



盛源控股有限公司

SHENG YUAN HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

Stock Code 股份代號：851

2016

Annual Report 年報

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CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

EXECUTIVE DIRECTORS

Mr. Wu Siu Lam, William
Ms. Cheng Kit Sum, Clara

INDEPENDENT NON-EXECUTIVE DIRECTORS

Dr. Huan Guocang
Mr. Lo Ka Wai
Mr. Wu Fred Fong

AUDIT COMMITTEE

Mr. Lo Ka Wai (*Chairman*)
Dr. Huan Guocang
Mr. Wu Fred Fong

REMUNERATION COMMITTEE

Mr. Wu Fred Fong (*Chairman*)
Dr. Huan Guocang
Mr. Lo Ka Wai

NOMINATION COMMITTEE

Dr. Huan Guocang (*Chairman*)
Mr. Lo Ka Wai
Mr. Wu Fred Fong

COMPANY SECRETARY

Mr. Or Wing Keung

STOCK CODE

851

WEBSITE

www.shengyuan.hk

董事會

執行董事

胡少霖先生
鄭潔心女士

獨立非執行董事

宦國蒼博士
羅嘉偉先生
胡晃先生

審核委員會

羅嘉偉先生 (*主席*)
宦國蒼博士
胡晃先生

薪酬委員會

胡晃先生 (*主席*)
宦國蒼博士
羅嘉偉先生

提名委員會

宦國蒼博士 (*主席*)
羅嘉偉先生
胡晃先生

公司秘書

柯永強先生

股份代號

851

網址

www.shengyuan.hk

CORPORATE INFORMATION

公司資料

SHARE REGISTRAR

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

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

PRINCIPAL OFFICE IN HONG KONG

Suites 4301-5, 43/F
Tower 1, Times Square
1 Matheson Street, Causeway Bay, Hong Kong

AUDITOR

BDO Limited
Certified Public Accountants
25th Floor, Wing On Centre
111 Connaught Road Central
Hong Kong

SOLICITORS

Troutman Sanders
34th Floor, Two Exchange Square
8 Connaught Place Central, Hong Kong

PRINCIPAL BANKERS

The Hong Kong & Shanghai Banking Corporation Limited
Bank of China (Hong Kong) Limited
China Construction Bank (Asia) Corporation Limited

股份過戶登記處

卓佳登捷時有限公司
香港
皇后大道東183號
合和中心22樓

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

香港主要辦事處

香港
銅鑼灣勿地臣街1號
時代廣場1座43樓4301-5室

核數師

香港立信德豪會計師事務所有限公司
執業會計師
香港
干諾道中111號
永安中心25樓

律師

長盛律師事務所
香港中環康樂廣場8號
交易廣場2座34樓

主要往來銀行

香港上海滙豐銀行有限公司
中國銀行(香港)有限公司
中國建設銀行(亞洲)股份有限公司

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS AND FINANCIAL REVIEW

For the year ended 31 December 2016, the revenue of the Group amounted to approximately HK\$69.5 million, representing 82.9% decrease as compared with approximately HK\$405.7 million for the year ended 31 December 2015. The drop is largely attributable to the suspension of trading business in 2016. Loss for the year ended 31 December 2016 was approximately HK\$16.9 million, as compared with loss of approximately HK\$34.4 million for the year ended 31 December 2015. Such decrease in net loss is primarily attributable to the reduction of staff costs and other expenses during the year ended 31 December 2016.

During the year ended 31 December 2016, investor sentiment in Hong Kong remained cautious due to the fact that the growth of global economy slowed down and the financial market experienced a significant volatility under the effect of looming unexpected accidents, such as Brexit and the election of Trump as the US president. In the second half of 2016, the rebound in Hong Kong stock market sustained driven by the intention to maintain loose monetary policies in US and the official launch of Shenzhen-Hong Kong Stock Connect.

During the year ended 31 December 2016, the total revenue of Sheng Yuan Financial Services Group Limited and its subsidiaries (the "SYFS Group") decreased by nearly 59.5% to approximately HK\$69.5 million (2015: approximately HK\$171.5 million).

For securities business, the revenue from securities brokerage and financial services during the year ended 31 December 2016 decreased to approximately HK\$22.4 million (2015: approximately HK\$130.6 million). Such decrease in revenue was mainly due to the inactive trading in Hong Kong stocks and placing market in light of the economic uncertainties in Hong Kong.

業務及財務回顧

截至二零一六年十二月三十一日止年度，本集團之收益約為69,500,000港元，較截至二零一五年十二月三十一日止年度之約405,700,000港元減少82.9%。收益大幅下滑主要由於於二零一六年暫停貿易業務所致。截至二零一六年十二月三十一日止年度之虧損約為16,900,000港元，而截至二零一五年十二月三十一日止年度之虧損約為34,400,000港元。有關虧損淨額減少主要由於截至二零一六年十二月三十一日止年度的員工成本及其他費用減少所致。

截至二零一六年十二月三十一日止年度，全球經濟增長放緩，而在英國脫歐，特朗普當選美國總統等意外因素的籠罩下，金融市場大幅波動，香港投資者繼續保持謹慎。二零一六年下半年，在美國維持貨幣的寬鬆意向，深港通正式開通等事件的刺激下，香港股市持續反彈。

Sheng Yuan Financial Services Group Limited 及其附屬公司（「SYFS集團」）在截至二零一六年十二月三十一日止年度之總收入下跌近59.5%至約69,500,000港元（二零一五年：約171,500,000港元）。

證券業務方面，於截至二零一六年十二月三十一日止年度，來自證券經紀及金融服務之收益減少至約22,400,000港元（二零一五年：約130,600,000港元）。有關收益減少主要是由在本港經濟不明朗的情況下，港股交投及配售市場不活躍所致。

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For asset management business, Sheng Yuan Asset Management Limited (“SYAM”) acts as the fund manager or investment adviser for 13 funds and 13 discretionary accounts. The total assets under management of SYAM have substantially increased by nearly 134.2% to more than HK\$8.9 billion (2015: approximately HK\$3.8 billion) as of 31 December 2016. During the year ended 31 December 2016, SYAM recorded segment revenue of approximately HK\$47.6 million (2015: approximately HK\$40.9 million), representing a significant increase of nearly 16.4%.

For corporate financing business, Sheng Yuan Capital (Hong Kong) Limited (“SYC”) commenced to carry out business during the reporting period. By stepping up its efforts to explore potential opportunities, SYC had completed the recognition of the income generated from three orders of financial advisory business from external customers during the reporting period. During the year ended 31 December 2016, SYC recorded an income of approximately HK\$1.5 million (2015: HK\$0).

In order to provide an additional source of income for its financial business, the SYFS Group expanded the proprietary trading business during the year ended 31 December 2016 and mainly invested in listed shares in Hong Kong market and private funds. In light of the sluggish Hong Kong stock market, the segment profit from proprietary trading business for the year ended 31 December 2016 was approximately HK\$25.7 million (2015: segment profit of HK\$4.3 million).

As the commodity market remains sluggish, the Group has continued to suspend its trading business for the year of 2016. The segment loss for trading business for the year ended 31 December 2016 was approximately HK\$3.3 million (2015: segment loss of HK\$5.9 million).

On 9 April 2014, Sheng Yuan Financial Services Group Limited (“SYFS”), a direct wholly-owned subsidiary of the Company, entered into a subscription agreement (the “Subscription Agreement”) with the several subscribers, pursuant to which the subscribers conditionally agreed to subscribe for and SYFS conditionally agreed to issue the convertible notes at an aggregate consideration of HK\$45 million (the “Convertible Notes”). Details of the Subscription Agreement and the Convertible Notes can be found in the announcement and circular of the Company dated 9 April 2014 and 16 May 2014 respectively.

資產管理業務方面，盛源資產管理有限公司（「盛源資產管理」）作為基金管理人或投資顧問管理的基金已達13隻，管理的專戶達13個。截至二零一六年十二月三十一日，盛源資產管理所管理之資產總額大幅增長近134.2%至逾89億港元（二零一五年：約38億港元）。於截至二零一六年十二月三十一日止年度，盛源資產管理錄得分部收入大幅增長近16.4%至約47,600,000港元（二零一五年：約40,900,000港元）。

企業融資業務方面，盛源資本（香港）有限公司（「盛源資本」）於報告期內開始開展業務，大力挖掘潛在機會，並已在報告期內完成三單來自外界客戶財務顧問業務的收入確認。於截至二零一六年十二月三十一日止年度，盛源資本錄得收入約1,500,000港元（二零一五年：0港元）。

本著為金融業務提供新的收入來源之目標，SYFS集團在截至二零一六年十二月三十一日止年度擴展自營買賣業務，並主要投資香港市場之上市股份及私募基金。由於本港股市低迷，於截至二零一六年十二月三十一日止年度，自營買賣業務帶來之分部溢利約為25,700,000港元（二零一五年：分部溢利為4,300,000港元）。

由於商品市場持續低迷，本集團已於二零一六年度繼續暫停貿易業務。截至二零一六年十二月三十一日止年度，貿易業務之分部虧損約為3,300,000港元（二零一五年：分部虧損5,900,000港元）。

於二零一四年四月九日，本公司之直接全資附屬公司Sheng Yuan Financial Services Group Limited（「SYFS」）與數名認購人訂立認購協議（「認購協議」）。據此，有關認購人有條件同意認購，而SYFS有條件同意發行可換股票據，總代價為45,000,000港元（「可換股票據」）。認購協議及可換股票據之詳情請分別參閱本公司日期為二零一四年四月九日及二零一四年五月十六日之公告及通函。

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Upon completion of the Subscription Agreement, two subscribers, namely WisePublic Holdings Limited and Li Gang (the “Guarantors”) (who hold Convertible Notes with an aggregate amount of HK\$25 million) executed and delivered to SYFS and the Company the deed of profit guarantee, pursuant to which, the Guarantors guaranteed that the audited consolidated profits, or where applicable, the accumulated audited consolidated profits after taxation of the SYFS group for each of (i) the financial year ending 31 December 2014, (ii) the two financial years ending 31 December 2015 and (iii) the three financial years ending 31 December 2016 shall be not less than zero, HK\$20,000,000 and HK\$50,000,000, respectively.

The accumulated audited consolidated profits after taxation of the SYFS group for each of (i) the financial year ending 31 December 2014, (ii) the two financial years ending 31 December 2015 and (iii) the three financial years ending 31 December 2016 were HK\$19.9 million, HK\$30.0 million and HK\$50.1 million, respectively. Therefore, the guaranteed profits were achieved accordingly.

In order to focus on private equity and venture capital investment as well as conducting foreign investment activities and planning to expand its business into Mainland China through Closer Economic Partnership Arrangement (CEPA) in the future, the Group has acquired a licensed corporation carrying on the businesses of advising on securities and asset management in Hong Kong in August 2016.

During the year ended 31 December 2016, the Group's investment in Xinhua (Daqing) Merchandise Exchange Company Limited (新華(大慶)商品交易所有限公司, “XHME”), a merchandise exchange company established in Heilongjiang Province, the PRC, has recorded a significant increase in both revenue and net profit. The Company's share of profit of XHME amounted to HK\$3.0 million for the year ended 31 December 2016. In December 2016, the board of directors of XHME had met and resolved to restructure its business lines for local compliance purpose which involved suspension of a material line of business. In view of this, the directors of the Company had performed an impairment assessment of the Group's interest in XHME based on a valuation with the assistance of an independent valuer. The valuation of the Group's interest in associate is determined based on an underlying

在認購協議完成後，其中兩名認購人（即智眾控股有限公司及李剛（統稱為「保證人」））（其所持可換股票據之總金額為25,000,000港元）已簽立溢利保證契據並將之交付SYFS及本公司。根據溢利保證契據，保證人保證SYFS集團於(i)截至二零一四年十二月三十一日止財政年度；(ii)截至二零一五年十二月三十一日止兩個財政年度；及(iii)截至二零一六年十二月三十一日止三個財政年度各期間之經審核綜合溢利或（如適用）累計經審核除稅後綜合溢利分別不得少於零、20,000,000港元及50,000,000港元。

SYFS集團於(i)截至二零一四年十二月三十一日止財政年度；(ii)截至二零一五年十二月三十一日止兩個財政年度；及(iii)截至二零一六年十二月三十一日止三個財政年度各期間之累計經審核除稅後綜合溢利分別為19,900,000港元、30,000,000港元及50,100,000港元。因此，保證溢利均已達成。

為專注於私募股權及創業資本投資，以及開展對外投資活動及計劃於未來透過更緊密經貿關係安排(CEPA)將其業務擴展至中國內地，本集團已於二零一六年八月於香港收購一間從事證券諮詢及資產管理業務的持牌法團。

截至二零一六年十二月三十一日止年度，本集團於新華(大慶)商品交易所有限公司（「新商所」，一間於中國黑龍江省成立之商品交易所公司）之投資在收益及溢利淨額方面均錄得顯著增長。截至二零一六年十二月三十一日止年度，本公司分佔新商所溢利為3,000,000港元。於二零一六年十二月，新商所董事會召開會議並議決進行業務重組（當中涉及暫停主要業務營運）以符合當地規定。有鑒於此，本公司董事已基於由獨立估值師協助進行的估值對本集團於新商所之權益進行減值評估。對本集團於聯營公司權益的估值乃基於新商所對現金流量之相關預測釐定。根據該

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projection of cash flows provided by XHME. Based on the impairment assessment, the recoverable amount of the Group's interests in XHME is estimated to be higher than the carrying amount and no impairment is considered necessary as at 31 December 2016.

