profit	毛利	<b>820,625</b>	894,204	769,518	479,884	394,378
EBITDA	EBITDA	<b>121,215</b>	277,584	216,414	97,111	74,881
Profit attributable to equity holders of the Company	本公司權益持有人應佔溢利	<b>52,552</b>	187,633	153,326	66,724	41,205
<b>Earnings per share (RMB)</b>	<b>每股盈利(人民幣元)</b>					
- Basic	- 基本	<b>0.0696</b>	0.2833	0.2634	0.1204	0.0795
- Diluted	- 攤薄	<b>0.0679</b>	0.2729	0.2489	0.1133	0.0754
<b>Financial position</b>	<b>財務狀況</b>					
Net current assets	流動資產淨值	<b>141,176</b>	936,319	585,484	171,338	33,492
Total assets	總資產	<b>5,687,042</b>	3,250,155	1,956,782	855,199	622,896
Total liabilities	總負債	<b>3,088,096</b>	1,934,988	946,308	412,507	350,389
Total equity	總權益	<b>2,598,946</b>	1,315,167	1,010,474	442,692	272,507

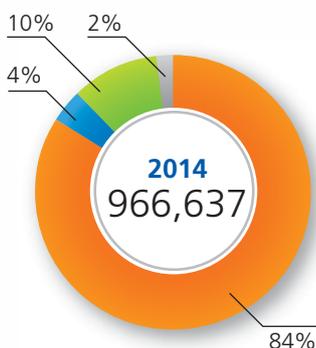
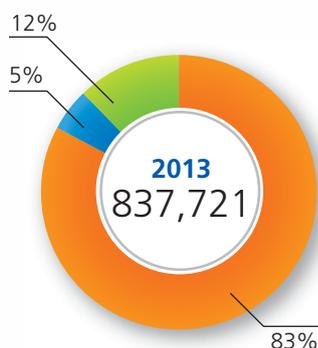
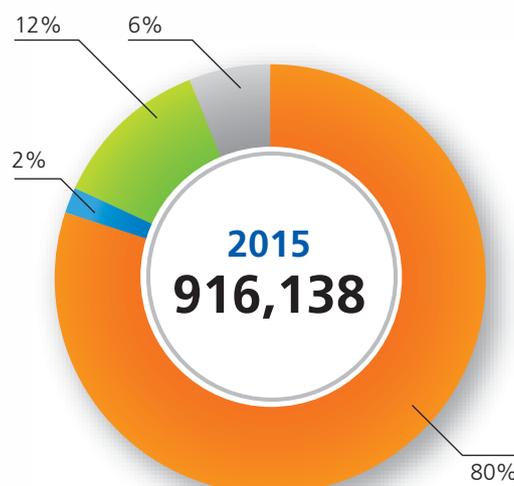
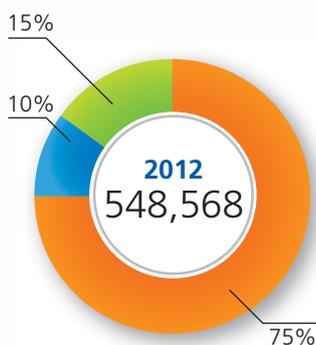
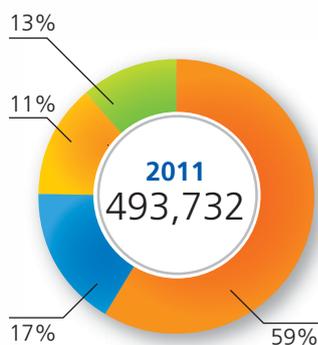


# Financial Highlights

## 財務摘要

### REVENUE ANALYSIS 銷售收入分析

		Online services 互聯網服務 RMB'000 人民幣千元	Trade catalogues and yellow page directories 工商業目錄及黃頁目錄 RMB'000 人民幣千元	Seminars and other services 會議及其他服務 RMB'000 人民幣千元	Anti-counterfeiting products and services 防偽產品及服務 RMB'000 人民幣千元	Financing services 金融服務 RMB'000 人民幣千元	Market research and analysis (discontinued operations) 市場研究及分析(終止經營業務) RMB'000 人民幣千元	Total 總額 RMB'000 人民幣千元
2015	二零一五年	733,309	18,251	109,364	55,168	46	-	916,138
2014	二零一四年	812,935	35,630	101,879	16,193	-	-	966,637
2013	二零一三年	693,903	42,924	100,894	-	-	-	837,721
2012	二零一二年	411,462	54,866	82,240	-	-	-	548,568
2011	二零一一年	289,581	82,289	66,486	-	-	55,376	493,732



● Online services  
互聯網服務

● Seminars and other services  
會議及其他服務

● Trade catalogues and yellow page directories  
工商業目錄及黃頁目錄

● Anti-counterfeiting products and services  
防偽產品及服務

● Market research and analysis  
市場研究及分析

● Financing services  
金融服務

# Management's Statement

## 管理層報告

### FINANCIAL REVIEW

For the financial year ended 31st December 2015, the Group generated a total revenue of approximately RMB916,138,000 (2014: RMB966,637,000). This represented a decrease of approximately 5.2% in revenue as compared to that in 2014.

For the Group's financial performance in different segments, a total revenue of approximately RMB733,309,000 was achieved from the online services segment in 2015, and represented a decrease of approximately 9.8% from approximately RMB812,935,000 in 2014. Revenue from the Group's trade catalogues and yellow page directories segment decreased from approximately RMB35,630,000 in 2014 to approximately RMB18,251,000 in 2015 which represented a decrease of approximately 48.8%. Revenue derived from seminars and other services segment was approximately RMB109,364,000 in 2015, which represents an increase of approximately 7.3% from approximately RMB101,879,000 in 2014. Revenue from anti-counterfeiting products and services segment increased from approximately RMB16,193,000 in 2014 to approximately RMB55,168,000 in 2015 which represent an increase of approximately 240.7%. Revenue from financing services segment was approximately RMB46,000.

The gross profit margin of the Group decreased by 2.9 percentage points to approximately 89.6% in 2015 (2014: 92.5%). It was mainly due to the decrease of profit deriving from the online services which have a higher gross profit.

During the financial year ended 31st December 2015, the Group increased its operating expenses from approximately RMB709,974,000 in 2014 to approximately RMB797,100,000 which was mainly due to the increase of sales staff salaries and commissions and marketing expenses.

The Group achieved a profit for the year of approximately RMB23,058,000 in 2015(2014: RMB183,261,000).

During the year of 2015, cash generated from operating activities was approximately RMB209,130,000, while it was approximately RMB497,630,000 in 2014.

The board (the "Board") of directors (the "Directors") of the Company does not recommend payment of a dividend for the year ended 31st December 2015 (2014: Nil).

### 財務回顧

截至二零一五年十二月三十一日止財政年度，本集團錄得總銷售收入約人民幣916,138,000元(二零一四年：人民幣966,637,000元)，較二零一四年錄得之銷售收入減少約5.2%。

就本集團不同業務分部之財務表現而言，於二零一五年來自互聯網服務分部之總銷售收入約為人民幣733,309,000元，較二零一四年約人民幣812,935,000元減少約9.8%。本集團來自工商業目錄及黃頁目錄之分部銷售收入由二零一四年約人民幣35,630,000元減少約48.8%至二零一五年約人民幣18,251,000元。二零一五年自會議及其他服務分部之銷售收入約為人民幣109,364,000元，較二零一四年約人民幣101,879,000元增加約7.3%。防偽產品及服務分部之銷售收入由二零一四年約人民幣16,193,000元增加至二零一五年約人民幣55,168,000元，升幅約為240.7%，金融服務分部之銷售收入約人民幣46,000元。

二零一五年本集團之毛利率減少2.9個百分點至約89.6%(二零一四年：92.5%)，主要是由於來自毛利較高互聯網服務之溢利減少所致。

截至二零一五年十二月三十一日止財政年度，本集團之經營開支由二零一四年約人民幣709,974,000元增加至約人民幣797,100,000元，主要是由於銷售員工薪金及佣金和市場推廣費用。

於二零一五年，本集團錄得本年度溢利約人民幣23,058,000元(二零一四年：人民幣183,261,000元)。

於二零一五年，經營活動產生之現金約為人民幣209,130,000元，二零一四年則約為人民幣497,630,000元。

本公司董事(「董事」)會(「董事會」)不建議派發截至二零一五年十二月三十一日止年度之股息(二零一四年：無)。



## Management's Statement 管理層報告

### BUSINESS REVIEW

In 2015, our B2B business had gone through a series of reforms. Whilst the Chinese economy had encountered the structural adjustment of “New Normal”, with traditional large-scale enterprises capitalizing on the brand advantages or the booming development of new industries and enterprises on one hand and the large-scale enterprises and traditional SMEs with low-competitiveness products and overcapacity facing great difficulty in survival and transition on the other hand. Consequently, the survival and development of certain SMEs’ website users were affected by the macro-economy and their ability to pay information advertising fees for B2B websites was weak.

Subsequent to the year of 2014, the Group continued to establish its own B2B ecosystem, including the building of the B2B2.0 transaction platform, providing the Internet financial products and services, promoting the added value of B2B1.0 service and proceeding the construction of the online to offline (“O2O”) business exhibition centre and various micro-innovation projects. In 2015, the Group underwent a series of reformation in the Internet technology service, including the transformation from Infomercials and Biao-Wang Search to the pay-for-performance B2B2.0, enabling sellers to count the effective number of buyers by adding the supplementary service of “Mai-Mai-Tong” (eg. Xunpanbao), establishing the professional team that could exactly match the upstream and downstream transaction information so as to match transactions eventually, and assisting sellers to operate the platform shops. As for Internet finance, the Group facilitated the completion of online and offline transactions by providing products such as Maoyidai, Xinyongdai and Position Management through its joint ventures and providing financing lease services through its wholly-owned subsidiaries. In addition, development of applications of mobile terminals in B2B transactions, B2B warehousing and logistics services provided by third parties through strategic cooperation, and technical support of anti-counterfeiting and anti-channel conflict provided by holding company are all significant components of the B2B ecosystem. Apart from product information in relation to B2B e-commerce value, the value of new generation of B2B2.0 business has been widely recognised by customers in 2015, and it has seen a significant trend recently.

### 業務回顧

二零一五年，本集團之B2B業務結構經歷了一系列改革。值此期間，中國經濟進入結構性調整的「新常态」，一方面傳統大型企業發揮品牌優勢，或新興行業企業迅速發展；另一方面產品競爭力低且產能過剩的大型企業和傳統中小企業面臨生存難、轉型難的困境。受此影響，部分中小企業網站用戶的生存及發展受宏觀經濟影響，於B2B網站的資訊廣告服務付費疲弱。

繼二零一四年，本集團繼續構建自己的B2B生態系統，包括建立B2B2.0交易平台，提供互聯網金融產品及服務，提升B2B1.0服務的附加價值，繼續建設線上到線下（「O2O」）商業展覽中心及各種微創新項目。於二零一五年，本集團在互聯網技術服務方面歷經一系列變革，包括從信息廣告及標王搜索，向按效果付費的B2B2.0轉型，其中增加買賣通的附加服務，如詢盤寶可以讓賣家看到有效買家數量；成立可精準匹配上下游交易信息之專業撮合團隊；協助賣家運營平台商鋪等。於發展互聯網金融方面，本集團通過合資公司提供貿易貸，信用貸，頭寸管理等產品及通過全資子公司提供融資租賃服務，鼓勵線上及線下交易完成。此外，開發移動終端在B2B交易中的應用，通過戰略合作由第三方提供B2B倉儲物及流服務，通過控股公司提供防偽防串技術支持等，皆為B2B生態圈之重要組成部分。B2B電子商務價值除產品資訊外，新一代B2B2.0業務價值在二零一五年已得到客戶廣泛認可，此趨勢近期尤為明顯。

## Management's Statement 管理層報告

The Group encountered a tough transformation from offline to online under the internet boom, successfully spanning into the eighth year of operations under the internet environment indicating a new milestone for us. Now, we are facing another round of B2B e-Commerce reformation. We need to take the initiative to undergo changes while upgrading our B2B1.0 into a more vertical in-depth platform via merchandise-orientation. We are also strategically planning for B2B2.0 which is transaction based, along with internet finance and other B2B related services, to implement product upgrades and innovations, and at the same time, to enhance the quality of services so that we will eventually achieve considering fee-paying through efforts. In order to achieve a sound balance of the ecosystem of the B2B platform, we have been adhering to the motto of "servicing the buyers" since 2013. We also have been providing high quality procurement service for buyers to facilitate the balance between demand and supply and thus the closing of deals.

We assisted the matching between buyers and sellers through online Biao-Wang Search, Mai-Mai-Tong, Cai-Gou-Tong and value-added services such as Xun-Pan-Bao and entrusted operation, which are based on the development of Mai-Mai-Tong, and through professional matching transaction services and online financial products to facilitate final deals. At the same time we also promoted the communication and activities within the community of industry via various offline forums, trade fairs, expositions, Feasts for Industry Brands, Trade Catalogues and Yellow Page Directories, enhancing the complementary effect of offline marketing in such a way that the marketing efforts of e-commerce will be maximised, so as to increase the successful rate of transactions. In 2015, the Group completed gross merchandise volume ("GMV") amount of approximately RMB5.6 billion.

As of 31st December 2015, the Group's Stock Keeping Unit (SKU) had been further increased by 102.1% to 485 million from 240 million as of the end of 2014.

In 2015, approximately 80.0% of the revenue of the Group is generated from online services, and approximately 12.0% is from seminars and other activities, only approximately 2.0% is from the early business of traditional printed media while 6.0% is from anti-counterfeiting products and services.

### (1) Products

#### Online Products

The Group provides its online services mainly through the platform of "www.hc360.com", "www.zol.com.cn" and its online application, on which business information is collected and disseminated with an aim to facilitate the location and matching of buyers and sellers. The online platform is further divided by industries (such as household appliances, electronics and chemical painting, etc.) to assist users by providing information and updates of the relevant industries. The Group currently derives revenues from its online services mainly through Mai-Mai-Tong, Biao-Wang Member, entrusted operation and Xunpanbao performance-based services.

本集團曾在互聯網繁榮時代由線下到線上經歷過艱難的轉型。成功進入互聯網環境下運營的第八個年頭見證了我們一個新的里程碑現在，我們面臨著另一輪B2B電子商務變革。我們需要主動迎接變化，繼續升級我們的B2B1.0模式到一個重度垂直以商品為導向的平台。我們也要為B2B2.0進行戰略規劃，B2B2.0指的是以交易為核心，伴隨著互聯網金融及其他B2B相關服務，來實現產品升級及創新，同時升級服務質量，最終實現以效果考量付費。為實現一個良好平衡的B2B生態平台，我們自二零一三年提出「服務買家」的口號，一直提供高質量採購服務來幫助供求平衡並促進交易達成。

我們通過線上的標王搜索、買賣通、採購通及在買賣通基礎上開發的詢盤寶和代運營等增值服務來幫助買家及賣家速配，並通過專業撮合交易服務及互聯網金融產品促進交易的最終達成。同時我們也通過各種線下洽談會、交易會、展會、行業品牌盛會、工商業目錄和黃頁目錄等促進業界溝通與活動，加強線上線下營銷互補效應，最大化電子商務營銷效果，從而提高交易成功率。於二零一五年，本集團完成的GMV額約人民幣56億元。

截至二零一五年十二月三十一日，本集團之存貨單位數量(SKU)由二零一四年底之2.40億個單位，進一步增加102.1%至4.85億個單位。

於二零一五年本集團約80.0%之收入來自於互聯網服務，約12.0%之收入來自於會議及其他形式，僅約2.0%之收入來自早期傳統紙媒體，而6.0%之收入來自防偽產品及服務。

### (1) 產品

#### 在線產品

本集團主要通過「www.hc360.com」、 「www.zol.com.cn」平台及移動端的應用提供互聯網服務，在該平台上業務信息得以收集及傳播，藉以促進買賣方之分布及匹配。在線平台進一步按行業劃分(如家電、電子及化工塗料等)，透過提供相關行業之信息及最新數據協助用戶。本集團之收入目前源自互聯網服務，其透過向主要服務包括買賣通及標王會員，代運營及詢盤寶效果類服務等。

## Management's Statement 管理層報告

### **Mai-Mai-Tong**

Mai-Mai-Tong is the principal B2B product of the Group. Users subscribing for Mai-Mai-Tong have access to a range of services (free or fee-charging), which varies based on the category of memberships subscribed. Currently, Mai-Mai-Tong offers free subscription and fee-paying membership (with subscription fee varying based on services attached). After registering for Mai-Mai-Tong, users may establish their online storefront on the Group's online platform, on which they may disseminate information subject to vetting of the Group for promotion of its products and services. Users may join industry portals on the platform, and may view messages disseminated by counterparties on the platform. Supplementary services provided to Mai-Mai-Tong users include precise search, Cai-Gou-Tong, user quick match, integrated e-commerce services (such as industry news access, online trade meeting, smart shop backend).

The Group also engages third party institutions to provide identity certification to fee-paying enterprises members of Mai-Mai-Tong. Services of Mai-Mai-Tong may be offered to users alone or together with other value-added services (for example, Biao-Wang search) as a package. In 2015, we carried out a series of reforms based on Mai-Mai-Tong and added value-added services.

#### a) *Mobile End Services*

We introduced Mai-Mai-Tong mobile services and online-shops on Wechat platform for customers which are serving over 10,000 customers in aggregate.

#### b) *Transaction Matching Services*

In July 2015, the Group established a transaction matching team to provide trade-matching services for B2B industry buyers and sellers based on Mai-Mai-Tong.

Currently, over 1,000 effective daily matching contracts are entered into by the transaction matching team, of which some transactions are paid by Huifubao online payment system. The matching transactions are mainly from chemical engineering, engineering machinery and household appliance industry.

#### c) *Xunpanbao Services*

Xunpanbao aims at matching high cost-effective products and sellers with buyers, representing the value-added services of Mai-Mai-Tong currently. It is proposed that sellers will be charged by classes based on effective number of buyers in the future.

### **買賣通**

買賣通乃本集團主要B2B產品。買賣通之註冊用戶可享用多項服務(免費或收費)，該等服務應所註冊之會員類別而有所不同。目前，買賣通提供免費會員及付費會員(會員費因應附加服務而有所差異)。於買賣通註冊後，用戶可於本集團在綫平台成立其在綫商店，其可於平台上發布信息，惟本集團可因其推廣產品及服務而進行審查。用戶可於平台上加入行業門戶網站，並可於平台上觀看對手方發布之訊息。所提供予買賣通用戶之附加服務包括精準搜索、採購通、買家速配、綜合電子商務服務(如行業信息定制、在綫商貿會議、智能店鋪後端等)。

本集團亦委托第三方機構為買賣通付費企業用戶提供資質認證。買賣通服務可單獨提供予用戶或連同其他增值服務(如標王搜索)以組合方式提供予用戶。於二零一五年，我們基於買賣通進行一系列革新，增加附加價值服務：

#### a) *移動端服務*

推出移動版買賣通服務和微商鋪相關服務，累計已經服務超過1萬家客戶。

#### b) *交易撮合服務*

本集團於二零一五年七月，成立交易撮合團隊，在買賣通基礎上為B2B行業買家賣家提供交易撮合服務。

目前，交易撮合團隊的日撮合成功單數在1,000單以上，部分交易使用慧付寶在綫支付系統。撮合交易主要集中在化工、工程機械和家電等行業。

#### c) *詢盤寶服務*

詢盤寶旨在為買家找到高性价比產品及商家，目前是買賣通的增值服務內容，未來計劃以有效買家數量向賣家分級收取費用。

## Management's Statement 管理層報告

### d) *Entrusted Operation Services*

Based on Mai-Mai-Tong, the Group launched entrusted operation services in the end of 2015. With a view to assisting small enterprises for starting their e-commerce operation business, such services allow free shop keeping cost and provide services including website decoration, product distribution, buyer reception and real time maintenance for customers. The entrusted operation services have been recognised by customers. Currently, more than 2,000 customers subscribe to such services monthly.

### **Search Products**

Search products, operated under the brand "Biao-Wang", are one of the value-added services provided to fee-paying Mai-Mai-Tong users. It provides keyword search result services through improving and prioritizing users' page links/products' ranking and providing scrolling display on the Group's platform upon searching specific keywords. The Group currently derives revenue from its search products by charging service fees annually per keyword. Such fixed fees are determined based on the ranking and display position on the Group's platform, and are being charged on a pre-paid basis upon entering into service contracts with users, without regard to number of hits.

### **Online Transaction Service**

"HuiFuBao" is a payment tool developed by the Group to facilitate online transactions. In light of the increasing demand of SMEs for transaction safety, speed and convenience, online transaction has become the future development of the B2B market. Based on its own strategies and business characteristics, and at the aim of fully satisfying customers' requests, the Group has developed online transaction service tailored to the B2B market, which facilitates high value payment and addresses customers' concern about the safety issue. HuiFuBao is a product provided to Mai-Mai-Tong users with an aim to assisting transactions between buyers and sellers of the online platform. HuiFuBao operates through the operation and cooperation pursuant to a payment services agreement (支付服務協議) and a transaction funding escrow services cooperation agreement (交易資金監管服務合作協議). For the principal terms of such agreements, please refer to the announcement of the Company dated 25th September 2014. Currently, the Group does not derive any revenue or charge buyers or sellers for the use of HuiFuBao service. Focusing on the B2B transactions, the Group has continued to extend its online transaction services and develop respective transaction modules based on the needs of different industries so as to continue with the transactions of each sector. In order to build a B2B transaction-enabled platform, the Group will continue to explore various approaches to enhance the stability of the B2B loop operations, and to include various elements (such as O2O and internet finance) in order to further smoothen the operation.

### d) *代運營服務*

本集團於二零一五年底，在買賣通基礎上推出代運營服務。旨在幫助小微企業開展電商運營業務。免除客戶專人守店的成本，為客戶提供裝修網店、發布產品、接待買家、實時維護等服務。代運營服務已獲得客戶認可，目前每月超過2,000家客戶報名使用該服務。

### **搜索產品**

以「標王」品牌經營之搜索產品乃其中一項向買賣通付費用戶提供之增值服務。其透過改良及優先處理用戶頁面鏈接／產品排名及於搜索特定關鍵詞後在本集團平台上提供滾動條顯示，提供關鍵詞搜索結果服務。本集團目前透過每年收取每個關鍵詞之服務費用，賺取搜索產品收入。該固定費用按本集團平台之排名及顯示狀況界定，並與用戶訂立服務合約後按預繳基準收取費用，而不論點擊次數。

### **在線交易服務**

「慧付寶」是本集團為促進線上交易開發的支付工具。隨著中小企業對交易安全、快捷及方便等要求之提升，在線交易成為B2B市場未來之發展方向。為全面滿足客戶需求，本集團根據自身戰略以及業務特點，開發了針對B2B市場之在線交易服務。以幫助客戶進行大額支付，及響應其對安全性之擔憂。慧付寶乃提供予買賣通用戶之產品，旨在協助買賣雙方於在線平台進行交易。根據支付服務協議及交易資金監管服務合作協議，慧付寶之運作乃透過營運及合作進行。有關該等協議之主要條款，請參閱本公司日期為二零一四年九月二十五日之公布。目前，本集團並無就使用慧付寶服務賺取任何收入或收取買方或賣方任何費用。本集團專注於B2B交易，繼續擴展其在線交易服務，並根據不同行業之需求，開發相應交易模塊，使其更貼合各個行業之交易持續。為建立B2B交易平台，本集團將繼續探索不同方法，提高B2B循環操作之穩定性，加入不同元素(如O2O及互聯網金融)使其運作更為暢順。

## Management's Statement 管理層報告

### **Online Advertising**

Online advertising services are also provided by the Group on the online platform and subdivided industry webpages. The Group derives advertisement income, which are determined based on, among others, display position and size, frequency of display, without regard to number of hits.

### **Financial Service Products**

Trade Finance, Personal Credit and Guaranteed Loan, are micro-finance products developed by our joint venture company, Chongqing Digital China HC Micro-Credit Co., Ltd (重慶神州數碼慧聰小額貸款有限公司). Beside the joint-venture, we also cooperate with financial institutions to provide microfinance products to SMEs, namely Mai Mai Loan. Since December of 2015, we start to offer finance leasing services via HC Finance Leasing Company Ltd.(慧聰融資租賃有限公司). Today, SMEs are facing difficulties in securing bank loans with stringent requirements of loan approval resulted from the contracted capital liquidity in China. Mai Mai Loan, micro-loan products and finance leasing services offer our customers opportunities to apply for bridging finance or micro-loan or finance leasing. Internet financial products can to certain extent help SMEs improve their cash flows. We believe above internet finance products and services can facilitate the growth of B2B trading platform.

### **Offline Products**

As for trade catalogues, "HC Trade Catalogues", is an authoritative purchasing guide in China. It covers a myriad of corporate information and price fluctuations with extensive coverage and strong industrial influence established over the years. It is one of the leading catalogues in B2B industry. As for yellow page directories, as a business yearbook for specific industries, the "Yellow Page Directories" feature a systematic compilation of industry information, product technology and industry news. This product acts as an important reference that bridges manufacturers, suppliers, administrative organisations and users in different industries. Nevertheless, with the embracing of internet technologies and products, more and more users have migrated to our new online substitutes. The continuing operation of these trade catalogue and yellow page directory products will be carefully considered by the Group in 2016.

### **Feasts for Industry Brands**

The Group launched the promotion campaign for industry brands in 2008, which aims at rewarding people and enterprises which made significant contribution to the industrial development, reform and transformation, building up brand influence for leading enterprises in the industry and thereby promoting industrial progress. In 2015, the Group once again successfully organised such campaign, and with the theme of "influence of China", drove industry development.

### **網絡廣告服務**

本集團亦於在綫平台及細分行業網頁上提供網絡廣告服務。本集團賺取廣告收入，該收入按其中包括顯示位置及大小、顯示頻率釐定，並不以點擊次數計算。

### **金融服務產品**

貿易貸、個人信貸及擔保貸款乃由我們之合資公司重慶神州數碼慧聰小額貸款有限公司開發之小額金融產品。除合資公司外，我們亦與金融機構合作，向中小企業提供小額金融產品(即買賣貸)。自二零一五年十二月起，我們開始透過慧聰融資租賃有限公司提供融資租賃。目前隨著中國資金流動性緊縮，導致批貸條件變嚴，中小企業難以獲得銀行貸款。買賣貸、小額貸款產品及融資租賃服務為客戶提供機會申請臨時貸款或小額貸款或融資租賃。互聯網金融產品能夠在一定程度上協助中小企業改善其資金流。我們相信上述互聯網金融產品及服務有助B2B交易平台之增長。

### **綫下產品**

工商業目錄「慧聰商情廣告」是中國知名行業採購名錄，其彙集海量之企業信息與產品價格動態，發行範圍廣泛，長年以來行業影響力深遠，是B2B業主要目錄之一。黃頁目錄「行業信息大全」通過對行業信息、產品技術及行業黃頁信息進行歸納匯總，系統化地整編成行業信息年鑒，為行業生產商、供貨商、管理機構及用戶溝通提供重要參考。儘管如此，隨著互聯網技術及產品的湧現，越來越多用戶已轉向使用我們新的在綫替代品。本集團將於二零一六年審慎考慮該等工商業目錄及黃頁目錄產品之持續經營業務。

### **行業品牌盛宴**

本集團於二零零八年推出行業品牌推廣活動，通過表彰為行業發展、革新及變革做出巨大貢獻之人士及企業，為行業中領先企業打造品牌影響力，從而推動行業發展。二零一五年，本集團又成功地舉辦這一活動，以「贏享中國」為主題，推動行業之發展。

## Management's Statement 管理層報告

### **Anti-counterfeiting Products and Services**

This segment provides digital identity management services and unique identification labels and tools (such as anti-counterfeiting tags) to customers that require source-tracing, logistics-tracking and consumer brand building for "Original Brand". The services and their database are rendered via both PC and mobile apps. Such business is operated by our subsidiary, Beijing Panpass Information Technology Company Limited.

### **B2B2C Products and Services**

Since the acquisition of the domain name www.zol.com.cn (中關村在線) ("ZOL") by the Group in July 2015, the service scope of IT consumer products has been expanded to large-scale customers in order to open the information channels of high-worthy customers – retailers – consumers.

## **(2) Marketing Channels**

Through three sales teams, namely the Industry Direct Sales, the Agency Sales and the Telemarketing Sales teams, hc360.com provides online and offline products and services of the Company to different targeted market segments. Established since 2006, such sales model helps enterprises to realise steady revenue growth with mature and active attitude to respond to changes in marketing. As one of the major sales forces of the Group, the Direct Sales Team focuses on selling high-end online and offline products, targeting at value-based and relationship-based customers. It also provides vertical and professional products and services to customers of various industries so as to achieve value enhancement. The Telemarketing Sales Team was formed in August 2006 to meet the needs of high value-added services and consumer product markets. The growth in its performance has been derived from the strengthening of its managing system, resulting in improvement in its working efficiency and market promotion ability. Today, the Telemarketing Sales Team has become a critical sales channel of the internet products of the Group. The Agency Sales team has been extending the regional market reach for the Group to the maximum degree and promoting brands. It has become an important supplementary sales force of the Group.

### **防偽產品及服務**

此分部向需要源頭追蹤、物流追蹤之客戶提供電子識別管理服務及獨特識別標籤及工具(如防偽標貼)及為客戶提供品牌建立，以建立「原創品牌」。該服務及其數據庫乃通過計算機及流動应用程序提供。有關業務由附屬公司北京兆信信息技術股份有限公司經營。

### **B2B2C產品及服務**

本集團自二零一五年七月併購中關村在線 www.zol.com.cn(「ZOL」)，IT消費類產品服務範圍拓展至大客戶，為大客戶到零售商到消費者打通資訊渠道。

## **(2) 銷售渠道**

慧聰網通過行業直銷、代理銷售及電話銷售三大銷售團隊向細分專業市場客戶提供本公司線上線下產品與服務。該銷售模型自二零零六年確立以來，幫助企業以成熟積極之態度應對市場宣傳變量，從而實現收益穩步增長。作為本集團主要銷售力量之一，行業直銷團隊專注於高端之在綫、綫下產品銷售，同時主攻價值型、關係型客戶，為各行業客戶提供垂直專業之產品與服務，從而實現價值提升。電話銷售團隊成立於二零零六年八月，以滿足高增值服務消費品市場之需求。電話銷售業績之增長源自增強團隊之管理體系，從而使工作效率及市場推廣能力得以提升，目前已成為本集團互聯網產品銷售渠道之重要力量。代理商則為本集團最大範圍地打開區域市場及推廣品牌，已成為本集團銷售力量之重要補充。



## Management's Statement 管理層報告

### (3) Major Customers and Suppliers

The Group's customers consist of a vast amount of SMEs in the PRC. Most of the Group's revenue is derived from online products and since the relevant price of each online product is not significant and the online products are sold to a large number of customers, each customer's contribution towards the Group's revenue is relatively small. Therefore, the Company's reliance on any individual customer is low. In respect of Mai-Mai-Tong, Biao-Wang products and services, sales agreements are entered into between the Group and its customers. The terms of the sale agreements are divided into one-year, two-year and/or three year depending on different products. Upon the expiry of the sales agreements, customers have an option to renew the sales agreements.

The Company's major suppliers are as follows: (i) the verification supplier provides verification services for Mai-Mai-Tong members. Our verification supplier is a limited company with the relevant verification qualifications, and is paid on a monthly basis according to the number of verifications carried out in that particular month. We have cooperated with this verification supplier for over 9 years and our supply contract with the current verification supplier is renewed yearly; (ii) the search product suppliers provide search engine and promotion services for Biao-Wang products, allowing our paid members to have a higher exposure of their products by getting more search engine hits and promoting their products and achieving transactions. We currently have search product suppliers which are leading search engine providers like Baidu and 360 Search and the respectively service contracts with them are renewed on a yearly basis; (iii) for our Group's offline products like trade catalogues and yellow page directories, our Group also engages a printing supplier that provides industry and commerce catalogue and yellow pages printing services. The Group has been cooperating with the current printing supplier for over 10 years and a long-term service agreement has been entered; (iv) the anti-counterfeiting products and services of the Group include printing enterprises for producing anti-counterfeit labels.

### (4) Customer Service

With its business covering over 50 sectors, the Group has dedicated service team serving both purchasers and clients. It facilitates transactions by way of supply and demand matching, online negotiations, offline trade meetings and group purchasing. The Group issues "Report on Purchasers Practice Analysis" on a regular basis, in order to thoroughly study the industry characteristics, member types and their spreads, process of making buying decision, buying practice, buying cycle and change of concerns, and also made predictions and justifications on buying trend to assist purchasers to complete their transactions in a more effective way.

### (3) 主要客戶及供貨商

本集團之客戶多為中國中小企業。本集團大部分銷售收入來自在綫產品。由於各在綫產品之價格並不昂貴，且在綫產品售予大量客戶，因而各客戶佔本集團銷售收入之比重相對較少。因此，本公司對於單個客戶之依賴程度不高。就買賣通、標王產品及服務而言，本集團與其客戶訂立銷售協議。銷售協議之年期分為一年、兩年及／或三年，視乎不同產品而定。待銷售協議到期後，客戶可選擇重續銷售協議。

本公司之主要供貨商為：(i) 認證供貨商，為買賣通會員提供認證服務。我們之認證供貨商為一間有限公司，具備相關認證資格，根據每月進行之認證數目按月向其付款。我們與該認證供貨商已合作逾九年，並每年重續與該認證供應商訂立之供應合約；(ii) 搜索產品供貨商，為標王產品提供搜索引擎及推廣服務，讓我們繳費會員之產品獲得更多搜索引擎點擊次數，從而取得更高曝光率，並可推廣彼等之產品及促成交易。我們目前擁有六間搜索產品供貨商，該等公司均為首屈一指之搜索引擎供貨商，如百度及360搜索等。我們與該等供貨商訂立之相關服務合約按年重續；(iii) 就如本集團工商業目錄及黃頁目錄等綫下產品而言，本集團亦委聘一間印刷供貨商提供工商業目錄及黃頁目錄印刷服務。本集團與該印刷供貨商已合作超過十年，並已訂立長期服務協議；(iv) 為本集團之防偽產品及服務製作防偽標籤的印刷企業。

### (4) 客戶服務

本集團業務涉及50餘個行業，設有完善之買家和客戶服務團隊，提供供求匹配、在綫洽談會、綫下供需見面會、團購等方式協助企業實現交易。本集團定期發佈《買家採購行為分析報告》，以深入研究行業特色、買家會員類型及其分布、採購決策流程、採購慣例、採購周期及關注度變化，並據此對採購趨勢做出預判，從而更有效地幫助買家達成交易。

## Management's Statement 管理層報告

### **Member Care**

The Group sets up and improves customer service ratings system on the basis of the integration of various resources under hc360.com. To meet the changing requirements of the customers, the Group aims at investing more resources in research and development for network products and the operation of online items to introduce product and service systems tailored to the market needs. The Group launched customised services in accordance with the status of the members in order to improve the experience and degree of satisfaction of users as well as building up a closely bound internet community.

### **PROSPECTS**

Since being listed on the Growth Enterprise Market of the Stock Exchange ("GEM") in 2003 and the transfer of listing to the Main Board in 2014, the Company has transformed from a traditional media company to a B2B online company and explored its most appropriate development path through transitions. A vertical in-depth services model is clearly formed. We committed ourselves to understanding about our customers' needs, the market, the products and services, and business operations. Through the interactions of online and offline marketing, we help enterprises to establish internet sales network and online transaction channel.

After years of developing efforts, our proprietary and sustainable development strategy is gradually formed, which focuses on three major strategies of B2B domestic trading, vertical industry segmentation, "transaction + internet finance", O2O business exhibition centre and other B2B related services". In 2016, we will continue to improve specialty of portals for each subdivided area and transaction matching services. At the same time, in order to satisfy the needs of SMEs, HC360.com will be enhanced in B2B services as an integrated platform for online transaction payment, internet finance, third parties logistics, anti-counterfeiting and anti-channel conflict, of which the provision of transaction matching services is still a major task this year. Through entrusted operation, Xunpanbao and matching services which are developed on the basis of Mai-Mai-Tong, high value-added and targeted B2B solutions will be formulated for customers.

### **會員關懷**

本集團通過整合慧聰網下之多種資源運用，形成並完善了一套客戶服務滿意機制。同時為了滿足客戶之變化需求，本集團力求加大在綫產品之研發力度、增加在綫項目之運營投入，打造更貼合市場需求之產品及服務體系。通過根據會員狀態提供針對性服務，持續改善使用者體驗及滿意度，打造有粘性之網絡商圈。

### **前景**

自二零零三年在創業板(「創業板」)上市及二零一四年轉主板上市以來，慧聰網從傳統媒體公司轉型為B2B互聯網公司，通過轉型找到最適合自身之發展道路，行業垂直縱深基因清晰顯現。我們時刻要求自己深入理解客戶需求、市場狀況、產品服務以及商業運作，將線上營銷與線下營銷互動互通，幫助企業建立互聯網銷售渠道及線上交易渠道。

經過多年努力發展，逐漸形成了自有可持續發展戰略，即專注B2B內貿及行業垂直細分，「交易+互聯網金融」，O2O商業展覽中心及其他B2B相關服務三大戰略。二零一六年，我們將繼續深化各個細分領域門戶網站的專業性與撮合交易服務，同時加強HC360.com作為綜合平台在綫上交易支付，互聯網金融，第三方物流，防偽防串等相關B2B領域的服務，以滿足中小企業之需求。其中提供撮合交易服務將繼續是今年之重要任務。透過在買賣通基礎上開發的代運營，詢盤寶及撮合服務，為客戶制定高附加值的具針對性B2B解決方案。



## Management's Statement 管理層報告

Given the growing trend of the B2B eCommerce market, the Group intends to leverage its domestic trade expertise, extensive industry experience and new business experience under B2B2.0 to satisfy customer needs for comprehensive eCommerce and trading services. The Group currently covers over 50 industries and continues to increase its industry coverage, and provides more professional vertical in-depth services for segregated areas with enormous market and growth potential, i.e. vertical in – depth strategy. With its own advantage, the Group has offered online trading experience, O2O online and offline interactions, third parties logistic services, anti-counterfeit and anti-channel conflict services to form a crucial part of B2B ecosystem. As part of the experience, HuiFuBao, an online transaction platform, was free to all subscribers. In the year, we expect that certain trading amounts will be transferred to online trading amounts through HuiFuBao due to synergetic effects arising from internet finance and O2O business exhibition centre. Currently, the Group has entered into agreements with over 20 third parties for providing better warehousing and logistics services. Successful marketing of online trading further expands the scale of internet finance services and optimises the service costs, which in turn benefits the B2B trading services. The Group also plans to develop B2B related business such as APPs and big data application to meet the needs of B2B ecological business circle.

On 8th January 2016, the Group formally completed the acquisition of 80.38% equity interests in 浙江中服網絡科技有限公司 (Zhe Jiang Zhong Fu Internet Technology Company Limited\*) (“Zhong Fu”). The letter of intent for the acquisition was entered into on 3rd July 2015. The operation of Zhong Fu’s main portals includes [www.efu.com.cn](http://www.efu.com.cn) (中國服裝網), [www.yifu.net](http://www.yifu.net) (壹服) and [www.51fashion.com.cn](http://www.51fashion.com.cn) (時尚飾界), which primarily provide the garment industry in the PRC with information of vertical industries ranging from textile equipment, accessories and materials to finished products such as clothing, footwear and headwear.

Since the Group and Digital China Holdings Limited jointly established Chongqing Digital China Huicong Micro-Credit Co., Ltd. (the “Micro-Credit Company”) in September 2014, the Group sensibly utilised resources to assist customers in completing single or a combination of finance solutions such as trade loans, credit loans and position management. As of 31st December 2015, the loans granted by Micro-Credit Company to these third parties customers amounted approximately RMB1.3 billion.

基於B2B電子商務市場發展趨勢，本集團打算利用其內貿知識，廣泛行業經驗與B2B2.0下新商業體驗來迎合客戶對完整之電子商務及交易服務之需求。本集團目前涉及50餘個行業，將繼續擴大其行業覆蓋度的同時對細分領域中市場巨大且有增長潛力的行業提供更專業化的深度服務，即縱深戰略。憑藉自身優勢，本集團推出線上交易體驗，O2O線上線下互動，第三方物流服務及防偽防串服務等構成B2B生態圈之重要分部。作為體驗之一部分，慧付寶(一個線上交易平台)可供所有用戶免費使用，預計今年將有部分交易額，通過互聯網金融及O2O商業展覽中心的協同效應，轉化成通過慧付寶的線上交易額。目前本集團已與20餘家第三方簽訂協議，提供更佳的倉儲及物流服務。線上交易的通暢推廣，將推動互聯網金融服務規模的進一步擴大，並優化服務成本，從而反哺B2B交易服務。本集團亦計劃開發與B2B相關之商務APPs、大數據應用等更多構築B2B生態商圈的需求。

於二零一六年一月八日，本集團正式完成收購浙江中服網絡科技有限公司(「中服」)之80.38%股權。收購意向書於二零一五年七月三日簽訂。中服經營的主要門戶網站包括：[www.efu.com.cn](http://www.efu.com.cn)(中國服裝網)，[www.yifu.net](http://www.yifu.net)(壹服)，[www.51fashion.com.cn](http://www.51fashion.com.cn)(時尚飾界)等，其主要為中國制衣業提供從紡織設備，到配件材料到衣飾鞋帽成品之垂直產業資訊。

自二零一四年九月和神州數碼控股有限公司合資成立重慶神州數碼慧聰小額貸款有限公司(「小貸公司」)以來，本集團合理應用資源協助客戶完成貿易貸款，信用貸款及頭寸管理等單一或組合融資方案。截至二零一五年十二月三十一日，小貸公司向該等第三方客戶所授出的貸款餘額約為人民幣十三億元。

## Management's Statement 管理層報告

On 12th July 2015, the Group subscribed to 2.49% shares of Inner Mongolia Hohhot Jingu Rural Commercial Bank Limited Company ("Hohhot Jingu"). The Group will explore the potential business opportunities of Hohhot Jingu in this regard, and continue to provide micro-loan and finance lease services to SME customers through the Micro Credit Company and Huicong Finance Leasing Company Limited (慧聰融資租賃有限公司). In 2016, under the strategy of trade and Internet finance, the Group's financial products are expected to act as "lubricant" so as to help customers complete B2B transactions with HuiFuBao.

Under the strategy of O2O business exhibition center, the Group collaborated with its business partners, through its subsidiary and associate company to acquire lands with areas of 43,965 sq.m. and 48,103 sq.m. in Shunde District, Guangdong Province and Yuyao City, Zhejiang Province in February 2013 and December 2014, respectively for construction of O2O business exhibition centers. Among others, Huicong Shunde Household Electrical Appliances Center (慧聰順德家電城) ("Shunde Household Electrical Appliances Center") located in Guangdong Province has completed construction by the end of 2015, the gross floor area is approximately 190,380 sq.m., as of the date of this report, the Group has presold the properties with total gross floor area of approximately 71,000 sq.m., contracted amount to approximately RMB1,189 million, increased from approximately RMB520 million in 2014. An opening ceremony was held in 18th March 2016 with GMV of RMB558 million within three days after commencing operation.

Huicong Yuyao Household Electrical Appliances Center (慧聰余姚家電城) (apart from household electrical appliance end-products, which are planned to trade plastic and plastic moulds manufactured for household electrical appliances) has commenced construction in March 2015 with a term for approximately 3 years. Currently, household electrical appliance production in Zhongshan (Shunde) and Zhejiang Province (i.e. Yuyao) accounted for one-third in China with production value of more than approximately RMB100 billion per district.

The Shunde Household Electrical Appliances Center is expected to drive the trading volume of household electrical appliances in Shunde and Zhongshan and we aim to assist the manufacturers to facilitate destocking and raise the procurement efficiency of distributors by taking advantages of "store in the front, factory at the back". In 2016, the Group expects that Shunde Household Electrical Appliances Center will make outstanding contribution to the GMV, online transactions and the construction of B2B ecosystem, and collaborate with Internet finance and the traditional business of B2B1.0 to create enormous synergy.

本集團於二零一五年七月十二日，認購內蒙古呼和浩特金谷農村商業銀行(「呼和浩特金谷」)2.49%之股份。藉此，本集團將發掘呼和浩特金谷之潛在商機，在小貸公司和慧聰融資租賃有限公司的基礎上，持續向中小企業客戶提供小額貸款及融資租賃服務。在交易加互聯網金融的戰略下，二零一六年，本集團之金融產品將有望發揮「潤滑劑」作用，協助客戶使用慧付寶完成B2B交易。

在O2O商業展覽中心的戰略下，本集團商業夥伴攜手，透過其下子公司及聯屬公司分別於二零一三年二月和二零一四年十二月收購了位於廣東省順德區和浙江余姚市的面積為43,965和48,103平方米之土地，以建設O2O商業展覽中心。其中，位於廣東省的慧聰順德家電城(「順德家電城」)已於二零一五年底完成工程建設，建築面積約為190,380平方米，於本報告日期，本集團已經預售總建築面積約為71,000平方米的物業，合同金額約為人民幣1,189百萬元，較二零一四年約人民幣520百萬元有所增長。於二零一六年三月十八日舉行開業典禮，開業三天共完成GMV人民幣5.58億元。

慧聰余姚家電城(除小家電終端產品也計劃交易小家電生產之塑膠及塑膠模具)與二零一五年三月開工建設，工期約為3年。目前中山區域(順德)，及浙江省(即余姚)的小家電生產分別佔全國的三分之一，各區域產值約人民幣1,000億元以上。

慧聰順德家電城計畫帶動順德和中山區域小家電交易，借助「前店後廠」的優勢協助生產商去庫存化及提高分銷商的採購效率；本集團預期二零一六年，順德家電城有望在GMV，線上交易，構築B2B生態圈等方面有突出貢獻，並和互聯網金融和B2B1.0之傳統業務產生巨大協同效應。



## Management's Statement 管理層報告

Professionalism and dedication are always the core DNA of hc360.com. These characteristics determine our focus on vertical integration and horizontal alignments strategies. With our distinguished way of doing business, along with our leading partners, we are able to provide one-stop solution for SMEs via our platform, helping them to build a long standing business with track records and heritage.

At last, on behalf of the Board, I would like to take this opportunity to thank the management and every member of the Group for their on-going dedication and hardwork in the past year.

### **Guo Jiang**

*Chief Executive Officer and Executive Director*

Beijing, PRC  
30th March 2016

專業、專注是慧聰網DNA中之核心部分，這決定了我們將更加重視合縱連橫之策略。專業之人做專業之事，我們之合作多半在其領域都處於領先地位，基於慧聰平台之合作將解決中小企業之一籃子問題，幫助中小企業成為有歷史、有傳承之常青樹。

最後，本人謹代表董事會向管理層及本集團員工致謝，感謝彼等於過去一年不斷投入付出、一直努力不懈。

### **郭江**

*行政總裁兼執行董事*

中國，北京  
二零一六年三月三十日

# Biographic Details of Directors and Senior Management

## 董事及高級管理人員簡介

### DIRECTORS

As at 31st December 2015, the Board comprised:

#### Executive Directors

##### **GUO Fansheng**

Aged 60, is an executive Director and the chairman of the Board (the "Chairman"). He is also the chairman of the nomination committee of the Company (the "Nomination Committee"). Mr. Guo was appointed as an executive Director on 21st March 2000.

Mr. Guo found the Group in October 1992 and is responsible for the overall strategic development and policy of the Group. From 1990 to 1992, Mr. Guo worked as a manager in a State-owned business information company in Beijing, the PRC. From 1987 to 1990, Mr. Guo served as a director of the Liaison Office and General Office of the Economic System Reform Institute under the State Commission for Economic Restructuring, and as the deputy director of the Western China Development Research Centre. Prior to working at the State Commission for Economic Restructuring, Mr. Guo served from 1982 to 1987 as a senior official in the government of the Inner Mongolia Autonomous Region. Mr. Guo obtained a bachelor degree in industrial economics from Renmin University of China, the PRC in 1982.

Mr. Guo is the uncle of Mr. Guo Jiang, an executive Director and the chief executive officer of the Company.

##### **GUO Jiang**

Aged 42, is an executive Director and the chief executive officer of the Company. Mr. Guo is also a member of the remuneration committee of the Company (the "Remuneration committee"). Mr. Guo was appointed as an executive Director with effect from 1st August 2006.

Mr. Guo joined the Group in 1996 as a sale manager and became the chief executive officer of the Group in 2008. He is responsible for overseeing the operations of the Group. Prior to that, Mr. Guo spent two years at the Broadcasting Science Institute of the State Administration of Radio, Film and Television as an assistant to director. Mr. Guo graduated from the Harbin University of Commerce, the PRC, in 1994 with a bachelor degree in computer science. He also attended the Business Administration Course for Senior Management of Modern Enterprises conducted by Guanghua Business School of Peking University, the PRC, in 2002.

Mr. Guo is a non-executive director of Cogobuy Group (stock code: 400), a company listed on the Main Board of the Stock Exchange. Mr. Guo is also a director of 深圳市深信泰豐(集團)股份有限公司 (stock code: 000034), a company listed on the Shenzhen Stock Exchange.

Mr. Guo is the nephew of Mr. Guo Fansheng, an executive Director and the Chairman and the spouse of Ms. Geng Yi, a vice-president of the Group.

### 董事

於二零一五年十二月三十一日，董事會成員包括：

#### 執行董事

##### **郭凡生**

60歲，為執行董事兼董事會主席(「主席」)。彼亦為本公司提名委員會(「提名委員會」)主席。郭先生於二零零零年三月二十一日獲委任為執行董事。

郭先生於一九九二年十月創辦本集團，負責本集團整體策略發展及政策。於一九九零年至一九九二年間，郭先生在中國北京一家國有商業信息公司擔任經理。彼於一九八七年至一九九零年間，出任國家經濟體制改革委員會屬下經濟體制改革研究所之聯絡辦公室及行政辦公室主任，並為中國西部開發研究中心副主任。郭先生於國家經濟體制改革委員會任職前，於一九八二年至一九八七年間出任內蒙古自治區政府之高級官員。郭先生於一九八二年取得中國人民大學頒授之工業經濟學學士學位。

郭先生為本公司之執行董事兼行政總裁郭江先生之叔叔。

##### **郭江**

42歲，為執行董事兼本公司行政總裁。郭先生亦為本公司薪酬委員會(「薪酬委員會」)成員。郭先生於二零零六年八月一日獲委任為執行董事。

郭先生於一九九六年加盟本集團，出任銷售經理，並於二零零八年成為本集團之行政總裁，負責管理本集團之運營。在此之前，郭先生曾於廣電總局廣播電視科學院任職兩年，出任主任助理。郭先生於一九九四年畢業於中國哈爾濱商業大學，獲頒計算機科學學士學位，並於二零零二年修讀中國北京大學光華管理學院主辦之現代企業高級管理人員工商管理課程。

郭先生為聯交所主板上市公司科通芯城集團(股份代號：400)之非執行董事。郭先生亦為深圳證券交易所上市公司深圳市深信泰豐(集團)股份有限公司(股票代碼：000034)之董事。

郭先生為執行董事兼主席郭凡生先生之侄兒及本集團副總裁耿怡女士之配偶。

## Biographic Details of Directors and Senior Management 董事及高級管理人員簡介

### **LEE Wee Ong**

Also known as Alex Lee, aged 46, is an executive Director and the chief financial officer of the Company. Mr. Lee was first appointed as an independent non-executive Director on 9th September 2011 and was re-designated as an executive Director on 1st July 2012.

Mr. Lee graduated from the Northern University of Malaysia with a bachelor degree in accounting in 1993. Mr. Lee spent 6 years with Colonial First State Investments Group and Hambros Australia as a fund manager and was seconded to CMG CH China Funds Management. Mr. Lee had been the chief financial officer of the Company, and subsequently the chief strategy officer of the Company from 2000 to 2006. Mr. Lee is the founder of AlexCybot (Beijing) Technology Company Limited (亞力賽博(北京)科技有限公司), while holding directorship in MultiVision (Beijing) Technology Company Limited (卯泰維視(北京)科技有限公司) and Beijing WaterCompass Digital GIS Technology Company Limited (北京水羅盤數字地理信息科技有限公司).

### **Non-Executive Directors**

#### **LI Jianguang**

Aged 50, is a non-executive Director and a member of the audit committee of the Company (the "Audit committee"). Mr. Li was appointed as a non-executive Director with effect from 1st August 2006.

Mr. Li is a senior partner of IDG Capital Partners. Mr. Li is also a member of IDG Technology Venture Investments, LLC, which is the general partner of IDG Technology Venture Investments, LP. Mr. Li is responsible for the investment management of IDG's China-related early funds and IDG – Accel China Growth Fund. Prior to that, Mr. Li worked in Crosby Asset Management Limited as an investment manager. Mr. Li graduated from Peking University in 1987 with a bachelor degree in economics and attained a master degree from Guelph University in Canada in 1994. Mr. Li is also a director of Tarena International, Inc., a company listed on NASDAQ since April 2014.

### **LEE Wee Ong**

又名Alex Lee，46歲，為本公司執行董事兼首席財務官。Lee先生於二零一一年九月九日首次獲委任為獨立非執行董事，並於二零一二年七月一日調任執行董事。

Lee先生於一九九三年畢業於馬來西亞北方大學，獲頒會計學學士學位。Lee先生為Colonial First State Investments Group及Hambros Australia服務六年，擔任基金經理，並調配至CMG CH China Funds Management任職。二零零零年至二零零六年期間，Lee先生曾先後出任本公司之首席財務官及首席戰略官。彼為亞力賽博(北京)科技有限公司之創始人，並同時擔任卯泰維視(北京)科技有限公司及北京水羅盤數字地理信息科技有限公司之董事。

### **非執行董事**

#### **李建光**

50歲，為非執行董事及本公司審核委員會(「審核委員會」)成員。李先生於二零零六年八月一日獲委任為非執行董事。

李先生為IDG Capital Partners之高級合夥人。李先生亦為IDG Technology Venture Investments, LLC之成員，該公司是IDG Technology Venture Investments, LP之普通合夥人。李先生主管IDG旗下中國早期基金及IDG– Accel China Growth Fund之投資管理工作。在此之前，李先生曾於Crosby Asset Management Limited擔任投資經理。李先生於一九八七年畢業於北京大學，獲授經濟學學士學位，並於一九九四年取得加拿大Guelph University之碩士學位。二零一四年四月起，李先生為納斯達克上市公司Tarena International, Inc.之董事。

## Biographic Details of Directors and Senior Management 董事及高級管理人員簡介

### **GUO Wei**

Aged 52, is a non-executive Director and a member of the Remuneration Committee. Mr. Guo was first appointed as an independent non-executive Director on 8th March 2002, and was re-designated as a non-executive Director on 10th June 2011.

Mr. Guo is currently the chairman and executive director of Digital China Holdings Limited (“Digital China”) (stock code: 861), a company listed on the Stock Exchange. Mr. Guo obtained a master’s degree from the Graduate School of the Chinese Academy of Science (formerly known as Graduate School of the University of Science and Technology of China) in 1988. He joined the Legend group in 1988 and was once an executive director and senior vice-president He is currently a Standing Committee Member of the 12th National Committee of the Chinese People’s Political Consultative Conference, a member of the 4th Advisory Committee for State Informatization and the chairman of 6th Council of China Non-Governmental Science Technology Entrepreneurs Association.

Mr. Guo is currently the chairman of Digital China Information Service Company Ltd. (神州數碼信息服務股份有限公司)(Stock Code: 000555), a company listed on the Shenzhen Stock Exchange and the chairman of Shenzhen Shenxin Taifeng Group Co., Ltd. (深圳市深信泰豐(集團)股份有限公司) (Stock Code:000034), an independent director of Shanghai Pudong Development Bank Co., Ltd. (上海浦東發展銀行股份有限公司) (Stock Code: 600000), a company listed on the Shanghai Stock Exchange and an independent non-executive director of China Southern Airlines Company Limited (中國南方航空股份有限公司) a company listed on the Main Board of The Stock Exchange of Hong Kong Limited, the Shanghai Stock Exchange and the New York Stock Exchange.

Mr. Guo is interested in approximately 6.59% (including shares and underlying shares derived from share options) of the entire issued share capital of Digital China Holdings Limited, which is, in turns, indirectly interested in 166,029,107 shares of the Company (the “Shares”) (representing approximately 18.45% of the issued share capital of the Company) held by Talent Gain Developments Limited as at the date of this report.

### **郭為**

52歲，為非執行董事及薪酬委員會成員。郭先生於二零零二年三月八日獲委任為獨立非執行董事，並於二零一一年六月十日調任非執行董事。

郭先生現時為聯交所上市公司神州數碼控股有限公司(「神州數碼」)(股份代號：861)之主席兼執行董事。郭先生於一九八八年獲得中國科學院研究生院(前稱中國科學技術大學研究生院)之碩士學位。彼於一九八八年加入聯想集團，並曾任執行董事及高級副總裁。彼現擔任中國人民政治協商會議第十二屆全國委員會委員、第四屆國家信息化專家諮詢委員會委員及中國民營科技實業家協會第六屆理事會理事長。

郭先生現為深圳證券交易所上市公司神州數碼信息服務股份有限公司(股票代碼：000555)之主席及深圳市深信泰豐(集團)股份有限公司(股票代碼：000034)之董事長、上海證券交易所上市公司上海浦東發展銀行股份有限公司(股票代碼：600000)之獨立董事及香港聯合交易所有限公司主板、上海證券交易所及紐約證券交易所上市公司中國南方航空股份有限公司之獨立非執行董事。

於本報告日期，郭先生於神州數碼控股有限公司全部已發行股本擁有約6.59%權益(包括購股權產生之股份及相關股份)，彼進而於Talent Gain Developments Limited持有之本公司166,029,107股股份(「股份」)(佔本公司已發行股本約18.45%)中擁有權益。



## Biographic Details of Directors and Senior Management

### 董事及高級管理人員簡介

#### Independent Non-Executive Directors

##### **ZHANG Ke**

Aged 62, is an independent non-executive Director. He is the chairman of the Audit Committee and the Remuneration Committee, respectively, and a member of the Nomination Committee. Mr. Zhang was appointed as an independent non-executive Director on 28th March 2003.

Mr. Zhang is a certified public accountant in the PRC and is currently the chairman and chief partner of ShineWing Certified Public Accountants. He graduated from Renmin University of China in 1982 with a bachelor degree in economics majoring in industry economics. He has many years of experience in the fields of economics, accounting and finance. Mr. Zhang is currently a vice-president of the Chinese Institute of Certified Public Accountants, a member of Internal Control Standard Committee of the Ministry of Finance and the chairman of supervisory board of Beijing Association of Forensic Science.

Mr. Zhang is also an independent director of E-Commerce China Dangdang Inc., a company listed on the New York Stock Exchange, an independent director of Guiyang Long master Information & Technology Co., Ltd (貴陽朗瑪信息技術股份有限公司) (stock code: 300288), a company listed on the Shenzhen Stock Exchange, and an independent non-executive director of China Coal Energy Company Limited (中國中煤能源股份有限公司), a company listed on the Main Board of the Stock Exchange (stock code: 1898) and the Shanghai Stock Exchange (stock code: 601898).

#### 獨立非執行董事

##### **張克**

62歲，為獨立非執行董事。彼為審核委員會及薪酬委員會之主席以及提名委員會之成員。張先生於二零零三年三月二十八日獲委任為獨立非執行董事。

張先生為中國執業會計師，現為信永中和會計師事務所之主席兼首席合夥人。彼於一九八二年畢業於中國人民大學，獲頒經濟學學士學位，主修工業經濟學。彼於經濟、會計及財務領域擁有多年經驗。張先生現時為中國註冊會計師協會副會長、財政部內部控制標準委員會成員及北京司法鑒定業協會監事長。

張先生亦為紐約證券交易所上市公司中國當當電子商務股份有限公司之獨立董事、深圳證券交易所上市公司貴陽朗瑪信息技術股份有限公司(股票代碼：300288)之獨立董事以及聯交所主板(股份代號：1898)及上海證券交易所(股票代碼：601898)上市公司中國中煤能源股份有限公司之獨立非執行董事。

## Biographic Details of Directors and Senior Management 董事及高級管理人員簡介

### **XIANG Bing**

Aged 53, is an independent non-executive Director. He is also a member of each of the Audit Committee and the Remuneration Committee. Dr. Xiang was appointed as an independent non-executive Director on 8th March 2002.

Dr. Xiang graduated from the University of Alberta with a doctorate degree in accounting. He is currently the founding Dean and professor of Cheung Kong Graduate School of Business. Prior to these, Dr. Xiang taught in the Guanghua School of Management of Beijing University and the Hong Kong University of Science and Technology.

Dr. Xiang is currently an independent non-executive director of China Dongxiang (Group) Co., Ltd. (stock code: 3818), Dan Form Holdings Company Limited (Stock Code: 271), Enerchina Holdings Limited (stock code: 622), Sinolink Worldwide Holdings Limited (stock code: 1168), Longfor Properties Co. Ltd. (stock code: 960), and Peak Sport Products Co., Limited (stock code: 1968), all of which shares listed on the Stock Exchange. Dr. Xiang is also an independent director of E-House (China) Holdings Limited, a company listed on New York Stock Exchange.

### **ZHANG Tim Tianwei**

Aged 52, is an independent non-executive Director. He is also a member of each of the Nomination Committee and the Remuneration Committee. Mr. Zhang was appointed as an independent non-executive Director on 1st November 2011.

Mr. Zhang graduated from Tsinghua University (清華大學) at the Faculty of Precision Instruments & Mechanology in July 1986. He obtained a Master of Economics from the Chinese Academy of Social Sciences (中國社會科學院) and a Master of Business Administration (MBA) from The University of Chicago. Mr. Zhang has over 20 years of experience in financial and business management. He was the founder and managing director of Taconic Capital Ltd. from September 2003 to September 2005. He acted as the vice-chairman and general manager of Unicredit China Capital Limited from September 2005 to June 2007. He served as the managing director of J.P. Morgan Securities (Asia Pacific) from July 2007 to October 2011 and acted as the chairman of J.P. Morgan (China) Venture Capital Investment Co. Ltd. since its foundation in 2010 to October 2011. He served as the managing director of Taconic Capital Group from November 2011 to March 2012, and as the chief operating officer of China Merchants Capital Management Limited from April 2012 to December 2014. He is the managing director of Mount Flag Capital Ltd. since January 2015 and is also the chief executive officer of Mount Flag LLC since August 2015. Mr. Zhang has been a non-executive director to China ITS (Holdings) Co., Ltd (stock code: 1900) since May 2014, whose shares are listed on the Main Board of the Stock Exchange.

### **項兵**

53歲，為獨立非執行董事。彼亦為審核委員會及薪酬委員會之成員。項博士於二零零二年三月八日獲委任為獨立非執行董事。

項博士畢業於阿爾伯他大學(University of Alberta)，獲會計學博士學位。彼現時為長江商學院之創辦院長兼教授。在此之前，項博士曾任教於北京大學光華管理學院及香港科技大學。

項博士現為中國動向(集團)有限公司(股份代號：3818)、丹楓控股有限公司(股份代號：271)、威華達控股有限公司(股份代號：622)、百仕達控股有限公司(股份代號：1168)、龍湖地產有限公司(股份代號：960)及匹克體育用品有限公司(股份代號：1968)之獨立非執行董事，上述全部公司均於聯交所上市。項博士亦為紐約證券交易所上市公司易居(中國)控股有限公司之獨立董事。

### **張天偉**

52歲，為獨立非執行董事。彼亦為提名委員會及薪酬委員會之成員。張先生於二零一一年十一月一日獲委任為獨立非執行董事。

張先生於一九八六年七月畢業於清華大學精密儀器與機械學系。彼獲得中國社會科學院經濟學碩士及芝加哥大學工商管理學碩士(MBA)學位。張先生積逾20年財務及商業管理經驗。自二零零三年九月至二零零五年九月，彼為Taconic Capital Ltd.創辦人及董事總經理。自二零零五年九月至二零零七年六月，彼擔任聯合信貸(中國)金融有限公司副主席兼總經理。二零零七年七月至二零一一年十月期間，彼一直擔任J.P. Morgan Securities (Asia Pacific)董事總經理，並於二零一零年摩根大通(中國)創業投資有限公司成立後直至二零一一年十月期間擔任該公司主席。二零一一年十一月至二零一二年三月期間，張先生擔任Taconic Capital Group董事總經理。於二零一二年四月至二零一四年十二月期間，彼擔任招商局資本投資有限責任公司首席運營官。自二零一五年一月起，彼擔任Mount Flag Capital Ltd.之董事總經理及自二零一五年八月起為Mount Flag LLC之首席執行官。自二零一四年五月起，張先生一直為中國智能交通系統(控股)有限公司(股份代號：1900)之非執行董事，該公司股份於聯交所主板上市。



## Biographic Details of Directors and Senior Management 董事及高級管理人員簡介

### SENIOR MANAGEMENT

As at 31st December 2015, the senior management of the Company comprised the following members:

#### **GENG Yi**

Aged 42, is a vice-president of the Group, Ms. Geng joined the Group in August 1995 as an editor and was appointed as the sales director of the Group in January 2006. Ms. Geng graduated from the University of International Business and Economics and gained a MBA degree. Ms. Geng Yi is the spouse of Mr. Guo Jiang, an executive Director.

#### **WU Chuming**

Aged 34, the vice president of the Group and the general manager of a subsidiary company. Mr. Wu joined the Group in October 2014 as the vice president, he has accumulated over ten years of experience in B2B business operation and online products sales. Before joined the group, Mr. Wu once served as the chief executive director of YUSHANG E-Commerce company limited. Before that, he worked as the product manager for www.1688.com under the Alibaba group. In June 2016, Mr. Wu obtained his bachelor degree with double major in economics and E-commerce from the University of Zhejiang, China.

### 高級管理人員

截至二零一五年十二月三十一日，本公司之高級管理人員包括以下成員：

#### **耿怡**

42歲，為本集團副總裁。耿女士於一九九五年八月加盟本集團，出任編輯，並於二零零六年一月獲委任為本集團之銷售總監。耿女士畢業於對外經濟貿易大學，並獲頒工商管理碩士學位。耿怡女士為執行董事郭江先生之配偶。

#### **吳初明**

34歲，為本集團副總裁兼附屬公司總經理。吳先生於二零一四年十月加盟本集團，任集團副總裁。吳先生擁有十年以上電商公司運營及互聯網線上產品銷售經驗。在加盟本集團之前，彼在宇商網擔任首席執行官。在此之前，吳先生曾在阿里巴巴集團旗下www.1688.com擔任產品部負責人。二零一六年六月，吳先生於中國浙江大學獲得經濟與電子商務雙學士學位。

## Biographic Details of Directors and Senior Management

### 董事及高級管理人員簡介

#### **GUO Gang**

Aged 36, is a vice-president and the chief technology officer of the Group. Mr. Guo joined the Group in December 2004 and has assumed various positions including manager of Mai-Mai-Tong development department, research and development director of Mai-Mai-Tong development department and research and development director of core product research and development center. Mr. Guo has accumulated over 11 years of experience in respect of software research and development and team management in the areas of B2B and telecommunication. Before joining the Group, he worked for “北京天銀通聯科技有限公司” and “北京數碼明天科技有限公司”, responsible for software research and development and team management. Mr. Guo graduated from the Inner Mongolia University in 2002, and obtained master degree in engineering from the Beijing University of Posts and Telecommunications in 2011. From July 2013, he has started the postgraduate diploma programme in Information Strategy and Business Transformation organised by the University of Hong Kong.

#### **LI Tao**

Aged 37, is a vice-president and the chief marketing officer of the Group. Mr. Li joined the Group in October 1998 and has assumed various positions including IT operation director and information director, responsible for the Informatization of hc360.com, building of call center platform, network operation and optimization of basic information system. He was appointed as the chief marketing officer of the Group in December 2012. Accumulated over 10 years of experience in Internet technology and operation, he is also the committee member of iTech Club, a renowned club for Internet technology elites. Mr. Li graduated from the Renmin University of China with a bachelor degree in management. He has obtained a master degree in Business Administration from the Chinese University of Hong Kong in November 2015.

#### **郭剛**

36歲，為本集團副總裁兼任首席技術官(CTO)。郭先生於二零零四年十二月加盟本集團，歷任買賣通開發部經理、買賣通開發部研發總監及核心產品研發中心研發總監。郭先生在B2B領域及電信領域有超過11年之軟件研發及團隊管理經驗。在加盟本集團之前，彼在「北京天銀通聯科技有限公司」及「北京數碼明天科技有限公司」擔任軟件研發及團隊管理工作。郭先生二零零二年畢業於內蒙古大學，並於二零一一年於北京郵電大學獲頒工程碩士學位。自二零一三年七月起，彼開始研修香港大學信息戰略與企業轉型專業研究生課程。

#### **李韜**

37歲，為本集團副總裁兼首席市場官。李先生於一九九八年十月加盟本集團，歷任IT運維總監、信息總監，負責慧聰網信息化建設、呼叫中心平台建設、網絡運營和基礎信息系統優化工作，二零一二年十二月出任本集團市場總監。李先生擁有十年以上之互聯網技術運維經驗，並出任著名互聯網技術精英俱樂部 iTech Club 理事。李先生畢業於中國人民大學，獲得管理學學士學位，並於二零一五年十一月取得香港中文大學工商管理碩士學位。

# Management's Discussion and Analysis

## 管理層討論和分析

### LIQUIDITY AND FINANCIAL RESOURCES

As at 31st December 2015, the Group's cash and bank balances amounted to RMB790,701,000 (2014: RMB1,321,989,000), which decreased by approximately RMB531,288,000.

The Group had total borrowings (including issued convertible bonds) and finance lease obligation which amounted to approximately RMB1,128,517,000 as at 31st December 2015 (2014: RMB695,774,000). As at 31st December 2015 the gearing ratio of the Group was 12% (2014: Nil), whereas the Group's gearing ratio is calculated as net debt divided by total capital. The capital and reserves attributable to the Company's equity holders increased by approximately RMB1,306,653,000 as compared to last year.

The Group's net current assets amounted to approximately RMB141,176,000 as at 31st December 2015 (2014: RMB936,319,000). Its current ratio, which is calculated by dividing current assets by current liabilities, was approximately 1.07 times as at 31st December 2015 as compared to approximately 2.59 times as at 31st December 2014. The Group's trade receivables turnover has increased from approximately 8.14 days in 2014 to approximately 28.58 days in 2015.

### BUSINESS AND FINANCIAL REVIEW

A Business Review and a Financial Review of the Group are set out on page 8 to 19 of this report.

### CONTRACTUAL ARRANGEMENTS

During and at the end of the year ended 31 December 2015, the Group has made use of contract-based arrangements or structures to indirectly own and control part of its businesses ("Arrangements"). Save as the Contractual Arrangements (to be defined below) and the Structured Contracts (to be defined below), there are no other Arrangements (whether by way of an acquisition or a greenfield project) subsisting during or at the end of the year ended 31 December 2015.

In light of the relevant PRC laws and regulations restricting the participation and operation of internet content services by foreign investors, the Group has engaged Beijing Huicong Construction Information Consulting Co., Ltd. (北京慧聰建設信息諮詢有限公司) ("HC Construction" or "Huicong Construction") to operate its online platform, and publish its business information on the internet pursuant to certain contractual arrangements (the "Contractual Arrangements"). The Group relies on the Contractual Arrangements in respect of its online services. Please also refer to the prospectus of the Company dated 8th December 2003, the announcement of the Company dated 25th September 2014 in relation to the transfer of listing from GEM to the Main Board of the Stock Exchange (the "Transfer of Listing Announcement"), and the 2014 annual report of the Company and the 2015 interim report of the Company for further details of the Contractual Arrangements.

### 流動資金及財務資源

於二零一五年十二月三十一日，本集團的現金及銀行結餘為人民幣790,701,000元(二零一四年：人民幣1,321,989,000元)，下跌約人民幣531,288,000元。

於二零一五年十二月三十一日，本集團的總借貸(包括已發行可換股債券)及融資租賃負債約為人民幣1,128,517,000元(二零一四年：人民幣695,774,000元)。於二零一五年十二月三十一日，本集團的資本負債比率為12%(二零一四年：無)，而本集團的資本負債比率乃按淨債務除總資本計算。本公司權益持有人應佔資本及儲備與去年比較增加約人民幣1,306,653,000元。

於二零一五年十二月三十一日，本集團之流動資產淨額約為人民幣141,176,000元(二零一四年：人民幣936,319,000元)。於二零一五年十二月三十一日，其流動比率(按流動資產除流動負債計算)約為1.07倍，而二零一四年十二月三十一日則為約2.59倍。本集團之應收賬款週轉天數由二零一四年約8.14天增加至二零一五年約28.58天。

### 業務及財務回顧

本集團業務回顧及財務回顧載於本報告第8至19頁。

### 合約安排

截至二零一五年十二月三十一日止年度，本集團利用合約為主之安排或結構間接擁有及控制其部分業務(「安排」)。除合約安排(定義見下文)及結構性合約(定義見下文)外，概無其他安排(不論透過收購或新建項目形式進行)於截至二零一五年十二月三十一日止年度或於二零一五年十二月三十一日存續。

鑒於相關中國法律及法規限制外國投資者參與及經營互聯網內容服務，本集團委聘北京慧聰建設信息諮詢有限公司(「慧聰建設」)經營其線上平台，及根據若干合約安排(「合約安排」)於互聯網發佈其業務信息。本集團之線上服務依據合約安排。有關合約安排之進一步詳情，請亦參閱本公司日期為二零零三年十二月八日之招股章程、本公司日期為二零一四年九月二十五日有關自創業板轉往聯交所主板上市之公佈(「轉板上市公佈」)以及本公司二零一四年年報及本公司二零一五年中期報告。

## Management's Discussion and Analysis 管理層討論和分析

Further, on 3rd July 2015, the Group completed the acquisition of 100% of share capital of Orange Triangle Inc. ("Orange Triangle"). 北京橙三角科技有限公司 (Beijing Orange Triangle Technology Co., Ltd.) ("Orange Beijing"), a wholly owned subsidiary of Orange Triangle entered into certain structured contracts (the "Structured Contracts") with Beijing Zhixing Ruijing Technology Co., Ltd. (北京知行銳景科技有限公司) ("Beijing Zhixing Ruijing") and/or its shareholders on 3rd July 2015. Pursuant to the Structured Contracts, Orange Beijing or Orange Triangle will provide certain technical consultation and service, including but not limited to technical services support, intellectual property licensing, and business and management consultation, whereas Beijing Zhixing Ruijing will pay (a) the annual service fees RMB5 million to Orange Beijing; (b) the annual service fees which equal 12% of its annual revenue to Orange Triangle; and (c) the service fee equivalent to its revenue deducted by its expenses, net operation loss and reserve fund extracted to Orange Beijing. Orange Beijing relies on the Structured Contracts to control the finance and operation of Beijing Zhixing Ruijing so as to obtain the economic benefits and the rights to variable returns from Beijing Zhixing Ruijing. Please also refer to the announcements of the Company dated 17th March 2015, 8th May 2015 and 3rd July 2015, respectively, and the circular of the Company dated 4th June 2015 for further details.

For the reporting period, save as disclosed in this report, there was no material change in the Contractual Arrangements, the Structured Contracts and/or the circumstances under which they were adopted.

For the reporting period, none of the structured contracts under the Contractual Arrangements nor the Structured Contracts had been unwound as none of the restrictions that led to the adoption of the said structured contracts had been removed.

The Regulations on the Administration of Foreign-Invested Telecommunications Enterprises (外商投資電信企業管理規定) ("FITE Regulations") currently stipulates that foreign investors are not allowed to hold more than 50% of the equity interests of a company providing value-added telecommunications services, such as internet content provider services. As the Company is a company incorporated in the Cayman Islands, all members of the Group controlled by the Company through majority shareholdings or equity interests are regarded as such foreign invested enterprise.

In light of such relevant PRC laws and regulations restricting the participation and operation of internet content services by foreign investors, the Group has, since January 2002, engaged Huicong Construction to operate its online platform, and disseminate its business information on the internet pursuant to certain contractual arrangements. To further strengthen the Group's protection under such contractual arrangements and its management and control over Huicong Construction, the Group amended certain terms of the then existing agreements and entered into new exclusive option agreement, equity pledge agreement and powers of attorney with Huicong Construction and/or its registered shareholders (namely, Mr. Guo Fansheng and Mr. Guo Jiang) on 15th September 2014. As a result of the Contractual Arrangements, Huicong Construction is considered to be a subsidiary of the Group and financial statements of Huicong Construction are included in the Group's consolidated financial statements from 15th September 2014.

此外，於二零一五年七月三日，本集團完成收購 Orange Triangle Inc. (「Orange Triangle」) 全部股權。Orange Triangle 之全資附屬公司北京橙三角科技有限公司 (「橙北京」) 與北京知行銳景科技有限公司 (「北京知行銳景」) 及／或其股東於二零一五年七月三日訂立若干結構性合約 (「結構性合約」)。根據結構性合約，橙北京或 Orange Triangle 將提供若干技術諮詢服務，包括但不限於技術服務支持、知識產權許可以及業務與管理諮詢，而北京知行銳景將 (a) 向橙北京支付年度服務費人民幣 5 百萬元；(b) 向 Orange Triangle 支付相等於其之年度銷售收入 12% 之年度服務費；及 (c) 向橙北京支付相當於扣減開支後之銷售收入之服務費 (惟不計及營運虧損及所提取之儲備基金)。橙北京憑藉結構性合約控制北京知行銳景之財務及業務，從而自北京知行銳景取得經濟收益及有權獲得可變回報。有關進一步詳情，請亦參閱本公司日期分別為二零一五年三月十七日、二零一五年五月八日及二零一五年七月三日之公佈以及本公司日期為二零一五年六月四日之通函。

於報告期間，除本報告披露者外，合約安排、結構性合約及／或根據其獲採納之狀況概無重大變動。

於報告期間，由於概無導致採納合約安排下之結構性合約或結構性合約之限制被刪除，故並無上述結構性合約被解除。

外商投資電信企業管理規定 (「FITE 規定」) 規定現時規定外國投資者不可於一間提供增值電信服務 (包括互聯網內容供應商服務) 之公司持有 50% 股本權益。由於本公司為於開曼群島註冊成立之有限公司，故本公司透過持有大部分股權或股本權益控制之所有本集團成員公司均被視為外商投資企業。

鑒於相關中國法律及法規限制外國投資者參與及經營互聯網內容服務，本集團已自二零零二年一月起委聘慧聰建設經營其線上平台，及根據若干合約安排於互聯網發佈其業務信息。為進一步加強本集團於該合約安排下之保障及其對慧聰建設之管理及控制，於二零一四年九月十五日，本集團修訂當時現有協議之若干條款及與慧聰建設及／或其註冊股東 (包括郭凡生先生及郭江先生) 訂立新獨家購股權協議、股權質押協議及授權書。由於合約安排，慧聰建設被視為本集團之附屬公司，而慧聰建設之財務報表自二零一四年九月十五日起納入本集團之合併財務報表。



## Management's Discussion and Analysis

### 管理層討論和分析

Further, the Group entered into the Structured Contracts to conduct the restricted business in the PRC in order to comply with the abovementioned PRC laws and regulations and to assert management control over the operations of, and enjoy all of economic benefits of, Beijing Zhixing Ruijing on 3rd July 2015, pursuant to which the Group has the right to enjoy all the economic benefits of Beijing Zhixing Ruijing, to exercise management control over the operations of Beijing Zhixing Ruijing, and to prevent any leakage of the assets and values of Beijing Zhixing Ruijing to the registered shareholders of Beijing Zhixing Ruijing. As a result of the Structured Contracts, Beijing Zhixing Ruijing is consolidated into the accounts of the Group in accordance with the Group's accounting policies from 3rd July 2015.

As at the date of this report, agreements underlying the Contractual Arrangements include (i) the domain names and trademarks licence agreement, (ii) the technology services agreement, (iii) the online information distribution agreement, (iv) the online advertisement publication agreement, (v) the exclusive option agreement, (vi) the equity pledge agreement and (vii) the powers of attorney.

As at the date of this report, the Structured Contracts include (i) the exclusive technical services agreement, (ii) the exclusive licensing agreement on intellectual property, (iii) the exclusive right to share purchase agreement, (iv) the voting rights proxy agreement, (v) the pledge agreement and (vi) the business and management services agreement.

The Group depends on the Contractual Arrangements with Huicong Construction (who holds, among other things, the Telecommunications and information services business operation licence (電訊與信息服務業務經營許可證) ("ICP Licence"), bearing a term through 12th March 2017) in respect of its online services. For the year ended 31st December 2015, revenue generated from related online services of the Group is RMB543,251,000 (2014: 812,935,000) represents approximately 59% (2014: approximately 84%) of the total revenue of the Group.

The Group depends on the Structured Contracts with Beijing Zhixing Ruijing (who holds, among other things, the value-added telecommunications business operating licence (增值電信業務經營許可證) ("VAT Licence"), being valid until 15th February 2020) in respect of its information service business within the second type of value-added telecommunication services (the "Value-added Telecommunications Businesses"). From 3rd July 2015 to 31st December 2015, revenue generated from Beijing Zhixing Ruijing is RMB190,058,000 (2014: Nil), representing approximately 21% of the total revenue of the Group.

此外，於二零一五年七月三日，本集團訂立結構性合約以於中國進行受限制業務，從而遵守上述中國法律及法規，並向北京知行銳景之營運實施管理控制，且享有其全部經濟利益，據此，本集團有權享有北京知行銳景所有經濟利益，以對北京知行銳景之營運行使管理控制，並避免向北京知行銳景的登記股東洩漏其資產及價值。基於結構性合約，根據本集團的會計政策，北京知行銳景自二零一五年七月三日起於本集團之會計賬目進行合併處理。

於本報告日期，合約安排相關協議包括(i)域名及商標許可協議，(ii)技術服務協議，(iii)網上信息發佈協議，(iv)網上廣告刊登協議，(v)獨家購股權協議，(vi)股權質押協議及(vii)授權書。

於本報告日期，結構性合約包括(i)獨家技術服務協議，(ii)獨家知識產權許可協議，(iii)獨家購股權協議，(iv)授權委託協議，(v)股權質押協議及(vi)業務及管理服務協議。

本集團就其線上服務依賴與慧聰建設(其持有(其中包括)期限至二零一七年三月十二日之電訊與信息服務業務經營許可證("ICP許可證"))所訂立之合約安排。截至二零一五年十二月三十一日止年度，本集團相關線上服務產生之銷售收入為人民幣543,251,000元(二零一四年：人民幣812,935,000元)，佔本集團總收入約59%(二零一四年：約84%)。

本集團依賴與北京知行銳景(其持有，其中包括，於直至二零二零年二月十五日前有效之增值電信業務經營許可證("增值電信許可證"))訂立之結構性合約，內容有關屬第二類增值電信服務之資訊服務業務("增值電訊業務")。自二零一五年七月三日起至二零一五年十二月三十一日，北京知行銳景產生的收益為人民幣190,058,000元(二零一四年：無)，佔本集團總收益約21%。

## Management's Discussion and Analysis 管理層討論和分析

### Information of Huicong Construction

Huicong Construction is a limited liability company established in the PRC. As at the date of this report, the registered capital of Huicong Construction is owned as to 50% by Mr. Guo Fansheng (the chairman of the Board and an executive Director) and 50% by Mr. Guo Jiang (the chief executive officer of the Company and an executive Director). Mr. Guo Jiang currently is the sole director and the legal representative of Huicong Construction, and he is responsible for making financial and management decisions of Huicong Construction, and overseeing their implementation, so as to ensure that Huicong Construction operates in accordance with the terms of the Contractual Arrangements. As each of Mr. Guo Fansheng and Mr. Guo Jiang holds 50% equity interests of Huicong Construction and they are the controllers of Huicong Construction, Huicong Construction is thus a connected person of the Company.

Set out below is the key financial information of Huicong Construction during the year ended 31st December 2015:

### 慧聰建設之資料

慧聰建設為於中國成立之有限責任公司。於本報告日期，董事會主席兼執行董事郭凡生先生擁有慧聰建設註冊資本50%，本公司行政總裁兼執行董事郭江先生則擁有50%。郭江先生現為慧聰建設之唯一董事及法定代表人，其亦負責為慧聰建設作出有關財務及管理之決定，並監督其推行，以確保慧聰建設按合約安排之條款經營。由於郭凡生先生及郭江先生分別持有慧聰建設50%股權及其為慧聰建設之控制方，故慧聰建設為本公司之關連人士。

下表載列截至二零一五年十二月三十一日止年度慧聰建設之主要財務資料：

		Year ended 31st December 2015 RMB'000 截至二零一五年十二月三十一日止年度 人民幣千元
Revenue	銷售收入	340
Total assets	資產總值	2,518

To the best knowledge, information and belief of the Company and as confirmed by Mr. Guo Fansheng and Mr. Guo Jiang, save for the operation and provision of services for the Group as contemplated under the Contractual Arrangements, Huicong Construction has no other material business operation during the year ended 31st December 2015 and up to the date of this report.

據本公司所深知、全悉及確信及獲郭凡生先生及郭江先生所確認，除本集團根據合約安排擬進行之經營及擬提供之服務外，於截至二零一五年十二月三十一日止年度及截至本報告日期期間，慧聰建設並無其他重大業務經營。

### Major terms of the agreements underlying the Contractual Arrangements

#### Technology Services Agreement

Beijing Huicong International Information Co., Ltd. ("Beijing HC International") first entered into a technology services agreement (the "Technology Services Agreement") with Huicong Construction on 2nd January 2002 for a term of three years (and subsequently extended). The existing term of the Technology Services Agreement (as supplemented by a supplemental agreement dated 15th September 2014) is three years commencing from 15th September 2014 to 14th September 2017, and may be renewed for additional term of three years at the sole discretion of Beijing HC International (and such renewal shall be subject to the Company having obtained all necessary approval and consents in accordance with applicable laws, rules and regulations (including applicable rules governing listing of shares on the Stock Exchange)).

### 合約安排相關協議之主要條款

#### 技術服務協議

北京慧聰國際資訊有限公司(「北京慧聰國際」)最初於二零零二年一月二日與慧聰建設訂立技術服務協議(「技術服務協議」)，為期三年(及其後獲延長)。技術服務協議(經日期為二零一四年九月十五日之補充協議補充)之現有期限自二零一四年九月十五日起至二零一七年九月十四日止，為期三年，並可由北京慧聰國際全權酌情續訂額外三年(而有關續訂須待本公司根據適用法律、法規及規定(包括聯交所股份上市監管之適用法規)取得所有必需批准及同意後，方可落實)。

## Management's Discussion and Analysis 管理層討論和分析

Pursuant to the Technology Services Agreement, Beijing HC International is appointed by Huicong Construction as its exclusive agent to provide Huicong Construction with technology support and services related to internet content provider business of Huicong Construction, which includes:

- (i) server maintenance services;
- (ii) the development, renewal and upgrading of server application software and its application in the internet content provider business;
- (iii) the development, renewal and upgrading of application software for internet user;
- (iv) the technology service of e-commerce;
- (v) the training of technical personnel; and
- (vi) other reasonable requests from Huicong Construction for technical services.

Under the Technology Services Agreement, Huicong Construction shall pay Beijing HC International a fee at the rate of RMB20 per hour for the provision of the aforesaid services. Beijing HC International shall assign five persons to provide the aforesaid services and the annual fee shall be RMB211,200. The annual fee thereafter may be adjusted, but it shall not exceed 10% of the amount charged in the previous year.

### **Domain Names and Trademarks Licence Agreement**

Beijing HC International first entered into a domain names and trademarks licence agreement (the "Domain Names and Trademarks Licence Agreement") with Huicong Construction on 2nd January 2002 for a term of three years (and subsequently extended). The existing term of the Domain Names and Trademarks Licence Agreement (as supplemented by a supplemental agreement dated 15th September 2014) is three years commencing from 15th September 2014 to 14th September 2017 and may be renewed for additional term of three years at the sole discretion of Beijing HC International (and such renewal shall be subject to the Company having obtained all necessary approval and consents in accordance with applicable laws, rules and regulations (including applicable rules governing listing of Shares on the Stock Exchange)).

根據技術服務協議，北京慧聰國際獲慧聰建設委任為其獨家代理，為慧聰建設提供與其互聯網內容供應商業務相關之技術支援及服務，包括：

- (i) 伺服器維護服務；
- (ii) 開發、更新及升級伺服器應用軟件及其於互聯網內容供應商業務之應用；
- (iii) 為互聯網用戶開發、更新及升級軟件應用；
- (iv) 電子商務技術服務；
- (v) 技術人員培訓；及
- (vi) 慧聰建設就技術服務提出之其他合理要求。

根據技術服務協議，慧聰建設須就提供上述服務向北京慧聰國際支付費用每小時人民幣20元。北京慧聰國際須安排五名人士提供上述服務，而年費須為人民幣211,200元。其後年費可予調整，惟不得超過之前一年所支付金額之10%。

### **域名及商標許可協議**

北京慧聰國際最初於二零零二年一月二日與慧聰建設訂立域名及商標許可協議（「域名及商標許可協議」），為期三年（及其後獲延長）。域名及商標許可協議（經日期為二零一四年九月十五日之補充協議補充）之現行期限自二零一四年九月十五日起至二零一七年九月十四日止，為期三年，並可由北京慧聰國際全權酌情續訂額外三年（而有關續訂須待本公司根據適用法律、法規及規定（包括聯交所股份上市監管之適用法規）取得所有必需批准及同意後，方可落實）。

## Management's Discussion and Analysis 管理層討論和分析

Pursuant to the Domain Names and Trademarks Licence Agreement, Beijing HC International licences Huicong Construction to use certain domain names and trademarks (including domain names and trademarks owned by Beijing HC International and to be obtained by it from time to time) for the sole purpose of operating the website and dissemination of information for the benefit of Beijing HC International in the PRC. Any intellectual properties developed by Huicong Construction during the term (including any renewed term) of the Domain Names and Trademarks Licence Agreement would belong to Beijing HC International. Parties further agreed that where any intellectual properties are required by law to be registered in the name of Huicong Construction, Huicong Construction shall, where permitted by applicable laws and regulations, upon request of Beijing HC International assign such intellectual property rights to Beijing HC International or a party as designated by Beijing HC International, and shall return any consideration received for such transfer. Huicong Construction has undertaken that they shall warrant and guarantee that such intellectual properties are flawless and it shall bear all damages and losses caused to Beijing HC International by any flaw of such intellectual properties. Beijing HC International has the right to recover all of its losses from Huicong Construction for liabilities to any third party.

Under the Domain Names and Trademarks Licence Agreement, Huicong Construction shall pay an annual fee of RMB240,000. The annual fee thereafter may be adjusted, but the adjustment shall not exceed 10% of the amount charged in the previous year.

### **Online Information Distribution Agreement**

Beijing HC International first entered into an online information distribution agreement (the "Online Information Distribution Agreement") with Huicong Construction on 2nd January 2002 for a term of three years (and subsequently extended). The existing term of the Online Information Distribution Agreement (as supplemented by a supplemental agreement dated 15th September 2014) is three years commencing from 15th September 2014 to 14th September 2017, and may be renewed for additional term of three years at the sole discretion of Beijing HC International (and such renewal shall be subject to the Company having obtained all necessary approval and consents in accordance with applicable laws, rules and regulations (including applicable rules governing listing of Shares on the Stock Exchange)).

Pursuant to the Online Information Distribution Agreement, Beijing HC International appoints Huicong Construction to exclusively publish the information collected, edited or produced by Beijing HC International on the website operated by Huicong Construction.

Under the Online Information Distribution Agreement, Beijing HC International shall pay an annual fee of RMB240,000. The annual fee thereafter may be adjusted, but the adjustment shall not exceed 20% of the amount charged in the previous year.

根據域名及商標許可協議，北京慧聰國際許可慧聰建設使用若干域名及商標（包括由北京慧聰國際擁有及由其不時取得之域名及商標），僅供於中國經營網站及發佈有利於北京慧聰國際利益之信息。慧聰建設於域名及商標許可協議期限（包括任何續訂期限）內所開發之任何知識產權將屬北京慧聰國際所有。訂約方進一步協定倘法律規定任何知識產權須以慧聰建設之名義登記，慧聰建設在獲適用法律及法規准許下，須應北京慧聰國際之要求轉讓該知識產權予北京慧聰國際或北京慧聰國際指定之一名訂約方，並須退還有關轉讓之任何代價。慧聰建設已承諾其須保證及擔保有關知識產權乃並無缺憾，及其須承擔因有關知識產權之任何缺憾導致北京慧聰國際蒙受之所有損失及虧損。北京慧聰國際有權就任何第三方之責任而向慧聰建設收回北京慧聰國際所有虧損。

根據域名及商標許可協議，慧聰建設須支付年費人民幣240,000元。其後年費可予調整，惟調整不得超過之前一年所支付金額之10%。

### **網上信息發佈協議**

北京慧聰國際於二零零二年一月二日與慧聰建設首次訂立網上信息發佈協議（「網上信息發佈協議」），為期三年（及其後獲延長）。網上信息發佈協議（經日期為二零一四年九月十五日之補充協議補充）之現有期限自二零一四年九月十五日起自二零一七年九月十四日止，為期三年，並可由北京慧聰國際全權酌情續訂額外三年（而有關續訂須待本公司根據適用法律、法規及規定（包括聯交所股份上市監管之適用法規）取得所有必需批准及同意後，方可落實）。

根據網上信息發佈協議，北京慧聰國際委任慧聰建設於慧聰建設營運之網站獨家發佈由北京慧聰國際收集、編輯或提供之信息。

根據網上信息發佈協議，北京慧聰國際須支付年費人民幣240,000元。其後年費可予調整，惟調整不得超過之前一年所支付金額之20%。

## Management's Discussion and Analysis 管理層討論和分析

### **Online Advertisement Publication Agreement**

HC Advertising first entered into an online advertisement publication agreement (the "Online Advertisement Publication Agreement") with Huicong Construction on 2nd January 2002 for a term of three years (and subsequently extended). The existing term of the Online Advertisement Publication Agreement (as supplemented by a supplemental agreement dated 15th September 2014) is three years commencing from 15th September 2014 to 14th September 2017, and may be renewed for additional term of three years at the sole discretion of HC Advertising (and such renewal shall be subject to the Company having obtained all necessary approval and consents in accordance with applicable laws, rules and regulations (including applicable rules governing listing of Shares on the Stock Exchange)).

Pursuant to the Online Advertisement Publication Agreement, HC Advertising appoints Huicong Construction to publish exclusively advertisement designed, produced by or entrusted to HC Advertising on the website operated by Huicong Construction.

Under the Online Advertisement Publication Agreement, HC Advertising shall pay an annual fee of RMB100,000. The annual fee thereafter may be adjusted, but the adjustment shall not exceed 20% of the amount charged in the previous year.

### **Exclusive Option Agreement**

Beijing HC International entered into the exclusive option agreement (the "Exclusive Option Agreement") with Huicong Construction, Mr. Guo Fansheng and Mr. Guo Jiang on 15th September 2014, pursuant to which Mr. Guo Fansheng and Mr. Guo Jiang jointly and severally granted to Beijing HC International (and Huicong Construction having consented to such grant) an irrevocable exclusive option for Beijing HC International (or such third party as it may designate) to purchase, to the extent permitted by PRC laws, all or part of their equity interests in Huicong Construction, at the consideration of RMB1,400,000 or a minimum purchase price permitted under PRC laws and regulations at the time of exercise of such option. Such exclusive option is for an indefinite term commencing on 15th September 2014 until (i) it is terminated by Beijing HC International in writing, or (ii) upon transfer of the entire equity interests held by Mr. Guo Fansheng and Mr. Guo Jiang in Huicong Construction. Such exclusive option may not be revoked or varied during the term of the Exclusive Option Agreement.

Pursuant to the Exclusive Option Agreement, each of Mr. Guo Fansheng and Mr. Guo Jiang has undertaken to Beijing HC International, among other things, that (i) they shall not create any pledge, indebtedness or third party encumbrances, and shall not transfer, give by way of gift, pledge or otherwise dispose of its equity in Huicong Construction to any party other than Beijing HC International (or such third party as it may designated by it). Further, Huicong Construction has undertaken to Beijing HC International, among other things, that:

- (i) it will operate its business in accordance with laws, regulations, requirements and other management requirements or directions by relevant governmental department;

### **網上廣告刊登協議**

慧聰廣告最初於二零零二年一月二日與慧聰建設訂立網上廣告刊登協議(「網上廣告刊登協議」)，為期三年(及其後獲延長)。網上廣告刊登協議(經日期為二零一四年九月十五日之補充協議補充)之現有期限自二零一四年九月十五日起至二零一七年九月十四日止，為期三年，並可由慧聰廣告全權酌情續訂額外三年(而有關續訂須待本公司根據適用法律、規則及法規(包括聯交所股份上市監管之適用法規)取得所有必需批准及同意後，方可落實)。

根據網上廣告刊登協議，慧聰廣告委聘慧聰建設於慧聰建設營運之網站上獨家刊登由慧聰廣告設計、製作或負責之廣告。

根據網上廣告刊登協議，慧聰廣告須支付年費人民幣100,000元。其後年費可予調整，惟調整不得超過之前一年所支付金額之20%。

### **獨家購股權協議**

北京慧聰國際與慧聰建設、郭凡生先生及郭江先生於二零一四年九月十五日訂立獨家購股權協議(「獨家購股權協議」)，據此，郭凡生先生及郭江先生共同及個別地向北京慧聰國際授出(而有關授出取得慧聰建設同意)不可撤回獨家購股權，以讓北京慧聰國際(或其指派之第三方)在中國法律允許之情況下購買彼等所持全部或部分慧聰建設股權，代價為人民幣1,400,000元或於有關購股權獲行使時中國法律及法規允許之最低收購價。有關獨家購股權不設期限，自二零一四年九月十五日起生效，直至(i)北京慧聰國際以書面形式終止協議，或(ii)郭凡生先生及郭江先生轉讓彼等所持全部慧聰建設股權為止。有關獨家購股權不可於獨家購股權協議期內撤回或修改。

根據獨家購股權協議，郭凡生先生及郭江先生各自已向北京慧聰國際承諾，(其中包括)(i)彼等不會設立任何質押、債務或第三方產權負擔，亦不會轉讓、贈送、抵押或以其他方式向北京慧聰國際(或其指派之第三方)以外任何人士出售所持慧聰建設股權。此外，慧聰建設已向北京慧聰國際承諾，其中包括：

- (i) 其將根據相關政府部門之法律、法規、規定及其他管理規定或指示營運業務；

## Management's Discussion and Analysis 管理層討論和分析

- (ii) it shall ensure the continual existence of Huicong Construction in accordance with good financial and business standards and practices, and shall prudently and effectively operate its business and transactions, and shall use its best endeavours to ensure Huicong Construction obtaining all licences, permits and approval requires for its operation, and to ensure that they shall not be cancelled, revoked or declared invalid;
  - (iii) Huicong Construction shall provide all its information in respect of its operation and finance at Beijing HC International's request;
  - (iv) Huicong Construction shall not conduct any of the following matters unless with prior written approval from Beijing HC International: (a) sell, transfer, pledge or otherwise dispose of any assets, business, or income, or allow encumbrance be created thereon (save as in its ordinary course of business or with prior written approval from Beijing HC International); (b) enter into any transactions which will materially and adversely affect its assets, obligations, operation, equity interest and other legal rights (save as in its ordinary course of business or with prior written approval from Beijing HC International); (c) declare dividend, bonus to its shareholders; (d) incur, take up, guarantee or allow any indebtedness other than those in the ordinary course of business and with the prior written consent of Beijing HC International;
  - (v) resolve any shareholders' resolution on increasing or decreasing its registered capital, or alerting its registered capital structure;
  - (vi) alter its articles of association, or change its scope of business; and
  - (vii) change or remove any of its director or senior management.
- (ii) 其將確保慧聰建設繼續存在，符合良好財務及業務準則及慣例，亦會審慎及有效地營運業務及交易，並會竭盡所能確保慧聰建設取得業務營運所需一切牌照、許可證及批准，且確保有關牌照、許可及批准不會被撤銷、撤回或宣佈無效；
  - (iii) 慧聰建設將應北京慧聰國際要求提供有關其營運及財務事宜之所有資料；
  - (iv) 除非事先取得北京慧聰國際之書面同意，否則慧聰建設不得進行以下任何行動：(a)出售、轉讓、抵押或以其他方式出售任何資產、業務或收入或允許就任何資產、業務或收入設置產權負擔(於其一般業務過程中或在事先取得北京慧聰國際書面同意之情況下則另作別論)；(b)訂立任何交易以致其資產、責任、營運、股權及其他法定權利遭受重大不利影響(於其一般業務過程中或在事先取得北京慧聰國際書面同意之情況下則另作別論)；(c)向其股東宣派股息及花紅；(d)產生或承擔任何債務、就任何債務作出擔保或允許任何債務(於其一般業務過程中及在事先取得北京慧聰國際書面同意之情況下則另作別論)；
  - (v) 就任何有關增加或削減其註冊資本或影響其註冊資本結構之股東決議案作出議決；
  - (vi) 修改其組織章程細則或變更其業務範疇；及
  - (vii) 更換或罷免其任何董事或高級管理人員。

Each of Mr. Guo Fansheng and Mr. Guo Jiang, as registered shareholders of Huicong Construction, has executed a blank equity transfer agreement with respect of his equity interests in Huicong Construction to the custody of Beijing HC International, which may be effected by Beijing HC International (or such third party as it may designate) in the event he fails to discharge his obligations.

Huicong Construction, Mr. Guo Fansheng and Mr. Guo Jiang further executed an undertaking dated 15th September 2014 (the "Undertaking"), pursuant to which, among other things, they undertake to unconditionally return to the Group any consideration they receive in the event Beijing HC International acquires the equity interests in Huicong Construction, and to unconditionally transfer the domain name "hc360.com" and related registered trademark(s) to Beijing HC International (or such third party as it may designate by it) in the event that the agreements underlying the Contractual Arrangements lapse, expire or be terminated.

郭凡生先生及郭江先生(作為慧聰建設之註冊股東)各自已就彼所持有之慧聰建設股權簽立一份留空之股權轉讓協議，並交由北京慧聰國際託管，可由北京慧聰國際(或其指派之第三方)於彼未能履行責任時啟動生效。

慧聰建設、郭凡生先生及郭江先生進一步簽立日期為二零一四年九月十五日之承諾書(「承諾」)，據此，(其中包括)彼等承諾於北京慧聰國際收購慧聰建設股權時無條件向本集團退還彼等所收取之任何代價，並於合約安排相關協議失效、到期或終止時無條件向北京慧聰國際(或其指派之第三方)轉讓域名「hc360.com」及相關註冊商標。

## Management's Discussion and Analysis

### 管理層討論和分析

#### **Power of Attorney**

On 15th September 2014, each of Mr. Guo Fansheng and Mr. Guo Jiang has executed a power of attorney (the "Power of Attorney"). Pursuant to each of the Powers of Attorney, each of Mr. Guo Fansheng and Mr. Guo Jiang unconditionally and irrevocably authorises any individual designated by Beijing HC International (which shall be a director of the Company (other than Mr. Guo Fansheng, Mr. Guo Jiang or their close associates), and shall be a resident of PRC) to represent him in exercising all his rights as shareholders of Huicong Construction under applicable PRC laws, including without limitation, to transfer all his equity interests, to determine the consideration for such transfer, to complete all relevant procedures regarding such transfer, to attend general meetings and exercise voting rights, to execute all such relevant documents, agreements and resolutions, etc.. Such Powers of Attorney shall remain in full force and effect from 15th September 2014 until Mr. Guo Fansheng or Mr. Guo Jiang (as the case may be) ceases to be a shareholder of Huicong Construction.

#### **Equity Pledge Agreement**

Beijing HC International, Mr. Guo Fansheng and Mr. Guo Jiang entered into the equity pledge agreement (the "Equity Pledge Agreement") on 15th September 2014, pursuant to which each of Mr. Guo Fansheng and Mr. Guo Jiang pledged all their respective equity interests in Huicong Construction to Beijing HC International to secure performance of all their obligations and the obligations of Huicong Construction under the Domain Names and Trademarks Licence Agreement, the Technology Services Agreement, the Online Information Distribution Agreement, the Online Advertisement Publication Agreement, the Exclusive Option Agreement and the Powers of Attorney.

Beijing HC International will be entitled to exercise the rights of pledge in the event Huicong Construction fails to pay the service fee under the Technology Services Agreement and the Domain Names and Trademarks Licence Agreement or fail to perform any other term of the above agreements, the Online Information Distribution Agreement and the Online Advertisement Agreement, or any of Huicong Construction, Mr. Guo Fansheng or Mr. Guo Jiang fails to perform any term of the Exclusive Option Agreement and the Powers of Attorney (as the case may be), upon reasonable notice. If Huicong Construction declares any dividend, bonus or adopt any proposal for distribution of profits during the term of the Equity Pledge Agreement, such dividends, bonus or economic benefits of all such proposal for distribution shall be delivered to Beijing HC International.

The Equity Pledge Agreement is for an indefinite term commencing from 15th September 2014 until (i) all the agreements (other than the Equity Pledge Agreement) underlying the Contractual Arrangements have been terminated by Beijing HC International and/or HC Advertising (as the case may be) or (ii) all the obligations under the Equity Pledge Agreement have been fulfilled. The Equity Pledge Agreement has been filed at relevant Industry and Commerce Bureau on 16th September 2014.

#### **授權書**

於二零一四年九月十五日，郭凡生先生及郭江先生各自已簽立一份授權書（「授權書」）。根據各份授權書，郭凡生先生及郭江先生各自無條件及不可撤回地授權北京慧聰國際指派之任何人士（須為本公司董事（郭凡生先生、郭江先生或彼等之緊密聯繫人士除外）及中國居民）代其根據適用中國法律行使其作為慧聰建設股東之所有權利，包括但不限於轉讓其所有股權、釐定有關轉讓之代價、完成有關轉讓之所有相關手續、出席股東大會及行使投票權、簽立所有相關文件、協議及決議案等等。有關授權書將自二零一四年九月十五日起具有十足效力，直至郭凡生先生或郭江先生（視情況而定）不再為慧聰建設股東。

#### **股權質押協議**

北京慧聰國際、郭凡生先生及郭江先生於二零一四年九月十五日訂立股權質押協議（「股權質押協議」），據此，郭凡生先生及郭江先生各自向北京慧聰國際質押彼等各自所持全部慧聰建設股權，作為履行彼等及慧聰建設於域名及商標許可協議、技術服務協議、網上信息發佈協議、網上廣告刊登協議、獨家購股權協議及授權書項下之全部責任之擔保。

倘慧聰建設無法根據技術服務協議以及域名及商標許可協議支付服務費或無法履行上述協議、網上信息發佈協議及網上廣告刊登協議之任何其他條款，或慧聰建設、郭凡生先生或郭江先生任何一方無法履行獨家購股權協議及授權書（視情況而定）之任何條款，則北京慧聰國際將有權於發出合理通知後行使質押權利。倘慧聰建設於股權質押協議期內宣派任何股息、花紅或就分派溢利採納任何建議，則有關股息、花紅或所有有關分派建議之經濟利益均須交付予北京慧聰國際。

股權質押協議不設期限，自二零一四年九月十五日起生效，直至(i)構成合約安排之所有協議（股權質押協議除外）已由北京慧聰國際及／或慧聰廣告（視情況而定）終止或(ii)股權質押協議項下全部責任已獲履行。股權質押協議已於二零一四年九月十六日呈交相關工商局備案登記。

## Management's Discussion and Analysis 管理層討論和分析

### Risks associated with the Contractual Arrangements

*The government may determine that the agreements underlying the Contractual Arrangements do not comply with applicable regulations, or these regulations or their interpretation may change in the future*

The Company is incorporated in the Cayman Islands and members of the Group established in the PRC are considered as foreign-invested enterprise. Currently, laws and regulations of the PRC restrict participation and operation of internet content services by foreign investors. The Group depends on the Contractual Arrangements with Huicong Construction in respect of its online services. Upon interview conducted by the PRC legal advisers with relevant responsible officer of the Telecommunication Department of Beijing Communications Administration (北京市通信管理局電信管理處), the PRC legal advisers were informed that currently, there is no prohibition of adoption of contractual arrangements or variable interest entity in the business of services, and there has been no law, rules, regulations or normative documents in the PRC which stipulates that such arrangements constitute "concealing illegal intentions with a lawful form" under PRC laws.

Save for matters as further discussed in the paragraph headed "Certain terms of the Contractual Arrangements may not be enforceable under PRC laws" below, our PRC legal advisers are of the opinion that the agreements underlying the Contractual Arrangements are, collectively and individually, legal and valid and do not violate PRC laws, rule and regulations. Although the Group has not received any interference regarding the legality of the Contractual Arrangements, there is no assurance that the PRC government or judicial authorities would agree that the Contractual Arrangements comply with PRC licensing, registration, other regulatory requirements or policies that may be adopted in the future. If the PRC government or judicial authorities determines that the Group or the Contractual Arrangements do not comply with applicable PRC laws and regulations, it could have discretion in dealing with such incompliance, including:

- (i) discontinuing or placing restriction on the business operation of Beijing HC International, HC Advertising and/or Huicong Construction in the PRC;
- (ii) requiring reorganisation or restructuring of ownership or business of Beijing HC International and/or HC Advertising;
- (iii) levying fines and/or confiscating the proceeds generated from the operations under the Contractual Arrangements;
- (iv) taking other regulatory or enforcement actions that could have a material adverse effect over the Group's financial condition or business.

### 與合約安排有關之風險

*政府可釐定合約安排相關協議不符合適用法規，或該等法規或其詮釋可能於日後有所改變*

本公司於開曼群島註冊成立，而本集團於中國成立之成員公司被視為外商投資企業。現時，中國法律及法規限制外國投資者參與及營運互聯網內容服務。本集團就其線上服務依賴與慧聰建設訂立之合約安排。經由中國法律顧問與北京市通信管理局電信管理處相關負責官員會晤後，中國法律顧問獲告知，現時在服務業務方面並無禁止採用合約安排或可變收益實體，且中國並無任何法律、規則、法規或規範文件訂明該等安排根據中國法律構成「以合法形式掩蓋非法目的」。

除於下文「合約安排之若干條款未必可根據中國法律強制執行」一段進一步討論之事項外，中國法律顧問認為合約安排相關協議共同及個別屬合法及有效，且並無違反中國法律、規則及法規。儘管本集團並無就有關合約安排之合法性遭受任何干預。無法保證中國政府或司法機關將同意合約安排乃符合中國許可證、登記、其他監管規定或日後可能採用之政策。倘中國政府或司法機關認為本集團或合約安排不符合中國適用之法律及法規，其可能會酌情處理有關不合規事宜，包括：

- (i) 終止或限制北京慧聰國際、慧聰廣告及／或慧聰建設於中國之業務運營；
- (ii) 規定重組或重整北京慧聰國際及／或慧聰廣告之所有權或業務；
- (iii) 徵收罰款及／或沒收根據合約安排由經營業務產生之所得款項；
- (iv) 採取任何可能對本集團之財務狀況或業務造成重大不利影響之其他監管或執法行動。



## Management's Discussion and Analysis

### 管理層討論和分析

The imposition of any of the above mentioned consequences could result in a material and adverse effect on the Group's ability to conduct its online business. In particular, in the event the imposition of any of these consequence prevent Huicong Construction from providing internet content provider services to the Group and the Group is unable to locate any substitute timely, the operation of the Group's platform could be severely disrupted and the Group may breach its existing contracts for online businesses (including among others, subscription for Mai-Mai-Tong and Biao-Wang search). Where the Group loses the right to direct the activities of Huicong Construction as a result of these consequences, the Group would also be no longer able to consolidate the financial results of Huicong Construction.

*The Contractual Arrangements may not provide control as effective as direct ownership*

The Group depends on the Contractual Arrangements with Huicong Construction, who hold key licences required, in respect of its online services. Huicong Construction is owned as to 50% by Mr. Guo Fansheng and as to 50% by Mr. Guo Jiang. The Company and its subsidiaries do not own or hold any equity interests in Huicong Construction.

The Contractual Arrangements may not be as effective in providing control over website operations in PRC as direct ownership in these businesses. For example, Huicong Construction and its shareholders could breach or fail to perform their obligations under the Contractual Arrangements. If Huicong Construction fails to perform its obligations under the Contractual Arrangements, the Group will have to resort to legal remedies under the PRC law, which could result in substantial litigation costs and diverse the Group's management's time and efforts away from their running the regular business of the Group. There is uncertainty as to the outcome and duration of legal proceedings and its enforceable. In addition, the Group cannot be sure that contractual remedies would be effective or sufficient to enforce its interests. In the event Huicong Construction refuses or fails to provide the internet content services to the Group and the Group is unable to locate any substitute timely, the operation of the Group's platform could be severely disrupted and the Group may breach its existing contracts for online businesses.

實行任何上述結果可導致對本集團進行其線上業務能力有重大不利影響。特別是，倘實行任何上述該等結果阻止慧聰建設提供互聯網內容供應商服務予本集團及本集團無法及時覓得任何替代方法，則本集團之平台營運或會嚴重受創，而本集團可能違反其線上業務之現有合約，其中包括認購買賣通及標王搜索。倘本集團因該等結果失去指示慧聰建設活動之權利，本集團亦將不能將慧聰建設之財務業績合併入賬。

*合約安排賦予之控制權，未必如直接擁有一樣有效*

本集團就其線上服務依賴與持有所需主要許可證之慧聰建設所訂立之合約安排。慧聰建設由郭凡生先生及郭江先生分別擁有50%權益。本公司及其附屬公司並無擁有或持有慧聰建設之任何股權。

在控制中國網站營運方面，合約安排或不能如直接擁有該等業務般有效。例如，慧聰建設及其股東可能違反或未能履行其於合約安排下之責任。倘慧聰建設未能履行其於合約安排下之責任，本集團將須根據中國法律訴諸法律之補救方法，而該等補救方法可能導致重大訴訟成本及分散本集團管理層經營本集團日常業務之時間及人力物力。無法確定該等法律程序之結果及所需時間，以及能否強制執行。此外，本集團不能確定合約補救方法可有效或足夠執行其利益。倘慧聰建設拒絕或未能向本集團提供互聯網內容服務，而本集團無法及時覓得任何替代方法，本集團之平台營運或會受到嚴重障礙，而本集團可能違反其線上業務之現有合約。

## Management's Discussion and Analysis 管理層討論和分析

The Group currently operates its online platform principally through the website of "hc360.com". Currently, Huicong Construction is the registrant of the domain name "hc360.com" in light of relevant requirements in the PRC on internet content provider business. Huicong Construction, Mr. Guo Fansheng and Mr. Guo Jiang have undertaken pursuant to the agreements underlying the Contractual Arrangements and the Undertaking that Huicong Construction will, so far as it is permitted under the PRC laws, transfer the domain name and trademark(s) to the Group (or the Group's nominee) in the event the Contractual Arrangements lapse, expire or be terminated. If the Group is unable to acquire the domain name from Huicong Construction, or if Huicong Construction declares bankruptcy or if the domain name, as part of Huicong Construction's assets, become subject to liens or rights of third party, the Group may be unable to continue its existing business using "hc360.com" and may be required to establish a new domain name, and to establish new trademark, which may disrupt the Group's operation, confuse users and damage the Group's reputation, and may materially and adversely affect the Group's results of operation.

*The registered shareholders of Huicong Construction may have potential conflicts of interest with the Group*

As at the date of this report, equity interests of Huicong Construction is owned as to 50% by Mr. Guo Fansheng and 50% by Mr. Guo Jiang. Mr. Guo Fansheng is the sole director and the legal representative of Huicong Construction. The Directors are of the view that Mr. Guo Fansheng and Mr. Guo Jiang are controllers of Huicong Construction. Each of Mr. Guo Fansheng and Mr. Guo Jiang has pursuant to the Undertaking undertakes to the Company that each of them will procure Huicong Construction in fulfilling its obligations under the agreements underlying the Contractual Arrangements. Each of Mr. Guo Fansheng and Mr. Guo Jiang, as a Director, also owes fiduciary duties to the Company and the Shareholders as a whole pursuant to relevant law of the Cayman Islands.

There is no assurance that when conflicts of interests arise, shareholders of Huicong Construction will act in the best interests of the Group, or that any conflicts of interests will be resolved in favour of the Group.

本集團現時主要透過網站「hc360.com」營運其線上平台。鑒於中國對互聯網內容供應商業務之相關規定，慧聰建設現時為域名「hc360.com」之註冊人。根據合約安排相關協議及承諾，慧聰建設、郭凡生先生及郭江先生已承諾，在中國法律准許之情況下，倘合約安排失效、屆滿或被終止，慧聰建設將轉讓其域名及商標予本集團或本集團之代名人。倘本集團未能向慧聰建設收購域名，或倘慧聰建設宣佈破產或倘域名（作為慧聰建設之資產一部分）受到留置權或第三方權利之限制，本集團可能未能使用「hc360.com」繼續經營其現有業務及可能須建立一個新域名及新商標，此舉可能干擾本集團之營運、混淆用戶及損害本集團之聲譽，並可能對本集團之經營業績造成重大不利影響。

*慧聰建設之登記股東可能與本集團有潛在利益衝突*

截至本報告日期，慧聰建設之股本權益分別由郭凡生先生及郭江先生擁有50%。郭凡生先生為慧聰建設之唯一董事及合法代表。董事認為郭凡生先生及郭江先生為慧聰建設之控權人。郭凡生先生及郭江先生各自已根據承諾向本公司作出承諾，彼等各自將促使慧聰建設履行其於合約安排相關協議項下之責任。根據開曼群島相關法律，郭凡生先生及郭江先生各自作為董事亦對本公司及股東整體負有受信責任。

概不保證當有利益衝突時，慧聰建設之股東將以本集團之最佳利益行事，或以本集團有利之方式解決任何利益衝突之事宜。



## Management's Discussion and Analysis

### 管理層討論和分析

To further strengthen the protections to the Group over potential conflicts of interest between the registered shareholders of Huicong Construction, and the Group, on 15th September 2014, Beijing HC International entered into, among others, the Exclusive Option Agreement, the Equity Pledge Agreement and the Powers of Attorney with Huicong Construction. Pursuant to the Exclusive Option Agreement, Beijing HC International was granted the option to purchase from the registered shareholders their equity interest in Huicong Construction when and to the extent permitted by law. Pursuant to the Equity Pledge Agreement, Beijing HC International is entitled to dispose of the equity interests of Huicong Construction pledged, in the event of stipulated events regarding failure of performance by, among others, registered shareholders of Huicong Construction. Further, each of the Mr. Guo Fansheng and Mr. Guo Jiang has executed the Power of Attorney which authorises individual designated by Beijing HC International to exercise all of their rights and powers as shareholders of Huicong Construction.

Since the entering into of the agreements underlying the Contractual Arrangements and up to the date of this report, neither Huicong Construction nor its registered shareholders commits any breach of the agreements underlying the Contractual Arrangements or undertakings. However, if shareholder(s) of Huicong Construction cause Huicong Construction to breach the Contractual Arrangements, or in the event Mr. Guo Fansheng and/or Mr. Guo Jiang breach the aforesaid undertakings, the Group will have to resort to legal remedies under the PRC law, which could result in substantial litigation costs and divert the Group's management's time and efforts away from their running the regular business of the Group. There is uncertainty as to the outcome and duration of legal proceedings and its enforceability, and the Group cannot be sure that contractual remedies would be effective or sufficient to enforce its interests. Acquisition by the Group (or by designees of the Group) of equity interests under the Exclusive Option Agreement and/or the Equity Pledge Agreement may further be subject to substantial transaction costs and taxation. In the event that the Contractual Arrangements are breached and the Group is unable to locate any substitute to provide internet content services timely, the operation of the Group's platform could be severely disrupted and the Group may breach its existing contracts for online businesses, and the Group's operation, result of operations and financial conditions may be materially and adversely affected. Also, if the Group is unable to acquire the domain name in such events, or if Huicong Construction declares bankruptcy or if the domain name, as part of Huicong Construction's assets, become subject to liens or rights of third party, the Group may be unable to continue its existing business using the domain name of "hc360.com" and may be required to establish a new domain name, which may disrupt the Group's operation, confuse users and damage the Group's reputation, and may materially and adversely affect the Group's results of operation.

為進一步加強慧聰建設登記股東與本集團發生潛在利益衝突時對本集團之保障，北京慧聰國際於二零一四年九月十五日與慧聰建設訂立(其中包括)獨家購股權協議、股權質押協議及授權書。根據獨家購股權協議，倘及在法例批准之情況下，北京慧聰國際獲授予購股權以向登記股東購買其於慧聰建設之股權。根據股權質押協議，倘發生有關(其中包括)慧聰建設登記股東未能履行協議所訂明之事件，北京慧聰國際有權利出售所質押之慧聰建設股權。此外，郭凡生先生及郭江先生各自已簽立授權書，授權由北京慧聰國際所指定之個別人士行使其作為慧聰建設股東之所有權利及權力。

自訂立合約安排相關協議起至本報告日期，慧聰建設或其登記股東概無作出任何違反合約安排相關協議或承諾之行為。然而，倘慧聰建設之股東促使慧聰建設違反合約安排，或倘郭凡生先生及/或郭江先生違反上述承諾，本集團將根據中國法律訴諸法律之補救方法，此舉可能導致重大訴訟成本，並分散本集團管理層經營本集團日常業務之時間及人力物力。無法確定該等法律程序之結果及所需時間，以及能否強制執行，而本集團不能確定合約補救方法可有效或足夠執行其利益。由本集團(或本集團指定人士)根據獨家購股權協議及/或股權質押協議進行之股權收購可能進一步受重大交易成本及稅項之限制。倘違反合約安排，而本集團未能及時找到任何提供互聯網內容服務之替代方法，則本集團之平台營運或會受到嚴重障礙；而本集團可能違反其線上業務之現有合約，以致本集團之業務營運及財務狀況可能受到重大不利影響。此外，倘本集團於該等情況下未能收購域名，或倘慧聰建設宣佈破產或倘作為慧聰建設資產一部分之域名受到優先權或第三方權利限制，本集團可能無法使用域名「hc360.com」繼續其現時業務，並可能需要建立一個新域名，此舉可能會干擾本集團之營運、混淆用戶及損害本集團之聲譽，並可能對本集團之經營業績造成重大不利影響。

## Management's Discussion and Analysis 管理層討論和分析

*The Contractual Arrangements may subject the Group to increased taxation due to different income tax rates applicable to Beijing HC International and Huicong Construction*

Pursuant to the Online Information Distribution Agreement, Huicong Construction provides internet content provider services for an annual fee of RMB240,000.

During the year ended 31st December 2014 and 2015, Beijing HC International is subject to a preferential tax rate of 15%, and Huicong Construction is subject to a tax rate of 25%.

In light of the different income tax rates applicable, the determination of such annual fee and other payment by the Group to Huicong Construction may be challenged by relevant PRC tax authorities as unfair, and may adjust the taxable income or tax amount payable by the Group, requesting outstanding tax amount be paid or imposing administrative penalty, thereby having adverse tax consequence and affect the Group's business, financial conditions and results of operations of the Group materially and adversely.

Since the entering into of the Contractual Arrangements and up to the date of this report, the Group has not received any interference from relevant PRC tax authorities as to the different income tax rates applicable.

*Huicong Construction may not provide internet content services to the Group if the Contractual Arrangements are not renewed or extended on equivalent or similar terms, or if Huicong Construction ceases its operation or corporate entity in the event of dissolution or liquidation, etc.*

The Group depends on the Contractual Arrangements with Huicong Construction, which holds key licences required, to operate the Group's online platform. Certain of the agreements underlying the Contractual Arrangements (other than the Exclusive Option Agreement, the Equity Pledge Agreement and the Powers of Attorney, which have an indefinite terms unless terminated) currently has a term of three years, and will expire by 14th September 2017, subject to renewal by Beijing HC International and/or HC Advertising at its respective discretion in accordance with the respective terms of the agreements. The Company expects that the Group will renew the agreements on equivalent or similar terms prior to their expiries.

If the Contractual Arrangements are not renewed or extended on equivalent or similar terms, or if Huicong Construction ceases its operation or corporate entity in the event of dissolution or liquidation, the Group would have to engage another PRC entity holding relevant licences required to provide internet content services to the Group.

*因北京慧聰國際及慧聰建設適用於不同所得稅率，故合約安排可使本集團繳納之稅項增加*

根據網上信息發佈協議，慧聰建設提供互聯網內容供應商服務，年費為人民幣240,000元。

於截至二零一四年及二零一五年十二月三十一日止年度，北京慧聰國際按15%之優惠稅率繳稅，而慧聰建設則按25%之稅率繳稅。

由於適用不同所得稅率，中國相關稅務機構可能質疑本集團向慧聰建設支付該年費及其他款項之釐定方法屬不公平，而調整本集團應課稅收入或應付稅項，要求本集團償付未付之稅項或施加行政處罰，因而造成不利稅務後果及對本集團之業務、財務狀況及營運業績構成重大不利影響。

自訂立合約安排起至本報告日期，本集團並無就適用之不同所得稅率接獲中國相關稅務機構之任何干預。

*倘合約安排未能按相等或相若條款重續或延長，或倘慧聰建設於解散或清盤等情況下終止其營運或企業實體，慧聰建設或不向本集團提供互聯網內容服務*

本集團依賴與持有所需主要許可證之慧聰建設訂立之合約安排，以營運本集團之線上平台。若干合約安排相關協議（不包括獨家購股權協議、股權質押協議及授權書，除非被終止否則該等協議並無固定期限）現時為期三年，並將於二零一七年九月十四日屆滿，北京慧聰國際及／或慧聰廣告可根據協議之相關期限各自酌情決定予以重續。本公司預期本集團將於該等協議屆滿前按相等或相若條款重續。

倘合約安排未能按相等或相若條款重續或延長，或倘慧聰建設於解散或清盤等情況下終止其營運或企業實體，本集團將須委聘另一間持有相關所需許可證之中國實體為本集團提供互聯網內容服務。

## Management's Discussion and Analysis 管理層討論和分析

To strengthen the Group's protection, Beijing HC International entered into the Exclusive Option Agreement dated 15th September 2014, pursuant to which Beijing HC International (or such third party as it may designate) may purchase the equity interests of Mr. Guo Fansheng or Mr. Guo Jiang in Huicong Construction, among others, in the event that Contractual Arrangements are not renewed. The said option is for an indefinite period unless terminated by Beijing HC International or upon Beijing HC International acquiring all equity interests in Huicong Construction. Further, each of the registered shareholders of Huicong Construction (namely, Mr. Guo Fansheng and Mr. Guo Jiang) has executed the Power of Attorney which authorise individual designated by Beijing HC International to exercise all of their rights and powers as shareholders of Huicong Construction. In addition, as each of Mr. Guo Fansheng and Mr. Guo Jiang, being all registered shareholders of Huicong Construction, is a Director, each of them further owes a duty of care to the Company and the Shareholders as a whole under applicable laws. The Directors are of the view that Huicong Construction and/or its registered shareholders are not entitled to terminate the agreements underlying the Contractual Arrangements save for material breach by Beijing HC International and/or HC Advertising (as the case maybe). In such cases of termination, that the Group will be entitled to exercise its rights under the Equity Pledge Agreement to uphold its rights or have to resort to legal remedies under the PRC law.

There is no assurance that the Group can identify new entity which provides internet content services required for the Group's operation timely, or on equivalent or similar terms. In the event that existing PRC entity cannot be located, the Group may be required to engage other parties to set up new entity. Pursuant to the existing laws and regulations, approval procedures for key licences to operate internet content services usually takes three to six months, with such requirements including among others, the Qualification Requirement (as further discussed below) and a minimum requirement of registered capital of not less than RMB1,000,000, while there is no assurance that such approval will be granted, or will be granted on a timely manner.

In the event that the Contractual Arrangements are discontinued and the Group is unable to locate any substitute to provide internet content services timely, the operation of the Group's platform could be severely disrupted and the Group may breach its existing contracts for online businesses, which could materially and adversely affect the Group's business operation and financial results.

*Certain terms of the Contractual Arrangements may not be enforceable under PRC laws*

The Contractual Arrangements provide for dispute resolution by way of arbitration in accordance with the arbitration rules of the Beijing Arbitration Commission in the PRC. The Contractual Arrangements also contain provisions to the effect that, the arbitral body may award remedies over shares and/or assets of Huicong Construction, injunctive relief and/or winding up of Huicong Construction, and that courts in Hong Kong and the Cayman Islands are of competent jurisdiction with power to grant interim remedies in support of arbitration pending formation of arbitral tribunal or in appropriate cases.

為加強本集團之保障，北京慧聰國際訂立日期為二零一四年九月十五日之獨家購股權協議，據此，倘合約安排未能重續，北京慧聰國際(或其可能指定之第三方)可購買(其中包括)郭凡生先生或郭江先生於慧聰建設之股本權益。除非北京慧聰國際予以終止或北京慧聰國際收購慧聰建設所有股本權益，否則上述購股權並無期限。再者，慧聰建設各登記股東(即郭凡生先生及郭江先生)已簽立授權書，授權由北京慧聰國際指定之人士行使彼等作為慧聰建設股東之一切權利及權力。此外，由於慧聰建設之登記股東郭凡生先生及郭江先生均為董事，根據適用法律，彼等各自亦對本公司及股東整體負上謹慎責任。董事認為慧聰建設及/或其登記股東無權終止合約安排相關協議，惟北京慧聰國際及/或慧聰廣告(視情況而定)嚴重違約則作別論。於終止協議之情況下，本集團將有權行使其於股權質押協議下之權利，以維護其權利或根據中國法例採取法律補救方法。

概不保證本集團可覓得新實體適時或按相等或相若之條款為本集團之營運提供所需互聯網內容服務。倘無法物色中國現有之實體，本集團或須僱用其他人士成立新實體。根據現行法例及法規，營運互聯網內容服務之主要許可證之審批程序一般需時三至六個月，有關要求包括(其中包括)資格要求(於下文進一步論述)及註冊資本之最低規定不少於人民幣1,000,000元，且亦不保證獲得有關批准，或適時獲得有關批准。

倘合約安排終止，而本集團未能適時找到提供互聯網內容服務之任何替代方法，本集團平台之營運可能嚴重受損，而本集團可能違反其線上業務之現有合約，以致本集團之業務營運及財務業績可能受到重大不利影響。

*合約安排之若干條款未必可根據中國法律強制執行*

合約安排規定，糾紛須在中國根據北京仲裁委員會之仲裁規則以仲裁方式解決。合約安排亦載有條文訂明仲裁機構可能就慧聰建設之股份及/或資產作出補救措施、發出禁制令及/或授予慧聰建設清盤，而香港及開曼群島之法院具有司法管轄權，有權力在成立仲裁法庭之前或在適當案例下授出臨時補救措施以支持仲裁。

## Management's Discussion and Analysis 管理層討論和分析

We have been advised by our PRC legal advisers that the above mentioned provisions regarding injunctive relief or interim remedies contained in the Contractual Arrangements may not be enforceable, and that under PRC laws, arbitral body does not have the power to grant any injunctive relief or liquidation order in case of dispute.

Accordingly, such remedies may not be available to us timely, or be available to us at all notwithstanding the relevant contractual provisions contained in the Contractual Arrangements.

*Exercise of option to acquire the equity interests in Huicong Construction may be subject to limitations and the ownership transfer may be subject to substantial costs*

Under the Contractual Arrangements, the Group has the option to purchase equity interests in Huicong Construction. It is the intention of the Group to unwind the Contractual Arrangements as soon as the law allows the business to operate without such Contractual Arrangements.

The FITE Regulations currently stipulated that foreign investors are not allowed to hold more than 50% of the equity interests of a company providing value-added telecommunications services, including internet content provider services. As the Company is a company incorporated in the Cayman Islands, all members of the Group controlled by the Company through majority shareholdings or equity interests are regarded as such foreign invested enterprise, which restrict the exercise of option.

In addition, under the FITE Regulations, a foreign invested enterprise wishing to acquire any equity interest in a value-added telecommunications business in the PRC must demonstrate a good track record and experience in providing value-added telecommunications services overseas ("Qualification Requirement"). There is currently no clear guidance on the interpretation of the Qualification Requirement under the existing applicable PRC laws, regulations or rules, and the Company is therefore unable to ascertain the Qualification Requirement. There is no assurance that the Group will be able to sufficiently satisfy the Qualification Requirement, or there will not be any subsequent change, interpretation or guidance on the Qualification Requirement, or such other requirements concerning the operator of internet content provider services. If the restrictions on the percentage of foreign ownership in telecommunications services are removed, the Group may need to unwind the Contractual Arrangements before the Group is in a position to comply with the Qualification Requirement.

本公司已獲中國法律顧問告知，合約安排所載有關發出禁制令或臨時補救措施未必可強制執行，根據中國法律，倘出現糾紛，仲裁機構無權授出任何禁制令或清盤令。

因此，儘管合約安排載有相關合約條文，本集團未必可及時採用或將可採用該等補救措施。

*行使購股權以收購慧聰建設之股本權益或須受限制條件規限及擁有權轉讓或須受重大成本規限*

根據合約安排，本集團擁有購買慧聰建設股本權益之購股權。本集團有意於並無該合約安排情況下可獲法律允許業務營運後儘快解除合約安排。

FITE規定現時規定外國投資者不可於一間提供增值電信服務(包括互聯網內容服務)之公司持有超過50%股本權益。由於本公司為開曼群島註冊成立之有限公司，本公司透過持有大部分股權或股本權益控制之所有本集團成員公司被視為外商投資企業，其限制購股權之行使。

此外，根據FITE規定，外商投資企業欲收購中國增值電信服務業務之任何股本權益，須證明在提供境外增值電信服務方面具備良好往績記錄及經驗(「資格要求」)。根據現行適用之中國法律、法規或規則，現時並無對資格要求之詮釋提供明確指引，因此本公司無法確定具有資格要求。概無法保證本集團將可妥善符合資格要求，或資格要求不會出現任何後續變動、詮釋或指引，或有關互聯網內容服務供應商之營運者之其他要求。倘移除於電信服務之外資擁有權之百分比限制，本集團或需解除合約安排方能符合資格要求。



## Management's Discussion and Analysis

### 管理層討論和分析

The exercise of option to acquire equity ownership of Huicong Construction may incur substantial costs on the part of the Group. Pursuant to the Contractual Arrangements, the Group has an exclusive option to purchase, to the extent permitted by PRC laws, equity interests in Huicong Construction in all or part, at the consideration of RMB1,400,000 or a minimum purchase price permitted under PRC laws and regulations at the time of exercise of such option. Where the relevant PRC authorities determine that the purchase price is below the market value, they may require Beijing HC International to pay enterprise income tax for ownership transfer income with reference to the market value. The amount of tax may be substantial, which could materially and adversely affect the business, financial condition and results of operation of the Group.

*If Huicong Construction fails to obtain and maintain the requisite assets, licences and approvals as required under the regulatory environment for internet content provider business in the PRC, the business, financial condition and results of operations may be materially and adversely affected*

The telecommunications services industry in China is heavily regulated by the PRC government and numerous regulatory authorities of the central PRC government are empowered to issue and implement regulations governing various aspects of the telecommunications services industry. These telecommunications services-related laws and regulations are relatively new and evolving, and there are a certain degree of uncertainty especially on the interpretation and enforcement of these laws. As a result, in certain circumstances it may be difficult to determine what actions or omissions may be deemed to be in violations of applicable laws and regulations.

Huicong Construction is required to obtain and maintain certain assets relevant to its business as well as applicable licenses or approvals from the relevant regulatory authorities in order to provide its current services. These assets and licenses are essential to the operation of internet content provider business and are generally subject to annual review by the relevant governmental authorities. Also, Huicong Construction may need to obtain additional licenses. If Huicong Construction fails to obtain or maintain any of the required assets, licenses or approvals, its continued business operations in the telecommunications services industry may subject it to various penalties, including but not limited to fines and the discontinuation or restriction of its operations. Any such disruption in the business operations of Huicong Construction will materially and adversely affect our business, financial condition and results of operations.

對本集團而言，行使購股權以收購慧聰建設之股本擁有權或會產生重大成本。根據合約安排，本集團擁有獨家購股權，在中國法律允許之情況下，可以代價人民幣1,400,000元或根據行使該等購股權之時中國法律及法規允許之最低購買價購買慧聰建設全部或部分股本權益。倘中國相關機關認為購買價低於市價，彼等可要求北京慧聰國際參照市價就擁有權轉讓收入支付企業所得稅。稅額或會非常龐大，可能對本集團之業務、財務狀況及經營業績造成重大不利影響。

*倘慧聰建設未能按照監管環境規定為於中國經營互聯網內容供應商業務取得及維持必要資產、許可證及批文，則業務、財務狀況及經營業績或會受到重大不利影響*

中國之電信服務行業受中國政府密切監控，而中國中央政府多個監管機關有權頒佈及施行規管電信服務行業各方面之法規。該等電信服務相關之法律及法規相對較新及不斷演變，且就某種程度而言，該等法律及法規之詮釋及執行具重大不確定因素。因此，在若干情況下，可能難於釐定何種行為或遺漏或會被視為違反適用法律及法規。

慧聰建設須取得及維持與其業務有關之若干資產以及向相關監管機關取得適用之許可證及批文，以提供其現有服務。該等資產及許可證對營運互聯網內容服務供應商業務十分重要，一般而言須受有關政府機構每年審閱。此外，慧聰建設或需取得額外許可證。倘慧聰建設未能取得或維持任何必要之資產、許可證或批文，其於電信服務行業之持續業務營運或會遭到各類處罰，包括但不限於罰款及終止或限制其經營。倘慧聰建設之業務營運出現任何有關中斷，將會對本集團之業務、財務狀況及經營業績造成重大不利影響。

## Management's Discussion and Analysis 管理層討論和分析

*The Company may lose the ability to use and enjoy assets held by Huicong Construction that are important to the Group's business if Huicong Construction declares bankruptcy or becomes subject to a dissolution or winding up proceeding*

Huicong Construction holds certain assets that are important to the Group's business operations, primarily the ICP Licence and the domain name of "hc360.com". The Contractual Arrangements with Huicong Construction and its shareholders contain terms that specifically obligate Mr. Guo Fansheng and Mr. Guo Jiang to ensure the valid existence of Huicong Construction. However, in the event that Mr. Guo Fansheng or Mr. Guo Jiang breaches this obligation and voluntarily wind up Huicong Construction, or Huicong Construction declares bankruptcy or is otherwise dissolved, some or all of the Group's online business operations may have to be ceased, which could materially and adversely affect our business, financial condition and results of operations. If Huicong Construction undergoes a voluntary or involuntary winding-up proceeding, Mr. Guo Fansheng or Mr. Guo Jiang or any other third-party creditors may claim rights to some or all of these assets, resulting in hindrance to the Group's ability to operate the Group's online business, which could materially and adversely affect the Group's business, financial condition and results of operations.

*Even the transfer of trademark of "hc360" has been completed, there may still be potential penalties*

We have been advised by our PRC legal advisers that holders of the ICP License shall hold the domain name and the trademarks used for conducting the internet content provider business pursuant to the MIIT Notice.

In order to comply with the notice requirement of the ICP, Beijing HC International transferred the trademark "hc360" to Huicong Construction through the Contractual Arrangements. The Trademark Office issued a notice of acceptance of trademark transfer on 3rd July 2014. On 25th January 2016, the trademark transfer was completed and Huicong Construction obtained the trademark certificate for "hc360" on 13th March 2016. The Company has been advised by the PRC Legal Advisers that, upon completion of the Trademark Transfer, it is unlikely for Huicong Construction be penalized in respect of failure to fulfill the trademark requirement under the MIIT Notice regarding any period prior to the Trademark Transfer.

*倘慧聰建設宣佈破產或面臨解散或清盤程序，則本公司可能失去使用及享有慧聰建設所擁有且對本集團業務而言屬重要之資產之能力*

慧聰建設擁有對本集團業務營運而言屬重要之若干資產，主要包括ICP許可證及「hc360.com」域名。與慧聰建設及其股東之合約安排載有條款，明確對郭凡生先生及郭江先生施以確保慧聰建設有效存續之責任。然而，倘郭凡生先生或郭江先生違反該責任及將慧聰建設自願清盤，或慧聰建設宣佈破產或以其他方式解散，本集團部分或全部線上業務營運或會終止，對本集團之業務、財務狀況及經營業績可能帶來重大不利影響。倘慧聰建設進行自願或非自願清盤程序，郭凡生先生或郭江先生或任何其他第三方債權人可能有權要求獲得部分或全部該等資產，從而削弱本集團營運線上業務之能力，並可能對本集團之業務、財務狀況及經營業績構成重大不利影響。

*儘管轉讓「hc360」之商標已完成，仍有可能遭到潛在處罰*

本公司已獲中國法律顧問告知，根據工信部通知，ICP許可證持有人須持有用於進行互聯網內容供應商業務之域名及商標。

為符合工信部通知的要求，經就合約安排，北京慧聰國際將「hc360」商標轉讓予慧聰建設，商標局於二零一四年七月三日簽發商標轉讓受理通知書。於二零一六年一月二十五日，商標轉讓完成，慧聰建設並於二零一六年三月十三日取得「hc360」商標證書。本公司已獲中國法律顧問告知，於商標轉讓完成後，慧聰建設就於商標轉讓前之任何期間因未能符合工信部通知項下之商標規定而受到有追溯效力之處罰之可能性甚微。

## Management's Discussion and Analysis 管理層討論和分析

### STRUCTURED CONTRACTS

#### Information of Beijing Zhixing Ruijing

Beijing Zhixing Ruijing is a limited liability company established in the PRC on 11th September 2014 with registered capital of RMB10 million and paid up capital of RMB10 million. As at the date of this report, the registered capital of Beijing Zhixing Ruijing is owned as to 60% by Mr. Guo Jiang (the chief executive officer of the Company and an executive Director) and 40% by Mr. Liu Xiaodong (劉小東), a shareholder of the Company and a director of several subsidiaries of the Company.

Set out below is the key information of Beijing Zhixing Ruijing during the year ended 31st December 2015:

		Year ended 31st December 2015 RMB'000 截至二零一五年十二月三十一日止年度 人民幣千元
Revenue	銷售收入	190,058
Total assets	總資產	160,261

As at the date of this report, the business of Beijing Zhixing Ruijing mainly involves the Value-added Telecommunications Businesses, excluding technology development; economic and trade consultancy; organisation of cultural and art exchange activities (not including commercial performances); and exhibition and demonstration hosting activities (the "Excluded Businesses").

To the best knowledge, information and belief of the Company and as confirmed by Mr. Guo Jiang and Mr. Liu Xiaodong, Beijing Zhixing Ruijing has no plan or road map to develop and operate the Excluded Businesses as at the date of this report.

#### Major terms of the agreements underlying the Structured Contracts

##### **Exclusive Technical Services Agreement**

Orange Beijing entered into an exclusive technical services agreement with Beijing Zhixing Ruijing on 3rd July 2015 (the "Exclusive Technical Services Agreement"). The Exclusive Technical Services Agreement shall remain in force during the existence of Beijing Zhixing Ruijing upon execution, unless it is terminated in accordance with the clauses of the agreement.

### 結構性合約

#### 有關北京知行銳景之資料

北京知行銳景為於二零一四年九月十一日在中國成立之有限公司，註冊資本為人民幣10百萬元，繳足資本為人民幣10百萬元。於本報告日期，本公司行政總裁兼執行董事郭江先生及劉小東先生分別擁有北京知行銳景之註冊資本60%及40%。彼為本公司股東及本公司若干附屬公司之董事。

北京知行銳景於截至二零一五年十二月三十一日止年度之主要資料載列如下：

於本報告日期，北京知行銳景之業務主要包括增值電訊業務，不包括技術開發；經濟貿易諮詢；組織文化及藝術交流活動（不含營業性演出）；以及承辦展覽及展示活動（「除外業務」）。

於本報告日期，據本公司獲郭江先生及劉小東先生所確認後之深知、全悉及確信，北京知行銳景並無發展及經營除外業務之計劃或路線圖。

#### 結構性合約之相關協議之主要條款

##### **獨家技術服務協議**

橙三角與北京知行銳景於二零一五年七月三日訂立獨家技術服務協議（「獨家技術服務協議」）。獨家技術服務協議自簽署之日生效，且在北京知行銳景存續期間持續有效，除非根據該協議之條款終止。

## Management's Discussion and Analysis 管理層討論和分析

Pursuant to the Exclusive Technical Services Agreement, Orange Beijing is appointed by Beijing Zhixing Ruijing as its exclusive services provider to provide technical consulting service, other related technical services and related services agreed by both parties from time to time during the term of the Exclusive Technical Services Agreement in accordance with its terms and conditions.

Under the Exclusive Technical Services Agreement, Beijing Zhixing Ruijing shall pay Orange Beijing an annual services fee of RMB5 million.

### **Exclusive Licensing Agreement on Intellectual Property**

Orange Triangle entered into an exclusive licensing agreement on intellectual property with Beijing Zhixing Ruijing on 3rd July 2015 (the "Exclusive Licensing Agreement on Intellectual Property"). The Exclusive Licensing Agreement on Intellectual Property shall remain in force during the existence of Beijing Zhixing Ruijing upon execution, unless it is terminated in accordance with the clauses of the agreement.

Pursuant to the Exclusive Licensing Agreement on Intellectual Property, the right of use of Orange Triangle's network domain names, registered trademarks, databases, software systems and other intellectual properties is granted to Beijing Zhixing Ruijing. Such rights cannot be transferred to any other third party.

Under the Exclusive Licensing Agreement on Intellectual Property, Beijing Zhixing Ruijing shall pay annual service fees equivalent to 12% of its total annual revenue to Orange Triangle. Beijing Zhixing Ruijing had also procured Mr. Guo Jiang and Mr. Liu Xiaodong to provide their holding shares of Beijing Zhixing Ruijing as a pledge to guarantee the payment of the payable service fee to Orange Triangle or its wholly owned subsidiaries.

### **Exclusive Right to Share Purchase Agreement**

Orange Beijing, Beijing Zhixing Ruijing, Mr. Guo Jiang and Mr. Liu Xiaodong entered into an exclusive right to share purchase agreement on 3rd July 2015 (the "Exclusive Right to Share Purchase Agreement"). The Exclusive Right to Share Purchase Agreement shall remain in force during the existence of Beijing Zhixing Ruijing upon execution, unless it is terminated in accordance with the clauses of the agreement.

Pursuant to the Exclusive Right to Share Purchase Agreement, Mr. Guo Jiang and Mr. Liu Xiaodong jointly and individually granted Orange Beijing the exclusive right to purchase the shares of Beijing Zhixing Ruijing in accordance with the terms and conditions of the Exclusive Right to Share Purchase Agreement, irrevocably and without any additional conditions. Orange Beijing can, by its own will, decide the way to exercise the right and purchase all or part of shares held by shareholders of Beijing Zhixing Ruijing and/or any specified third party at the minimum price permitted by the relevant laws and regulations of the PRC at any time, by one or more times.

根據獨家技術服務協議，橙三角獲北京知行銳景委聘為其獨家服務供應商以於獨家技術服務協議期限內根據該協議之條款及條件提供技術諮詢服務、其他相關技術服務及訂約雙方不時協定之其他相關服務。

根據獨家技術服務協議，北京知行銳景須向橙三角支付年費人民幣五百萬元。

### **獨家知識產權許可協議**

Orange Triangle與北京知行銳景於二零一五年七月三日訂立獨家知識產權許可協議（「獨家知識產權許可協議」）。獨家知識產權許可協議自簽署之日生效，且在北京知行銳景存續期間持續有效，除非根據該協議之條款終止。

根據獨家知識產權許可協議，北京知行銳景獲授予使用Orange Triangle網絡域名、註冊商標、數據庫、軟件系統及其他知識產權的權利。該等權利不可轉讓予任何其他第三方。

根據獨家知識產權許可協議，北京知行銳景應支付Orange Triangle年度服務費，金額等於其年度總收益之12%。北京知行銳景亦促使郭江先生及劉小東先生以彼等所持北京知行銳景股份作質押擔保應付Orange Triangle或其全資附屬公司服務費的支付。

### **獨家購股權協議**

橙三角、北京知行銳景、郭江先生及劉小東先生於二零一五年七月三日訂立獨家購股權協議（「獨家購股權協議」）。獨家購股權協議自簽署之日生效，且在北京知行銳景存續期間持續有效，除非根據該協議之條款終止。

根據獨家購股權協議，郭江先生及劉小東先生根據獨家購股權協議之條款及條件共同及個別不可撤回且無任何其他條件地授予橙三角購買北京知行銳景股份的獨家權利。橙三角可自行決定行使權利的方式及隨時分一次或多次按中國相關法例及法規准許的最低價格購買北京知行銳景的股東及／或指定任何第三方所持全部或部分股份。

## Management's Discussion and Analysis 管理層討論和分析

Under the Exclusive Right to Share Purchase Agreement, the share repurchase price shall be the minimum price permitted by the relevant laws and regulations of the PRC. The paid shareholder of Beijing Zhixing Ruijing will return the rest of the transfer price after deducting the paid-up capital injected by them to Beijing Zhixing Ruijing.

### **Voting Rights Proxy Agreement**

Orange Beijing, Beijing Zhixing Ruijing, Mr. Guo Jiang and Mr. Liu Xiaodong entered into a voting rights proxy agreement on 3rd July 2015 (the "Voting Rights Proxy Agreement"). The Voting Rights Proxy Agreement shall remain in force during the existence of Beijing Zhixing Ruijing upon execution, unless it is terminated in accordance with the clauses of the agreement.

Pursuant to the Voting Rights Proxy Agreement, Orange Beijing (or its designated parties) was granted the power to, inter alia, exercise all the rights of Mr. Guo Jiang and Mr. Liu Xiaodong as the shareholders of Beijing Zhixing Ruijing, subject to applicable laws, regulations and Beijing Zhixing Ruijing's articles of association. No prior consent from Mr. Guo Jiang and Mr. Liu Xiaodong is required before exercising such right. Mr. Guo Jiang and Mr. Liu Xiaodong shall recognise Orange Beijing's voting result.

### **Pledge Agreement**

Orange Beijing (as the pledgee), Beijing Zhixing Ruijing, Mr. Guo Jiang and Mr. Liu Xiaodong (as the pledgers) entered into a pledge agreement on 3rd July 2015 (the "Pledge Agreement"), pursuant to which each of Mr. Guo Jiang and Mr. Liu Xiaodong pledged their equity interests in Beijing Zhixing Ruijing held by them as security for Orange Beijing's rights and interests granted by the Voting Proxy Rights Agreement and the Exclusive Licensing Agreement on Intellectual Property (collectively, the "Master Agreements"). Orange Beijing 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 said equity interests concerned or other disposal methods as agreed by each party in accordance with relevant laws and regulations of the PRC.

Prior to the full discharge of the payments and obligations under the Master Agreements, without written consent of the pledgee, Mr. Guo Jiang and Mr. Liu Xiaodong shall not assign the said equity interests in Beijing Zhixing Ruijing.