PROSPECTS

In 2017, apart from its traditional brokerage business, Sheng Yuan Securities Limited will further develop their intermediary businesses such as underwriting of IPO, placement of private notes, bonds and funds, as well as shares to deliver steady profit growth. SYAM will continue to step up its efforts in funds management and discretionary accounts management services to expand its customer base, at the same time keeping abreast of the market trends. For proprietary trading, the Group plans to increase its investment in fixed income products, seeking opportunities arising from the fluctuation of secondary market.

Though facing with the sluggish economy amid market downturn, the Group will keep on weathering through with great courage. Looking forward, the complexity and fluctuation of the market is likely to sustain. However, Hong Kong is increasingly important for its role as an access to overseas markets, with the gradual opening up of the capital market in Mainland China and the progressively strengthened interactions among cross-border investors. Looking ahead, the SYFS Group will be cautiously optimistic about the steady growth of businesses by virtue of its pioneering work style as well as steady and stable business model.

To facilitate the diversification and expansion of business development in PRC, the Group will continue to search opportunities in Mainland China including but not limited to the setting up joint ventures investments through CEPA, QFII ("Qualified Foreign Institutional Investor") or QDII ("Qualified Domestic Institutional Investor") frameworks by allowing the Group to access the huge and fast-growing financial markets and enabling the Group to engage in a full spectrum of securities and financial business in PRC. It is believed that the formation of such investments would offer a good opportunity for the Group to embark on a new milestone in its business development in financial services industry. On 8 August 2016, the Company entered into a memorandum of understanding (the "MOU") with 3 corporate investors in the PRC (the "CoPromoters"). Under the MOU, the Company and the Co-Promoters intended to form a joint venture securities company in Fujian, which would be principally engaged in securities related business with full licences to be approved by the China Securities Regulatory

減值評估，於二零一六年十二月三十一日，估計本集團於新商所之權益之可收回金額高於賬面值，故毋須作出減值。

前景

在2017年，盛源證券有限公司除傳統的經紀業務之外，將進一步發展中間業務，如：IPO承銷，私人票據、債券、基金及股份配售等中間業務，以獲得穩健的盈利增長；盛源資產管理將繼續大力發展基金管理和專戶管理服務，開拓更多客戶，把握市場脈搏。自營買賣方面，本集團計劃加大對固定收益產品的投資，並在波動的二級市場中尋找機會。

即使面臨著市場下行的低迷經濟，本集團仍勇往直前，逆流而上。展望未來，市場的複雜性及波動性很有可能會持續。然而，隨著中國內地資本市場的逐步開放以及跨境投資者之間聯繫的逐步加強，香港作為連接海外市場之通道的角色將更重要。展望未來，憑藉開拓進取的作風以及沉著穩健的業務模式，SYFS集團對穩健的業務增長仍持審慎樂觀的態度。

為促進於中國的分散及擴充業務發展，本集團將繼續於中國內地尋找機會，包括但不限於透過CEPA、QFII（「合資格境外機構投資者」）或QDII（「合資格境內機構投資者」）等框架設立合營公司投資，這將令本集團進入巨大及快速發展的金融市場及使本集團可於中國從事全牌照範圍內的證券及金融業務。本集團相信，該等投資的設立將為本集團提供良好機遇，在金融服務行業的業務發展中取得新的里程碑。於二零一六年八月八日，本公司與三名中國企業投資者（「聯合發起人」）訂立諒解備忘錄（「諒解備忘錄」）。根據諒解備忘錄，本公司與聯合發起人擬於福建成立合營證券公司，合營證券公司將於中國主要從事中國證券監督管理委員會將予批准的證券相關業務（全牌照）。由於規章制度存在不

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Commission, the PRC. Due to the uncertainty of rules and regulations, the Group is also exploring the business opportunities in other regions in Mainland China.

To capture the opportunities in increasing demand for foreign investment from Mainland China enterprises, the Group is planning to establish overseas platforms for investment to facilitate the global expansion of Mainland China enterprises. Countries of the Asian Pacific Region will be the targets of the Group to set up such platforms. The Group believes that it will further diversify its businesses and broaden its revenue sources.

The Group will continue to explore new business opportunities, with the support of its strong team, in order to provide healthy returns for its stakeholders in the future.

ACQUISITION AND DISPOSAL

The Group has acquired a licenced corporation to carry on the businesses of advising on securities and asset management in Hong Kong in August 2016.

LIQUIDITY AND FINANCIAL RESOURCES

As at 31 December 2016, cash and bank balances in general accounts maintained by the Group were approximately HK\$126.5 million, representing an increase of approximately 109.1% from approximately HK\$60.5 million as at 31 December 2015. Balances in trust and segregated accounts were approximately HK\$301.1 million (2015: HK\$51.4 million). Trade and other receivables and prepayments were approximately HK\$32.0 million as at 31 December 2016 (2015: HK\$291.2 million), which mainly represented decreased receivables from trading business and decreased trade volume arising from business of securities brokerage. Trade and other payables and accruals were approximately HK\$419.5 million as at 31 December 2016 (2015: HK\$117.0 million), which was due to an increase in trade payable from securities brokerage.

The Group's current assets and current liabilities as at 31 December 2016 were approximately HK\$693.1 million (2015: HK\$587.5 million) and approximately HK\$611.8 million (2015: HK\$344.4 million) respectively. The borrowings as at 31 December 2016 amounted to HK\$26.4 million (2015: HK\$222.3 million). The gearing of the

確定性，故本集團正物色於中國內地其他地區的商機。

為抓住中國內地企業對外投資需求不斷增長的機遇，本集團現正計劃建立海外投資平台，以促進中國內地企業的全球擴張。亞太地區的國家將是本集團設立該等平台的目標。本集團相信此舉將進一步分散業務並擴大收益來源。

在具實力的團隊支持下，本集團將繼續物色新商機，以於未來為持份者帶來豐厚回報。

收購及出售

本集團已於二零一六年八月於香港收購一間從事證券諮詢及資產管理業務的持牌法團。

流動資金及財務資源

於二零一六年十二月三十一日，本集團維持現金及銀行結餘（屬一般賬戶）約126,500,000港元，較二零一五年十二月三十一日之約60,500,000港元增加約109.1%。信託及獨立賬戶之結餘約為301,100,000港元（二零一五年：51,400,000港元）。於二零一六年十二月三十一日，貿易及其他應收賬款以及預付款項約為32,000,000港元（二零一五年：291,200,000港元），主要源於貿易業務之應收款項減少及證券經紀業務交易量減少。於二零一六年十二月三十一日，貿易及其他應付賬款以及應計費用約為419,500,000港元（二零一五年：117,000,000港元），主要由於證券經紀之應付貿易賬款增加所致。

本集團於二零一六年十二月三十一日之流動資產及流動負債分別約為693,100,000港元（二零一五年：587,500,000港元）及約611,800,000港元（二零一五年：344,400,000港元）。於二零一六年十二月三十一日，

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Group, measured as total debts to total assets, remained healthy at approximately 24.7% as at 31 December 2016 (2015: 55.2%). As at 31 December 2016, the Group recorded net assets of approximately HK\$166.4 million (2015: HK\$178.3 million), which was mainly due to the loss recorded during the year ended 31 December 2016. During the year ended 31 December 2016, the Group financed its operations with internally generated cash flow and funds from convertible bonds issued.

FOREIGN EXCHANGE RISK MANAGEMENT

The Group's transactions are mainly denominated in Hong Kong dollars, United States dollars ("USD"), and Renminbi ("RMB"). The Group has not implemented any foreign currencies hedging policies. However, the Group's management will closely monitor exchange rate movement and will take appropriate actions to reduce the risks.

CAPITAL STRUCTURE

During the year ended 31 December 2016, 56,000,000 shares of the Company were issued upon exercise of share options.

CONTINGENT LIABILITIES

As at 31 December 2016, the Group did not have any material contingent liabilities.

PLEDGE OF ASSETS

As at 31 December 2016, Group did not have any pledged assets.

HUMAN RESOURCES

As at 31 December 2016, the Group employed approximately 56 employees. The remuneration policy and package of the Group's employees are maintained at market level and are reviewed annually by management. In addition to basic salary, discretionary bonuses, mandatory pension fund and medical insurance scheme, share options may also be granted to eligible employees at the discretion of the Board and are subject to the performance of the individual employees as well as the Group.

借貸為26,400,000港元(二零一五年: 222,300,000港元)。於二零一六年十二月三十一日,本集團之資產負債比率(按總債務對總資產計算)約為24.7%(二零一五年: 55.2%),維持於穩健水平。於二零一六年十二月三十一日,本集團錄得資產淨值約166,400,000港元(二零一五年: 178,300,000港元),主要是由於截至二零一六年十二月三十一日止年度錄得虧損所致。於截至二零一六年十二月三十一日止年度,本集團以內部現金流量及已發行可換股債券之資金為其業務提供資金。

外匯風險管理

本集團之交易主要以港元、美元(「美元」)及人民幣(「人民幣」)列值。本集團並無實行任何外幣對沖政策。然而,本集團管理層將密切監控匯率變動,並將採取適當行動減低風險。

資本架構

於截至二零一六年十二月三十一日止年度,本公司於行使購股權時已發行56,000,000股股份。

或然負債

於二零一六年十二月三十一日,本集團並無任何重大或然負債。

抵押資產

於二零一六年十二月三十一日,本集團並無任何抵押資產。

人力資源

於二零一六年十二月三十一日,本集團聘用約56名僱員。本集團僱員之薪酬政策及待遇維持在市場水平,並由管理層每年檢討。除基本薪金、酌情花紅、強制性公積金及醫療保險計劃外,董事會亦會根據個別僱員表現及本集團業績,酌情向合資格僱員授出購股權。

BIOGRAPHICAL DETAILS OF DIRECTORS

董事履歷詳情

EXECUTIVE DIRECTOR

Mr. Wu Siu Lam, William, aged 53, was appointed as an executive Director in December 2012 and was further appointed as the chief executive officer of the Company in September 2013. Mr. Wu is responsible for the overall business operations and management of the Group. Mr. Wu obtained his bachelor's degree in education, postgraduate certificate in education management and postgraduate diploma in education management from The University of Wolverhampton, United Kingdom. Mr. Wu is also certified as a 高級理財規劃師 (Senior China Certified Financial Planner (ChFP)) by Ministry of Labour and Social Security of the People's Republic of China (the "PRC"). He was appointed as the Advisor in Economic Growth of Hebei Chengde Hi-Rank & Hi-Tech Industries Development Zone (承德市高新技術產業開發區經濟發展顧問) in 2006. The private company previously held by him was engaged by entities to provide financial solutions, business feasibilities and fund raising liaison in the PRC.

Ms. Cheng Kit Sum, Clara, aged 45, was appointed as an executive Director in June 2014 and the chief financial officer of the Company in August 2014. Ms. Cheng is responsible for the overall financial and administrative functions and corporate governance of the Group. Ms. Cheng has over 20 years of professional and senior managerial experiences in legal compliance, corporate financial planning and management. Ms. Cheng has been holding senior positions in listed companies in Hong Kong since 2000. She also worked for First Shanghai Capital Limited and PricewaterhouseCoopers. Ms. Cheng holds a bachelor's degree in accountancy from the Hong Kong Polytechnic University. She is an associate member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants.

執行董事

胡少霖先生，53歲，於二零一二年十二月獲委任為執行董事，其後於二零一三年九月再獲委任為本公司行政總裁。胡先生負責本集團之整體業務運作管理。胡先生持有由英國伍爾弗漢普頓大學(The University of Wolverhampton)頒授之教育學士學位、教育管理深造證書及教育管理深造文憑。胡先生亦為獲中華人民共和國(「中國」)勞動和社會保障部認證之高級理財規劃師(ChFP)。彼於二零零六年獲委任為承德市高新技術產業開發區經濟發展顧問。彼先前持有之私營公司曾獲不同實體委聘於中國提供財務解決方案、業務可行性研究及集資聯繫工作。

鄭潔心女士，45歲，於二零一四年六月獲委任為執行董事，於二零一四年八月獲委任為本公司財務總裁。鄭女士負責本集團整體財務及行政職能以及企業管治。鄭女士於法律規章、企業融資規劃及管理方面擁有逾二十年專業及高級管理經驗。鄭女士自二零零零年起一直擔任香港上市公司之高級職務。彼亦曾任職於第一上海融資有限公司及羅兵咸永道會計師事務所。鄭女士持有香港理工大學之會計文學士學位，並為香港會計師公會會員及英國特許公認會計師公會資深會員。

BIOGRAPHICAL DETAILS OF DIRECTORS

董事履歷詳情

INDEPENDENT NON-EXECUTIVE DIRECTOR

Dr. Huan Guocang, aged 67, is currently the chief executive officer of Primus Pacific Partners Limited (“Primus”). Dr. Huan holds master degrees in arts from the Graduate School of International Studies of the University of Denver in 1982 and Columbia University in 1983, a PhD degree from Princeton University in 1987 and John Olin post doctoral fellow from the Centre for International and Strategic Studies of Harvard University in 1987. Before the set-up of Primus in 2005, Dr. Huan has been the Head of Investment Banking (Asia Pacific) of HSBC, the co-Head of Investment Banking (Asia Pacific) of Citigroup, the managing director and Head of China of BZW Asia Limited, a senior economist and vice president of J.P. Morgan, an assistant professor of Columbia University and an economist of Deutsche Bank. Dr. Huan is currently the independent non-executive director of Beijing Enterprises Environmental Group Limited (formerly known as “Beijing Development (Hong Kong) Limited”), the shares of which are listed on the Stock Exchange.