The Pledge Agreement has become effective upon the execution date. Unless otherwise agreed by Orange Beijing in writing after the Pledge Agreement comes into effect, upon the full and complete performance of the Company and pledgors' obligations under the Master Agreements as well as Orange Beijing's written confirmation, the pledge shall be terminated.

根據獨家購股權協議，股份回購價將為相關中國法例及法規准許的最低價格。獲支付之北京知行銳景股東將於扣除彼等的繳足股本後歸還北京知行銳景餘下之轉讓價值。

### **授權委託協議**

橙三角、北京知行銳景、郭江先生及劉小東先生於二零一五年七月三日訂立授權委託協議（「授權委託協議」）。授權委託協議自簽署之日生效，且在北京知行銳景存續期間持續有效，除非根據該協議之條款終止。

根據授權委託協議，橙三角（或其指定人士）獲授權力（其中包括）行使適用法例、法規及北京知行銳景之組織章程細則授予郭江先生及劉小東先生作為北京知行銳景股東之所有權利。於行使有關投票權前毋須經郭江先生及劉小東先生事先同意。郭江先生及劉小東先生須確認橙三角的投票結果。

### **股權質押協議**

橙三角（作為承押人）、北京知行銳景、郭江先生及劉小東先生（作為質押人）於二零一五年七月三日訂立股權質押協議（「股權質押協議」），據此，郭江先生及劉小東先生各自向橙三角質押彼等於北京知行銳景所持之股權以就授權委託協議及知識產權獨家許可協議（統稱「總協議」）所授出之橙三角之權利及權益提供擔保。橙三角應有權透過將股權轉換為金錢及自有關股權拍賣或出售所得款項尋求優先付款或訂約各方根據中國相關法例及規例協定之其他處置方式獲得補償。

於全面履行總協議項下之付款及責任前，未經承押人書面同意，郭江先生及劉小東先生不得轉讓上述北京知行銳景之股權。

股權質押協議已於簽立日期起生效。除非於股權質押協議生效後獲橙三角書面另行同意，否則於全面及完全履行總協議項下本公司及質押人之責任以及獲得橙三角書面確認後，質押須予終止。

## Management's Discussion and Analysis 管理層討論和分析

### **Business and Management Services Agreement**

Orange Beijing, Beijing Zhixing Ruijing, Mr. Guo Jiang and Mr. Liu Xiaodong entered into a business and management services agreement on 3rd July 2015 (the "Business and Management Services Agreement"), which shall remain in force during the existence of Beijing Zhixing Ruijing upon execution, unless it is terminated in accordance with clauses of the agreement.

Under the Business and Management Services Agreement, Beijing Zhixing Ruijing will appoint Orange Beijing as its exclusive services provider to provide complete management support, business support, technical support and related consulting services during the term of the Business and Management Services Agreement in accordance with its terms and conditions, which may include all necessary services within the scope of Beijing Zhixing Ruijing's business, such as but not limited to business consultations, marketing consultancy, technical services, intellectual properties licenses, product research and development, system maintenance, as well as general corporate management.

The service fee shall be payable to Orange Beijing by the Beijing Zhixing Ruijing, where the Beijing Zhixing Ruijing shall pay to Orange Beijing such fees equivalent to the amount of the Beijing Zhixing Ruijing's revenue deducted by Beijing Zhixing Ruijing's (and its subsidiaries') expenses (including Beijing Zhixing Ruijing's costs, depreciation, other expenses and payments, and relevant tax payments incurred during the term of the Business and Management Services Agreement), net operation loss made by Beijing Zhixing Ruijing and the reserve fund extracted by Beijing Zhixing Ruijing. The service fee shall be calculated within three (3) months since the end of each financial year based on the audited report prepared in accordance with the Chinese Accounting Standards for Business Enterprises and paid within fifteen (15) days of the issuance date of such audited report.

### **Risk associated with the Structured Contracts**

*The PRC government may determine that Structured Contracts are not in compliance with any existing or future applicable PRC laws or regulations*

If the PRC government finds that the Structured Contracts (which establish the structure for operating the Value-added Telecommunications Businesses of Beijing Zhixing Ruijing in the PRC) do not comply with applicable PRC laws and regulations, or if these regulations or their interpretations change in the future, Beijing Zhixing Ruijing could be subject to severe consequences, including the nullification of the Structured Contracts and the relinquishment of the interest of Orange Beijing in the Structured Contracts.

### **業務及管理服務協議**

橙三角、北京知行銳景、郭江先生及劉小東先生於二零一五年七月三日訂立業務及管理服務協議(「業務及管理服務協議」)。業務及管理服務協議自簽署之日生效，且在北京知行銳景存續期間持續有效，除非根據該協議之條款終止。

根據業務及管理服務協議，北京知行銳景將委聘橙三角為其獨家服務供應商以根據業務及管理服務協議之條款及條件於該協議之期限內提供全面管理支持、業務支持、技術支持及相關諮詢服務，可能包括北京知行銳景業務範圍內之所有必要服務，例如但不限於業務諮詢、營銷諮詢、技術服務、知識產權許可、產品研發、系統維護以及整體企業管理。

倘北京知行銳景須向橙三角支付之有關費用相等於北京知行銳景經扣除北京知行銳景(及其附屬公司)之開支(包括北京知行銳景於業務及管理服務協議期限內產生之成本、折舊、其他開支及付款以及相關稅款)、北京知行銳景之營運虧損及北京知行銳景提取之儲備基金後之收益金額，則北京知行銳景將向橙三角支付服務費。服務費須於自各財政年度年結日起計三(3)個月內按根據中國企業會計準則編製之經審核報告計算並於該經審核報告刊發日期起計十五(15)日內支付。

### **有關結構性合約之風險**

*中國政府可能決定結構性合約不符合任何現有或未來適用之中國法律或法規。*

倘中國政府認為結構性合約(為運營北京知行銳景於中國之電信增值業務設立結構)不符合適用中國法律及法規，或倘該等法規或其詮釋日後有所變動，北京知行銳景可能會面臨嚴重後果，包括結構性合約無效及橙三角放棄於結構性合約中之權益。



## Management's Discussion and Analysis 管理層討論和分析

According to the FITE Rules, foreign investors' ultimate equity ownership in an entity in the PRC which provides value-added telecommunications services must not exceed 50% and a foreign investor who wishes to acquire any equity interest in a value-added telecommunications business in the PRC must demonstrate (i) a good track record and (ii) experience in providing value-added telecommunications services ("Qualification Requirements").

Beijing Zhixing Ruijing has been engaging in the development and operation of the Value-added Telecommunication Businesses. Under the current PRC regulatory circumstances, Orange Beijing as a wholly foreign owned enterprise would not be able to obtain the VAT License and thus is unable to provide the value-added telecommunications services in the PRC directly.

On 13th July 2006, the Ministry of Information Industry (中華人民共和國信息產業部), currently known as MIIT (the Ministry of Industry and Information Technology of the PRC (中華人民共和國工業和信息化部)) issued the Circular on Strengthening the Administration of Foreign Investment in Value-added Telecommunications Business (關於加強外商投資經營增值電信業務管理的通知) ("MIIT Notice"), which reiterated restrictions on foreign investment in the telecommunications businesses. Under the MIIT Notice, a domestic company that holds a VAT License is prohibited from leasing, transferring or selling the license to foreign investors in any form, and from providing any assistance, including providing resources, sites or facilities, to foreign investors to provide ICP services illegally in the PRC. Due to a lack of interpretative materials from the authorities, it cannot be assured that the MIIT will not consider the Structured Contracts as a kind of foreign investment in telecommunication services, in which case Beijing Zhixing Ruijing and Orange Beijing may be found in violation of the MIIT Notice.

In addition, several recent articles published by some news agencies reported discussions that a recent PRC Supreme Court decision and two VIE structure-related arbitration decisions in Shanghai had cast doubt on the validity of the VIE structure. According to these articles, the PRC Supreme Court ruled in late 2012 that an entrustment agreement entered into by and between a Hong Kong company and a PRC domestic entity, which was purported to enable such Hong Kong company to make an equity investment in a PRC bank through the proxy PRC domestic entity, was void on the grounds that this agreement established an entrustment relationship meant to circumvent the PRC laws and regulations that prohibit foreign investment in PRC financial institutions and as such, constituted an act of concealing illegal intentions with a legitimate form. These articles argued that a contractual arrangement in a VIE structure and the entrustment agreement in the cited case, which were similar to the Structured Contracts, were also designed to "get around" the regulatory restrictions on foreign investment in certain industries. As such, the articles noted that this Supreme Court decision might increase the uncertainties relating to the PRC government's view on the validity of the VIE structure. These articles also reported, without providing sufficient details, on two arbitration decisions by the then Shanghai CIETAC which invalidated the contractual arrangement used in a VIE structure in 2010 and 2011.

根據FITE規定，外國投資者於在中國從事提供增值電信服務之實體的最終股權所有權不得超過50%，而有意於中國收購增值電信公司任何股權之外國投資者須出示(i)良好往績記錄及(ii)提供增值電信服務之經驗(「資質規定」)。

北京知行銳景一直從事增值電信業務之開發及營運。根據目前中國監管環境，橙三角作為一間外商獨資企業將無法取得增值電信許可證，因此無法直接於中國提供增值電信服務。

於二零零六年七月十三日，中華人民共和國信息產業部(現稱工信部(中華人民共和國工業和信息化部))發出《關於加強外商投資經營增值電信業務管理的通知》(「工信部通知」)，重申外商投資電信業務之限制。根據工信部通知，持有增值電信許可證之境內公司禁止以任何形式向外國投資者租賃、轉讓或出售該許可證，亦不得向非法在中國提供ICP服務之外國投資者提供任何協助，包括提供資源、場所或設施。由於缺乏監管機構提供之解釋資料，無法保證工信部不會將結構性合約視為電信服務之一種外商投資，在該情況下北京知行銳景及橙三角可能被認為違反工信部通知。

此外，近期部分新聞出版社刊登多份文章，報導中國最高人民法院近期之決定以及上海兩項有關可變動權益實體結構之仲裁決定引起質疑可變動權益實體結構之有效性之討論。根據該等文章，中國最高人民法院於二零一二年年底裁定由一間香港公司與一間中國內地實體之間訂立之委託協議(該協議旨在使有關香港公司透過有關中國境內實體代理於一間中國銀行作出股本投資)為無效，原因為該協議確立委託關係之意圖為規避禁止外商投資中國金融機構之中國法律法規，因此構成以合法形式隱瞞非法意圖之行為。該等文章認為可變動權益實體結構之合約安排及上述委託協議(與結構性合約類似)，亦為「規避」對外商投資若干行業之監管限制而制定。因此，該等文章指出最高人民法院之決定可能增加中國政府對可變動權益實體結構之有效性之意見之不確定性。該等文章亦報導貿仲委上海分會所作之兩項仲裁決定，於二零一零年及二零一一年認定一個可變動權益實體結構所用之合約安排無效，但並無提供足夠詳情。

## Management's Discussion and Analysis 管理層討論和分析

The PRC legal advisor is of the opinion that, based on their understanding and the numerous precedents of PRC domestic internet content providers controlled by overseas companies through contractual arrangements that are similar to the Structured Contracts, the Structured Contracts do not result in a violation of PRC laws, or would not be deemed as "concealing illegal intentions with lawful forms" (as a matter concerning Article 52 of the PRC Contract Law). The Structured Contracts are enforceable, valid and legally binding in accordance with their terms and provisions (except for part of the arbitration clauses contained therein setting forth that the arbitration tribunal may issue injunction or winding-up orders and the Courts of Hong Kong and the Cayman Islands have the jurisdiction to grant interim remedies in support of the arbitration pending formation of the arbitration tribunal).

However, according to the PRC legal advisor, it cannot be assured that the PRC government or judicial authorities would agree that the Structured Contracts comply with current PRC laws or regulations, would not strictly enforce current PRC laws regulating the provision of internet content, or would not adopt new laws or policies in the future. If the PRC government or judicial authorities determine that the Structured Contracts do not comply with applicable laws and regulations, such contracts would be deemed void and the PRC government or judicial authorities could have broad discretion in dealing with such non-compliance, including:

- (i) requiring the nullification of the Structured Contracts;
- (ii) levying fines and/or confiscating the proceeds generated from the operations under the Structured Contracts;
- (iii) revoking of the business licenses or operating licenses of Beijing Zhixing Ruijing;
- (iv) discontinuing or placing restrictions or onerous conditions on the business operations of Beijing Zhixing Ruijing; and
- (v) taking other regulatory or enforcement actions that could be harmful to or even shut down the business of Beijing Zhixing Ruijing and/or Orange Beijing.

In addition, where the Group loses the right to direct the activities of Beijing Zhixing Ruijing as a result of these consequences, the Group would no longer be able to consolidate the financial results of Beijing Zhixing Ruijing.

中國法律顧問認為，就其理解以及經參考透過類似於結構性合約之合約安排受海外公司控制之中國內地互聯網內容提供商之多宗先例，結構性合約並無違反中國法律，或不會被視為中國合同法第52條所載之「以合法形式掩蓋非法目的」。結構性合約根據其條款及條文屬可強制執行、合法有效並具法律約束力（惟結構性合約之部分仲裁條文所述仲裁庭可發出禁止或清盤令，及於仲裁庭組成前，香港及開曼群島法庭有司法管轄權准予臨時救濟以協助仲裁則除外）。

然而，據中國法律顧問告知，無法確保中國政府或司法機關會認定結構性合約已遵守現行之中國法律或法規，亦無法確保其不會加嚴實施現行之中國互聯網內容監管法律或不會於未來採納新的法律或政策。倘中國政府或司法機關認定結構性合約並不符合適用法律及法規，則該等合約將被視作無效，而中國政府或司法機關關於處置該等違規時具有相當大之酌情決定權，包括：

- (i) 要求取消結構性合約；
- (ii) 徵收罰款及／或沒收根據結構性合約經營產生之所得款項；
- (iii) 吊銷北京知行銳景的營業執照或經營許可證；
- (iv) 終止北京知行銳景之業務經營或對其實施限制或苛刻條件；
- (v) 採取其他可能造成損害或甚至關閉北京知行銳景及／或橙三角業務之監管或強制性行動。

此外，倘本集團因上述影響而失去權利指令北京知行銳景之活動，本集團將不能將北京知行銳景之財務業績作合併處理。



## Management's Discussion and Analysis

### 管理層討論和分析

*Orange Beijing relies on Structured Contracts to control and obtain the economic benefits from Beijing Zhixing Ruijing, which may not be as effective in providing operational control as direct ownership.*

Due to the PRC's legal restrictions on foreign investment in the value-added telecommunications services, Orange Beijing controls, through the Structured Contracts rather than equity ownership, Beijing Zhixing Ruijing, the operating entity in the PRC and the holder-to-be of the key licenses required to operate the value-added telecommunications services in the PRC. However, the Structured Contracts still may not be as effective as equity ownership in exercising control over Beijing Zhixing Ruijing. For example, Beijing Zhixing Ruijing and its shareholders could breach or fail to perform their obligations under the Structured Contracts. If Orange Beijing had direct ownership of Beijing Zhixing Ruijing, Orange Beijing would be able to exercise its rights as a shareholder to effect changes in its board of directors, which in turn could effect changes, subject to any applicable fiduciary obligations, at management and operational level. Under the Structured Contracts, Orange Beijing would need to rely on its rights under the Structured Contracts to effect such changes, or designate new shareholders for Beijing Zhixing Ruijing.

If Beijing Zhixing Ruijing or its shareholders breach their obligations under the Structured Contracts or if Orange Beijing loses the effective control over Beijing Zhixing Ruijing for any reason, Orange Beijing would need to bring a claim against them under the terms of the Structured Contracts. The Structured Contracts are governed by PRC law and provide that any dispute which arises will be submitted to the CIETAC, for arbitration, the ruling of which will be final and binding. Furthermore, personal liabilities of the shareholders of Beijing Zhixing Ruijing may also cause the equity interest they hold in Beijing Zhixing Ruijing to be subject to court preservation actions or enforcement. The legal framework and system in the PRC particularly that relates to the arbitration proceedings is not as developed as in other jurisdictions such as Hong Kong. As a result, significant uncertainties relating to the enforcement of legal rights through arbitration, litigation and other legal proceedings remain in the PRC, which could limit Orange Beijing's ability to enforce the Structured Contracts and exert effective control over Beijing Zhixing Ruijing. If Beijing Zhixing Ruijing or any of its shareholders fails to perform its respective obligations under the Structured Contracts, and Orange Beijing is unable to enforce the Structured Contracts, or suffers significant delays or other obstacles in the process of enforcing the Structured Contracts, the business and operations of Orange Beijing could be severely disrupted, which could materially and adversely affect operation results. As a result, the Company's investment in Orange Beijing could also be materially and adversely affected.

*橙三角依賴結構性合約控制北京知行銳景並從中獲取經濟利益，而這在提供營運控制權方面未必如直接擁有權一樣有效。*

由於中國對外商投資增值電信服務實施法律限制，橙三角透過結構性合約(而非透過擁有股權)控制北京知行銳景，其為中國經營實體並將持有於中國經營增值電信服務所必需之主要證書。然而，在對北京知行銳景實行控制方面，結構性合約仍未必如擁有股權一樣有效。例如，北京知行銳景及其股東可能違法或未能履行其於結構性合約項下之責任。倘橙三角擁有北京知行銳景之直接所有權，橙三角將能夠作為股東行使權利改變其董事會，從而在任何適用之受信責任之規限下於管理及營運層面作出改變。根據結構性合約，橙三角需要依賴其於結構性合約項下之權利促成有關改變，或為北京知行銳景委派新股東。

倘北京知行銳景或其股東違反其於結構性合約項下之責任或倘橙三角因任何理由而失去對北京知行銳景之有效控制權，橙三角可能需要根據結構性合約之條款向彼等提出申索。結構性合約受中國法律規管並規定因該等安排出現之任何糾紛將提交至貿仲委進行仲裁，其裁決將為最終決定且具約束力。此外，北京知行銳景股東之個人責任亦可能使彼等於北京知行銳景持有之股權受到法院保護行動或強制執行所限。中國之法律框架及體系(尤其是與仲裁程序有關者)並不如香港等其他司法權區一樣完善。因此，中國仍存在與透過仲裁、訴訟及其他法律程序強制執行合法權利有關之重大不確定因素，這可能會限制橙三角強制執行結構性合約及對北京知行銳景實行有效控制之能力。倘北京知行銳景或其任何股東未能履行其各自於結構性合約項下之責任，且橙三角無法強制執行結構性合約，或於強制執行結構性合約過程中遭受重大延誤或其他阻礙，則橙三角之業務及營運或會遭受嚴重干擾，繼而可能對其經營業績產生重大不利影響。因此，本公司於橙三角之投資亦可能遭受重大不利影響。

## Management's Discussion and Analysis 管理層討論和分析

*Remedies of Structured Contracts may not be obtained effectively under PRC laws.*

The Structured Contracts provide for dispute resolution by way of arbitration in accordance with the arbitration rules of the CIETAC in the PRC. The Structured Contracts contain provisions to the effect that the arbitration tribunal may award remedies when Beijing Zhixing Ruijing breaches the Structured Contracts. In addition, the Structured Contracts contain provisions to the effect that the courts in Hong Kong and the Cayman Islands are empowered to grant interim remedies in support of the arbitration pending the formation of an arbitral tribunal.

However, the abovementioned provisions contained in the Structured Contracts may not be enforced effectively. Under PRC laws, an arbitration tribunal does not have the power to grant any injunctive relief or provisional or final liquidation order to preserve the assets of or any equity interest in Beijing Zhixing Ruijing in case of disputes, and the courts in Hong Kong and the Cayman Islands may not be empowered to grant interim remedies in support of the arbitration pending the formation of an arbitral tribunal under PRC laws. As a result, the provisions may not effectively protect Orange Beijing, notwithstanding the relevant contractual provisions contained in the Structured Contracts.

Therefore, in the event that Beijing Zhixing Ruijing breaches any of the Structured Contracts, Orange Beijing may not be able to obtain sufficient remedies in a timely manner, and its ability to exert effective control over Beijing Zhixing Ruijing and conduct its business could be materially and adversely affected and the financial performance of Orange Beijing could be materially and adversely affected. As a result, the Company's investment in Orange Beijing could also be materially and adversely affected.

*The shareholders of Beijing Zhixing Ruijing may potentially have a conflict of interests with the Group.*

The Group's control over Beijing Zhixing Ruijing is based on the contractual arrangement under the Structured Contracts. Hence, conflict of interests of the shareholders of Beijing Zhixing Ruijing will adversely affect the interests of the Company. Pursuant to the Voting Rights Proxy Agreement, the shareholders of Beijing Zhixing Ruijing have irrevocably authorised Orange Beijing (or its designee) as their proxy to exercise all the rights of the shareholders of Beijing Zhixing Ruijing and such authorisation shall not be altered unless otherwise instructed by Beijing Zhixing Ruijing. Therefore, it is unlikely that there will be potential conflict of interests between the Company and the shareholders of Beijing Zhixing Ruijing. However, in the unlikely event that conflict of interests arises and cannot be resolved, the Company will consider removing and replacing the shareholders of Beijing Zhixing Ruijing.

*可能無法根據中國法律有效取得結構性合約之救濟。*

結構性合約規定糾紛須根據貿仲委之仲裁規則以仲裁方式於中國解決。結構性合約載有關於仲裁庭可於北京知行銳景違反結構性合約時批予救濟之條文。此外，結構性合約訂有條文賦予香港及開曼群島法庭權力於仲裁庭組成前批予臨時救濟以協助仲裁。

然而，結構性合約所載之上述條文未必能有效強制執行。根據中國法律，倘出現糾紛，仲裁庭無權就保障北京知行銳景之資產或任何股權授出任何禁令救濟或臨時或最終清盤令，而根據中國法律，香港及開曼群島法庭亦無權於仲裁庭組成前批予臨時救濟以協助仲裁。因此，儘管結構性合約載有相關合約條文，該等條文未必能有效保護橙三角。

因此，倘北京知行銳景違反任何結構性合約，橙三角未必能夠及時取得足夠救濟，其對北京知行銳景實行有效控制及其開展業務之能力可能會受到重大不利影響，而橙三角之財務表現亦可能受到重大不利影響。因此，本公司於橙三角之投資亦可能遭受重大不利影響。

*北京知行銳景股東與本集團之間可能存在潛在利益衝突。*

本集團對北京知行銳景之控制乃基於結構性合約項下之合約安排。因此，北京知行銳景股東之利益衝突將對本公司利益產生不利影響。根據授權委託協議，北京知行銳景股東已不可撤回地授權橙三角(或其獲委派人)作為其代理人，以行使北京知行銳景股東之所有權利，且有關授權不得更改，除非北京知行銳景另有指示則作另論。因此，本公司與北京知行銳景股東之間不大可能出現潛在利益衝突。然而，倘萬一發生不能解決的利益衝突，則本公司將考慮罷免及更換北京知行銳景股東。



## Management's Discussion and Analysis 管理層討論和分析

*The contractual arrangements may be subject to scrutiny of the PRC tax authorities and transfer pricing adjustments and additional tax may be imposed.*

The Group could face material adverse tax consequences if the PRC tax authorities determine that the arrangements under the Structured Contracts was not entered into based on arm's length negotiations. If the PRC tax authorities determine that these agreements were not entered into on an arm's length basis, they may adjust our income and expenses for PRC tax purposes in the form of a transfer pricing adjustment. A transfer pricing adjustment could adversely affect the Group's financial position by increasing the relevant tax liability without reducing the tax liabilities of Beijing Zhixing Ruijing, and this could further result in late payment fees and other penalties to Beijing Zhixing Ruijing for under-paid taxes. As a result, any transfer pricing adjustment could have a material adverse effect on the Group's financial position and results of operations.

*The Company does not have any insurance which covers the risks relating to the Structured Contracts and the transactions contemplated thereunder.*

The insurance of the Group does not cover the risks relating to the Structured Contracts and the transactions contemplated thereunder and the Company has no intention to purchase any new insurance in this regard. If any risk arises from the Structured Contracts in the future, such as those affecting the enforceability of the Structured Contracts and the relevant agreements for the transactions contemplated thereunder and the operation of Beijing Zhixing Ruijing, the results of the Group may be adversely affected. However, the Group has been monitoring the relevant legal and operational environment from time to time to comply with the applicable laws and regulations. In addition, the Group has been implementing relevant internal control measures to reduce the operational risk.

### **Actions taken to mitigate the risks associated with the Structured Contracts**

The Structured Contracts contain certain provisions in order to exercise effective control over and to safeguard the assets of Beijing Zhixing Ruijing, including but not limited to that, without the prior written consent of Orange Beijing, the shareholders of Beijing Zhixing Ruijing shall not at any time dispose, transfer, pledge, sell or create any charges over the assets, business, revenue or any beneficial interests of Beijing Zhixing Ruijing, Beijing Zhixing Ruijing shall conduct its business in its ordinary and usual course to preserve the asset value of Beijing Zhixing Ruijing and shall not engage in any act (or lack thereof) which may have any adverse effect on the business, operations and asset value of Beijing Zhixing Ruijing, and etc.

*合約安排可能須受中國稅務機關審查及轉移價格調整及可能被徵收額外稅項。*

倘中國稅務機關認定結構性合約項下之安排並非基於公平磋商而訂立，則本集團可能面對重大不利稅務後果。倘中國稅務機關認定該等協議並非根據公平基準訂立，則其可能就中國稅務目的以轉移價格調整之方式對我們之收入及開支作出調整。轉移價格調整可能增加相關稅項負債而不減少北京知行銳景稅項負債，對本集團財務狀況構成不利影響，而這可能進一步導致就未付稅項向北京知行銳景支付滯納金及其他罰金。因此，任何轉移價格調整可能對本集團財務狀況及經營業績產生重大不利影響。

*本公司並無任何保險覆蓋有關結構性合約及其項下擬進行交易之風險。*

本集團保險並無覆蓋有關結構性合約及其項下擬進行交易之風險，且本公司無意就此增加購買任何保險。倘結構性合約日後產生任何風險，如影響結構性合約及其項下擬進行交易之相關協議強制執行及北京知行銳景營運之風險，則本集團業績可能受到不利影響。然而，本集團已不時監察相關法律及營運環境，以遵守適用法律及法規。此外，本集團已實施有關內部控制措施以減少營運風險。

### **減低與結構性合約有關之風險所採取之行動**

結構性合約載有若干條文以有效執行對北京知行銳景之控制權及保護北京知行銳景之資產，該等條文包括但不限於，未經橙北京事先書面同意，北京知行銳景股東不得於任何時間處理、轉讓、按揭、出售北京知行銳景之資產、業務、收益或任何實益權益或對其設立押記，北京知行銳景須於一般及日常業務過程中開展業務以保護其資產價值，且不得作出可能對北京知行銳景業務、營運及資產價值產生不利影響之任何行為(或遺漏作出任何行為)等。

## Management's Discussion and Analysis 管理層討論和分析

In addition to the abovementioned internal control measures as provided in the Structured Contracts, the Company has implemented, through Orange Beijing, additional internal control measures against Beijing Zhixing Ruijing as appropriate, having regard to the internal control measures adopted by the Group from time to time, which may include (without limitation):

- (i) Beijing Zhixing Ruijing to make available monthly management accounts and submit key operating data after each month end and provide explanations on any material fluctuations to Orange Beijing;
- (ii) Beijing Zhixing Ruijing to assist and facilitate Orange Beijing to conduct quarterly on-site internal audit on Beijing Zhixing Ruijing; and
- (iii) if required, legal advisers and, or other professionals will be retained to deal with specific issues arising from the Structured Contracts and to ensure that the operation of Beijing Zhixing Ruijing will comply with applicable laws and regulations.

Further information regarding risks associated with the Contractual Arrangements and the Structured Contracts are also set out in the Transfer of Listing Announcement and the announcement of the Company dated 8 May 2015 respectively.

### Qualification Requirements

It is the Company's intention to unwind the Contractual Arrangements and the Structured Contracts and to hold all necessary and relevant licences for operation of its business subject to such relevant laws and regulations as soon as the law allows the business to operate without such Contractual Arrangements or such Contractual Contracts.

As a result of there being no applicable PRC laws, regulations or rules which provides clear guidance on the interpretation of the Qualification Requirements, the Company is currently unable to ascertain whether it is capable for fulfilling all requirements of the necessary licence and approval for online operations and conducting Value-added Telecommunications Businesses when the laws allow the Group to directly operate the business.

除結構性合約規定之上述內部控制措施外，本公司已透過橙北京對北京知行銳景實施其他適當內部控制措施（當中已考慮本集團不時採納之內部控制措施），該等措施可能包括（但不限於）：

- (i) 北京知行銳景於各月底向橙北京提供每月管理賬目及提交主要營運數據，並就任何重大波動提供解釋；
- (ii) 北京知行銳景協助並促使橙北京對北京知行銳景進行季度現場內部審核；及
- (iii) （如必要）法律顧問及／或其他專業人士將留任以處理結構性合約所產生的具體問題，並確保北京知行銳景的營運將遵守適用的法律及法規。

與合約安排及結構性合約之進一步資料分別載於轉板上市公佈及本公司日期為二零一五年五月八日之公佈。

### 資格要求

本公司有意解除合約安排及結構性合約及於並無該合約安排及結構性合約情況下可獲法律允許業務營運後儘快持有其業務營運之所有必要及相關許可證，惟須受有關法律及規例所限。

由於現時中國適用法律、法規或規則概無就資格要求之詮釋提供清晰指引，故本公司現時未能確定於法律允許本集團直接營運該業務時本公司是否有能力符合線上營運及進行增值電訊業務所需許可證及批准之所有條件。



## Management's Discussion and Analysis

### 管理層討論和分析

The Group has gradually commence and strengthen its overseas value-added telecommunications services business operations with a view to demonstrate a good track record for meeting the Qualification Requirements in due course once the restrictions on the percentage of foreign ownership in telecommunications services are removed in the PRC by then the Group can unwind the Contractual Arrangements and the Structured Contracts, and acquire the entire equity of Huicong Construction and Beijing Zhixing Ruijing, respectively. In 2014, the Group has established a subsidiary in Hong Kong, namely, HC Group (Hong Kong) Limited ("Hong Kong HC"). Hong Kong HC will be principally engaged in the construction and operation of the Group's new overseas platform in Hong Kong, with an aim to making such platform the overseas platform and provide an expanded and upgraded services for the existing customers of the Group. Such additional platform will allow the existing and future high-quality customers to display their products and services online. Making use of the Group's strong customer base and media resources, Hong Kong HC and its overseas platform will help Hong Kong and overseas buyers to locate qualified PRC suppliers and facilitate transactions between them. The Directors consider the Group possesses the necessary technics and operating experiences as well as strong internal resources to facilitate the operation of Hong Kong HC with its overseas platform. Currently, Hong Kong HC is the registrant of the domain name "hc360.com.hk" and the Group has launched the construction of the Group's new overseas platform and expects to commit not less than HK\$2 million to the development and operation of the new overseas platform. Such financial commitment shall include, but not limited to, the establishment of the server, network services, staff costs and marketing costs. More financial resources will be committed by the Group according to the business needs of the new overseas platform.

As at the date of this report, the Group had initially completed the establishment of overseas platform ([www.hc360.com.hk](http://www.hc360.com.hk)) which was financed by the Group's internal resources. The platform had gone online and entered into the trial operation stage. The Group will continue to input relevant resources to expand the overseas platform business. The Group expects Hong Kong HC will formally operate the overseas platform in 2016.

#### Views of the Independent Non-Executive Directors

The independent non-executive Directors have reviewed the Contractual Arrangements and the Structured Contracts, and confirmed that for the financial year ended 31st December 2015, (1) the transactions carried out during the year have been entered into in accordance with the relevant provisions of the Contractual Arrangements and the Structured Contracts, and (2) no dividends or other distributions have been made by Huicong Construction or Beijing Zhixing Ruijing to their respective registered shareholders which are not otherwise subsequently assigned or transferred to the Group.

本集團已逐步開展及加強其海外增值電信服務業務營運，展示良好往績記錄以於適當時候符合資格要求，以於中國一旦解除對外商於電信服務之擁有權百分比之限制時，本集團即可解除合約安排及結構性合約及分別收購慧聰建設及北京知行銳景全部股權。於二零一四年，本集團已於香港成立一家附屬公司 HC Group (Hong Kong) Limited (「Hong Kong HC」)。Hong Kong HC 將主要從事建設及營運本集團之香港新海外平台，旨在令該平台成為海外平台及為本集團現有客戶提供已擴展及已升級服務。該新設平台讓現有及未來優質客戶於線上展示其產品及服務。為善用本集團強大之客戶基礎及媒體資源，Hong Kong HC 及其海外平台將協助香港及海外買家物色合資格之中國供應商，並促成彼等間之交易。董事認為，本集團具備所需技術及營運經驗，加上充裕之內部資源，足以促進經營 Hong Kong HC 及其海外平台。目前，Hong Kong HC 為域名 (「hc360.com.hk」) 之註冊人，而本集團亦已動工建設其新海外平台，並預期投放不少於 200 萬港元以發展及營運該新海外平台。該財務承諾須包括但不限於，建立伺服器、網絡服務、員工成本及營銷成本。本集團將根據新海外平台之業務需要投入更多財務資源。

截至本報告日期，本集團已撥付內部資源初步完成海外平台 ([www.hc360.com.hk](http://www.hc360.com.hk)) 的建設，平台已上線進入試驗運營階段。本集團將繼續投入相關資源，拓展海外平台的業務。本集團預期，在二零一六年，Hong Kong HC 將正式運營該海外平台。

#### 獨立非執行董事之意見

獨立非執行董事已審閱合約安排及結構性合約並確認，於截至二零一五年十二月三十一日止財政年度，(1) 於該年進行之交易乃根據合約安排及結構性合約之有關條文訂立；及 (2) 慧聰建設及北京知行銳景並無向其各自登記股東支付任何其後不會以其他方式轉讓或轉撥予本集團之股息或其他分派。

## Management's Discussion and Analysis 管理層討論和分析

### DISCLOSEABLE TRANSACTION IN RELATION TO THE SALE AND PURCHASE OF 100% SHARES IN ORANGE TRIANGLE INC. INVOLVING ISSUE OF CONSIDERATION SHARES UNDER SPECIFIC MANDATE

Further to the entering into of the letter of intent dated 17th March 2015, on 8th May 2015, the Company (as purchaser), NAVI-IT Limited (the "Seller") and Mr. Liu Xiaodong (劉小東), Ms. Wang Qian (王倩), Mr. Shi Shilin (施世林) and Ms. Yang Ye (楊葉) (together, the "Seller Guarantors") entered into a sale and purchase agreement (the "Sale and Purchase Agreement"). Pursuant to the Sale and Purchase Agreement, the Seller conditionally agreed to sell, and the Company conditionally agreed to acquire all the issued share capital of Orange Triangle Inc.

The consideration was settled as to 30% in cash and as to 70% by allotment of 155,684,485 new Shares (the "Consideration Shares") at HK\$8.5 each (as to 40% to Mr. Liu Xiaodong, as to 25% to Ms. Wang Qian, as to 20% to Mr. Shi Shilin and as to 15% to Ms. Yang Ye, respectively, and subject to the adjustment mechanism stipulated in the Sale and Purchase Agreement). The allotment has been approved by shareholders of the Company (the "Shareholders") in the extraordinary general meeting held on 19th June 2015.

On 2nd June 2015, the Seller, the Company and the Seller Guarantors entered into a supplemental agreement, pursuant to which the Company and the Seller Guarantors agreed that in case the proposed repurchase and cancellation of such Consideration Shares cannot be implemented as a result of the failure to obtain the approvals from the creditors of the Company or the Shareholders for the reduction in capital of the Company or approvals from the relevant regulatory authorities, the Seller Guarantors or their designated persons undertake that the relevant parties shall dispose of all such Consideration Shares in the market and return all the proceeds to the Company within six months (instead of nine months as set out in the Sale and Purchase Agreement) commencing from the date of confirmation of failure of obtaining the relevant approvals.

### 就買賣ORANGE TRIANGLE INC.全部股份涉及根據特別授權發行代價股份之須予披露交易

繼訂立日期為二零一五年三月十七日之意向書，本公司(作為買方)、NAVI-IT Limited(「賣方」)、劉小東先生、王倩女士、施世林先生及楊葉女士(合稱「賣方擔保人」)於二零一五年五月八日訂立買賣協議(「買賣協議」)。根據買賣協議，賣方有條件同意出售且本公司有條件同意收購Orange Triangle Inc.全部已發行股本。

代價以現金支付30%，而70%則以每股8.5港元配發155,684,485股新股份(「代價股份」)(向劉小東先生、王倩女士、施世林先生及楊葉女士分別配發40%、25%、20%及15%股份，受買賣協議約定之調整機制所限)支付70%之方式結付。配發已於二零一五年六月十九日舉行之股東特別大會上獲本公司股東(「股東」)批准。

於二零一五年六月二日，賣方、本公司及賣方擔保人訂立補充協議，據此，本公司及賣方擔保人同意，倘建議購回及註銷該等代價股份因就削減本公司股本未能取得本公司債權人或股東批准或取得相關監管機關批准而未能實行，賣方擔保人或其指定人士承諾，自確認無法獲得相關批准日期起計六個月(而非買賣協議所載之九個月)內，相關訂約方須在市場出售所有該等代價股份，並將全數所得款項歸還本公司。



## Management's Discussion and Analysis

### 管理層討論和分析

On 3rd July 2015, the Group has fulfilled all the conditions precedent set out in the Sale and Purchase Agreement. The acquisition of 100% of share capital of Orange Triangle Inc. has been completed accordingly. The consideration was settled as to 30% of approximately RMB446,795,000 in cash and as to 70% by allotment of 155,684,485 Consideration Shares at HK\$7 each subject to adjustment mechanism stipulated in the Sale and Purchase Agreement. As the conditions precedent of the Sale and Purchase Agreement were fulfilled, Beijing Orange Triangle Technology Co., Ltd (北京橙三角科技有限公司) ("Orange Beijing"), which is indirectly wholly and beneficially owned by Orange Triangle Inc., entered into a series of structured contracts (the "Structured Contracts") with Beijing Zhixing Ruijing Technology Co., Ltd (北京知行銳景科技有限公司) ("Beijing Zhixing Ruijing") and/or its shareholders on 3rd July 2015. Pursuant to the Structured Contracts, Orange Beijing or Orange Triangle Inc. will provide certain technical consultation and service, including but not limited to technical services support, intellectual property licensing, and business and management consultation, whereas Beijing Zhixing Ruijing will pay the service fee equal to a certain percentage of its net income. In addition, relevant parties have also entered into certain agreements in relation to, among other things, the pledge of, and grant of exclusive acquisition rights of, the equity interests in Beijing Zhixing Ruijing. Please also refer to the announcements of the Company dated 8th May 2015, 2nd June 2015 and 3rd July 2015 respectively for further details.

### RESIGNATION OF EXECUTIVE DIRECTOR

Mr. Yang Ning resigned as an executive Director and president of the Company with effect from 30th March 2015 due to his personal commitments on his other business.

### ADOPTION OF NEW SHARE OPTION SCHEME

Following the listing of the Shares being transferred from Growth Enterprise Market to the Main Board of the Stock Exchange on 10th October 2014, the share option scheme adopted on 30th November 2003 was terminated while share options granted remain valid. A new share option scheme (the "2015 Share Option Scheme") in compliance with the Rules Governing the Listing of Securities (the "Listing Rules") on the Stock Exchange has been adopted, and was duly approved by the Shareholders by way of poll at the extraordinary general meeting of the Company held on 22nd May 2015. The total number of shares available for issue under the 2015 Share Option Scheme is 66,782,461, representing approximately 7.42% of the issued share capital of the Company as at the date of this report. The 2015 Share Option Scheme will remain in force for a period of ten years commencing on the date of adoption. Please refer to the circular of the Company dated 5th May 2015 for further details of the adoption of the 2015 Share Option Scheme, including its terms and conditions.

於二零一五年七月三日，本集團已達成買賣協議所載之全部先決條件。收購Orange Triangle Inc.全部股本已告完成。代價的30%（即約人民幣446,795,000元）以現金結付，而70%則以每股7港元配發155,684,485股代價股份結付（可按買賣協議項下的機制調整）。由於已達成買賣協議之先決條件，北京橙三角科技有限公司（「橙北京」）（由Orange Triangle Inc.間接全資實益擁有）與北京知行銳景科技有限公司（「北京知行銳景」）及／或其股東於二零一五年七月三日訂立一系列結構性合約（「結構性合約」）。根據結構性合約，橙北京或Orange Triangle Inc.將提供若干技術諮詢服務，包括但不限於技術服務支持、知識產權許可以及業務與管理諮詢，而北京知行銳景將支付金額等同北京知行銳景淨收入某一百分比之服務費。此外，有關訂約方已訂立若干協議，內容有關（其中包括）抵押北京知行銳景股權及授出有關股權之獨家收購權。有關進一步詳情，請亦參閱本公司日期分別為二零一五年五月八日、二零一五年六月二日及二零一五年七月三日之公佈。

### 執行董事辭任

楊寧先生因其他業務之個人承擔而辭任本公司執行董事兼總裁，自二零一五年三月三十日起生效。

### 採納新購股權計劃

股份於二零一四年十月十日由創業板轉至聯交所主板上市後，本公司於二零一三年十一月三十日採納之購股權計劃已告終止，而授出之購股權仍然有效。已採納符合聯交所證券上市規則（「上市規則」）之新購股權計劃（「二零一五年購股權計劃」），並已獲股東於本公司在二零一五年五月二十二日舉行之股東特別大會上以投票方式正式批准。二零一五年購股權計劃中可予發行的股份總數為66,782,461，佔於本報告日期本公司已發行股本約7.42%。二零一五年購股權計劃將於自採納日期起計十年期間維持生效。有關採納二零一五年購股權計劃（包括其條款及條件）之進一步詳情，請參閱本公司日期為二零一五年五月五日之通函。

## Management's Discussion and Analysis 管理層討論和分析

### INCREASE IN AUTHORISED SHARE CAPITAL

Pursuant to a resolution of Shareholders passed on 19th June 2015, it was resolved that the authorised share capital of the Company be increased to HK\$200,000,000 divided into 2,000,000,000 shares of HK\$0.10 each by the creation of an additional 1,000,000,000 shares of HK\$0.10 each. The increase in authorised share capital provides the Company with flexibility for fund raising by allotting and issuing Shares in future for future investment opportunities. For further details, please refer to the announcements of the Company dated 13th May 2015 and 19th June 2015 respectively.

### DISCLOSEABLE TRANSACTION IN RELATION TO THE ACQUISITION OF SHARES OF INNER MONGOLIA HOHHOT JINGU RURAL COMMERCIAL BANK LIMITED COMPANY ("HOHHOT JINGU")

On 22nd July 2015, 北京慧聰互聯信息技術有限公司 (HC Internet Information Technology Company Limited\*) ("HC Internet"), a wholly-owned subsidiary of the Group, entered into a sale and purchase agreement with Wang Feng Feng (王鳳鳳), pursuant to which HC Internet has agreed to acquire approximately 2.49% of the issued share capital of Hohhot Jingu for a consideration of RMB57,900,000. As at the date of this report, the acquisition has been completed. Please also refer to the announcements of the Company dated 22nd July 2015 and 22nd October 2015 for further details.

### ESTABLISHMENT OF HUICONG FINANCE LEASING COMPANY LIMITED

On 25th September 2015, the Company via Hong Kong Huicong International Group Limited ("Hong Kong Huicong"), a wholly-owned subsidiary of the Company, established Huicong Finance Leasing Company Limited ("Huicong Finance Leasing") in Tianjin, the PRC. Huicong Finance Leasing is wholly owned by Hong Kong Huicong and the total registered capital is USD30,000,000. The Board considers the establishment of Huicong Finance Leasing shall be of great assistance to the development of the internet finance sector of the Company. Together with the Company's current business operations, Huicong Finance Leasing shall provide its customers with multiple solution services.

### 增加法定股本

根據股東於二零一五年六月十九日通過之決議案，已議決透過增設額外1,000,000,000股每股0.10港元股份，將本公司法定股本增至200,000,000港元，分為2,000,000,000股每股0.10港元之股份。增加法定股本令本公司可於日後透過配發及發行股份集資時具備靈活彈性以把握未來投資機遇。有關進一步詳情，請參閱本公司日期分別為二零一五年五月十三日及二零一五年六月十九日之公佈。

### 有關收購內蒙古呼和浩特金谷農村商業銀行股份有限公司(「呼和浩特金谷」)股份之須予披露交易

於二零一五年七月二十二日，本集團之全資附屬公司北京慧聰互聯信息技術有限公司(「慧聰互聯」)與王鳳鳳訂立買賣協議，據此，慧聰互聯同意收購呼和浩特金谷已發行股本約2.49%，代價為人民幣57,900,000元。於本報告日期，該收購已完成。有關更多詳情，請亦參閱本公司日期為二零一五年七月二十二日及二零一五年十月二十二日的公佈。

### 成立慧聰融資租賃有限公司

於二零一五年九月二十五日，本公司通過香港慧聰國際集團有限公司(「香港慧聰」)(本公司的全資附屬公司)在中國天津市成立慧聰融資租賃有限公司(「慧聰融資租賃公司」)。慧聰融資租賃公司由香港慧聰全資擁有，註冊總資本為3,000萬美元。董事會認為，慧聰融資租賃公司的成立，將豐富本公司的互聯網金融板塊的發展，並結合本公司現有業務營運，為客戶提供綜合解決方案服務。



## Management's Discussion and Analysis

### 管理層討論和分析

#### PLACING OF NEW SHARES

On 20th November 2015, in order to raise funds for satisfying future development needs and further expand shareholders and funds base, the Company completed a placing (the "Placing") whereby an aggregate of 74,540,000 new ordinary shares of the Company were successfully placed to not less than six places at the placing price of HK\$3.82 per share by Shenwan Hongyuan Securities (H.K.) Limited (the "Placing Agent") in accordance with the terms and conditions of the placing agreement (the "Placing Agreement") entered into between the Company and the Placing Agent on 12th November 2015. The closing price of the shares of the Company on the date of the Placing Agreement was HK\$4.70. No placee has become a substantial shareholder (as defined under the Listing Rules) immediately following completion of the Placing and each of the placees (and where applicable, its ultimate beneficial owner) is a third party independent of the Company and its connected persons (as defined under the Listing Rules). The gross proceeds amounted to approximately HK\$284,742,800 and are intended to be used for potential acquisitions or investments, input of resources into the B2B 2.0 business (which mainly includes transactions and internet finance), as well as working capital and general corporate purposes. Please also refer to the announcements of the Company dated 12th November 2015 and 20th November 2015 for further details.

#### MAJOR TRANSACTION IN RELATION TO THE FURTHER SUBSCRIPTION OF SHARES OF INNER MONGOLIA HOHHOT JINGU RURAL COMMERCIAL BANK LIMITED COMPANY

On 7th December 2015, HC Internet entered into the subscription agreement (the "Subscription Agreement") with Hohhot Jingu, pursuant to which HC Internet conditionally agreed to further subscribe for 108,661,533 shares of Hohhot Jingu (subject to adjustment under the terms of the Subscription Agreement) (the "Subscription Share(s)") at the subscription price of RMB3 per Subscription Share. The consideration for the said subscription is RMB325,984,599 (subject to adjustment under the terms of the Subscription Agreement), which shall be settled by HC Internet in cash. As at the date of this report, the subscription has not yet been completed. Please also refer to the announcement of the Company dated 7th December 2015 for further details.

#### 配售新股份

於二零一五年十一月二十日，為籌集資金應付日後發展需要及進一步擴大股東及資金基礎，本公司完成配售事項（「配售事項」），據此，申萬宏源證券（香港）有限公司（「配售代理」）根據本公司與其於二零一五年十一月十二日訂立之配售協議（「配售協議」）之條款及條件按每股3.82港元之配售價向不少於六名承配人成功配售合共74,540,000股本公司新普通股。本公司股份於配售協議日期之收市價為4.70港元。概無承配人於緊隨配售事項完成後成為主要股東（定義見上市規則），各承配人（及其最終實益擁有人（倘適用））為獨立於本公司及其關連人士（定義見上市規則）之第三方。所得款項總額約為284,742,800港元，擬將用作潛在收購或投資、B2B 2.0業務（其主要包括交易及互聯網金融）之資源投放以及營運資金及一般公司用途。有關進一步詳情，亦請參閱本公司日期為二零一五年十一月十二日及二零一五年十一月二十日之公佈。

#### 有關認購內蒙古呼和浩特金谷農村商業銀行股份有限公司之股份之進一步主要交易

於二零一五年十二月七日，慧聰互聯與呼和浩特金谷訂立認購協議（「認購協議」），據此，慧聰互聯有條件同意按認購價每股認購股份人民幣3元進一步認購108,661,533股呼和浩特金谷股份（「認購股份」）（可根據認購協議予以調整）。上述認購事項之代價為人民幣325,984,599元（可根據認購協議予以調整），將由慧聰互聯以現金償付。於本報告日期，認購事項尚未完成。有關進一步詳情，亦請參閱本公司日期為二零一五年十二月七日之公佈。

## Management's Discussion and Analysis 管理層討論和分析

### CONNECTED TRANSACTION – PROPOSED SUBSCRIPTION OF ZERO COUPON CONVERTIBLE BONDS UNDER SPECIFIC MANDATE

On 9th December 2015, the Company entered into the subscription agreement with Mr. Guo Jiang (the chief executive officer of the Company and an executive Director), Mr. Lee Wee Ong (an executive Director and chief financial officer of the Company), Mr. Liu Jun (a director of a non-wholly owned subsidiary of the Company) and Mr. Liu Xiaodong (a shareholder of the Company (“Shareholder”) and a director of several subsidiaries of the Company) (collectively, the “CB Subscribers”), pursuant to which the CB Subscribers have conditionally agreed to subscribe for and the Company has conditionally agreed to issue the convertible bonds in an aggregated principal amount of HK\$500,000,000 to be issued by the Company under the specific mandate of the Company. As at the date of this report, the subscription has not yet been completed. Please also refer to the announcements of the Company dated 9th December 2015, 29th February 2016 and 1st April 2016, and the circular of the Company dated 12th January 2016 for further details.

### SHARE TRANSACTION IN RELATION TO THE ACQUISITION OF THE ENTIRE ISSUED SHARE CAPITAL OF ZHONGFU HOLDINGS LIMITED INVOLVING ISSUE OF CONVERTIBLE BONDS AND CONTINUING CONNECTED TRANSACTION IN RELATION TO THE STRUCTURED CONTRACTS

On 18th December 2015, Daxiong Holdings Limited, Hanson He Holdings Limited, Richard Chen Holdings Limited, Grand Novel Developments Limited (浩新發展有限公司) and Mr Moustache Holdings Limited (collectively, the “Sellers”), the Company, and Mr. Cao Guoxiong (曹國熊), Mr. He Shunsheng (何順生), Mr. Chen Xuejun (陳學軍), Mr. Guan Jianzhong (管建忠), Mr. Guo Jiang (郭江) and Mr. Liao Bin (廖斌) (collectively, the “Seller Guarantors”) entered into the sale and purchase agreement, pursuant to which the Sellers had conditionally agreed to sell, and the Company had conditionally agreed to acquire the entire issued share capital of ZhongFu Holdings Limited for an aggregate consideration of HK\$170,807,500 (subject to downward adjustments), to be settled by way of cash and issuance and allotment of convertible bonds of the Company (subject to downward adjustments).

The completion of the transactions under the sale & purchase agreement took place on 8th January 2016 in accordance with the terms of the Sale and Purchase Agreement. Please also refer to the announcements of the Company dated 3rd July 2015, 18th December 2015 and 8th January 2016 for further details.

### 關連交易－有關建議根據特別授權認購零息可換股債券

於二零一五年十二月九日，本公司與郭江先生(本公司行政總裁兼執行董事)、Lee Wee Ong先生(本公司執行董事兼首席財務官)、劉軍先生(本公司非全資附屬公司之董事)及劉小東先生(本公司股東「股東」及本公司若干附屬公司之董事)(統稱「該等可換股債券認購人」)訂立認購協議，據此，該等可換股債券認購人有條件同意認購而本公司有條件同意發行本公司根據特別授權將予發行本金總額為500,000,000港元之可換股債券。於本報告日期，認購事項尚未完成。有關進一步詳情，亦請參閱本公司日期為二零一五年十二月九日、二零一六年二月二十九日及二零一六年四月一日之公佈及本公司日期為二零一六年一月十二日之通函。

### 有關收購 ZHONGFU HOLDINGS LIMITED全部已發行股本並涉及發行可換股債券之股份交易及有關結構性合約之持續關連交易

於二零一五年十二月十八日，Daxiong Holdings Limited、Hanson He Holdings Limited、Richard Chen Holdings Limited、浩新發展有限公司及Mr Moustache Holdings Limited(統稱「賣方」)與本公司及曹國熊先生、何順生先生、陳學軍先生、管建忠先生、郭江先生及廖斌先生(統稱「賣方擔保人」)訂立買賣協議，據此，賣方已有條件同意出售而本公司已有條件同意收購ZhongFu Holdings Limited全部已發行股本，總代價為170,807,500港元(可予下調)。該代價將透過現金及發行及配發本公司可換股債券(可予下調)之方式償付。

買賣協議項下進行之交易於二零一六年一月八日根據買賣協議之條款完成。有關進一步詳情，亦請參閱本公司日期為二零一五年七月三日、二零一五年十二月十八日及二零一六年一月八日之公佈。



## Management's Discussion and Analysis

### 管理層討論和分析

#### CAPITAL STRUCTURE

The total number of issued shares of the Company was 899,946,103 as at 31st December 2015. An analysis of the Group's capital structure in terms of maturity profile of debt and obligation, type or capital instruments used, currency and interest rate structure is set out in note 3.1 to note 3.2 to the consolidated financial statement.

#### STAFF AND REMUNERATION

The success of the Group depends on the skills, motivation and commitment of its staff. As at 31st December 2015, the total number of Group's employees was 3,111, among which 2,012 were employed in the Sales and Marketing Division, 334 were employed in the Editorial Division, 304 were employed in the Information Technology Division and the remaining were employed in other divisions of the Group.

Remuneration of employees is generally in line with the market trend and commensurate with the salary level in the industry, with share options granted to employees based on individual performance. Other benefits to the Group's employees include medical insurance, retirement schemes, training programmes and educational subsidies.

#### CHARGES ON GROUP ASSETS

As at 31st December 2015, part of the bank borrowings, amounting to RMB100,000,000 are secured by certain properties and land use right.

#### EXCHANGE RISK

As the Group's operations are principally in the PRC and majority assets and liabilities of the Group are denominated in RMB, the Directors believe that the Group is not subject to significant exchange risk.

#### CONTINGENT LIABILITIES

As at 31st December 2015, the Group had no contingent liability (2014: Nil).

#### 資本結構

於二零一五年十二月三十一日，本公司已發行股份總數為899,946,103股。就債務到期情況及負債、類別或所用之資本工具、貨幣及利率結構而言，本集團之資本架構分析載於合併財務報表附註3.1至3.2。

#### 員工及薪酬

本集團業務持續表現良好，全賴本集團員工所擁有之技能、拼勁及承諾。於二零一五年十二月三十一日，本集團共僱用3,111名員工，當中2,012名屬於銷售及市場推廣部；334名屬於編輯部；304名屬於資訊科技部，剩餘員工屬於本集團其他部門。

僱員薪酬大致上符合市場趨勢，並與業內薪金水平相符，而授予僱員之購股權則視乎個別僱員表現而定。本集團僱員可享受之其他福利，包括醫療保險、退休計劃、培訓課程及教育津貼。

#### 集團資產抵押

於二零一五年十二月三十一日，部分銀行借貸數額為人民幣100,000,000元，並以物業及土地使用權作抵押。

#### 匯兌風險

鑒於本集團業務以中國為主，而本集團大部分資產及負債均以人民幣結算，董事認為本集團並無承受重大匯兌風險。

#### 或然負債

於二零一五年十二月三十一日，本集團並無任何或然負債(二零一四年：無)。

## Management's Discussion and Analysis 管理層討論和分析

### SUBSEQUENT EVENTS

#### (a) Acquisition of Available-For-Sale Financial Asset – Shanghai Gangyin

On 15th January 2016, 北京慧聰再創科技有限公司 (Beijing Huicong Zaichuang Technology Co., Ltd\*) (“Zaichuang Technology”), an indirect wholly-owned subsidiary of the Company, entered into the subscription agreement with 上海鋼銀電子商務股份有限公司 (Shanghai Gangyin E-Commerce Co., Ltd\*) (“Shanghai Gangyin”), pursuant to which Zaichuang Technology has agreed to subscribe for 22,000,000 shares of par value RMB1 each in the share capital of Shanghai Gangyin at the subscription price of RMB4.5 per subscription share at a consideration of RMB99,000,000 to be settled in cash. As at the date of this report, the transactions under the subscription agreement have not yet been completed. Please also refer to the announcement of the Company dated 15th January 2016 for further details.

Upon completion of the acquisition, the investment has been recorded as available-for-sale financial asset measured as fair value under non-current assets.

Shanghai Gangyin is principally engaged in the provision of e-commerce services for the trade of iron and steel commodities. Through operating a third party platform, 鋼銀平台 (Gangyin Platform\*) (www.banksteel.com), Shanghai Gangyin provides upstream and downstream enterprises in the iron and steel industry with a package solution to e-commerce.

#### (b) Possible Transaction with Shanghai Ganglian E-Commerce Holdings Co., Ltd

The Company is in preliminary discussion with 上海鋼聯電子商務股份有限公司 (Shanghai Ganglian E-Commerce Holdings Co., Ltd \*) (“Shanghai Ganglian”) in relation to a possible transaction which may involve disposal of the entire equity interest in Beijing Zhixing Ruijing, a wholly-owned subsidiary of the Company, to achieve the purpose of disposing certain assets of the Group which own and operate the domain names www.zol.com.cn (中關村在線) and www.zol.com (中關村商城) by the Group to Shanghai Ganglian, in exchange for cash and/or certain equity interest in Shanghai Ganglian (the “Possible Transaction”). Shanghai Ganglian is a company established under the laws of the People's Republic of China, the shares of which are listed on the Shenzhen Stock Exchange (stock code: 300226).

If the Possible Transaction materialises, it may constitute a notifiable transaction and/or connected transaction of the Company under the Listing Rules. As at the date of this report, no binding material term concerning the Possible Transaction has been agreed and the Company has not entered into any definitive agreement in relation to the Possible Transaction. Please also refer to the announcements of the Company dated 25th February 2016 and 16th March 2016 for further details.

### 結算日後事項

#### (a) 收購可供出售金融資產 – 上海鋼銀

於二零一六年一月十五日，本公司之間接全資附屬公司北京慧聰再創科技有限公司(「再創科技」)與上海鋼銀電子商務股份有限公司(「上海鋼銀」)訂立認購協議，據此，再創科技同意按認購價每股認購股份人民幣4.5元認購上海鋼銀股本中每股面值人民幣1元之22,000,000股股份，代價人民幣99,000,000元須以現金支付。於本報告日期，認購協議項下之交易尚未完成。進一步詳情請參閱本公司日期為二零一六年一月十五日之公佈。

於收購事項完成後，此投資已列作為按公平價值計量之可供出售金融資產(非流動資產)。

上海鋼銀主要從事提供買賣鋼鐵商品的電子商務服務。透過營運第三方平台鋼銀平台(www.banksteel.com)，上海鋼銀為鋼鐵業的上游及下游企業提供一攬子電子商務解決方案。

#### (b) 可能與上海鋼聯電子商務股份有限公司訂立之交易

本公司與上海鋼聯電子商務股份有限公司(「上海鋼聯」)初步就可能涉及出售本公司全資附屬公司北京知行銳景之交易進行磋商，以達成本集團向上海鋼聯出售本集團若干資產(本集團於當中擁有及營運www.zol.com.cn(中關村在線)及www.zol.com(中關村商城)之域名)以換取現金及/或若干上海鋼聯股權之目的(「潛在交易」)。上海鋼聯為根據中華人民共和國法律成立之公司，其股份於深圳證券交易所上市(股份代號：300226)。

倘潛在交易落實，則可能構成本公司於上市規則項下之須予公佈交易及/或關連交易。於本報告日期，概無協定有關潛在交易而具約束力之重大條款，而本公司尚未就潛在交易訂立任何具體協議。進一步詳情請參閱本公司日期為二零一六年二月二十五日及二零一六年三月十六日之公佈。

## Management's Discussion and Analysis 管理層討論和分析

### (c) Connected Transaction in relation to Capital Increase Agreement involving Deemed Disposal of Equity Interest in Guangzhou Huicong

On 15th March 2016, Mr. Liu Jun (劉軍), Mr. Song Bingchen (宋冰晨), Mr. Han Gang (韓剛) and Mr. Xu Ke (許可) (collectively, the "Subscribers") entered into a capital increase agreement with 深圳市京慧聰網絡科技有限公司 (Shenzhen Jing Huicong Network Technology Company Limited\*) ("Shenzhen Jing Huicong"), 北京慧聰互聯信息技術有限公司 (Beijing Huicong Interconnection Information Technology Company Limited\*) ("Beijing Huicong Interconnection") and 廣州慧聰網絡科技有限公司 (Guangzhou Huicong Network Technology Company Limited\*) ("Guangzhou Huicong"), each an indirect wholly-owned subsidiary of the Company, pursuant to which the parties agreed that the registered capital of Guangzhou Huicong (an indirect wholly-owned subsidiary of the Company) shall be increased from RMB5,000,000 to RMB8,333,333. The Subscribers shall make capital contribution in the aggregate amount of RMB53,333,333, comprising RMB3,333,333 to be contributed to the increase in registered capital of Guangzhou Huicong, and RMB50,000,000 to be contributed to the capital reserve of Guangzhou Huicong.

Upon completion of the abovementioned capital increase, Guangzhou Huicong will be owned as to approximately 40.00% by the Subscribers and approximately 60.00% by Shenzhen Jing Huicong and Beijing Huicong Interconnection collectively. As at the date of this report, the said transaction has not yet been completed. Please also refer to the announcement of the Company dated 15th March 2016 for further details.

### (c) 有關涉及視作出售廣州慧聰股本權益之增資協議之關連交易

於二零一六年三月十五日，劉軍先生、宋冰晨先生、韓剛先生及許可先生(統稱「認購人」)與深圳京慧聰網絡科技有限公司(「深圳京慧聰」)、北京慧聰互聯信息技術有限公司(「北京慧聰互聯」)及廣州慧聰網絡科技有限公司(「廣州慧聰」)(各為本公司之間接全資附屬公司)訂立增資協議，據此，訂約方同意廣州慧聰(本公司之間接全資附屬公司)之註冊資本將由人民幣5,000,000元增加至人民幣8,333,333元。認購人須出資合共人民幣53,333,333元，包括將對增加廣州慧聰註冊資本出資之人民幣3,333,333元及將對廣州慧聰資本儲備出資之人民幣50,000,000元。

上述增資完成後，廣州慧聰將由認購人擁有約40.00%，另由深圳京慧聰及北京慧聰互聯共同擁有約60.00%。於本報告日期，上述交易尚未完成。有關進一步詳情，亦請參閱本公司日期為二零一六年三月十五日之公佈。

# Report of the Directors

## 董事會報告

The Directors submit their report together with the audited financial statements for the financial year ended 31st December 2015.

### PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The activities of its principal subsidiaries are set out in note 12 to the consolidated financial statements. There were no significant changes in the nature of the Group's principal activities for the financial year ended 31st December 2015.

An analysis of the Group's performance for the financial year by business segment is set out in note 5 to the consolidated financial statements.

### BUSINESS REVIEW

A review of the business and prospects of the Group is set out on pages 9 to 19 of this report.

### RESULTS AND APPROPRIATIONS

The results of the Group for the financial year are set out in the consolidated statement of comprehensive income on page 95 to page 96.

The Directors do not recommend the payment of a dividend for the year ended 31st December 2015.

### RESERVES

Details of the movements in retained earnings of the Group during the financial year are set out on page 99.

Details of the movements in other reserves of the Group are set out in note 21 to the consolidated financial statements.

### PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group are set out in note 9 to the consolidated financial statements.

### SHARE CAPITAL AND SHARE OPTIONS

Details of the movements in share capital and share options of the Company are set out in note 20 to the consolidated financial statements.

### DISTRIBUTABLE RESERVES

Distributable reserves of the Company at 31st December 2015, calculated under the Companies Law of Cayman Islands, amounted to approximately RMB1,529,760,000 (2014: RMB534,304,000).

### FIVE YEAR FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 6 of this report.

董事會提呈其報告連同截至二零一五年十二月三十一日止財政年度之經審核財務報表。

### 主要業務

本公司主要業務為投資控股。其主要附屬公司之業務載於合併財務報表附註12。於截至二零一五年十二月三十一日止財政年度，本集團主要業務性質概無重大變動。

本集團於本財政年度內按業務分部劃分之表現分析載於合併財務報表附註5。

### 業務回顧

本集團業務回顧及展望載於本報告第9至19頁。

### 業績及分派

本集團於本財政年度之業績載於第95至96頁之合併綜合收益表。

董事不建議就截至二零一五年十二月三十一日止年度派發股息。

### 儲備

本集團於本財政年度內之留存收益變動詳情載於第99頁。

本集團其他儲備之變動詳情載於合併財務報表附註21。

### 物業、廠房及設備

本集團之物業、廠房及設備變動詳情載於合併財務報表附註9。

### 股本及購股權

本公司之股本及購股權變動詳情載於合併財務報表附註20。

### 可供派發儲備

根據開曼群島公司法，本公司於二零一五年十二月三十一日之可供派發儲備約為人民幣1,529,760,000元(二零一四年：人民幣534,304,000元)。

### 五年財務概要

本集團過去五個財政年度之業績及資產與負債概要載於本報告第6頁。

## Report of the Directors 董事會報告

### DIRECTORS

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

Mr. Guo Fansheng (Chairman)	(appointed on 21st March 2000)
Mr. Guo Jiang (Chief Executive Officer)	(appointed on 1st August 2006)
Mr. Lee Wee Ong (Chief Financial Officer)	(appointed on 9th September 2011 as an independent non-executive Director and re-designated as an executive Director on 1st July 2012)
Mr. Li Jianguang <sup>Note1</sup>	(appointed on 1st August 2006)
Mr. Guo Wei <sup>Note1</sup>	(appointed on 8th March 2002 as an independent non-executive Director and re-designated as a non-executive Director on 10th June 2011)
Mr. Zhang Ke <sup>Note2</sup>	(appointed on 28th March 2003)
Dr. Xiang Bing <sup>Note2</sup>	(appointed on 8th March 2002)
Mr. Zhang Tim Tianwei <sup>Note2</sup>	(appointed on 1st November 2011)
Mr. Yang Ning (President)	(appointed on 17th January 2014 and resigned on 30th March 2015)

Notes:

<sup>1</sup> Non-executive Directors

<sup>2</sup> Independent non-executive Directors

In accordance with Article 87 of the Company's articles of association, Mr. Guo Jiang, Mr. Lee Wee Ong and Mr. Zhang Ke will retire and, being eligible, offer themselves for re-election at the forthcoming annual general meeting of the Company.

### 董事

本年度及截至本報告日期，在任董事如下：

郭凡生先生(主席)	(於二零零零年三月二十一日獲委任)
郭江先生(行政總裁)	(於二零零六年八月一日獲委任)
Lee Wee Ong先生 (首席財務官)	(於二零一一年九月九日獲委任為獨立非執行董事，於二零一二年七月一日調任為執行董事)
李建光先生 <sup>附註1</sup>	(於二零零六年八月一日獲委任)
郭為先生 <sup>附註1</sup>	(於二零零二年三月八日獲委任為獨立非執行董事，於二零一一年六月十日調任為非執行董事)
張克先生 <sup>附註2</sup>	(於二零零三年三月二十八日獲委任)
項兵博士 <sup>附註2</sup>	(於二零零二年三月八日獲委任)
張天偉先生 <sup>附註2</sup>	(於二零一一年十一月一日獲委任)
楊寧先生(總裁)	(於二零一四年一月十七日獲委任並於二零一五年三月三十日辭任)

附註：

<sup>1</sup> 非執行董事

<sup>2</sup> 獨立非執行董事

根據本公司章程細則第87條，郭江先生、Lee Wee Ong先生及張克先生將於本公司應屆股東週年大會上退任，惟彼等合資格並願意重選連任。

# Report of the Directors

## 董事會報告

### DIRECTORS' PROFILE

The Directors' profile is set out on pages 20 to 24.

### DIRECTORS' SERVICE CONTRACTS

Each of Mr. Guo Fansheng, Mr. Guo Jiang and Mr. Lee Wee Ong has entered into a director's service contract with the Company, whereby each of them has accepted the appointment as an executive Director of the Company for a term of three years from 30th November 2015, 1st August 2015 and 1st July 2015 respectively, which may be terminated by either party giving three months' prior written notice or otherwise in accordance with the terms of their respective service contracts.

Each of the independent non-executive Directors, Dr. Xiang Bing, Mr. Zhang Ke and Mr. Zhang Tim Tianwei, has entered into a director's service contract with the Company, whereby each of Dr. Xiang Bing, Mr. Zhang Ke and Mr. Zhang Tim Tianwei has accepted the appointment for a term of one year from 8th March 2002, 28th March 2003 and 1st November 2011, respectively, and the service contracts shall be renewed automatically at the end of the term. Either party may terminate the service contract at any time by giving one month's prior written notice or in accordance with the terms of their respective service contracts. There is no service contract, which is not determinable by the Company within one year without payment of compensation (other than statutory compensation), in respect of any director proposed for re-election at the forthcoming annual general meeting.

### DIRECTORS' INTERESTS IN CONTRACTS

Save as disclosed above and in note 34 and note 44 to the consolidated financial statements, no Director was materially interested, whether directly or indirectly, in any contract of significance to the business of the Group to which the Company, its holding company, or any of its fellow subsidiaries and subsidiaries was a party subsisted at the end of the year or at any time during the year.

### PERMITTED INDEMNITY PROVISION

Under the Articles of Association of the Company, a permitted indemnity provision for the benefit of the directors and officers of the Company is currently in force and was in force throughout the financial year. The Company has taken out and maintained directors and officers liability insurance which provides appropriate cover for, among others, directors of the Company.

### DIRECTORS' AND SENIOR STAFF EMOLUMENTS

Details of Directors and senior staff emoluments for the year are set out in notes 34 to the consolidated financial statements.

The emoluments of the Directors and the senior staff are determined based on the operating results of the Group, individual performance and/or prevailing market conditions. The Company has also adopted the Share Option Scheme and the Share Award Scheme as an incentive to Directors and senior staff.

### 董事簡介

董事簡介載於第20至24頁。

### 董事服務合約

郭凡生先生、郭江先生及Lee Wee Ong先生已各自與本公司訂立董事服務合約，據此，彼等各自已同意獲委任為本公司執行董事，分別由二零一五年十一月三十日、二零一五年八月一日及二零一五年七月一日起計為期三年，服務合約可由任何一方發出三個月事先書面通知或根據相應服務合約條款予以終止。

獨立非執行董事項兵博士、張克先生及張天偉先生已各自與本公司訂立董事服務合約，據此，彼等各自已接受有關委任，分別自二零零二年三月八日、二零零三年三月二十八日及二零一一年十一月一日起計為期一年，而該等服務合約於期滿後將自動重續。服務合約可由任何一方發出一個月事先書面通知或根據相應服務合約條款予以終止。概無與於本公司應屆股東週年大會建議重選之董事訂立不可由本公司於一年內毋須支付賠償(法定賠償除外)而終止之服務合約。

### 董事於合約之權益

除上文及合併財務報表附註34及附註44所披露者外，於年終或年內任何時間，概無董事於對本集團業務而言屬重大，且本公司、其控股公司或其任何同系附屬公司及附屬公司為其中之訂約一方且仍然生效之合約中直接或間接擁有重大權益。

### 獲准許彌償條文

本公司章程細則規定，一項以本公司董事及高級職員利益訂立之已獲准彌償保證條款現正生效並於財政年度一直生效。本公司已為董事及高級職員投保，為(其中包括)本公司董事提供適當保障。

### 董事及高級僱員之薪酬

本年度董事及高級僱員之薪酬詳情載於合併財務報表附註34。

董事及高級僱員之薪酬乃根據本集團之經營業績、個人表現及/或當前市況釐定。本公司亦採納購股權計劃及股份獎勵計劃作為董事及高級僱員之獎勵。

## Report of the Directors 董事會報告

### DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 31st December 2015, the interests and short positions of the Directors and the chief executives of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) (the "SFO") which were 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 they are taken or deemed to have under such provisions of the SFO) or required to be entered in the register maintained by the Company pursuant to Section 352 of the SFO or which were notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transaction by Directors of Listed Issuers (the "Model Code") contained in the Listing Rules, were as follows:

#### (a) Directors' Long Positions in the Shares and Underlying Shares of the Company

Name of Director 董事姓名	Class of Shares 股份類別	Capacity 身份	Personal interests 個人權益	Family interests 家族權益	Corporate interests 公司權益	Other interests 其他權益	Total number of Shares 股份總數	Percentage of shareholding (approximate) 股權百分比 (概約)
Guo Jiang 郭江	Ordinary 普通股	Beneficial owners/ family interest 實益擁有人/ 家族權益	119,425,146 (note 1) (附註1)	10,784,625 (note 1) (附註1)	-	-	130,209,771 (note 1) (附註1)	14.47%
Guo Fansheng 郭凡生	Ordinary 普通股	Beneficial owners 實益擁有人	57,749,015	-	-	-	57,749,015	6.42%
Li Jianguang 李建光	Ordinary 普通股	Interest of controlled corporation 受控制公司權益	-	-	32,000,384 (note 2) (附註2)	-	32,000,384 (note 2) (附註2)	3.56%
Lee Wee Ong	Ordinary 普通股	Beneficial owners 實益擁有人	19,850,672 (note 3) (附註3)	-	-	-	19,850,672 (note 3) (附註3)	2.21%

#### (b) Directors' Short Positions

Name of Director 董事姓名	Class of Shares 股份類別	Capacity 身份	Personal interests 個人權益	Family interests 家族權益	Corporate interests 公司權益	Other interests 其他權益	Total number of Shares 股份總數	Percentage of shareholding (approximate) 股權百分比 (概約)
Guo Jiang 郭江	Ordinary 普通股	Beneficial owners 實益擁有人	5,000,000	-	-	-	5,000,000	0.56%

### 董事及行政總裁於本公司及其相聯法團之股份、相關股份及債券之權益及淡倉

於二零一五年十二月三十一日，董事及本公司行政總裁於本公司或其任何相聯法團(定義見香港法例第571章證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份及債券中，擁有根據證券及期貨條例第XV部之第7及第8分部須知會本公司及聯交所之權益及淡倉(包括根據證券及期貨條例有關條文彼等被當作或視作擁有之權益或淡倉)，或根據證券及期貨條例第352條須記入本公司所存置登記冊之權益及淡倉，或根據上市規則所載上市發行人董事進行證券交易的標準守則(「標準守則」)知會本公司及聯交所之權益及淡倉如下：

#### (a) 董事於本公司股份及相關股份之好倉

#### (b) 董事之淡倉

## Report of the Directors 董事會報告

### (b) Directors' Short Positions (Continued)

Note:

- Such interests in the Company comprised:
  - 66,724,771 Shares of which 5,150,625 Shares are held by Ms. Geng Yi, who is Mr. Guo Jiang's spouse;
  - 8,351,000 underlying Shares derived from the awarded shares granted to Mr. Guo Jiang under the employees' share award scheme adopted on 17th November 2011;
  - 15,134,000 underlying Shares derived from the share options granted under the Share Option Scheme adopted on 30th November 2003 of which 5,634,000 underlying Shares derived from the share options granted to Ms. Geng Yi under the Share Option Scheme; and
  - 40,000,000 underlying Shares derived from the proposed subscription of 40,000,000 convertible bonds of the Company by Mr. Guo Jiang pursuant to a subscription agreement (the "CB Subscription Agreement") entered into between, among others, the Company, Mr. Guo Jiang, Mr. Lee Wee Ong, Mr. Liu Jun and Mr. Liu Xiaodong.

Mr. Guo Jiang is deemed, or taken to have, interested in the shares and underlying shares held by Ms. Geng Yi pursuant to the SFO.

- The references to 32,000,384 shares of the Company relate to the same block of shares of the Company held by Callister Trading Limited, the entire share capital of which is owned by Mr. Li Jianguang. Accordingly, Mr. Li Jianguang is deemed, or taken to have, interested in the said 32,000,384 shares of the Company pursuant to the SFO.
- Such interests in the Company comprises: (i) 3,350,672 Shares, (ii) 1,500,000 underlying Shares derived from the share options granted under the Share Option Scheme and (iii) 15,000,000 underlying Shares derived from the proposed subscription of 15,000,000 convertible bonds of the Company by Mr. Lee Wee Ong pursuant to the CB Subscription Agreement.

Save as disclosed above, as at 31st December 2015, none of the Directors and chief executive of the Company at the relevant time has any interest or short position in the shares, underlying shares and debentures of the company or any of its associated corporations (within the meaning of Part XV of the SFO) which were 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 they are taken or deemed to have under such provisions of the SFO) or required to be entered in the register maintained by the Company pursuant to Section 352 of the SFO or which were notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") contained in the Listing Rules.

### (b) 董事之淡倉(續)

附註：

- 該等本公司權益包括：
  - 66,724,771 股本公司股份，其中 5,150,625 股本公司股份由郭江先生之配偶耿怡女士持有；
  - 根據二零一一年十一月十七日採納之僱員股份獎勵計劃向郭江先生授出之獎勵股份所涉及之 8,351,000 股相關股份；及
  - 根據於二零一三年十一月三十日採納之購股權計劃授出之購股權所涉及之 15,134,000 股相關股份，其中 5,634,000 股相關股份乃來自根據購股權計劃授予耿怡女士之購股權；及
  - 郭江先生根據，其中包括，本公司、郭江先生、Lee Wee Ong 先生、劉軍先生及劉小東先生訂立之認購協議（「可換股債券認購協議」）擬認購 40,000,000 份可換股債券所涉及之 40,000,000 股相關股份。

根據證券及期貨條例，郭江先生被當作或視作於耿怡女士所持有之股份及相關股份中擁有權益。

- 該等 32,000,384 股本公司股份乃與 Callister Trading Limited 所持本公司同一批股份有關，而該公司之全部股本由李建光先生擁有。因此，根據證券及期貨條例，李建光先生被當作或視作於上述 32,000,384 股本公司股份中擁有權益。
- 該等本公司權益包括(i) 3,350,672 股股份；(ii) 根據購股權計劃授出之購股權所涉及之 1,500,000 股相關股份；及(iii) Lee Wee Ong 先生根據可換股債券認購協議擬認購 15,000,000 份本公司可換股債券所涉及之 15,000,000 股相關股份。

除上文披露者外，於二零一五年十二月三十一日，概無董事及本公司行政總裁於有關時間在本公司或其任何相聯法團（定義見證券及期貨條例第 XV 部）之股份、相關股份及債券中，擁有根據證券及期貨條例第 XV 部第 7 及第 8 分部須知會本公司及聯交所之任何權益或淡倉（包括根據證券及期貨條例有關條文彼等被當作或視作擁有之權益或淡倉），或根據證券及期貨條例第 352 條須記入本公司所存置登記冊之任何權益或淡倉，或根據上市規則所載上市發行人董事進行證券交易的標準守則（「標準守則」）知會本公司及聯交所之任何權益或淡倉。

## Report of the Directors 董事會報告

### SHARE OPTION SCHEMES

Pursuant to written resolutions of the shareholders of the Company dated 30th November 2003, among others, a share option scheme (the "Share Option Scheme") was adopted by the Company. The principal terms of the Share Option Scheme were summarised in the paragraph headed "Share options" under the section headed "Statutory and General Information" in Appendix V of the prospectus of the Company dated 8th December 2003.

### OUTSTANDING SHARE OPTIONS

#### Share Option Scheme

As at 31st December 2015, options to subscribe for an aggregate of 30,316,000 Shares granted pursuant to the Share Option Scheme were outstanding (representing approximately 3.37% of the issued share capital of the Company as at the date of this report). Details of which were as follows:

Name of grantee	Date of grant	Exercise price per share	Number of share options				As at 31st December 2015
			As at 1st January 2015	Granted during the period	Exercised during the period	Lapsed during the period	
承授人姓名	授出日期	每股行使價 HK\$ 港元	於 二零一五年 一月一日	於期內授出	於期內行使	於期內失效	於 二零一五年 十二月三十一日 (Note 1) (附註1)

#### Directors

##### 董事

Guo Jiang	23rd June 2006	1.49	1,000,000				1,000,000
郭江	二零零六年六月二十三日						
	11th July 2007	1.24	2,200,000				2,200,000
	二零零七年七月十一日						
	29th September 2008	0.604	1,500,000				1,500,000
	二零零八年九月二十九日						
	7th April 2010	0.82	4,800,000				4,800,000
	二零一零年四月七日						
Lee Wee Ong	3rd April 2013	4.402	1,500,000				1,500,000
	二零一三年四月三日						

### 購股權計劃

根據本公司股東於二零零三年十一月三十日通過之書面決議案，本公司採納一項購股權計劃（「購股權計劃」）。購股權計劃之主要條款已於本公司日期為二零零三年十二月八日之招股章程附錄五「法定及一般資料」一節「購股權」一段概述。

### 尚未行使之購股權

#### 購股權計劃

於二零一五年十二月三十一日，根據購股權計劃授予可認購合共30,316,000股股份之購股權尚未行使（佔於本報告日期本公司已發行股本約3.37%）。有關詳情如下：

# Report of the Directors

## 董事會報告

Name of grantee	Date of grant	Exercise price per share	Number of share options				
			As at 1st January 2015	Granted during the period	Exercised during the period	Lapsed during the period	As at 31st December 2015
承授人姓名	授出日期	每股行使價 HK\$ 港元	於 二零一五年 一月一日	於期內授出	於期內行使	於期內失效	於 二零一五年 十二月三十一日 (Note 1) (附註1)
<b>Senior management</b>							
<b>高級管理人員</b>							
Geng Yi	23rd June 2006	1.49	434,000				434,000
耿怡	二零零六年六月二十三日						
	29th September 2008	0.604	1,000,000				1,000,000
	二零零八年九月二十九日						
	7th April 2010	0.82	4,200,000				4,200,000
	二零一零年四月七日						
Guo Gang	28th March 2011	1.108	50,000		(50,000)		-
郭剛	二零一一年三月二十八日						
Li Tao	11th July 2007	1.24	220,000				220,000
李韜	二零零七年七月十一日						
	29th September 2008	0.604	400,000				400,000
	二零零八年九月二十九日						
	7th April 2010	0.82	800,000				800,000
	二零一零年四月七日						
<b>Other employees</b>							
<b>其他僱員</b>							
In aggregate (Note 2)	23rd June 2006	1.49	94,000		(70,000)		24,000
合計 (附註2)	二零零六年六月二十三日						
In aggregate (Note 3)	11th July 2007	1.24	1,955,000		(677,000)		1,278,000
合計 (附註3)	二零零七年七月十一日						
In aggregate	29th September 2008	0.604	100,000		(100,000)		-
合計	二零零八年九月二十九日						
In aggregate (Note 4)	7th April 2010	0.82	2,418,000		(1,630,000)		788,000
合計 (附註4)	二零一零年四月七日						
In aggregate (Note 5)	28th March 2011	1.108	200,000				200,000
合計 (附註5)	二零一一年三月二十八日						
In aggregate (Note 6)	18th November 2013	9.84	10,000,000		(28,000)		9,972,000
合計 (附註6)	二零一三年十一月十八日						
Total			32,871,000		(2,555,000)		30,316,000
總計							

## Report of the Directors 董事會報告

### Notes:

1. Each option has a 10-year exercise period, which may be exercised after the expiry of twelve months from the date of the grant of options.

For the options exercisable at HK\$1.49 granted on 23rd June 2006, the relevant grantees may exercise these options in a 10-year period starting from the expiry of twelve months from the date of the grant of options.

For the options exercisable at HK\$1.24 granted on 11th July 2007, the relevant grantees may exercise options up to 50% and in full, respectively, of the shares of the Company comprised in his or her option (less any number of shares of the Company in respect of which the option has been previously exercised), commencing from the first and second anniversaries of the date of the grant of options.

For the options exercisable at HK\$0.604 granted on 29th September 2008, the relevant grantees may exercise these options in a 10-year period starting from the expiry of twelve months from the date of the grant of options. For the options exercisable at HK\$0.82 granted on 7th April 2010, the relevant grantees may exercise options up to 50% and 100%, respectively, of the shares of the Company comprised in his or her option (less any number of shares of the Company in respect of which the option has been previously exercised), commencing from the first and second anniversaries of the date of the grant of options.

For the options exercisable at HK\$1.108 granted on 28th March 2011, the relevant grantees may exercise options up to 50% and 100%, respectively, of the shares of the Company comprised in his or her option (less any number of shares of the Company in respect of which the option has been previously exercised), commencing from the first and second anniversaries of the date of the grant of options.

For the options exercisable at HK\$4.402 granted on 3rd April 2013, the relevant grantee may exercise options up to 20%, 40%, 60%, 80% and 100%, of the shares of the Company comprised in his option (less any number of shares of the Company in respect of which the option has been previously exercised), commencing from the first, second, third, fourth and fifth anniversaries of the date of the grant of options respectively.

For the options exercisable at HK\$9.84 granted on 18th November 2013, the relevant grantees may exercise options up to 10%, 20%, 40%, 70% and 100%, respectively, of the shares of the Company comprised in his or her option (less any number of shares of the Company in respect of which the option has been previously exercised), commencing from the first, second, third, fourth and fifth anniversaries of the date of the grant of options.

2. 1 employee have been granted options under the Share Option Scheme to acquire an aggregate of 24,000 shares of the Company at HK\$1.49 per share.
3. 4 employees have been granted options under the Share Option Scheme to acquire an aggregate of 1,278,000 shares of the Company at HK\$1.24 per share.

### 附註：

1. 每份購股權之行使期為10年，於購股權授出日期起計十二個月屆滿後可予行使。

就於二零零六年六月二十三日授出可按照行使價1.49港元行使之購股權而言，有關承授人可於購股權授出日期起計十二個月屆滿後之10年期間內行使該等購股權。

就於二零零七年七月十一日授出可按照行使價1.24港元行使之購股權而言，有關承授人於自購股權授出日期之第一及第二週年起，最多可分別行使其持有之購股權認購所涉及之本公司股份50%及全數（扣除任何過往已行使之購股權所涉及之本公司股份數目）。

就於二零零八年九月二十九日授出可按照行使價0.604港元行使之購股權而言，有關承授人可於購股權授出日期十二個月屆滿後之10年期間內行使該等購股權。就於二零一零年四月七日授出可按照行使價0.82港元行使之購股權而言，有關承授人於自購股權授出日期之第一及第二週年起，最多可分別行使其持有之購股權認購所涉及之本公司股份50%及全數（扣除任何過往已行使之購股權所涉及之本公司股份數目）。

就於二零一一年三月二十八日授出可按照行使價1.108港元行使之購股權而言，有關承授人於自購股權授出日期之第一及第二週年起，最多可分別行使其持有之購股權認購所涉及之本公司股份50%及全數（扣除任何過往已行使之購股權所涉及之本公司股份數目）。

就於二零一三年四月三日授出可按照行使價4.402港元行使之購股權而言，有關承授人於自購股權授出日期之第一、第二、第三、第四及第五週年起，最多可分別行使其持有之購股權認購所涉及之本公司股份20%、40%、60%、80%及全數（扣除任何過往已行使之購股權所涉及之本公司股份數目）。

就於二零一三年十一月十八日授出可按照行使價9.84港元行使之購股權而言，有關承授人於自購股權授出日期之第一、第二、第三、第四及第五週年起，最多可分別行使其持有之購股權認購所涉及之本公司股份10%、20%、40%、70%及全數（扣除任何過往已行使之購股權所涉及之本公司股份數目）。

2. 根據購股權計劃已向1名僱員授出可以每股1.49港元認購合共24,000股本公司股份之購股權。
3. 根據購股權計劃已向4名僱員授出可以每股1.24港元認購合共1,278,000股本公司股份之購股權。

## Report of the Directors 董事會報告

4. 3 employees have been granted options under the Share Option Scheme to acquire an aggregate of 788,000 shares of the Company at HK\$0.82 per share.
5. 2 employees have been granted options under the Share Option Scheme to acquire an aggregate of 200,000 shares of the Company at HK\$1.108 per share.
6. 56 employees have been granted options under the Share Option Scheme to acquire an aggregate of 9,972,000 shares of the Company at HK\$9.84 per share.
7. The fair value of options granted under the Share Option Scheme on 23rd June 2006, determined using the Binomial Model valuation model, was approximately RMB3,919,000. The significant inputs into the model were exercise price of HK\$1.49, standard deviation of expected share price returns of 34.8%, expected life of options ranging from 3.2 to 5.5 years expected dividend paid out rate of 0% and annual risk free interest rate of 4.911%. The volatility measured at the standard deviation of expected share price returns is based on statistical analysis of historical price movement of the Company and other comparable companies with similar business nature.
8. The fair value of options granted under the Share Option Scheme on 11th July 2007, determined using the Binomial Model valuation model, was approximately RMB9,390,000. The significant inputs into the model were exercise price of HK\$1.24 standard deviation of expected share price returns of 49.0%, expected life of options ranging from 2.4 to 6.2 years expected dividend paid out rate of 0% and annual risk-free interest rate of 4.757%.The volatility measured at the standard deviation of expected share price returns is based on statistical analysis of historical price movement of the Company and other comparable companies with similar business nature.
9. The fair value of options granted under the Share Option Scheme on 29th September 2008, determined using the Binomial Model valuation model, was approximately RMB2,756,000. The significant inputs into the model were exercise price of HK\$0.604 standard deviation of expected share price returns of 72.2%, expected life of options ranging from 3.8 to 4.8 years expected dividend paid out rate of 0% and annual risk-free interest rate of 3.133%. The volatility measured at the standard deviation of expected share price returns is based on statistical analysis of historical price movement of the Company and other comparable companies with similar business nature.
10. The fair value of options granted under the Share Option Scheme on 7th April 2010, determined using the Binomial Model valuation model, was approximately RMB12,527,000. The significant inputs into the model were exercise price of HK\$0.82 standard deviation of expected share price returns of 79.8%, expected life of options ranging from 3.4 to 5.9 years expected dividend paid out rate of 0% and annual risk-free interest rate of 2.865%.The volatility measured at the standard deviation of expected share price returns is based on statistical analysis of historical price movement of the Company and other comparable companies with similar business nature.
4. 根據購股權計劃已向3名僱員授出可以每股0.82港元認購合共788,000股本公司股份之購股權。
5. 根據購股權計劃已向2名僱員授出可以每股1.108港元認購合共200,000股本公司股份之購股權。
6. 根據購股權計劃已向56名僱員授出可以每股9.84港元認購合共9,972,000股本公司股份之購股權。
7. 使用二項式估值模式計算於二零零六年六月二十三日根據購股權計劃所授出購股權之公平值約為人民幣3,919,000元。輸入該模式之主要參數為行使價1.49港元、預計股價回報率之標準偏差34.8%、購股權之預計年期介乎3.2年至5.5年不等、預計派息率0%及年度無風險利率4.911%。按照預計股價回報率之標準偏差所計算之波幅，乃根據本公司及業務性質類似之其他可資比較公司之過往價格波動之統計數字分析計算。
8. 使用二項式估值模式計算於二零零七年七月十一日根據購股權計劃所授出購股權之公平值約為人民幣9,390,000元。輸入該模式之主要參數為行使價1.24港元、預計股價回報率之標準偏差49.0%、購股權之預計年期介乎2.4年至6.2年不等、預計派息率0%及年度無風險利率4.757%。按照預計股價回報率之標準偏差所計算之波幅，乃根據本公司及業務性質類似之其他可資比較公司之過往價格波動之統計數字分析計算。
9. 使用二項式估值模式計算於二零零八年九月二十九日根據購股權計劃所授出購股權之公平值約為人民幣2,756,000元。輸入該模式之主要參數為行使價0.604港元、預計股價回報率之標準偏差72.2%、購股權之預計年期介乎3.8年至4.8年不等、預計派息率0%及年度無風險利率3.133%。按照預計股價回報率之標準偏差所計算之波幅，乃根據本公司及業務性質類似之其他可資比較公司之過往價格波動之統計數字分析計算。
10. 使用二項式估值模式計算於二零一零年四月七日根據購股權計劃所授出購股權之公平值約為人民幣12,527,000元。輸入該模式之主要參數為行使價0.82港元、預計股價回報率之標準偏差79.8%、購股權之預計年期介乎3.4年至5.9年不等、預計派息率0%及年度無風險利率2.865%。按照預計股價回報率之標準偏差所計算之波幅，乃根據本公司及業務性質類似之其他可資比較公司之過往價格波動之統計數字分析計算。



## Report of the Directors 董事會報告

11. The fair value of options granted under the Share Option Scheme on 28th March 2011, determined using the Binomial Model valuation model, was approximately RMB1,377,000. The significant inputs into the model were exercise price of HK\$1.108 standard deviation of expected share price returns of 77.4%, expected life of options ranging from 3.8 to 4.9 years expected dividend paid out rate of 0% and annual risk-free interest rate 2.82%. The volatility measured at the standard deviation of expected share price returns is based on statistical analysis of historical price movement of the Company and other comparable companies with similar business nature.
  12. The fair value of options granted under the Share Option Scheme on 3rd April 2013, determined using the Binomial Model valuation model, was approximately RMB3,754,000. The significant inputs into the model were exercise price of HK\$4.402 standard deviation of expected share price returns of 75%, expected life of options ranging from 9.1 to 9.6 years expected dividend paid out rate of 0% and annual risk-free interest rate 1.111%. The volatility measured at the standard deviation of expected share price returns is based on statistical analysis of historical price movement of the Company and other comparable companies with similar business nature.
  13. The fair value of options granted under the Share Option Scheme on 18th November 2013, determined using the Binomial Model valuation model, was approximately RMB50,125,000. The significant inputs into the model were exercise price of HK\$9.84 standard deviation of expected share price returns of 71.5%, expected life of options ranging from 4.7 to 7.9 years expected dividend paid out rate of 0% and annual risk-free interest rate 1.915%. The volatility measured at the standard deviation of expected share price returns is based on statistical analysis of historical price movement of the Company and other comparable companies with similar business nature.
  14. In the extraordinary general meeting of the Company held on 22nd May 2015, an ordinary resolution was passed by the shareholders of the Company to approve the adoption of the 2015 Share Option Scheme. For details, please refer to the Company's circular and announcement dated 5th May 2015 respectively.
  15. In respect of employees resigned during the period whose share options have not been vested, such share options are lapsed, and the share compensation costs recognised previously are credited to condensed consolidated final statement of comprehensive income.
  16. The values of share options recognised in share-based compensation reserves are subject to a number of assumptions and with regard to the limitation of the valuation model.
  17. The weighted average closing price of the Shares immediately before the date on which these options were exercised was approximately HK\$6.25 per share.
11. 使用二項式估值模式計算於二零一一年三月二十八日根據購股權計劃所授出購股權之公平值約為人民幣1,377,000元。輸入該模式之主要參數為行使價1.108港元、預計股價回報率之標準偏差77.4%、購股權之預計年期介乎3.8年至4.9年不等、預計派息率0%及年度無風險利率2.82%。按照預計股價回報率之標準偏差所計算之波幅，乃根據本公司及業務性質類似之其他可資比較公司之過往價格波動之統計數字分析計算。
  12. 使用二項式估值模式計算於二零一三年四月三日根據購股權計劃所授出購股權之公平值約為人民幣3,754,000元。輸入該模式之主要參數為行使價4.402港元、預計股價回報率之標準偏差75%、購股權之預計年期介乎9.1年至9.6年不等、預計派息率0%及年度無風險利率1.111%。按照預計股價回報率之標準偏差所計算之波幅，乃根據本公司及業務性質類似之其他可資比較公司之過往價格波動之統計數字分析計算。
  13. 使用二項式估值模式計算於二零一三年十一月十八日根據購股權計劃所授出購股權之公平值約為人民幣50,125,000元。輸入該模式之主要參數為行使價9.84港元、預計股價回報率之標準偏差71.5%、購股權之預計年期介乎4.7年至7.9年不等、預計派息率0%及年度無風險利率1.915%。按照預計股價回報率之標準偏差所計算之波幅，乃根據本公司及業務性質類似之其他可資比較公司之過往價格波動之統計數字分析計算。
  14. 於二零一五年五月二十二日舉行之本公司股東特別大會上，本公司股東通過一項普通決議案，批准採納二零一五年購股權計劃。詳情請參閱本公司日期分別為二零一五年五月五日之通函及公佈。
  15. 就於期內辭任而其購股權尚未歸屬之僱員而言，有關購股權均予失效，而過往已確認之股份補償成本則計入全年簡明合併綜合收益表。
  16. 在以股份為基礎之補償儲備中確認之購股權價值須受多項假設規限，並與估值模式之限制相關。
  17. 於緊接該等購股權獲行使日期前股份加權平均收市價約為每股6.25港元。

## Report of the Directors 董事會報告

### EMPLOYEES' SHARE AWARD SCHEME

On 17th November 2011, the Board adopted an employees' share award scheme pursuant to which existing shares of the Company will be acquired by the trustee from the market at the cost of the Company and be held in trust for the selected employees until such shares are vested with the relevant selected employees in accordance with the provision of the share award scheme. For principal terms of the employees' share award scheme, please refer to the announcement of the Company dated 17th November 2011.

Since the adoption date, a total of 46,881,000 shares has been granted up to the date of this report, representing approximately 5.12% of the issued share capital of the Company as at the date of this report. The awarded shares remain outstanding as at 31st December 2015 are set out below:

### 僱員股份獎勵計劃

於二零一一年十一月十七日，董事會採納僱員股份獎勵計劃，據此，受託人將自市場購入本公司現有股份（費用由本公司承擔）並以信託形式為經選定僱員持有，直至該等股份根據僱員股份獎勵計劃條文歸屬予相關經選定僱員為止。僱員股份獎勵計劃之主要條款，請參閱本公司日期為二零一一年十一月十七日之公佈。

自採納日期直至本報告日期，授出合共46,881,000股股份，相當於本報告日期本公司已發行股本約5.12%。於二零一五年十二月三十一日，尚未歸屬之已授股份載列如下：

Name of Grantee	Date of grant	Number of awarded shares	As at 1st January 2015 於二零一五年一月一日	Granted during the period	Vested during the period	As at 31st December 2015 於二零一五年十二月三十一日
承授人姓名	授出日期	已授股份數目		期內授出	期內歸屬	
<b>Directors</b>						
<b>董事</b>						
Guo Jiang	20th August 2012	16,700,000	13,917,000	-	(5,566,000)	8,351,000
郭江	二零一二年八月二十日					
Lee Wee Ong	14th June 2012	3,000,000	1,000,000	-	(1,000,000)	-
	二零一二年六月十四日					
<b>Senior management</b>						
<b>高級管理人員</b>						
Guo Gang	23rd November 2011	300,000	100,000	-	(85,000)	15,000
郭剛	二零一一年十一月二十三日					
Li Tao	23rd November 2011	300,000	100,000	-	(85,000)	15,000
李韜	二零一一年十一月二十三日					
<b>Other employees</b>						
<b>其他僱員</b>						
In aggregate (Note 1)	23rd November 2011	23,581,000	14,633,399	-	(1,822,024)	12,811,375
合計 (附註1)	二零一一年十一月二十三日					
	17th January 2014	3,000,000	3,000,000	-	(1,000,000)	2,000,000
	二零一四年一月十七日					
Total		46,881,000	32,750,399	-	(9,558,024)	23,354,125
總計						

Note:

1. 70 employees have been granted an aggregate of 26,581,000 awarded shares.

附註：

1. 70名僱員已獲授合共26,581,000股獎勵股份。

## Report of the Directors 董事會報告

### SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 31st December 2015, the interest of persons (not being a Director or chief executive of the Company) in the shares and underlying shares of the Company which were notified to the Company and the Stock Exchange pursuant to Divisions 2 and 3 of Part XV of the SFO or required to be entered in the register maintained by the Company pursuant to Section 336 of the SFO were as follows:

### 主要股東及其他人士於本公司股份及相關股份之權益及淡倉

於二零一五年十二月三十一日，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及第3分部須知會本公司及聯交所，或須根據證券及期貨條例第336條記入本公司所存置登記冊之權益之人士（並非董事或本公司行政總裁）如下：

Name of Shareholder	Class of Shares	Long position	short position	Capacity	Approximate percentage of shareholding as at 31st March 2015 於二零一五年三月三十一日之股本概約百分比
股東姓名／名稱	股份類別	好倉	淡倉	身份	
Digital China Holdings Limited 神州數碼控股有限公司	Ordinary 普通股	166,029,107 (note 1) (附註1)		Interest in controlled corporation 受控制公司權益	18.45%
Geng Yi 耿怡	Ordinary 普通股	130,209,771 (note 2) (附註2)	5,000,000	Beneficial Owner and Family Interest 實益擁有人及家族權益	14.47% (long position) (好倉) 0.56% (short position) (淡倉)
Credit Suisse Group AG	Ordinary 普通股	53,096,255	38,084,043	Interest in controlled corporation 受控制公司權益	5.90% (long position) (好倉) 4.23% (short position) (淡倉)
Liu Xiaodong 劉小東	Ordinary 普通股	92,273,794 (note 3) (附註3)		Beneficial Owner and Interest in controlled corporation 實益擁有人及受控制公司權益	10.25%

## Report of the Directors 董事會報告

### Notes:

1. The references to 166,029,107 Shares comprises 142,621,107 Shares and 23,408,000 Shares held by Talent Gain Developments Limited and Unique Golden Limited, respectively. Unique Golden Limited is wholly and beneficially owned by Talent Gain Developments Limited, which in turn is wholly and beneficially owned by Digital China (BVI) Limited and indirectly wholly and beneficially owned by Digital China Holdings Limited, a company whose shares are listed on the Stock Exchange (stock code: 861). Therefore, Talent Gain Developments Limited, is deemed to be interested in the Shares held by Unique Golden Limited, and each of Digital China (BVI) Limited and Digital China Holdings Limited is deemed to be interested in the Shares held by Talent Gain Developments Limited and Unique Golden Limited.
2. Ms. Geng Yi is the spouse of Mr. Guo Jiang. Ms. Geng Yi's interest in the Company comprises: (a) 130,209,771 Shares (long position) and 5,000,000 (short position) of which 61,574,146 Shares (long position) and 5,000,000 (short position) are held by Mr. Guo Jiang and 5,150,625 Shares are held by Ms. Geng Yi; (b) 8,351,000 underlying Shares derived from the awarded shares granted to Mr. Guo Jiang under the employees' share award scheme adopted on 17th November 2011; (c) 15,134,000 underlying Shares derived from the share options granted under the share option scheme adopted on 30th November 2003 of which 9,500,000 underlying Shares derived from the share options granted to Mr. Guo Jiang under the share option scheme, and 5,634,000 underlying Shares derived from the share options granted to Ms. Geng Yi. Ms. Geng is deemed, or taken to have, interested in the shares and underlying shares held by Mr. Guo Jiang pursuant to the SFO and (d) 40,000,000 underlying Shares derived from the proposed subscription of 40,000,000 convertible bonds of the Company by Mr. Guo Jiang pursuant to the CB Subscription Agreement.
3. These 92,273,794 interest comprises: (a) 62,273,794 Shares and (b) 30,000,000 underlying Shares derived from the proposed subscription of 30,000,000 convertible bonds of the Company by Mr. Liu Xiaodong pursuant to the CB Subscription Agreement.

Save as disclosed above, as at 31st December 2015, the Company had not been notified of any interests or short positions of substantial shareholders or other persons in the Shares and underlying Shares which were notified to the Company and the Stock Exchange pursuant to Divisions 2 and 3 of Part XV of the SFO or required to be entered in the register maintained by the Company pursuant to Section 336 of the SFO.

### 附註：

1. 該等 166,029,107 股股份包括由 Talent Gain Developments Limited 及 Unique Golden Limited 分別所持有之 142,621,107 股股份及 23,408,000 股股份。Unique Golden Limited 由 Talent Gain Developments Limited 全資及實益擁有，而 Talent Gain Developments Limited 則由 Digital China (BVI) Limited 全資及實益擁有並由神州數碼控股有限公司（其股份於聯交所上市（股份代號：861））間接全資及實益擁有。因此，Talent Gain Developments Limited 被當作於由 Unique Golden Limited 所持有之股份中擁有權益，而 Digital China (BVI) Limited 及神州數碼控股有限公司各自被當作於由 Talent Gain Developments Limited 及 Unique Golden Limited 所持有之股份中擁有權益。
2. 耿怡女士為郭江先生之配偶。耿怡女士於本公司之權益包括：(a) 130,209,771 股股份（好倉）及 5,000,000 股股份（淡倉）（其中 61,574,146 股股份（好倉）及 5,000,000 股股份（淡倉）由郭江先生持有）及耿怡女士所持有之 5,150,625 股股份；(b) 郭江先生根據於二零一一年十一月十七日採納之僱員股份獎勵計劃所獲授之獎勵股份產生之 8,351,000 股相關股份；(c) 根據於二零零三年十一月三十日採納之購股權計劃所獲授之購股權產生之 15,134,000 股相關股份，其中 9,500,000 股相關股份乃自根據購股權計劃授予郭江先生之購股權所產生，而 5,634,000 股相關股份乃自授予耿怡女士之購股權所產生。根據證券及期貨條例，耿女士被當作或被視為於郭江先生所持有之股份及相關股份中擁有權益及 (d) 40,000,000 股相關股份乃自郭江先生根據可換股債券認購協議擬認購 40,000,000 份本公司可換股債券所產生。
3. 該等 92,273,794 份權益包括：(a) 62,273,794 股股份及 (b) 劉小東先生根據可換股債券認購協議擬認購本公司 30,000,000 份可換股債券產生之 30,000,000 股相關股份。

除上文披露者外，於二零一五年十二月三十一日，本公司並不知悉主要股東或其他人士於股份及相關股份中擁有根據證券及期貨條例第 XV 部第 2 及 3 分部已知會本公司及聯交所，或根據證券及期貨條例第 336 條須記入本公司所存置登記冊之任何權益或淡倉。

## Report of the Directors 董事會報告

### CONNECTED TRANSACTION

Certain related party transactions entered into by the Group, as disclosed in note 44 to the consolidated financial statements, also constitute connected transactions under the Listing Rules (as amended from time to time), and are required to be disclosed in accordance with Chapter 14A of the Listing Rules.

The following transaction between certain connected persons (as defined in the Listing Rules) and the Group has been entered into and/or ongoing for which relevant disclosure if necessary and had been made by the Company in accordance with the requirements of the Listing Rules.

#### Connected Transaction in relation to Capital Increase Agreement involving Deemed Disposal of Equity Interest in Guangzhou Huicong

On 9th December 2015, the Company entered into the subscription agreement with Mr. Guo Jiang (the chief executive officer of the Company and an executive Director), Mr. Lee Wee Ong (an executive Director and chief financial officer of the Company), Mr. Liu Jun (a director of a non-wholly owned subsidiary of the Company) and Mr. Liu Xiaodong (a Shareholder and a director of several subsidiaries of the Company), pursuant to which the CB Subscribers have conditionally agreed to subscribe for and the Company has conditionally agreed to issue the convertible bonds in an aggregated principal amount of HK\$500,000,000 to be issued by the Company under the specific mandate of the Company. As at the date of this report, the subscription has not yet been completed. Please also refer to the announcements of the Company dated 9th December 2015, 29th February 2016 and 1st April 2016, and the circular of the Company dated 12th January 2016 for further details.

Save as disclosed above, all the related party transactions, as disclosed in note 44 to the consolidated financial statement, did not constitute connected transactions or continuing connected transactions of the Company under Chapter 14A of the Listing Rules which are required to comply with any of the reporting, announcement or independent shareholders' approval requirements under the Listing Rules.

The transactions under categories (a) and (b) in note 44 were conducted on normal commercial terms where all of the percentage ratios (other than the profit ratio) were less than 5% and the total annual consideration was less than HK\$3,000,000, while those under category (c) in note 44 were provided under the service contracts of relevant management and thus were all fully exempted pursuant to Chapter 14A of the Listing Rules. Also, as the loan in the amount of RMB40,000,000 granted by the Group to Hui De on 14th December 2014 and the additional loan amounting to RMB1,600,000 granted by the Group on 22nd October 2015, as well as the loans amounting to RMB80,000,000 and RMB120,000,000 granted by the Group to 重慶神州數碼慧聰小額貸款有限公司 on 27th May 2015 and 21st November 2015 respectively were conducted on normal commercial terms and in proportion to the equity interest directly held by the Company's non wholly-owned subsidiary in Hui De and 重慶神州數碼慧聰小額貸款有限公司, such financial assistance was fully exempted pursuant to Chapter 14A of the Listing Rules.

The Company confirms that it has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

### 關連交易

據合併財務報表附註44所披露，本集團訂立之若干關聯人士交易亦構成上市規則(經不時修訂)項下關連交易，並須根據上市規則第14A章予以披露。

以下由若干關連人士(定義見上市規則)與本集團進行之交易已訂立及/或持續進行中，而本公司已遵照上市規則之規定在需要時就此作出相關披露。

#### 有關涉及視作出售廣州慧聰股本權益之增資協議之關連交易

於二零一五年十二月九日，本公司與郭江先生(本公司行政總裁兼執行董事)、Lee Wee Ong先生(本公司執行董事兼首席財務官)、劉軍先生(本公司非全資附屬公司之董事)及劉小東先生(股東及本公司若干附屬公司之董事)訂立認購協議，據此，該等可換股債券認購人有條件同意認購而本公司有條件同意發行本公司根據特別授權將予發行本金總額為500,000,000港元之可換股債券。於本報告日期，認購事項尚未完成。有關進一步詳情，亦請參閱本公司日期為二零一五年十二月九日、二零一六年二月二十九日及二零一六年四月一日之公佈及本公司日期為二零一六年一月十二日之通函。

除上文披露者外，據合併財務報表附註44所披露，遵照上市規則第14A章，所有關聯人士交易並不構成本公司之關連交易或持續關連交易，故毋須遵守上市規則項下任何申報、公佈或獨立股東批准之規定。

附註44(a)及(b)類別項下交易乃按正常商業條款訂立，當中所有百分比率(溢利比率除外)均低於5%，且年度總代價少於3,000,000港元，而附註44(c)類別項下交易乃根據相關管理層之服務合約提供，故根據上市規則第14A章，有關交易均獲全面豁免。此外，本集團於二零一四年十二月十四日授予慧德為數人民幣40,000,000元之貸款及於二零一五年十月二十二日授予為數人民幣1,600,000元之額外貸款及分別於二零一五年五月二十七日及二零一五年十一月二十一日授予重慶神州數碼慧聰小額貸款有限公司為數人民幣80,000,000元及人民幣120,000,000元之貸款乃按正常商業條款訂立，且由本公司非全資附屬公司於慧德及重慶神州數碼慧聰小額貸款有限公司按股權之比例直接持有，該財務援助根據上市規則第14A章獲全面豁免。

本公司確認，其已根據上市規則第14A章遵守披露規定。

## Report of the Directors 董事會報告

### MAJOR SUPPLIERS AND CUSTOMERS

During the year ended 31st December 2015, the respective percentages of purchases attributable to the Group's five largest suppliers and the sales attributable to the Group's five largest customers combined was less than 30% of the total value of the Group's purchases and sales.

The Group's customers are a vast amount of small and medium sized enterprises in the PRC. Most of the Group's revenue is derived from online products and since the relevant price of each online products is not significant and the online products are sold to the large number of customers, each customer's contribution towards the Company's revenue is relatively small. Therefore, the Company's reliance on any individual customer is low. In respect of Mai-Mai-Tong, Biao-Wang products and services, sales agreements are entered into between the Group and its customers. The term of the sale agreements are divided into one-year, two-year and/or three-year in accordance with different products. Upon the expiry of the sales agreements, customers has an option to renew the sales agreements.

The Company's major suppliers are as follows: (i) the verification supplier provides verification services for Mai-Mai-Tong members. Our verification supplier is a limited company with the relevant verification qualifications, and is paid on a monthly basis according to the number of verifications carried out in that particular month. We have cooperated with this verification supplier for over 8 years and our supply contract with this verification supplier is renewed yearly; (ii) the search product suppliers provide search engine and promotion services for Biao-Wang products, allowing our paid members to have a higher exposure of their products by getting more search engine hits and promoting their products and achieving transactions. We currently have 6 search product suppliers which are leading search engine providers like Baidu and 360 Search and the respectively service contracts with them are renewed on a yearly basis; (iii) for our Group's offline products like trade catalogues and yellow page directories, our Group also engage a printing supplier that provides industry and commerce catalogue and yellow pages printing services. The Group has been cooperating with the printing supplier for over 10 years and a long-term service agreement has been entered; (iv) the anti-counterfeiting products and services of the Group include printing enterprises for producing anti-counterfeit labels.

Save as disclosed in this annual report, none of the Directors, their close associates or any shareholder (which to the knowledge of the directors owns more than 5% of the Company's issued share capital) had an interest in the major suppliers or customers noted above.

### 主要供應商及客戶

於截至二零一五年十二月三十一日止年度，本集團五大供應商合共應佔採購額及本集團五大客戶合共應佔銷售額分別相當於本集團採購及銷售總額30%以下。

本集團之客戶多為中國中小型企業。本集團大部分銷售收入來自線上產品，且由於各線上產品之價格並不高昂，線上產品售予大量客戶，而各客戶佔本集團銷售收入之比重相對較少。因此，本公司對於單個客戶之依賴程度不高。就買賣通、標王產品和服務而言，本集團與其客戶訂立銷售協議。銷售協議之年期分為一年、兩年及／或三年，視乎不同產品而定。待銷售協議到期後，客戶可選擇重續銷售協議。

本公司之主要供應商為：(i) 認證供應商為買賣通會員提供認證服務。我們之認證供應商為一間有限公司，具備相關認證資格，根據每月進行之認證數目每月向其付款。我們與該認證供應商已合作逾八年，而我們每年均會重續與該認證供應商訂立之供應合約；(ii) 搜索產品供應商為標王產品提供搜索引擎及推廣服務，讓我們繳費會員之產品獲得更多搜索引擎點擊次數，從而取得更高曝光率，並可推廣彼等之產品及促成交易。我們目前擁有六間搜索產品供應商，該等公司均為首屈一指之搜索引擎供應商，如百度及360搜索等，而我們與該等供應商訂立之相關服務合約乃每年重續；(iii) 對於如本集團工商目錄及黃頁目錄等線下產品，本集團亦委聘一間印刷供應商提供工商業目錄及黃頁目錄印刷服務。本集團與該印刷供應商已合作超過十年，並已訂立長期服務協議；(iv) 為本集團之防偽產品及服務製作防偽標籤的印刷企業。

除本年報內披露者外，概無董事、彼等緊密聯繫人士或任何股東(就董事所知擁有超過本公司已發行股本5%)於上述主要供應商或客戶擁有權益。



## Report of the Directors 董事會報告

### AUDIT COMMITTEE

The Company established the Audit Committee on 24th July 2003 with written terms of reference based on the guidelines set out in “A Guide for Effective Audit Committees” published by the Hong Kong Institute of Certified Public Accountants.

The primary duties of the Audit Committee are to review and supervise the financial reporting process and internal control procedures of the Group. The Audit Committee comprises two independent non-executive Directors, Mr. Zhang Ke and Mr. Xiang Bing and a non-executive Director, Mr. Li Jianguang. Mr. Zhang Ke is the chairman of the Audit Committee.

The Audit Committee has reviewed with management of the Company the accounting principles and practices adopted by the Group, the internal control procedures, this results announcement and the annual results of the Company for the year ended 31st December 2015 and has met with external auditors and discussed the financial matters of the Group that arose during the course of audit for the year ended 31st December 2015. The Audit Committee held 5 meetings during the year.

### RISK AND UNCERTAINTIES

There are certain risks and uncertainties that the Group faces during its operation. Among which, there are certain risks that the Group cannot control. Such risks and uncertainties including factors such as economy conditions of both inside and outside China, credit policy and foreign exchange and interest policies, and changes related to laws and regulations and enforcement policies. There may be other risk and uncertainties which are not known or not material to the Group but turn out to be material in the future.

### CODE ON CORPORATE GOVERNANCE PRACTICES

The Directors consider that the Company has complied with the code provisions of the Corporate Governance Code contained in Appendix 14 to the Listing Rules.

### SUFFICIENCY OF PUBLIC FLOAT

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

### DIRECTORS' INTERESTS IN COMPETING BUSINESS

Each of the Directors and their respective close associates (as defined in the Listing Rules) has confirmed that none of them had any business or interest in any company that materially competes or may compete with the business of the Group or any other conflict of interests with the interests of the Group during the year ended 31st December 2015.

### 審核委員會

本公司已於二零零三年七月二十四日成立一個具備書面權責範圍之審核委員會。書面權責範圍乃根據香港會計師公會頒佈之「審核委員會有效運作指引」所載指引制訂。

審核委員會之主要職責為檢討及監察本集團之財務申報進度及內部監控程序。審核委員會由兩名獨立非執行董事張克先生及項兵先生以及一名非執行董事李建光先生組成。審核委員會之主席乃由張克先生擔任。

審核委員會已與本公司管理層一併審閱本集團採納之會計原則及常規、內部監控程序、本業績公佈以及本公司截至二零一五年十二月三十一日止年度之年度業績，以及與外聘核數師會面並討論就截至二零一五年十二月三十一日止年度進行審核期間發現之本集團財務事項。審核委員會於年內共舉行五次會議。

### 風險及不確定因素

本集團於其營運過程中面對若干風險及不確定因素，其中，若干風險為本集團無法控制。有關風險及不確定因素包括中國境內外之經濟狀況、信貸政策及外匯及利息政策以及相關法規及法例之變動及強制執行政策。或有其他未知或對本集團而言不屬重大惟於日後可能屬重大之風險及不確定因素存在。

### 企業管治常規守則

董事認為，本公司已遵守上市規則附錄14所載企業管治守則之守則條文。

### 足夠公眾持股量

根據本公司所得公開資料及就董事所知，直至本報告日期，公眾持有本公司已發行股本總額最少25%。

### 董事於競爭業務之權益

截至二零一五年十二月三十一日止年度，各董事及彼等各自之緊密聯繫人士（定義見上市規則）均已確認，其概無在與本集團業務構成或可能構成任何重大競爭之業務中擁有任何權益，而任何該等人士與本集團亦無出現其他利益衝突。

## Report of the Directors 董事會報告

### INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received from each of the independent non-executive Directors a written confirmation or an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules and the Company considers the independent non-executive Directors are or have remained independent.

### PRE-EMPTIVE RIGHTS

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

### PURCHASE, SALE OR REDEMPTION OF SECURITIES

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the shares of the Company during the year ended 31st December 2015.

### ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group is devoted to promoting and maintaining the environmental and social sustainable development of the regions where it operates. As a responsible enterprise, the Group is in compliance with all the relevant laws and regulations in terms of the environmentally friendliness, health and safety, adopts effective measures, conserves energy and reduces waste.

### CHARITABLE DONATIONS

In 2015, the Group donated RMB400,000 to China Youth Development Foundation(中國青少年發展基金會), in support of the cultural and arts education of the youth in ethnic minorities regions.

### COMPLIANCE WITH LAWS AND REGULATIONS

The Group's operations are mainly carried out by the Company's subsidiaries in the PRC while the Company itself is listed on the Stock Exchange. Our operations accordingly shall comply with relevant laws and regulations in the PRC and Hong Kong. During the year ended 31st December 2015, the Group did not breach any law and regulation that has a significant impact on the Company.

### AUDITORS

The financial statements have been audited by PricewaterhouseCoopers who retire and, being eligible, offer themselves for re-appointment.

By Order of the Board  
**HC International, Inc.**  
**Guo Jiang**  
*Chief Executive Officer and Executive Director*

Beijing, PRC, 30th March 2016

### 獨立非執行董事

本公司已收到各獨立非執行董事根據上市規則第3.13條就其獨立性而作出之書面確認函或年度確認函，且本公司認為獨立非執行董事屬或仍屬獨立人士。

### 優先購股權

本公司之章程細則或開曼群島法例概無優先購股權之條文，以規定本公司須按比例向本公司現有股東發售新股份。

### 購買、出售或贖回證券

截至二零一五年十二月三十一日止年度，本公司及其任何附屬公司概無購買、出售或贖回本公司任何股份。

### 環境政策及表現

本集團致力促進經營所在地區之環境及社會之可持續發展。作為負責任之企業，本集團遵守有關環保、健康及安全之一切相關法律及法規，並採取有效措施，節約能源及減少廢物。

### 慈善捐獻

於二零一五年，本集團向中國青少年發展基金會捐贈人民幣40萬元，以支持少數民族地區之青少年文化藝術教育事業。

### 遵守法律及法規

本集團之營運主要由本公司於中國之附屬公司進行，而本公司本身則於聯交所上市。故此，我們之營運須遵守中國及香港相關法律及法規。截至二零一五年十二月三十一日止年度，本集團並無違反任何法律及法規，亦無對本公司構成重大影響。

### 核數師

財務報表由羅兵咸永道會計師事務所審計，羅兵咸永道會計師事務所將任滿告退，惟合資格並願意膺選連任。

承董事會命  
**慧聰網有限公司**  
**郭江**  
*行政總裁兼執行董事*

中國，北京，二零一六年三月三十日

# Corporate Governance Report

## 企業管治報告

### INTRODUCTION

Maintaining high standards of business ethics and corporate governance practices has always been one of the Company's goals. This corporate governance report describes its corporate governance practices, explains the applications of the principles of the Code on Corporate Governance contained in Appendix 14 of the Listing Rules (the "Code") and deviations, if any.

### CORPORATE GOVERNANCE PRACTICES

The Company has complied no more or less with the provisions of the Code. The Company believes that by achieving high standard of corporate governance, the corporate value and accountability of the Company can be enhanced and the shareholders' interests can be maximised. The Board has continued to monitor and review the Company's progress in respect of corporate governance practices to ensure compliance. Meetings were held throughout the year and where appropriate, circulars and other guidance notes were issued to the Directors and senior management of the Company to ensure awareness to issues regarding corporate governance practices.

### CORPORATE GOVERNANCE FUNCTIONS

The Board is responsible for performing the corporate governance functions set out in code provision D3.1 of the Code. As at the date of this report, the Board has reviewed and monitored: (a) the Company's corporate governance policies and practices, (b) training and continuous professional development of directors and senior management, (c) the Company's policies and practices on compliance with legal and regulatory requirements, (d) the Company's code of conduct and (e) the Company's compliance with the Code disclosures requirements.

### DIRECTORS' AND EMPLOYEES' SECURITIES TRANSACTIONS

The Company has adopted written guidelines regarding Directors' securities transactions on terms not less than the required standard of dealings as set out in Rules Appendix 10 to the Listing Rules. Having made specific enquiry of all Directors, the Directors have complied with such code of conduct and the required standard of dealings and its code of conduct regarding securities transactions by Directors throughout the year ended 31st December 2015.

On 20th March 2006, the Board also adopted written guidelines on terms not less than the required standard of dealings for relevant employees in respect of their dealings in the securities of the Company. Prior to the adoption of such an internal code of conduct regarding securities transactions by employees, relevant employees who had in their possession of price-sensitive information were formally briefed on the dealing restrictions in relation to the securities of the Company at management meetings during the reporting period.

### 序言

本公司一直以維持高水準之商業道德與企業管治常規為目標。本企業管治報告描述其企業管治常規，並解釋上市規則附錄14所載企業管治守則（「守則」）之應用與偏離情況（如有）。

### 企業管治常規

本公司已全面遵守守則之條文。本公司深信通過維持高水準之企業管治，可以提高本公司之企業價值與問責性，並將股東利益最大化。董事會持續監察並檢討本公司之企業管治常規之合規情況，以保證遵守守則。董事會全年均有召開且於適當之情況下向本公司董事及高級管理人員發出通告與其他指引，以確保其注意企業管治常規相關之事項。

### 企業管治職能

董事會負責履行守則第D3.1條守則條文所載企業管治職能。於本報告日期，董事會已審閱及監控：(a)本公司企業管治政策及常規；(b)董事及高級管理層人員之培訓及持續專業發展；(c)本公司遵守法律及規管規定之政策及常規；(d)本公司操守守則及(e)本公司遵守守則披露規定。

### 董事及僱員之證券交易

本公司已採納有關董事進行證券交易之書面指引，其條款不遜於上市規則附錄10所載買賣準則。本公司經向全體董事明確查詢後，董事於截至二零一五年十二月三十一日止年度一直遵守操守守則與所規定之買賣準則，以及董事進行證券交易之操守守則。

於二零零六年三月二十日，董事會亦採納相關僱員買賣本公司證券之書面指引，其條款不遜於所規定買賣準則。於採納僱員進行證券交易之內部操守守則前，掌握股價敏感資料之相關僱員已於報告期間之管理層會議上獲得正式簡介，得以瞭解關於本公司證券之交易限制。

# Corporate Governance Report

## 企業管治報告

### THE BOARD OF DIRECTORS

#### Composition

As at the date of this report, the Board comprises eight (8) Directors, of whom three are executive Directors, two are non-executive Directors and three are independent non-executive Directors. The participation of non-executive Directors in the Board provides the Company with a wide range of expertise and experience, and plays an important role in the work of the Board and brings independent judgement on issues relating to the Company's strategy, performance, conflicts of interest and management process to ensure that the interests of all shareholders of the Company have been duly considered. All Directors have given sufficient time and attention to the affairs of the Company. Each executive Director has sufficient experience to hold the position so as to carry out his/her duties effectively and efficiently.

In full compliance with Rule 3.10(1) and (2) of the Listing Rules, the Company has appointed three independent non-executive Directors, at least one of whom has appropriate professional qualifications or accounting or related financial management expertise. The Company has received from each independent non-executive Director an annual confirmation of his independence, and the Company considers such Directors to be independent in accordance with each and every guideline set out in Rule 3.13 of the Listing Rules.

Pursuant to the Code, the Board adopted a board diversity policy. The Company recognises the benefits of diversity of Board members, and will ensure that the Board has a balance of skills, experiences and diversity of prospect appropriate to the Company's business need prospectus.

The Board as at 31st December 2015 comprised:

#### Executive Directors

Guo Fansheng (Chairman), Guo Jiang (Chief Executive Officer), Lee Wee Ong (Chief Financial Officer)

#### Non-executive Directors

Li Jianguang, Guo Wei

#### Independent non-executive Directors

Zhang Ke, Xiang Bing, Zhang Tim Tianwei

Except that Mr. Guo Fansheng (Chairman) is the uncle of Mr. Guo Jiang (Chief Executive Officer), there are no financial, business, family or other relationships among the members of the Board.

All independent non-executive Directors are identified as such in all corporate communications containing the names of the Directors.

### 董事會

#### 組成

於本報告日期，董事會由八(8)名董事組成，其中三名為執行董事、兩名為非執行董事及三名為獨立非執行董事。董事會中非執行董事之參與為本公司帶來廣泛專業知識及豐富經驗，並在董事會工作中擔當重要角色，且為本公司策略、表現、利益衝突、管理過程等事項提供獨立判斷，以確保充分考慮本公司全體股東之利益。全體董事均能付出足夠時間及精力處理本公司之事務。各執行董事均有足夠之經驗任職，以充分且有效地履行其職責。

為充分遵守上市規則第3.10(1)及(2)條，本公司已委任三名獨立非執行董事，其中至少一名具備適當之專業資格或會計或相關之財務管理專業知識。本公司已從各獨立非執行董事收到有關獨立性之年度確認函，而本公司認為該等董事均符合上市規則第3.13條所列各項關於獨立性之指引。

根據守則，董事會已採納董事會成員多元化政策。本公司認同董事會成員多元化之裨益，並將確保董事會擁有均衡技能、經驗及多元化展望，以符合本公司業務所需。

於二零一五年十二月三十一日，董事會成員為：

#### 執行董事

郭凡生(主席)、郭江(行政總裁)、Lee Wee Ong(首席財務官)

#### 非執行董事

李建光、郭為

#### 獨立非執行董事

張克、項兵、張天偉

除郭凡生先生(主席)為郭江先生(行政總裁)之叔叔外，董事會成員之間概無存在財務、業務、家族或其他關係。

所有載有董事姓名之公司通訊中，已說明全體獨立非執行董事身份。

# Corporate Governance Report

## 企業管治報告

### Board meetings and general meetings

The Board meets in person or through other electronic means of communication at least four times every year. At least 14 days' notice of all board meetings were given to all Directors (unless waived in accordance with the Articles of Association of the Company), who were all given an opportunity to include matters in the agenda for discussion. The Board secretary of the Company (the "Board Secretary") assists the Chairman in preparing the agenda for the meeting, and ensures that all applicable rules and regulations regarding the meetings are observed. The meeting agenda and accompanying board papers are sent to all Directors prior to meetings. During the financial year ended 31st December 2015, 14 Board meetings and 3 general meeting were held and the following is an attendance record of the meetings by each Director:

	Attendance	
	Board Meetings	General Meetings
<b>Executive Directors</b>		
Guo Fansheng	14/14	2/3
Guo Jiang	12/12	3/3
Lee Wee Ong	12/12	3/3
Yang Ning	2/2	N/A
<b>Non-executive Directors</b>		
Li Jianguang	14/14	2/3
Guo Wei	12/14	0/3
<b>Independent non-executive Directors</b>		
Zhang Ke	14/14	3/3
Xiang Bing	12/14	1/3
Zhang Tim Tianwei	12/14	0/3

Notes:

- (1) Three general meeting of the Company was held during the financial year ended 31st December 2015.
- (2) Non-executive Directors (including independent non-executive Directors) have been invited by the Company but some of them were unable to attend the general meeting held during the year due to other engagements. The non-executive Directors actively participates in the Board and will attend the general meetings of the Company if possible.
- (3) Excluding Board meeting at which relevant Director is required to abstain pursuant to Main Board Listing Rules and/or the Articles of Association of the Company.

### 董事會會議及股東大會

董事會會議每年召開至少四次。董事均親身出席或透過其他電子通訊方法參與。全體董事至少14天前就全部董事會會議接獲通知(惟根據本公司章程細則予以豁免者除外)，全體董事均有機會提出商討事項列入會議議程。本公司之董事會秘書(「董事會秘書」)協助主席為會議準備議程，以確保遵守所有有關會議之適用規則及規例。會議議程及相關會議文件均於會議舉行前送交全體董事。截至二零一五年十二月三十一日止財政年度，共召開十四次董事會會議及三次股東大會，各董事出席會議之記錄如下：

	出席次數	
	董事會會議	股東大會
<b>執行董事</b>		
郭凡生	14/14	2/3
郭江	12/12	3/3
Lee Wee Ong	12/12	3/3
楊寧	2/2	不適用
<b>非執行董事</b>		
李建光	14/14	2/3
郭為	12/14	0/3
<b>獨立非執行董事</b>		
張克	14/14	3/3
項兵	12/14	1/3
張天偉	12/14	0/3

附註：

- (1) 本公司於截至二零一五年十二月三十一日止財政年度舉行三次股東大會。
- (2) 本公司已邀請非執行董事(包括獨立非執行董事)，惟部分董事因其他事務未能出席年內舉行之股東大會。非執行董事積極參與董事會並將在可能情況下出席本公司股東大會。
- (3) 不包括相關董事根據上市規則及/或本公司章程細則須放棄表決之董事會會議。

## Corporate Governance Report 企業管治報告

During regular meetings of the Board, the Directors discuss and formulate the overall strategies of the Company, monitor financial performances and discuss the annual and interim results, set annual budgets, as well as discuss and decide on other significant matters.

The Board Secretary records the proceedings of each Board meeting in detail by keeping detailed minutes, including all decisions made by the Board together with concerns raised and dissenting views expressed (if any). Drafts of board minutes are circulated to all Directors for comments and approval as soon as practicable after the meeting. All minutes are open for inspection at any reasonable time on request by any Director. All Directors have access to relevant and timely information at all times as the Chairman ensures that management will supply the Board and its committees with all relevant information in a timely manner.

### Delegation by the Board

The Company has set out the respective functions and responsibilities reserved to the Board and those delegated to management. The Board delegates day to day operations of the Group to executive Directors and senior management while reserving certain key matters for its approval. The Board is responsible for the approval and monitoring of the Company's overall strategies and policies; approval of business plans; evaluating the performance of the Company and oversight of management. It is also responsible for promoting the success of the Company and its businesses by directing and supervising the Company's affairs.

Decisions of the Board are communicated to the management through executive Directors who have attended at board meetings.

### INDUCTION AND PROFESSIONAL DEVELOPMENT

Newly appointed Directors will receive guideline and reference materials to enable them to familiarise with the Group's business operations and the Board's policies.

Directors are encouraged to participate in continuing professional development to develop and refresh their knowledge and skills. The Company has circulated to Directors training materials relevant to the directors duties and responsibilities and prepared a training record and the Directors have reviewed the training materials.

在董事會定期會議中，董事商討並制定本公司之整體策略、監察財務表現及商討全年及中期業績、設定年度預算以及商討及作出其他重大決定。

董事會秘書就各董事會會議作出詳細會議記錄，以記錄議程，包括董事會作出之所有決策，以及於會議上提出之任何疑慮及表達之反對意見(如有)。於會議結束後，董事會秘書將於實際可行情況下儘快將董事會會議記錄送交全體董事傳閱，以聽取意見及取得批准。任何董事可在任何合理時段查閱所有會議記錄。主席促使管理層向董事會及其轄下委員會適時提供一切相關資料，以使全體董事能夠在任何情況下均掌握有關及時資料。

### 董事會權利之授權

本公司已規定董事會與授予管理層各自職能與職責。董事會委派本集團之日常營運工作予執行董事及高級管理層，同時保留若干主要事項由董事會批准。董事會負責批准及監察本公司之整體策略及政策；批准業務計劃；評估本公司之表現及管理層之監管。董事會亦負責透過指導及監察本公司之事務，促進本公司及其業務之成功。

董事會會透過出席董事會會議之執行董事向管理層傳達其決策。

### 入職簡報及專業發展

新委任董事將獲發指引及參考資料，以便其熟識本集團業務運作及董事會政策。

本公司鼓勵董事參加持續專業發展，以發展並更新董事之知識和技能。本公司已將與董事職務及職責相關之培訓材料供董事傳閱，並編製培訓記錄，而董事已審閱有關培訓材料。

## Corporate Governance Report 企業管治報告

During the reporting period, all Directors have participated in continuous professional development by attending training course or reading relevant materials on the topics related to corporate governance and regulations, and the individual training record is summaries below:

Attending seminar(s)/ relevant materials	
<b>Executive Directors</b>	
Guo Fansheng	YES
Guo Jiang	YES
Lee Wee Ong	YES
<b>Non-executive Directors</b>	
Li Jianguang	YES
Guo Wei	YES
<b>Independent non-executive Directors</b>	
Zhang Ke	YES
Xiang Bing	YES
Zhang Tim Tianwei	YES

### Term of Appointment and Re-election

Under the provision A.4.1, non-executive Directors should be appointed for a specific term, subject to re-election. Each of the existing non-executive Directors, namely Mr. Li Jianguang, Mr. Guo Wei, Mr. Zhang Ke, Dr. Xiang Bing, and Mr. Zhang Tim Tianwei was appointed for a fixed term of one year, subject to rotation and/or re-election at the annual general meeting of the Company, as specified by the Articles of Association of the Company. Under the provision A.4.2, all directors appointed to fill a casual vacancy should be subject to election by shareholders at the first general meeting after their appointment and every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.

On 10th November 2006, a special resolution was passed by the shareholders of the Company to approve the amendments to the Company's Articles of Association to ensure compliance with the Code. Pursuant to the amended provisions of the Articles of Associations of the Company, any Director appointed by the Board shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to the Board), and shall then be eligible for re-election at that meeting. At each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation, provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years.

於報告期間，全體董事已透過出席培訓課程或閱覽主題與企業管治及法規有關之相關材料參與持續專業發展，而個別培訓記錄概述如下：

出席會議/ 相關材料	
<b>執行董事</b>	
郭凡生	是
郭江	是
Lee Wee Ong	是
<b>非執行董事</b>	
李建光	是
郭為	是
<b>獨立非執行董事</b>	
張克	是
項兵	是
張天偉	是

### 任期與重選

根據第A.4.1條規定，非執行董事之委任應有指定任期，並可予重選。各現任非執行董事（即李建光先生、郭為先生、張克先生、項兵博士及張天偉先生）獲委任一年之固定任期，並根據本公司章程細則之規定於本公司股東週年大會上輪值告退及／或重選。第A.4.2條規定，所有為填補臨時空缺而獲委任之董事應在接受委任後之首次股東大會上接受股東選舉，而各董事（包括有指定任期之董事）須最少每三年輪值告退一次。

於二零零六年十一月十日，本公司股東通過特別決議案，批准修訂本公司章程細則，以確保遵守守則。根據本公司章程細則之經修訂條文，獲董事會委任之董事任期僅至本公司下屆股東大會止（填補空缺之情況下）或直至本公司下屆股東週年大會（為增加董事會席位之情況下），惟屆時合資格於該大會膺選連任。在每屆股東週年大會上，當時三分之一之董事（或倘人數並非三(3)之倍數，則以最接近但不少於三分之一之人數為準）須輪值告退，惟各董事（包括按指定任期委任之董事）須最少每三年輪值告退一次。

# Corporate Governance Report

## 企業管治報告

### CHAIRMAN AND THE CHIEF EXECUTIVE OFFICER

To improve transparency and independency, the roles of the Chairman and the chief executive officer of the Company are segregated and are not exercised by the same individual.

The Chairman is responsible for ensuring that the Board functions effectively and smoothly. In doing so, the Chairman ensures that good corporate governance practices and procedures are established and followed, and that all Directors are properly briefed and received all relevant information prior to each meeting.

Mr. Guo Fansheng, who assumes the role of the Chairman, is responsible for overseeing the implementation of corporate strategies of the Company. Mr. Guo Jiang, who assumes the role of the chief executive officer of the Company, is responsible for overseeing the day-to-day operations of the Company.

### REMUNERATION COMMITTEE

The Remuneration Committee was established on 20th March 2006. As at 31st December 2015, the chairman of the committee is Mr. Zhang Ke (independent non-executive Director) and other members include Mr. Guo Jiang (executive Director), Mr. Guo Wei (non-executive Director), Dr. Xiang Bing (independent non-executive Director) and Mr. Zhang Tim Tianwei (independent non-executive Director).

During the year, the Remuneration Committee was responsible for formulating and recommending the Board in relation to the remuneration policy, determining the remunerations of executive Directors and members of the senior management of the Company, and reviewing and making recommendations on the Company's share option scheme and share award scheme, bonus structure, provident fund and other compensation-related issues. The Remuneration Committee consults with the Chairman and/or the chief executive officer of the Company on its proposals and recommendations.

The Remuneration Committee is provided with other resources enabling it to discharge its duties such as the access to professional advice if and when necessary. For the financial year ended 31st December 2015, the Remuneration Committee held 1 meeting. The individual attendance record of each member is as follows:

Members	Attendance
Zhang Ke	1/1
Xiang Bing	1/1
Zhang Tim Tianwei	1/1
Guo Wei	0/1
Guo Jiang	1/1

### 主席與行政總裁

為提高透明度及獨立性，本公司主席與行政總裁職務劃分，並非由同一人擔任。

主席負責確保董事會有效及順利地運作。主席可藉此確保本公司制定及遵守良好之企業管治常規及程序，及確保全體董事於每次會議前獲悉並收到一切有關資料。

郭凡生先生擔任主席，負責監督本公司企業策略實施。郭江先生擔任本公司行政總裁，負責監督本公司日常營運。

### 薪酬委員會

薪酬委員會於二零零六年三月二十日成立。於二零一五年十二月三十一日，張克先生(獨立非執行董事)擔任委員會主席，其他成員包括郭江先生(執行董事)、郭為先生(非執行董事)、項兵博士(獨立非執行董事)及張天偉先生(獨立非執行董事)。

年內，薪酬委員會負責制定薪酬政策及就薪酬政策向董事會提出建議，釐定本公司執行董事及高級管理人員之薪酬，以及檢討本公司之購股權計劃及股份獎勵計劃、分紅機制、公積金與其他薪酬相關事宜，並就此提出建議。薪酬委員會就其建議及推薦意見諮詢本公司主席及／或行政總裁之意見。

薪酬委員會獲提供額外資源以履行其職責，包括在需要時諮詢專業意見。截至二零一五年十二月三十一日止財政年度，薪酬委員會共舉行一次會議，各成員之出席記錄如下：

成員	出席次數
張克	1/1
項兵	1/1
張天偉	1/1
郭為	0/1
郭江	1/1

## Corporate Governance Report 企業管治報告

Full minutes of the Remuneration Committee's meetings are properly kept by the Company. In line with practices consistent with meetings of the Board and other committee meetings, draft and final versions of Remuneration Committee meeting minutes are circulated to all members of the Remuneration Committee for comments, approval and record as soon as practicable after each meeting.

At the meetings of the Remuneration Committee held in the period under review, the members of the Remuneration Committee have reviewed the Group's remuneration policy and discussed the remuneration packages of Directors and senior management for the forthcoming financial year.

The emoluments of the Directors and the management are determined based on the operating results of the Company, individual performance and/or prevailing market conditions. The Company has also adopted the Share Option Scheme and Share Award Scheme as an incentive to Directors and senior management.

### NOMINATION COMMITTEE

With effect from 20th March 2012, the Company established the Nomination Committee and written terms of reference of the nomination committee have been adopted. As at the date of this report, the chairman of the Nomination Committee is Mr. Guo Fansheng (executive Director) and other members include Mr. Zhang Ke (independent non-executive Director) and Mr. Zhang Tim Tianwei (independent non-executive Director). The Nomination Committee is responsible for reviewing the structure, size, diversity and composition of the Board, identifying individual suitably qualified to become Board members, selecting or making recommendation to the Board on selection of individuals nominated for directorship, assessing the independence of independent non-executive Director and making recommendation to the Board on the appointment or reappointment of Directors and succession planning for Directors. During the year ended 31st December 2015, the Nomination Committee also reviewed the structure and composition of the Board.

New Directors are selected on the basis of their qualifications, skills and experience which the Nomination Committee considers will make a positive contribution to the performance of the Board.

In August 2013, amendments to the written terms of reference of the nomination committee have been adopted. In deciding the composition of the Board, the Company will consider the Board diversity from various perspectives, including but not limited to sex, age, cultural and academic background, race, professional experience, skills, knowledge and terms of services.

本公司妥為保存薪酬委員會之完整會議記錄。根據董事會及其他委員會會議之慣例，薪酬委員會會議記錄草稿及最終定稿在每次會議後於實際可行情況下儘快送交全體薪酬委員會成員傳閱，以作表達意見、批准及記錄之用。

於回顧期內舉行之薪酬委員會會議上，薪酬委員會成員已檢閱本集團之薪酬政策，並討論下一財政年度董事及高級管理人員之薪酬組合。

董事及管理人員之酬金水平乃根據本公司經營業績、個人表現及／或當時市況釐定。本公司亦已採納購股權計劃及股份獎勵計劃以激勵董事及高級管理人員。

### 提名委員會

自二零一二年三月二十日起，本公司成立提名委員會，並採納提名委員會之書面職權範圍。於本報告日期，提名委員會主席為郭凡生先生（執行董事），其他成員包括張克先生（獨立非執行董事）及張天偉先生（獨立非執行董事）。提名委員會負責檢討董事會之架構、人數、多元化及組成、識別合資格人士出任董事會成員、挑選及向董事會建議供挑選提名為董事之人士、評核獨立非執行董事之獨立性及就委任或重新委任董事以及董事繼任計劃向董事會作出建議。於截至二零一五年十二月三十一日止年度，提名委員會亦曾檢討董事會之架構及組成。

新董事乃根據提名委員會認為人選之資歷、技能及經驗會對董事會工作表現作出積極貢獻為準則選出。

於二零一三年八月，提名委員會書面職權範圍之修訂已予採納。於釐定董事會組成時，本公司將從多個角度考慮董事會之成員多元化，包括但不限於性別、年齡、文化及學歷背景、種族、專業經驗、技能、知識及服務年期。

## Corporate Governance Report 企業管治報告

For the financial year ended 31st December 2015, the Nomination Committee held 1 meeting. The Individual attendance record of each members is as follows:

Members	Attendance
Guo Fansheng	1
Zhang Ke	1
Zhang Tim Tianwei	1

截至二零一五年十二月三十一日止財政年度，提名委員會曾舉行一次會議。各成員之出席記錄如下：

成員	出席次數
郭凡生	1
張克	1
張天偉	1

### AUDIT COMMITTEE AND ACCOUNTABILITY

Management of the Company provides all relevant information and records to the Board enabling the Board to make assessment and to prepare the financial statements and other financial disclosures. In full compliance with Rules 3.21 and 3.23 of the Listing Rules, the audit committee of the Company ("Audit Committee") was established in July 2003 and is currently chaired by Mr. Zhang Ke, (independent non-executive Director). Other members of the Audit Committee include Mr. Li Jianguang (non-executive Director) and Mr. Xiang Bing (independent non-executive Director).

During the year, the Audit Committee's primary duties include ensuring the Company's financial statements, annual and interim reports, and the auditor's report present a true and balanced assessment of the Company's financial position; reviewing the Company's financial control, internal control and risk management systems; and reviewing the Company's financial and accounting policies and practices.

The Audit Committee is provided with sufficient resources enabling it to discharge its duties. For the financial year ended 31st December 2015, the Audit Committee held 5 meetings. The individual attendance record of each member is as follows:

Members	Attendance
Zhang Ke	5/5
Xiang Bing	3/5
Li Jianguang	5/5

### 審核委員會與問責

本公司管理層向董事會提供所有相關資訊與記錄，致使董事會進行評估並編製財務報表及其他財務披露資料。為充分遵守上市規則第3.21及3.23條，本公司於二零零三年七月成立審核委員會（「審核委員會」），目前由張克先生（獨立非執行董事）擔任主席。審核委員會之其他成員包括李建光先生（非執行董事）及項兵先生（獨立非執行董事）。

年內，審核委員會之主要職責包括確保本公司之財務報表、年報及中期報告以及核數師報告真實公平地呈列本公司之財務狀況；檢討本公司之財務監控、內部監控及風險管理制度；及檢討本公司之財務及會計政策以及常規。

審核委員會獲提供足夠資源以履行其職責。截至二零一五年十二月三十一日止財政年度，審核委員會共舉行五次會議。各成員之出席記錄如下：

成員	出席次數
張克	5/5
項兵	3/5
李建光	5/5



## Corporate Governance Report 企業管治報告

The Audit Committee has reviewed with management of the Company the accounting principles and practices adopted by the Group, the internal control procedures, the financial results of the Group during the year ended 31st December 2015 and met with external auditors and discussed the financial matters of the Group that arose during the course of audit during the year ended 31st December 2015. In the opinion of the Audit Committee, there are no material uncertainties relating to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. There is no disagreement between the Board and the Audit Committee regarding the selection, appointment, resignation or discussion of the external auditors.

Full minutes of all Audit Committee meetings are properly kept by the Company. In line with practices consistent with meetings of the Board and other committee meetings, draft and final versions of Audit Committee meeting minutes are circulated to all members of the Audit Committee for comments, approval and record as soon as practicable after each meeting.

The Directors' responsibilities for the financial statements and the responsibilities of the external auditors to the shareholders are set out on pages 93 to 94 of this report.

### AUDITOR'S REMUNERATION

The Audit Committee is responsible for considering the appointment of the external auditors and reviewing any non-audit function performed by external auditors, including whether such non-audit functions could lead to any potential material adverse effect on the Company. The Group's external auditor is PricewaterhouseCoopers. The remuneration paid or payable to the external auditor of the Group during the Reporting Period comprised fees for audit services of HKD3,100,000 (2014: HKD2,123,000) and HKD800,000 (2014: HKD763,000) for non-audit related services, included providing professional services on interim review, merger and acquisition.

### COMPANY SECRETARY

The Company engages an external service provider to provide company secretarial services and Ms. Kwong Yin Ping Yvonne is appointed as the Company Secretary. The primary contact person in the Company for Ms. Kwong in relation to corporate secretarial matters is Mr. Lu Qingguo, the Board Secretary and the General Counsel of the Company.

Ms. Kwong Yin Ping Yvonne, being the Company Secretary, has complied with Rule 3.29 of the Listing Rules in relation to the professional training requirements during the year ended 31st December 2015.

審核委員會已與本公司管理層一併審閱本集團採納之會計原則及常規、內部監控程序以及本集團截至二零一五年十二月三十一日止年度之財務業績，以及與外聘核數師會面並討論就截至二零一五年十二月三十一日止年度進行審核期間發現之本集團財務事項。審核委員會認為，概無重大不確定事件或情況，可能令本集團持續經營能力嚴重成疑。董事會及審核委員會概無就外聘核數師之甄選、委任、辭任或討論產生爭議。

本公司妥為保存審核委員會之完整會議記錄。根據董事會及其他委員會會議之慣例，審核委員會會議記錄草稿及最終定稿在每次會議後於實際可行情況下儘快送交全體審核委員會成員傳閱，以作表達意見、批准及記錄之用。

董事對財務報表之責任，以及外聘核數師對股東之責任載於本報告第93至94頁。

### 核數師薪酬

審核委員會負責考慮外聘核數師之委任及審查外聘核數師進行之任何非核數工作，包括有關非核數工作會否對本公司構成任何潛在重大不利影響。本集團外聘核數師為羅兵咸永道會計師事務所。於報告期間，已付或應付本集團外聘核數師之薪酬包括核數服務費用3,100,000港元(二零一四年：2,123,000港元)及非審計相關服務(包括提供中期審閱、併購之專業服務)費用800,000港元(二零一四年：763,000港元)。

### 公司秘書

本公司委任外部服務供應商提供公司秘書服務，鄭燕萍女士獲委任為公司秘書。本公司與鄭女士就公司秘書事宜之主要連絡人士為本公司董事會秘書兼首席法律顧問盧慶國先生。

截至二零一五年十二月三十一日止年度，公司秘書鄭燕萍女士已遵守上市規則第3.29條有關專業培訓之規定。

# Corporate Governance Report

## 企業管治報告

### SENIOR MANAGEMENT REMUNERATION

#### Senior management remuneration by band

The emoluments fell within the following bands:

	Number of individuals	
	人數	
	2015	2014
	二零一五年	二零一四年
Nil to HKD1,000,000 零至1,000,000港元	2	2
HKD1,000,000 to HKD2,000,000 1,000,000港元至2,000,000港元	1	1
HKD2,000,000 to HKD3,000,000 2,000,000港元至3,000,000港元	1	–

### INTERNAL CONTROL

The Board is responsible for maintaining sound and effective internal control systems for the Group to safeguard the Company's assets and shareholders' interests, as well as for reviewing such systems' effectiveness. The Board conducts review of the Company's internal control systems periodically, covering financial, operational and compliance controls and risk management functions. In such review, the Board has considered factors such as changes since the last review; scope and quality of management's monitoring of risks; incidence of significant control failings and weaknesses identified; and effectiveness relating to financial reporting and compliance with the Listing Rules.