Mr. Lo Ka Wai, aged 48, was appointed as an independent nonexecutive Director in March 2014. Mr. Lo has over 20 years experience in financial management and corporate finance gained from working as a chief financial officer and/or a company secretary for various listed companies in Hong Kong. Currently, Mr. Lo is an executive director of National United Resources Holdings Limited and an independent non-executive director of Yusei Holdings Limited, the shares of both of which are listed on the main board of the Stock Exchange. Mr. Lo had been an executive director of Han Tang International Holdings Limited and a chief financial officer of a company, the shares of both of which are listed on the main board and the Growth Enterprise Market of the Stock Exchange respectively. Mr. Lo graduated from the University of Wollongong, Australia with a bachelor degree in commerce. Mr. Lo is a member of the Hong Kong Institute of Certified Public Accountants and CPA Australia.

Mr. Wu Fred Fong, aged 69, was appointed an independent nonexecutive Director in March 2014. Mr. Wu has considerable experience in auditing, corporate planning, investment, consulting and finance with public companies in Canada and Hong Kong. Mr. Wu holds a master of business administration degree from The Schulich School of Business, York University in Canada. Mr. Wu is a chartered accountant qualified in Canada and a fellow member of the Hong Kong Institute of Certified Public Accountants. Mr. Wu has substantial directorship and corporate governance experience. Currently, Mr. Wu is the independent non-executive director of Minth Group Limited, the shares of which are listed on the Stock Exchange. Mr. Wu had been the independent non-executive director of China Public Procurement Limited, the shares of which are listed on the Stock Exchange.

獨立非執行董事

宦國蒼博士，67歲，現任博智資本有限公司（「博智資本」）之行政總裁。宦博士分別於一九八二年及一九八三年在美國丹佛大學國際學研究生院及美國哥倫比亞大學獲得文學碩士學位，於一九八七年在美國普林斯頓大學獲得哲學博士學位，並於同年在美國哈佛大學歐林國際戰略研究中心作博士後研究員。宦博士於二零零五年成立博智資本之前，歷任滙豐銀行亞太區投資銀行主管、花旗集團亞太區投資銀行聯席主管、巴克萊德勝亞洲有限公司董事總經理兼中國業務主管、摩根大通高級經濟師兼副總裁、美國哥倫比亞大學助理教授，以及德意志銀行經濟分析師。宦博士現為北京控股環境集團有限公司（前稱「北京發展（香港）有限公司」）（其股份於聯交所上市）之獨立非執行董事。

羅嘉偉先生，48歲，於二零一四年三月獲委任為獨立非執行董事。羅先生曾於多間香港上市公司任職財務總裁及／或公司秘書，於金融管理及企業融資方面擁有逾二十年經驗。羅先生現時擔任國家聯合資源控股有限公司執行董事，並為友成控股有限公司之獨立非執行董事（該等公司股份均於聯交所主板上市）。羅先生曾擔任漢唐國際控股有限公司之執行董事及一間公司之財務總裁（該等公司股份分別於聯交所主板及創業板上市）。羅先生畢業於澳洲卧龍崗大學（University of Wollongong），獲頒商學士學位。羅先生為香港會計師公會及澳洲會計師公會會員。

胡晃先生，69歲，於二零一四年三月獲委任為獨立非執行董事。胡先生在加拿大及香港公眾公司之審計、公司籌劃、投資、諮詢及融資等方面積累多年經驗。胡先生持有加拿大約克大學舒力克商學院（The Schulich School of Business, York University）工商管理碩士學位，並為加拿大特許註冊會計師及香港會計師公會資深會員。胡先生擁有豐富的董事及企業管治經驗。胡先生現為敏實集團有限公司之獨立非執行董事，該公司之股份於聯交所上市。胡先生曾擔任中國公共採購有限公司之獨立非執行董事，該公司之股份於聯交所上市。

CORPORATE GOVERNANCE REPORT

企業管治報告

CORPORATE GOVERNANCE PRACTICES

The Company is committed to maintain high standard of corporate governance standards and procedures to safeguard the interests of all shareholders and to enhance accountability and transparency. The Company has complied with the code on corporate governance practices (the “Code”) as set out in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) during the year ended 31 December 2016 except the following deviations:

The Code provision A.2.1 stipulates that the role of the Chairman and the Chief Executive Officer should be separated and should not be performed by the same individual. Although the Company does not have a Chairman, all major decisions are made in consultation with the Board members and the senior management of the Company. There are three independent non-executive Directors in the Board. The Board considers that there is sufficient balance of power and the current arrangement maintains a strong management position of the Company.

Under the Code provision A.6.7, independent non-executive directors and other non-executive directors should attend general meetings. Dr. Huan Guocang and Mr. Lo Ka Wai, both are independent non-executive Directors, were unable to attend the annual general meeting of the Company on 27 May 2016 as they had other business commitments.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) of the Listing Rules as a code of conduct of the Company for directors’ securities transactions. Having made specific enquiry of all Directors, the Directors have complied with the required standard set out in the Model Code and the Company’s code of conduct regarding directors’ securities transactions throughout the year ended 31 December 2016.

企業管治常規

本公司致力維持高水平之企業管治標準及程序，以保障全體股東之利益，以及加強公司問責性及提高透明度。本公司於截至二零一六年十二月三十一日止年度一直遵守香港聯合交易所有限公司證券上市規則（「上市規則」）附錄十四所載之《企業管治常規守則》（「守則」），惟下列偏離情況除外：

守則條文第A.2.1條訂明主席及行政總裁之職能應有所區分及不應由同一人擔任。儘管本公司並無設主席職位，但所有重大決策均經諮詢本公司董事會成員及高級管理層後作出。董事會有三名獨立非執行董事。董事會認為已有足夠之權力平衡，且現有之安排可維持本公司管理層之強勢地位。

根據守則條文第A.6.7條，獨立非執行董事及其他非執行董事應出席股東大會。獨立非執行董事宦國蒼博士及羅嘉偉先生因有其他事務需要處理而未能出席本公司於二零一六年五月二十七日舉行之股東週年大會。

董事進行證券交易的標準守則

本公司已採納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」）作為本公司董事進行證券交易之操守準則。本公司已向全體董事作出具體查詢，各董事於截至二零一六年十二月三十一日止整個年度一直遵守標準守則所載規定標準，以及本公司有關董事進行證券交易之操守準則。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD OF DIRECTORS

As at 31 December 2016, the Board comprised two executive Directors and three independent non-executive Directors.

The composition of the Board's members during the year ended 31 December 2016 and up to the date of this report is as follows:

EXECUTIVE DIRECTORS

Mr. Wu Siu Lam, William (CEO)

Ms. Cheng Kit Sum, Clara (CFO)

INDEPENDENT NON-EXECUTIVE DIRECTORS

Dr. Huan Guocang

Mr. Lo Ka Wai

Mr. Wu Fred Fong

During the year ended 31 December 2016, four Board meetings were held. Detail of the Directors' attendance records were as follows:

董事會

於二零一六年十二月三十一日，董事會由兩名執行董事及三名獨立非執行董事組成。

於截至二零一六年十二月三十一日止年度及截至本報告刊發日期，董事會之組成成員如下：

執行董事

胡少霖先生(行政總裁)

鄭潔心女士(財務總裁)

獨立非執行董事

宦國蒼博士

羅嘉偉先生

胡晃先生

於截至二零一六年十二月三十一日止年度，共舉行四次董事會會議。有關董事出席詳情載列如下：

Name		Meetings attended/ Eligible to attend 出席會議次數／ 合資格出席會議次數
Executive Directors	執行董事	
Mr. Wu Siu Lam, William	胡少霖先生	4/4
Ms. Cheng Kit Sum, Clara	鄭潔心女士	4/4
Independent Non-executive Directors	獨立非執行董事	
Dr. Huan Guocang	宦國蒼博士	4/4
Mr. Lo Ka Wai	羅嘉偉先生	4/4
Mr. Wu Fred Fong	胡晃先生	4/4

CORPORATE GOVERNANCE REPORT

企業管治報告

During the year ended 31 December 2016, one general meeting was held. Detail of the Directors' attendance records was as follows:

於截至二零一六年十二月三十一日止年度，共舉行一次股東大會。有關董事出席詳情載列如下：

Name	姓名	Meetings attended/ Eligible to attend 出席會議次數／ 合資格出席會議次數
Executive Directors		
Mr. Wu Siu Lam, William	執行董事 胡少霖先生	1/1
Ms. Cheng Kit Sum, Clara	鄭潔心女士	1/1
Independent Non-executive Directors		
Dr. Huan Guocang	獨立非執行董事 宦國蒼博士	0/1
Mr. Lo Ka Wai	羅嘉偉先生	0/1
Mr. Wu Fred Fong	胡晃先生	1/1

The Board is responsible for formulation of the Group's strategies and policies, approval of annual budget and business plan, and supervising the management of day-to-day operation of the Group to ensure the business objectives are met. In addition, the Board has also delegated various responsibilities to the remuneration committee (the "Remuneration Committee") and the audit committee (the "Audit Committee") of the Company. Further details of these committees are set out in this report.

董事會負責制定本集團之策略及政策、審批年度預算及業務計劃，以及監督本集團之日常營運管理，致力確保業務目標得以實現。此外，董事會亦已向本公司薪酬委員會（「薪酬委員會」）及審核委員會（「審核委員會」）轉授多項職責。該等委員會之進一步詳情載於本報告內。

During the year ended 31 December 2016, the Board has reserved for its decisions all major matters of the Group including:

於截至二零一六年十二月三十一日止年度，董事會保留其對本集團所有重要事項之決定權，包括：

- | | |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <ol style="list-style-type: none"> 1. discussion on the Group's strategies and future development; 2. reviewed the term of employment of Directors; 3. discussion on and approval of the financial results of the Group and the recommendation of any dividend; 4. reviewed the interim results of the Group for the period ended 30 June 2016; 5. reviewed the internal control system and risk management of the Group; | <ol style="list-style-type: none"> 1. 討論本集團之策略及未來發展； 2. 檢討董事任期； 3. 討論及批准本集團財務業績及建議任何股息； 4. 審閱本集團截至二零一六年六月三十日止期間之中期業績； 5. 檢討本集團內部監控制度及風險管理； |
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CORPORATE GOVERNANCE REPORT

企業管治報告

- | | |
|----------------------------------------------------------------------------------|--------------------------------|
| 6. approval on acquisition of a licensed company; | 6. 批准收購一間有牌照公司； |
| 7. approval on exercise of share options; | 7. 批准行使購股權； |
| 8. approval on the renewal of tenancy agreement; | 8. 批准重續租賃協議； |
| 9. approval on the closing, opening and change signatories of bank accounts; and | 9. 批准取消銀行賬戶、開立銀行賬戶及更改銀行賬戶簽署人；及 |
| 10. matters as required by laws and ordinance. | 10. 法例及條例規定之事宜。 |

CONTINUOUS PROFESSIONAL DEVELOPMENT OF DIRECTORS

Directors are continually updated on developments in the statutory and regulatory regime and the business environment to facilitate the discharge of their responsibilities. Continuing briefing and professional development for directors will be arranged at the expenses of the Company whenever necessary.

The Directors are committed to complying with the Code provision A.6.5 on Directors' training which come into effect on 1 April 2012. All Directors have participated in continuous professional development to develop and refresh their knowledge and skills and provided their training records for the financial year ended 31 December 2016 to the Company.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The Company has not adopted A.2.1 of the Code by appointing separate individual to take up the roles of the chairman and chief executive officer. In the absence of a chairman, the executive Directors will be responsible for the management of the Board and ensure good corporate governance practices will be implemented.

INDEPENDENT NON-EXECUTIVE DIRECTORS

The independent non-executive Directors are appointed for a specific term subject to retirement by rotation and re-election as required by the bye-law of the Company (the "Bye-Law").

董事之持續專業發展

董事持續獲得有關法例及監管制度發展以及業務環境變動之最新資料，以便彼等履行職責。此外，如有需要，本公司亦會為董事安排持續簡報及專業發展培訓，費用由本公司承擔。

董事承諾遵守於二零一二年四月一日生效之守則條文第A.6.5條有關董事培訓之規定。全體董事均曾參與持續專業發展，以發展並更新其知識及技能，並已向本公司提供彼等於截至二零一六年十二月三十一日止財政年度所接受培訓之記錄。

主席及行政總裁

本公司並無採納守則第A.2.1條，委任單獨個人為主席及行政總裁。本公司並無設立主席職位，執行董事將負責董事會管理事務，並確保實施良好企業管治常規。

獨立非執行董事

獨立非執行董事按特定任期獲委任，並須根據本公司之公司細則（「公司細則」）規定輪值告退及接受重選。

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REMUNERATION COMMITTEE

The Company has established the Remuneration Committee with specific written terms of reference which deals clearly with its authority and duties. The principal duties of the Remuneration Committee include:

1. to make recommendations to the Board on the Company's policy and structure for all remuneration of Directors and senior management;
2. to determine the specific remuneration packages of all executive Directors and senior management and make recommendations to the Board of the remuneration of non-executive Directors;
3. to review and approve performance-based remuneration from time to time;
4. to review and approve the compensation payable to executive Directors and senior management and compensation arrangements relating to dismissal or removal of Directors for misconduct; and
5. to ensure that no Director or any of his associates is involved in deciding his own remuneration.

Currently, the members of the Remuneration Committee are Mr. Wu Fred Fong (Chairman), Dr. Huan Guocang and Mr. Lo Ka Wai. During the year ended 31 December 2016, the Remuneration Committee held one meeting. The attendance of individual members was set out in the following table.

薪酬委員會

本公司已成立薪酬委員會，並書面訂明其具體職權範圍，清楚說明其職權及職責。薪酬委員會之主要職責包括：

1. 就本公司所有董事及高級管理層之薪酬政策及架構向董事會提出推薦意見；
2. 釐定全體執行董事及高級管理層之特定薪酬方案，並就非執行董事之薪酬向董事會提出推薦意見；
3. 不時檢討及審批與表現掛鉤之薪酬；
4. 檢討及審批應付執行董事及高級管理層之賠償以及由於行為不當而解僱或罷免董事之賠償安排；及
5. 確保概無董事或其任何聯繫人士參與訂定其本身之薪酬。

現時，薪酬委員會成員為胡晃先生（主席）、宦國蒼博士及羅嘉偉先生。於截至二零一六年十二月三十一日止年度，薪酬委員會曾舉行一次會議。下表載列各成員出席會議之情況。

Name	姓名	Meetings attended/ Eligible to attend 出席會議次數／ 合資格出席會議次數
Mr. Wu Fred Fong	胡晃先生	1/1
Dr. Huan Guocang	宦國蒼博士	1/1
Mr. Lo Ka Wai	羅嘉偉先生	1/1

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NOMINATION COMMITTEE

The Nomination Committee was established with specific written terms of reference which deals clearly with its authority and duties. The principal duties of the Nomination Committee include:

1. to review the structure, size and composition of the Board and make recommendations for changes as necessary, to identify individuals suitably qualified to become board members and select or make recommendations to the Board on the selection of, individuals nominated for directorships, to assess the independence of independent non-executive Directors, and to make recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors and succession planning for Directors in particular the Chairman and the CEO. The Nomination Committee should meet at least once a year and when the need arises; and
2. responsible for identifying, recruiting and evaluating new nominees to the Board and the assessment of the qualifications of the directors. The criteria adopted to select and recommend candidates for directorship includes the candidate's experience, professional knowledge, integrity, time commitment and other statutory or regulatory requirements.

The Board has adopted a Board Diversity Policy (the "Policy") to comply with the Code Provision on board diversity. The Policy aims to set out the approach to achieve diversity in the Board to ensure that the Board has the balance of skills, experience and diversity of perspectives, including but not limited to gender, age, cultural and educational background, professional experience, knowledge and skills. In identifying suitable candidates, the Nomination Committee will consider candidates on merit and against the objective criteria with due regard for the benefits of diversity on the Board. During the year, there were no additions to the Board.

提名委員會

本公司已成立提名委員會，並書面訂明其具體職權範圍，清楚說明其職權及職責。提名委員會之主要職責包括：

1. 檢討董事會之架構、規模及組成，並於必要時就任何變動提出推薦意見，物色具備合適資格可擔任董事會成員之人士，並甄選提名有關人士出任董事或就此向董事會提出推薦意見，評核獨立非執行董事之獨立性，以及就有關董事委任或重新委任及董事（尤其是主席及行政總裁）繼任計劃之相關事宜向董事會提出推薦意見。提名委員會須每年最少舉行一次會議以及於有需要時舉行會議；及
2. 負責為董事會物色、招聘及評估新獲提名人士，以及評估董事之資歷。提名委員會已採納用以甄選及建議董事會候選人之準則，包括有關候選人之經驗、專業知識、誠信、付出之時間及其他法定或監管規定。

董事會已採納一項董事會多元化政策（「該政策」）以遵守就董事會多元化之守則條文。該政策旨在為達到董事會多元化而訂出之方法，以確保董事會具備所需技巧、經驗及多樣的觀點與角度，包括（但不限於）性別、年齡、文化及教育背景、專業經驗、知識及技能。提名委員會物色合適人選時，會考慮有關人選的長處，並以客觀條件充分顧及董事會成員多元化的裨益。年內，董事會並沒有新增成員。

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The Nomination Committee currently consists of three independent non-executive Directors namely Dr. Huan Guocang (Chairman), Mr. Lo Ka Wai and Mr. Wu Fred Fong. During the year ended 31 December 2016, the Nomination Committee held one meeting. The attendance of individual members was set out in the following table.

提名委員會現時由三名獨立非執行董事(即宦國蒼博士(主席)、羅嘉偉先生及胡晃先生)組成。於截至二零一六年十二月三十一日止年度，提名委員會曾舉行一次會議。下表載列各成員出席會議之情況。

Name	姓名	Meetings attended/ Eligible to attend 出席會議次數/ 合資格出席會議次數
Dr. Huan Guocang	宦國蒼博士	1/1
Mr. Lo Ka Wai	羅嘉偉先生	1/1
Mr. Wu Fred Fong	胡晃先生	1/1

During the meeting, the Nomination Committee reviewed the composition of the Board member.

會上，提名委員會檢討董事會成員之組成。

AUDITORS' REMUNERATION

During the year ended 31 December 2016, the remunerations payable to the auditor of the Company, BDO Limited, are set out as follows:

核數師酬金

於截至二零一六年十二月三十一日止年度，應付本公司核數師香港立信德豪會計師事務所有限公司之酬金載列如下：

Services rendered	提供服務	Fee payable 應付費用 HK\$'000 千港元
Audit services	審核服務	1,400
Non-audit services	非審核服務	479

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AUDIT COMMITTEE

The Company has established the Audit Committee with specific written terms of reference which deals clearly with its authority and duties. The principal duties of the Audit Committee include:

1. to make recommendations to the Board on the appointment, reappointment and removal of the external auditors, and review and monitor their independence and objectivity as well as the effectiveness of the audit process;
2. to approve the remuneration and terms of engagement of external auditors, maintain appropriate relationship between the Group and the external auditors and develop policy on the engagement of the external auditors to supply non-audit services;
3. to ensure the integrity of the interim and annual consolidated financial statements and any significant financial reporting judgments contained in them; and review the external auditors' work, including management letter and management's response; and
4. to review the Company's internal control and risk management systems.

Currently, the members of the Audit Committee are Mr. Lo Ka Wai (Chairman), Dr. Huan Guocang and Mr. Wu Fred Fong. During the Year ended 31 December 2016, the Audit Committee held two meetings and the attendance of individual members was set out in the following table.

Name	姓名	Meetings attended/ Eligible to attend 出席會議次數/ 合資格出席會議次數
Mr. Lo Ka Wai	羅嘉偉先生	2/2
Dr. Huan Guocang	宦國蒼博士	2/2
Mr. Wu Fred Fong	胡晃先生	2/2

During the year ended 31 December 2016, the Board had no disagreement with the Audit Committee's view on the selection, appointment, resignation or dismissal of the external auditors.

審核委員會

本公司已成立審核委員會，並書面訂明其具體職權範圍，清楚說明其職權及職責。審核委員會之主要職責包括：

1. 就外聘核數師之委任、重新委任及罷免向董事會提出推薦意見，並檢討及監察外聘核數師是否獨立客觀，以及審核程序是否有效；
2. 批准外聘核數師之酬金及聘用條款、維持本集團與外聘核數師之適當關係及制定委聘外聘核數師提供非審核服務之政策；
3. 確保中期及年度綜合財務報表及當中所載有關任何財務申報之重大意見之完整性；以及審閱外聘核數師之工作，包括管理層函件及管理層之回應；及
4. 檢討本公司之內部監控及風險管理制度。

現時，審核委員會成員為羅嘉偉先生（主席）、宦國蒼博士及胡晃先生。於截至二零一六年十二月三十一日止年度，審核委員會曾舉行兩次會議，下表載列各成員出席會議之情況。

於截至二零一六年十二月三十一日止年度，董事會與審核委員會在外聘核數師之甄選、委任、辭任或罷免等事宜上，並無任何意見分歧。

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COMPANY SECRETARY

Mr. Or Wing Keung, the Company Secretary of the Company, is a full time employee of the Group and has day-to-day knowledge of the Company's affairs. The Company Secretary reports to the Chief Executive Officer and is responsible for advising the Board on corporate governance matters. During the year ended 31 December 2016, the Company Secretary has duly complied with the relevant professional training requirement under Rule 3.29 of the Listing Rules.

INTERNAL CONTROLS AND RISK MANAGEMENT

A sound and effective internal control system is important for the Group to safeguard investments of the shareholders and assets of the Group. The Board, through the Audit Committee by appointing a professional consultant has reviewed the effectiveness of the Group's internal control system and risk management covering all material controls, including financial, operational and compliance controls and risk management functions of the Group.

The following sets out the Group's activities against the Group's internal control procedures and risk management. The Group has imposed the Internal Control Procedures Manual which comes effective in March 2013 and revised in January 2016. The Board has reviewed the internal control and risk by effective communications within the Group, accountability, adequate incentives and respective competency.

WORK DONE FOR IDENTIFYING RISKS

The Group uses the following methods to identify the Company risks:

Enquiries	Annually enquiries to Department Heads about their observations of risks and knowledge of risk management procedures.
Company Records	Review the following Company documents to spot Group's risks exposures. <ul style="list-style-type: none">– Committee's meeting minutes– Management plans and reports– Policy documents– Contracts– Proposals and agreements
On-Site Inspection	Discuss face-to-face with the Group's personnel to better understand the extent of the risks.

公司秘書

本公司之公司秘書柯永強先生為本集團全職僱員，彼對本公司日常事務瞭如指掌。公司秘書向行政總裁匯報並負責就企業管治事宜向董事會提供意見。於截至二零一六年十二月三十一日止年度，公司秘書一直妥為遵守上市規則第3.29條項下有關相關專業培訓之規定。

內部監控及風險管理

穩健妥善且行之有效的內部監控制度對本集團保障股東投資及本集團之資產攸關重要。董事會透過審核委員會委任專業顧問檢討本集團內部監控制度及風險管理之成效，檢討工作涵蓋所有重要監控範疇，包括本集團之財務監控、運作監控及合規監控以及風險管理功能。

下文載列本集團就其內部監控程序及風險管理進行的活動。本集團所執行的內部監控程序手冊於二零一三年三月生效及於二零一六年一月修訂。董事會已透過本集團內部有效溝通審閱內部監控及風險、問責制度、適當激勵措施及各自之能力。

風險識別工作

本集團使用下列方法識別本公司風險：

查詢	就風險觀察及對風險管理程序的了解程度向部門主管作出年度查詢。
公司記錄	審閱本公司下列文件以確定本集團所面臨的風險。 <ul style="list-style-type: none">– 委員會會議記錄– 管理層計劃及報告– 政策文件– 合同– 方案及協議
實地調查	與本集團人員進行面對面討論已更好地了解風險水平。

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INTERNAL CONTROL RESPONSIBILITY

The Board of Directors represents the shareholders' interests in maintaining and growing a successful business and optimizing long term financial returns. The Board is responsible for the leadership and control of the Company, and is responsible for setting up the overall strategy as well as reviewing the operation and financial performance of the Group.

Our Board of Directors has overall responsibility to ensure that sound and effective internal controls are maintained, while management is charged with the responsibility to design and implement an internal controls system to manage risks. A sound system of internal controls is designed to manage rather than eliminate the risk of failure to achieve business objectives.

The Board has delegated to management the design, implementation and ongoing assessment of the system of internal controls, while the Board through its Audit Committee oversees and reviews the adequacy and effectiveness of relevant financial, operational and compliance controls and risk management procedures that have been in place. The Audit Committee reviews the emerging risks of the Group annually, and the risk management and internal controls in place to address those risks. Qualified professionals within the business maintain and monitor these systems of control on an ongoing basis.

CONTROL ENVIRONMENT

The scope of internal control relates to three major areas: effectiveness and efficiency of operations; reliability of financial reporting; and compliance with applicable laws and regulations.

The Group operates within an established control environment, which is consistent with the principles outlined in Internal Control and Risk Management – A Basic Framework issued by the Hong Kong Institute of Certified Public Accountants.

內部監控責任

在維持和發展業務及優化長期財務回報方面，董事會代表著廣大股東的利益。董事會負責領導和監控本公司，並負責制定本集團整體策略以及檢討本集團營運及財務表現。

董事會整體負責確保良好有效的內部監控得以維持，而管理層的責任為設計及執行內部監控系統以管理風險。良好的內部監控系統旨在管理而非消除不能達致業務目標的風險。

董事會已授權管理層設計、執行及持續評估內部監控系統，同時透過審核委員會監督及審閱所訂立的相關財務、營運及合規控制及風險管理程序是否充足及有效。審核委員會每年審閱本集團出現的風險以及解決該等風險的風險管理及內部監控措施。業務的合資格專業人員持續維持及監督該等監控制度。

監控環境

內部監控範圍關乎三個主要領域：營運成效及效率、財務申報的可靠性及適用法律及法規的遵守情況。

本集團營運所處的既有監控環境與香港會計師公會頒佈的內部監控與風險管理的基本架構一致。

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INTERNAL CONTROL POLICIES AND PROCEDURES MANUAL

The Group has written and imposed an Internal Control Procedures Manual ("Manual").

The purpose of this Manual is to provide guidance to enable employees to comply with the relevant laws, rules and regulations that govern the conduct of the business. This Manual also sets out certain in-house procedures and practices that employees must follow when conducting business on behalf of the Company, together with the outline of the applicable laws.

The Group is committed to observing all relevant statutory and regulatory requirements that may apply to the Company's business activities. As part of its commitment, the Company:

- has prepared this Manual to expressly set out the relevant procedures, monitoring and reporting process the Company has adopted to ensure compliance with the applicable legislation, rules and regulations; and
- shall review this Manual annually to evaluate its adequacy and the effectiveness of its implementation in light of the issues arising during the previous year, development of the Company's business activities, and change in applicable legal and regulatory requirements.