On 28th December 2015, the Company adopted the new terms of reference of the Audit Committee in accordance with the amendments to the Corporate Governance Code and Corporate Governance Report made by the Stock Exchange, which is applicable to the accounting period beginning from 1st January 2016. In addition, the Company set up a Group Audit Department in order to enhance the internal control and risk management of the Company.

### INVESTOR RELATIONS

The Company discloses all necessary information to the shareholders in compliance with the Listing Rules. The Directors host the annual general meeting each year to meet the shareholders of the Company and answer their enquiries (if any). The Directors make efforts to attend annual general meetings so that they may answer any question raised by the shareholders of the Company.

There is no significant change in the memorandum of association and articles of association of the Company during the year ended 31st December 2015.

### 高級管理人員薪酬

#### 按組別劃分之高級管理人員酬金

酬金範圍如下：

	Number of individuals	
	人數	
	2015	2014
	二零一五年	二零一四年
Nil to HKD1,000,000 零至1,000,000港元	2	2
HKD1,000,000 to HKD2,000,000 1,000,000港元至2,000,000港元	1	1
HKD2,000,000 to HKD3,000,000 2,000,000港元至3,000,000港元	1	–

### 內部監控

董事會負責維持本集團穩健及有效之內部監控制度，以保障本公司資產及股東之利益，以及檢討該等制度之成效。董事會定期檢討本公司之內部監控制度，包括財務、運作、合規監控及風險管理功能。在該檢討中，董事會考慮到許多因素，包括自上一次檢討後之轉變；管理層監察風險之工作範疇及素質；發生重大監控失誤及發現重大監控弱項之次數；及有關財務報告及遵守上市規則之規定是否有效。

於二零一五年十二月二十八日，本公司根據聯交所制訂之企業管治守則及企業管治報告之修訂本採納審核委員會之新訂職權範圍，該職權範圍適用於自二零一六年一月一日起開始之會計期間。此外，本公司成立集團審核部門，從而加強本公司內部監控及風險管理。

### 投資者關係

為遵守上市規則，本公司向股東披露所有必要資料。董事每年於股東週年大會上會見本公司股東並回答股東詢問(如有)。董事均盡其最大努力出席股東週年大會，以便回答本公司股東之任何提問。

截至二零一五年十二月三十一日止年度，本公司之組織章程大綱及組織章程細則概無任何重大變動。

## Corporate Governance Report 企業管治報告

The proceedings of the annual general meetings are reviewed from time to time to ensure the Company conforms to the best practices regarding corporate governance.

The Company also communicates with its shareholders through its annual, interim and quarterly reports. The directors, company secretary or other appropriate members of senior management also respond to inquiries from shareholders and investors promptly.

A Shareholders communication policy was reviewed and updated on 20th March 2012 to comply with code provision E.1.4 of the Code.

### Procedures for Directing Shareholders' Enquiries to the Board

Shareholders may at any time send their enquiries and concerns to the Board in writing through the Investor Relations Department of the Company whose contact details are as follows:

Tower B, Jingyi Technical Building  
No.9 Dazhongsi East Road  
Haidian District  
Beijing 100098  
The People's Republic of China  
Email: ir@hcgrou.com  
Tel No: (8610) 6229 8811  
Fax No: (8610) 6229 8877

Investor Relations Department of the Company handles both telephone and written enquiries from Shareholders from time to time.

Shareholders' enquiries and concerns will be forwarded to the Board and/or relevant Board Committees of the Company, where appropriate, to answer the Shareholders' questions.

### Procedures for putting Forward Proposals at General Meetings by Shareholders

Pursuant to Article 58 of the Articles of Association, the Board may whenever it thinks fit call extraordinary general meetings. Any one or more Shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

本公司不時檢討股東週年大會之程序，以確保本公司已遵守最佳之企業管治守則。

本公司亦透過其年度、中期及季度報告與其股東溝通。董事、公司秘書或其他合適之高級管理人員均會就股東及投資者之問題作出迅速回應。

股東溝通政策已根據守則之守則條文第E.1.4條進行檢討並已於二零一二年三月二十日更新。

### 股東向董事會提出查詢之程序

股東可隨時以書面透過本公司投資者關係部向董事會提出查詢及疑問，投資者關係部之聯絡詳情如下：

中華人民共和國  
北京市  
海澱區  
大鐘寺東路9號  
京儀科技大廈B座(100098)  
電郵：ir@hcgrou.com  
電話：(8610) 6229 8811  
傳真：(8610) 6229 8877

本公司投資者關係部不時處理股東之來電及書面查詢。

在適當情況下，股東之查詢及疑問將轉交董事會及/或本公司相關董事會委員會，以解答股東之提問。

### 股東於股東大會上提出動議之程序

根據章程細則第58章，董事會可酌情召開股東特別大會。於遞交書面要求日期持有不少於附帶本公司股東大會表決權之本公司實繳股本十分之一之任何一名或以上股東，於任何時間均有權向董事會或公司秘書發出書面要求，以要求董事會召開股東特別大會處理有關要求內所訂明之任何事項；且有關大會應於遞交有關要求後兩(2)個月內舉行。倘於遞交要求後二十一(21)日內董事會未能召開大會，遞交要求人士可以相同形式自行召開有關大會。遞交要求人士因董事會未能召開大會而產生之所有合理費用應由本公司向遞交要求人士償付。

## Corporate Governance Report 企業管治報告

Pursuant to Article 88 of the Articles of Association, no person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a Notice signed by a Member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a Notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or at the Registration Office provided that the minimum length of the period, during which such Notice(s) are given, shall be at least seven (7) days and that the period for lodgement of such Notice(s) shall commence no earlier than the day after the dispatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.

The procedures for Shareholders to propose a person for election as a Director is posted on the Company's website at <http://www.hcgroup.com>.

根據章程細則第88條，除非獲董事推薦參選，否則除會上退任董事外，概無任何人士合資格於任何股東大會上參選董事，除非由正式合資格出席大會並於會上投票之股東（並非擬參選人）簽署通告，其內表明建議提名該人士參選之意向，另外，由獲提名人士簽署通告，表明願意參選。該等通告須呈交總辦事處或過戶登記處，惟該等通告之最短通告期限為至少七(7)日，而呈交該等通告之期間由寄發就該推選所指定之股東大會通告日期起計至不遲於該股東大會舉行日期前七(7)日止。

股東建議人選參選董事之程序於本公司網站 <http://www.hcgroup.com> 刊載。



# Independent Auditor's Report

## 獨立核數師報告

### INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF HC INTERNATIONAL, INC. (incorporated in the Cayman Islands with limited liability)

We have audited the consolidated financial statements of HC International, Inc. (the "Company") and its subsidiaries set out on pages 95 to 228, which comprise the consolidated statement of financial position as at 31st December 2015, and the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants, 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.

### AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

### 獨立核數師報告 致慧聰網有限公司股東 (於開曼群島註冊成立的有限公司)

本核數師(以下簡稱「我們」)已審計列載於第95至228頁慧聰網有限公司(以下簡稱「貴公司」)及其子公司的合併財務報表。此合併財務報表包括於二零一五年十二月三十一日的合併財務狀況表與截至該日止年度的合併綜合收益表、合併權益變動表和合併現金流量表，以及主要會計政策概要及其他附註解釋資料。

### 董事就合併財務報表須承擔的責任

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

### 核數師的責任

我們的責任是根據我們的審計對該等合併財務報表發表意見，並僅向閣下(作為整體)報告，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

我們已根據香港會計師公會頒布的香港審計準則進行審計。該等準則要求我們遵守道德規範，並規劃及執行審計以對合併財務報表是否不存在任何重大錯誤陳述獲取合理保證。

## Independent Auditor's Report 獨立核數師報告

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of consolidated financial statements that give a true and fair view 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 entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the consolidated financial statements.

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

### OPINION

In our opinion, the consolidated financial statements give a true and fair view of the financial position of the Company and its subsidiaries as at 31st December 2015, and of their financial performance and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

**PricewaterhouseCoopers**  
*Certified Public Accountants*

Hong Kong, 30 March 2016

審計涉及執程序以獲取有關合併財務報表所載金額及披露資料之審計憑證。所選擇的程序取決於核數師的判斷，包括評估由於欺詐或錯誤而導致合併財務報表存在重大錯誤陳述的風險。在評估該等風險時，核數師考慮與該公司擬備真實而中肯的合併財務報表相關的內部控制，以設計適當的審計程序，但目的並非對公司內部控制的有效性發表意見。審計亦包括評價董事所採用會計政策的恰當性及作出會計估計的合理性，以及評價合併財務報表之整體列報方式。

我們相信，我們所獲得的審計憑證能充足和適當為我們的審計意見提供基礎。

### 意見

我們認為，該等合併財務報表已根據香港財務報告準則真實而中肯地反映 貴公司及其子公司於二零一五年十二月三十一日之財務狀況及彼等截至該日止年度的財務表現及現金流量，並已遵照香港《公司條例》的披露規定妥為擬備。

**羅兵咸永道會計師事務所**  
*執業會計師*

香港，二零一六年三月三十日

# Consolidated Statement of Comprehensive Income

## 合併綜合收益表

For the year ended 31st December 2015 截至二零一五年十二月三十一日止年度

		Note 附註	2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
Revenue	銷售收入	5	916,138	966,637
Cost of revenue	銷售成本	32	(95,513)	(72,433)
Gross profit	毛利		820,625	894,204
Other income	其他收入	31	4,374	9,706
Selling and marketing expenses	銷售及市場推廣費用	32	(598,874)	(530,578)
Administrative expenses	行政費用	32	(198,226)	(179,396)
Operating profit	經營溢利		27,899	193,936
Finance income	財務收入	35	43,376	31,779
Finance cost	財務成本	35	(47,802)	(4,951)
Share of post-tax losses of associates	分佔聯營公司除稅後虧損	13	(2,102)	(477)
Share of post-tax profits of joint ventures	分佔合營公司除稅後溢利	13	11,955	801
Profit before income tax	除所得稅前溢利		33,326	221,088
Income tax expense	所得稅開支	36	(10,268)	(37,827)
Profit for the year	本年度溢利		23,058	183,261
Other comprehensive income/(loss): <i>Items that may be reclassified to profit or loss</i>	其他全面收入/(虧損): <i>可重新分類至損益之項目</i>			
Fair value gain on available-for-sale financial assets	可供出售金融資產公平值收益	21	158,283	16,067
Currency translation differences	貨幣匯兌差異	21	(17,808)	2,355
Total comprehensive income for the year, net of tax	本年度全面收入總額， 扣除稅項		163,533	201,683
Profit attributable to:	下列人士應佔溢利：			
Equity holders of the Company	本公司權益持有人		52,552	187,633
Non-controlling interests	非控股權益		(29,494)	(4,372)
			23,058	183,261
Total comprehensive income attributable to:	下列人士應佔全面收入總額：			
Equity holders of the Company	本公司權益持有人		193,027	206,055
Non-controlling interests	非控股權益		(29,494)	(4,372)
			163,533	201,683

## Consolidated Statement of Comprehensive Income

### 合併綜合收益表

For the year ended 31st December 2015 截至二零一五年十二月三十一日止年度

			2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
		Note 附註		
Earnings per share attributable to the equity holders of the Company (expressed in RMB per share)	本公司權益持有人應佔每股溢利(以每股人民幣列值)			
Basic earnings per share	每股基本溢利	37	<b>0.0696</b>	0.2833
Diluted earnings per share	每股攤薄溢利	37	<b>0.0679</b>	0.2729

The notes on pages 101 to 228 are an integral part of these consolidated financial statements. 第101至228頁之附註為合併財務報表之整體部分。

# Consolidated Statement of Financial Position

## 合併財務狀況表

As at 31st December 2015 於二零一五年十二月三十一日

			2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
	Note 附註			
<b>Assets</b>		<b>資產</b>		
<b>Non-current assets</b>		<b>非流動資產</b>		
Land use rights	6	土地使用權	176,145	180,882
Investment properties	7	投資物業	510,551	194,974
Properties under development	8	發展中物業	-	359,415
Property, plant and equipment	9	物業、廠房及設備	291,073	296,052
Intangible assets	10	無形資產	1,461,722	105,687
Long term deposits, prepayments and other receivables	11	長期按金、預付款項及其他應收款項	74,989	92,649
Non-current portion of finance leases receivables	17	融資租賃應收款項之非流動部分	24,000	-
Deferred income tax assets	29	遞延所得稅資產	17,271	4,452
Investments accounted for using equity method	13	採用權益法列賬之投資	518,716	316,363
Available-for-sale financial assets	15	可供出售金融資產	421,690	174,267
Financial asset at fair value through profit and loss	14	以公平值計量且其變動計入當期損益的金融資產	5,100	-
			<b>3,501,257</b>	1,724,741
<b>Current assets</b>		<b>流動資產</b>		
Properties under development	8	發展中物業	670,683	-
Direct selling costs	16	直接銷售成本	105,316	113,746
Current portion of finance leases receivables	17	融資租賃應收款項之流動部分	68,846	-
Deposits, prepayments and other receivables	11	按金、預付款項及其他應收款項	435,372	57,467
Trade receivables	11	應收賬款	111,794	31,692
Inventories	18	存貨	3,073	520
Cash and cash equivalents	19	現金及現金等價物	790,701	1,321,989
			<b>2,185,785</b>	1,525,414
<b>Total assets</b>		<b>總資產</b>	<b>5,687,042</b>	3,250,155
<b>Equity</b>		<b>權益</b>		
<b>Equity attributable to the Company's equity holders</b>		<b>本公司權益持有人應佔權益</b>		
Share capital	20	股本	85,090	66,465
Other reserves	21	其他儲備	1,976,484	741,008
Retained earnings		留存收益	405,359	352,807
			<b>2,466,933</b>	1,160,280
<b>Non-controlling interests</b>		<b>非控股權益</b>	<b>132,013</b>	154,887
<b>Total equity</b>		<b>總權益</b>	<b>2,598,946</b>	1,315,167

# Consolidated Statement of Financial Position

## 合併財務狀況表

As at 31st December 2015 於二零一五年十二月三十一日

			2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
<b>Liabilities</b>	<b>負債</b>			
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Non-current portion of finance lease obligations	融資租賃負債之非流動部分	23	249	979
Non-current portion of bank borrowings	銀行借貸之非流動部分	27	20,000	32,766
Non-current portion of other borrowings	其他借貸之非流動部分	27	26,597	8,373
Deferred government grants	遞延政府補助	25	195,048	206,300
Deferred income tax liabilities	遞延所得稅負債	29	148,131	23,987
Receipt in advance	預收款項	24	53,237	519,532
Issued convertible bonds – liability portion	已發行可換股債券 – 負債部分	28	600,225	553,956
			<b>1,043,487</b>	1,345,893
<b>Current liabilities</b>	<b>流動負債</b>			
Current portion of finance lease obligations	融資租賃負債之流動部分	23	734	1,175
Trade payables	應付賬款	26	3,618	2,988
Accrued expenses and other payables	應計費用及其他應付款項	26	148,935	72,782
Deferred revenue	遞延收入	26	267,154	371,747
Current portion of bank borrowings	銀行借貸之流動部分	27	479,760	90,000
Current portion of other borrowings	其他借貸之流動部分	27	952	8,525
Deferred government grants	遞延政府補助	25	7,898	–
Receipt in advance	預收款項	24	1,088,866	–
Other taxes payables	其他應繳稅項	30	23,271	15,357
Income tax payables	應繳所得稅	30	23,421	26,521
			<b>2,044,609</b>	589,095
<b>Total liabilities</b>	<b>總負債</b>		<b>3,088,096</b>	1,934,988
<b>Total equity and liabilities</b>	<b>總權益及負債</b>		<b>5,687,042</b>	3,250,155

The consolidated financial statements on pages 95 to 228 were approved by the Board of Directors on 30 March 2016 and were signed on its behalf.

**GUO Jiang**  
Director  
郭江  
董事

**LEE Wee Ong**  
Director  
LEE Wee Ong  
董事

第95至228頁之合併財務報表於二零一六年三月三十日獲董事會批准並由下列董事代表董事會簽署。

The notes on pages 101 to 228 are an integral part of these consolidated financial statements.

第101至228頁之附註為合併財務報表之整體部分。

# Consolidated Statement of Changes in Equity

## 合併權益變動表

For the year ended 31st December 2015 截至二零一五年十二月三十一日止年度

		Attributable to the Company's equity holders 本公司權益持有人應佔					Non-controlling interests 非控股權益	Total 總計
		Share capital 股本	Other reserves 其他儲備 (Note 21) (附註21)	Retained Earnings 留存收益	Sub-total 小計			
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元		
Balance at 1st January 2014	於二零一四年一月一日結餘	65,865	666,239	165,174	897,278	113,196	1,010,474	
<b>Comprehensive income</b>	<b>全面收入</b>							
Profit for the year	本年度溢利	-	-	187,633	187,633	(4,372)	183,261	
<b>Other comprehensive income</b>	<b>其他全面收入</b>							
Fair value gain on available-for-sale financial assets, net of deferred tax	可供出售金融資產之公平值收益，扣除遞延稅	21	16,067	-	16,067	-	16,067	
Currency translation differences	貨幣匯兌差異	21	2,355	-	2,355	-	2,355	
Total comprehensive income	全面收入總額	-	18,422	187,633	206,055	(4,372)	201,683	
<b>Transactions with owners</b>	<b>與權益持有人進行之交易</b>							
Shares purchased under share award scheme	根據股份獎勵計劃購入之股份	21	(30,848)	-	(30,848)	-	(30,848)	
Convertible bond – equity component	可換股債券 – 權益部分	-	50,858	-	50,858	-	50,858	
Share based compensation – value of employee services	以股份支付之補償 – 僱員服務價值	21	29,912	-	29,912	-	29,912	
Exercise of share options	行使購股權	20, 21	600	6,353	6,953	-	6,953	
Non-controlling interests arising on business combination	業務合併產生之非控股權益	-	-	-	-	45,965	45,965	
Change in ownership interests in subsidiaries without change of control	不導致失去控制權之子公司擁有權益變動	22	72	-	72	98	170	
Total transactions with owners	與權益持有人進行之交易總額	600	56,347	-	56,947	46,063	103,010	
Balance at 31st December 2014	於二零一四年十二月三十一日結餘	66,465	741,008	352,807	1,160,280	154,887	1,315,167	
Balance at 1st January 2015	於二零一五年一月一日結餘	66,465	741,008	352,807	1,160,280	154,887	1,315,167	
<b>Comprehensive income</b>	<b>全面收入</b>							
Profit for the year	本年度溢利	-	-	52,552	52,552	(29,494)	23,058	
<b>Other comprehensive income</b>	<b>其他全面收入</b>							
Fair value gain on available-for-sale financial assets, net of deferred tax	可供出售金融資產之公平值收益，扣除遞延稅	21	158,283	-	158,283	-	158,283	
Currency translation differences	貨幣匯兌差異	21	(17,808)	-	(17,808)	-	(17,808)	
Total comprehensive income	全面收入總額	-	140,475	52,552	193,027	(29,494)	163,533	
<b>Transactions with owners</b>	<b>與權益持有人進行之交易</b>							
Issuance of new shares	發行新股份	18,417	1,063,819	-	1,082,236	-	1,082,236	
Share based compensation – value of employee services	以股份支付之補償 – 僱員服務價值	21	29,231	-	29,231	-	29,231	
Exercise of share options	行使購股權	20, 21	208	1,951	2,159	-	2,159	
Contribution from non-controlling interests	非控股權益注資	-	-	-	-	6,620	6,620	
Total transactions with owners	與權益持有人進行之交易總額	18,625	1,095,001	-	1,113,626	6,620	1,120,246	
Balance at 31st December 2015	於二零一五年十二月三十一日結餘	85,090	1,976,484	405,359	2,466,933	132,013	2,598,946	

The notes on pages 101 to 228 are an integral part of these consolidated financial statements.

第101至228頁之附註為合併財務報表之整體部分。

# Consolidated Cash Flow Statement

## 合併現金流量表

For the year ended 31st December 2015 截至二零一五年十二月三十一日止年度

	Note 附註	2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
<b>Cash flows from operating activities</b>	<b>經營業務之現金流量</b>		
Cash generated from operations	39(a)	235,607	503,531
Interest received		43,515	31,779
Interest paid		(34,064)	(991)
The People's Republic of China ("PRC") income tax paid		(35,928)	(36,689)
Net cash generated from operating activities		209,130	497,630
<b>Cash flows from investing activities</b>	<b>投資活動之現金流量</b>		
Acquisition of subsidiaries, net of cash acquired		(439,752)	(85,379)
Additions of property, plant and equipment		(25,172)	(87,914)
Additions of intangible assets		(1)	(408)
Additions of investment properties		(311,268)	(151,147)
Proceeds from disposal of property, plant and equipment	39(b)	2,195	820
Loans to an associate		(20,800)	(20,800)
Loans to employees		-	(27,580)
Loans to a joint venture		(200,000)	-
Loans to third parties		(105,000)	-
Loan repayment received from third parties and employees		21,187	28,868
Investment in available-for-sale financial assets	15	(57,900)	(155,025)
Investment in associates	13	(62,500)	(26,000)
Investment in a joint venture	13	(130,000)	(270,039)
Net cash used in investing activities		(1,329,011)	(794,604)
<b>Cash flows from financing activities</b>	<b>融資活動之現金流量</b>		
Proceeds from issuance of new shares		222,434	-
Proceeds from bank borrowings		501,235	123,553
Proceeds from other borrowings		9,120	2,334
Proceeds from issuance of convertible bonds		-	600,748
Purchase of shares under share award scheme		-	(30,848)
Repayment of bank borrowings		(125,000)	(25,626)
Repayment of other borrowings		(40,000)	(85,943)
Capital contribution from non-controlling interests		6,620	170
Exercise of share options		2,159	6,953
Repayments for finance lease obligations		(1,171)	(2,064)
Additions of finance lease obligations		-	2,136
Net cash generated from financing activities		575,397	591,413
<b>Net (decrease)/increase in cash and cash equivalents</b>	<b>現金及現金等價物淨額(減少)/增加</b>	<b>(544,484)</b>	<b>294,439</b>
Cash and cash equivalents at beginning of the year		1,321,989	1,025,089
Exchange (loss)/gain on cash and cash equivalents		13,196	2,461
<b>Cash and cash equivalents at end of the year</b>	<b>於年終之現金及現金等價物</b>	<b>790,701</b>	<b>1,321,989</b>

The notes on pages 101 to 228 are an integral part of these consolidated financial statements.

第101至228頁之附註為合併財務報表之整體部分。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 1 GENERAL INFORMATION

The core business of the Group is to organise a business-to-business (“B2B”) community across China by providing business information through both online and offline channels.

The Group is principally engaged in the following activities in China:

- Providing industrial search result prioritising services through its B2B website “hc360.com” and offering comprehensive IT-related product information by “zol.com.cn”;
- Publishing its own trade catalogues and yellow page directories;
- Hosting exhibitions and seminar;
- Providing anti-counterfeiting products and services to enterprises;
- Providing lease financing services;
- Engaging in micro-credit internet financing business through its joint venture;
- In the process of constructing O2O business exhibition centres

During the year ended 31st December 2015, the Group completed the acquisition of Orange Triangle Inc.. The acquiree operates a domestically leading IT vertical portals (“www.zol.com.cn”) which offers information on product reviews and specifications regarding consumer electronics to the internet consumer users and integrated marketing solutions to the business users in the PRC.

On 25th September 2015, the Group established Huicong Finance Leasing Company Limited (“Huicong Finance Leasing”) in Tianjin, the PRC. The Board considers the establishment of Huicong Finance Leasing shall be of a great assistance to the development of the internet finance sector of the Company, together with the Company’s current business operations, Huicong Finance Leasing shall provide its customers with multiple solution services.

### 1 一般資料

本集團透過線上及線下渠道提供商業信息，於中國各地建立企業之間(「B2B」)之社區。

本集團於中國主要從事以下活動：

- 透過其B2B網站「hc360.com」提供行業搜尋結果優先順序服務，並透過利用「zol.com.cn」提供全面之IT相關產品信息；
- 出版其本身之工商業目錄及黃頁目錄；
- 舉辦展覽及研討會；
- 向企業提供防偽產品及服務；
- 提供融資租賃服務；
- 透過其合營公司從事小額貸款互聯網金融業務；
- 正在興建O2O商業展覽中心

於截至二零一五年十二月三十一日止年度，本集團完成收購Orange Triangle Inc.。被收購方經營當地領先之IT垂直門戶網站(「www.zol.com.cn」)，其就消費電子產品到互聯網消費用戶提供有關商品之評論和規格資料，以及就中國之企業用戶提供整合營銷解決方案。

於二零一五年九月二十五日，本集團在中國天津市成立慧聰融資租賃有限公司(「慧聰融資租賃公司」)。董事會認為，慧聰融資租賃公司之成立，將大大有助本公司之互聯網金融板塊之發展，並結合本公司現有業務營運，為客戶提供綜合解決方案服務。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 1 GENERAL INFORMATION (Continued)

As at 31st December 2015, the O2O business exhibition centre (“the business exhibition centre”) was under development and a substantial amount of construction cost had been incurred.

The Company is a limited liability company incorporated in the Cayman Islands. The address of its registered office is 4th Floor, One Capital Place, P.O. Box 847, George Town, Grand Cayman, Cayman Islands, British West Indies. The Company has its primary listing on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) since 10th October 2014.

These consolidated financial statements are presented in thousands of units of Renminbi (RMB'000), unless otherwise stated.

### 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

#### (a) Basis of preparation

The consolidated financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and under the historical cost convention, as modified by the revaluation of available-for-sale financial assets, and financial assets and financial liabilities at fair value through profit or loss, which are carried at fair value.

The preparation of financial statements in conformity with HKFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group’s accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 4.

### 1 一般資料(續)

於二零一五年十二月三十一日，O2O商業展覽中心(「商業展覽中心」)正在發展中，並已產生重大建設成本。

本公司乃一家於開曼群島註冊成立之有限公司，其註冊辦事處位於4th Floor, One Capital Place, P.O. Box 847, George Town, Grand Cayman, Cayman Islands, British West Indies。本公司自二零一四年十月十日起於香港聯合交易所有限公司(「聯交所」)主板第一上市。

除另有說明者外，此等合併財務報表乃以人民幣千元(人民幣千元)為單位列值。

### 2 主要會計政策概要

編製合併財務報表時採納之主要會計政策載列如下。除另有說明者外，該等政策均貫徹應用於所呈報之所有年度。

#### (a) 編製基準

合併財務報表乃根據香港會計師公會(「香港會計師公會」)頒佈之所有適用之香港財務報告準則(「香港財務報告準則」)按歷史成本法編撰，並透過重估可供出售金融資產及按公平值計入損益之金融資產及金融負債(均按公平值列賬)作出修訂。

編製符合香港財務報告準則之財務報表須使用若干重大會計估計，並要求管理層於應用本集團會計政策過程中行使其判斷力。涉及高度判斷或複雜性之範疇及就合併財務報表而言屬重大之假設及估計範疇於附註4披露。

## Notes to the Consolidated Financial Statements

### 合併財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (a) Basis of preparation (Continued)

#### ***New and amended standards have been issued and effective for the financial year beginning 1st January 2015***

HKAS19 (Amendment)	Defined benefit plans: employee contributions
Annual improvements project	Annual improvements 2010-2012 cycle
Annual improvements project	Annual improvements 2011-2013 cycle

There are no HKFRSs or HK(IFRIC) interpretations that are effective for the first time for the financial period beginning on 1st January 2015 that would have a material impact on the Group.

#### ***New Hong Kong Companies Ordinance (Cap.622)***

In addition, the requirements of Part 9 "Accounts and Audit" of the new Hong Kong Companies Ordinance (Cap. 622) come into operation during the financial year, as a result, there are changes to presentation and disclosures of certain information in the consolidated financial statements.

## 2 主要會計政策概要(續)

### (a) 編製基準(續)

#### ***於二零一五年一月一日開始之財政年度內已頒佈並已生效之新訂及經修訂準則***

香港會計準則	設定受益計劃：
第19號(修訂本)	僱員供款
年度改進項目	年度改進－ 2010-2012年週期
年度改進項目	年度改進－ 2011-2013年週期

於二零一五年一月一日開始之財政期間內首次生效之香港財務報告準則或香港(國際財務報告詮釋委員會)詮釋概不會對本集團造成重大影響。

#### ***新《香港公司條例》(第622章)***

此外，新《香港公司條例》(第622章)第9部「賬目及審計」之規定於本財政年度生效，因此，於合併財務報表內若干資料之呈列及披露出現變動。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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

### 2 主要會計政策概要(續)

#### (a) Basis of preparation (Continued)

*New and amended standards have been issued but are not effective for the financial year beginning 1st January 2015 and have not been early adopted*

#### (a) 編製基準(續)

並無提前採納於二零一五年一月一日開始之財政年度內已頒佈但尚未生效之新訂及經修訂準則

		Effective for accounting period beginning on or after 於下列日期或之後開始之會計期間生效
HKFRS 14 香港財務報告準則第14號	Regulatory Deferral Accounts 規管遞延賬目	1st January 2016 二零一六年一月一日
HKFRS 11 (Amendment) 香港財務報告準則第11號(修訂本)	Accounting for acquisitions of interests in joint operations 收購合營業務權益的會計法	1st January 2016 二零一六年一月一日
HKAS 1 香港會計準則第1號	Disclosure initiative 披露措施	1st January 2016 二零一六年一月一日
HKAS 16, 38 (Amendment) 香港會計準則第16號及第38號(修訂本)	Clarification of acceptable methods of depreciation and amortization 折舊及攤銷之可接受方法的澄清	1st January 2016 二零一六年一月一日
HKAS 16, 41 (Amendment) 香港會計準則第16號及第41號(修訂本)	Agriculture: bearer Plants 農業：結果實的植物	1st January 2016 二零一六年一月一日
HKAS 27 (Amendment) 香港會計準則第27號(修訂本)	Equity method in separate financial statements 獨立財務報表中使用權益法	1st January 2016 二零一六年一月一日
HKFRS 10, HKFRS 12 and HKAS 28 (Amendment) 香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第28號(修訂本)	Investment entities: applying the consolidation exception 投資實體：應用綜合入賬的例外情況	1st January 2016 二零一六年一月一日
HKFRS 10, HKAS 28 (Amendment) 香港財務報告準則第10號及香港會計準則第28號(修訂本)	Sale or contribution of assets between an investor and its associate or joint venture 投資者與其聯營公司或合營公司之間資產出售或注資	1st January 2016 二零一六年一月一日
HKAS 27 (Amendment) 香港會計準則第27號(修訂本)	Equity method in separate financial statements 獨立財務報表中使用權益法	1st January 2016 二零一六年一月一日
Annual improvements projects 年度改進項目	Annual improvement 2012–2014 cycle 年度改進—2012–2014年週期	
HKFRS 15 香港財務報告準則第15號	Revenue from Contracts with Customers 客戶合約收入	1st January 2018 二零一八年一月一日
HKFRS 9 香港財務報告準則第9號	Financial Instruments 金融工具	1st January 2018 二零一八年一月一日

The Group has already commenced an assessment of the impact of these new HKFRSs but is not yet in a position to state whether these new HKFRSs would have a significant impact on its results of operations and financial position.

本集團已著手評估該等新訂香港財務報告準則之影響，惟迄今尚未能確定該等新訂香港財務報告準則對其營運業績及財務狀況會否帶來重大影響。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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

#### (b) Consolidation

The consolidated financial statements include the financial statements of the Company and all of its subsidiaries made up to 31st December.

##### (i) Subsidiaries

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group has control over entities when the Group is exposed to, or has rights to, variable returns from its involvement with the entities and has the ability to affect those returns through its power over the entity.

Subsidiaries are consolidated from the date on which is transferred to the Group. They are deconsolidated from the date that control ceases.

##### *Business combinations*

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

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

Acquisition-related costs are expensed as incurred.

### 2 主要會計政策概要(續)

#### (b) 綜合

合併財務報表包括本公司及其所有附屬公司截至十二月三十一日止之財務報表。

##### (i) 附屬公司

附屬公司為本集團對其擁有控制權之所有實體(包括結構實體)。當本集團可透過參與實體之業務而承擔或有權享有可變回報及有能力通過對實體運用權力而影響該等回報時，則本集團可控制實體。

附屬公司自控制權轉移至本集團之日起合併。其於控制權終止之日終止合併。

##### *業務合併*

本集團採用收購法就業務合併入賬。收購附屬公司之轉讓代價為本集團所轉讓資產、對被收購方前擁有人所產生負債及所發行股權之公平值。轉讓代價包括或然代價安排所產生任何資產或負債之公平值。於業務合併時所收購之可識別資產及所承擔之負債及或然負債，初步按其於收購日期之公平值計量。

本集團按逐項收購基準確認於被收購方之任何非控制權益。屬於現時擁有權權益並賦予其擁有人於清盤時按比例分佔實體淨資產之於收購中之非控制權益，方可以公平值或以現時擁有權按比例分佔被收購方可識別淨資產之已確認金額作計量。除非香港財務報告準則規定採用其他計量基準，否則非控制權益之一切其他成份均以收購日期之公平值計量。

收購相關成本於產生時列為開支。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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

#### (b) Consolidation (Continued)

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

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

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

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

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill. If the total of consideration transferred, non-controlling interest recognised and previously held interest measured is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in the income statement. (Note 2(i))

Intra-group transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. When necessary, amounts reported by subsidiaries have been adjusted to conform with the Group's accounting policies.

###### *Changes in ownership interests in subsidiaries without change of control*

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

### 2 主要會計政策概要(續)

#### (b) 綜合(續)

##### (i) 附屬公司(續)

###### *業務合併(續)*

倘業務合併分階段完成，收購方先前持有被收購方股本權益之收購日期賬面值於收購當日重新計量至公平值，而就有關重新計量所產生之任何收益或虧損於損益內確認。

本集團轉讓之任何或然代價將在收購當日按公平值確認。被視為一項資產或負債之或然代價公平值之後續變動，將按照香港會計準則第39號之規定，確認為損益或其他全面收入變動。分類為權益之或然代價毋須重新計量，而其後結算於權益入賬。

所轉讓代價、被收購方之任何非控股權益金額及任何先前於被收購方之權益於收購日期之公平值高於所收購可識別資產淨值之公平值時，其差額以商譽列賬。就議價購買而言，如轉讓代價、已確認非控股權益及先前持有之權益總額低於所收購附屬公司資產淨值之公平值，其差額將直接於收益表內確認為議價購買收益。(附註2(i))

集團內部公司間之交易、結存及交易之未變現利益，均於綜合時沖銷。未變現虧損亦予抵銷，除非交易提供證據證明所轉讓資產出現減值。附屬公司報告之數額已於需要時作出調整，以確保符合本集團之會計政策。

###### *不導致失去控制權之附屬公司擁有權益變動*

不導致失去控制權之非控制權益交易入賬列作權益交易—即以彼等為擁有人之身分與擁有人進行交易。任何已付代價公平值與所收購相關應佔附屬公司資產淨值賬面值之差額列作權益。向非控制權益出售之盈虧亦列作權益。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (b) Consolidation (Continued)

#### (i) Subsidiaries (Continued)

##### Disposal of subsidiaries

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

#### (ii) Separate financial statements

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

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

#### (iii) Associates

Associates are all entities over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting. Under the equity method, the investment is initially recognised at cost, and the carrying amount is increased or decreased to recognise the investor's share of the profit or loss of the investee after the date of acquisition. The Group's investment in associates includes goodwill identified on acquisition. Upon the acquisition of the ownership interest in an associate, any difference between the cost of the associate and the Group's share of the net fair value of the associate's identifiable assets and liabilities is accounted for as goodwill.

## 2 主要會計政策概要(續)

### (b) 綜合(續)

#### (i) 附屬公司(續)

##### 出售附屬公司

本集團失去控制權時，於實體之任何保留權益按失去控制權當日之公平值重新計量，有關賬面值變動於損益確認。就其後入賬列作聯營公司、合資企業或金融資產之保留權益而言，其公平值為初始賬面值。此外，先前於其他全面收入確認與該實體有關之任何金額按猶如本集團已直接出售有關資產或負債之方式入賬。此可能意味先前於其他全面收入確認之金額重新分類至損益。

#### (ii) 獨立財務報表

於附屬公司之投資乃以成本減減值之方法記賬。成本包括投資之直接應佔費用。附屬公司之業績按已收及應收股息計入公司之賬內。

當收到於附屬公司之投資之股息時，而股息超過附屬公司於宣派股息期間之全面收入總額，或於獨立財務報表之投資賬面值超過被投資方淨資產(包括商譽)於合併財務報表之賬面值時，則須對有關投資進行減值測試。

#### (iii) 聯營公司

聯營公司指所有本集團對其有重大影響力但無控制權之實體，所持股權通常有20%至50%之投票權。於聯營公司之投資以權益會計法入賬。根據權益法，投資初步按成本確認，並透過增加或減少賬面值確認投資方於收購日期後所分佔之被投資方損益。本集團於聯營公司之投資包括於收購時識別之商譽。於收購聯營公司之擁有權權益時，聯營公司成本與本集團應佔聯營公司可識別資產及負債之公平值淨額之差額於商譽入賬。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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

#### (b) Consolidation (Continued)

##### (iii) Associates (Continued)

If the ownership interest in an associate is reduced but significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income is reclassified to profit or loss where appropriate.

The Group's share of post-acquisition profit or loss is recognised in the consolidated statement of comprehensive income, and its share of post-acquisition movements in other comprehensive income is recognised in other comprehensive income with a corresponding adjustment to the carrying amount of the investment. When the Group's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred legal or constructive obligations or made payments on behalf of the associate.

The Group determines at each reporting date whether there is any objective evidence that the investment in the associate is impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value and recognises the amount adjacent to 'share of profit of investments accounted for using equity method' in the consolidated statement of comprehensive income.

Profits and losses resulting from upstream and downstream transactions between the Group and its associate are recognised in the Group's consolidated financial statements only to the extent of unrelated investor's interests in the associates. Unrealised losses are eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associates have been changed where necessary to ensure consistency with the policies adopted by the Group.

Gains or losses on dilution of equity interest in associates are recognised in the consolidated statement of comprehensive income.

### 2 主要會計政策概要(續)

#### (b) 綜合(續)

##### (iii) 聯營公司(續)

倘於聯營公司之擁有權權益減少，但仍保留重大影響力，則只將先前於其他全面收入內確認之金額之應佔比例部分重新分類至損益(如適用)。

本集團應佔收購後損益於合併綜合收益表內確認，而其應佔收購後其他全面收益之變動則於其他全面收入內確認，並對投資賬面值作出相應調整。如本集團應佔一家聯營公司之虧損等於或超過其於該聯營公司之權益，包括任何其他無抵押應收款項，本集團不會確認進一步虧損，除非其已代聯營公司承擔法律或推定責任或作出付款。

本集團於各報告日期釐定於聯營公司之投資是否有任何客觀減值證據。倘存在減值證據，本集團會按聯營公司可收回金額與其賬面值之差額計算減值金額，並於合併綜合收益表「應佔以權益法入賬之投資溢利」確認有關金額。

本集團及其聯營公司間之上游及下游交易所產生之損益於本集團之合併財務報表內確認，惟僅以非關連投資者於聯營公司之權益為限。除非有關交易提供已轉讓資產出現減值之證據，否則未變現虧損予以對銷。聯營公司之會計政策已於必要時變更，以確保符合本集團所採納之政策。

於聯營公司之股本權益攤薄盈虧乃於合併綜合收益表內確認。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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

#### (b) Consolidation (Continued)

##### (iv) Joint arrangements

The Group has applied HKFRS 11 to all joint arrangements. Under HKFRS 11 investments in joint arrangement are classified as either joint operations or joint ventures depending on the contractual rights and obligations each investor. The Group has assessed the nature of its joint arrangements and determined them to be joint ventures. Joint ventures are accounting for using the equity method.

Under the equity method of accounting, interests in joint ventures are initially recognised at cost and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses and movements in other comprehensive income. The Group's investments in joint venture include goodwill identified on acquisition. Upon the acquisition of the ownership interest in a joint venture, any difference between the cost of the joint venture and the Group's share of the net fair value of the joint venture's identifiable assets and liabilities is accounting for as goodwill. When the Group's share of losses in a joint venture equals or exceeds its interests in the joint ventures (which includes any long-term interests that, in substance, form part of the Group's net investment in the joint ventures), the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the joint ventures.

Unrealised gains on transactions between the Group and its joint ventures are eliminated to the extent of the Group's interest in the joint ventures. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of the joint ventures have been changed when necessary to ensure consistency with the policies adopted by the Group.

#### (c) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who review the Group internal report in order to assess performance and allocate resources, has been identified as the executive directors who make strategic decisions.

### 2 主要會計政策概要(續)

#### (b) 綜合(續)

##### (iv) 聯合安排

本集團已就所有聯合安排應用香港財務報告準則第11號。根據香港財務報告準則第11號，於聯合安排之投資視乎各投資者之合約權利及責任而分類為合營業務或合營企業。本集團已評估其聯合安排之性質，並將其聯合安排界定為合營公司。合營公司按權益法入賬。

根據權益法，合營公司權益初步以成本確認，其後經調整以確認本集團應佔收購後溢利或虧損以及於其他全面收入變動之份額。本集團於合營公司之投資包括於收購時識別之商譽。於收購合營公司擁有權益時，合營公司成本與本集團應佔合營公司可識別資產及負債公平值淨值之任何差額於商譽入賬。若本集團應佔某一合營公司之虧損相等於或超過其於該合營公司之權益(包括任何實質上構成本集團於該合營公司淨投資之長期權益)，則本集團不確認進一步虧損，除非本集團已產生義務或已代合營公司付款。

本集團與其合營公司間交易之未變現收益按本集團於該等合營公司之權益予以對銷。未變現虧損亦予以對銷，除非交易提供證據證明所轉讓資產出現減值。合營公司之會計政策已按需要作出變更以確保與本集團採納之政策一致。

#### (c) 分部報告

經營分部之報告方式與提供予主要經營決策者之內部報告所使用報告方式一致。主要經營決策者檢討本集團內部報告以評估表現及分配資源，並已確定由作出戰略性決定之執行董事擔任。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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

#### (d) Foreign currency translation

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

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The consolidated financial statements are presented in Renminbi ("RMB"). Hong Kong Dollars is regarded as the Company's functional currency.

##### (ii) Transactions and balances

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

Foreign exchange gains or losses that related to borrowings and cash and cash equivalents are presented in the consolidated statement of comprehensive income within 'finance income or costs'. All other foreign exchange gains or losses are presented in the consolidated statement of comprehensive income.

Change in the fair value of debt securities denominated in foreign currency classified as available for sale are analysed between translation differences resulting from the changes in the amortised cost of the security and other changes in the carrying amount of the security. Translation differences related to changes in amortised cost are recognised in consolidated statement of comprehensive income, and other changes in carrying amount are recognised in other comprehensive income.

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

### 2 主要會計政策概要(續)

#### (d) 外幣換算

##### (i) 功能及呈報貨幣

本集團各實體之財務報表所包括項目，乃按該實體經營所在主要經濟環境之貨幣(「功能貨幣」)計量。合併財務報表以人民幣(「人民幣」)呈列。港元被視為本公司之功能貨幣。

##### (ii) 交易及結餘

外幣交易均按交易日期當時或項目重新計量估值日期之匯率換算為功能貨幣。因該等交易結算及按年結日之匯率換算以外幣計值之貨幣資產及負債而產生之外幣匯兌損益，均於合併綜合收益表確認。

有關借貸及現金及現金等值物之外幣匯兌損益列示於合併綜合收益表「財務收入或成本」內。其他全部外幣匯兌損益列示於合併綜合收益表。

以外幣計值且分類為可供出售的債務證券的公平值變動，按照證券的攤銷成本變動以及該證券賬面值的其他變動所產生的匯兌差額進行分析。與攤銷成本變動有關的匯兌差額於合併綜合收益表確認，而賬面值的其他變動於其他全面收入內確認。

非貨幣性金融資產及負債(例如按公平值計入損益的權益)的換算差額作為部分公平值收益或虧損於損益中確認。非貨幣性金融資產(例如分類為可供出售的權益)的換算差額計入其他全面收入。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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

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

##### (iii) Group companies

The results and financial positions of all the Group entities that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (i) assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- (ii) income and expenses for each statement of comprehensive income are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and
- (iii) all resulting exchange differences are recognised in other comprehensive income.

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

#### (e) Land use rights

Land use rights are recorded at cost less subsequent accumulated amortisation and accumulated impairment losses, if any. Land use rights are amortised using the straight-line method over their lease terms from 40 to 50 years.

#### (f) Investment property

Investment property, principally comprising leasehold land and buildings, is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Group. It also includes properties that are being constructed or developed for future use as investment properties. Investment property is initially measured at cost, including related transaction costs and where applicable borrowing costs. After initial recognition, investment properties are carried at carrying values, representing cost less depreciation and impairment provision. Depreciation is calculated using the straight-line method to allocate their cost to their residual values over their estimated useful lives of 40 years.

### 2 主要會計政策概要(續)

#### (d) 外幣換算(續)

##### (iii) 集團公司

所有功能貨幣與呈報貨幣不一致的本集團實體業績及財務狀況均按以下方法換算為呈報貨幣：

- (i) 各財務狀況表呈列之資產及負債均按照該財務狀況表結算日之收市匯率換算；
- (ii) 各綜合收益表之收入及開支按照平均匯率換算(除非平均匯率並非交易日期現行匯率累計影響之合理約數，在此情況下，收支項目按交易日期的匯率換算)；及
- (iii) 所有產生之匯兌差額均於其他全面收入確認。

收購海外實體時產生之商譽及公平值調整乃作為該海外實體之資產及負債處理，並按收市匯率換算。產生之匯兌差額於其他全面收入內確認。

#### (e) 土地使用權

土地使用權按成本減其後累計攤銷及累計減值虧損(如有)列賬。土地使用權以直線法按租賃年期40至50年攤銷。

#### (f) 投資物業

投資物業(主要包括租賃土地和樓宇)乃持作賺取長期租金收入或資本增值或兩者兼備，且並非由本集團佔用。投資物業亦包括正在建造或開發供未來作投資物業使用的物業。投資物業初始按成本(包括相關交易成本及(如適用)借貸成本)計量。於初始確認後，投資物業按賬面值(成本減折舊及減值撥備)列賬。折舊乃以直線法就估計可用年期40年將成本分配至剩餘價值計算。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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

#### (g) Properties under development

Properties under development are stated at the lower of cost and net realisable value. Net realisable value takes into account the price ultimately expected to be realised, less applicable variable selling expenses and anticipated cost to completion.

Development cost of property comprises construction costs, cost of land use rights, borrowing costs, and professional fees incurred during the development period. On completion, the properties are transferred to completed properties held for sale. Properties under development are classified as current assets unless those will not be realised in one normal operating cycle.

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

Property, plant and equipment, comprising buildings, computer and telecommunications equipment, fixtures, fittings and office equipment, leasehold improvements and motor vehicles, are stated at cost less accumulated depreciation and accumulated impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to the consolidated statement of comprehensive income during the financial period in which they are incurred.

Motor vehicles classified as finance lease commences depreciation from the time when the assets become available for its intended use. Depreciation of property, plant and equipment is calculated using the straight line method to allocate their cost to their residual values over its estimated useful lives, at the following rates per annum:

Leasehold improvements
租賃物業裝修
Buildings
樓宇
Computer and telecommunications equipment
電腦及電訊設備
Fixtures, fittings and office equipment
傢具、裝置及辦公室設備
Motor vehicles
汽車

### 2 主要會計政策概要(續)

#### (g) 發展中物業

發展中物業按成本與可變現淨值兩者之較低者入賬。可變現淨值乃計及預期可予變現之最終價格，減適用可變銷售開支及預期完成成本。

物業發展成本包括於發展期間產生之建設成本、土地使用權成本、借貸成本及專業費用。於完成時，該等物業乃轉撥至持作銷售竣工物業。除非不會於一個正常營運週期內變現，否則發展中物業乃分類為流動資產。

#### (h) 物業、廠房及設備

物業、廠房及設備，包括樓宇、電腦及電訊設備、傢具、裝置及辦公室設備、租賃裝修及汽車，按成本減累計折舊及累計減值虧損(如有)列賬。歷史成本包括收購項目直接應佔開支。

僅當與項目有關之未來經濟利益有可能流入本集團及項目成本能可靠計量時，其後成本方會計入資產賬面值或確認為一項獨立資產(如適用)。已更換零件之賬面值已被剔除入賬。所有其他維修及保養則於產生之財政期間內於合併綜合收益表內扣除。

歸類為融資租賃的汽車於資產可供作擬定用途時開始計算折舊。物業、廠房及設備之折舊乃採用直線法於其估計可使用年限內按成本分配至剩餘價值，年率如下：

Over the lease terms from 2 to 5 years
介乎租賃年期2至5年
2%-5%
2%至5%
20%-33%
20%至33%
20%-33%
20%至33%
10%-20%
10%至20%

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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

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

The assets residual values and useful lives are reviewed, and adjusted if appropriate, at each statement of financial position date.

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

Gains or losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within administrative expenses in the consolidated statement of comprehensive income.

Construction in progress represents property, plant and equipment under construction or pending installation and is stated at cost less impairment losses, if any. No provision for depreciation is made on assets under construction in progress until such time as the relevant assets are completed and available for their intended use. On completion, the relevant assets are transferred to property, plant and equipment at cost less accumulated impairment losses.

#### (i) Intangible assets

##### (i) Goodwill

Goodwill arises on the acquisition of subsidiaries represents the excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identified net assets acquired.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the cash-generating units ("CGUs"), or groups of CGUs, that is expected to benefit from the synergies of the combination. Each unit or group of units to which the goodwill is allocated represented the lowest level within the entity at which the goodwill is monitored for internal management purposes. Goodwill is monitored at the operating segment level.

Goodwill impairment reviews are undertaken annually or more frequently if events or changes in circumstances indicate a potential impairment. The carrying value of the CGU containing the goodwill is compared to the recoverable amount, which is the higher of value in use and the fair value less costs of disposal. Any impairment is recognised immediately as an expense and is not subsequently reversed.

### 2 主要會計政策概要(續)

#### (h) 物業、廠房及設備(續)

資產剩餘價值及可使用年限於各財務狀況表日期審閱，並作出調整(如適用)。

倘資產賬面值超過其估計可退回金額，則資產賬面值即時撇減至可退回金額。

出售收益或虧損乃透過比較所得款項與賬面值釐定，並於合併綜合收益表內確認為行政費用。

在建工程為建設中或需要安裝之物業、廠房及設備，按照成本扣除減值虧損(如有)列示。建設中資產不計提折舊，直至有關資產完工並可供擬定用途。完工時，有關資產按成本減累計減值虧損所得金額轉入物業、廠房及設備。

#### (i) 無形資產

##### (i) 商譽

於收購附屬公司時產生之商譽指所轉讓代價、於被收購方之任何非控制性權益金額及於被收購方之任何過往股權於收購日期之公平值超出所收購可識別淨資產公平值之金額。

就減值測試而言，業務合併所獲得之商譽會分配至預期將受益於合併協同效應之各現金產生單位(「現金產生單位」)或現金產生單位組別。獲分配商譽之各單位或單位組別為實體內就內部管理目的而監察商譽之最低層次。商譽乃於經營分部層次進行監察。

商譽減值按年進行檢討，或當有事件出現或情況變動顯示可能出現減值時，作出更頻密檢討。包含商譽之現金產生單位之賬面值乃與可收回金額(為使用價值與公平值減出售成本之較高者)作比較。任何減值即時確認為開支，且其後不會撥回。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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

#### (i) Intangible assets (Continued)

##### (ii) Contractual customer/distributor relationship

Contractual customer/distributor relationships acquired in a business combination are recognised at fair value at the acquisition date. The contractual customer/distributor relations have a finite useful life and are carried at cost less accumulated amortisation. Amortisation is calculated using the straight-line method from eight to seventeen years over the expected life of the customer/distributor relationship.

##### (iii) Patents

Separately acquired patents are shown at historical cost. Patents acquired in a business combination are recognised at fair value at the acquisition date. The patents have a finite useful life and are carried at cost less accumulated amortisation. Amortisation is calculated using the straight-line method of eight years over the expected life of the patents.

##### (iv) Trade name/domain name

Trade name/domain name acquired in a business combination are recognised at fair value at the acquisition date. Trade name/domain name have a finite useful life and are carried at cost less accumulated amortisation. Amortisation is calculated using the straight-line method of fifteen years over the expected life of the Trade name/domain name.

##### (v) Software licences

Acquired computer software licences are capitalised on the basis of the costs incurred to acquire and bring to their intended use. These costs are amortised over their estimated useful lives of five years.

##### (vi) Data library

Costs incurred on acquiring the data library are recognised as an intangible asset where the technical feasibility has been demonstrated, and there is an ability to sell or to use the assets that will generate probable future economic benefits. Such acquisition cost is recognised as an asset and amortised on a straight-line basis over a period of ten years to reflect the pattern in which the related economic benefits are recognised.

### 2 主要會計政策概要(續)

#### (i) 無形資產(續)

##### (ii) 合約客戶／分銷商關係

於業務合併時收購之合約客戶／分銷商關係按收購日期之公平值確認。合約客戶／分銷商關係具有有限可使用年期及按成本減累計攤銷列賬。攤銷以直線法將客戶／分銷商關係之預計年期分攤為八至十七年計算。

##### (iii) 專利

單獨收購之專利按歷史成本值列示。業務合併所取得之專利於收購日期按公平值確認。專利有有限可使用年期，並按成本減累計攤銷列賬。攤銷以直線法將專利之預計使用年期分攤為八年計算。

##### (iv) 商號／域名

業務合併所取得之商號／域名於收購日期按公平值確認。商號／域名有有限可使用年期，並按成本減累計攤銷列賬。攤銷以直線法將商號／域名之預期使用年期分攤為十五年計算。

##### (v) 軟件許可證

所收購電腦軟件許可證按購入軟件及軟件可達致其擬定用途所產生之成本撥充資本。該等成本於其估計使用年期五年內予以攤銷。

##### (vi) 資料庫

收購資料庫產生之成本於證實技術可行性後，以及有能力出售或使用可能產生未來經濟利益之資產時確認為無形資產。該收購成本確認為一項資產，並以直線法於十年期間內攤銷，以反映確認相關經濟利益之模式。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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

#### (j) Impairment of non-financial assets

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

#### (k) Financial assets

##### **Classification**

The Group classifies its financial assets as loans and receivables and available-for-sales financial assets. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

##### *Financial assets at fair value through profit or loss*

Financial assets at fair value through profit or loss are financial assets held for trading. A financial asset is classified in this category if acquired principally for the purpose of selling in the short term. Derivatives are also categorised as held for trading unless they are designated as hedges. Assets in this category are classified as current assets if expected to be settled within 12 months; otherwise, they are classified as non-current.

##### *Loans and receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for maturities greater than 12 months after the end of the reporting period. These are classified as non-current assets. The Group's loan and receivables comprise "trade and other receivables", "amount due from related company" and "cash and cash equivalents" in the consolidated statement of financial position.

### 2 主要會計政策概要(續)

#### (j) 非金融資產之減值

無限定使用年限之無形資產毋需攤銷，惟須每年進行減值測試。當有事件出現或情況變動顯示賬面值可能無法收回時，將檢討受攤銷影響之資產是否減值。減值虧損按資產之賬面值超出其可收回金額之差額確認。可收回金額為資產公平值扣除銷售成本與使用價值兩者間之較高者。於評估減值時，資產計入可分開識別現金流量（現金產生單位）之最低層次組別。於各報告日期就減值撥回之可能性檢討商譽以外出現減值之非金融資產。

#### (k) 金融資產

##### **分類**

本集團將其金融資產分類為貸款及應收款項以及可供出售金融資產。分類乃視乎購入金融資產之目的而定。管理層於初步確認其金融資產時釐定分類。

##### *按公平值計入損益之金融資產*

按公平值計入損益之金融資產為持作買賣之金融資產。倘所收購之金融資產主要作短期出售，則一項金融資產分類至此類別。除非衍生工具為設計作對沖用途，其亦分類為持作買賣。倘資產預期於12個月內結算，於此類別之資產被分類為流動資產，否則，其會被分類為非流動。

##### *貸款及應收款項*

貸款及應收款項指並非活躍市場上具備固定或可予釐定款項之非衍生金融資產。非衍生金融資產計入流動資產，惟到期日超過報告期間結算日後12個月者分類為非流動資產。本集團之貸款及應收款項由合併財務狀況表之「應收賬款及其他應收款項」、「應收關聯公司款項」及「現金及現金等值物」組成。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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

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

##### **Classification** (Continued)

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

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

##### **Recognition and measurement**

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

Gains or losses arising from changes in the fair value of the 'financial assets at fair value through profit or loss' category are presented in the statement of comprehensive income within 'Other (losses)/gains – net' in the period in which they arise. Dividend income from financial assets at fair value through profit or loss is recognised in the income statement as part of other income when the group's right to receive payments is established.

Changes in the fair value of monetary and non-monetary securities classified as available for sale are recognised in other comprehensive income.

When securities classified as available for sale are sold or impaired, the accumulated fair value adjustments recognised in equity are included in the consolidated statement of comprehensive income as "gains and losses from available for sale assets".

Interest on available-for-sale securities calculated using the effective interest method is recognised in the statement of comprehensive income as part of other income. Dividends on available-for-sale equity instruments are recognised in the statement of comprehensive income as part of other income when the Group's right to receive payments is established.

### 2 主要會計政策概要(續)

#### (k) 金融資產(續)

##### **分類(續)**

###### *可供出售金融資產*

可供出售金融資產為指定屬於此類別或並無歸類至任何其他類別之非衍生工具。除非投資到期或管理層有意於報告期間結束後12個月內出售，否則可供出售金融資產乃計入非流動資產。

##### **確認及計量**

正常途徑買賣之金融資產於交易日期確認，交易日期為本集團須購買或出售資產之日期。投資初步按公平值加所有並非按公平值於損益列賬之金融資產之交易成本確認。金融資產於收取投資現金流之權利屆滿或已轉讓，且本集團已轉讓擁有權之絕大部分風險及回報時剔除確認。可供出售金融資產其後按公平值列賬。貸款及應收款項其後以實際利息法按攤銷成本列賬。

於「按公平值計入損益之金額資產」類別之公平值變動產生之收益或虧損已於其產生期間在綜合收益表「其他(虧損)/收益—淨額」內呈列。按公平值計入損益之金融資產之股息收入於確立本集團收取付款之權利時，於收益表作為其他收入之一部分確認。

歸類為可供出售之貨幣及非貨幣證券公平值變動於其他全面收入內確認。

當分類為可供出售之證券售出或減值時，於權益確認之累計公平值調整乃計入合併綜合收益表為「可供出售資產之盈虧」。

使用實際利率法計算之可供出售證券利息於綜合收益表作為其他收入之一部分確認。可供出售股本工具之股息於確立本集團收取付款之權利時，於綜合收益表作為其他收入之一部分確認。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (l) Offsetting financial instruments

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

### (m) Impairment of financial assets

#### *Assets carried at amortised cost*

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

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

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

## 2 主要會計政策概要(續)

### (l) 抵銷金融工具

當有法定強制執行權利可抵銷已確認金額，且有意按淨額作結算或同時變現資產及結算負債時，有關金融資產與負債可互相抵銷，並在財務狀況表報告其淨值。法定強制執行權利不得依賴未來事件而定及須於一般業務過程中以及倘公司或對手方一旦出現違約、無償債能力或破產時具有約束力。

### (m) 金融資產減值

#### *按攤銷成本列賬之資產*

本集團於各報告期間結算日評估是否存在客觀憑證證明金融資產或金融資產組別出現減值。僅當有客觀憑證證明於首次確認資產後發生一宗或多宗事件導致出現減值（「虧損事件」），而該宗（或該等）虧損事件對該項或該組金融資產之未來估計現金流量構成可以合理估計之影響，有關金融資產才算出現減值及產生減值虧損。

減值跡象可包括一名或一組借款人正面臨重大經濟困難、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減少，例如欠款數目變動或出現與違約相關之經濟狀況。

就貸款及應收款項類別而言，虧損金額乃根據資產賬面值與按金融資產原實際利率貼現而估計之未來現金流量（不包括仍未產生之未來信用損失）之現值兩者之差額計量。資產賬面值予以削減，而虧損金額則在合併綜合收益表確認。如貸款有浮動利率，計量任何減值虧損之貼現率為按合同釐定之當前實際利率。作為可行權宜之計，本集團可按某工具可觀察市價為公平值之基礎計量其減值。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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

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

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

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised (such as an improvement in the debtor's credit rating), the reversal of the previously recognised impairment loss is recognised in the consolidated statement of comprehensive income.

##### **Assets classified as available for sale**

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired. For debt securities, the Group uses the criteria referred to assets carried at amortised cost.

For debt securities, if any such evidence exists the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognised in profit or loss – is removed from equity and recognised in profit or loss, the impairment loss is reversed through the consolidated statement of comprehensive income.

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

### 2 主要會計政策概要(續)

#### (m) 金融資產減值(續)

##### **按攤銷成本列賬之資產(續)**

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

##### **分類為可供出售之資產**

本集團於各報告期末評估是否有客觀跡象證明金融資產或一組金融資產出現減值。就債務證券而言，本集團使用按攤銷成本列賬之資產所用準則。

就債務證券而言，倘存在任何有關證據，累計虧損(按收購成本與現時公平值之差額，減該金融資產之前在損益確認之任何減值虧損計量)自權益剔除，並在損益確認。減值虧損透過合併綜合收益表撥回。

就股權投資而言，證券公平值大幅或長期低於其成本亦為資產減值的證據。倘存在任何有關證據，累計虧損(按收購成本與現時公平值之差額，減該金融資產之前在損益確認之任何減值虧損計量)自權益剔除，並在損益確認。在合併綜合收益表權益工具確認之減值虧損並不會透過合併綜合收益表撥回。

## Notes to the Consolidated Financial Statements

### 合併財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (n) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the first-in, first-out (FIFO) method. The cost of finished goods and work in progress comprises raw materials and other direct costs. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

### (o) Trade and other receivables

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

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

### (p) Direct selling costs

Direct selling costs, which principally are comprised of sales commissions and agency fees paid in respect of subscription revenue received in advance, are deferred and are charged ratably to the consolidated statement of comprehensive income over the term of the respective service contracts when the services are rendered.

### (q) Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held at call with banks and other short-term highly liquid investments with original maturities of three months or less.

## 2 主要會計政策概要(續)

### (n) 存貨

存貨乃按成本及可變現淨值兩者之較低者入賬。成本乃使用先入先出(先入先出)法釐定。製成品及在製品之成本包括原材料及其他直接成本。可變現淨值乃於日常業務過程中之估計售價減適用之浮動銷售費用計算。

### (o) 應收賬款及其他應收款項

應收賬款是於日常業務過程中向客戶銷售貨品或提供服務而應收之款項。倘應收賬款及其他應收款項預期將在一年或以內收回(若更長則在業務正常經營週期內)，則歸類為流動資產。否則，呈列為非流動資產。

應收賬款及其他應收款項最初按公平值確認，其後則以實際利率法按攤銷成本扣除減值撥備計算。

### (p) 直接銷售成本

直接銷售成本主要包括就預收訂購收入支付之銷售佣金及代理費用，於提供服務之各服務合約期內遞延及按比例計入合併綜合收益表。

### (q) 現金及現金等值物

現金及現金等值物包括手頭現金、銀行活期存款以及原定到期日為三個月或以內之其他短期高流通量投資。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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

#### (r) Share capital

Ordinary shares are classified as equity.

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

Where any group company purchases the Company's equity share capital (treasury shares), the consideration paid, including any directly attributable incremental costs (net of income taxes) is deducted from equity attributable to the Company's equity holders until the shares are cancelled or reissued. Where such shares are subsequently reissued, any consideration received, net of any directly attributable incremental transaction costs and the related income tax effects, is included in equity attributable to the Company's equity holders.

#### (s) Trade and other payables

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

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

#### (t) Borrowings

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

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

### 2 主要會計政策概要(續)

#### (r) 股本

普通股乃分類列作權益。

發行新股份或購股權直接產生之遞增成本，乃列作所得款項扣除稅項後之扣減於權益入賬。

如任何集團公司購買本公司股本(庫存股份)，所繳付代價(包括任何扣除所得稅之直接應佔遞增成本)自本公司權益持有人應佔權益扣除，直至該等股份註銷或重新發行為止。倘該等股份之後重新發行，所收取任何代價扣除任何直接應佔遞增交易成本及有關所得稅影響後計入本公司權益持有人應佔權益。

#### (s) 應付賬款及其他應付款項

應付賬款為在日常經營活動中從供應商購買商品或服務而應支付之責任。如應付款項之支付日期在一年或以內(若更長則在業務正常經營週期內)，其被分類為流動負債；否則呈列為非流動負債。

應付賬款初始以公平值確認，其後利用實際利率法按攤銷成本計量。

#### (t) 借貸

借貸初步按公平值扣除已產生之交易成本確認，其後按攤銷成本列賬。所得款項(扣除交易成本)與贖回價值之間的任何差額於借貸期採用實際利率法於合併綜合收益表中確認。

在貸款將很有可能部分或全部提取之情況下，就設立貸款融資支付之費用乃確認為貸款交易成本。在此情況下，該費用將遞延至提取貸款發生時。在並無跡象顯示該貸款將很有可能部分或全部提取之情況下，該費用撥充資本作為流動資金服務之預付款項，並於其相關融資期間內予以攤銷。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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

#### (t) Borrowings (Continued)

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

#### (u) Borrowing costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of that asset, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are charged to the consolidated statement of comprehensive income in the period in which they are incurred.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

#### (v) Compound financial instruments

Compound financial instruments issued by the Group companies convertible notes that can be converted to share capital at the option of the holder, and the number of shares to be issued does not vary with changes in their fair value.

The liability component of a compound financial instrument is recognised initially at the fair value of a similar liability that does not have an equity conversion option. The equity component is recognised initially at the difference between the fair value of the compound financial instrument as a whole and the fair value of the liability component, which is included in shareholders' equity in other reserves. Any directly attributable transaction costs are allocated to the liability and equity components in proportion to their initial carrying amounts.

Subsequent to initial recognition, the liability component of a compound financial instrument is measured at amortised cost using the effective interest method. The equity component of a compound financial instrument is not re-measured subsequent to initial recognition except on conversion or expiry.

The liability component of a convertible instrument is classified as current unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the end of the reporting period.

### 2 主要會計政策概要(續)

#### (t) 借貸(續)

除非本集團有權無條件將債務結算日期遞延至報告期後至少12個月，否則借貸將被分類為流動負債。

#### (u) 借貸成本

收購、建設或生產需要一段長時間方達致擬定用途或出售之合資格資產直接應佔之一般及特定借貸成本，已撥充資本作有關資產成本之一部分，直至該資產大致上可作擬定用途或出售之時為止。所有其他借貸成本於產生期間在合併綜合收益表中扣除。

特定借貸之暫時投資賺取之投資收入在有待用於合資格資產時，乃自合資格撥充資本之借貸成本中扣除。

#### (v) 複合金融工具

本集團公司發行之複合金融工具包括可按持有人選擇兌換為股本之可換股票據，而將予發行之股份數目不會隨公平值變動而改變。

複合金融工具之負債部分初步按並無權益兌換選擇權之類似負債之公平值確認。權益部分初步按複合金融工具整體公平值與負債部分公平值(計入其他儲備之股東權益內)之差額確認。任何直接應佔交易成本按負債及權益部分初始賬面值之比例分配至負債及權益部分。

初始確認後，複合金融工具之負債部分利用實際利率法按攤銷成本計量。除非獲兌換或到期，否則複合金融工具之權益部分在初始確認後不再重新計量。

除非本集團有權無條件將債務結算日期遞延至報告期後至少12個月，否則可兌換工具之負債部分將被分類為流動負債。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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

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

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

##### (i) Current income tax

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

##### (ii) Deferred income tax

###### *Inside basis differences*

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

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

### 2 主要會計政策概要(續)

#### (w) 當期及遞延所得稅

年度稅項支出包括當期及遞延稅項。稅項於合併綜合收益表確認，惟與其他全面收入或於權益直接確認之項目有關者除外。在此情況下，稅項亦分別於其他全面收入或於權益直接確認。

##### (i) 當期所得稅

當期所得稅支出根據本公司之附屬公司及聯營公司營運及產生應課稅收入之國家於財務狀況表日期已通過或大致上通過之稅法計算。管理層就適用稅務規例詮釋所規限之情況定期評估報稅表之狀況，並在適用情況下根據預期須向稅務機關支付之稅款設定撥備。

##### (ii) 遞延所得稅

###### *基準差異以內*

遞延所得稅以負債法按資產及負債之稅基與其賬面值產生之暫時差額，在合併財務報表確認。然而，倘遞延稅項負債來自商譽之初步確認，則不予確認；而倘遞延所得稅來自初步確認一項於交易時不影響會計及應課稅損益之交易(業務合併除外)之資產及負債，則遞延所得稅不予入賬。遞延所得稅以財務狀況表日期已通過或大致上通過之稅率(及稅法)釐定，預計將於有關遞延所得稅資產變現或遞延所得稅負債清償時應用。

遞延所得稅資產僅在有可能將未來應課稅溢利與可動用之暫時差額抵銷之情況下確認。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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

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

##### (ii) Deferred income tax (Continued)

###### Outside basis differences

Deferred income tax liabilities are provided on taxable temporary differences arising from investments in subsidiaries, associates and joint arrangements, except for deferred income tax liability where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future. Generally the Group is unable to control the reversal of the temporary difference for associates. Only where there is an agreement in place that gives the Group the ability to control the reversal of the temporary difference not recognised.

Deferred income tax assets are recognised on deductible temporary differences arising from investments in subsidiaries, associates and joint arrangements only to the extent that it is probable the temporary difference will reverse in the future and there is sufficient taxable profit available against which the temporary difference can be utilised.

##### (iii) Offsetting

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

#### (x) Employee benefits

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

##### (i) Retirement benefit costs

The full-time employees of the Group are covered by various government-sponsored pension plans under which the employees are entitled to a monthly pension based on certain formulas.

The relevant government agencies are responsible for the pension liabilities to these retired employees. The Group contributes on a monthly basis to these pension plans. Under these plans, the Group has no obligation for post-retirement benefits beyond the contributions made.

Contributions to these plans are expensed as incurred.

### 2 主要會計政策概要(續)

#### (w) 當期及遞延所得稅(續)

##### (ii) 遞延所得稅(續)

###### 基準差異以外

遞延所得稅負債乃就於附屬公司、聯營公司及共同安排之投資產生之應課稅暫時差異而計提撥備，惟本集團可控制暫時差異撥回時間，以及暫時差異可能不會在可預見未來撥回之遞延所得稅負債則除外。本集團一般無法控制聯營公司暫時差異之撥回。只有在訂有協議令本集團有能力控制暫時差異之撥回，否則不予確認。

遞延所得稅資產就於附屬公司、聯營公司及共同安排之投資產生之可扣減暫時差異確認，惟以暫時差額有可能於未來撥回，及有足夠應課稅溢利抵銷可動用暫時差額之情況為限。

##### (iii) 抵銷

當有法定執行權利可將當期稅項資產與當期稅項負債抵銷，而遞延所得稅資產及負債與同一稅務機關就一個或不同應課稅實體徵收的所得稅有關，而有關實體有意按淨額基準結算結餘時，則可將遞延所得稅資產與負債抵銷。

#### (x) 僱員福利

僱員享用病假及產假之權利於休假時始行確認。

##### (i) 退休福利成本

本集團全職僱員均受政府設立之各種退休金計劃保障，據此，僱員享有按特定公式計算之每月退休金。

有關政府機構有責任向該等退休僱員支付退休金。本集團按月向該等退休金計劃供款。根據該等計劃，本集團除上述供款外概無其他退休後福利責任。

向該等計劃作出之供款於發生時列作費用。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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

#### (x) Employee benefits (Continued)

##### (ii) Bonus entitlements

The expected cost of bonus payments is recognised as a liability when the Group has a present legal or constructive obligation as a result of services rendered by employees and a reliable estimate of the obligation can be made.

Liabilities for bonus are expected to be settled within 12 months and are measured at the amounts expected to be paid when they are settled.

##### (iii) Share-based compensation

The Group operates equity settled, share-based compensation plans. The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium when the options are exercised.

Under the Share Award Scheme, the directors and certain employees of the Group are entitled to receive shares in the Company. The shares held under trust by a financial institution ("Trustee") for the benefit of the director and employees, would be paid and the paid up consideration would be capitalised in the Company's reserves. The Trustee has been instructed to buy shares from the market using the funds held by the Trustee to grant shares to the director and employees.

The Company has also adopted the Share Option Scheme under which options may be granted to subscribe for the Company's shares.

The fair value of the employee services received in exchange for the grant of the share options and shares awarded is recognised as an expense.

### 2 主要會計政策概要(續)

#### (x) 僱員福利(續)

##### (ii) 獎金福利

當本集團因僱員已提供之服務須承擔現有法律或推定責任，而責任能可靠估算時，則將獎金之預計成本確認為負債。

獎金之負債預期須在12個月內償付，並根據償付時預期支付之金額計算。

##### (iii) 以股份支付之補償

本集團設有以權益償付，以股份支付為補償之計劃。當購股權獲行使時，已收取所得款項(扣除任何直接應佔交易成本)均列入股本(面值)及股份溢價。

根據股份獎勵計劃，本集團董事及若干僱員有權取得本公司股份。股份由一間金融機構(「受託人」)以董事及僱員為受益人以信託方式持有，並已繳付股款。已付清之代價將於本公司儲備中資本化。受託人已獲指示利用受託人所持之資金於市場回購股份，以向董事及僱員授予股份。

本公司亦已採納購股權計劃，據此，購股權可予授出以認購本公司股份。

僱員提供服務換取授出購股權及股份獎勵之公平值確認為開支。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (x) Employee benefits (Continued)

#### (iii) Share-based compensation (Continued)

The total amount to be expensed over the vesting period is determined by reference to the fair value of the share options and shares granted, excluding the impact of any non-market vesting conditions (for example, profitability and sales growth targets). Non-market vesting conditions are included in assumptions about the number of shares or share options that are expected to vest. The total amount expensed is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At each statement of financial position date, the Group revises its estimates of the number of shares or share options that are expected to vest based on the non-marketing vesting conditions. It recognises the impact of the revision of original estimates, if any, in the consolidated statement of comprehensive income, and a corresponding adjustment to equity.

#### (iv) Termination benefits

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. The Group recognises termination benefits when it is demonstrably committed to either: terminating the employment of current employees according to a detailed formal plan without possibility of withdrawal; or providing termination benefits as a result of an offer made to encourage voluntary redundancy. Benefits falling due more than 12 months after statement of financial position date are discounted to present value.