For Inside information, the Group has no written policy but certain measures have been taken from time to time to ensure that proper safeguards exist to prevent a breach of a disclosure requirement in relation to the Group, which include:

- The access of information is restricted to a limited number of employees (mainly senior management and directors) on a need-to-know basis. Employees who are in possession of inside information are fully conversant with their obligations to preserve confidentiality
- All employees (including directors of the Group) are required to strictly adhere to the employment terms regarding the management of confidential information.

內部監控政策及程序手冊

本集團已制定及實施內部監控程序手冊(「手冊」)。

該手冊的目的是提供指引，幫助僱員遵守規管業務操守的相關法律、規則及規例。該手冊亦訂有僱員於代表本公司開展業務時必須遵守的若干內部程序及常規，連同適用法律概述。

本集團致力遵守可能適用於本公司業務活動的所有相關法定及監管規定。其中，本公司：

- 已編製該手冊，明確載列本公司已採用的相關程序、監督及匯報程序，確保符合適用法例、規則及規例；及
- 將每年審閱該手冊，基於上年度產生的問題、本公司業務活動發展情況以及適用法定及監管規定的變動，評估其是否充足以及其執行是否有效。

就內幕消息而言，本集團雖然沒有書面政策，但已不時採取若干措施確保存在適當保障，防止違反有關本集團的披露規定，包括：

- 消息僅供有限人數僱員(主要為高級管理層及董事)於需要時查詢。掌握內幕消息的僱員充分知悉彼等之保密責任
- 全體僱員(包括本集團董事)必須嚴格遵守有關保密資料管理的僱傭條款。

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

RISK ASSESSMENT

The Group continues to drive improvements to its risk management process and the quality of risk information generated, while at the same time maintaining a simple and practical approach. Instead of setting up a separate risk management department, we instead seek to have risk management features embedded within the Company's operations (securities trading and asset management) as well as functional areas (including finance, human resources, IT, and legal).

On an annual basis, department heads review and update their risk registers, providing assurances that controls are both embedded and effective within the business.

Discussion sessions with all department heads led by the Chief Executive Officer were held, with the view to further enhancing the overall risk assessment process.

CONTROL ACTIVITIES

The Group's business involves well-established business processes. Control activities have traditionally been built on top-level reviews, segregation of duties and physical controls.

Over the past few years, we have been formalising and documenting the control processes in policies and procedures. Written policies and procedures with defined limits of delegated authority are in place, which facilitate effective segregation of duties and controls.

本集團遵循證券及期貨條例(「證券及期貨條例」)和上市規則的規定。本集團在合理切實可行的情況下，會儘快向公眾披露內幕消息，除非有關消息屬證券及期貨條例所規定屬於任何安全港範圍內。本集團在向公眾全面披露有關消息前，會確保該消息絕對保密。若本集團認為無法保持所需的機密性，或該消息可能已外泄，會即時向公眾披露該消息。本集團致力確保公告或通函中所載的資料就重大事實而言並不屬虛假或具誤導性，或並不因遺漏重大事實而屬虛假或具誤導性，以清晰及均衡呈列資料，此需要作出正面及負面事實相等程度的披露。

風險評估

本集團不斷改善其風險管理程序及風險資料質素，同時貫徹簡單切實的風險管理方針。不同於設置獨立的風險管理部門，我們尋求將風險管理功能融入本公司營運(證券買賣及資產管理)及職能範疇(包括財務、人力資源、資訊技術及法律)之中。

部門主管每年審閱及更新其風險登記冊，確保監控措施已融入業務營運並行之有效。

行政總裁領導召開與全體部門主管的討論會議，以進一步提升整體風險評估流程。

監控活動

本集團業務涉及成熟的業務流程。監控活動傳統上建基於高層審查、職責分工及實質監控。

過去幾年，我們努力實現監控流程及政策正規化及書面化。我們已訂立載有明確授權範圍的書面政策及程序，促進職責及監控的有效分工。

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A greater use of automation (information processing) is also being implemented. The departmental budgeting and planning process is one of the Company's key control activities, which has been refined to take into consideration risk factors.

All operating units prepare their respective operating plans pursuant to corporate objectives for consideration. In this process, they are required to identify material risks that may impact the achievement of their business objectives. Action items to mitigate the identified risks are developed for implementation as well as for finalising the budget and business objectives.

A departmental budget with financial targets, as approved by the management, provides the foundation for the allocation of resources. Variance analyses are regularly performed, and reported to management and the Board. These help identify deficiencies and enable timely remedial actions to be taken.

REGULATORY COMPLIANCE RISK MANAGEMENT

The Group's compliance team works closely with the company secretary and legal advisor regularly review adherence to relevant laws and regulations, Listing Rules compliance, public disclosure requirements and the standards of compliance practices.

SENIOR MANAGEMENT RISK CONTROL

The Board is responsible for its decision covering overall strategy of the Group, major acquisition and disposals, annual and interim results, recommendations on Directors' appointment or re-appointment, approval of notifiable transactions under the Rules Governing the Listing of Securities of the Stock Exchange of Hong Kong Limited and other significant operational and financial matters.

In addition, the Board has also delegated various responsibilities to the Board committees including audit committee, nomination committee and remuneration committee.

Each Board member has to sign and understand the roles and authorities of Board members and senior management.

我們亦正加強使用自動化(資訊處理)。部門預算及規劃流程為本公司的主要監控活動之一，我們已精簡有關流程以納入風險因素。

所有營運單位根據企業目標編製各自的營運計劃。在此過程中，彼等須識別可能影響其業務目標成績的重大風險。亦已制定各項行動以減低所識別的風險，以及落實編製預算和業務目標。

部門預算連同財政目標須經管理層批准，乃進行資源分配的基礎。定期進行差異分析並匯報至管理層及董事會。該等措施有助於識別不足，以便及時採取補救措施。

風險管理監管合規

本集團合規團隊與公司秘書及法律顧問緊密合作，定期審閱相關法律及法規、上市規則、公開披露規定及合規實務準則的遵守情況。

高級管理層風險控制

董事會負責就本集團整體策略、主要收購及出售、全年及中期業績、委任或重選董事推薦建議、批准香港聯合交易所有限公司證券上市規則項下之須予披露交易以及其他重要營運及財務事宜作出決策。

此外，董事會亦會分授若干責任予董事會委員會，包括審核委員會、提名委員會及薪酬委員會。

董事會各成員須簽署並了解董事會成員及高級管理層之權責。

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EMPLOYEE RISK MANAGEMENT

The Group's ethical practices are set out in the Code of Conduct and Business Ethics (the Code), available at the Group's internal websites, for all Directors and employees. A number of accompanying policies, guidelines and procedures covering anti-bribery, gifts, entertainment and hospitality, declaration of interest and whistle blowing were created to set a framework for the management to make decisions and comply with both the ethical and behavioral standards of the Group.

All employees are required to abide by the Code and they must apply business principles and ethics which are consistent with those expected by the Board and the Company's Shareholders and other stakeholders. Training sessions are regularly held throughout the Company's operations to reiterate the Company's zero tolerance approach to bribery and the importance of proper business ethics. Any ethical cases or concerns raised through the Company's guidelines on whistle blowing and reporting of concerns are investigated independently.

PROFESSIONAL INDEMNITY

The Group has acquired sufficient professional indemnity for its directors and officer in case of legal proceedings so as to cover the risk to litigation for tort.

REVIEW OF INTERNAL CONTROL EFFECTIVENESS

In respect of the year ended 31 December 2016, the Board considered the internal controls system are effective and adequate. No obvious weakness or significant areas of concern that might affect the financial, operational, compliance controls, and risk management functions of the Group were identified. The scope of this review covers the adequacy of resources, qualification and experience of staff of the Group's accounting and financial reporting function and their training.

RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Directors acknowledge their responsibilities for preparing the consolidated financial statements of the Group in accordance with statutory requirements and applicable accounting standards. The statement of the auditors of the Company, Messrs. BDO Limited, about their reporting responsibilities on the consolidated financial statements of the Group is set out in the independent auditor's report on page 48 of this annual report. The Directors are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Group's ability to continue as a going concern as at 31 December 2016. Accordingly, the Directors have prepared the consolidated financial statements on a going concern basis.

僱員風險管理

本集團之道德規範載於操守及商業道德守則（守則），全體董事及僱員均可於本集團網站查閱。該守則同時設有一系列配套政策、指引及程序，範圍包括反賄賂、禮品、娛樂及招待、舉報、利益申報及舉報制度，為管理層作出決策和遵守本集團道德及行為標準訂立框架。

全體僱員均須遵守守則及採用符合董事會及本公司股東及其他持份者預期的業務原則及道德標準。本公司於業務營運過程中定期舉行培訓課程，重申本公司對賄賂零容忍態度及正確商業道德的重要性。本公司將就問題舉報及匯報指引所提出的任何道德案件或問題開展獨立調查。

職業彌償保險

為防發生法律訴訟，本集團已就其董事及高級人員購買足夠的職業賠償保險，以為侵權訴訟風險提供保障。

檢討內部監控成效

截至二零一六年十二月三十一日止年度，董事會認為內部監控系統屬有效及充分。概無發現可能影響本集團財務、營運、合規監控及風險管理職能的明顯缺陷或重大問題。此次檢討範圍涵蓋資源充裕性、本集團會計及財務申報職能員工的資質及經驗以及彼等之培訓。

就綜合財務報表須承擔之責任

董事確認彼等須負責根據法定規定及適用會計準則編製本集團綜合財務報表。本公司核數師香港立信德豪會計師事務所有限公司就其對本集團綜合財務報表須承擔之申報責任而發出之聲明，載於本年報第48頁之「獨立核數師報告」。於二零一六年十二月三十一日，董事並不知悉有任何重大不明朗事件或情況可能會嚴重影響本集團持續經營之能力。因此，董事已按持續經營基準編製綜合財務報表。

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INVESTOR RELATIONS AND SHAREHOLDERS' RIGHTS

The Board is committed to providing clear and full performance information of the Group to shareholders through the publication of interim and annual reports. In addition to dispatching circulars, notices, financial reports to shareholders, additional information is also available to shareholders from the Group's website. Shareholders are encouraged to attend the annual general meeting for which at least 20 clear business days' notice is given. The chairman and Directors are available to answer question on the Group's businesses at the meeting.

Pursuant to the Bye-laws, shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the secretary of the Company, to require a special general meeting to be called by the Board for the transaction of any business specified in such requisition and such meeting shall be held within two months after the deposit of such requisition.

Pursuant to rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all the resolutions put to vote at the annual general meeting will be taken by way of poll. The chairman of the annual general meeting will explain the detailed procedure for conducting a poll at the commencement of the annual general meeting.

Shareholders who have enquiries to put to the Board may write to the company secretary of the Company at the principal place of business in Hong Kong at Suites 4301-5, 43/F., Tower 1, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong. The Company will not normally deal with verbal or anonymous enquiries. For the avoidance of doubt, the shareholder(s) must provide their full name, contact details and identification in order that the Company can give them a reply.

The Group values feedback from its shareholders on its effort to promote transparency and foster investor relationships. Comments and suggestions are always welcomed.

CONSTITUTIONAL DOCUMENTS OF THE COMPANY

During the year ended 31 December 2016, the Company has not made any changes to the Bye-laws. An updated version of the Bye-laws is available on the websites of the Company and the Stock Exchange.

投資者關係及股東權利

董事會透過刊發中期報告及年度報告，致力為股東提供清晰而全面之本集團表現資料。除了寄發通函、通告及財務報告予股東外，本集團亦會於網站登載其他資料，以供股東瀏覽。本公司鼓勵股東出席股東週年大會，而本公司會就股東週年大會發出最少二十個完整營業日之通知。主席及董事均會出席大會，以解答有關本集團業務之提問。

根據公司細則，於遞呈要求日期持有不少於本公司繳足股本（附有可於本公司股東大會上投票之權利）十分之一的股東，於任何時候均有權向本公司董事會或秘書發出書面要求，要求董事會召開股東特別大會，以處理相關要求中列明的任何事宜，而有關大會必須於相關要求遞呈後兩個月內舉行。

根據上市規則第 13.39(4) 條，於股東大會上，股東所作之任何表決必須以投票方式進行。因此，於股東週年大會提呈表決之所有決議案，將以投票方式表決。股東週年大會主席將於股東週年大會開始時，講解有關以投票方式表決之詳細程序。

股東如欲向董事會作出查詢，可致函本公司之公司秘書安排處理，有關函件須寄往本公司之香港主要辦事處，地址為香港銅鑼灣勿地臣街1號時代廣場1座43樓4301-5室。本公司一般不會處理口頭或匿名查詢。為免生疑問，股東必須提供全名、聯絡資料及身份證明，以便本公司作出回覆。

本集團致力提高公司透明度及促進投資者關係，並且十分重視其股東之回饋意見。本公司歡迎股東隨時發表意見及提出建議。

本公司組織章程文件

截至二零一六年十二月三十一日止年度，本公司並未對公司細則作出任何變更。公司細則最新版本刊載於本公司及聯交所網站，可供查閱。

ENVIRONMENT, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

INTRODUCTION

As a financial service company that provides a range of financial services including securities brokerage and advisory, as well as asset management and fund management. Sheng Yuan Holdings Limited (referred to as the “Group”) is committed to building an environmentally-friendly corporation while maintaining high quality standards in our service and operations. We consider social and environmental responsibilities as one of the core values in our business operations, we strive for greater sustainability and transparency, as well as to deliver service that foster a sustainable environment for future generation.

This report summarizes several subjects of the Group’s business practices for the ESG and its relevant implemented policies and strategies in relation to the Group’s operational practices and environmental protection.

The reporting period of this report is from 1 January 2016 to 31 December 2016.

REPORTING FRAMEWORK

The report follows the ESG reporting Guide, as set out in Appendix 27 to the Main Board Listing Rules of the Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

REPORTING SCOPE

The report content is focused largely on the Group’s headquarter office and its subsidiaries in Hong Kong, unless stated otherwise. Hong Kong’s operations represent the majority of the Group’s social, environmental and economic impacts.

MATERIALITY ASSESSMENT

We have maintained close communication with our stakeholders since our listing. Through multiple discussions and direct communications, we understand the issues that matter most to our stakeholders.

The recognition of sustainable development and environmental reform are the most fundamental elements to the operation of the Group; as well as the relationship and happiness of all our employees have become the leading priorities in the Group’s operation.

緒言

盛源控股有限公司(「本集團」)，作為一間金融服務公司提供一系列金融服務，包括證券經紀及諮詢以及資產管理及基金管理。本集團致力於發展成為環境友好型企業，同時於我們的服務及營運維持高質量水準。我們認為社會及環境責任乃為我們經營業務的核心價值之一，我們努力追求更高的可持續發展水平及透明度，同時，在為下一代營造可持續發展環境的基礎上提供服務。

本報告概述本集團就環境、社會及管治之業務實踐之若干目標及有關本集團營運實踐及環境保護之相關實施政策及策略。

本報告之報告期間為自二零一六年一月一日至二零一六年十二月三十一日。

報告框架

本報告乃根據香港聯合交易所有限公司(「聯交所」)主板上市規則附錄二十七所載《環境、社會及管治報告指引》編製。

報告範圍

除非另有說明，本報告內容主要集中於香港之本集團總部辦公室及其附屬公司。香港之業務佔本集團社會、環境及經濟影響的絕大部分。

重大評估

自上市以來，我們一直與我們的持份者維持密切溝通。透過多次討論及直接溝通，我們瞭解與持份者最相關的問題。

本集團認可可持續發展及環境改革為本集團營運的最基本要素；同時，在本集團營運中，全體員工的關係及幸福已成為重中之重。

ENVIRONMENT, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

The Group is dedicated to fair and equal treatment in all areas of human resources, including recruitment and promotion, compensation and dismissal, working hours, benefits and welfare.

ENVIRONMENTAL RESPONSIBILITY

The Group is aware of the direct environmental impact created from the operation of our working office and branches, thus the Group encourages our staff to not just think, but also act green. Employees are being reminded regularly to protect our environment through various channels, including emails, notices and promotion slogan. Energy usage and paper usage are the greatest environmental impact of our business. In order to be a responsible company, the Group is committed to fulfill sustainable development and promote preservation of resources with its environmental responsibility. We strictly comply with all appropriate laws and regulations of Environmental Protection Department.

USE OF ENERGY

Our operations generated green house gases indirectly by electricity consumed to power our facilities. We have committed to minimize our energy usage. The commitments are driven by our energy saving program. We encourage and remind our staff frequently to:

- Turn off the night and air conditioner when leaving the company.
- Every computer was set to power saving mode, if computers did not detect any movement for 20mins, monitor will be shut down to save energy.
- Every electronics facilities will be turned off or switched to energy saving mode when they are not in use.
- Energy efficient lightings were installed across all our offices and branches.

本集團致力於公允及平等對待人力資源的各方面，包括招聘及晉升、賠償及免職、工作時間、權益及福利。

環境責任

本集團知悉我們開展工作的辦公室及分公司的營運對環境所造成的直接影響，因此，本集團鼓勵員工不僅要想到環保，而且要踐行環保。本集團會經常通過電郵、通知及宣傳標語等各種渠道提醒僱員保護環境。使用能源及紙張是我們業務中最主要的環境影響因素。為成為一間負責任的公司，本集團致力於實現可持續發展，遵循其環境責任推廣資源保護。我們嚴格遵守環境保護署的所有適用法例及規例。

能源的使用

我們在營運中為設施供電會間接產生溫室氣體。我們已承諾盡量降低能源的使用。我們的節能計劃負責踐行該承諾。我們經常鼓勵並提醒我們的員工：

- 離開公司時關燈及空調。
- 每台電腦均設定節能模式，倘電腦20分鐘未檢測到任何操作，顯示器將關閉以節約能源。
- 每台電子設施不使用時均將關閉或切換為節能模式。
- 我們所有的辦公室及分公司均已安裝節能燈。

ENVIRONMENT, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

ENERGY SAVING CHARTER

We have signed the Energy Saving Charter in 2016 imposed by the Hong Kong Government. The Group has pledged to support the Charter with the scope:

- to maintain an average indoor temperature between 24-26°C during the summer months from June to September in 2016.
- to switch off electrical appliances when not in use from June 2016 to May 2017.
- to procure energy efficient appliances from June 2016 to May 2017.

USAGE OF PAPER

Consumption of paper significantly draws negative impact to our world. Voluminous paper consumption leads to deforestation. Serious efforts are needed to ensure that the environment is protected. With the aim of minimizing the impact of our business operation on the environment, the Group implements measures for environmental protection that minimize our paper usage at our office. We strive to use paper in the most efficient way and make it convenient for staff and clients to do so. We provide paperless billing options for clients and have imposed smart printing modes for staff. We encourage our staff to use electronic communications for directories, forms, reports and storage when possible. Lastly, we recycle paper, carton box and envelope we have used, including all non-confidential documents from the Group.

MAXIMIZE LIFESPAN OF OFFICE STATIONARY

The procurement and disposal of office stationary serves another focus of our operational sustainability efforts. The office stationary has a great hidden environmental and social impact across its product life. The impacts arise from its production and use to eventual disposal. We aim to maximize every stationary lifespan by searching opportunities to reuse and refurbish them internally whenever feasible. We purchase reusable stationary whenever it is possible, such as Refillable Rollerball Pens and correction type.

節能約章

我們已簽署香港政府推行的二零一六年節能約章。本集團承諾在下列範圍內支持約章：

- 於二零一六年六月至九月夏季月份維持室內平均溫度為24-26°C。
- 於二零一六年六月至二零一七年五月期間不用時關閉電器。
- 於二零一六年六月至二零一七年五月期間採購節能電器。

紙張的使用

耗用紙張給我們的世界造成嚴重的不利影響。大量耗用紙張導致森林砍伐。我們需要付出極大努力確保保護環境。為盡量減少我們的業務營運對環境的影響，本集團實施環境保護措施，盡量減少辦公室的紙張使用。我們力爭以最高效的方式使用紙張，使我們的員工及客戶如此行事非常便捷。我們為客戶提供無紙化賬單選擇，向員工推行只能打印模式。我們鼓勵我們的員工在可能的情況下採用電子化通訊方式用於名錄、表格、報告及存儲。最後，我們回收利用我們曾用過的紙張、紙盒及信封，包括本集團的所有非機密文件。

盡量延長辦公用品的使用壽命

辦公用品的採購及處理是我們努力實現營運可持續性的另一重要方面。辦公用品在其產品壽命隱藏著巨大的環境及社會影響。這種影響來自於其生產、使用乃至最終處理。我們透過發掘辦公用品在可行情況下再次使用及對其內部進行整修的機會，旨在盡量延長每件用品的使用壽命。只要可能，我們會購買可重複使用的用品，如可換芯簽字筆及矯正類型。

ENVIRONMENT, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

WASTE MANAGEMENT

With the aim of minimizing the impact of its business operation on the environment, the Group implements measures for environmental protection, including using energy efficient appliances and equipment to achieve additional energy savings and reduce gas emissions, operating lighting control systems for regional power supply based on actual need and recycling used papers regularly.

The waste produced by the Group's operation is mainly generated in the daily life and by the operation of the office, including paper, plastic, glass, and kitchen waste. The Group assigned an administrative staff to manage and transport the wastes and recyclables for both Garbage and Recycled Waste pick-ups.

The staff duties include but not limited to the following:

- Organizing, maintaining and cleaning the garbage and recycled waste holding areas.
- Sorting recycled waste into appropriate receptacles, educating employees on sorting methods if needed.
- Placing appropriate signage on walls and bins, stating what type of waste or recyclable should be placed in the bin.
- Ensure that no garbage is to be placed on building colonnade areas.

SOCIAL RESPONSIBILITY

We believe building strong and lasting relationship with our employees and suppliers is essential to our on-going commitment as a socially responsible miner. Besides, maintaining an honest and authentic dialogue is indispensable to be a responsible organization and partner to our stakeholders.

EMPLOYMENT AND REMUNERATION POLICIES

Employees of the Group are remunerated at a competitive level and are rewarded according to their performance and experience. The promotion and remuneration of the Group's employees are subject to review regularly. Remuneration packages include holidays, medical scheme, group insurance, mandatory provident fund and discretionary bonus.

廢物管理

為降低業務營運對環境的影響，本集團實施環境保護措施，包括使用節能電器及設備以達到額外節能及減少氣體排放、根據實際需要操作區域供電的燈光控制系統及定期回收利用用過的紙張。

本集團營運過程中，主要因日常生活及辦公室的營運產生廢物，包括紙張、塑料、玻璃及廚房廢物。本集團安排一名行政員工負責垃圾及回收廢物收集管理及運送廢物及可回收物運送。

員工的職責包括但不限於下列各項：

- 組織、保持及清理垃圾及回收廢物存放區。
- 將回收的廢物進行適當分類，需要時教導員工有關分類的方法。
- 在牆壁及垃圾桶上貼上適當的標誌，標明垃圾桶內應放置何種廢物或可回收物。
- 確保樓宇柱廊區域未傾倒垃圾。

社會責任

我們相信與我們的僱員及供應商建立穩健及持久的關係對我們持續承諾成為一名對社會負責任的礦商至關重要。此外，保持誠實而真摯的對話對成為對持份者負責任的組織及合作夥伴不可或缺。

僱傭及薪酬政策

本集團向僱員提供具競爭力的薪酬，並會根據其表現及經驗給予獎勵。本集團會定期檢討僱員的晉升及薪酬。薪酬待遇包括假期、醫療計劃、集團保險、強制性公積金及酌情花紅。

ENVIRONMENT, SOCIAL AND GOVERNANCE REPORT

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To maintain the best people in our operation, the Group subsidizes our staff to study and encourage them to take any relevant examinations. In addition, we have continued to organize work-life balancing activities for employees, such as lunch buffet, Christmas party and different kinds of gathering among staffs are organized frequently.

In contrast, the Group discourages and disallows any behavior that violates the regulations under staff handbook. Offenders will receive warning, and the group has the right to terminate employment contract with offenders for serious violations.

During the reporting period, the Group did not find significant violations of laws and regulation relating to human resources.

EMPLOYMENT

The Group is an equal opportunity employer and does not discriminate on the basis of personal characteristics, gender or age. The Group has Staff Handbook outlining the terms and conditions of employment, expectation for employees' conducts and behaviors, employees' rights and benefits. We establish and implement policies that promote a harmony and respectful workplace. With the aim of ensuring fair and equal protection for all employees, the Group has zero tolerance on sexual harassment or abuse in the workplace in any form, which is a violation of the HK laws.

In addition, the Group strictly prohibits the employment of children or forced labor and sets out the policies in our labor code to eradicate child labor, juvenile workers and forced labor.

The chart presented in Table 1 represents the distribution of the workforce population for five different age groups. In 2016, the number of employees at the middle age group, ranging from 41-50 was 18 people (32 percent of the total workforce); while the younger working-age population, ages 21 to 30 and 31 to 40, made up of 16 persons and 15 persons respectively, which add up to 56 percent of the total population. In contrast, the two older working-age groups, ages 51 to 60 and 61 to 70 only accounted for 3 and 4 people respectively.

為使我們的營運擁有最佳員工，本集團對員工學習給予補助，並鼓勵員工參加任何相關考試。此外，我們持續為僱員舉辦工作與生活之間平衡活動，如自助午餐、聖誕聯歡會，並會經常組織多種多樣的員工聚會活動。

與之相反，本集團不鼓勵亦不允許任何違反員工手冊規定的行為。本集團會給予違反者警告，倘屬嚴重違反情況，本集團有權終止與違反者的僱傭合約。

於報告期間，本集團未發現嚴重違反人力資源相關法例及規例的情況。

僱傭

無論個人特徵、性別或年齡，本集團為所有人士提供平等就業機會。本集團的員工手冊概列其僱傭條款及條件、僱員操守及行為預期、僱員權利及福利等。我們制定及執行政策的出發點為建立充滿和諧與尊重的工作場所。為確保全體僱員受到合理公正的保護，本集團對於工作場所發生的觸犯香港法例的任何形式性騷擾或虐待持零容忍態度。

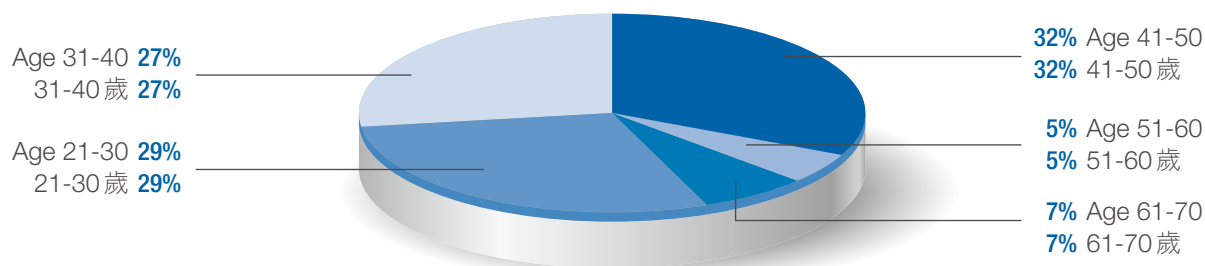
此外，本集團嚴禁僱用童工或強迫勞工，並於我們的勞工守則中載列有關政策，以消除童工、未成年工及強迫勞工。

表1呈列五個不同年齡組別的員工分佈狀況。二零一六年，41至50歲中年組的僱員人數為18人，佔員工總數的32%；21至30歲及31至40歲的青壯年組的僱員人數分別為16人及15人，合共佔員工總數的56%。相比之下，51至60歲及61至70歲兩個老齡組分別為3人及4人。

ENVIRONMENT, SOCIAL AND GOVERNANCE REPORT

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Table 1: Workforce by Age Group, 2016
表 1：二零一六年不同年齡組僱員人數



Source: The Group

資料來源：本集團

The Human Resources Department will also conduct a comprehensive recruitment review process to ensure that the data provided by the candidates are accurate and will regularly review the existence of employment of children and forced labor.