### (y) Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

## 2 主要會計政策概要(續)

### (x) 僱員福利(續)

#### (iii) 以股份支付之補償(續)

於歸屬期內列作開支之總金額，乃參照已授出購股權及股份之公平值釐定，不包括任何非市場歸屬條件（例如盈利能力及銷售增長目標）之影響。於假設預期可予歸屬股份或購股權數目時，將會計及非市場歸屬條件。總支出於整個歸屬期（即達成所有特定歸屬條件之期間）確認。於各財務狀況表日期，本集團會根據非市場歸屬條件修改其估計預期可予歸屬之股份或購股權數目。修改原估計數目（如有）之影響將於合併綜合收益表內確認，並對權益作出相應調整。

#### (iv) 離職福利

離職福利於僱員在正常退休日期前被本集團終止僱用，或當僱員接受自願遣散以換取此等福利時支付。本集團在能證明以下承諾時確認離職福利：根據一項不可撤回之詳盡正式計劃終止僱用現有僱員；或就提出一項要約以鼓勵自願遣散而提供離職福利。在財務狀況表日期後超過12個月到期支付之福利貼現為現值。

### (y) 撥備

倘本集團須就過去事項承擔現有法律或推定責任；履行該責任可能導致資源流出；及有關金額能可靠估計，方確認撥備。概不就未來營運虧損確認撥備。

倘出現多項類似責任，因履行責任導致資源流出之可能性乃考慮責任之整體類別後釐定。即使同類責任中有關任何一項可能流出資源之機會不大，仍須確認撥備。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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

#### (y) Provisions (Continued)

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

#### (z) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable for the sale of goods and services stated net of value added taxes, in the ordinary course of the Group's activities.

Revenue is recognised as follows:

The Group recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the Group's activities as described below. The Group bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

Advertising income from internet portals, trade catalogues, yellow page directories and printed periodicals is recognised on the date of publication.

Subscription fee income from online services is recognised over the period of contracts entered with the customers. The unrecognised portions of contract sum are recognised as deferred revenue.

Revenue from the hosting of trade exhibitions and business seminars is recognised upon conclusion of the exhibitions or seminars.

Interest income is recognised on a time proportion basis, using the effective interest method.

Revenue from anti-counterfeiting products are recognised when a group entity has delivered products to the customer; the customer has accepted the products and collectability of the related receivables is reasonably assured.

### 2 主要會計政策概要(續)

#### (y) 撥備(續)

撥備採用稅前利率按照履行責任預期所需支出現值計量，該利率反映當期市場對金錢時間值及有關責任特定風險之評估。隨著時間流逝而增加之撥備確認為利息支出。

#### (z) 銷售收入確認

銷售收入包括於本集團日常業務期間就銷售貨品及服務已收或應收代價之公平值，並扣除增值稅列賬。

銷售收入確認如下：

當銷售收入數額能可靠地計量，而未來經濟利益可能流入該實體，且符合以下若干本集團各業務特定準則時，本集團方會確認銷售收入。本集團基於其以往業績，考慮顧客類型、交易方法及各項安排細節作出估計。

來自行業門戶網站、工商業目錄、黃頁目錄及印刷期刊之廣告收入於出版日期確認。

來自互聯網服務之訂閱費收入於與客戶訂立合約期間內確認。合約金額之未確認部分確認為遞延收入。

舉辦貿易展覽及商務研討會之銷售收入於展覽或研討會結束時予以確認。

利息收入採用實際利率法按時間比例基準確認。

防偽產品之銷售收入於集團實體向客戶運送產品時；客戶承認產品及合理確定相關應收款項可取回性時確認。

## Notes to the Consolidated Financial Statements

### 合併財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (z) Revenue recognition (Continued)

Revenue from anti-counterfeiting services is recognised in the accounting period in which the services are rendered, by reference to stage of completion of the specific transaction and assessed on the basis of actual services provided as a proportion of the total service to be provided.

Finance lease income attributable to finance leases is recognised over the lease term on a systematic and rational basis so as to produce a constant rate of return on the net investment in the finance lease.

### (aa) Leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the consolidated statement of comprehensive income on a straight-line basis over the period of the lease.

#### (i) Finance lease – as a lessee

The Group leases certain property, plant and equipment. Leases of property, plant and equipment, where the Group has substantially all the risks and rewards of ownership, are classified as finance leases. Finance leases are capitalised at the lease's commencement at the lower of the fair value of the leased property and the present value of the minimum lease payments.

Each lease payment is allocated between the liability and finance charges. The corresponding rental obligations, net of finance charges, are included in other long-term payables. The interest element of the finance cost is charged to the consolidated statement of comprehensive income over the lease period so as to produce a constant and equipment acquired under finance leases is depreciated over the shorter of the useful life of the asset and the lease term.

## 2 主要會計政策概要(續)

### (z) 銷售收入確認(續)

防偽服務之銷售收入於提供服務之會計期間按照特定交易完成階段確認，並根據所提供實際服務佔將予提供服務總量之比例予以評估。

融資租賃的應佔收入按系統及合理基準記錄，於租期內確認以得出該融資租賃投資淨額的固定回報率。

### (aa) 租賃

凡出租人仍保留擁有權之絕大部分風險及回報之租賃，均分類為經營租賃。經營租賃之租金(扣除自出租人收取之任何優惠)會按租賃年期以直線法計入合併綜合收益表。

#### (i) 融資租賃-作為承租人

本集團租賃若干物業、廠房及設備。如本集團大致上承受擁有權之絕大部分風險和回報，則物業、廠房及設備之租賃歸類為融資租賃。融資租賃在租賃開始時，按租賃物業之公平值或最低租賃付款現值兩者之較低者資本化。

每項租金均分攤為負債及融資支出。相應租賃責任在扣除融資支出後計入其他長期應付款項。融資成本之利息部分於租賃期內在合併綜合收益表中支銷，以計算常數。根據融資租賃而獲得之設備按資產使用年期與租賃期兩者之較短者進行折舊。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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

#### (aa) Leases (Continued)

##### (II) Finance lease – as a lessor

When assets are leased out under a finance lease, the present value of the lease payments is recognised as a receivable. The difference between the gross receivable and the present value of the receivable is recognised as unearned finance income.

The method for allocating gross earnings to accounting periods is referred to as the 'actuarial method'. The actuarial method allocates rentals between finance income and repayment of capital in each accounting period in such a way that finance income will emerge as a constant rate of return on the lessor's net investment in the lease.

#### (ab) Government grants

Grants from the government are recognised at their fair values when there is a reasonable assurance that the grants will be received and the Group will comply with all attached conditions.

Government grants relating to costs are deferred and recognised within "other income" in the consolidated statement of comprehensive income over the period necessary to match them with the costs that they are intended to compensate.

#### (ac) Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Group's and Company's financial statements in the period in which the dividends are approved by the Company's shareholders.

#### (ad) Financial guarantee liabilities

Financial guarantee liabilities are recognised in respect of the financial guarantee provided by the Group to the banks for property purchasers.

Financial guarantee liabilities are recognised initially at fair value plus transaction costs that are directly attributable to the issue of the financial guarantee liabilities. After initial recognition, such liabilities are measured at the higher of the present value of the best estimate of the expenditure required to settle the present obligation and the amount initially recognised less cumulative amortisation of fees recognised.

Financial guarantee liabilities are derecognised from the balance sheet when, and only when, the obligation specified in the contract is discharged or cancelled or expired.

### 2 主要會計政策概要(續)

#### (aa) 租賃(續)

##### (II) 融資租賃-作為出租人

以融資租賃出租資產時，租賃付款的現值確認為應收款項。應收款項總額與應收款項現值的差額確認為未賺取融資收入。

於會計期間分配盈利總額的方法被稱為「精算法」。精算法於各會計期間在融資收入及償還資本之間分配租金，據此方法，融資收入將以出租人於租賃淨投資的固定回報率出現。

#### (ab) 政府補助

當可合理地確定本集團將獲得政府補助，並符合該補助所有附帶條件，政府補助以公平值確認。

有關成本之政府補助已被遞延，於其與擬定補償成本配對之所需期間於合併綜合收益表確認為「其他收入」。

#### (ac) 股息分派

向本公司股東派付之股息於本公司股東批准派息之期間在本集團及本公司之財務報表內確認為負債。

#### (ad) 財務擔保負債

本集團就物業買家獲銀行提供財務擔保確認財務擔保負債。

財務擔保負債初步以公平值加發行財務擔保負債直接應佔之交易成本確認。於初步確認後，有關擔保按解除現有責任所需支出之最佳估計現值或初步已確認數額減已確認累計攤銷費(以較高者為準)計量。

只有在合約訂明之責任獲解除或撤銷或屆滿時，才從資產負債表剔除確認財務擔保負債。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 3 FINANCIAL RISK MANAGEMENT

#### 3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk and fair value interest rate risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

Risk management is carried out by a central finance department (the "Finance Department") headed by the Chief Financial Officer of the Group. The Finance Department identifies and evaluates financial risks in close co-operation with the Group's operating units to cope with overall risk management as well as specific areas such as market risk, credit risk and liquidity risk.

##### (a) Market risk

###### (i) Foreign exchange risk

The Group operates in Hong Kong and the PRC and majority of its transactions are denominated in the functional currencies of the respective entities. The Group has no material foreign currency denominated assets and liabilities and does not have material exposure on foreign exchange risk.

###### (ii) Fair value interest rate risk

The Group's income and operating cash flows are substantially independent from changes in market interest rates and the Group has no significant interest-bearing assets except for fixed deposit categorised in "cash and cash equivalents", loan to third parties, an associate, an joint venture and the employees categorised in "other receivables", details of which have been disclosed in Notes 11 and 19.

The Group's exposure to changes in interest rates is also attributable to its borrowings, details of which have been disclosed in Note 27. Borrowings carry at fixed rates expose the Group to low fair value interest-rate risk.

The Group regularly monitors its interest rate risk to ensure there are no undue exposures to significant interest rate movements and regular reporting is provided to the management for the Group's debt and interest rates exposure.

### 3 財務風險管理

#### 3.1 財務風險因素

本集團因其業務活動面臨各種財務風險：市場風險（包括外匯風險及公平值利率風險）、信貸風險及流動資金風險。本集團之整體風險管理計劃著重於金融市場之變數及致力減低潛在負面因素對本集團財務表現帶來之影響。

風險管理由本集團首席財務官領導之中央財務部門（「財務部」）進行。財務部與本集團之營運部門緊密合作，以識別及評估財務風險，以處理整體風險管理及特定範疇（如市場風險、信貸風險及流動資金風險）之風險。

##### (a) 市場風險

###### (i) 外匯風險

本集團在香港及中國經營，其大部分交易以有關實體之功能貨幣計值。本集團並無重大外幣計值資產及負債，且無面對重大外匯風險。

###### (ii) 公平值利率風險

本集團之收入及經營現金流量幾乎完全不受市場利率變動之影響，除「現金及現金等價物」組別內之定期存款及「其他應收款項」組別內之貸款予第三方、一間聯營公司、一間合營公司及僱員外，本集團並無重大計息資產，有關詳情已於附註11及19披露。

本集團亦因其借貸而面對利率變動之風險，有關詳情已於附註27披露。按固定利息計息之借貸使本集團面對低公平值利率風險。

本集團會定期監察利率風險，以確保並無不適當之重大利率波動風險，並定期向管理層匯報本集團之債務及利率風險。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 3 FINANCIAL RISK MANAGEMENT (Continued)

#### 3.1 Financial risk factors (Continued)

##### (b) Credit risk

Credit risk is managed on a group basis. The Group's credit risk mainly arises from cash and cash equivalents, as well as credit exposures to trade and other receivables and amount due from a related company. The finance department has policies in place to monitor the exposures to these credit risks on an on-going basis.

The Group has put in place policies to ensure that provision of services is made to customers with an appropriate credit history and the Group performs periodic credit evaluations of its customers.

For balance with a loan to a third party and the employees, management assesses the recoverability of the balances taking into account the history of default of these companies and the employees, and their financial performance.

The table below shows the cash and cash equivalents held by different type of financial institutions at statement of financial position date.

		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
Cash at banks and bank deposits	銀行現金及銀行存款		
Listed financial institutions	上市金融機構	697,073	1,084,686
Unlisted financial institutions	非上市金融機構	93,527	235,941
Cash on hand	庫存現金	101	1,362
Total	總計	790,701	1,321,989

### 3 財務風險管理(續)

#### 3.1 財務風險因素(續)

##### (b) 信貸風險

信貸風險乃按組別管理。本集團之信貸風險主要來自現金及現金等價物，以及應收賬款及其他應收款項及應收一間關聯公司款項。財務部已有適當政策，以持續監察所面臨之該等信貸風險。

本集團已採取適當政策確保服務乃向具良好信貸記錄之客戶提供，而本集團亦對其客戶進行定期信用評估。

對於貸款予第三方及僱員，管理層根據該等公司及僱員之拖欠記錄及財務表現評估餘額之可收回程度。

下表載列由不同金融機構於財務狀況表日期所持現金及現金等價物。

## Notes to the Consolidated Financial Statements

### 合併財務報表附註

### 3 FINANCIAL RISK MANAGEMENT (Continued)

#### 3.1 Financial risk factors (Continued)

##### (c) Liquidity risk

Due to the dynamic nature of the underlying businesses, the Group maintains flexibility in funding by maintaining sufficient cash from operating activities.

As at 31st December 2015, the cash and cash equivalents of the Group approximated RMB790,701,000 (2014: RMB1,321,989,000).

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period from the statement of financial position date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

		Less than 1 year 1年內 RMB'000 人民幣千元	Between 1 and 2 years 1至2年 RMB'000 人民幣千元	Between 2 and 5 years 2至5年 RMB'000 人民幣千元	Over 5 years 5年以上 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>At 31st December 2015</b>	<b>於二零一五年 十二月三十一日</b>					
Trade payables	應付賬款	3,618	-	-	-	3,618
Accrued expenses and other payables	應計費用及其他 應付款項	116,098	-	-	-	116,098
Finance lease obligations	融資租賃負債	833	263	-	-	1,096
Borrowings	借貸	501,503	29,676	18,639	-	549,818
Convertible bonds	可換股債券	32,673	32,673	571,785	-	637,131
<b>At 31st December 2014</b>	<b>於二零一四年 十二月三十一日</b>					
Trade payables	應付賬款	2,988	-	-	-	2,988
Accrued expenses and other payables	應計費用及其他 應付款項	61,844	-	-	-	61,844
Finance lease obligations	融資租賃負債	1,432	833	263	-	2,528
Borrowings	借貸	106,393	33,422	9,830	-	149,645
Convertible bonds	可換股債券	30,767	30,767	569,191	-	630,725

### 3 財務風險管理(續)

#### 3.1 財務風險因素(續)

##### (c) 流動資金風險

由於相關業務之多變性質，本集團透過在經營業務中維持足夠現金以維持資金靈活性。

於二零一五年十二月三十一日，本集團現金及現金等價物約為人民幣790,701,000元(二零一四年：人民幣1,321,989,000元)。

下表根據財務狀況表日期至合約到期日之餘下期間將本集團金融負債按相關到期組別分析。於表中披露之金額乃合約非貼現現金流量。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 3 FINANCIAL RISK MANAGEMENT (Continued)

#### 3.1 Financial risk factors (Continued)

##### (c) Liquidity risk (Continued)

The table above excludes the amount of guarantees given to banks for mortgage facilities granted to certain purchasers of the Group's properties as the directors consider the likelihood of default in payments by the purchasers is minimal. As at 31 December 2015, the amount of outstanding guarantees for mortgages were approximately RMB461,066,000 (2014: RMB RMB323,209,000).

Such guarantees terminate upon the earlier of (i) issuance of the real estate ownership certificate which will generally be available within an average period of one to two years upon the completion of guarantee registration; or (ii) the full repayment of mortgaged loan by the purchasers of properties.

#### 3.2 Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

### 3 財務風險管理(續)

#### 3.1 財務風險因素(續)

##### (c) 流動資金風險(續)

上表不包括給予銀行作授予本集團物業之若干買家之按揭融資之擔保金額，乃由於董事認為買家拖欠付款之可能性很低。於二零一五年十二月三十一日，按揭之未償還擔保金額約為人民幣461,066,000元（二零一四年：人民幣323,209,000元）。

有關擔保於下列日期較早者終止(i)發行一般可於完成擔保登記後平均一至兩年期取得之房地產權益權證；或(ii)物業買家悉數償還按揭貸款。

#### 3.2 資本風險管理

本集團管理資金之目的乃保障本集團按持續經營基準繼續營運之能力，以為股東帶來回報，同時為其他利益關係者帶來利益，並維持最佳資本結構以減低資本成本。

為維持或調整資本結構，本集團可能會調整派付股東之股息金額、向股東退還資本、發行新股份或出售資產以減低債務。

## Notes to the Consolidated Financial Statements

### 合併財務報表附註

### 3 FINANCIAL RISK MANAGEMENT (Continued)

#### 3.2 Capital risk management (Continued)

The Group monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings (including issued convertible bonds) and finance lease obligations less cash and cash equivalents. Total capital is calculated as 'equity' as shown in the consolidated statement of financial position plus net debt. Accordingly, the gearing ratios at 31st December 2015 and 2014 were as follows:

		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
Bank borrowings (Note 27)	銀行借貸(附註27)	499,760	122,766
Other borrowings (Note 27)	其他借貸(附註27)	27,549	16,898
Finance lease obligation (Note 23)	融資租賃負債(附註23)	983	2,154
Issued convertible bonds – liability portion (Note 28)	已發行可換股債券－負債部分(附註28)	600,225	553,956
Less: cash and cash equivalents (Note 19)	減：現金及現金等價物(附註19)	(790,701)	(1,321,989)
Net debt/(cash)	淨債務／(現金淨額)	337,816	(626,215)
Total equity	總權益	2,598,946	1,315,167
Total capital	總資本	2,936,762	688,952
Gearing ratio	資本負債比率	12%	N/A 不適用

### 3 財務風險管理(續)

#### 3.2 資本風險管理(續)

本集團根據資本負債比率監察其資本，該比率乃按淨債務除以總資本計算。淨債務之計算方法為將總借貸(包括已發行可換股債券)及融資租賃負債扣減現金及現金等價物。總資本之計算方法為將「權益」(於合併財務狀況表列示)加淨債務。因此，於二零一五年及二零一四年十二月三十一日之資本負債比率如下：

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 3 FINANCIAL RISK MANAGEMENT (Continued)

#### 3.2 Capital risk management (Continued)

Surplus cash held by the operating entities over and above balance required for working capital management are transferred to interest bearing current accounts and time deposits, with appropriate maturities to manage its overall liquidity position. As at 31st December 2015, the Group maintains cash and cash equivalents of approximately RMB790,701,000 (2014: RMB1,321,989,000), that are expected to be readily available to meet the cash outflows of its financial liabilities.

#### 3.3 Fair value estimation

The carrying amounts of the Group's financial assets and liabilities including cash and cash equivalents, trade and other receivables, finance lease receivables, trade payables, accruals and other payables, borrowings and finance lease obligations and amount due from a related company, approximate their fair values due to their short maturities.

The table below analyses the Group's financial instruments carried at fair value as at 31st December 2015 and 2014 by level of inputs to valuation techniques used to measure fair value. Such inputs are categorised into three levels within a fair value hierarchy as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

### 3 財務風險管理(續)

#### 3.2 資金風險管理(續)

經營實體持有之現金超過營運資金管理所需餘額之部分會被轉移至計息活期及定期存款，並附以合適之存期管理其整體流動性。於二零一五年十二月三十一日，本集團維持現金及現金等價物約人民幣790,701,000元(二零一四年：人民幣1,321,989,000元)，預期足以滿足金融負債之現金流出。

#### 3.3 公平值估計

本集團之金融資產及負債包括現金及現金等價物、應收賬款及其他應收款項、融資租賃應收款項、應付賬款、應計費用及其他應付款項、借貸及融資租賃負債以及應收關聯公司款項，由於該等金融資產及負債在短期內到期，故賬面值與其公平值相若。

下表按用於計量公平值之估值方法所用輸入數據之層級，分析於二零一五年及二零一四年十二月三十一日本集團按公平值列賬之金融工具。有關輸入數據乃分類為公平值架構內之下列三個層級：

- 相同資產或負債在活躍市場之報價(未經調整)(第一級)。
- 資產或負債中可直接(即例如價格)或間接(即自價格引伸)觀察之輸入數據，不包括第一級內之報價(第二級)。
- 資產或負債中並非依據可觀察市場數據輸入(即非觀察輸入)(第三級)。

## Notes to the Consolidated Financial Statements

### 合併財務報表附註

### 3 FINANCIAL RISK MANAGEMENT (Continued)

#### 3.3 Fair value estimation (Continued)

The following table presents the Group's financial assets and liabilities that are at fair value at 31st December 2015 and 2014.

		Level 1 第一級 RMB'000 人民幣千元	Level 2 第二級 RMB'000 人民幣千元	Level 3 第三級 RMB'000 人民幣千元	Total 總額 RMB'000 人民幣千元
<b>At 31 December 2014</b>	於二零一四年 十二月三十一日				
Available-for-sale financial assets	可供出售金融資產	130,412	–	43,855	174,267
<b>At 31 December 2015</b>	於二零一五年 十二月三十一日				
Available-for-sale financial assets	可供出售金融資產	329,137	–	92,553	421,690
Financial assets at fair value through profit and loss	以公平值計量且其變動計入當期損益的金融資產	–	–	5,100	5,100
		<b>329,137</b>	<b>–</b>	<b>97,653</b>	<b>426,790</b>

There were no transfers between Level 1 and 3 and no other changes in valuation techniques during the year.

#### (a) Financial instruments in level 1

The fair value of financial instruments traded in active markets is based on quote market prices at the statement of financial position date. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, price services or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis.

### 3 財務風險管理(續)

#### 3.3 公平值估計(續)

下表呈列本集團於二零一五年及二零一四年十二月三十一日按公平值計量之金融資產及負債。

年內，第一級與第三級之間並無轉移，估值方法亦無其他變化。

#### (a) 第一級之金融工具

在活躍市場買賣之金融工具之公平值根據財務狀況表日期之市場報價計算。當可即時及定期從證券交易所、經銷商、經紀、業內人士、報價服務或者監管代理取得報價，而有關報價代表按公平交易基準進行之實際與常規市場交易時，該市場被視為活躍市場。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 3 FINANCIAL RISK MANAGEMENT (Continued)

#### 3.3 Fair value estimation (Continued)

##### (b) Financial instruments in level 3

The following table represents the changes in level 3 instruments for the year ended 31st December 2015.

		Financial assets at fair value through profit and loss 按公平值計入損益之金融資產 RMB'000 人民幣千元	Available-for-sale financial assets 可供出售金融資產 RMB'000 人民幣千元
Opening balance at 1st January	於一月一日之年初結餘	–	43,855
Addition	添置	–	57,900
Acquisition of a subsidiary (Note 14)	收購一間子公司(附註14)	6,600	–
Changes of fair value charged to consolidated statement of comprehensive income	於合併綜合收益表扣除之公平值變動	(1,500)	–
Changes of fair value charged to other comprehensive income	於其他全面收入扣除之公平值變動	–	(9,202)
Closing balance at 31st December	於十二月三十一日之年終結餘	5,100	92,553

The Group's finance department includes a team that performs the valuation of financial assets required for financial reporting purposes, including Level 3 fair values. This team report directly to the Chief Financial Officer (CFO) and the Audit Committee (AC). Discussion of valuation processes and results are held between the CFO, AC and the valuation team at least once before the reporting date of every quarter, in line with the Group's quarterly reporting dates.

The main Level 3 input used by the Group in estimating the fair value of available-for-sale financial assets are the latest unit selling price of the financial assets on an arm's length basis and the market data of comparable companies.

For the estimation of the fair value of financial assets at fair value through profit and loss, please see Note 14 for details.

本集團財務部設有一支團隊，負責就財務報告進行所需之金融資產(包括第三級之公平值)估值。該團隊直接向首席財務官及審核委員會匯報。為符合本集團之季度報告需要，首席財務官、審核委員會及估值團隊至少每季度報告日前就估值程序及結果進行討論。

本集團以金融資產最近的交易單價之可供出售金融資產公平值(按公平合理基準估計)及可資比較公司之市場數據作第三級主要輸入數據。

有關以公平值計量且其變動計入當期損益之金融資產公平值之估計詳情，請參閱附註14。

### 3 財務風險管理(續)

#### 3.3 公平值估計(續)

##### (b) 第三級之金融工具

下表呈列截至二零一五年十二月三十一日止年度第三級工具之變動。

## Notes to the Consolidated Financial Statements

### 合併財務報表附註

#### 4 CRITICAL ACCOUNTING ESTIMATES AND ASSUMPTIONS

Estimates and assumptions are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition seldom equal to the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

##### (a) Estimated impairment of goodwill

The Group tests annually whether goodwill is subjected to any impairment, in accordance with the accounting policy stated in Note 2(i). The recoverable amounts of cash generating unit has been determined based on the value-in-use calculations. These calculations require the use of estimates.

##### (b) Useful lives of intangible assets

Significant judgement is exercised in the assessment of the useful lives of the intangible assets. In making its judgement, management considers a wide range of factors such as the attrition rates and obsolescence rates.

##### (c) Provision for impairment of receivables

Significant judgement is exercised in the assessment of the collectability of trade and other receivables from each counter party. In making its judgement, management considers a wide range of factors such as results of following-up procedures performed by sales personnel, counter parties' payment record, creditability and subsequent settlements.

##### (d) Share-based payment

Significant judgement is exercised in the assessment of the fair value of the share-based payments. In making its judgment, management considers a wide range of factors such as the share price of the Group and the expected vesting number of share options.

#### 4 重要會計估計及假設

估計及假設乃基於過往經驗及其他因素而持續進行評估，當中包括按情況而對日後事件作出相信屬合理之預測。

本集團就未來作出估計及假設。所得會計估計按定義甚少與有關實際結果相同。下文將討論存在重大風險可導致下個財政年度之資產及負債賬面值造成重大調整之估計及假設。

##### (a) 估計商譽減值

本集團每年根據附註2(i)所述之會計政策對商譽進行減值測試。現金產出單位之可收回金額乃根據使用價值計算釐定。該等計算方法需要使用估計。

##### (b) 無形資產之可使用年期

於評估無形資產之可使用年期時須作出重大判斷。於作出判斷時，管理層考慮一系列因素，如流失率及過時率。

##### (c) 應收款項減值撥備

於評估各交易對手之應收賬款及其他應收款項之可收回性時須作出重大判斷。於作出判斷時，管理層考慮多項因素，例如銷售人員提供之跟進程序結果、交易對手之付款記錄、信譽度及其後付款情況。

##### (d) 以股份為基礎之付款

於評估以股份為基礎之付款之公平值時須作出重大判斷。於作出判斷時，管理層考慮多項因素，例如本集團之股價及購股權之預期歸屬數目。

## Notes to the Consolidated Financial Statements

### 合併財務報表附註

#### 4 CRITICAL ACCOUNTING ESTIMATES AND ASSUMPTIONS (Continued)

##### (e) Taxes

The Group is subject to taxes in numerous jurisdictions. Significant judgement is required in determining the provision for various kinds of taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain. The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the consolidated statement of comprehensive income in the period in which such determination is made.

##### (f) Fair value of financial assets at fair value through profit or loss

The fair value of financial assets at fair value through profit or loss was determined by using valuation techniques. The Group uses its judgement to select a variety of methods and make assumptions, including the discount rates and fair value of the Company's shares, which are mainly based on market conditions existing at the end of each reporting period. Changes in assumption used could materially affect the fair value of these balances and as a result affect the Group's financial condition and results of operation.

#### 5 SEGMENT INFORMATION

The chief operating decision-maker ("CODM") has been identified as the Executive Directors. The Executive Directors review the Group's internal report in order to assess performance and allocate resources. Management has determined the operating segments based on these reports.

The Executive Directors assess the performance of the operating segments based on a measure of profit/(loss) before income tax. This measurement basis excludes the effect of finance income and cost, other income, share of profit/(loss) from associates and joint ventures.

#### 4 重要會計估計及假設(續)

##### (e) 稅項

本集團需要在多個司法權區繳納稅項。在釐定各種稅項撥備時，需要作出重大判斷。有許多未能確定最終稅款之交易及計算。本集團根據對是否需要繳付額外稅款之估計，就預期稅務審計項目確認負債。如此等事件之最終稅務後果與最初記錄金額不同，此等差額將影響作出此等釐定期間之合併綜合收益表。

##### (f) 以公平值計量且其變動計入當期損益的金融資產

以公平值計量且其變動計入當期損益的金融資產公平值按使用估值技術釐定。本集團運用其判斷選擇各種方法，包括貼現率及本公司股份之公平值，並主要根據各報告期末存在之市場情況作出假設。倘所採用之假設有任何變動，或會對該等結餘之公平造成重大影響，並因而影響本集團之財務狀況及經營業績。

#### 5 分部資料

主要經營決策制定者(「主要經營決策制定者」)被認為執行董事。管理層已根據經執行董事審議用於評估表現和分配資源的本集團內部報告釐定經營分部。

執行董事根據除所得稅前溢利/(虧損)計量評估經營分部表現。是項計量基準不包括財務收入及成本、其他收入、分佔聯營公司及合營公司之溢利/(虧損)。

## Notes to the Consolidated Financial Statements

### 合併財務報表附註

#### 5 SEGMENT INFORMATION (Continued)

As at 31st December 2015, the Group is organised into the following business segments:

- (i) Online services – provision of a reliable platform to customers to do business and meet business partners online.
- (ii) Trade catalogues and yellow page directories – provision of trade information through trade catalogues and yellow page directories operated/published by the Group.
- (iii) Seminars and other services – services for hosting of seminars.
- (iv) O2O business exhibition centre – sales of properties and provision of property rental and management services.
- (v) Anti-counterfeiting products and services – provision of products meticulous digital identity management services, consumer goods tracing and anti-counterfeiting services to enterprise.
- (iv) Financing services – engaged in micro-credit internet financing business and lease financing services in the PRC.

There were no sales or other transactions between the business segments for the year ended 31st December 2015.

#### 5 分部資料(續)

於二零一五年十二月三十一日，本集團可分為下列業務分部：

- (i) 互聯網服務 – 為客戶提供可靠平台在線上經營業務及結識業務夥伴。
- (ii) 工商業目錄及黃頁目錄 – 透過本集團運營／出版之工商業目錄及黃頁目錄提供工商業信息。
- (iii) 會議及其他服務 – 主辦會議服務。
- (iv) O2O商業展覽中心 – 出售物業及提供物業租賃及管理服務。
- (v) 防偽產品及服務 – 向企業提供精細化產品數字身份管理服務、消費品追溯及防偽服務。
- (iv) 金融服務 – 於中國從事小額信貸互聯網金融業務及融資租賃服務。

截至二零一五年十二月三十一日止年度，各業務分部之間並無銷售或其他交易。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 5 SEGMENT INFORMATION (Continued)

### 5 分部資料(續)

		Year ended 31st December 2015 截至二零一五年十二月三十一日止年度						
		Online services 互聯網服務	Trade catalogues and yellow page directories 工商業目錄及黃頁目錄	Seminars and others services 會議及其他服務	O2O business exhibition centre O2O商業展覽中心	Anti-counterfeiting products and services 防偽產品及服務	Financing services 金融服務	Total 總計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Revenue	銷售收入	733,309	18,251	109,364	-	55,168	46	916,138
Segment results	分部業績	86,222	(8,784)	4,666	(49,974)	(8,651)	46	23,525
Other income	其他收入	-	-	-	-	-	-	4,374
Share of post-tax losses of associates	分佔聯營公司稅後虧損	(684)	-	-	(1,389)	(29)	-	(2,102)
Share of post-tax profits of joint ventures	分佔合營公司稅後溢利	-	-	-	-	-	11,955	11,955
Finance income	財務收入	-	-	-	-	-	-	43,376
Finance cost	財務成本	-	-	-	-	-	-	(47,802)
Profit before income tax	除所得稅前溢利							33,326
Other information:	其他資料:							
Depreciation and amortisation	折舊及攤銷	41,007	694	5,800	407	6,324	-	54,232
Share based compensation expense	以股份為基礎之補償開支	23,042	774	4,639	284	492	-	29,231

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 5 SEGMENT INFORMATION (Continued)

### 5 分部資料(續)

		Year ended 31st December 2014 截至二零一四年十二月三十一日止年度						
		Online Services 互聯網服務	Trade catalogues and yellow page directories 工商業目錄及黃頁目錄	Seminars and others services 會議及其他服務	O2O business exhibition centre O2O商業展覽中心	Anti-counterfeiting products and services 防偽產品及服務	Financing services 金融服務	Total 總計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Revenue	銷售收入	812,935	35,630	101,879	-	16,193	-	966,637
Segment results	分部業績	215,072	(33,466)	13,141	(11,442)	925	-	184,230
Other income	其他收入	-	-	-	-	-	-	9,706
Share of post-tax losses of associates	分佔聯營公司稅後虧損	-	-	-	(477)	-	-	(477)
Share of post-tax profits of joint ventures	分佔合營公司稅後溢利	-	-	-	-	-	801	801
Finance income	財務收入	-	-	-	-	-	-	31,779
Finance cost	財務成本	-	-	-	-	-	-	(4,951)
Profit before income tax	除所得稅前溢利							221,088
Other information:	其他資料:							
Depreciation and amortisation	折舊及攤銷	25,188	1,657	2,989	388	1,590	-	31,812
Share based compensation expense	以股份為基礎之補償開支	25,115	1,103	3,654	14	26	-	29,912
Provision for impairment of prepayments	預付款項減值撥備	21,600	-	-	-	-	-	21,600

The Group is domiciled in the PRC. All the revenue were generated from external customers in the PRC for the year ended 31st December 2015 (2014: same).

As at 31st December 2015, the total non-current assets other than long term deposits, prepayments and other receivables, investments accounted for using equity method, available-for-sale financial assets, financial assets at fair value through profit and losses and deferred tax assets located in the PRC is approximately RMB2,463,491,000 (2014: RMB1,137,010,000), and the total of these non-current assets located in other countries is Nil (2014: Nil).

本集團常駐於中國。截至二零一五年十二月三十一日止年度，所有銷售收入均來自中國外埠客戶(二零一四年：相同)。

於二零一五年十二月三十一日，位於中國之長期存款、預付款項及其他應收款項、使用權益法列賬之投資、可供出售金融資產、以公平值計量且其變動計入當期損益的金融資產及遞延稅項資產以外非流動資產總值約為人民幣2,463,491,000元(二零一四年：人民幣1,137,010,000元)，該等位於其他國家之非流動資產總值為零(二零一四年：零)。

## Notes to the Consolidated Financial Statements

### 合併財務報表附註

#### 6 LAND USE RIGHTS

The Group's interests in land use rights in the PRC represent prepaid operating lease payments with a lease period of 40 to 50 years and their net book value is analysed as follows:

		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
Opening net book amount	年初賬面淨值	180,882	185,619
Amortisation	攤銷	(4,737)	(4,737)
Closing net book amount	年終賬面淨值	176,145	180,882
Cost	成本	193,665	193,665
Accumulated amortisation	累計攤銷	(5,312)	(4,884)
Accumulated amortisation charge capitalised in investment properties	於投資物業資本化之累計攤銷支出	(12,208)	(7,899)
Closing net book amount	年終賬面淨值	176,145	180,882

Amortisation of the Group's land use rights is included in administrative expenses in the consolidated statement of comprehensive income.

#### 6 土地使用權

本集團於中國土地使用權之權益指租期為40至50年之預付經營租賃租金，其賬面淨值分析如下：

本集團土地使用權之攤銷計入合併綜合收益表之行政費用內。

		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
Outside Hong Kong, held on: Leases of between 40 to 50 years	於香港以外持有： 租期介乎40至50年	176,145	180,882

## Notes to the Consolidated Financial Statements

### 合併財務報表附註

## 7 INVESTMENT PROPERTIES

## 7 投資物業

		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
At 1st January	於一月一日	194,974	39,518
Additions	添置	304,675	145,814
Interest capitalised	資本化利息	6,593	5,333
Amortisation charge capitalised in investment properties	於投資物業資本化之攤銷支出	4,309	4,309
At 31st December	於十二月三十一日	510,551	194,974

The investment properties are carried at cost. They are under construction in progress as at 31st December 2015.

該等投資物業按成本列賬。該等投資物業於二零一五年十二月三十一日正在建設中。

An independent valuation of the Group's Investment properties was performed by the valuer, Vigers Appraisal and Consulting Limited, to determine the fair value of the investment properties (including their related land use rights) amounted RMB1,025,000,000 as at 31st December 2015 (2014: RMB792,000,000). Fair value of the investment properties under development is derived using the residual method. This valuation method is essentially a means of valuing the completed properties by reference to its development potential by deducting development costs together with developer's profit and risk from the estimated capital value of the proposed development assuming completed as at the date of valuation.

本集團投資物業之獨立估值由估值師威格斯資產評估顧問有限公司進行，以釐定投資物業（包括其相關土地使用權）於二零一五年十二月三十一日之公平值為人民幣1,025,000,000元（二零一四年：人民幣792,000,000元）。發展中之投資物業公平值乃以剩餘法計算。此估值法透過考慮該物業之發展潛力，將計劃發展之物業之估計資本價值，即假設該發展中物業在估值日已成為落成物業之價值，減去發展成本及發展商之溢利和風險。

Estimated costs to completion, developer's profit and risk margins required are estimated by valuer based on market conditions at 31st December 2015 for the investment properties under development. The estimates are largely consistent with the budgets developed internally by the Group based on management's experience and knowledge of market conditions. The higher the costs and the margins, the lower the fair value.

估值師根據於二零一五年十二月三十一日之市況，為發展中之投資物業估計落成之估計成本及所要求之發展商之溢利和風險利率。有關估計與本集團根據管理層之經驗及對市況之認識而內部制定之預算方案大致一致。成本及利率愈高，公平值則愈低。

The fair value is valued by independent professionally qualified valuer who holds a recognised relevant professional qualification and has recent experience in the location of the investment property valued.

公平值由獨立專業合資格估值師進行估值，該估值師持有經認可相關專業資格並擁有所估值投資物業所在地區近期估值經驗。

## Notes to the Consolidated Financial Statements 合併財務報表附註

### 7 INVESTMENT PROPERTIES (Continued)

The Group's finance department includes a team that review the valuation performed by the independent valuer for financial reporting purpose. This team reports directly to the chief financial officer (CFO) and the audit committee (AC).

At each financial year-end, finance department

- Verifies all major inputs to the independent valuation report;
- Assess property valuations movements when compared to the prior year valuation report;
- Holds discussion with the independent valuer.

### 8 PROPERTIES UNDER DEVELOPMENT

		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
At 1st January	於一月一日	359,415	208,268
Additions	添置	304,675	145,814
Interest capitalised	資本化利息	6,593	5,333
At 31st December		670,683	359,415
Properties under development comprise:	發展中物業包括：		
Construction cost and other capitalised expenditures	建設成本及其他資本化開支	482,643	177,968
Interest capitalised	資本化利息	15,699	9,106
Land use rights	土地使用權	172,341	172,341
Closing net book amount		670,683	359,415
Non-current	非流動	–	359,415
Current	流動	670,683	–
		670,683	359,415

The properties under development include cost of acquiring rights to use certain lands, which are located in the People's Republic of China ("the PRC"), for property development over a fixed period. Land use rights are held on leases of 40 years.

The properties under development were completed as at 31 December 2015 and the expected final acceptance date will be within 2016.

### 7 投資物業(續)

本集團財務部設有一支團隊，負責審閱由獨立估值師就財務報告編製之估值報告。該團隊直接向首席財務官及審核委員會匯報。

於各財政年度末，財務部

- 核實獨立估值報告內所有主要輸入數據；
- 評估物業估值相較往年估值報告之變動；
- 與獨立估值師展開討論。

### 8 發展中物業

發展中物業包括收購若干位於中華人民共和國(「中國」)土地之使用權，以於固定期間進行物業發展之成本。土地使用權按40年租期持有。

發展中物業已於截至二零一五年十二月三十一日竣工，預期竣工驗收日期將為二零一六年期間。

## Notes to the Consolidated Financial Statements 合併財務報表附註

### 8 PROPERTIES UNDER DEVELOPMENT (Continued)

### 8 發展中物業(續)

Name of property 物業名稱	Location 地址	Type 種類	Approximate site area (sq.m.) 概約地盤面積 (平方米)	Approximately number of carpark 概約泊車位數目	Approximate GFA (sq.m.) 概約建築面積 (平方米)	Interest attributable to the Group 集團應佔權益	Stage of completion 落成階段	Anticipated completion date 預計落成日期
O2O Business Exhibition Centre	The east of state road 105, Beijiao Town, Shunde, Foshan, Guangdong Province	Commercial/office	43,965 <sup>a)</sup>	19	190,380	35.71%	Under construction	2016
O2O商業展覽中心	廣東省佛山市順德區 北滘鎮105國道東側	商業/辦公室					建築中	二零一六年

Note

附註

a) This site area includes all the site areas of O2O business exhibition centre.

a) 地盤面積包括O2O商業展覽中心的所有面積。

### 9 PROPERTY, PLANT AND EQUIPMENT

### 9 物業、廠房及設備

	Construction in progress 在建工程 RMB'000 人民幣千元	Buildings 樓宇 RMB'000 人民幣千元	Computer and telecom- munications equipment 電腦及 電訊設備 RMB'000 人民幣千元	Fixtures, fittings and office equipment 裝置、裝備及 辦公設備 RMB'000 人民幣千元	Leasehold improvements 租賃物業 裝修 RMB'000 人民幣千元	Motor vehicles 汽車 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元	
<b>At 1st January 2014</b> Cost Accumulated depreciation	於二零一四年一月一日 成本 累計折舊	1,256 -	197,724 (39,354)	81,414 (61,255)	22,631 (13,117)	7,480 (6,832)	31,920 (7,281)	342,425 (127,839)
Net book amount	賬面淨值	1,256	158,370	20,159	9,514	648	24,639	214,586
<b>Year ended 31st December 2014</b>	截至二零一四年 十二月三十一日止年度							
Opening net book amount	年初賬面淨值	1,256	158,370	20,159	9,514	648	24,639	214,586
Acquisition (Note 14)	收購(附註14)	-	-	650	81	-	641	1,372
Additions	添置	1,384	89,160	12,869	1,706	289	5,306	110,714
Disposals	出售	-	-	(4)	(41)	(14)	(675)	(734)
Transfers	轉讓	(2,640)	2,640	-	-	-	-	-
Depreciation (a)	折舊(a)	-	(12,166)	(7,090)	(3,272)	(688)	(6,670)	(29,886)
Closing net book amount	年終賬面淨值	-	238,004	26,584	7,988	235	23,241	296,052
<b>At 31st December 2014</b> Cost Accumulated depreciation	於二零一四年 十二月三十一日 成本 累計折舊	- -	289,525 (51,521)	94,846 (68,262)	24,328 (16,340)	7,650 (7,415)	36,900 (13,659)	453,249 (157,197)
Net book amount	賬面淨值	-	238,004	26,584	7,988	235	23,241	296,052

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 9 PROPERTY, PLANT AND EQUIPMENT (Continued)

### 9 物業、廠房及設備(續)

		Construction in progress	Buildings	Computer and telecom- munications equipment	Fixtures, fittings and office equipment	Leasehold improvement	Motor vehicles	Total
		在建工程	樓宇	電腦及 電訊設備	裝置、裝備及 辦公設備	租賃物業 裝修	汽車	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>Year ended 31st December 2015</b>	<b>截至二零一五年 十二月三十一日 止年度</b>							
Opening net book amount	年初賬面淨值	-	238,004	26,584	7,988	235	23,241	296,052
Acquisition (Note 14)	收購(附註14)	-	-	2,657	107	2,434	-	5,198
Additions	添置	11,328	-	10,056	1,040	19	2,729	25,172
Disposals	出售	-	-	(55)	(258)	(13)	(2,054)	(2,380)
Transfers	轉讓	(11,328)	11,328	-	-	-	-	-
Depreciation (a)	折舊(a)	-	(12,418)	(6,341)	(3,176)	(635)	(7,045)	(29,615)
Government grant received	已收政府資助	-	-	(3,354)	-	-	-	(3,354)
Closing net book amount	年終賬面淨值	-	236,914	29,547	5,701	2,040	16,871	291,073
<b>At 31st December 2015</b>	<b>於二零一五年 十二月三十一日</b>							
Cost	成本	-	300,853	87,275	23,534	8,328	32,986	452,976
Accumulated depreciation	累計折舊	-	(63,939)	(57,728)	(17,833)	(6,288)	(16,115)	(161,903)
Net book amount	賬面淨值	-	236,914	29,547	5,701	2,040	16,871	291,073

(a) Depreciation of RMB6,291,000 (2014: RMB6,253,000) is included in selling and marketing expenses; and RMB23,324,000 (2014: RMB23,633,000) in administrative expenses in the consolidated statement of comprehensive income.

(a) 折舊人民幣6,291,000元(二零一四年: 人民幣6,253,000元)及人民幣23,324,000元(二零一四年: 人民幣23,633,000元)分別計入合併綜合收益表之銷售及市場推廣費用以及行政費用內。

The motor vehicles include the following amounts where the Group is a lessee under a finance lease.

汽車計入融資租賃項下本集團屬承租人之下列金額。

		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
Cost	成本	2,924	3,785
Accumulated depreciation	累計折舊	(933)	(755)
Net book amount	賬面淨值	1,991	3,030

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 10 INTANGIBLE ASSETS

### 10 無形資產

		Goodwill	Customer relationship (Direct sale customer) 客戶關係 (直銷客戶)	Customer relationship (Distribution) 客戶關係 (分銷)	Patent 專利	Non-compete agreement 非競爭協議	Software development 軟件開發	Data library 數據庫	Total 總計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
<b>At 1st January 2014</b>	<b>於二零一四年一月一日</b>								
Cost	成本	-	-	-	-	-	25,409	21,986	47,395
Accumulated amortisation and impairment	累計攤銷及減值	-	-	-	-	-	(25,404)	(21,986)	(47,390)
Net book amount	賬面淨值	-	-	-	-	-	5	-	5
<b>Year ended 31st December 2014</b>	<b>截至二零一四年十二月三十一日止年度</b>								
Opening net book amount	年初賬面淨值	-	-	-	-	-	5	-	5
Acquisitions (Note 14)	收購(附註14)	50,314	24,300	20,600	11,100	270	188	-	106,772
Additions	添置	-	-	-	-	-	408	-	408
Amortisation (a)	攤銷(a)	-	(759)	(303)	(347)	(22)	(67)	-	(1,498)
Closing net book amount	年終賬面淨值	50,314	23,541	20,297	10,753	248	534	-	105,687
<b>At 31st December 2014</b>	<b>於二零一四年十二月三十一日</b>								
Cost	成本	50,314	24,300	20,600	11,100	270	26,798	-	133,382
Accumulated amortisation and impairment	累計攤銷及減值	-	(759)	(303)	(347)	(22)	(26,264)	-	(27,695)
Net book value	賬面淨值	50,314	23,541	20,297	10,753	248	534	-	105,687

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 10 INTANGIBLE ASSETS (Continued)

### 10 無形資產(續)

		Customer relationship (Direct sale customer)	Customer relationship (Distribution)	Patent	Non-compete agreement	Trade name and dominant name	Software development	Data library	Total	
		商譽 (直銷客戶)	客戶關係 (分銷)	專利	非競爭協議	商品名稱及主要名稱	軟件開發	數據庫	總計	
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
<b>At 1st January 2015</b>	<b>於二零一五年一月一日</b>									
Cost	成本	50,314	24,300	20,600	11,100	270	-	26,798	-	133,382
Accumulated amortisation and impairment	累計攤銷及減值	-	(759)	(303)	(347)	(22)	-	(26,264)	-	(27,695)
Net book amount	賬面淨值	50,314	23,541	20,297	10,753	248	-	534	-	105,687
<b>Year ended 31st December 2015</b>	<b>截至二零一五年十二月三十一日止年度</b>									
Opening net book amount	年初賬面淨值	50,314	23,541	20,297	10,753	248	-	534	-	105,687
Acquisitions (Note 14)	收購(附註14)	980,247	299,000	-	-	-	91,958	1,418	7,600	1,380,223
Additions	添置	-	-	-	-	-	1	-	-	1
Amortisation (a)	攤銷(a)	-	(16,629)	(1,212)	(1,387)	(90)	(3,083)	(521)	(1,267)	(24,189)
Closing net book amount	年終賬面淨值	1,030,561	305,912	19,085	9,366	158	88,875	1,432	6,333	1,461,722
<b>At 31st December 2015</b>	<b>於二零一五年十二月三十一日</b>									
Cost	成本	1,030,561	323,300	20,600	11,100	270	92,000	28,219	7,600	1,513,650
Accumulated amortisation and impairment	累計攤銷及減值	-	(17,388)	(1,515)	(1,734)	(112)	(3,125)	(26,787)	(1,267)	(51,928)
Net book value	賬面淨值	1,030,561	305,912	19,085	9,366	158	88,875	1,432	6,333	1,461,722

(a) Amortisation of intangible assets is included in administrative expenses in the consolidated statement of comprehensive income.

(a) 無形資產之攤銷計入合併綜合收益表之行政費用內。

## Notes to the Consolidated Financial Statements 合併財務報表附註

### 10 INTANGIBLE ASSETS (Continued)

#### Impairment test for goodwill

Management reviews the business performance based on type of business. Goodwill are allocated to two of the Group's cash generating units ("CGU") identified which is the business of providing anti-counterfeiting products and services to enterprise; and the online service business of ZOL in the PRC. Goodwill is monitored by the management at the operating segment level.

		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
Anti-counterfeiting products and services	防偽產品及服務	50,314	50,314
Online services	互聯網服務	980,247	-
		1,030,561	50,314

The recoverable amount of the CGU is determined based on value-in-use calculations. These calculations use pre-tax cash flow projections based on financial budgets approved by management covering a five-year period. Cash flows beyond the five-year period are extrapolated using the estimated growth rates stated below. Management estimates the pre-tax discount rate that reflects market assessment of the time value of money and specific risk relating to the industry.

Key assumptions of the financial budgets covering the five-year period and other key assumptions used for value-in-use calculations are as follows:

		As at 31st December 2015 於二零一五年 十二月三十一日	As at 31st December 2014 於二零一四年 十二月三十一日
<b>Anti-counterfeiting products and service</b>	<b>防偽產品及服務</b>		
Average growth rate (note a)	平均增長率(附註a)	16%	9%
Discount rate (note b)	貼現率(附註b)	13%	15%
Terminal growth rate	最終增長率	3%	3%

### 10 無形資產(續)

#### 商譽減值測試

管理層基於業務類型審閱業務表現。商譽分配予本集團兩個已識別之現金產生單位(「現金產生單位」)，該現金產生單位為於中國向企業提供防偽產品及服務；以及中關村在線互聯網服務之業務。商譽由管理層於經營分部層次進行監察。

現金產生單位之可收回金額按使用價值法計算釐定。該等計算採用根據管理層批准涵蓋五年期間之財政預算作出之稅前現金流量預測。五年期間後之現金流量採用下列估計增長率推算。管理層估計反映市場評估與該行業相關之貨幣時間值及特定風險之稅前貼現率。

涵蓋五年期間之財政預算主要假設及其他用於計算使用價值之主要假設稅如下：

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 10 INTANGIBLE ASSETS (Continued)

#### Impairment test for goodwill (Continued)

		As at 31st December 2015 於二零一五年 十二月三十一日
<b>Online service</b>	<b>互聯網服務</b>	
Average growth rate (note a)	平均增長率(附註a)	16%
Discount rate (note b)	貼現率(附註b)	19%
Terminal growth rate	最終增長率	3%

- (a) Average growth rate used in the budget for the five-year period ending 31st December 2020.
- (b) The discount rate used is pre-tax and reflects specific risks relating to the relevant business.
- (c) Assuming the sale decreases by 5% and the discount rate increases by 1%, there is still no impairment charge for the goodwill as at 31st December 2015.

### 10 無形資產(續)

#### 商譽減值測試(續)

- (a) 預算所用之平均增長率為就截至二零二零年十二月三十一日止五年期間作出。
- (b) 所用之貼現率為除稅前，並反映相關業務特定風險。
- (c) 假設銷售下跌5%而貼現率上升1%，於二零一五年十二月三十一日之商譽仍無減值費用。

### 11 TRADE RECEIVABLES, DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES

### 11 應收賬款、按金、預付款項及其他應收款項

		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
Trade receivables (Note a)	應收賬款(附註a)	121,165	35,916
Less: provision for impairment of trade receivables	減：應收賬款減值撥備	(9,371)	(4,224)
Trade receivables – net	應收賬款－淨額	111,794	31,692
Deposits, prepayments and other receivables (Note b)	按金、預付款項及其他應收款項(附註b)	481,366	100,292
Loans to employees (Note b (ii))	貸款予僱員(附註b (ii))	28,995	49,824
		622,155	181,808
Less: Non-current deposit, prepayments and other receivables	減：非流動按金、預付款項及其他應收款項	(74,989)	(92,649)
Current portion	即期部分	547,166	89,159

## Notes to the Consolidated Financial Statements 合併財務報表附註

### 11 TRADE RECEIVABLES, DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES (Continued)

- (a) The Group generally grants a credit period of 90 days to customers. The aging analysis of the gross trade receivables based on invoice date is as follows:

		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
Current to 90 days	即期至90天	92,106	27,815
91 to 180 days	91至180天	14,733	2,464
181 to 365 days	181至365天	9,911	2,827
Over 1 year	超過一年	4,415	2,810
		<b>121,165</b>	35,916

The carrying amounts of trade receivables approximate their fair values.

Balances are denominated in RMB and there is no concentration of credit risk with respect to trade receivables as the Group has a large number of customers nationally dispersed.

The Group has recognised a loss of approximately RMB8,212,000 for the impairment of its trade receivables during the year ended 31st December 2015 (2014: RMB5,390,000).

As at 31st December 2015, trade receivables of approximately RMB9,371,000 (2014: RMB4,224,000) were impaired and have been provided for. The individually impaired receivables mainly represent sales made to customers which have remained long overdue.

### 11 應收賬款、按金、預付款項及其他應收款項(續)

- (a) 本集團一般給予客戶90天信貸期。應收賬款總額按發票日期之賬齡分析如下：

應收賬款之賬面值與其公平值相若。

結餘以人民幣計值，由於本集團眾多客戶分散於中國各地，故本集團之應收賬款概無集中信貸風險。

截至二零一五年十二月三十一日止年度，本集團已確認其應收賬款減值虧損約人民幣8,212,000元(二零一四年：人民幣5,390,000元)。

於二零一五年十二月三十一日，應收賬款約人民幣9,371,000元(二零一四年：人民幣4,224,000元)已減值並作撥備。個別減值應收款項主要指向客戶銷售而長期到期未付款項。

## Notes to the Consolidated Financial Statements 合併財務報表附註

### 11 TRADE RECEIVABLES, DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES (Continued)

(a) (Continued)

As at 31st December 2015, trade receivables of approximately RMB19,688,000 (2014: RMB3,877,000) were past due but not impaired. These relate to a number of independent customers for whom there is no recent history of default. The aging analysis of these trade receivables is as follows:

		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
91 to 180 days	91至180天	14,733	2,464
181 to 365 days	181至365天	4,955	1,413
		<b>19,688</b>	<b>3,877</b>

Movements in the provision for impairment of trade receivables are as follows:

		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
At 1 January	於一月一日	4,224	2,822
Impairment of receivables	應收款項減值	8,212	5,390
Write off for impaired receivables	應收款項減值撇銷	(3,065)	(3,988)
At 31 December	於十二月三十一日	<b>9,371</b>	<b>4,224</b>

The creation and release of provision for impaired receivables have been included in the consolidated statement of comprehensive income. Amounts charged to the allowance account are generally written off when there is no expectation of recovering additional cash.

The other classes within trade and other receivables do not include a provision for impairment of other receivables.

The maximum exposure to credit risk at the reporting date is the fair values of trade receivables disclosed above. The Group did not hold any collateral as security.

### 11 應收賬款、按金、預付款項及其 他應收款項(續)

(a) (續)

於二零一五年十二月三十一日，應收賬款約人民幣19,688,000元(二零一四年：人民幣3,877,000元)為逾期但未減值。該等賬款與多名獨立客戶有關，彼等近期並無拖欠記錄。該等應收賬款之賬齡分析如下：

應收賬款之減值撥備變動如下：

已減值應收款項撥備之增設及解除已計入合併綜合收益表內。計入撥備賬之款項一般於預期無法收回額外現金時撇銷。

應收賬款及其他應收款項之其他類別內並無包括其他應收款項之減值撥備。

於報告日期之最高信貸風險為上文所披露應收賬款之公平值。本集團並無持有任何抵押品作擔保。

## Notes to the Consolidated Financial Statements 合併財務報表附註

### 11 TRADE RECEIVABLES, DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES (Continued)

#### (b) Deposits, prepayments and other receivables

		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
Non-current portion:	非流動部分：		
– Deposits	– 按金	4,406	2,905
– Prepayments for tax (Note (i))	– 預付稅項(附註(i))	–	42,544
– Loans to employees (Note (ii))	– 貸款予僱員(附註(ii))	26,241	26,244
– Loans to an associate (Note (iii))	– 貸款予一間聯營公司 (附註(iii))	44,342	20,956
		<b>74,989</b>	92,649
Current portion:	流動部分：		
– Deposits	– 按金	17,322	12,097
– Prepayments	– 預付款項	19,050	21,385
– Prepayment for tax (Note (i))	– 預付稅項(附註(i))	89,129	–
– Loans to employees (Note (ii))	– 貸款予僱員(附註(ii))	2,754	23,580
– Amount due from a former associated company (Note (iv))	– 應收前聯營公司款項 (附註(iv))	559	405
– Loan to a joint venture (Note (v))	– 貸款予一間合營公司 (附註(v))	201,427	–
– Loans to third parties (Note (vi))	– 貸款予第三方(附註(vi))	105,131	–
		<b>435,372</b>	57,467
		<b>510,361</b>	150,116
The fair values are as follows:	有關公平值如下：		
Deposits	按金	21,728	15,002
Prepayments	預付款項	108,179	63,929
Other receivables	其他應收款項	380,454	71,185
		<b>510,361</b>	150,116
Denominated in:	以下列貨幣計值：		
HK dollars	港元	2,754	23,580
Renminbi	人民幣	506,677	126,536
US dollars	美元	930	–
		<b>510,361</b>	150,116

### 11 應收賬款、按金、預付款項及其他應收款項(續)

#### (b) 按金、預付款項及其他應收款項

## Notes to the Consolidated Financial Statements 合併財務報表附註

### 11 TRADE RECEIVABLES, DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES (Continued)

#### (b) Deposits, prepayments and other receivables (Continued)

Note (i): The balance at 31st December 2015 includes RMB89,129,000 (2014: RMB42,544,000) prepayment of tax associated with the presale of properties on O2O business exhibition centre under development.

Note (ii): The non-current portion includes a balance of RMB26,241,000 (2014: RMB26,244,000) which represents loans granted to several management members of Beijing Panpass Information Technology Co., Ltd ("Panpass"), a subsidiary acquired by the Group on 8th October 2014, for their sole purpose of purchase of shares of Panpass at market price and the shares purchased are pledged to secure the loans. The loans will mature on 28th September 2017, and is interest bearing at a rate of 5% per annum. These management members hold 20% issued share capital of Panpass after the acquisition of Panpass by the Group on 8th October 2014.

The current portion includes a balance of RMB2,754,000 (2014: RMB23,580,000) granted in connection with the Employee Share Scheme. On 21st December 2012, the Group granted loans to several employees of the Group for the sole purpose of purchase of shares of the Group at market price. Maturity date of the loans have been extended from 21st December 2015 to 21st December 2016, and is interest bearing at a rate of 5% per annum. The loans are denominated in HK dollars.

Note (iii): This balance represents loan and interest receivable from 慧德控股有限公司 ("Hui De"), an associate of the Group, amounting to RMB44,342,000. (2014: RMB20,956,000). On 14th December 2014, the group granted a loan amounting to RMB40,000,000 to Hui De by installment. Up to 31st December 2014, RMB28,000,000 had been transferred to Hui De; and the remaining portion amounting to RMB19,200,000 had been transferred to Hui De on 4th March 2015. The loan will mature on 21st November 2017, and is interest bearing at a rate of 7% per annum (2014: 7% per annum).

On 22th October 2015, the Group granted an addition loan amounting to RMB 1,600,000 to Hui De. The loan will mature on 21st October 2018, and is interest bearing at a rate of 7% per annum.

### 11 應收賬款、按金、預付款項及其他應收款項(續)

#### (b) 按金、預付款項及其他應收款項 (續)

附註(i): 於二零一五年十二月三十一日之結餘包括金額為人民幣89,129,000元(二零一四年: 人民幣42,544,000元)有關開發中O2O商業展覽中心物業預售之預付稅項。

附註(ii): 非流動部分包括結餘人民幣26,241,000元(二零一四年: 人民幣26,244,000元), 該款項指本集團向多名北京兆信信息技術股份有限公司(「兆信」)(本集團於二零一四年十月八日收購之附屬公司)之管理層人員授出之貸款, 僅用作以市價購買兆信之股份, 由所購股份作為貸款抵押。該筆貸款將於二零一七年九月二十八日到期, 並按年利率5%計息。該等管理層人員在本集團於二零一四年十月八日收購兆信後, 持有兆信已發行股本20%。

流動部分包括根據僱員股份計劃授出結餘人民幣2,754,000元(二零一四年: 人民幣23,580,000元)。於二零一二年十二月二十一日, 本集團向其若干僱員授出貸款, 僅用作以市價購買本集團股份。該筆貸款之到期日由二零一五年十二月二十一日延長至二零一六年十二月二十一日, 並按年利率5%計息。貸款以港元計值。

附註(iii): 此結餘指應收本集團聯營公司慧德控股有限公司(「慧德」)之貸款及利息人民幣44,342,000元(二零一四年: 人民幣20,956,000元)。於二零一四年十二月十四日, 本集團分期向慧德授出金額為人民幣40,000,000元之貸款。截至二零一四年十二月三十一日, 已向慧德轉賬人民幣28,000,000元, 餘下部分人民幣19,200,000元已於二零一五年三月四日向慧德轉賬。該貸款將於二零一七年十一月二十一日到期, 並按年利率7%(二零一四年: 年利率7%)計息。

於二零一五年十月二十二日, 本集團已向慧德授出為數人民幣1,600,000元之額外貸款。該筆貸款將於二零一八年十月二十一日到期, 並按年利率7%計息。

## Notes to the Consolidated Financial Statements 合併財務報表附註

### 11 TRADE RECEIVABLES, DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES (Continued)

#### (b) Deposits, prepayments and other receivables (Continued)

Note (iv): This amount represents receivable balances for provision of data library services from the former associated company, 北京鄧白氏慧聰市場信息諮詢有限公司, which was disposed of in 2011.

Note (v): This balance represents loan and interest receivable from 重慶神州數碼慧聰小額貸款有限公司, a joint venture of the Group, amounting to RMB201,427,000 (2014: Nil). On 27th May 2015, the Group granted a loan amounting to RMB80,000,000 to the joint venture. The loan will mature on 26th May 2016, and is interest bearing at a rate of 6% per annum. On 21st November 2015, the Group granted an additional loan amounting to RMB120,000,000 to the joint venture. The loan will mature on 20th November 2016, and is interest bearing at a rate of 8% per annum.

Note (vi): The balance includes entrusted loans advanced to two third parties and interest receivable amounting RMB70,087,000 (2014: Nil) and RMB35,044,000 (2014: Nil) respectively, through a financial institution in the PRC, as lending agent. The loans are interest bearing at 6% per annum, repayable on 21st December 2016.

### 11 應收賬款、按金、預付款項及其他應收款項(續)

#### (b) 按金、預付款項及其他應收款項 (續)

附註(iv)：此金額為就提供數據庫服務之應收前聯營公司北京鄧白氏慧聰市場信息諮詢有限公司(已於二零一一年出售)之結欠餘款。

附註(v)：此結餘指應收本集團合營公司重慶神州數碼慧聰小額貸款有限公司之貸款及利息人民幣201,427,000元(二零一四年：無)。於二零一五年五月二十七日，本集團向合營公司授出貸款人民幣80,000,000元。該貸款將於二零一六年五月二十六日到期，並按年利率6%計息。於二零一五年十一月二十一日，本集團向合營公司授出額外貸款人民幣120,000,000元。該貸款將於二零一六年十一月二十日到期，並按年利率8%計息。

附註(vi)：此結餘包括透過一間中國金融機構(作為借款代理)墊付予兩名第三方之委託貸款及應收利息分別人民幣70,087,000元(二零一四年：無)及人民幣35,044,000元(二零一四年：無)。該貸款按年利率6%計息，並須於二零一六年十二月二十一日償付。

## Notes to the Consolidated Financial Statements

### 合併財務報表附註

#### 12 SUBSIDIARIES

The following is a list of the principal subsidiaries at 31st December 2015:

#### 12 附屬公司

以下為於二零一五年十二月三十一日主要附屬公司之清單：

Name	Place of incorporation and kind of legal entity	Principal activities and place of operation	Particulars of registered share capital	Effective interest held	Proportion of ordinary shares held by non-controlling interests (%)
名稱	註冊成立地點及法定實體類別	主要業務及經營地點	已註冊股本詳情	所持有效權益	所持普通股比例
<sup>1</sup> Hong Kong Huicong International Group Limited ("HKHC") 香港慧聰國際集團有限公司 (「香港慧聰」)	British Virgin Islands, limited liability company 英屬處女群島，有限公司	Investment holding in Hong Kong 投資控股－香港	21,000,000 ordinary shares of US\$0.01 each 21,000,000股每股面值0.01美元之普通股	100%	—
<sup>1</sup> China Media Network International Inc	British Virgin Islands, limited liability company 英屬處女群島，有限公司	Investment holding in Hong Kong 投資控股－香港	50,000 ordinary shares of US\$1 each 50,000股每股面值1美元之普通股	100%	—
<sup>1</sup> HC Group (Hong Kong) Limited 慧聰網(香港)有限公司	Hong Kong, liability company 香港，有限公司	Investment holding in Hong Kong 投資控股－香港	500,000 ordinary shares of HK\$1 each 500,000股每股面值1港元之普通股	100%	—
<sup>3</sup> HC Innovest Holdings Limited	British Virgin Islands, limited liability company 英屬處女群島，有限公司	Investment holding in BVI 投資控股 －英屬處女群島	50,000 ordinary shares of US\$1 each 50,000股每股面值1美元之普通股	100%	—
<sup>4</sup> Orange Triangle Inc.	State of Delaware, USA 美國，德拉瓦州	Investment holding in the State of Delaware 投資控股－德拉瓦州	200 shares of US\$0.01 200股每股面值0.01美元之股份	100%	—

## Notes to the Consolidated Financial Statements 合併財務報表附註

### 12 SUBSIDIARIES (Continued)

The following is a list of the principal subsidiaries at 31st December 2015: (Continued)

### 12 附屬公司(續)

以下為於二零一五年十二月三十一日主要附屬公司之清單：(續)

Name 名稱	Place of incorporation and kind of legal entity 註冊成立地點及法定實體類別	Principal activities and place of operation 主要業務及經營地點	Particulars of registered share capital 已註冊股本詳情	Effective interest held 所持有效權益	Proportion of ordinary shares held by non-controlling interests (%) 所持普通股比例
4 Orange Triangle (HK) Limited	Hong Kong, liability company 香港·有限公司	Investment holding in Hong Kong 投資控股—香港	10,000 ordinary shares of HK\$1 each 10,000股每股面值1港元之普通股	100%	—
北京慧聰國際資訊有限公司	The PRC, limited liability company 中國·有限公司	Provision of business information in the PRC 提供商業資訊—中國	RMB110,000,000 人民幣110,000,000元	100%	—
北京慧聰互聯信息技術有限公司	The PRC, limited liability company 中國·有限公司	Provision of business information in the PRC 提供商業資訊—中國	RMB200,000,000 人民幣200,000,000元	100%	—
北京慧翔網絡技術有限公司	The PRC, limited liability company 中國·有限公司	Provision of business information in the PRC 提供商業資訊—中國	RMB10,000,000 人民幣10,000,000元	100%	—
北京慧聰再創科技有限公司	The PRC, limited liability company 中國·有限公司	Provision of business information in the PRC 提供商業資訊—中國	RMB250,000,000 人民幣250,000,000元	100%	—
北京慧聰廣告有限公司	The PRC, limited liability company 中國·有限公司	Advertising in the PRC 廣告—中國	RMB500,000 人民幣500,000元	100%	—
慧聰商情廣告(北京)有限公司	The PRC, limited liability company 中國·有限公司	Advertising in the PRC 廣告—中國	RMB2,000,000 人民幣2,000,000元	100%	—

## Notes to the Consolidated Financial Statements

### 合併財務報表附註

#### 12 SUBSIDIARIES (Continued)

The following is a list of the principal subsidiaries at 31st December 2015: (Continued)

#### 12 附屬公司(續)

以下為於二零一五年十二月三十一日主要附屬公司之清單：(續)

Name	Place of incorporation and kind of legal entity	Principal activities and place of operation	Particulars of registered share capital	Effective interest held	Proportion of ordinary shares held by non-controlling interests (%)
名稱	註冊成立地點及法定實體類別	主要業務及經營地點	已註冊股本詳情	所持有效權益	所持普通股比例
北京慧聰建設信息諮詢有限公司	The PRC, limited liability company 中國，有限公司	Provision of business information in the PRC 提供商業資訊－中國	RMB36,000,000 人民幣36,000,000元	100%	–
上海新慧聰網廣告有限公司	The PRC, limited liability company 中國，有限公司	Advertising in the PRC 廣告－中國	RMB1,000,000 人民幣1,000,000元	100%	–
南京慧聰網廣告信息有限公司	The PRC, limited liability company 中國，有限公司	Advertising in the PRC 廣告－中國	RMB500,000 人民幣500,000元	100%	–
杭州慧聰電子商務有限公司 (formerly named 杭州慧聰廣告有限公司) 杭州慧聰電子商務有限公司 (前稱杭州慧聰廣告有限公司)	The PRC, limited liability company 中國，有限公司	Advertising in the PRC 廣告－中國	RMB1,000,000 人民幣1,000,000元	100%	–
廣州市慧聰商情廣告有限公司	The PRC, limited liability company 中國，有限公司	Advertising in the PRC 廣告－中國	RMB1,500,000 人民幣1,500,000元	100%	–
廣州慧聰網絡科技有限公司	The PRC, limited liability company 中國，有限公司	Advertising in the PRC 廣告－中國	RMB5,000,000 人民幣5,000,000元	100%	–
廈門市京慧聰廣告有限公司	The PRC, limited liability company 中國，有限公司	Advertising in the PRC 廣告－中國	RMB500,000 人民幣500,000元	100%	–

## Notes to the Consolidated Financial Statements 合併財務報表附註

### 12 SUBSIDIARIES (Continued)

The following is a list of the principal subsidiaries at 31st December 2015: (Continued)

### 12 附屬公司(續)

以下為於二零一五年十二月三十一日主要附屬公司之清單：(續)

Name 名稱	Place of incorporation and kind of legal entity 註冊成立地點及法定實體類別	Principal activities and place of operation 主要業務及經營地點	Particulars of registered share capital 已註冊股本詳情	Effective interest held 所持有效權益	Proportion of ordinary shares held by non-controlling interests (%) 所持普通股比例
深圳市京慧聰網絡科技有限公司 (formerly named 深圳市京慧聰廣告有限公司)	The PRC, limited liability company	Advertising in the PRC	RMB2,000,000	100%	—
深圳市京慧聰網絡科技有限公司 (前稱深圳市京慧聰廣告有限公司)	中國·有限公司	廣告—中國	人民幣2,000,000元		
深圳市慧聰網廣告有限公司	The PRC, limited liability company	Advertising in the PRC	RMB1,000,000	100%	—
	中國·有限公司	廣告—中國	人民幣1,000,000元		
上海慧聰電子商務有限公司	The PRC, limited liability company	Advertising in the PRC	RMB5,000,000	100%	—
	中國·有限公司	廣告—中國	人民幣5,000,000元		
福建泉州慧聰網絡科技有限公司	The PRC, limited liability company	Provision of business information in the PRC	RMB500,000	100%	—
	中國·有限公司	提供商業資訊—中國	人民幣500,000元		
無錫慧聰網絡信息技術有限公司	The PRC, limited liability company	Provision of business information in the PRC	RMB2,010,000	100%	—
	中國·有限公司	提供商業資訊—中國	人民幣2,010,000元		
慧聰(天津)電子商務產業投資有限公司	The PRC, limited liability company	Investment holding in the PRC	RMB91,750,000	60%	40%
	中國·有限公司	投資控股—中國	人民幣91,750,000元		
<sup>2</sup> 廣東慧聰家電城投資有限公司	The PRC, limited liability company	Provision of exhibition service and construction	RMB166,670,000	35.71%	64.29%
	中國·有限公司	提供展覽服務及建設工程	人民幣166,670,000元		

## Notes to the Consolidated Financial Statements

### 合併財務報表附註

#### 12 SUBSIDIARIES (Continued)

The following is a list of the principal subsidiaries at 31st December 2015: (Continued)

#### 12 附屬公司(續)

以下為於二零一五年十二月三十一日主要附屬公司之清單：(續)

Name	Place of incorporation and kind of legal entity	Principal activities and place of operation	Particulars of registered share capital	Effective interest held	Proportion of ordinary shares held by non-controlling interests (%)
名稱	註冊成立地點及法定實體類別	主要業務及經營地點	已註冊股本詳情	所持有效權益	所持普通股比例
<sup>2</sup> 佛山市慧從匯電子商務有限公司	The PRC, limited liability company 中國，有限公司	Provision of business information in the PRC 提供商業資訊－中國	RMB555,500 人民幣555,500元	35.71%	64.29%
浙江慧亞瑟信息技術有限公司	The PRC, limited liability company 中國，有限公司	Provision of business information in the PRC 提供商業資訊－中國	RMB35,000,000 人民幣35,000,000元	100%	—
北京慧聰三六零商貿有限公司	The PRC, limited liability company 中國，有限公司	Advertising in the PRC 廣告－中國	RMB1,000,000 人民幣1,000,000元	100%	—
余姚慧聰電子商務有限公司	The PRC, limited liability company 中國，有限公司	Provision of business information in the PRC 提供商業資訊－中國	RMB1,000,000 人民幣1,000,000元	100%	—
北京兆信信息技術股份有限公司	The PRC, limited liability company 中國，有限公司	Anti-counterfeiting Technology Development in the PRC 開發防偽技術－中國	RMB54,464,000 人民幣54,464,000元	56%	44%
上海慧發信息技術有限公司	The PRC, limited liability company 中國，有限公司	Investment holding in the PRC 投資控股－中國	RMB45,000,000 人民幣45,000,000元	100%	—
<sup>3</sup> 慧聰融資租賃有限公司	The PRC, limited liability company 中國，有限公司	Finance leasing in the PRC 融資租賃－中國	US\$30,000,000 30,000,000美元	100%	—
<sup>4</sup> 北京橙三角科技有限公司	The PRC, limited liability company 中國，有限公司	Provision of business information in the PRC 提供商業資訊－中國	US\$150,000 150,000美元	100%	—
<sup>4</sup> 北京知行銳景科技有限公司	The PRC, limited liability company 中國，有限公司	Provision of business information in the PRC 提供商業資訊－中國	RMB10,000,000 人民幣10,000,000元	100%	—

## Notes to the Consolidated Financial Statements 合併財務報表附註

### 12 SUBSIDIARIES (Continued)

The following is a list of the principal subsidiaries at 31st December 2015: (Continued)

### 12 附屬公司(續)

以下為於二零一五年十二月三十一日主要附屬公司之清單：(續)

Name 名稱	Place of incorporation and kind of legal entity 註冊成立地點及法定實體類別	Principal activities and place of operation 主要業務及經營地點	Particulars of registered share capital 已註冊股本詳情	Effective interest held 所持有效權益	Proportion of ordinary shares held by non-controlling interests (%) 所持普通股比例
廣東順德聰聰網絡科技有限公司	The PRC, limited liability company 中國·有限公司	Provision of business information in the PRC 提供商業資訊—中國	RMB1,000,000 人民幣1,000,000元	60%	40%
廣東順德慧匯貿易有限公司	The PRC, limited liability company 中國·有限公司	Provision of business service in the PRC 提供商業服務—中國	RMB1,000,000 人民幣1,000,000元	60%	40%
廣東順德慧盛貿易有限公司	The PRC, limited liability company 中國·有限公司	Provision of business service in the PRC 提供商業服務—中國	RMB1,000,000 人民幣1,000,000元	60%	40%
<sup>3</sup> 廣州慧正電子商務有限公司	The PRC limited liability company 中國·有限公司	Provision of business information in the PRC 提供商業資訊—中國	RMB20,000,000 人民幣20,000,000元	60%	40%
<sup>3</sup> 北京慧聰雲信大數據科技有限公司	The PRC, limited liability company 中國·有限公司	Provision of business information in the PRC 提供商業資訊—中國	RMB1,000,000 人民幣1,000,000元	60%	40%
<sup>3</sup> 北京融商通聯科技有限公司	The PRC, limited liability company 中國·有限公司	Provision of business information in the PRC 提供商業資訊—中國	RMB25,000,000 人民幣25,000,000元	51%	49%

<sup>1</sup> Shares held directly by the Company.