人力資源部亦會進行綜合招聘審核程序，確保應徵者提供的資料真實準確，及將不定期審視是否有童工及強迫勞工的現象。

During the reporting period, the Group did not find any cases of violation of laws and regulations relating to the prevention of children or forced labor.

報告期內，本集團並無發現任何有關防止僱用童工或強迫勞工的違法違規情況。

HEALTH AND SAFETY

The Group prides itself on providing a safe, effective and congenial work environment as we believe that employees are the valuable assets of an enterprise and regards human resources as its corporate wealth. We offer comprehensive health care coverage for our entire employee.

健康與安全

本集團以提供安全、有效及衛生的工作環境為傲，因為我們認為僱員是企業的寶貴財產，並視人力資源為其公司財富。我們為全體僱員提供綜合醫療保障。

We always place our workplace safety as our top concern. The Company works hard to provide a safe, healthy and comfortable working environment and has complied with the Labor Law and other applicable regulations. The Group also has established a variety of security policies and set the relevant management mechanisms for the major security risks.

我們始終將工作場所安全視為重中之重。本公司努力提供安全、健康及舒適的工作環境，且一直遵守勞動法及其他適用規例。本集團亦已制定一系列安全政策，及就重大安全風險設定相關管理機制。

The group has regularly arranges emergency drills such as crime prevention seminar, first aid, fire fighting, evacuation, leakage and escape to improve staff safety awareness. The Group has implanted and communicated fire safety to its staffs and employee must strictly abide by these instructions.

本集團定期安排應急演習，如預防犯罪研討會、急救、消防、疏散、洩漏及逃生等，提升員工安全意識。本集團向員工灌輸及傳達消防安全知識，僱員必須嚴格遵守該等指示。

ENVIRONMENT, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

In addition, we have continued to organize work-life balancing activities for employees, implemented green projects at our own premises and carried out other activities to promote healthy living practices. Health and safety communications are provided to employees to present the relevant information and raise awareness of occupational health and safety issues.

During the reporting period, the Group did not find any case of violations of laws and regulations in relation to the health and safety of the workplace.

DEVELOPMENT AND TRAINING

The Group regards our staff as the most important asset and resource as they help to sustain its core values and culture. The Group is committed to providing comprehensive on-the-job training programs, which collectively serve as a platform to encourage staff to develop potential and self-improvement.

The Group has offered training activities and encouraged staff to attend external training courses to develop personal skills. The Group has outsourced training courses to staff for continuous professional training. The trainings include operation management, leadership skills, and occupational health and safety.

LABOR STANDARDS

The Group established and implemented a “*Staff Handbook*” which contains policies relating to relevant labor laws, regulations and industry practices, covering areas such as compensation, dismissal, promotion, working hours, dismissal, recruitment, rest periods, diversity and other benefits and welfare.

The Company strives to ensure an equal and fair working environment. The Group has strictly complied with the Labor Ordinance and does not tolerate any form of sexual harassment, harassment and abuse in the workplace, which is a violation of the employment law in Hong Kong.

The prohibition of child labor and anticorruption practices are also set in accordance with all relevant laws and regulations that applied in Hong Kong. The Group has strictly complied with the all rules throughout the year ended 31 December 2016.

此外，我們不斷為僱員組織工作與生活之間平衡的活動，在我們自己的工作場所進行綠色工程，以及開展其他活動以促進健康的生活實踐。我們向僱員提供健康與安全資訊，傳輸相關知識及提升職業健康與安全問題意識。

報告期內，本集團並無發現任何有關工作場所健康與安全的違法違情況。

發展及培訓

本集團視員工為最重要的資產及資源，因為他們幫助集團維持其核心價值及文化。本集團致力提供全面的在職培訓項目，作為鼓勵員工開發潛力和自我提升的平台。

本集團在提供豐富的培訓活動之餘，亦鼓勵員工參加外部培訓課程以培養個人技能。本集團設有外包培訓課程，供員工進行持續職業培訓。培訓內容包括營運管理、領導技能及職業健康與安全。

勞動準則

本集團制定及執行「員工手冊」，當中載有關於相關勞工法律、規例及行業慣例的政策，涵蓋範圍涉及補償、解僱、晉升、工作時長、解僱、招聘、假期、多元化及其他利益及福利。

本公司努力確保維持平等合理的工作環境。本集團已嚴格遵守勞工法例，且堅決不能容忍工作場所發生的觸犯香港僱傭法例的任何形式性騷擾或虐待。

我們亦已根據香港相關法例及法規制定禁用童工及反腐敗規定。截至二零一六年十二月三十一日止整個年度，本集團已嚴格遵守所有規定。

ENVIRONMENT, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

OPERATING POLICIES

The Group established supplier management system to ensure operations are fully complied with the law of Hong Kong in relation to social and environment aspects in the most sustainable manner.

FAIR AND OPEN COMPETITION

The Group promotes fair and open competition that aims to develop long-term relationships based on mutual trust. We ensure that all parties involved in the procurement process participate fairly, honestly and in good faith. We recognize that adherence to the principles of competition is essential to the maintenance of the integrity of the clothing procurement process.

PUBLIC INTEREST AND ACCOUNTABILITY

We ensure our services are conducted in a manner consistent with the highest ethical standards. This helps ensure high products quality at all times to gain the confidences of customers and the public.

ANTI-CORRUPTION

We have incorporated anti-corruption requirements in our staff handbook. We are committed to achieving and maintaining the highest standards of openness, probity and accountability. Employees at all levels are expected to conduct themselves with integrity, impartiality and honesty. It is every employee's responsibility and it is all interest of the company to ensure that any inappropriate behavior or organizational malpractice that compromises the interest of the shareholders, investors, customers and the wider public does not occur.

During the reporting period, the Group did not find any cases that violated the relevant laws and regulations.

COMMUNITY INVOLVEMENT

As a corporate citizen, the Group is committed to participate in the community events to the improvement of community well-being and social services. The Group believes that by encouraging staff to participate in a wide range of charitable events, concerns for the community will be raised and boosted, which would inspire more people to take part in serving the community.

營運政策

本集團訂有供應商管理系統，以確保營運持續性地全面遵守有關社會及環境方面的香港法例。

公平及公開競爭

本集團提倡公平公開競爭，旨在基於互相信任的前提下發展長期關係。我們確保所有各方公平、誠信及善意地參與採購過程。我們認識到，遵守競爭原則是維持誠信採購過程的根本。

公共利益及責任

我們確保所從事的服務符合最高道德標準，這有助於確保始終提供高質素的产品，從而贏得客戶及公眾信任。

反腐敗

我們的員工手冊內載有反腐敗規定。我們致力達致和維持公開、廉潔及負責的最高標準，並期望各級別僱員秉著誠信、公正及誠實行事。確保不會發生任何有損股東、投資者、客戶及廣大公眾利益的不當或瀆職行為是每個僱員的責任，並關乎本公司的整體利益。

報告期內，本集團並無發現任何違法違規情況。

社區投入

作為企業公民，本集團致力參與社區活動，改善社區福利及社會服務。本集團認為，透過鼓勵員工參與各種各樣的慈善活動，社區關愛意識將得以提高和昇華，進而可激勵更多人士參與到服務社區。

ENVIRONMENT, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

SUSTAINABILITY

The Group understands the importance of achieving economic, environmental and social sustainability for the long term success of our business. Our sustainability guidelines lay out our principles and actions for managing and performing ethically and sustainably, throughout our operational flow. We will continue to deliver safe and quality services served by our enthusiastic team members, without endangering the environment. We will also continue to provide hearty service to our customers and contribute back to the community.

CORPORATE GOVERNANCE

All management level has the responsibilities to maintain a good corporate governance practices. Meetings will be held once the management or the staffs notice any improvement on the practices or needing to review on such practices.

可持續發展

本集團了解達致經濟、環境及社會的可持續發展對我們業務長期成功的重要性。我們的可持續發展指引載有我們於整個營運過程中文明及持續管理及執行的原則及行動。我們將繼續提供由我們熱情的團隊成員落實執行的安全優質服務，而不危及環境。我們亦將繼續為客戶提供熱忱服務，以此方式報答社會。

企業管治

所有管理級別有責任維持良好的企業管治常規。一旦管理層或員工察覺任何常規改善跡象或須檢討該等常規，則會開會處理相關事宜。

DIRECTORS' REPORT

董事會報告書

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

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. Details of the principal activities of the principal subsidiaries are set out in note 40 to the audited financial statements. Further discussion and analysis of these activities as required by Schedule 5 to the Companies Ordinance, including a discussion of the principal risks and uncertainties facing the group and an indication of likely future developments in the group's business, can be found in the Management Discussion and Analysis set out on pages 4 to 9.

RESULTS AND DIVIDENDS

The Group's loss for the year ended 31 December 2016 and the state of affairs of the Group at that date are set out in the audited financial statements on page 57 to 175.

The Directors did not recommend the payment of any dividend for the year ended 31 December 2016.

SUMMARY FINANCIAL INFORMATION

A summary of the published results and assets and liabilities of the Group for the last four financial years and the year ended 31 December 2016, as extracted from the audited financial statements and restated as appropriate, is set out on page 176. This summary does not form part of the audited financial statements.

MAJOR CUSTOMERS AND SUPPLIERS

The five largest customers of the Group accounted for approximately 50.5% of the Group's total turnover and the largest customer accounted for approximately 22.7% of the Group's total turnover. The Group is a provider of financial services. In the opinion of the Directors, it is therefore of no value to disclose details of the Group's suppliers.

董事謹此提呈截至二零一六年十二月三十一日止年度之董事會報告書及本集團經審核財務報表。

主要業務

本公司之主要業務為投資控股。主要附屬公司之主要業務詳情載於經審核財務報表附註40。《公司條例》附表5所規定之該等業務之進一步討論及分析(包括主要風險及集團所面臨之不明朗因素以及集團業務未來發展趨向之討論)載於管理層討論及分析第4至9頁。

業績及股息

本集團截至二零一六年十二月三十一日止年度之虧損及本集團於該日之業務狀況載於經審核財務報表第57至175頁。

董事並不建議就截至二零一六年十二月三十一日止年度派付任何股息。

財務資料概要

本集團於過去四個財政年度及截至二零一六年十二月三十一日止年度之已刊發業績以及資產及負債概要載於第176頁，有關資料乃摘錄自經審核財務報表並已作出適當之重列呈報。此概要並非經審核財務報表之組成部分。

主要客戶及供應商

本集團五大客戶佔本集團總營業額約50.5%，而最大客戶則佔本集團總營業額約22.7%。本集團為金融服務提供商。因此，董事認為並無必要披露本集團供應商之詳情。

DIRECTORS' REPORT

董事會報告書

So far as is known to the Directors, other than those disclosed in note 34 to the consolidated financial statements, none of the Directors, their associates or substantial shareholders (which to the best knowledge of the Directors owns more than 5% of the Company's issued share capital) had any interest in the share capital of the Group's five largest suppliers or customers.

SHARE CAPITAL

Details of the share capital of the Company are set out in note 29 to the consolidated financial statements.