<sup>1</sup> 股份由本公司直接持有。

<sup>2</sup> 廣東慧聰家電城投資有限公司 and 佛山市慧從匯電子商務有限公司 are indirectly held through the Company's 60% owned subsidiary, 慧聰(天津)電子商務有限公司。慧聰(天津)電子商務有限公司 directly holds 53.1% equity interest in these two companies and indirectly holds 6.41% of interest equity in these two companies through its 20% held associate, 慧德控股有限公司。Hence, the Group effectively hold 35.71% of 廣東慧聰家電城投資有限公司 and 佛山市慧從匯電子商務有限公司。

<sup>2</sup> 廣東慧聰家電城投資有限公司及佛山市慧從匯電子商務有限公司由本公司擁有60%權益之附屬公司慧聰(天津)電子商務有限公司間接持有。慧聰(天津)電子商務有限公司直接持有該兩家公司53.1%股本權益並透過其持有20%權益之聯營公司慧德控股有限公司間接持有該兩家公司6.41%權益。因此，本集團實際持有廣東慧聰家電城投資有限公司及佛山市慧從匯電子商務有限公司35.71%權益。

<sup>3</sup> These companies are newly incorporated during the year.

<sup>3</sup> 該等公司於年內新註冊成立。

<sup>4</sup> These companies are newly acquired during the year.

<sup>4</sup> 該等公司為於年內新收購公司。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 12 SUBSIDIARIES (Continued)

#### (a) Material non-controlling interests

##### Summarised financial information on subsidiaries with material non-controlling interests

Set out below are the summarised financial information for 廣東慧聰家電城投資有限公司 (“廣東慧聰家電城”) and 北京兆信信息技術股份有限公司 (“北京兆信”) that has non-controlling interests that are material to the Group.

##### Summarised statement of financial position

		廣東慧聰家電城		北京兆信	
		2015	2014	2015	2014
		二零一五年	二零一四年	二零一五年	二零一四年
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Current Assets	流動資產	872,371	281,993	80,661	62,395
Liabilities	負債	(1,416,461)	(128,686)	(24,139)	(4,842)
Net current assets	流動資產淨值	(544,090)	153,307	56,522	57,553
Non-current Assets	非流動資產	814,230	786,216	52,390	56,466
Liabilities	負債	(120,000)	(749,224)	(6,988)	(8,098)
Net non-current assets	非流動資產淨值	694,230	36,992	45,402	48,368
Net assets	資產淨值	150,140	190,299	101,924	105,921

As at 31st December 2015, the non-controlling interests balances of 廣東慧聰家電城 and 北京兆信 accounted RMB46,568,000 (2014: RMB73,187,000) and RMB45,243,000 (2014: RMB47,002,000) respectively.

於二零一五年十二月三十一日，廣東慧聰家電城及北京兆信分別產生非控股權益結餘人民幣46,568,000元(二零一四年：人民幣73,187,000元)及人民幣45,243,000元(二零一四年：人民幣47,002,000元)。

### 12 附屬公司(續)

#### (a) 重大非控股性權益

##### 具重大非控股權益附屬公司之財務資料概要

下文載列廣東慧聰家電城投資有限公司(「廣東慧聰家電城」)與北京兆信信息技術股份有限公司(「北京兆信」)之財務資料概要，其擁有對本集團而言屬重大之非控股權益。

##### 財務狀況表概要

## Notes to the Consolidated Financial Statements

### 合併財務報表附註

#### 12 SUBSIDIARIES (Continued)

**(a) Material non-controlling interests** (Continued)  
**Summarised financial information on subsidiaries with material non-controlling interests** (Continued)

Summarised statement of comprehensive income

		廣東慧聰家電城		北京兆信	
		2015	2014	2015	2014
		二零一五年	二零一四年	二零一五年	二零一四年
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Revenue	銷售收入	-	-	55,168	16,193
(Loss)/profit before income tax	除所得稅前(虧損)/溢利	(51,045)	(8,122)	(4,938)	2,654
Income tax credit/(expenses)	所得稅抵免/(開支)	10,886	1,637	941	(297)
(Loss)/profit after tax	除稅後(虧損)/溢利	(40,159)	(6,485)	(3,997)	2,357
Other comprehensive loss	其他全面虧損	-	-	-	-
Total comprehensive (loss)/profit	全面(虧損)/溢利總額	(40,159)	(6,485)	(3,997)	2,357
Total comprehensive (loss)/profit allocated to Non-controlling interests	分配至非控股權益之全面(虧損)/溢利總額	(26,619)	(4,419)	(1,759)	1,037
Dividends paid to Non-controlling interests	已付非控股權益股息	-	-	-	-

#### 12 附屬公司(續)

**(a) 重大非控股性權益**(續)  
**具重大非控股權益附屬公司之財務資料概要**(續)

綜合收益表概要

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 12 SUBSIDIARIES (Continued)

**(a) Material non-controlling interests (Continued)**  
**Summarised financial information on subsidiaries with material non-controlling interests (Continued)**

**Summarised cash flow statement**

		廣東慧聰家電城		北京兆信	
		2015	2014	2015	2014
		二零一五年	二零一四年	二零一五年	二零一四年
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>Cash flows from operating activities</b>	<b>經營業務之現金流量</b>				
Cash generated from/(used in) operations	經營產生/(所用)現金	204,641	332,456	(9,530)	2,167
Income tax paid	已付所得稅	-	-	(560)	-
Net cash generated from/(used in) operating activities	經營業務產生/(所用)現金淨額	204,641	332,456	(10,090)	2,167
Net cash generated from/(used in) investing activities	投資活動產生/(所用)現金淨額	(410,266)	(151,416)	1,827	38,323
Net cash generated from/(used in) financing activities	融資活動產生/(所用)現金淨額	17,307	17,022	19,000	(11,675)
<b>Net (decrease)/increase in cash and cash equivalents</b>	<b>現金及現金等值物淨值(減少)/增加</b>	<b>(188,318)</b>	198,062	<b>10,737</b>	28,815
Cash and cash equivalents at beginning of year	年初之現金及現金等值物	278,562	80,500	51,777	22,962
Cash and cash equivalents at end of year	年末現金及現金等值物	90,244	278,562	62,514	51,777

### 12 附屬公司(續)

**(a) 重大非控股性權益(續)**  
**具重大非控股權益附屬公司之財務資料概要(續)**

**現金流量表概要**

## Notes to the Consolidated Financial Statements 合併財務報表附註

### 13 INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD

The amounts recognised in the consolidated statement of financial position are as follows:

		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
Associates	聯營公司	105,921	45,523
Joint ventures	合營公司	412,795	270,840
At 31 December	於十二月三十一日	518,716	316,363

### 13 按權益法列賬之投資

下文載列於合併財務狀況表已確認之金額：

The amounts recognised in the consolidated statement of comprehensive income are as follows:

下文載列於合併綜合收益表已確認表之金額：

		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
Associates	聯營公司	(2,102)	(477)
Joint ventures	合營公司	11,955	801
For the year ended 31 December	截至十二月三十一日止年度	9,853	324

#### Investments in associates

#### 於聯營公司之投資

		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
At 1st January	於一月一日	45,523	20,000
Addition	增加	62,500	26,000
Share of losses	應佔虧損	(2,102)	(477)
At 31st December	於十二月三十一日	105,921	45,523

## Notes to the Consolidated Financial Statements 合併財務報表附註

### 13 INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD (Continued)

#### Investment in associates (Continued)

Set out below are associates of the Group as at 31st December 2015. The associates as listed below have share capital consisting solely of ordinary shares, which are held directly by the Group; the country of establishment or registration is also their principal place of business.

### 13 按權益法列賬之投資(續)

#### 於聯營公司之投資(續)

以下所載為本集團於二零一五年十二月三十一日之聯營公司。下列聯營公司之股本中只包括普通股，由本集團直接持有，而成立或註冊國家亦為其主要營業地點。

Name of entity 實體名稱	Place of business/ country of establishment 營業地點/ 成立國家	% of effective interest 實際權益 百分比	Nature of the relationship 關係性質	Measurement method 計量方式
慧德控股有限公司 (Hui De Holding Co., Ltd.*)	PRC 中國	12	Note 1 附註1	Equity 權益
浙江慧聰投資有限公司 (Zhejiang Huicong Investment Co., Ltd*)	PRC 中國	29.6	Note 2 附註2	Equity 權益
北京優螞科技有限公司 (Beijing Urmbro Technology Limited*)	PRC 中國	20	Note 3 附註3	Equity 權益
中模(北京)國際品牌管理有限公司 (China Formwork (Beijing) International Brand Management Limited*)	PRC 中國	20	Note 4 附註4	Equity 權益
西安皮皮易電子商務有限公司 (Xian Pipiyi e-commerce Limited*)	PRC 中國	30	Note 5 附註5	Equity 權益
合肥厘米信息科技有限公司 (Hefei Limi Information Technology Limited*)	PRC 中國	15	Note 6 附註6	Equity 權益
江蘇五城共聚網絡科技有限公司 (Jiangsu Wu Cheng Gong Ju Information Technology Limited*)	PRC 中國	15	Note 7 附註7	Equity 權益
余姚惠家電子商務有限公司 (Yu Yao Huijia E-Commerce Limited*)	PRC 中國	21.6	Note 8 附註8	Equity 權益
杭州拾貝知識產權服務有限公司 (Hangzhou Shibe Intellectual Property Services Company Limited*)	PRC 中國	10	Note 9 附註9	Equity 權益

## Notes to the Consolidated Financial Statements 合併財務報表附註

### 13 INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD (Continued)

#### Investment in associates (Continued)

Note 1: Hui De Holding Co., Ltd\* (“慧德控股”) provides investment management and projects investments in the PRC. The Group holds 60% interests of its subsidiary, 慧聰(天津)電子商務有限公司, which in turn holds 20% interests in 慧德控股.

Note 2: Zhejiang Huicong Investment Co., Limited\* (“浙江慧聰”) engages in investment in real estate construction and management.

Note 3: In May 2015, the Group entered into an agreement to subscribe 20% of the total issued share capital of Beijing Urmro Technology Limited\* (“北京優碼”) at a total consideration of RMB3,000,000 in cash. 北京優碼 provides MRO industrial products purchase and assembly services in the PRC.

Note 4: In April 2015, the Group entered into an agreement with China Formwork (Beijing) International Brand Management Limited\* (“北京中模”) to subscribe 20% of its total equity capital, at a total consideration of RMB10,000,000 in cash. 北京中模 provides e-commerce business for the building equipment leasing industry in the PRC.

Note 5: In July 2015, the Group entered into an agreement to subscribe 30% of the total issued share capital of Xian PPE e-commerce Limited\* (“皮皮易”) at a total consideration of RMB10,000,000 in cash. 皮皮易 provides e-commerce business for labor protection appliance in the PRC.

Note 6: In October 2015, the Group entered into an agreement with Hefei Limi Information Technology Limited\* (“合肥厘米”) to subscribe 15% of its total equity capital at a consideration of RMB8,000,000 in cash. Since the Group has significant influence over the Board of the investee, it is classified as investment in associate and measured in equity method. 合肥厘米 provides B2B e-commerce services in urban and rural areas of the PRC.

### 13 按權益法列賬之投資(續)

#### 於聯營公司之投資(續)

附註1： 慧德控股有限公司(「慧德控股」)於中國從事提供投資管理及項目投資業務。本集團持有其附屬公司慧聰(天津)電子商務有限公司60%權益，而慧聰(天津)電子商務有限公司持有慧德控股20%權益。

附註2： 浙江慧聰投資有限公司(「浙江慧聰」)業務為房地產投資建築及管理。

附註3： 於二零一五年五月，本集團訂立一項協議，以總代價人民幣3,000,000元現金認購北京優碼科技有限公司(「北京優碼」)全部已發行股本之20%。北京優碼於中國提供MRO工業品採購整包服務。

附註4： 於二零一五年四月，本集團與中模(北京)國際品牌管理有限公司(「北京中模」)訂立一項協議，以總代價人民幣10,000,000元現金認購北京中模全部股本之20%。北京中模於中國建築器材租賃業提供電子商貿業務。

附註5： 於二零一五年七月，本集團訂立一項協議，以總代價人民幣10,000,000元現金認購西安皮皮易電子商務有限公司(「皮皮易」)全部已發行股本之30%。皮皮易於中國為勞保用品提供商務業務。

附註6： 於二零一五年十月，本集團與合肥厘米信息科技有限公司(「合肥厘米」)訂立一項協議，以代價人民幣8,000,000元現金認購合肥厘米全部股本之15%。由於本集團對被投資方之董事會具重大影響力，故被歸類為投資於聯營公司並以權益法計算。合肥厘米於中國鄉鎮及農村地區提供B2B電商服務。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 13 INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD (Continued)

#### Investment in associates (Continued)

Note 7: In August 2015, the Group entered into an agreement to subscribe 15% of the total issued share capital of Jiangsu Wu Cheng Gong Ju Information Technology Limited\* (“五城共聚”) at a consideration of RMB5,000,000 in cash. Since the Group has significant influence over the Board of the investee, it is classified as investment in associate and measured in equity method. 五城共聚 provides e-commerce business for chemical industry in the PRC.

Note 8: In July 2015, the Group entered into an agreement to set up an associate company, Yu Yao Huijia E-Commerce Limited (“Yu Yao Huijia”). The Group injected RMB2,000,000 in cash which represents approximately 21.6% of the total issued share capital of Yu Yao Huijia. That company provides e-commerce and property management business in the PRC.

Note 9: In October 2015, Panpass Information Technology Limited, a subsidiary of the Group, together with a number of third parties, established a privately owned limited company, named as “杭州拾貝知識產權服務有限公司” (“杭州拾貝”) in Zhejiang province. The Group own 10% of its total issued share capital of 杭州拾貝, and the total cost of its investment in 杭州拾貝 is RMB500,000. Since the Group has significant influence over the Board of the investee, it is classified as investment in associate and measured in equity method. 杭州拾貝 provides agency services for e-commerce users in the PRC.

All the above associate companies are private company and there are no quoted market price available for their shares. There are no contingent liabilities relating to the Group's interest in the associate.

\* English names are translated for identification purpose only

#### Summarised financial information for associates

Set out below are the summarised financial information for the associates which, in the opinion of director, are material to the Group and are accounted for using the equity method.

### 13 按權益法列賬之投資(續)

#### 於聯營公司之投資(續)

附註7：於二零一五年八月，本集團訂立一項協議，以代價人民幣5,000,000元現金認購江蘇五城共聚網絡科技有限公司(「五城共聚」)全部已發行股本之15%。由於本集團對被投資方之董事會具重大影響力，故被歸類為投資於聯營公司並以權益法計算。五城共聚於中國化工業提供商務業務。

附註8：於二零一五年七月，本集團訂立一項協議，以成立一間聯營公司余姚慧家電子商務有限公司(「余姚慧家」)。本集團注資人民幣2,000,000元現金，佔余姚慧家全部已發行股本約21.6%。余姚慧家於中國提供電子商務及物業管理業務。

附註9：於二零一五年十月，本集團之附屬公司兆信信息技術股份有限公司連同若干第三方於浙江省成立一家私營有限責任公司，名為杭州拾貝知識產權服務有限公司(「杭州拾貝」)。本集團擁有杭州拾貝全部已發行股本之10%，而投資於杭州拾貝之成本總額為人民幣500,000元。由於本集團對被投資方之董事會具重大影響力，故被歸類為投資於聯營公司並以權益法計算。杭州拾貝於中國為電子商務用戶提供代理服務。

以上所有聯營公司均為私人公司，其股份概無可用市場報價。本集團於聯營公司之權益概無或然負債。

#### 聯營公司財務資料概要

下文載列聯營公司按權益法列賬且就董事而言對本集團屬重大之財務資料概要。

## Notes to the Consolidated Financial Statements 合併財務報表附註

### 13 INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD (Continued) 13 按權益法列賬之投資(續)

#### Investment in associates (Continued) Summarised of statement of financial position

#### 於聯營公司之投資(續) 財務狀況表概要

		慧德控股		浙江慧聰		北京中模		皮皮易	
		2015	2014	2015	2014	2015	2014	2015	2014
		二零一五年	二零一四年	二零一五年	二零一四年	二零一五年	二零一四年	二零一五年	二零一四年
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Current:	流動：								
Cash and cash equivalents	現金及現金等值物	414	1,788	55,109	28,301	1,567	-	12,343	-
Other current assets (exclude cash)	其他流動資產(現金除外)	17,645	69,491	367,626	101,009	31,535	-	192	-
Total current assets	總流動資產	18,059	71,279	422,735	129,310	33,102	-	12,535	-
Current liabilities	流動負債	(186)	(158)	(32,995)	-	(19,948)	-	(34)	-
Net current assets	流動資產淨值	17,873	71,121	389,740	129,310	13,154	-	12,501	-
Non-current:	非流動：								
Assets	資產	389,412	104,000	6,327	33	10,730	-	511	-
Liability	負債	(314,000)	(77,481)	(150,000)	-	-	-	-	-
Net assets	資產淨值	93,285	97,640	246,067	129,343	23,884	-	13,012	-

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 13 INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD (Continued)

### 13 按權益法列賬之投資(續)

#### Investment in associates (Continued)

#### Summarised statement of comprehensive income

#### 於聯營公司之投資(續)

#### 綜合收益表概要

		慧德控股		浙江慧聰		北京中模		皮皮易	
		2015	2014	2015	2014	2015	2014	2015	2014
		二零一五年	二零一四年	二零一五年	二零一四年	二零一五年	二零一四年	二零一五年	二零一四年
		RMB'000							
		人民幣千元							
Revenue	銷售收入	-	509	-	-	10,407	-	40	-
(Loss) /profit after tax	除稅後(虧損)/溢利	(4,357)	(2,360)	(3,276)	(657)	1,183	-	(1,988)	-
Other comprehensive loss	其他全面虧損	-	-	-	-	-	-	-	-
Total comprehensive (loss)/income	全面(虧損)/收入總額	(4,357)	(2,360)	(3,276)	(657)	1,183	-	(1,988)	-
Percentage held	所持百分比	12%	12%	29.6%	29.6%	20%	-	30%	-
Share of loss for the year	年內應佔虧損	(523)	(283)	(970)	(194)	237	-	(596)	-

#### Investment in joint ventures

#### 於合營公司之投資

		2015	2014
		二零一五年	二零一四年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
At 1st January	於一月一日	270,840	-
Addition	增加	130,000	270,039
Share of profits	應佔溢利	11,955	801
At 31st December	於十二月三十一日	412,795	270,840

## Notes to the Consolidated Financial Statements 合併財務報表附註

### 13 INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD (Continued)

#### Investment in joint ventures (Continued)

Set out below are joint venture companies of the Group as at 31st December 2015. The joint venture companies as listed below have share capital consisting solely of ordinary shares, which are held directly by the Group; the country of incorporation or registration are also their principal place of business.

Nature of investment in joint ventures as at 31st December 2015:

Name of entity 實體名稱	Place of business/ country of incorporation 營業地點/ 註冊成立之國家	% of effective interest 實際權益 百分比	Nature of the relationship 關係性質	Measurement method 計量方式
重慶神州數碼慧聰小額貸款有限公司 (Chongqing Digital China Huicong Micro-Credit Co., Ltd*.)	PRC 中國	40	Note 1 附註1	Equity 權益
北京神州數碼慧聰信息諮詢有限公司 (Beijing Digital China Huicong Micro-Credit Consulting Co, Ltd*.)	PRC 中國	40	Note 2 附註2	Equity 權益

Note 1: Chongqing Digital China Huicong Micro-Credit Co., Ltd. provides development and operation of the micro-credit internet financing business in the PRC.

Note 2: Beijing Digital China Huicong Micro-Credit Consulting Co., Ltd. provides consulting services for the micro-credit internet financing business in the PRC.

\* English names are translated for identification purpose only.

### 13 按權益法列賬之投資(續)

#### 於合營公司之投資(續)

以下載列本集團於二零一五年十二月三十一日之合營公司。下文所列合營公司之股本中只包括由本集團直接持有之普通股，而註冊或成立之國家亦為其主要營業地點。

於二零一五年十二月三十一日，於合營公司之投資性質：

附註1：重慶神州數碼慧聰小額貸款有限公司於中國從事提供發展及經營小額信貸互聯網金融業務。

附註2：北京神州數碼慧聰信息諮詢有限公司於中國從事提供小額信貸互聯網金融業務諮詢服務。

## Notes to the Consolidated Financial Statements

### 合併財務報表附註

#### 13 INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD (Continued)

##### Investment in joint ventures (Continued)

The Group's share of profit in Chongqing Digital China Huicong Micro-Credit Co., Ltd and its aggregate assets and liabilities are shown below:

		31st December 2015 二零一五年 十二月三十一日 RMB'000 人民幣千元	31st December 2014 二零一四年 十二月三十一日 RMB'000 人民幣千元
Assets	資產	1,423,048	678,367
Liabilities	負債	391,250	1,290
Profit for the year	本年度溢利	29,718	1,893
Share of profits	應佔溢利	11,887	757
Percentage held	所持百分比	40%	40%

The Group's share of profit in Beijing Digital China Huicong Micro-Credit Consulting Co., Ltd and its aggregate assets and liabilities are shown below:

		31st December 2015 二零一五年 十二月三十一日 RMB'000 人民幣千元	31st December 2014 二零一四年 十二月三十一日 RMB'000 人民幣千元
Assets	資產	632	377
Liabilities	負債	253	167
Profit for the year	本年度溢利	170	110
Share of profits	應佔溢利	68	44
Percentage held	所持百分比	40%	40%

#### 13 按權益法列賬之投資(續)

##### 於合營公司之投資(續)

本集團應佔重慶神州數碼慧聰小額貸款有限公司之溢利以及其資產與負債總額載列如下：

本集團應佔北京神州數碼慧聰信息諮詢有限公司之溢利以及其資產與負債總額載列如下：

## Notes to the Consolidated Financial Statements 合併財務報表附註

### 14 BUSINESS COMBINATIONS

#### a. Beijing Huicong Construction Information Consulting Co., Ltd.

On 15th September 2014, the Group has entered into the Exclusive Option Agreement, Equity Pledge Agreement and Powers of Attorney (“Agreements”) with the shareholders of 北京慧聰建設信息諮詢有限公司 (“HC Construction”). The shareholders of HC Construction unconditionally and irrevocably authorises any individual designated by the Group to represent them in exercising all their rights as shareholders of HC Construction including without limitation, to transfer all their equity interests, to determine the consideration for such transfer, to complete all relevant procedures regarding such transfer, to attend general meetings and exercise voting rights, to execute all such relevant documents, agreements and resolutions. In addition, if HC Construction declares any dividend, bonus or adopts any proposal for distribution of profits, such dividends, bonus or economic benefits of all such proposal for distribution shall be delivered to the Group.

In accordance with the Agreements, the Group has acquired the control over HC Construction as the Group has existing rights that give it the current ability to direct the relevant activities, i.e. the activities that significantly affect the HC Construction’s variable returns. The Group is also entitled to substantially all of the operating profits and residual interest generated by HC Construction. Consequently, HC Construction has become a subsidiary of the Group with effect from 15th September 2014. The results and financial position of HC Construction have been included in the consolidated financial statements of the Group from 15th September 2014.

### 14 業務合併

#### a. 北京慧聰建設信息諮詢有限公司

於二零一四年九月十五日，本集團與北京慧聰建設信息諮詢有限公司(「慧聰建設」)之股東訂立獨家購股權協議、股權抵押協議及授權書(「協議」)。慧聰建設之股東無條件及不可撤回地授權本集團指定之任何人士代其行使其作為慧聰建設股東之所有權利，包括但不限於轉讓其所有股權、釐定有關轉讓之代價、完成有關轉讓之所有相關手續、出席股東大會及行使投票權、簽立所有相關文件、協議及決議案。此外，倘慧聰建設宣派任何股息、花紅或就分派溢利採納任何建議，則有關股息、花紅或所有有關分派建議之經濟利益均須交付予本集團。

根據協議，當本集團擁有現時能主導相關業務(即大幅影響慧聰建設可變回報之業務)之既定權利時，本集團取得對慧聰建設之控制權。本公司亦有權享有慧聰建設產生之絕大部分經營溢利及餘下權益。因此，慧聰建設自二零一四年九月十五日起為本集團之附屬公司。慧聰建設之業績及財務狀況已計入本集團自二零一四年九月十五日起之合併財務報表。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 14 BUSINESS COMBINATIONS (Continued)

#### a. Beijing Huicong Construction Information Consulting Co., Ltd. (Continued)

The following table summarises the consideration paid for HC construction, the fair value of assets acquired, liabilities assumed and the non-controlling interest at the acquisition date.

### 14 業務合併(續)

#### a. 北京慧聰建設信息諮詢有限公司(續)

下表概述於收購日期就慧聰建設支付之代價、所收購資產之公平值、所承擔之負債及非控股權益。

		RMB'000 人民幣千元
<b>Consideration:</b>	代價：	
<b>At 15th September 2014</b>	於二零一四年九月十五日	
Cash	現金	-
<b>Total consideration transferred</b>	<b>轉讓代價總額</b>	<b>-</b>
<b>Recognised amounts of identifiable assets acquired and liabilities assumed</b>	<b>所收購可識別資產及所承擔負債之已確認金額</b>	
Cash and cash equivalents	現金及現金等值物	473
Property, plant and equipment (Note 9)	物業、廠房及設備(附註9)	354
Prepayment and other receivables	預付款項及其他應收款項	1,700
Accruals and other payables	應計費用及其他應付款項	(2,489)
<b>Total identifiable net assets</b>	<b>可識別資產淨值總額</b>	<b>38</b>
Non-controlling interest	非控股權益	-
Bargain purchase recognised in consolidated statement of comprehensive income (Note 32)	於合併綜合收益表確認之議價購買(附註32)	(38)

## Notes to the Consolidated Financial Statements 合併財務報表附註

### 14 BUSINESS COMBINATIONS (Continued)

#### b. Beijing Panpass Information Technology Co., Ltd

On 30th September 2014, the Group and certain purchasers have entered into an acquisition agreement with the vendors, pursuant to which the Group subscribed for shares of Beijing Panpass Information Technology Co., Ltd ("Panpass") with an aggregate value of RMB108,814,200. On 8th October 2014, the Group was allocated 16,487,000 shares of Panpass, representing approximately 56% of the issued share capital of Panpass, for a total consideration of RMB108,814,200.

The goodwill of RMB50,314,000 arising from the acquisition is attributable to acquired customer base and economics of scale expected from combining the operations of the Group and Panpass. None of the goodwill recognised is expected to be deductible for income tax purpose.

The following table summarises the consideration paid for Panpass, the fair value of assets acquired, liabilities assumed and the non-controlling interest at the acquisition date.

### 14 業務合併(續)

#### b. 北京兆信信息技術股份有限公司

於二零一四年九月三十日，本集團及若干買方與賣方訂立收購協議，據此，本集團認購北京兆信信息技術股份有限公司（「兆信」）總值人民幣108,814,200元之股份。於二零一四年十月八日，本集團獲配發兆信之16,487,000股股份，相當於兆信已發行股本約56%，總代價為人民幣108,814,200元。

收購產生商譽人民幣50,314,000元乃歸因於所得客戶基礎及合併本集團及兆信業務之預期規模經濟。預期概無已確認商譽須就所得稅扣減。

下表概述於收購日期就兆信支付之代價，所收購資產之公平值、所承擔之負債及非控股權益。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 14 BUSINESS COMBINATIONS (Continued)

### 14 業務合併(續)

#### b. Beijing Panpass Information Technology Co., Ltd (Continued)

#### b. 北京兆信信息技術股份有限公司 (續)

		RMB'000 人民幣千元
<b>Consideration:</b>	代價：	
<b>At 8th October 2014</b>	於二零一四年十月八日	
Cash	現金	108,814
<b>Total consideration transferred</b>	<b>轉讓代價總額</b>	<b>108,814</b>
<b>Recognised amounts of identifiable assets acquired and liabilities assumed</b>	<b>所收購可識別資產及所承擔負債之 已確認金額</b>	
Cash and cash equivalents	現金及現金等值物	22,962
Property, plant and equipment (Note 9)	物業、廠房及設備(附註9)	1,018
Intangible assets – customer relationships (Note 10)	無形資產 – 客戶關係(附註10)	44,900
Intangible assets – patent (Note 10)	無形資產 – 專利(附註10)	11,100
Intangible assets – non-compete agreement (Note 10)	無形資產 – 非競爭協議(附註10)	270
Intangible asset – other (Note 10)	無形資產 – 其他(附註10)	188
Inventories	存貨	1,194
Entrusted loan to former shareholder	委託貸款予前任股東	38,000
Trade and other receivables	應收賬款及其他應收款項	11,922
Trade and other payables	應付賬款及其他應付款項	(7,288)
Borrowings	借貸	(11,675)
Deferred tax assets (Note 29)	遞延稅項資產(附註29)	180
Deferred tax liabilities (Note 29)	遞延稅項負債(附註29)	(8,306)
<b>Total identifiable net assets</b>	<b>可識別資產淨值總額</b>	<b>104,465</b>
Non-controlling interest	非控股權益	(45,965)
Goodwill (Note 10)	商譽(附註10)	50,314
		<b>108,814</b>

## Notes to the Consolidated Financial Statements 合併財務報表附註

### 14 BUSINESS COMBINATIONS (Continued)

#### c. Orange Triangle Inc.

On 3rd July 2015, the Group completed the acquisition of 100% of share capital of Orange Triangle Inc. (“Orange Triangle”) which was satisfied by total consideration of approximately RMB1,307,000,000. The consideration was settled as to 30% of RMB446,795,000 in cash and as to 70% by allotment of 155,684,485 contingent shares at HK\$7 each (“Contingent Share”) subject to adjustment mechanism stipulated in the Sale and Purchase Agreement.

On 3rd July 2015, 北京橙三角科技有限公司 (“Orange Beijing”), a wholly owned subsidiary of Orange Triangle Inc., entered into a series of structured contracts, including Exclusive Technical Services Agreement, Exclusive Licensing Agreement on Intellectual Property; Exclusive Right to Purchase Agreement; Voting Rights Proxy Agreement and Pledge Agreement (together, the as “Structured Contracts”) with the shareholders of 北京知行銳景科技有限公司 (“Beijing Zhixing Ruijing Technology Co., Ltd”). The shareholders of Beijing Zhixing Ruijing unconditionally and irrevocably authorise any individual designated by the Group to represent them in exercising all their rights as shareholders of Beijing Zhixing Ruijing including without limitation, to transfer all their equity interests, to determine the consideration for such transfer, to complete all relevant procedures regarding such transfer, to attend general meetings and exercise voting rights, to execute all such relevant documents, agreements and resolutions. In addition, if Beijing Zhixing Ruijing declares any dividend, bonus or adopts any proposal for distribution of profits, such dividends, bonus or economic benefits of all such proposal for distribution shall be delivered to the Group.

In accordance with the Agreements, the Group has acquired the control over Beijing Zhixing Ruijing as the Group has existing rights that give it the current ability to direct the relevant activities, i.e. the activities that significantly affect the Beijing Zhixing Ruijing’s variable returns. The Group is also entitled to substantially all of the operating profits and residual interest generated by Beijing Zhixing Ruijing. Consequently, Beijing Zhixing Ruijing has become a subsidiary of the Group with effect from 3rd July 2015. The results and financial position of Orange Triangle and Beijing Zhixing Ruijing have been included in the consolidated financial statements of the Group from 3rd July 2015.

### 14 業務合併(續)

#### c. Orange Triangle Inc.

於二零一五年七月三日，本集團已完成收購 Orange Triangle Inc. (「Orange Triangle」) 之全部股本，總代價約人民幣 1,307,000,000 元。30% 代價以現金人民幣 446,795,000 元支付及 70% 以每股 7 港元配發 155,684,485 股或然股份(「或然股份」)(受買賣協議指定之調整機制所限)支付。

於二零一五年七月三日，Orange Triangle Inc. 之全資附屬公司北京橙三角科技有限公司(「橙北京」)與北京知行銳景科技有限公司(「北京知行銳景科技有限公司」)之股東訂立一連串結構性合約，包括獨家技術服務協議、獨家知識產權許可協議、獨家購股權協議、授權委託協議及股權質押協議(統稱「結構性合約」)。北京知行銳景之股東無條件且不可撤回地授權本集團指定之任何人士代其行使作為北京知行銳景股東之所有權利，包括但不限於轉讓其所有股本權益、釐定有關轉讓之代價、完成有關轉讓之所有相關手續、出席股東大會及行使投票權、簽立所有相關文件、協議及決議案。此外，倘北京知行銳景宣派任何股息、花紅或就分派溢利採納任何建議，則有關股息、花紅或所有有關分派建議之經濟利益須交付予本集團。

根據協議，由於本集團擁有賦予其現時能主導相關業務(即重大影響北京知行銳景可變回報之業務)之現有權利，故本集團已取得對北京知行銳景之控制權。本公司亦有權享有北京知行銳景之絕大部分經營溢利及餘下權益。其後，北京知行銳景自二零一五年七月三日起成為本集團之附屬公司。Orange Triangle 及北京知行銳景之業績及財務狀況已計入本集團自二零一五年七月三日起之合併財務報表。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 14 BUSINESS COMBINATIONS (Continued)

#### c. Orange Triangle Inc. (Continued)

The goodwill of RMB980,247,000 arising from the acquisition is attributable the synergies and technical talent and economies of scale expected from combining the operations of the Group and Orange Triangle Inc.. None of the goodwill recognised is expected to be deductible for income tax purpose.

The following table summarises the consideration paid for Orange Triangle, the fair value of assets acquired, liabilities assumed at the acquisition date.

### 14 業務合併(續)

#### c. Orange Triangle Inc.(續)

收購產生商譽人民幣980,247,000元乃歸因於協同協益及投資人才以及合併本集團與Orange Triangle Inc.業務預期產生規模經濟效益。預期概無已確認商譽須就所得稅扣減。

下表概述於收購日期就Orange Triangle支付之代價，所收購資產之公平值、所承擔之負債。

		RMB'000 人民幣千元
<b>Consideration:</b>	<b>代價：</b>	
<b>At 3rd July 2015</b>	<b>於二零一五年七月三日</b>	
Cash	現金	446,795
Contingent shares	或然股份	859,802
Financial assets at fair value through profit and loss	按公平值計入損益之金融資產	(6,600)
<b>Total consideration transferred</b>	<b>轉讓代價總額</b>	<b>1,299,997</b>
<b>Recognised amounts of identifiable assets acquired and liabilities assumed</b>	<b>所收購可識別資產及所承擔負債之已確認金額</b>	
Cash and cash equivalents	現金及現金等值物	7,043
Property, plant and equipment	物業、廠房及設備	5,198
Intangible assets – customer relationships (Note 10)	無形資產 – 客戶關係(附註10)	299,000
Intangible assets – trade name and dominate name (Note 10)	無形資產 – 商品名稱及主要名稱(附註10)	91,958
Intangible assets – database (Note 10)	無形資產 – 數據庫(附註10)	7,600
Intangible assets – other (Note 10)	無形資產 – 其他(附註10)	1,418
Trade and other receivables	應收賬款及其他應收款項	87,903
Trade and other payables	應付賬款及其他應付款項	(40,620)
Borrowings	借貸	(40,000)
Deferred tax liabilities (Note 29)	遞延稅項負債(附註29)	(99,750)
<b>Total identifiable net assets</b>	<b>可識別資產淨值總額</b>	<b>319,750</b>
Goodwill (Note 10)	商譽(附註10)	980,247
		<b>1,299,997</b>

## Notes to the Consolidated Financial Statements 合併財務報表附註

### 14 BUSINESS COMBINATIONS (Continued)

#### c. Orange Triangle Inc. (Continued)

Acquisition-related costs of HK\$3,890,000 have been charged to administrative expenses in the consolidated income statement for the year ended 31 December 2015.

The fair value of the 155,684,485 ordinary shares issued as part of the consideration paid for the vendor (approximately RMB12,283,000) was based on the market price of the Company on 3 July 2015.

The contingent shares are to be released to the Mr. Liu Xiaodong, Mr. Shi Shilin, Mr. Wang Qian and Ms. Yang Ye (together, the "Seller Guarantor") or repurchased by the Company subjected to the performance as set out in the adjustment mechanism stipulated in the sale and purchase agreement. Pursuant to the sale and purchase agreement, each of the Seller Guarantors undertakes that the Orange Triangle shall achieve the "Performance Targets" as follow:

Performance Undertaking Year 履約承諾年度	After-tax profit as set out in the audited results of the Orange Triangle 經審核業績 所載除稅後溢利
First Performance Undertaking Year 首個履約承諾年度	RMB100,000,000 人民幣100,000,000元
Second Performance Undertaking Year 第二個履約承諾年度	RMB130,000,000 人民幣130,000,000元
Third Performance Undertaking Year 第三個履約承諾年度	RMB170,000,000 人民幣170,000,000元

The "Performance Undertaking Period" shall be three years calculated from the first day of the month after completed the acquisition and each "Performance Undertaking Year" shall be each 12-month period during the Performance Undertaking Period.

If the after tax profit as set out in the audited results for the Performance Undertaking Year is equal to or more than the Performance Target as set out in the below adjustment mechanism, the Seller Guarantors will not be required to compensate the Company. The Company and each Seller Guarantor shall jointly instruct the escrow agent, as the case may be, to release the Consideration Shares as agreed and all dividends attached to such consideration shares to the relevant Seller Guarantor according to the relevant percentage.

### 14 業務合併(續)

#### c. Orange Triangle Inc. (續)

3,890,000港元之收購相關成本已於截至二零一五年十二月三十一日止年度之合併收益表計入行政費用。

155,684,485股已發行普通股之公平值按照二零一五年七月三日本公司之市價作為支付予賣方代價一部分(約人民幣12,283,000元)。

在買賣協議指定調整機制所載表現規限下，或然股份將予發放予劉小東先生、施世林先生、王倩先生及楊葉女士(統稱「賣方擔保人」)或由本公司購回。根據買賣協議，各賣方擔保人承諾，Orange Triangle須達致以下「履約目標」：

「履約承諾期間」須為自完成收購月份之首日起計三年，且各履約承諾年度於履約承諾期間應各為12個月。

倘履約承諾年度之經審核業績所載除稅後溢利等於或超過下文調整機制所載之履約目標，則賣方擔保人毋須對本公司作出補償。本公司及各賣方擔保人須共同指示託管代理(視情況而定)根據有關百分比向相關賣方擔保人釋放經協定之代價股份及該等代價股份附帶之全部股息。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 14 BUSINESS COMBINATIONS (Continued)

#### c. Orange Triangle Inc. (Continued)

If the after tax profit as set out in the audited results for the Performance Undertaking Year do not meet the Performance Target, the Company shall inform the Seller Guarantors in writing within 10 days after the dispatch of such audited results and the Company and each Seller Guarantor shall jointly instruct the escrow agent, as the case may be, to release such amount of Consideration Shares and all dividends attached thereto to the relevant Seller Guarantor as set out in the below adjustment mechanism column titled "Total number of Consideration Shares to be released to the Seller Guarantors" or to the Company as set out in the below adjustment mechanism column titled "Total number of Consideration Shares to be repurchased by the Company". The Company shall repurchase such Consideration Shares at a total consideration of RMB1.00 and such Consideration Shares shall be cancelled by the Company thereafter.

### 14 業務合併(續)

#### c. Orange Triangle Inc.(續)

倘履約承諾年度之經審核業績所載除稅後溢利並無達到履約目標，則本公司須於寄發有關經審核業績後10天內書面通知賣方擔保人，而本公司及各賣方擔保人須共同指示託管代理(視情況而定)按下文調整機制標題為「將向賣方擔保人釋放之代價股份總數」一欄所載向有關賣方擔保人，或按下文調整機制標題為「本公司將購回之代價股份總數」一欄所載向本公司釋放該數目之代價股份及其附帶之所有股息。本公司將以總代價人民幣1.00元購回該等代價股份並隨後將其註銷。

		Total number of Consideration Shares to be released to the Seller Guarantors 將向賣方擔保人 釋放之代價 股份總數	Total number of Consideration Shares to be repurchased by the Company 本公司將 購回之代價 股份總數
<b>After-tax profit as set out in the audited results of the Orange Triangle for the First Performance Undertaking Year</b>	<b>Orange Triangle首個履約承諾年度經審核業績所載除稅後溢利</b>		
RMB100,000,000 or above	人民幣100,000,000元或以上	66,726,370	-
Between RMB90,000,000 (inclusive) and RMB100,000,000	介乎人民幣90,000,000元(包括該金額)與人民幣100,000,000元之間	60,371,478	6,354,892
Between RMB80,000,000 (inclusive) and RMB90,000,000	介乎人民幣80,000,000元(包括該金額)與人民幣90,000,000元之間	47,661,693	19,064,677
Between RMB70,000,000 (inclusive) and RMB80,000,000	介乎人民幣70,000,000元(包括該金額)與人民幣80,000,000元之間	28,597,016	38,129,354
Less than RMB70,000,000	低於人民幣70,000,000元	-	66,726,370

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 14 BUSINESS COMBINATIONS (Continued)

#### c. Orange Triangle Inc. (Continued)

		Total number of Consideration Shares to be released to the Seller Guarantors 將向賣方擔保人 釋放之代價 股份總數	Total number of Consideration Shares to be repurchased by the Company 本公司將 購回之代價 股份總數
<b>After-tax profit as set out in the audited results of the Orange Triangle for the Second Performance Undertaking Year</b>	<b>Orange Triangle第二個履約承諾年度經審核業績所載除稅後溢利</b>		
RMB130,000,000 or above	人民幣130,000,000元或以上	44,479,057	—
Between RMB117,000,000 (inclusive) and RMB130,000,000	介乎人民幣117,000,000元(包括該金額)與人民幣130,000,000元之間	40,242,957	4,236,100
Between RMB104,000,000 (inclusive) and RMB117,000,000	介乎人民幣104,000,000元(包括該金額)與人民幣117,000,000元之間	31,770,755	12,708,302
Between RMB91,000,000 (inclusive) and RMB104,000,000	介乎人民幣91,000,000元(包括該金額)與人民幣104,000,000元之間	19,062,453	25,416,604
Less than RMB91,000,000	低於人民幣91,000,000元	—	44,479,057
<b>After-tax profit as set out in the audited results of the Orange Triangle for the Third Performance Undertaking Year</b>	<b>Orange Triangle第三個履約承諾年度經審核業績所載除稅後溢利</b>		
RMB170,000,000 or above	人民幣170,000,000元或以上	44,479,058	—
Between RMB153,000,000 (inclusive) and RMB170,000,000	介乎人民幣153,000,000元(包括該金額)與人民幣170,000,000元之間	40,242,958	4,236,100
Between RMB136,000,000 (inclusive) and RMB153,000,000	介乎人民幣136,000,000元(包括該金額)與人民幣153,000,000元之間	31,770,756	12,708,302
Between RMB119,000,000 (inclusive) and RMB136,000,000	介乎人民幣119,000,000元(包括該金額)與人民幣136,000,000元之間	19,062,454	25,416,604
Less than RMB119,000,000	低於人民幣119,000,000元	—	44,479,058

## Notes to the Consolidated Financial Statements 合併財務報表附註

### 14 BUSINESS COMBINATIONS (Continued)

#### c. Orange Triangle Inc. (Continued)

##### **Buy back mechanism**

In consideration of each of the Seller Guarantors undertake that the Orange Triangle shall achieve the Performance Targets for each Performance Undertaking Year during the Performance Undertaking Period, the Company has absolute discretion to unwind the Sale and Purchase Agreement by serving a written notice within a three-month period following the issuance of the audited accounts of the Orange Triangle for the First Performance Undertaking Year to the other parties to dispose of the Sale Shares to the Seller if the Orange Triangle achieves less than RMB70,000,000 in its after-tax profit as set out in the audited results for the First Performance Undertaking Year.

Upon the serving of the written notice, the obligation of the Company to pay the consideration shall immediately lapse and the parties agree to, and undertake to sign and procure to sign all necessary documents and take all necessary actions to reverse the transactions (to the extent that it has occurred or completed on or prior to the date of termination), including but not limited to refunding all cash consideration by the seller to the Company, the Company and each Seller Guarantor shall jointly instruct the escrow agent, as the case may be, to release all the Consideration Shares and all dividends attached to such Consideration Shares to the Company. The Company shall repurchase such Consideration Shares at a total consideration of RMB1.00 and such Consideration Shares shall be cancelled by the Company thereafter.

During the Performance Undertaking Period, when there is a shortfall in the audited after tax profit as set out in the audited results, the Company shall repurchase the relevant Consideration Shares pursuant to the then repurchase agreement.

### 14 業務合併(續)

#### c. Orange Triangle Inc.(續)

##### **購回機制**

考慮到各賣方擔保人承諾，Orange Triangle將於履約承諾期間達成各履約承諾年度的履約目標，倘Orange Triangle於首個履約承諾年度經審核業績所載之除稅後溢利達致低於人民幣70,000,000元，則於Orange Triangle就首個履約承諾年度發出經審核賬目後三個月期間內，本公司可全權酌情透過向其他訂約方送達書面通知以解除買賣協議，向賣方出售銷售股份。

送達書面通知後，本公司支付代價之責任應立即失效且訂約方同意及承諾，簽署及促使簽署所有必要文件及採取所有必要行動以撤銷交易(須於終止日期或之前發生或完成)，包括但不限於賣方向本公司退回所有現金代價，本公司及各賣方擔保人將共同指示託管代理(視情況而定)向本公司釋放所有代價股份及該等代價股份附帶的所有股息。本公司將以總代價人民幣1.00元購回該等代價股份，而後本公司將會註銷該等代價股份。

於履約承諾期間，倘經審核業績所載經審核除稅後溢利出現差額，則本公司須根據當時之購回協議購回相關代價股份。

## Notes to the Consolidated Financial Statements 合併財務報表附註

### 14 BUSINESS COMBINATIONS (Continued)

#### c. Orange Triangle Inc. (Continued)

##### **Buy back mechanism** (Continued)

As at 3rd July 2015, a financial asset at fair value through profit or loss of approximately RMB6,600,000 in relation to this arrangement was recognised in the consolidated statement of financial position based on the contingent consideration arrangement.

As at 31st December 2015, the fair value of the contingent consideration was approximately RMB5,100,000, the change in the fair value amounted RMB1,500,000 was charged to the consolidated statement of comprehensive income.

The fair value of the contingent consideration arrangement was estimated by applying income approach which considers the probability that Seller Guarantor could complete the performance target and the market prices of the consideration share at the valuation date.

The key unobservable assumptions in calculating this profit are:

Assumption 假設		
Discount rate (pre-tax)	貼現率(除稅前)	19%
Probability to achieve the performance target	達成履約目標之可能性	90%

The revenue, net of amortisation expense of intangible assets, included in the consolidated statement of comprehensive income since 3rd July 2015 contributed by Orange Triangle was RMB190,058,000. Orange Triangle also contributed profit of RMB42,896,000 over the same period.

Had Orange Triangle been consolidated from 1st January 2015, the consolidated statement of comprehensive income would show pro-forma revenue of approximately RMB1,013,620,000 and profit of approximately RMB31,149,000.

### 14 業務合併(續)

#### c. Orange Triangle Inc. (續)

##### **購回機制**(續)

於二零一五年七月三日，有關該安排按公平值計入損益之金融資產約人民幣6,600,000元已根據或然代價安排於財務狀況合併報表確認。

於二零一五年十二月三十一日，或然代價之公平值約為人民幣5,100,000元，公平值之變動人民幣1,500,000元於合併綜合收益表支銷。

或然代價安排之公平值應用收益法估算，其考慮賣方擔保人可完成履約目標之可能性及代價股份於估值日期之市價。

計算該溢利之主要不可觀察假設為：

自二零一五年七月三日起，Orange Triangle貢獻計入合併綜合收益表之銷售收入(扣除無形資產攤銷開支後)為人民幣190,058,000元。Orange Triangle亦於同期貢獻溢利人民幣42,896,000元。

倘Orange Triangle自二零一五年一月一日起計綜合入賬，則合併綜合收益表應呈列備考銷售收入約人民幣1,013,620,000元及溢利約人民幣31,149,000元。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 15 AVAILABLE-FOR-SALE FINANCIAL ASSETS

### 15 可供出售金融資產

		Cogobuy Group (Note 1)	Zamplus (Cayman) Holdings Limited (Note 2)	Inner Mongolia Hohhot Jingu Rural Commercial Bank Limited Company* (Note 3)	Total
		科通芯城 集團 (附註1)	內蒙古呼 和浩特金 谷農村商 業銀行 股份有限 公司 (附註2)	內蒙古呼 和浩特金 谷農村商 業銀行 股份有限 公司 (附註3)	總計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
As at 1st January 2014	於二零一四年一月一日	–	–	–	–
Additions	增加	124,282	30,743	–	155,025
Fair value gain recognised in other comprehensive income	於其他全面收入確認之公平值收益	6,130	13,112	–	19,242
As at 31st December 2014 and 1st January 2015	於二零一四年十二月三十一日及二零一五年一月一日	130,412	43,855	–	174,267
Additions	增加	–	–	57,900	57,900
Fair value gain/(loss) recognised in other comprehensive income	於其他全面收入確認之公平值收益/(損失)	198,725	(11,302)	2,100	189,523
As at 31st December 2015	於二零一五年十二月三十一日	329,137	32,553	60,000	421,690

\* English names are translated for identification propose only.

## Notes to the Consolidated Financial Statements 合併財務報表附註

### 15 AVAILABLE-FOR-SALE FINANCIAL ASSETS

(Continued)

Note 1: In July 2014, the Group subscribed for 38,758,000 ordinary shares of Cogobuy Group for an aggregate amount of US\$20,000,000 (equivalent to approximately RMB124,281,000). Cogobuy Group is a corporation listed on the Main Board of the Stock Exchange of Hong Kong Limited, the investment from the Group represents 2.8% of all issued share capital of Cogobuy Group at the acquisition date.

Note 2: The Group subscribed for 89,286 shares of Zamplus (Cayman) Holdings Limited ("Zamplus") for an aggregate amount of US\$5,000,000 (equivalent to approximately RMB30,743,000). Zamplus is a private company incorporated in the Cayman Islands. Its subsidiaries provide consulting services on online advertisement to the customers. The investment from the Group represents 4.76% of all shares of Zamplus at the acquisition date.

Note 3: In July 2015, the Group subscribed for 19,300,000 shares of 內蒙古呼和浩特金谷農村商業銀行股份有限公司 (Inner Mongolia Hohhot Jingu Rural Commercial Bank Limited Company\*) ("Jingu") for an aggregate amount of RMB57,900,000. Jingu is a joint stock company incorporated in the PRC. The investment from the Group represents 2.49% of the issued shares of Jingu at the acquisition date.

There were no impairment provisions on available-for-sale financial assets made during the year ended 31st December 2015 (2014: Nil).

### 16 DIRECT SELLING COSTS

Upon the receipt of subscription revenue from third party customers, the Group is obliged to pay sales commissions and agency fees to the salespersons and agents. The subscription revenue are initially deferred and recognised in the consolidated statement of comprehensive income in the period during which the services are rendered. Accordingly, the commissions and agency fees, which are directly attributable to earning from such subscription revenue during the service period, are deferred and recognised, in agency cost, employees benefit expense, sales commission and direct expenses of online services, respectively, of the consolidated statement of comprehensive income throughout the same period.

### 15 可供出售金融資產(續)

附註1：於二零一四年七月，本集團認購科通芯城集團38,758,000股普通股，總額為20,000,000美元(相當於約人民幣124,281,000元)。科通芯城集團為一間於香港聯合交易所有限公司主板上市之公司，來自本集團之投資相當於科通芯城集團於收購日期之全部已發行股本2.8%。

附註2：本集團認購 Zamplus (Cayman) Holdings Limited(「Zamplus」)89,286股股份，總額為5,000,000美元(相當於約人民幣30,743,000元)。Zamplus為一間於開曼群島註冊成立之私人公司。其附屬公司就線上廣告向客戶提供諮詢服務。來自本集團之投資相當於Zamplus於收購日期之全部股份4.76%。

附註3：於二零一五年七月，本集團認購內蒙古呼和浩特金谷農村商業銀行股份有限公司(「金谷」)19,300,000股股份，總額為人民幣57,900,000元。金谷為一間於中國註冊成立之合股公司。來自本集團之投資相當於金谷於收購日期之已發行股份2.49%。

截至二零一五年十二月三十一日止年度，概無就可供出售金融資產計提減值撥備(二零一四年：無)。

### 16 直接銷售成本

自收訖第三方客戶之訂購收入起，本集團即有責任向銷售員及代理支付銷售佣金及代理費用。訂購收入初步為遞延並於提供服務期間在合併綜合收益表確認。因此，於服務期間賺取訂購收入而直接產生之佣金及代理費用為遞延並於同期在合併綜合收益表分別確認為代理開支、僱員福利開支、銷售佣金及線上服務之直接費用。

## Notes to the Consolidated Financial Statements

### 合併財務報表附註

#### 17 FINANCE LEASE RECEIVABLE

Certain equipment have been leased out through finance leases entered into by the Group. These leases have remaining terms within one to three year. Finance lease receivables comprised of the following:

#### 17 應收融資租賃款項

若干設備已通過由本集團訂立之融資租賃出租。該等租賃之餘下租期通常於一至三年之內。融資租賃應收款項包括以下部分：

		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
<b>Non-current receivables</b>	<b>非即期應收款項</b>		
Finance leases – gross receivables	融資租賃－應收款項總額	26,880	–
Unearned finance income	未賺取之融資收入	(2,880)	–
		24,000	–
<b>Current receivables</b>	<b>即期應收款項</b>		
Finance leases – gross receivables	融資租賃－應收款項總額	73,478	–
Unearned finance income	未賺取之融資收入	(4,632)	–
		68,846	–
Total finance leases receivables	融資租賃應收款項總額	92,846	–
<b>Gross receivables from finance leases:</b>	<b>來自融資租賃之應收款項總額：</b>		
– No later than 1 year	– 不遲於一年	73,478	–
– Later than 1 year and no later than 5 years	– 遲於一年但不遲於五年	26,880	–
		100,358	–
Unearned future finance income on finance leases	融資租賃未賺取之未來融資收入	(7,512)	–
<b>Net investment in finance leases</b>	<b>於融資租賃之投資淨值</b>	92,846	–
The net investment in finance leases may be analysed as follows:	融資租賃之投資淨值可按以下年期分析：		
– No later than 1 year	– 不遲於一年	68,846	–
– Later than 1 year and no later than 5 years	– 遲於一年但不遲於五年	24,000	–
Total	總計	92,846	–

## Notes to the Consolidated Financial Statements

### 合併財務報表附註

#### 18 INVENTORIES

		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
Raw materials	原材料	3,073	520

The cost of inventories recognised as expense and included in 'cost of revenue' amounted to RMB25,104,000 (31st December 2014: RMB7,904,000).

確認為開支並計入「銷售成本」之庫存成本金額為人民幣25,104,000元(二零一四年十二月三十一日：人民幣7,904,000元)。

#### 19 CASH AND CASH EQUIVALENTS

		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
Cash at bank and on hand	銀行現金及庫存現金	690,051	384,311
Fixed deposits	定期存款	100,650	937,678
		<b>790,701</b>	1,321,989
Denominated in:	以下列貨幣計值：		
Hong Kong Dollars	港元	28,273	16,945
Renminbi	人民幣	757,366	1,304,031
US dollars	美元	5,062	1,013
		<b>790,701</b>	1,321,989

The fixed deposits were highly liquid with original maturities of three months or less. As at 31st December 2015, cash and cash equivalents of approximately RMB748,754,000 (2014: RMB693,745,000) of the Group were denominated in Renminbi and deposited with banks in the PRC. The conversion of the Renminbi denominated balance into foreign currencies is subject to the rules and regulations of foreign exchange control promulgated by the PRC government.

定期存款具高流動性，原到期日為三個月或以內。於二零一五年十二月三十一日，本集團以人民幣計值且存入中國國內銀行之現金及現金等值物約為人民幣748,754,000元(二零一四年：人民幣693,745,000元)。將此等以人民幣計值之結餘款項兌換為外幣須受中國政府頒佈之外匯管制規則及規例所規限。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 20 SHARE CAPITAL

### 20 股本

		Number of ordinary shares 普通股數目	Par value 面值 RMB'000 人民幣千元
At 1st January 2014	於二零一四年一月一日	659,579,618	65,865
Exercise of share options	行使購股權	7,587,000	600
At 31st December 2014	於二零一四年十二月三十一日	667,166,618	66,465
Issuance of new shares	發行新股份	74,540,000	6,134
Issuance of shares for acquisition (Note 14(c))	發行收購股份(附註14(c))	155,684,485	12,283
Exercise of share options	行使購股權	2,555,000	208
At 31st December 2015	於二零一五年十二月三十一日	899,946,103	85,090

The total authorised number of ordinary shares is 2,000,000,000 shares (2014: 1,000,000,000 shares) with a par value of HK\$0.1 per share (2014: HK\$0.1 per share). All issued shares are fully paid.

The Company issued 155,684,485 shares on 3rd July 2015 to the Mr. Liu Xiaodong, Mr. Shi Shilin, Mr. Wang Qian and Ms. Yang Ye (together, the "Seller Guarantor") as part of the purchase consideration for acquisition of 100% of share capital of Orange Triangle Inc. ("Orange Triangle"). The ordinary shares issued have the same rights as the other shares in issue. The fair value of the shares issued amounted to RMB859,802,000 (HK\$7 per share) on the issuance date.

The Company also issued 74,540,000 shares on 20th November 2015 via share placement. The ordinary shares issued have the same rights as the other shares in issue. The fair value of the shares issued amounted to RMB222,432,000 (HK\$3.82 per shares) on the issuance date.

法定普通股總數為2,000,000,000股(二零一四年：1,000,000,000股)每股面值0.1港元(二零一四年：每股0.1港元)之股份。所有已發行股份均已繳足。

本公司於二零一五年七月三日向劉小東先生、施世林先生、王倩先生及楊葉女士(統稱「賣方擔保人」)發行155,684,485股股份，作為收購Orange Triangle Inc. (「Orange Triangle」)全部股本之購買代價一部分。已發行之普通股附帶與其他已發行股份相同之權利。已發行股份於發行日期之公平值為人民幣859,802,000元(每股7港元)。

本公司亦於二零一五年十一月二十日透過股份配售發行74,540,000股股份。已發行之普通股附帶與其他已發行股份相同之權利。已發行股份於發行日期之公平值為人民幣222,432,000元(每股3.82港元)。

## Notes to the Consolidated Financial Statements 合併財務報表附註

### 20 SHARE CAPITAL (Continued)

#### Share options

During the year ended 31st December 2006, a total of 10,000,000 share options were granted to one executive Director and certain employees pursuant to the Share Option Scheme, of which 2,460,000, 2,908,000, 346,000, 644,000, 274,000 and 134,000 share options were lapsed during the year ended 31st December 2007, 2008, 2009, 2010, 2011 and 2012 respectively. During the year ended 31st December 2012, 2013, 2014 and 2015, 366,000, 1,024,000, 316,000 and 70,000 share options were exercised. The grantees can exercise 100% of these options at an exercise price of HK\$1.49 per share in ten years period starting from the expiry of twelve months from the date of the granting of options, being 23rd June 2006.

During the year ended 31st December 2007, a total of 23,000,000 share options were granted to two executive Directors and certain employees pursuant to Share Option Scheme, of which 10,267,000, 1,035,000, 2,403,000, and 668,000 share options were lapsed during the year ended 31st December 2008, 2009, 2010, and 2011 respectively. During the year ended 31st December 2012, 2013, 2014 and 2015, 1,376,000, 1,621,000, 995,000 and 677,000 share options were exercised. The grantees can exercise these options at an exercise price of HK\$1.24 per share in ten years period starting from the expiry of twelve months from the date of the granting of options, being 11th July 2007. Commencing from the first and second anniversaries of the Offer Date, the relevant grantee may exercise options up to 50% and 100% respectively.

### 20 股本(續)

#### 購股權

於截至二零零六年十二月三十一日止年度，根據購股權計劃，合共10,000,000份購股權已授予一名執行董事及部分員工，而其中2,460,000份、2,908,000份、346,000份、644,000份、274,000份及134,000份購股權已分別於截至二零零七年、二零零八年、二零零九年、二零一零年、二零一一年及二零一二年十二月三十一日止年度內失效。於截至二零一二年、二零一三年、二零一四年及二零一五年十二月三十一日止年度，已分別行使366,000份、1,024,000份、316,000份及70,000份購股權。承授人可於購股權授出日期(即二零零六年六月二十三日)後十二個月屆滿開始之十年內，以每股1.49港元之行使價行使該等購股權。

於截至二零零七年十二月三十一日止年度，根據購股權計劃，合共23,000,000份購股權已授予兩名執行董事及部分員工，而其中10,267,000份、1,035,000份、2,403,000份及668,000份購股權已分別於截至二零零八年、二零零九年、二零一零年及二零一一年十二月三十一日止年度內失效。於截至二零一二年、二零一三年、二零一四年及二零一五年十二月三十一日止年度，已分別行使1,376,000份、1,621,000份、995,000份及677,000份購股權。承授人可於購股權授出日期(即二零零七年七月十一日)起計十二個月屆滿開始之十年內，以每股1.24港元之行使價行使該等購股權。從授出日期之第一及第二週年，有關承授人最多可分別行使50%及100%之購股權。

## Notes to the Consolidated Financial Statements 合併財務報表附註

### 20 SHARE CAPITAL (Continued)

#### Share options (Continued)

During the year ended 31st December 2008, a total of 14,600,000 share options were granted to one executive director and certain employees pursuant to Share Option Scheme, of which 500,000, 1,180,000 and 120,000 share options were lapsed during the year ended 31st December 2009, 2010 and 2011 respectively. During the year ended 31st December 2010, 2011, 2012, 2013, 2014 and 2015, 700,000, 2,300,000, 2,600,000, 3,000,000, 1,200,000 and 100,000 share options were exercised. The grantees can exercise these options at an exercise price of HK\$0.604 per share in ten years period starting from the expiry of twelve months from the date of the granting of options, being 29th September 2008. Commencing from the first anniversary of the Offer Date, the relevant grantee may exercise options 100%.

During the year ended 31st December 2010, a total of 33,800,000 share options were granted to one executive Director and certain employees pursuant to Share Option Scheme, of which 700,000, 400,000 and 800,000 share options were lapsed during the year ended 31st December 2010, 2011 and 2012 respectively. During the year ended 31st December 2011, 2012, 2013, 2014 and 2015, 1,000,000, 5,550,000, 9,482,000, 3,650,000 and 1,630,000 share options were exercised. The granters can exercise these options at an exercise price of HK\$0.82 per share in ten years period starting from the expiry of twelve months from the date of the granting of options, being 7th April 2010. Commencing from the first and second anniversaries of the date of grant, the relevant grantee may exercise options up to 50% and 100% respectively.

### 20 股本(續)

#### 購股權(續)

於截至二零零八年十二月三十一日止年度，根據購股權計劃，合共14,600,000份購股權已授予一名執行董事及部分員工，而其中500,000份、1,180,000份及120,000份購股權已分別於截至二零零九年、二零一零年及二零一一年十二月三十一日止年度內失效。於截至二零一零年、二零一一年、二零一二年、二零一三年、二零一四年及二零一五年十二月三十一日止年度，已分別行使700,000份、2,300,000份、2,600,000份、3,000,000份、1,200,000份及100,000份購股權。承授人可於購股權授出日期(即二零零八年九月二十九日)起計十二個月屆滿開始之十年內，以每股0.604港元之行使價行使該等購股權。從授出日期之第一週年，有關承授人可行使全部購股權。

於截至二零一零年十二月三十一日止年度，根據購股權計劃，合共33,800,000份購股權已授予一名執行董事及部分員工，而其中700,000份、400,000份及800,000份購股權已分別於截至二零一零年、二零一一年及二零一二年十二月三十一日止年度內失效。於截至二零一一年、二零一二年、二零一三年、二零一四年及二零一五年十二月三十一日止年度，已分別行使1,000,000份、5,550,000份及9,482,000份、3,650,000份及1,630,000份購股權。承授人可於購股權授出日期(即二零一零年四月七日)起計十二個月屆滿開始之十年內，以每股0.82港元之行使價行使該等購股權。從授出日期之第一及第二週年，有關承授人最多可分別行使50%及100%之購股權。

## Notes to the Consolidated Financial Statements 合併財務報表附註

### 20 SHARE CAPITAL (Continued)

#### Share options (Continued)

During the year ended 31st December 2011, a total of 3,000,000 share options were granted to certain employees pursuant to share option scheme, of which 100,000, 100,000 and 50,000 share options were lapsed during the year ended 31st December 2011, 2012 and 2013. During the year ended 31st December 2012, 2013, 2014 and 2015, 800,000, 1,670,000, 30,000 and 50,000 share options were exercised. The granters can exercise these options at an exercise price of HK\$1.108 per share in ten years period starting from the expiry of twelve months from the date of the granting of options, being 28th March 2011. Commencing from the first and second anniversaries of the date of grant, the relevant grantee may exercise options up to 50% and 100% respectively.

On 3rd April 2013, a total of 1,500,000 share options were granted to an employee pursuant to share option scheme. The grantee can exercise these options at an exercise price of HK\$4.402 per share in ten years period starting from the expiry of twelve months from the date of the granting of options, being 3rd April 2013. Commencing from the first anniversaries of the date of grant, the relevant grantees may exercise options up to 10% and gradually up to 100% at the fifth anniversary of the date of grant. During the years ended 31st December 2014 and 2015, no share options were exercised.

On 18th November 2013, a total of 10,000,000 share options were granted to certain employees pursuant to share option scheme. During the year ended 31st December 2015, 28,000 share options were exercised. The grantee can exercise these options at an exercise price of HK\$9.84 per share in ten years period starting from the expiry of twelve months from the date of the granting of options, being 18th November 2013. Commencing from the first anniversaries of the date of grant, the relevant grantees may exercise options up to 10% and gradually up to 100% at the fifth anniversary of the date of grant. During the year ended 31st December 2015, 28,000 share options were exercised.

### 20 股本(續)

#### 購股權(續)

於截至二零一一年十二月三十一日止年度，根據購股權計劃，合共3,000,000份購股權已授予部分員工，而其中100,000份、100,000份及50,000份購股權已於截至二零一一年、二零一二年及二零一三年十二月三十一日止年度內失效。於截至二零一二年、二零一三年、二零一四年及二零一五年十二月三十一日止年度，已行使800,000份、1,670,000份、30,000份及50,000購股權。承授人可於購股權授出日期(即二零一一年三月二十八日)起計十二個月屆滿開始之十年內，以每股1.108港元之行使價行使該等購股權。從授出日期之第一及第二週年起，有關承授人可最多分別行使50%及100%之購股權。

於二零一三年四月三日，根據購股權計劃，合共1,500,000份購股權已授予一名員工。承授人可於購股權授出日期(即二零一三年四月三日)起計十二個月屆滿開始之十年內，以每股4.402港元之行使價行使該等購股權。從授出日期之第一週年起，有關承授人可行使最多10%及由授出日期之第五週年起可逐步行使100%之購股權。概無購股權於截至二零一四年及二零一五年十二月三十一日止年度內獲行使。

於二零一三年十一月十八日，根據購股權計劃，合共10,000,000份購股權已授予部分員工。於截至二零一五年十二月三十一日止年度，已行使28,000份購股權。承授人可於購股權授出日期(即二零一三年十一月十八日)起計十二個月屆滿開始之十年內，以每股9.84港元之行使價行使該等購股權。從授出日期之第一週年起有關承授人可行使最多10%及由授出日期之第五週年起可逐步行使100%之購股權。於截至二零一五年十二月三十一日止年度，28,000份購股權已獲行使。

## Notes to the Consolidated Financial Statements 合併財務報表附註

### 20 SHARE CAPITAL (Continued)

#### Share options (Continued)

The assumptions for valuation of fair value of share options are as follows:

		23rd June 2006 二零零六年 六月二十三日	11th July 2007 二零零七年 七月十一日	29th September 2008 二零零八年 九月二十九日	7th April 2010 二零一零年 四月七日	28th March 2011 二零一一年 三月二十八日	3rd April 2013 二零一三年 四月三日	18th November 2013 二零一三年 十一月十八日
Exercise price (in HK dollar)	行使價(港元)	1.49	1.24	0.604	0.82	1.108	4.402	9.84
Fair value of the options (in RMB)	購股權公平值(人民幣)	3,919,000	9,390,000	2,756,000	12,527,000	1,377,000	3,754,000	50,125,000
Risk free interest rate (in %)	無風險利率(%)	4.911	4.757	3.133	2.865	2.820	1.111	1.915
Expected life (in years)	預計年期(年)	3.2-5.5	2.4-6.2	3.8-4.8	3.4-5.9	3.8-4.9	9.1-9.6	4.7-7.9
Volatility (in %)	波動(%)	34.8	49	72.2	79.8	77.4	75	71.5
Expected dividend per share (cents)	預期每股股息(分)	-	-	-	-	-	-	-

At the working date before options were granted, 22nd June 2006, 10th July 2007, 26th September 2008, 6th April 2010, 25th March 2011, 2nd April 2013 and 15th November 2013, the market value per share was HK\$1.45, HK\$1.24, HK\$0.55, HK\$0.82, HK\$1.1, HK\$4.3 and HK\$9.23 respectively.

### 20 股本(續)

#### 購股權(續)

評估購股權公平值所用之假設如下：

於購股權獲授出前之工作日，二零零六年六月二十二日、二零零七年七月十日、二零零八年九月二十六日、二零一零年四月六日、二零一一年三月二十五日、二零一三年四月二日及二零一三年十一月十五日，每股市值分別為1.45港元、1.24港元、0.55港元、0.82港元、1.1港元、4.3港元及9.23港元。

## Notes to the Consolidated Financial Statements 合併財務報表附註

### 20 SHARE CAPITAL (Continued)

#### Share options (Continued)

Movements in the number of share options outstanding and their exercise prices are as follows:

##### (i) Share Option Scheme

Expiry date 到期日	2015 二零一五年		2014 二零一四年	
	Exercise price in HK\$ per share 每股港元行使價	Share options 購股權	Exercise price in HK\$ per share 每股港元行使價	Share Options 購股權
At 1st January 於一月一日	2.40	–	2.40	1,396,000
	1.49	1,528,000	1.49	1,844,000
	1.24	4,375,000	1.24	5,370,000
	0.604	3,000,000	0.604	4,200,000
	0.82	12,218,000	0.82	15,868,000
	1.108	250,000	1.108	280,000
	4.402	1,500,000	4.402	1,500,000
	9.84	10,000,000	9.84	10,000,000
Granted 已授出	2.40	–	2.40	–
	1.49	–	1.49	–
	1.24	–	1.24	–
	0.604	–	0.604	–
	0.82	–	0.82	–
	1.108	–	1.108	–
	4.402	–	4.402	–
	9.84	–	9.84	–
Lapsed and exercised 已失效及行使	2.40	–	2.40	(1,396,000)
	1.49	(70,000)	1.49	(316,000)
	1.24	(677,000)	1.24	(995,000)
	0.604	(100,000)	0.604	(1,200,000)
	0.82	(1,630,000)	0.82	(3,650,000)
	1.108	(50,000)	1.108	(30,000)
	4.402	–	4.402	–
	9.84	(28,000)	9.84	–

### 20 股本(續)

#### 購股權(續)

未行使購股權數目及行使價之變動如下：

##### (i) 購股權計劃

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 20 SHARE CAPITAL (Continued)

#### Share options (Continued)

##### (i) Share Option Scheme (Continued)

Expiry date 到期日	2015 二零一五年		2014 二零一四年	
	Exercise price in HK\$ per share 每股港元行使價	Share options 購股權	Exercise price in HK\$ per share 每股港元行使價	Share Options 購股權
At 31st December 於十二月三十一日				
18th February 2014 二零一四年二月十八日	2.40	–	2.40	–
23rd June 2016 二零一六年六月二十三日	1.49	1,458,000	1.49	1,528,000
11th July 2017 二零一七年七月十一日	1.24	3,698,000	1.24	4,375,000
29th September 2018 二零一八年九月二十九日	0.604	2,900,000	0.604	3,000,000
7th April 2020 二零二零年四月七日	0.82	10,588,000	0.82	12,218,000
27th March 2021 二零二一年三月二十七日	1.108	200,000	1.108	250,000
3rd April 2023 二零二三年四月三日	4.402	1,500,000	4.402	1,500,000
18th November 2023 二零二三年十一月十八日	9.84	9,972,000	9.84	10,000,000

#### Share Award Scheme

On 23rd November 2011 and pursuant to the Share Award Scheme, the Board resolved to grant an aggregate of 24,181,000 shares to 72 selected employees (including an executive director of the Company).

On 14th June 2012, the Board resolved to grant Lee Wee Ong, an executive director of the Company, 3,000,000 shares, subjected to a vesting period of 36 months.

On 20th August 2012, the shareholders resolved to grant Guo Jiang, an executive director of the Company, 16,700,000 shares, subjected to a vesting period of 72 months.

As at 31st December 2015, 45,566,000 shares (31st December 2014: 45,566,000 shares) had been purchased by the trustee as awarded shares pursuant to the terms of the Share Award Scheme. The awarded shares will be held by the trustee in accordance with the rules of the Share Award Scheme and the relevant trust period.

The awarded shares are subject to vesting periods from 6 months to 72 months.

#### 購股權(續)

##### (i) 購股權計劃(續)

#### 股份獎勵計劃

於二零一一年十一月二十三日，根據股份獎勵計劃，董事會決議向72位經甄選僱員(包括本公司一名執行董事)授予合共24,181,000股股份。

於二零一二年六月十四日，董事會決議向本公司執行董事Lee Wee Ong授予3,000,000股股份，歸屬期為36個月。

於二零一二年八月二十日，股東決議向本公司執行董事郭江授予16,700,000股股份，歸屬期為72個月。

截至二零一五年十二月三十一日，45,566,000股股份獲受託人根據股份獎勵計劃之條款購買(二零一四年十二月三十一日：45,566,000股)股份作為獎勵股份。該等獎勵股份將由受託人根據股份獎勵計劃規則及於相關受託期間持有。

該等獎勵股份之歸屬期為6個月至72個月。

## Notes to the Consolidated Financial Statements 合併財務報表附註

### 20 SHARE CAPITAL (Continued)

#### Share Award Scheme (Continued)

The following table represents the movements for number of shares under the Share Award Scheme for the year ended 31st December 2015.

		Number of shares 股份數目
At 1st January 2014	於二零一四年一月一日	34,749,335
Shares purchased from the market	於市場已購買股份	2,992,000
Shares vested during the year	本年度已歸屬股份	(6,305,936)
<hr/>		
At 31st December 2014	於二零一四年十二月三十一日	31,435,399
<hr/>		
At 1st January 2015	於二零一五年一月一日	31,435,399
Shares vested during the year	本年度已歸屬股份	(9,558,024)
<hr/>		
At 31st December 2015	於二零一五年十二月三十一日	21,877,375

The following is a summary of the shares granted, vested and lapsed during the year since the set up of the Share Award Scheme:

#### 股份獎勵計劃(續)

下表列示股份獎勵計劃於截至二零一五年十二月三十一日止年度股份數目變動情況。

以下為股份獎勵計劃設立之年內已授出、歸屬及失效之股份概要：

		Number of shares (in thousand unit) 股份數目(千股)	
		2015 二零一五年	2014 二零一四年
At 1st January	於一月一日	32,750	36,056
Granted during the year	本年度已授出	-	3,000
Shares vested	歸屬股份	(9,558)	(6,306)
<hr/>			
Allocated but not vested	已分配但未歸屬	23,192	32,750

The Group has adopted the requirements under HKFRS 2 to account for the equity compensation expenses of the shares granted at the date of grant at fair value.

本集團已採納香港財務報告準則第2號之規定，於授出日期按公平值將已授出股份之權益補償費用入賬。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 21 OTHER RESERVES

### 21 其他儲備

		Share premium	Convertible bond reserve	Other reserve	Merger reserve	Share-based compensation reserves	Share redemption reserve	Exchange reserve	Available-for-sale reserve	Shares held for share reward scheme	Total
		股份溢價	可換股債券儲備	其他儲備	合併儲備	以股份為基礎之補償儲備	股份贖回儲備	匯兌儲備	可供出售儲備	股份獎勵計劃所持股份	合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1st January 2014	於二零一四年一月一日	633,269	-	(17,493)	109,817	60,797	496	(12,833)	-	(107,814)	666,239
Share based compensation – value of employee services	以股份支付之補償 – 僱員服務價值	-	-	-	-	29,912	-	-	-	-	29,912
Convertible Bond – equity component	可換股債券 – 權益部分	-	50,858	-	-	-	-	-	-	-	50,858
Exercise of share options	行使購股權	6,353	-	-	-	-	-	-	-	-	6,353
Currency translation difference	貨幣匯兌差異	-	-	-	-	-	-	2,355	-	-	2,355
Shares purchased under share award scheme	根據股份獎勵計劃買入之股份	-	-	-	-	-	-	-	-	(30,848)	(30,848)
Vesting of awarded shares	歸屬獎勵股份	1,198	-	-	-	(8,908)	-	-	-	7,710	-
Fair value gain on available-for-sale financial assets, net of deferred tax (Notes 15 & 29)	可供出售金融資產公平值收益，扣除遞延稅(附註15及29)	-	-	-	-	-	-	-	16,067	-	16,067
Changes in ownership interest in subsidiaries without change of control (Note 22)	不導致失去控制權之於附屬公司擁有權益變動(附註22)	-	-	72	-	-	-	-	-	-	72
At 31st December 2014	於二零一四年十二月三十一日	640,820	50,858	(17,421)	109,817	81,801	496	(10,478)	16,067	(130,952)	741,008
At 1st January 2015	於二零一五年一月一日	640,820	50,858	(17,421)	109,817	81,801	496	(10,478)	16,067	(130,952)	741,008
Share based compensation – value of employee services	以股份支付之補償 – 僱員服務價值	-	-	-	-	29,231	-	-	-	-	29,231
Exercise of share options	行使購股權	1,951	-	-	-	-	-	-	-	-	1,951
Issuance of new shares	發行新股	1,063,819	-	-	-	-	-	-	-	-	1,063,819
Currency translation difference	貨幣匯兌差異	-	-	-	-	-	-	(17,808)	-	-	(17,808)
Vesting of awarded shares	歸屬獎勵股份	2,780	-	-	-	(17,124)	-	-	-	14,344	-
Fair value gain on available-for-sale financial assets, net of deferred tax (Notes 15 & 29)	可供出售金融資產公平值收益，扣除遞延稅(附註15及29)	-	-	-	-	-	-	-	158,283	-	158,283
At 31st December 2015	於二零一五年十二月三十一日	1,709,370	50,858	(17,421)	109,817	93,908	496	(28,286)	174,350	(116,608)	1,976,484

## Notes to the Consolidated Financial Statements 合併財務報表附註

### 21 OTHER RESERVES (Continued)

In accordance with the relevant PRC regulations applicable to wholly foreign owned enterprises, the PRC subsidiaries are required to appropriate to reserve fund an amount of not less than 10% of the profit after income tax, calculated based on the PRC accounting standards. Should the accumulated total of this reserve fund reach 50% of the registered capital of the PRC subsidiaries, the subsidiaries will not be required to make any further appropriation. The reserve fund can only be used, upon approval by the shareholders' meeting or similar authorities, to offset accumulated losses or increase capital.

During the year ended 31st December 2015, retained earnings amounted approximately RMB17,473,000 (2014: RMB 22,716,000) had been transferred to the statutory reserves. As at 31st December 2015, retained earnings comprise statutory reserve fund amounting to RMB63,916,000 (2014: RMB46,443,000).

### 22 CHANGES IN OWNERSHIP INTERESTS IN SUBSIDIARIES WITHOUT CHANGE OF CONTROL

On 24th February 2014, a new shareholder injected capital amounting to RMB170,000 into 佛山市慧從匯電子商務有限公司, a non-wholly-owned controlling subsidiary of the Group. The new shareholder subscribes 10% of the equity interest. After this transaction, the equity interest in 佛山市慧從匯電子商務有限公司 was diluted from 59% to 53.1%.

The carrying amount of the non-controlling interest disposed and consideration paid in excess of carrying value recognised within equity as a result of the transaction with non-controlling interest were as follows:

		2014 二零一四年 RMB'000 人民幣千元
Carrying amount of non-controlling interests disposed	所出售非控股權益之賬面值	98
Consideration received from the non-controlling interests	已收非控股權益代價	(170)
<hr/>		
Consideration received in excess of carrying value recognised within equity	於權益內確認超出賬面值之已收代價	(72)

### 21 其他儲備(續)

根據適用於外商獨資企業之相關中國法規，中國附屬公司須按照中國會計準則算法撥出不少於除所得稅後溢利10%至儲備金。倘此儲備金累計總額達致中國附屬公司之註冊資本50%，則附屬公司將毋須作出任何進一步撥資。於獲得股東大會或同類權力機關的批准後，該儲備金僅可用作抵銷累計虧損或增資。

截至二零一五年十二月三十一日止年度，留存收益為數約人民幣17,473,000元(二零一四年：人民幣22,716,000元)已轉撥至法定儲備。於二零一五年十二月三十一日，留存收益包括法定儲備金人民幣63,916,000元(二零一四年：人民幣46,443,000元)。

### 22 不導致失去控制權之附屬公司擁有權權益變動

於二零一四年二月二十四日，一名新股東向本集團非全資控股附屬公司佛山市慧從匯電子商務有限公司注資人民幣170,000元。新股東認購10%股本權益。此交易後，於佛山市慧從匯電子商務有限公司之股本權益已自59%攤薄至53.1%。

由於與非控股股東進行交易，所出售非控股權益及已付代價之賬面值超出在權益內確認之賬面值載列如下：

## Notes to the Consolidated Financial Statements

### 合併財務報表附註

#### 23 FINANCE LEASE OBLIGATION

#### 23 融資租賃負債

		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
Finance lease obligations	融資租賃負債		
Non-current	非流動	249	979
Current	流動	734	1,175
<b>Total finance lease obligation</b>	<b>融資租賃責任總額</b>	<b>983</b>	<b>2,154</b>
Gross finance lease obligations – minimum lease payments	總融資租賃負債—最低租賃付款		
No later than 1 year	不遲於一年	833	1,432
Later than 1 year and no later than 5 years	遲於一年但不遲於五年	263	1,096
Future finance charges on finance leases	融資租賃之未來融資支出	(113)	(374)
<b>Present value of finance lease obligations</b>	<b>融資租賃負債現值</b>	<b>983</b>	<b>2,154</b>
The present value of finance lease obligations is as follows:	融資租賃負債現值如下：		
No later than 1 year	不遲於一年	734	1,175
Later than 1 year and no later than 5 years	遲於一年但不遲於五年	249	979
		<b>983</b>	<b>2,154</b>

The fair values of the finance lease obligations equal their carrying amounts. The carrying amounts of the finance lease obligation are denominated in RMB. The effective interest rates for the finance lease obligations ranging from 1.28% to 1.49% per month.

融資租賃負債之公平值與其賬面值相等。融資租賃負債之賬面值以人民幣計值。融資租賃負債之每月實際利率介乎1.28厘至1.49厘。

## Notes to the Consolidated Financial Statements

### 合併財務報表附註

#### 24 RECEIPT IN ADVANCE

#### 24 預收款項

		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
Non-current	非流動	53,237	519,532
Current	流動	1,088,866	—
		<b>1,142,103</b>	519,532

The amount represents deposits received from independent third parties on the presale of properties in the O2O business exhibition centre under development.

此金額為收取有關開發中O2O商業展覽中心預售物業之按金。

#### 25 DEFERRED GOVERNMENT GRANTS

#### 25 遞延政府補助

		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
Non-Current	非流動	195,048	206,300
Current	流動	7,898	—
		<b>202,946</b>	206,300

As at 31st December 2015, the deferred government grants represent government grants received.

遞延政府補助指於二零一五年十二月三十一日已收取之政府補助。

The grants are to subsidise the Group for the rental discount that the Group will provide to the prospective tenants of the O2O business exhibition centre in Shunde of Guangzhou, and to subsidise the Group to purchase fixed assets for the Group's expansion.

本集團將向廣州順德之O2O商業展覽中心之準租戶提供租金折扣，而該補助乃用以就該租金折扣補貼本集團，及就本集團購置固定資產以擴充業務給予補貼。

The conditions attached to these grants would be satisfied after 31st December 2015.

此等補助附帶之條件將於二零一五年十二月三十一日後達成。

## Notes to the Consolidated Financial Statements

### 合併財務報表附註

#### 26 TRADE PAYABLES, DEFERRED REVENUE AND ACCRUED EXPENSES AND OTHER PAYABLES

#### 26 應付賬款、遞延收入以及應計費用及其他應付款項

		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
Trade payables (Note a)	應付賬款(附註a)	3,618	2,988
Deferred revenue	遞延收入	267,154	371,747
Accrued salaries and staff benefits	應計薪酬及員工福利	32,838	10,938
Accrued agency commission	應計代理佣金	18,421	-
Accrued expenses	應計費用	28,070	17,287
Deposit from customers	客戶存款	45,430	23,169
Other payables	其他應付款項	24,176	21,388
		<b>419,707</b>	447,517

(a) The aging analysis of trade payables is as follows:

(a) 應付賬款之賬齡分析如下：

		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
Current to 90 days	即期至90天	2,710	2,479
91 to 180 days	91至180天	593	247
181 to 365 days	181至365天	159	152
Over 1 year	超過一年	156	110
		<b>3,618</b>	2,988

#### 27 BORROWINGS

#### 27 借貸

		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
Non-current portion:	非流動部分：		
Bank borrowings	銀行借貸	20,000	32,766
Other borrowings	其他借貸	26,597	8,373
		<b>46,597</b>	41,139
Current portion:	流動部分：		
Bank borrowings	銀行借貸	479,760	90,000
Other borrowings	其他借貸	952	8,525
		<b>480,712</b>	98,525
		<b>527,309</b>	139,664

## Notes to the Consolidated Financial Statements

### 合併財務報表附註

#### 27 BORROWINGS (Continued)

Movements in borrowings is analysed as follows:

		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
At 1st January	於一月一日	139,664	113,671
Additions of borrowings	新增借貸	568,287	137,562
Repayments of borrowings	償還借貸	(180,642)	(111,569)
At 31st December	於十二月三十一日	527,309	139,664

Bank borrowings mature until 2017 and bear average interest rate of 5.54% per annum (2014: 7.66% per annum), part of which amounting to RMB100,000,000 are secured by certain properties and land use right amounting to RMB213,070,000 (2014: RMB718,831,000).

Other borrowings are provided by the non-controlling shareholders of a subsidiary of the Group for the investment in an associate. The borrowings are unsecured, mature until 2018 and bear average interest rate of 6.4% per annum (2014: 6.5% per annum). The carrying amounts of borrowings approximate their fair values and are denominated in RMB.

The Group's borrowings were repayable as follows:

		Bank borrowings 銀行借貸		Other borrowings 其他借貸	
		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
Within 1 year	一年內	479,760	90,000	952	8,525
Between 1 and 2 years	一年至兩年內	20,000	32,766	8,320	–
Between 2 and 5 years	兩年至五年內	–	–	18,277	8,373
		499,760	122,766	27,549	16,898

As at 31st December 2015, the Group has no undrawn banking facilities (2014: RMB137,235,000).

#### 27 借貸(續)

借貸之變動分析如下：

銀行借貸於二零一七年到期，按平均年利率5.54厘(二零一四年：年利率7.66厘)計息，部分借貸人民幣100,000,000元以人民幣213,070,000元之若干物業及土地使用權作抵押(二零一四年：人民幣718,831,000元)。

其他借貸由本集團一間附屬公司之非控股股東就於聯營公司投資而提供。該借貸為無抵押，並於二零一八年到期，且按平均年利率6.4厘(二零一四年：年利率6.5厘)計息。借貸之賬面值與其公平值相若，並以人民幣列值。

本集團借貸之償還期如下：

於二零一五年十二月三十一日，本集團並無任何未提取銀行融資(二零一四年：人民幣137,235,000元)。

## Notes to the Consolidated Financial Statements

### 合併財務報表附註

#### 28 CONVERTIBLE BONDS

The Company issued convertible bonds with a coupon rate of 5% per annum at a total principal value of HK\$780,000,000, approximate RMB615,342,000 on 27th November 2014. The convertible bonds will mature on 27th November 2019 at its principal amount or can be converted into the Group's shares at the bondholder's option at rate of HK\$11.63 per share.

The convertible bonds recognised in the consolidated statement of financial position are as follows:

		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
Liability component as at 1st January	於一月一日之負債部分	553,956	–
Add: Initial recognition at 27th November 2014	加：於二零一四年十一月 二十七日初步確認	–	549,890
Add: Effective interest expense (Note 35)	加：實際利息開支(附註35)	42,805	3,960
Add: Exchange reserve	加：匯兌儲備	34,821	106
Less: Interest paid	減：已付利息	(31,357)	–
Liability component as at 31st December	於十二月三十一日之負債部分	600,225	553,956

Note:

The fair value of the listed bond component of the convertible bonds as at 31st December 2014 and 2015 is calculated using cash flows discounted at a rate based on the discount rate of 7.5%.

The convertible bonds – liability component are classified under non-current liabilities. The carrying amounts of convertible bonds – liability component are denominated in HK\$.

#### 28 可換股債券

本公司於二零一四年十一月二十七日發行本金總額為780,000,000港元，相當於約人民幣615,342,000元，票面息率每年5%之可換股債券。可換股債券將於二零一九年十一月二十七日按其本金額到期或根據債券持有人之選擇以每股11.63港元兌換為本集團股份。

於合併財務狀況表確認之可換股債券如下：

附註：

於二零一四年及二零一五年十二月三十一日之可換股債券之上市債券部分之公平值乃使用按貼現率7.5%貼現之現金流量計算。

可換股債券－負債部分乃分類至非流動負債項下。可換股債券之賬面值－負債部分之賬面值以港元計值。

## Notes to the Consolidated Financial Statements

### 合併財務報表附註

#### 29 DEFERRED INCOME TAX

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax relates to the same tax jurisdiction. The offset amounts are as follows:

		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
Deferred income tax assets (to be recovered after more than 12 months)	遞延所得稅資產 (將於超過十二個月後退回)	17,271	4,452
Deferred income tax liabilities (to be settled after more than 12 months)	遞延所得稅負債 (將於超過十二個月後清繳)	(148,131)	(23,987)
		<b>(130,860)</b>	(19,535)

The net movement on the deferred income tax account is as follows:

遞延所得稅賬目變動淨額如下：

		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
At 1st January	於一月一日	(19,535)	(10,801)
Acquisition of a subsidiary (Note 14)	收購一間附屬公司(附註14)	(99,750)	(8,126)
Charged to the other comprehensive income	於其他全面收益支銷	(28,065)	(3,175)
Credited to the consolidated statement of comprehensive income	於合併綜合收益表貸記	16,490	2,567
At 31st December	於十二月三十一日	<b>(130,860)</b>	(19,535)

As at 31st December 2015, deferred income tax liabilities of RMB66,377,000 (2014: RMB45,651,000) have not been recognised for the withholding tax that would be payable on the unremitted earnings of subsidiaries in the PRC. The unremitted earnings are to be used for reinvestment. The income tax liability is not recognised where the timing of the reversal of the temporary differences is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

於二零一五年十二月三十一日，因就中國附屬公司之未匯出盈利應支付的預扣稅而未確認遞延所得稅負債人民幣66,377,000元(二零一四年：人民幣45,651,000元)。未匯出盈利將用作再投資。倘暫時差額撥回的時間由本集團控制及暫時差額在可預見未來不能撥回，則所得稅負債不予確認。

## Notes to the Consolidated Financial Statements

### 合併財務報表附註

#### 29 DEFERRED INCOME TAX (Continued)

The movements in deferred tax assets and liabilities during the year without taking into consideration the offsetting of balances within the same taxation jurisdiction, are as follows:

##### Deferred tax assets

		Tax losses 稅項虧損	
		2015 二零一五年	2014 二零一四年
		RMB'000 人民幣千元	RMB'000 人民幣千元
At 1st January	於一月一日	4,980	3,736
Acquisition of a subsidiary (Note 14)	收購一間附屬公司(附註14)	-	180
Credited to the consolidated statement of comprehensive income	於合併綜合收益表貸記	12,291	1,064
At 31st December	於十二月三十一日	17,271	4,980

##### Deferred tax liabilities

		Fair value gains 公平值收益		Deferred expenses 遞延開支		Total 總計	
		2015 二零一五年	2014 二零一四年	2015 二零一五年	2014 二零一四年	2015 二零一五年	2014 二零一四年
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
At 1st January	於一月一日	11,273	-	13,242	14,537	24,515	14,537
Acquisition of a subsidiary (Note 14)	收購一間附屬公司(附註14)	99,750	8,306	-	-	99,750	8,306
Charged to the other comprehensive income	於其他全面收入支銷	28,065	3,175	-	-	28,065	3,175
Credited/(charged) to the consolidated statement of comprehensive income	於合併綜合收益表貸記/(支銷)	(5,392)	(208)	1,193	(1,295)	(4,199)	(1,503)
At 31st December	於十二月三十一日	133,696	11,273	14,435	13,242	148,131	24,515

Deferred income tax assets are recognised for tax loss carried forwards to the extent that the realisation of the related tax benefit through future taxable profits is probable. The Group have no unrecognised tax losses amounted as at 31st December 2015 (2014: Same).

#### 29 遞延所得稅(續)

年內遞延稅項資產與負債變動(未計及抵銷相同稅務司法權區結餘)如下：

##### 遞延稅項資產

		Tax losses 稅項虧損	
		2015 二零一五年	2014 二零一四年
		RMB'000 人民幣千元	RMB'000 人民幣千元
At 1st January	於一月一日	4,980	3,736
Acquisition of a subsidiary (Note 14)	收購一間附屬公司(附註14)	-	180
Credited to the consolidated statement of comprehensive income	於合併綜合收益表貸記	12,291	1,064
At 31st December	於十二月三十一日	17,271	4,980

##### 遞延稅項負債

		Fair value gains 公平值收益		Deferred expenses 遞延開支		Total 總計	
		2015 二零一五年	2014 二零一四年	2015 二零一五年	2014 二零一四年	2015 二零一五年	2014 二零一四年
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
At 1st January	於一月一日	11,273	-	13,242	14,537	24,515	14,537
Acquisition of a subsidiary (Note 14)	收購一間附屬公司(附註14)	99,750	8,306	-	-	99,750	8,306
Charged to the other comprehensive income	於其他全面收入支銷	28,065	3,175	-	-	28,065	3,175
Credited/(charged) to the consolidated statement of comprehensive income	於合併綜合收益表貸記/(支銷)	(5,392)	(208)	1,193	(1,295)	(4,199)	(1,503)
At 31st December	於十二月三十一日	133,696	11,273	14,435	13,242	148,131	24,515

相關稅務利益很大可能透過未來應課稅溢利變現時，方就遞延所得稅資產確認結轉稅項虧損。本集團於二零一五年十二月三十一日概無未確認稅項虧損(二零一四年：相同)。

## Notes to the Consolidated Financial Statements

### 合併財務報表附註

### 30 INCOME TAX PAYABLE AND OTHER TAXES PAYABLE 30 應繳所得稅及其他應繳稅項

		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
Income tax payable:	應繳所得稅：		
Corporate income tax	企業所得稅	23,421	26,521
Other taxes payable:	其他應繳稅項：		
Value added tax	增值稅	9,351	3,422
Cultural and development tax	文化及發展稅	5,382	1,555
Other taxes	其他稅項	8,538	10,380
		23,271	15,357

### 31 OTHER INCOME

### 31 其他收入

		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
Government grants	政府補助	4,374	9,706

The Group received grants mainly from various local tax authorities in the PRC for promoting electronic trading platform amongst the enterprises in the PRC, the conditions specified in the government approval were fully achieved during the year.

本集團收取之補助主要自中國多個地方稅務政府機關，用作推廣中國各企業間之電子交易平台，政府批文內訂明之條件已於年內全面達成。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 32 EXPENSES BY NATURE

### 32 按性質分類之費用

		2015	2014
		二零一五年	二零一四年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Direct expenses of trade catalogues and yellow page directories	工商業目錄及黃頁目錄之直接費用	10,785	18,970
Direct expenses of online services	互聯網服務之直接費用	7,220	3,094
Direct expenses of seminars and other services	研討會及其他服務之直接費用	52,404	42,465
Direct expense of anti-counterfeiting products and services	防偽產品及服務之直接費用	25,104	7,904
Agency cost	代理商費用	106,607	166,262
Marketing expenses	市場推廣費用	142,933	71,472
Network and telephone expenses	網絡及通訊費用	18,057	15,731
Auditor's remuneration	核數師酬金	3,052	2,886
– Audit services	– 審核服務	2,490	2,123
– Non audit services	– 非審核服務	562	763
Employee benefits expenses (Note 33)	僱員福利開支(附註33)	300,399	224,020
Staff commission	員工佣金	71,147	86,326
Amortisation of land use rights (Note 6)	土地使用權之攤銷(附註6)	428	428
Amortisation of intangible assets (Note 10)	無形資產之攤銷(附註10)	24,189	1,498
Depreciation of property, plant and equipment (Note 9)	物業、廠房及設備之折舊(附註9)	29,615	29,886
Fair value loss on financial assets at fair value through profit or loss	按公平值計入損益之金融資產公平值虧損	1,500	–
Provision for impairment and write off of trade receivables (Note 11)	應收賬款之減值撥備及撇銷(附註11)	8,212	5,390
Bargain purchase from business combination	業務合併之議價購買	–	(38)
Loss/(gain) on disposal of property, plant and equipment (Note 39)	出售物業、廠房及設備之虧損/(收益)(附註39)	185	(86)
Operating lease payments in respect of land and buildings	有關土地及樓宇之經營租約付款	29,243	19,887
Impairment of prepayment of land use rights	土地使用權預付款項減值	–	21,600
Professional fee	專業費用	10,511	8,743
Travelling expenses	交通及差旅費	15,424	11,030
Exchange loss	匯兌虧損	10,448	1,469
Other expenses	其他費用	25,150	43,470
<b>Total cost of revenue, selling and marketing expenses and administrative expenses</b>	<b>銷售成本、銷售及市場推廣費用以及行政費用總額</b>	<b>892,613</b>	<b>782,407</b>

## Notes to the Consolidated Financial Statements

### 合併財務報表附註

### 33 EMPLOYEE BENEFITS EXPENSES

### 33 僱員福利開支

		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
Wages and salaries	工資及薪金	230,542	173,512
Retirement benefits costs (a)	退休福利成本(a)	40,626	20,596
Share based compensation	以股份支付之補償		
– share option scheme	– 購股權計劃	13,236	17,441
Share based compensation	以股份支付之補償		
– share award scheme	– 股份獎勵計劃	15,995	12,471
		300,399	224,020

The employee benefits expenses amounting to RMB1,766,000 (2014: RMB2,523,000), RMB114,868,000 (2014: RMB94,024,000) and RMB183,765,000 (2014: RMB127,473,000) are recognised in cost of revenue, administrative expenses and selling and marketing expenses, respectively in the consolidated statement of comprehensive income.

(a) In accordance with the PRC regulations, the Group is required to make annual contributions to the state retirement plans calculated at 20% of the basic salaries of the employees, and employees are required to contribute 8% of their basic salaries to the plans. The Group has no obligations for further pension payments or any post-retirement benefits beyond these annual contributions. The retirement benefits are paid directly from the plan assets to the retired employees and are calculated by reference to their monthly basic salaries at the date of retirement and periods of service rendered.

As at 31st December 2015, there were no forfeited contributions available to offset future retirement benefit obligations of the Group.

僱員福利開支為數人民幣1,766,000元(二零一四年：人民幣2,523,000元)、人民幣114,868,000元(二零一四年：人民幣94,024,000元)及人民幣183,765,000元(二零一四年：人民幣127,473,000元)分別計入合併綜合收益表的銷售成本、行政費用以及銷售及市場推廣費用。

(a) 根據中國規例，本集團每年須按僱員基本薪金20%向國家退休計劃供款，僱員則須向該等計劃作出其基本薪金8%之供款。除該等年度供款外，本集團毋須承擔其他退休金付款或任何退休後福利。退休福利由該等計劃資產中直接支付予退休僱員，並參考其於退休日期之基本月薪及提供服務之年期計算。

於二零一五年十二月三十一日，概無沒收供款可供用於抵銷本集團日後退休福利責任。

## Notes to the Consolidated Financial Statements 合併財務報表附註

### 33 EMPLOYEE BENEFITS EXPENSES (Continued)

#### (b) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year include two (2014: three) directors whose emolument is reflected in the analysis presented above. The emoluments paid and payable to the three (2014: two) individuals during the year are as follows:

		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
Basic salaries, housing allowances, share options, other allowances and benefits in kind	基本薪金、房屋津貼、購股權、其他津貼及實物利益	3,572	1,793
Retirement plan contributions	退休計劃供款	90	45
		<b>3,662</b>	<b>1,838</b>

The emoluments for these three individuals (2014: two) fell within the following bands:

		Number of individuals 人數	
		2015 二零一五年	2014 二零一四年
Nil to HKD1,000,000	零至1,000,000港元	1	–
HKD1,000,001 to HKD1,500,000	1,000,001港元至1,500,000港元	1	2
HKD1,500,001 to HKD2,000,000	1,500,001港元至2,000,000港元	–	–
HKD2,000,001 to HKD2,500,000	2,000,001港元至2,500,000港元	1	–

(c) During the year, no emoluments have been paid by the Group to the directors or the five highest paid individuals mentioned above as an inducement to join or upon joining the Group, or as compensation for loss of office (2014: Nil).

### 33 僱員福利開支(續)

#### (b) 五位最高薪人士

年內本集團，五位最高薪人士包括兩名(二零一四年：三名)董事，董事之酬金已於上文所呈列之分析中反映。於年內已付及應付予該三名(二零一四年：兩名)人士之酬金如下：

該三名(二零一四年：兩名)人士之酬金範圍如下：

(c) 年內，本集團並無向董事或上文所述五位最高薪人士支付任何酬金，作為加入或於加入本集團時之報酬或離職補償(二零一四年：無)。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 34 BENEFITS AND INTERESTS OF DIRECTORS (DISCLOSURES REQUIRED BY SECTION 383 OF THE HONG KONG COMPANIES ORDINANCE (CAP. 622), COMPANIES (DISCLOSURE OF INFORMATION ABOUT BENEFITS OF DIRECTORS) REGULATION (CAP. 622G) AND HK LISTING RULES)

### 34 董事福利及權益(根據香港公司條例(第622章)第383條及公司(披露董事利益資料)規例(第622G章)及香港上市規則規定作出之披露)

#### (a) Directors' and chief executive's emoluments

The remuneration of every director and chief executive for the year ended 31st December 2014 and 2015 is set out below:

#### (a) 董事及主要行政人員之酬金

截至二零一四年及二零一五年十二月三十一日止年度，各董事及主要行政人員之薪酬如下：

Name 姓名	Emoluments paid or receivable in respect of a person's services as a director, whether of the company or its subsidiary undertaking 就擔任本公司或其附屬企業董事職務之人士已付或應收之酬金：										Total 總計
	Fees 袍金	Salary 薪酬	Housing allowance and discretionary bonuses 住屋津貼及酌量花紅	Estimated money value of other benefit 其他福利估計貨幣值	Employer's contribution to a retirement benefit scheme 僱主退休福利計劃供款	Remunerations paid or receivable in respect of accepting office as director 就接受委任為董事已付或應收酬金	Emoluments paid or receivable in respect of director's other services in connection with the management of the affairs of the company or its subsidiary undertaking 就董事管理本公司或其附屬企業事務之其他服務應收之酬金	Other benefits payable or receivable 其他服務已付或應收之酬金	RMB'000 人民幣千元	RMB'000 人民幣千元	
Mr. Guo Fansheng 郭凡生先生	-	600	-	-	-	71	-	-	-	671	
Mr. Guo Jiang 郭江先生	-	600	-	5,011	71	-	-	-	-	5,682	
Mr. Lee Wee Ong Lee Wee Ong先生	-	720	-	1,236	-	-	-	-	-	1,956	
Mr. Zhang Ke 張克先生	100	-	-	-	-	-	-	-	-	100	
Mr. Xiang Bing 項兵先生	100	-	-	-	-	-	-	-	-	100	
Mr. Zhang Tim Tianwei 張天偉先生	100	-	-	-	-	-	-	-	-	100	

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 34 董事福利及權益(根據香港公司條例(第622章)第383條及公司(披露董事利益資料)規例(第622G章)及香港上市規則規定作出之披露)(續)

### 34 BENEFITS AND INTERESTS OF DIRECTORS (DISCLOSURES REQUIRED BY SECTION 383 OF THE HONG KONG COMPANIES ORDINANCE (CAP. 622), COMPANIES (DISCLOSURE OF INFORMATION ABOUT BENEFITS OF DIRECTORS) REGULATION (CAP. 622G) AND HK LISTING RULES) (Continued)

#### (a) Directors' and chief executive's emoluments (Continued)

Certain of the comparative information of directors' emoluments for the year ended 31st December 2014 previously disclosed in accordance with the predecessor Companies Ordinance have been restated in order to comply with the new scope and requirements by the Hong Kong Companies Ordinance (Cap. 622).

(a) 董事及主要行政人員之酬金(續)  
過往根據前《公司條例》所披露截至二零一四年十二月三十一日止年度董事酬金之若干比較資料經已重列，以符合香港《公司條例》(第622章)之新範疇及規定。

Name 姓名	Fees 袍金		Salary 薪酬		Housing allowance and discretionary bonuses 住屋津貼及酌情花紅		Estimated money value of other benefit 其他福利估計貨幣值		Employer's contribution to a retirement benefit scheme 僱員退休福利計劃供款		Remunerations paid or receivable in respect of accepting office as director 就接受委任為董事應收或應付之酬金		Emoluments paid or receivable in respect of director's other services in connection with the management of the affairs of the company or its subsidiary undertaking 就董事管理本公司或其附屬企業事務之其他服務應收或應付之酬金		Total 總計	
	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Mr. Guo Fansheng 郭凡生先生	-	-	600	-	-	-	-	-	64	-	-	-	-	-	-	664
Mr. Guo Jiang 郭江先生	-	-	600	-	-	-	5,011	64	64	-	-	-	-	-	-	5,675
Mr. Lee Wee Ong Lee Wee Ong先生	-	-	720	-	-	-	2,850	-	-	-	-	-	-	-	-	3,570
Mr. Yang Ning (Note a) 楊寧先生(附註a)	-	-	820	-	-	-	1,631	64	64	-	-	-	-	-	-	2,515
Mr. Zhang Ke 張克先生	100	-	-	-	-	-	-	-	-	-	-	-	-	-	-	100
Mr. Xiang Bing 項兵先生	100	-	-	-	-	-	-	-	-	-	-	-	-	-	-	100
Mr. Zhang Tim Tianwei 張天偉先生	100	-	-	-	-	-	-	-	-	-	-	-	-	-	-	100

Note:

附註:

(a) Resigned on 30th March 2015.

(a) 於二零一五年三月三十日辭任。

## Notes to the Consolidated Financial Statements 合併財務報表附註

### 34 BENEFITS AND INTERESTS OF DIRECTORS (DISCLOSURES REQUIRED BY SECTION 383 OF THE HONG KONG COMPANIES ORDINANCE (CAP. 622), COMPANIES (DISCLOSURE OF INFORMATION ABOUT BENEFITS OF DIRECTORS) REGULATION (CAP. 622G) AND HK LISTING RULES) (Continued)

#### (b) Directors' retirement benefits

None of the directors received or will receive any retirement benefits during the year (2014: Nil).

#### (c) Directors' termination benefits

None of the directors received or will receive any termination benefits during the year (2014: Nil).

#### (d) Consideration provided to third parties for making available directors' services

During the year ended 31st December 2015, the Company did not pay consideration to any third parties for making available directors' services (2014: Nil).

#### (e) Information about loans, quasi-loans and other dealings in favour of directors, controlled bodies corporate by and connected entities with such directors

During the year ended 31st December 2015, there is no loans, quasi-loans and other dealing arrangements in favour of the directors, or controlled body corporates and connected entities of such directors (2014: Nil).

#### (f) Directors' material interests in transactions, arrangements or contracts

No significant transactions, arrangements and contracts in relation to the Company's business to which the Company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year (2014: Nil).

### 34 董事福利及權益(根據香港公司條例(第622章)第383條及公司(披露董事利益資料)規例(第622G章)及香港上市規則規定作出之披露)(續)

#### (b) 董事退休福利

年內，概無董事於收取或將收取任何退休福利(二零一四年：無)。

#### (c) 董事終止僱傭福利

年內，概無董事已收取或將收取任何終止僱傭福利(二零一四年：無)。

#### (d) 就作出董事服務向第三方提供的代價

截至二零一五年十二月三十一日止年度，本公司概無就作出董事服務向任何第三方支付代價(二零一四年：無)。

#### (e) 有關以董事、受控制法人團體及該等董事的關聯實體為受益人的貸款、準貸款及其他交易的資料

截至二零一五年十二月三十一日止年度，概無有關以董事或受控制法人團體及該等董事的關聯實體為受益人的貸款、準貸款及其他交易安排(二零一四年：無)。

#### (f) 董事於交易、安排或合約中的重大權益

本公司概無就其業務訂立本公司為其中訂約方及本公司董事直接或間接擁有重大權益而於年終或年內任何時間仍然存續的重大交易、安排或合約(二零一四年：無)。

## Notes to the Consolidated Financial Statements

### 合併財務報表附註

#### 35 FINANCE (COST)/INCOME, NET

#### 35 財務(成本)/收入淨額

		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
Interest expense:	利息支出：		
– Bank borrowings	– 銀行借貸	(16,400)	(5,626)
– Other borrowings	– 其他借貸	(1,530)	(5,690)
– Issued convertible bonds (Note 28)	– 已發行可換股債券(附註28)	(42,805)	(3,960)
– Finance lease liabilities	– 融資租賃負債	(253)	(341)
<b>Finance cost</b>	<b>財務成本</b>	<b>(60,988)</b>	(15,617)
Less: amounts capitalised on qualifying assets	減：合資格資產之資本化金額	13,186	10,666
<b>Total finance cost</b>	<b>財務成本總額</b>	<b>(47,802)</b>	(4,951)
<b>Finance income</b>	<b>財務收入</b>		
Interest income:	利息收入：		
– Short-term bank deposits	– 短期銀行存款	25,748	30,095
– Other loan receivables from an associate	– 來自聯繫人士之 其他借貸應收款項	2,586	–
– Other loan receivables from a joint venture	– 來自合營企業之 其他借貸應收款項	3,880	156
– Others	– 其他	11,162	1,528
<b>Finance income</b>	<b>財務收入</b>	<b>43,376</b>	31,779
<b>Net finance (cost)/income</b>	<b>財務(成本)/收入淨額</b>	<b>(4,426)</b>	26,828

Finance costs of the loans used to finance the O2O business exhibition centre development projects have been capitalised in properties under development and investment properties, at a capitalisation rate of 7.46% during the year (2014: 7.59%).

用作撥付O2O商業展覽中心發展項目之貸款之財務成本已於年內按資本化率7.46%(二零一四年：7.59%)於發展中物業及投資物業中撥充資本。

#### 36 INCOME TAX EXPENSE

#### 36 所得稅開支

		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
Current income tax expense	當期所得稅		
– Hong Kong profits tax (Note a)	– 香港利得稅(附註a)	–	–
– The PRC Corporate income tax (“CIT”) (Note b)	– 中國企業所得稅 (「企業所得稅」)(附註b)	26,758	40,394
Deferred income tax credit (Note 29)	遞延所得稅抵免 (附註29)	(16,490)	(2,567)
		<b>10,268</b>	37,827

## Notes to the Consolidated Financial Statements

### 合併財務報表附註

#### 36 INCOME TAX EXPENSE (Continued)

- (a) No Hong Kong profits tax has been provided as there is no assessable profit arising in Hong Kong for the year (2014: Nil).
- (b) The PRC corporate income tax represents taxation charged on assessable profits for the year at the rates of taxation prevailing in the cities in the PRC in which the Group operates.

The tax rate applicable to the subsidiaries in the PRC is 25%, except for certain subsidiaries of the Group in the PRC that were approved as High and New Technology Enterprise, and accordingly, they were subject to a reduced preferential CIT rate of 15% for a 3-year period from 2015 to 2018 according to the applicable CIT Law.

The tax on the Group's profit before tax from continuing operations differs from the theoretical amount that would arise using the taxation rate of the home country of the Group companies as follows:

		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
Profit before income tax	除所得稅前溢利	33,326	221,088
Tax calculated at 25% (2014: 25%)	按25%稅率計算之稅項 (二零一四年：25%)	8,332	55,272
Effect of different taxation rates in other cities/ under preferential tax treatment	其他城市採納不同稅率/ 根據優惠稅率之影響	(18,125)	(22,369)
Expenses not deductible for tax purposes	不可扣稅之費用	20,061	4,924
Income tax expense	所得稅開支	10,268	37,827

#### 37 EARNINGS PER SHARE

		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
Profit attributable to equity holders of the Company	本公司權益持有人應佔溢利	52,552	187,633

#### 36 所得稅開支(續)

- (a) 由於年內並無於香港產生應課稅溢利，故並未就香港利得稅作出撥備(二零一四年：無)。
- (b) 中國企業所得稅指於本年度按本集團於中國業務所在各個城市現行稅率就應課稅溢利繳納之稅項。

於中國之附屬公司適用稅率為25%，惟獲批准作為高新技術企業之若干本集團之中國附屬公司則除外，根據適用所得稅法，其按15%之較低優惠企業所得稅稅率繳稅繳付稅項，由二零一五年至二零一八年起計三年。

本集團有關持續經營業務除稅前溢利之稅項與採用本集團公司所在國家之稅率計算所得理論數額差異如下：

## Notes to the Consolidated Financial Statements 合併財務報表附註

### 37 EARNINGS PER SHARE (Continued)

### 37 每股盈利(續)

		2015 二零一五年 No. of shares 股份數目 (‘000) (千股)	2014 二零一四年 No. of shares 股份數目 (‘000) (千股)
Weighted average number of shares in issue	已發行股份之加權平均數目	755,356	662,209
Incremental shares from assumed exercise of share options granted	假設行使已授出購股權而增加之股份	18,583	25,376
Diluted weighted average number of shares	攤薄加權平均股數	773,939	687,585
Basic earnings per share (in RMB)	每股基本盈利(人民幣)	0.0696	0.2833
Diluted earnings per share (in RMB)	每股攤薄盈利(人民幣)	0.0679	0.2729

Basic earnings per share is calculated by dividing the profit attributable to owners of the Company by the weighted average number of ordinary shares in issue during the year.

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. The company has two categories of dilutive potential ordinary shares: convertible debt and share options. The convertible debt is assumed to have been converted into ordinary shares, and the net profit is adjusted to eliminate the interest expense less the tax effect. For the share options, the number of shares that would have been issued assuming the exercise of the share options less the number of shares that could have been issued at fair value (determined as the average market price per share for the year) for the same total proceeds is the number of shares issued for no consideration. Since diluted earnings per share is increased when taking into account the convertible bond, the convertible bond is anti-dilutive and is ignored in the calculation of diluted earnings per share.

### 38 DIVIDENDS

No dividend was paid or declared by the Company during the year (2014: Nil).

To the best knowledge of the Directors, there was no arrangement under which a shareholder has waived or agreed to waive any dividends during the years ended 31st December 2015 and 31st December 2014, respectively.

每股基本盈利按本公司擁有人應佔溢利除以年內已發行普通股加權平均數計算。

每股攤薄盈利按調整流通在外的普通股加權平均數以假設所有潛在攤薄普通股已獲轉換而計算。本公司有兩類可能潛在攤薄普通股：可換股債項及購股權。可換股債項假設已轉換為普通股，而純利經已調整以撇銷利息開支扣除稅務影響。就購股權而言，假設購股權獲行使時應已發行之股份數目扣除可按公平值(按年度每股股份之平均市價釐定)發行之股份數目，所得相同的所得款項總額為無償發行的股份數目。由於計入可換股債券會增加每股攤薄盈利，故可換股債券具反攤薄影響，且並無用作計算每股攤薄盈利。

### 38 股息

本公司於本年度並無派付或宣派任何股息(二零一四年：無)。

據董事所深知，分別於截至二零一五年十二月三十一日及二零一四年十二月三十一日止年度，概無股東放棄或同意放棄任何股息之安排。

## Notes to the Consolidated Financial Statements

### 合併財務報表附註

#### 39 CASH GENERATED FROM OPERATIONS

#### 39 經營業務產生之現金

##### (a) Reconciliation of profit before taxation to net cash generated from operating activities

##### (a) 除稅前溢利與經營業務產生之現金淨額對賬

		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
Profit before income tax	除所得稅前溢利	33,326	221,088
Adjustments for:	調整：		
Depreciation of property, plant and equipment (Note 9)	物業、廠房及設備之折舊(附註9)	29,615	29,886
Amortisation of intangible assets (Note 10)	無形資產攤銷(附註10)	24,189	1,498
Provision for impairment of trade receivables (Note 11)	應收賬款之減值撥備(附註11)	8,212	5,390
Provision for impairment of prepayment of land use right	土地使用權預付款項之減值撥備	-	21,600
Amortisation of land use rights	土地使用權攤銷	428	428
Share based compensation – value of employee services (Note 33)	以股份支付之補償 – 僱員服務價值(附註33)	29,231	29,912
Loss/(gain) on disposal of property, plant and equipment (Note b)	出售物業、廠房及設備之虧損/(收益)(附註b)	185	(86)
Finance income (Note 35)	財務收入(附註35)	(43,376)	(31,779)
Finance expense (Note 35)	財務支出(附註35)	47,802	4,951
Share of profit from investments accounted for using equity method (Notes 13)	分佔按權益法入賬之投資溢利(附註13)	(9,853)	(324)
Operating profit before working capital changes	營運資金變動前之經營溢利	119,759	282,564
Changes in working capital:	營運資金變動：		
Additions of properties under development	添置發展中物業	(311,268)	(151,147)
Changes in trade receivables	應收賬款變動	(15,016)	(13,739)
Changes in deposits, prepayments and other receivables	按金、預付款項及其他應收款項變動	(37,349)	(24,211)
Changes in amount due from a related company	應收一間關聯公司款項變動	-	1,622
Changes in financial assets at fair value through profit or loss	按公平值計入損益之金融資產變動	1,500	-
Changes in finance lease receivables	融資租賃應收款項變動	(92,846)	-
Changes in inventories	存貨變動	(2,553)	674
Changes in direct selling costs	直接銷售成本變動	8,430	22,607
Changes in trade payables	應付賬款變動	(821)	(3,386)
Changes in accrued expenses and other payables	應計費用及其他應付款項變動	43,800	2,456
Changes in deferred revenue	遞延收入變動	(104,593)	(130,987)
Changes in receipt in advance	預收款項變動	622,571	519,532
Changes in other tax payable	其他應繳稅項變動	3,993	(2,454)
Net cash generated from operations	經營業務產生之現金淨額	235,607	503,531

## Notes to the Consolidated Financial Statements

### 合併財務報表附註

#### 39 CASH GENERATED FROM OPERATIONS (Continued)

##### (b) Proceeds from disposal of property, plant and equipment

In the consolidated cash flow statement, proceeds from disposal of property, plant and equipment comprise:

		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
Net book amount:	賬面淨值：		
Property, plant and equipment (Note 9)	物業、廠房及設備(附註9)	2,380	734
(Loss)/gain on disposal of property, plant and equipment (Note 32)	出售物業、廠房及設備之(虧損)/收益(附註32)	(185)	86
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備之所得款項	2,195	820

#### 39 經營業務產生之現金(續)

##### (b) 出售物業、廠房及設備之所得款項

在合併現金流量表內，出售物業、廠房及設備之所得款項包括：

#### 40 COMMITMENTS

##### (a) Capital commitments

Capital expenditure contracted for at the end of the year but not yet incurred is as follows:

		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	1,500	594
Investment properties and properties under development	投資物業及開發中物業	47,292	88,291
		48,792	88,885

#### 40 承擔

##### (a) 資本承擔

於本年度末已訂約但尚未產生之資本承擔如下：

##### (b) Financial commitments

Financial commitments at the end of the year are analysed as follows:

		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
Acquisition of a subsidiary (Note i)	收購一間子公司(附註i)	58,711	—
Acquisition of available-for-sale financial asset (Note ii)	收購可供出售金融資產(附註ii)	325,985	—
Investment in subsidiaries, joint ventures and associates	投資附屬公司、合營公司及聯營公司	156,028	154,000
		540,724	154,000

##### (b) 財務承擔

於本年度末之財務承擔分析如下：

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 40 COMMITMENTS (Continued)

#### (b) Financial commitments (Continued)

##### (i) Acquisition of a subsidiary – Zhongfu Holdings Limited

On 3rd July 2015, the Group has entered into a letter of intent, in which the Group has intended to enter into a share purchase agreement with 杭州賽點科技有限公司 (Hang Zhou Sai Dian Technology Company Limited\*), 浙江浩遠創業投資有限公司 (Zhejiang Hao Yuan Chuang Ye Investment Company Limited\*), Mr. Chen Xue Jun, Mr. He Shun Sheng and Mr. Cao Guo Xiong, to acquire approximately 80.38% of the equity interest of 浙江中服網絡科技有限公司 (Zhe Jiang Zhong Fu Interest Technology Company Limited\*), a company incorporated in the PRC.

On 18th December 2015, Daxiong Holdings Limited, Hanson He Holdings Limited, Richard Chen Holdings Limited, Grand Novel Developments Limited (浩新發展有限公司) and Mr Moustache Holdings Limited (collectively, the “Sellers”), the Company, and Mr. Cao Guoxiong (曹國熊), Mr. He Shunsheng (何順生), Mr. Chen Xuejun (陳學軍), Mr. Guan Jianzhong (管建忠), and Mr. Liao Bin (廖斌) (collectively, the “Seller Guarantors”) entered into the sale and purchase agreement, pursuant to which the Sellers has conditionally agreed to sell, and the Company has conditionally agreed to acquire the entire issued share capital of ZhongFu Holdings Limited, which in turn held 80.38% of the equity interest of Zhe Jiang Zhong Fu Interest Technology Company Limited, for an aggregate consideration of HK\$170,807,500. Pursuant to the sale and purchase agreement, part of the consideration shall be settled in cash amounting HK\$70,095,000 and the remaining shall be paid by issuance and allotment of the convertible bonds which are subject to downward adjustments stipulated in the sale and purchase agreement to each of the Sellers.

The completion of the transactions contemplated under the sale & purchase agreement took place on 8th January 2016 in accordance with the terms of the sale & purchase agreement.

The acquiree is principally engaged in the provision of vertical websites in the garment industry in the PRC. It holds certain assets related to the operation of the websites under the key domain names: www.efu.com.cn (中國服裝網), www.yifu.net (壹服), www.51fashion.com.cn (時尚飾界), www.5143.cn (服裝加盟網), www.nynet.com.cn (中國內衣網) and www.kidsnet.cn (童裝加盟網), which are internet portals mainly providing information on fashion brands, finished garment products (such as men’s wear, women’s wear, children’s wear, underwear, shoes, leather goods, down jackets and others), fabrics, ancillary materials (such as buttons, zippers), textile equipment (such as sewing machines, cutting machines, stitching machines, printing machines, automated systems) to business users (such as manufacturers, wholesalers, traders, department stores, shopping malls) in the garment industry.

\* English name are translated for identification purpose only

### 40 承擔(續)

#### (b) 財務承擔(續)

##### (i) 收購附屬公司 – Zhongfu Holdings Limited

於二零一五年七月三日，本集團已訂立意向書，據此，本集團擬與杭州賽點科技有限公司、浙江浩遠創業投資有限公司、陳學軍先生、何順生先生及曹國熊先生訂立股份購買協議，以收購浙江中服網絡科技有限公司(於中國註冊成立之公司)約80.38%股權。

於二零一五年十二月十八日，Daxiong Holdings Limited、Hanson He Holdings Limited、Richard Chen Holdings Limited、浩新發展有限公司及Mr Moustache Holdings Limited (統稱「賣方」)與本公司及曹國熊先生、何順生先生、陳學軍先生、管建忠先生及廖斌先生(統稱「賣方擔保人」)訂立買賣協議，據此，賣方已有條件同意出售而本公司已有條件同意收購ZhongFu Holdings Limited全部已發行股本，總代價為170,807,500港元，ZhongFu Holdings Limited持有中服80.38%之股權。根據買賣協議，數額為70,095,000港元之部分代價將以現金償付，餘下代價將透過發行及配發可換股債券之方式償付，惟須按各賣方以履約目標之基準予以下調。

買賣協議項下擬進行之交易於二零一六年一月八日根據買賣協議之條款已告完成。

被收購方主要為中國製衣業提供垂直網站。其持有有關經營主要域名網站：www.efu.com.cn(中國服裝網)、www.yifu.net(壹服)、www.51fashion.com.cn(時尚飾界)、www.5143.cn(服裝加盟網)、www.nynet.com.cn(中國內衣網)及www.kidsnet.cn(童裝加盟網)之若干資產。該等網站為主要向製衣業之業務用家(如製造商、批發商、商家、百貨公司、商場)提供有關時裝品牌、製成衣產品(如男士服飾、女士服飾、兒童服飾、內衣褲、鞋、皮革製品、羽絨及其他)、紡織品、配件材料(如鈕扣、拉鍊)、紡織設備(如縫紉機、裁剪機、縫合機、印刷機、自動化系統)資料之互聯網門戶網站。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 40 COMMITMENTS (Continued)

#### (b) Financial commitments (Continued)

##### (ii) Acquisition of available-for-sale financial asset – Hohhot Jingu

On 7th December 2015, HC Internet Information Technology Company Limited (“HC Internet”), a wholly-owned subsidiary of the Group (“the Subscriber”), entered into the subscription agreement (the “Subscription Agreement”) with 內蒙古呼和浩特金谷農村商業銀行股份有限公司 (Inner Mongolia Hohhot Jingu Rural Commercial Bank Limited Company\*) (“Hohhot Jingu”), pursuant to which HC Internet has conditionally agreed to subscribe for 108,661,533 of Hohhot Jingu (subject to adjustment under the terms of the Subscription Agreement) (the “Subscription Share(s)”) of Hohhot Jingu (subject to adjustment under the terms of the Subscription Agreement) (the “Subscription Share”) at the subscription price of RMB3 per Subscription Share. The consideration for the said subscription is RMB325,984,599 (subject to adjustment under the terms of the Subscription Agreement), which shall be settled by HC Internet in cash.

Assuming there is no adjustment of the subscription plan, the Subscription Shares represent approximately 13.94% of the existing issued share capital of Hohhot Jingu and approximately 8.49% of Hohhot Jingu’s entire issued share capital as enlarged by the capital increase. Assuming there is no Adjustment, upon completion of the Subscription, the Subscriber will, together with the 19,300,000 shares of Hohhot Jingu acquired by it through the Acquisition, own 127,961,533 shares of Hohhot Jingu, representing approximately 10.00% of Hohhot Jingu’s entire issued share capital as enlarged by the Capital Increase.

Upon completion of the further acquisition, the investment will be recorded as available-for-sale asset measured at fair value under non-current assets.

As at the date of this report, the subscription has not yet been completed.

### 40 承擔(續)

#### (b) 財務承擔(續)

##### (ii) 收購可供出售金融資產－呼和浩特金谷

於二零一五年十二月七日，本集團全資附屬公司北京慧聰互聯信息技術有限公司(「北京慧聰」)(「認購方」)與內蒙古呼和浩特金谷農村商業銀行股份有限公司(「呼和浩特金谷」)訂立認購協議(「認購協議」)。據此，慧聰互聯已有條件同意按認購價每股認購股份人民幣3元認購呼和浩特金谷108,661,533股呼和浩特金谷股份(「認購股份」)(可根據認購協議之條款予以調整)(「認購股份」)。上述認購的代價為人民幣325,984,599元(可根據認購協議之條款予以調整)，將由慧聰互聯以現金償付。

假設認購計劃並無調整，認購股份相當於呼和浩特金谷現有已發行股本約13.94%及呼和浩特金谷經增資擴大後之全部已發行股本約8.49%。假設並無調整，於認購事項完成後，認購方將(連同其透過收購事項收購之19,300,000股呼和浩特金谷股份)擁有127,961,533股呼和浩特金谷股份，相當於呼和浩特金谷經增資擴大後之全部已發行股本約10.00%。

於進一步收購事項完成後，投資將入賬為按公平值計量之可供出售資產(非流動資產)。

於本報告日期，認購事項尚未完成。

\* English name are translated for identification purpose only

## Notes to the Consolidated Financial Statements

### 合併財務報表附註

#### 40 COMMITMENTS (Continued)

##### (c) Commitments under operating leases

At 31st December 2015, the Group had future aggregate minimum lease payments under non-cancellable operating leases in respect of buildings which expire as follows:

		2015	2014
		二零一五年	二零一四年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Within one year	一年內	25,624	13,132
In the second to fifth year inclusive	第二至第五年(包括首尾兩年)	35,849	14,991
Over the fifth year	第五年以上	5,326	–
		<b>66,799</b>	<b>28,123</b>

#### 41 CONTINGENT LIABILITIES

As at 31st December 2015, there were no material contingent liabilities to the Group (2014: Nil).

#### 42 FINANCIAL GUARANTEES

The Group has arranged bank financing for certain purchasers of the Group's property units and provided guarantees to secure obligations of such purchasers for repayments. Such guarantees terminate upon the earlier of (i) issuance of the real estate ownership certificate which will generally be available within an average period of two to three years upon the completion of guarantee registration; or (ii) the satisfaction of mortgaged loan by the purchasers of properties.

Pursuant to the terms of the guarantees, upon default in mortgage payments by these purchasers, the Group is responsible to repay the outstanding mortgage principals together with accrued interest and penalty owed by the defaulted purchasers to the banks and the Group is entitled to take over the legal title and possession of the related properties. The Group's guarantee period starts from the dates of grant of the mortgages. As at 31 December 2015, the amount of outstanding guarantees for mortgages were approximately RMB461,066,000 (2014: RMB323,209,000).

The directors consider that the likelihood of default in payments by purchasers is minimal and therefore the financial guarantees measured at fair value is immaterial.

#### 40 承擔(續)

##### (c) 經營租約承擔

於二零一五年十二月三十一日，本集團就樓宇之已到期不可撤銷經營租約日後應付之最低租賃款項總額如下：

#### 41 或然負債

於二零一五年十二月三十一日，本集團概無重大或然負債(二零一四年：無)。

#### 42 財務擔保

本集團為若干本集團物業單位若干買家安排銀行融資，並提供擔保以作為該等買家還款責任之抵押。該等擔保於以下較早者發生時終止：(i) 於完成擔保登記時發出一般將於平均二至三年期間取得之房產證；或(ii)物業買家償付按揭貸款。

根據擔保條款，倘該等買家拖欠按揭還款，本集團須負責償還拖欠之按揭貸款以及應計利息及違約買家結欠銀行之罰款，而本集團有權接管及擁有相關物業之合法業權。本集團之擔保期由授出按揭貸款當日起計。於二零一五年十二月三十一日，按揭之未償還擔保金額約為人民幣461,066,000元(二零一四年：人民幣323,209,000元)。

本公司董事認為買家拖欠付款之可能很低，故財務擔保之公平值並不重大。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 43 STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY

### 43 本公司之財務狀況表及儲備變動

#### Statement of financial position of the Company

#### 本公司之財務狀況表

		As at 31 December 於十二月三十一日	
		2015 二零一五年	2014 二零一四年
		RMB'000 人民幣千元	RMB'000 人民幣千元
	Note 附註		
<b>ASSETS</b>	<b>資產</b>		
<b>Non-current asset</b>	<b>非流動資產</b>		
Investments in subsidiaries	於附屬公司之投資	<b>1,308,553</b>	1,956
		<b>1,308,553</b>	1,956
<b>Current assets</b>	<b>流動資產</b>		
Loan to a subsidiary	貸款予一間附屬公司	<b>885,660</b>	1,151,769
Cash and cash equivalents	現金及現金等值物	–	5
		<b>885,660</b>	1,151,774
<b>Total assets</b>	<b>總資產</b>	<b>2,194,213</b>	1,153,730
<b>EQUITY</b>	<b>權益</b>		
<b>Capital and reserves</b>	<b>資本及儲備</b>		
Share capital	股本	<b>85,090</b>	66,465
Other reserves	其他儲備	(a) <b>1,688,035</b>	639,232
Accumulated losses	累計虧損	(a) <b>(179,610)</b>	(106,516)
<b>Total equity</b>	<b>總權益</b>	<b>1,593,515</b>	599,181
<b>LIABILITIES</b>	<b>負債</b>		
<b>Non-current liability</b>	<b>非流動負債</b>		
Issued convertible bond – liability component	已發行可換股債券 – 負債部分	<b>600,225</b>	553,956
		<b>600,225</b>	553,956

## Notes to the Consolidated Financial Statements 合併財務報表附註

### 43 STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY

(Continued)

#### Statement of financial position of the Company (Continued)

### 43 本公司之財務狀況表及儲備變動 (續)

本公司之財務狀況表(續)

		As at 31 December 於十二月三十一日	
		2015 二零一五年	2014 二零一四年
		RMB'000 人民幣千元	RMB'000 人民幣千元
	Note 附註		
<b>Current liability</b>	<b>流動負債</b>		
Accrued expenses and other payables	應計費用及其他應付款項	473	593
<b>Total liabilities</b>	<b>總負債</b>	<b>600,698</b>	554,549
<b>Total equity and liabilities</b>	<b>總權益及負債</b>	<b>2,194,213</b>	1,153,730

The financial statements were approved by the Board of Directors on 30 March 2016 and were signed on its behalf.

財務報表於二零一六年三月三十日獲董事會批准並由下列董事代表董事會簽署。

**GUO Jiang**

Director

郭江

董事

**LEE Wee Ong**

Director

LEE Wee Ong

董事

## Notes to the Consolidated Financial Statements

### 合併財務報表附註

#### 43 STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY

(Continued)

#### 43 本公司之財務狀況表及儲備變動 (續)

##### (a) Reserve movement of the Company

##### (a) 本公司之儲備變動

		Accumulated losses 累計虧損 RMB'000 人民幣千元	Other reserves 其他儲備 RMB'000 人民幣千元
At 1 January 2014	於二零一四年一月一日	(75,133)	582,910
Loss for the year	本年度虧損	(31,383)	-
Share based compensation	以股份支付之補償		
- value of employee services	- 僱員服務價值	-	29,912
Convertible bond - equity component	可換股債券 - 權益部分	-	50,858
Exercise of share options	行使購股權	-	6,353
Currency translation differences	貨幣匯兌差異	-	47
Shares purchased for share award scheme	股份獎勵計劃買入股份	-	(30,848)
<b>At 31 December 2014</b>	<b>於二零一四年十二月三十一日</b>	<b>(106,516)</b>	<b>639,232</b>
Loss for the year	本年度虧損	(73,094)	-
Issuance of new shares	發行新股份	-	1,063,819
Share based compensation	以股份支付之補償		
- value of employee services	- 僱員服務價值	-	29,231
Exercise of share options	行使購股權	-	1,951
Currency translation differences	貨幣匯兌差異	-	(46,198)
<b>At 31 December 2015</b>	<b>於二零一五年十二月三十一日</b>	<b>(179,610)</b>	<b>1,688,035</b>

## Notes to the Consolidated Financial Statements 合併財務報表附註

### 44 RELATED-PARTY TRANSACTIONS

Apart from the transactions already disclosed in other notes in these financial statements, the Group has the following significant transactions that were carried out with related parties:

#### (a) Sales of services

		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
Sales of services	銷售服務		
- 北京慧聰建設信息諮詢有限公司 (technology services) (i)	- 北京慧聰建設信息諮詢 有限公司(技術服務)(i)	-	158
- 北京慧聰建設信息諮詢有限公司 (be granted the right to use the domain names and trademark) (ii)	- 北京慧聰建設信息諮詢 有限公司(獲授權使用域名 及商標)(ii)	-	180
		-	338

- (i) 北京慧聰建設信息諮詢有限公司 (“HC Construction”), a company owned as to 50% by Mr. Guo Fansheng, the Chairman of the Board and an Executive Director of the Company and as to 50% by Mr. Guo Jiang, an Executive Director and the chief executive officer of the Company, entered into a three-year Technology Services Agreement with the Group in 2002, and on 31st December 2004, the parties entered into a supplemental agreement which extended the term of the Technology Services Agreement to 31st December 2007 and on 30th December 2007, 2009, 2011, and 15th September 2014, the parties entered into another supplemental agreement which extended the term of the Technology Services Agreement to 31st December 2009, 2011, 2014 and 15th September 2017 respectively.

Pursuant to the Technology Service Agreement (as supplement), the Group received technical service income from HC Construction based on the working hours devoted to the service and support.

### 44 關聯人士交易

除於該等財務報表之其他附註已披露之交易外，本集團與關聯人士進行之重大交易如下：

#### (a) 銷售服務

- (i) 北京慧聰建設信息諮詢有限公司 (「慧聰建設」) 由本公司董事會主席兼執行董事郭凡生先生及本公司執行董事兼行政總裁郭江先生分別擁有 50% 權益。於二零零二年，該公司與本集團訂立一份三年期技術服務協議。於二零零四年十二月三十一日，雙方訂立補充協議，將技術服務協議延期至二零零七年十二月三十一日，而於二零零七年、二零零九年及二零一一年十二月三十日以及二零一四年九月十五日，雙方再訂立另一份補充協議，將技術服務協議分別延期至二零零九年、二零一一年及二零一四年十二月三十一日以及二零一七年九月十五日。

根據技術服務協議(經補充)，本集團按照提供服務與支援之工時向慧聰建設收取技術服務收入。

## Notes to the Consolidated Financial Statements 合併財務報表附註

### 44 RELATED-PARTY TRANSACTIONS (Continued)

#### (a) Sales of services (Continued)

- (ii) HC Construction entered into a three-year Domain Names and Trademark Licence Agreement with the Group in 2002, and on 31st December 2004, the parties entered into a supplemental agreement which extended the term of the Domain Names and trademark Licence Agreement to 31st December 2007 and on 30th December 2007, 2009, 2011, and 15th September 2014, the parties entered into another supplemental agreement which extended the term of the Domain Names and Trademark Licence to 31st December 2009, 2011, 2014 and 15th September 2017 respectively.

Pursuant to the Domain Names and Trademark Licence Agreement (as supplemented), HC Construction was granted the right to use the domain names and trademark owned or attained by the Group during the agreement period for a fixed fee.

Since 15th September 2014, the financial condition and results of operation of HC Construction are consolidated into the Group, the transactions with HC Construction are no longer related party transactions of the Group.

#### (b) Purchases of services

### 44 關聯人士交易(續)

#### (a) 銷售服務(續)

- (ii) 於二零零二年，慧聰建設與本集團訂立一份三年期域名及商標許可協議。於二零零四年十二月三十一日，雙方訂立補充協議，將域名及商標許可協議延期至二零零七年十二月三十一日，而於二零零七年、二零零九年及二零一一年十二月三十日以及二零一四年九月十五日，雙方再訂立另一份補充協議，將域名及商標許可協議分別延期至二零零九年、二零一一年及二零一四年十二月三十一日以及二零一七年九月十五日。

根據域名及商標許可協議(經補充)，慧聰建設按固定費用獲授權在協議期間使用本集團所擁有或取得之域名及商標。

自二零一四年九月十五日，慧聰建設之財務狀況及經營業績綜合計入本集團，而與慧聰建設之交易不再屬本集團關聯人士交易。

#### (b) 購買服務

		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
Purchases of services:	購買服務：		
- 北京慧聰建設信息諮詢有限公司 (online information distribution services) (i)	- 北京慧聰建設信息諮詢 有限公司(線上資訊發佈 服務)(i)	-	180
- 北京慧聰建設信息諮詢有限公司 (online advertisement publication services) (ii)	- 北京慧聰建設信息諮詢 有限公司(線上廣告刊登 服務)(ii)	-	75
		-	255

## Notes to the Consolidated Financial Statements 合併財務報表附註

### 44 RELATED-PARTY TRANSACTIONS (Continued)

#### (b) Purchases of services (Continued)

- (i) HC Construction entered into a three-year Online Information Distribution Agreement with the Group in 2002, and on 31st December 2004, 2007, 2009, 2011, and 15th September 2014, the parties entered into a supplemental agreement which extended the term of the Online Information Distribution Agreement to 31st December 2007, 2009, 2011, 2014 and 15th September 2017 respectively.

Pursuant to the Online Information Distribution Agreement (as supplement), HC Construction received distribution income from the Group at a fixed rate per annum. It disseminated the Group's business information and research reports on its web-site and on those as stipulated by the Group.

- (ii) HC Construction entered into a three-year Online Advertisement Publication Agreement with the Group in 2002, and on 31st December 2004, 2007, 2009, 2011, and 15th September 2014, the parties entered into supplemental agreements which extended the term of Online Advertisement Publication Agreement to 31st December 2007, 2009, 2011, 2014 and 15th September 2017 respectively.

Pursuant to the Online Advertisement Publication Agreement (as supplement), HC Construction received publication income from the Group at a fixed fee. It published the Group's advertisements on its website and on those as stipulated by the Group.

Since 15th September 2014, the financial condition and results of operation of HC Construction are consolidated in to that of the Group, the transactions with HC Construction are no longer related party transactions of the Group.

### 44 關聯人士交易(續)

#### (a) 銷售服務(續)

- (i) 於二零零二年，慧聰建設與本集團訂立一份三年期線上信息發佈協議，於二零零四年、二零零七年、二零零九年及二零一一年十二月三十一日以及於二零一四年九月十五日，雙方訂立補充協議，將線上信息發佈協議分別延期至二零零七年、二零零九年、二零一一年及二零一四年十二月三十一日以及二零一七年九月十五日。

根據線上信息發佈協議(經補充)，慧聰建設按固定費用每年向本集團收取分派收入。該公司在其網站及本集團指定之網站上發佈本集團商業信息及研究報告。

- (ii) 於二零零二年，慧聰建設與本集團訂立一份三年期線上廣告刊登協議，於二零零四年、二零零七年、二零零九年及二零一一年十二月三十一日以及於二零一四年九月十五日，雙方訂立補充協議，將線上廣告刊登協議分別延期至二零零七年、二零零九年、二零一一年及二零一四年十二月三十一日以及二零一七年九月十五日。

根據線上廣告刊登協議(經補充)，慧聰建設按固定費用向本集團收取刊登收入。該公司在其網站及本集團指定之網站上刊登本集團廣告。

自二零一四年九月十五日開始，慧聰建設之財務狀況及經營業績綜合計入本集團，而與慧聰建設之交易不再屬本集團關聯人士交易。

## Notes to the Consolidated Financial Statements

### 合併財務報表附註

#### 44 RELATED-PARTY TRANSACTIONS (Continued)

#### 44 關聯人士交易(續)

##### (c) Key management compensation

##### (c) 主要管理人員薪酬

		2015	2014
		二零一五年	二零一四年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Salaries and other short-term employee benefits	薪金及其他短期僱員福利	5,960	5,262
Share-based payments	以股份為基礎之付款	7,277	9,667
		<b>13,237</b>	14,929

#### 45 EVENT AFTER THE DATE OF STATEMENT OF FINANCIAL POSITION

#### 45 財務狀況表日期後事件

##### (a) Issuance of zero coupon convertible bond

On 9th December 2015, the Company entered into the subscription agreement with agreement with Mr. Guo Jiang (the chief executive officer of the Company and an executive Director), Mr. Lee Wee Ong (an executive Director and chief financial officer of the Company), Mr. Liu Jun (a director of a non-wholly owned subsidiary of the Company) and Mr. Liu Xiaodong (a shareholder of the Company ("Shareholder") and a director of several subsidiaries of the Company) (collectively, the "Subscribers"), pursuant to which the Subscribers have conditionally agreed to subscribe for and the Company has conditionally agreed to issue the convertible bonds with an aggregate principal amount of HK\$500,000,000 to be issued by the Company under the specific mandate of the Company.

The specific mandate was duly passed by the independent shareholders at the extraordinary general meeting held on 1st February 2016.

As at the date of this report, the transaction has not yet been completed.

##### (a) 發行零息可換股債券

於二零一五年十二月九日，本公司與郭江先生(本公司行政總裁兼執行董事)、Lee Wee Ong先生(本公司執行董事兼首席財務官)、劉軍先生(本公司非全資附屬公司董事)及劉小東先生(本公司股東(「股東」)兼本公司多間附屬公司董事)(統稱「該等認購人」)訂立認購協議，據此，該等認購人有條件同意認購而本公司有條件同意根據特別授權發行本金總額為500,000,000港元之可換股債券。

該特別授權於二零一六年二月一日舉行之股東特別大會上獲獨立股東正式通過。

於本報告日期，該交易尚未完成。

## Notes to the Consolidated Financial Statements 合併財務報表附註

### 45 EVENT AFTER THE DATE OF STATEMENT OF FINANCIAL POSITION (Continued)

#### (b) Acquisition of available for sales financial asset – Shanghai Gangyin

On 15th January 2016, 北京慧聰再創科技有限公司 (Beijing Huicong Zaichuang Technology Co., Ltd\*) (“Zaichuang Technology”), an indirect wholly-owned subsidiary of the Company (the “Subscriber”), entered into the Subscription Agreement with 上海鋼銀電子商務股份有限公司 (Shanghai Gangyin E-Commerce Co., Ltd\*) (“Shanghai Gangyin”), pursuant to which the Zaichuang Technology has agreed to subscribe for 22,000,000 shares of RMB1 each in the share capital of Shanghai Gangyin at the subscription price of RMB4.5 per subscription share at a consideration of RMB99,000,000 to be settled in cash. The investment from the Group represents 2.85% of the issued shares of Jingu at the acquisition date.

Upon completion of the acquisition, the financial result will be recorded as available-for-sale asset measured as fair value under non-current assets.

Shanghai Gangyin is principally engaged in the provision of e-commerce services for the trade of iron and steel commodities. Through operating a third party platform, 鋼銀平台 (Gangyin Platform\*) (www.banksteel.com), Shanghai Gangyin provides upstream and downstream enterprises in the iron and steel industry with a package solution to e-commerce.

### 45 財務狀況表日期後事件(續)

#### (b) 收購可供出售金融資產 – 上海鋼銀

於二零一六年一月十五日，本公司之間接全資附屬公司北京慧聰再創科技有限公司(「再創科技」)(「認購方」)與上海鋼銀電子商務股份有限公司(「上海鋼銀」)訂立認購協議，據此，再創科技同意按認購價每股認購股份人民幣4.5元認購上海鋼銀股本中每股人民幣1元之22,000,000股股份，代價為人民幣99,000,000元並將以現金支付。本集團之投資相當於金谷於收購日期2.85%之已發行股份。

於收購事項完成後，財務業績將於非流動資產入賬為按公平值計量之可供出售資產。

上海鋼銀主要從事提供買賣鋼鐵商品的電子商務服務。透過營運第三方平台鋼銀平台(www.banksteel.com)，上海鋼銀為鋼鐵業的上游及下游企業提供一攬子電子商務解決方案。

## Notes to the Consolidated Financial Statements 合併財務報表附註

### 45 EVENT AFTER THE DATE OF STATEMENT OF FINANCIAL POSITION (Continued)

#### (c) Possible transaction with Shanghai Ganglian E-Commerce Holdings Co., Ltd

The Company is in preliminary discussion with 上海鋼聯電子商務股份有限公司 (Shanghai Ganglian E-Commerce Holdings Co., Ltd \*) (“Shanghai Ganglian”) in relation to a possible transaction which may involve disposal of the entire equity interest in 北京知行銳景科技有限公司 (Beijing Zhixing Ruijing Technology Company Limited\*), a wholly-owned subsidiary of the Company, to achieve the purpose of disposing certain assets of the Group which own and operate the domain names www.zol.com.cn (中關村在線) and www.zol.com (中關村商城) by the Group to Shanghai Ganglian, in exchange for cash and/or certain equity interest in Shanghai Ganglian (the “Possible Transaction”). Shanghai Ganglian is a company established under the laws of the People’s Republic of China, the shares of which are listed on the Shenzhen Stock Exchange (stock code: 300226).

As at the date of this report, no binding material term concerning the Possible Transaction has been agreed and the Company has not entered into any definitive agreement in relation to the Possible Transaction.

\* English name are translated for identification purpose only

### 45 財務狀況表日期後事件(續)

#### (c) 可能與上海鋼聯電子商務股份有限公司訂立之交易

本公司與上海鋼聯電子商務股份有限公司(「上海鋼聯」)初步就可能涉及出售本公司全資附屬公司北京知行銳景科技有限公司之交易進行磋商，以達成本集團向上海鋼聯出售本集團若干資產(本集團於當中擁有及營運www.zol.com.cn(中關村在線)及www.zol.com(中關村商城)之域名)以換取現金及／或若干上海鋼聯股權之目的(「潛在交易」)。上海鋼聯為根據中華人民共和國法律成立之公司，其股份於深圳證券交易所上市(股份代號：300226)。

於本報告日期，概無協定有關潛在交易而具約束力之重大條款，而本公司尚未就潛在交易訂立任何具體協議。



WWW.HC360.COM



微信公眾號：慧聪商城



官方微博 @慧聪网



HC INTERNATIONAL, INC. 慧聪网有限公司

Stock Code 股票代碼：HK2280