SHARE OPTION SCHEME

The Company adopted a share option scheme on 24 September 2004 (the "2004 Scheme"). Pursuant to an ordinary resolution passed at the special general meeting of the Company held on 15 October 2014, the Company adopted a new share option scheme (the "2014 Scheme"), the purpose of which is to enable the Group to grant share options to the eligible participants as incentives or rewards for their contribution to the Group. Particulars of the 2004 Scheme and the 2014 Scheme are set out in note 30 to the consolidated financial statements. No further option shall be granted under the 2004 Scheme but the options granted under the 2004 Scheme prior to its expiry shall remain valid and exercisable in accordance with the terms of the respective grants. No share option has been granted under the 2014 Scheme and the movements of the share options granted under the 2004 Scheme during the year ended 31 December 2016 were as follows:

據董事所知，除綜合財務報表附註34所披露者外，概無董事、彼等之聯繫人士或主要股東（據董事所深知擁有本公司已發行股本逾5%）於本集團五大供應商或客戶之股本中擁有任何權益。

股本

本公司股本詳情載於綜合財務報表附註29。

購股權計劃

於二零零四年九月二十四日，本公司採納一項購股權計劃（「二零零四年計劃」）。根據本公司於二零一四年十月十五日舉行之股東特別大會上通過之一項普通決議案，本公司採納一項新購股權計劃（「二零一四年計劃」），二零一四年計劃旨在使本集團向合資格參與者授出購股權，作為彼等為本集團作出貢獻之獎勵或回報。二零零四年計劃及二零一四年計劃之詳情載於綜合財務報表附註30。概無根據二零零四年計劃進一步授出購股權，惟根據二零零四年計劃於其屆滿前授出之購股權根據相關授出之條款仍將有效及可予行使。本公司並無根據二零一四年計劃授出任何購股權及於截至二零一六年十二月三十一日止年度，根據二零零四年計劃授出之購股權之變動如下：

DIRECTORS' REPORT

董事會報告書

Grantee	Date of grant	Exercise price (HK\$)	Vesting period	Exercisable period	Outstanding at 1 January 2016 於二零一六年一月一日尚未行使	Exercised during the year 於年內已行使	Cancelled/Lapsed during the year 於年內已取消/失效	Outstanding at 31 December 2016 於二零一六年十二月三十一日尚未行使
承授人	授出日期	行使價 (港元)	歸屬期	行使期				
Directors								
董事								
Mr. Wu Siu Lam, William 胡少霖先生	24/7/2013 二零一三年七月二十四日	0.1825 0.1825	Nil 無	24/7/2013-24/7/2016 二零一三年七月二十四日至 二零一六年七月二十四日	10,000,000	(6,000,000)	(4,000,000)	-
Ms. Cheng Kit Sum, Clara 鄭潔心女士	20/6/2014 二零一四年六月二十日	0.2450 0.2450	Nil 無	20/6/2014-20/6/2017 二零一四年六月二十日至 二零一七年六月二十日	8,000,000	-	-	8,000,000
Mr. Lo Ka Wai 羅嘉偉先生	20/6/2014 二零一四年六月二十日	0.2450 0.2450	Nil 無	20/6/2014-20/6/2017 二零一四年六月二十日至 二零一七年六月二十日	2,000,000	-	-	2,000,000
Mr. Wu Fred Fong 胡晃先生	20/6/2014 二零一四年六月二十日	0.2450 0.2450	Nil 無	20/6/2014-20/6/2017 二零一四年六月二十日至 二零一七年六月二十日	2,000,000	-	-	2,000,000
Employees in aggregate								
僱員合計								
	25/8/2011 二零一一年八月二十五日	0.2800 0.2800	Nil 無	25/8/2011-25/8/2021 二零一一年八月二十五日至 二零二一年八月二十五日	480,000	-	-	480,000
	25/8/2011 二零一一年八月二十五日	0.2800 0.2800	25/8/2011-24/8/2012 二零一一年八月二十五日至 二零一二年八月二十四日	25/8/2012-25/8/2021 二零一二年八月二十五日至 二零二一年八月二十五日	720,000	-	-	720,000
	24/7/2013 二零一三年七月二十四日	0.1825 0.1825	Nil 無	24/7/2013-24/7/2016 二零一三年七月二十四日至 二零一六年七月二十四日	30,000,000	(30,000,000)	-	-
	20/6/2014 二零一四年六月二十日	0.2450 0.2450	Nil 無	20/6/2014-20/6/2017 二零一四年六月二十日至 二零一七年六月二十日	40,000,000	-	-	40,000,000
Other grantees								
其他承授人								
	24/7/2013 二零一三年七月二十四日	0.1825 0.1825	Nil 無	24/7/2013-24/7/2016 二零一三年七月二十四日至 二零一六年七月二十四日	20,000,000	(20,000,000)	-	-
					113,200,000	(56,000,000)	(4,000,000)	53,200,000
Total number of shares available for issue at year end date 於本年度結算日可發行股份總數					113,200,000			53,200,000
Total number of shares available for issue as a percentage to issued shares 可發行股份總數佔已發行股份百分比					3.25%			1.50%

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the year are set out in note 15 to the audited financial statements.

物業、廠房及設備

本集團物業、廠房及設備於年內之變動詳情載於經審核財務報表附註15。

DIRECTORS' REPORT

董事會報告書

RESERVES

Details of movements in the reserves of the Group during the year are set out in the consolidated statement of changes in equity.

DISTRIBUTABLE RESERVES OF THE COMPANY

At 31 December 2016 no reserves are available for distribution to shareholders.

DIRECTORS AND DIRECTOR'S SERVICE CONTRACTS

The Directors of the Company during the year and up to the date of this report were:

EXECUTIVE DIRECTORS:

Mr. Wu Siu Lam, William
Ms. Cheng Kit Sum, Clara

INDEPENDENT NON-EXECUTIVE DIRECTORS:

Dr. Huan Guocang
Mr. Lo Ka Wai
Mr. Wu Fred Fong

In accordance with Article 87(1) of the Company's Bye-laws, Mr. Wu Siu Lam, William and Ms. Cheng Kit Sum, Clara will retire at the forthcoming annual general meeting and being eligible, offers themselves for re-election.

The Directors being proposed for re-election at the forthcoming annual general meeting do not have a service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of a compensation (other than statutory compensation).

The non-executive Directors have been appointed for a specific term subject to retirement by rotation as required by the Bye-laws.

儲備

本集團儲備於年內之變動詳情載於綜合權益變動表。

本公司之可供分派儲備

於二零一六年十二月三十一日，概無任何可供分派予股東之儲備。

董事及董事服務合約

本公司於年內及直至本報告日期之董事如下：

執行董事：

胡少霖先生
鄭潔心女士

獨立非執行董事：

宦國蒼博士
羅嘉偉先生
胡晃先生

根據本公司之公司細則第87(1)條，胡少霖先生及鄭潔心女士將會於應屆股東週年大會上輪值告退，而彼等合資格及願意膺選連任。

擬於應屆股東週年大會接受重選之董事概無與本公司或其任何附屬公司訂立本集團不可於一年內免付賠償（法定賠償除外）予以終止之服務合約。

非執行董事獲委任特定任期，並須根據公司細則之規定輪值告退。

DIRECTORS' REPORT

董事會報告書

DIRECTORS' INTERESTS IN CONTRACT OF SIGNIFICANCE

No contract of significance to which the Company or any of its subsidiaries was a party and in which a Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year end 31 December 2016.

DIRECTORS' INTERESTS

At 31 December 2016, the interests and short positions of the Directors and chief executive of the Company in the shares capital and underlying shares and convertible bonds of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO"), as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers, were as follows:

LONG POSITION IN ORDINARY SHARES OF HK\$0.05 EACH OF THE COMPANY

董事於重大合約之權益

本公司或其任何附屬公司概無訂立於本年度結算日或截至二零一六年十二月三十一日止年度內任何時間仍然有效，且董事於當中直接或間接擁有重大權益之重大合約。

董事權益

於二零一六年十二月三十一日，董事及本公司主要行政人員於本公司或其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股本、相關股份及可換股債券中擁有並已記錄於本公司根據證券及期貨條例第352條須予存置之登記冊之權益及淡倉，或根據上市發行人之董事進行證券交易的標準守則須另行知會本公司及聯交所之權益及淡倉如下：

於本公司每股面值0.05港元之普通股之好倉

Name of Directors	Capacity	Number of shares held	Percentage of the issued share capital of the Company 佔本公司已發行股本百分比
董事姓名	身份	所持有股份數目	
Mr. Wu Siu Lam, William 胡少霖先生	Beneficial owner 實益擁有人	9,395,354	0.27%

DIRECTORS' REPORT

董事會報告書

LONG POSITION – SHARE OPTIONS

好倉 – 購股權

Name of Directors 董事姓名	Capacity 身份	Number of options held 所持有購股權數目	Number of underlying shares 相關股份數目
Ms. Cheng Kit Sum, Clara 鄭潔心女士	Beneficial owner 實益擁有人	8,000,000	8,000,000
Mr. Lo Ka Wai 羅嘉偉先生	Beneficial owner 實益擁有人	2,000,000	2,000,000
Mr. Wu Fred Fong 胡晃先生	Beneficial owner 實益擁有人	2,000,000	2,000,000

Save as disclosed above, as at 31 December 2016, none of the Directors or chief executive had registered an interest or short position in the shares, underlying shares or convertible bonds of the Company or any of its associated corporations that was required to be recorded pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

除上文所披露者外，於二零一六年十二月三十一日，概無董事或主要行政人員已作登記，表示其於本公司或其任何相聯法團之股份、相關股份或可換股債券中擁有根據證券及期貨條例第352條之規定須予記錄之權益或淡倉或根據標準守則須另行知會本公司及聯交所之權益或淡倉。

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

董事收購股份或債券之權利

Other than the convertible bonds discussed above and the share option scheme of the Company, at no time during the year was the Company or any of its subsidiaries a party to any arrangement to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate and none of their spouses or children under the age of 18, had any right to subscribe for the securities of the Company, or had exercised any such right during the year.

除上述可換股債券及本公司購股權計劃外，於年內任何時間，本公司或其任何附屬公司概無訂立任何安排，致使董事可藉收購本公司或任何其他法團之股份或債券而獲益，且彼等之配偶或十八歲以下之子女並無擁有可認購本公司證券之任何權利，亦無於年內行使任何有關權利。

DIRECTORS' REPORT

董事會報告書

SUBSTANTIAL SHAREHOLDERS' INTERESTS

As at 31 December 2016, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO shows that, other than interest disclosed above in respect of certain Directors and chief executive, the following shareholders had notified the Company of their relevant interests in the shares, underlying shares and convertible bonds of the Company.

LONG POSITION – ORDINARY SHARES OF HK\$0.05 EACH OF THE COMPANY

主要股東權益

於二零一六年十二月三十一日，根據本公司遵照證券及期貨條例第336條存置之主要股東登記冊所示，除上文所披露有關若干董事及主要行政人員所擁有之權益外，下列股東已知會本公司彼等於本公司股份、相關股份及可換股債券之相關權益。

好倉 – 本公司每股面值0.05港元之普通股

Name of shareholders	Capacity	Number of shares held	Percentage of the issued share capital of the Company
股東名稱	身份	所持有股份數目	佔本公司已發行股本百分比
King Lion Group Limited (Note 1) King Lion Group Limited (附註1)	Beneficial owner 實益擁有人	1,011,000,000	28.54%
Mr. Lu Xing (Note 2) 路行先生 (附註2)	Interest of corporation controlled 受控法團權益	420,000,000	11.86%
Redhead Investments Limited (Note 2) Redhead Investments Limited (附註2)	Beneficial owner 實益擁有人	300,000,000	8.47%
Front Riches Investments Limited (Note 3) 拓富投資有限公司 (附註3)	Beneficial owner 實益擁有人	410,309,600	11.58%

DIRECTORS' REPORT

董事會報告書

Notes:

- (1) King Lion Group Limited is wholly owned by Smart Chant Limited which in turn is wholly owned by Mr. Gao Yongzhi.
- (2) Redhead Investments Limited, is wholly-owned by Mr. Lu Xing, which in turn held 300,000,000 shares of the Company. In addition, Mr. Lu Xing also owned the entire share capital of Ascher Group Limited and Headwind Holdings Limited which in turn held 100,000,000 shares and 20,000,000 shares of the Company respectively.
- (3) Front Riches Investments Limited is a corporation controlled by Mr. Hu Yishi.

Other than the interests disclosed above, the register of substantial shareholders maintained by the Company pursuant to section 336 of the SFO discloses no other person as having a notifiable interest or short position in the shares, underlying shares and convertible bonds of the Company as at 31 December 2016.

CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS

Saved as disclosed in note 34 to the consolidated financial statements, the Group has not entered into any other connected transaction or continuing connected transactions for the year ended 31 December 2016 which should be disclosed pursuant to the requirement of Chapter 14A to the Listing Rules.

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

During the year ended 31 December 2016, neither the Company, nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities.

CORPORATE GOVERNANCE

The Company's corporate governance report is set out in pages 12 to 26 of this report.

附註：

- (1) King Lion Group Limited 由 Smart Chant Limited 全資擁有，而 Smart Chant Limited 則由 Gao Yongzhi 先生全資擁有。
- (2) Redhead Investments Limited 由路行先生全資擁有，而 Redhead Investments Limited 則持有本公司 300,000,000 股股份。此外，路行先生亦擁有 Ascher Group Limited 及 Headwind Holdings Limited 之全部股本，而該兩間公司則分別持有本公司 100,000,000 股股份及 20,000,000 股股份。
- (3) 拓富投資有限公司為由胡翼時先生控制之法團。

除上文所披露之權益外，根據本公司遵照證券及期貨條例第 336 條存置之主要股東登記冊所披露，於二零一六年十二月三十一日，概無其他人士於本公司股份、相關股份及可換股債券中擁有須予知會之權益或淡倉。

關連交易及持續關連交易

除綜合財務報表附註 34 所披露者外，截至二零一六年十二月三十一日止年度，本集團並無訂立根據上市規則第 14A 章須予披露之任何其他關連交易或持續關連交易。

購買、贖回或出售本公司上市證券

於截至二零一六年十二月三十一日止年度，本公司或其任何附屬公司概無購買、贖回或出售本公司任何上市證券。

企業管治

本公司之企業管治報告載於本報告第 12 至 26 頁。

DIRECTORS' REPORT

董事會報告書

KEY RELATIONSHIPS

EMPLOYEES

Employees are one of the valuable assets of the Group and the Group regards the personal development of its employees as highly important. The Group aims to continue to be an attractive employer for committed employees and strives to motivate its employees with a clear career path and opportunities for advancement and improvement of their skills. The Group provides on-the-job training and development opportunities to its employees and considers all valuable feedback from its employees for enhancing workplace productivity and harmony.

The Group offers competitive remuneration packages to its employees.

The emoluments of the Directors are decided by the Remuneration Committee, having regard to the Company's operating results, individual performance and comparable market statistics. The emolument policy of the employees of the Group is set up by the Remuneration Committee on the basis of their merit, qualifications and competence. The Company has adopted a share option scheme as an incentive to Directors and eligible employees. Details of the scheme are set out in note 30 to the consolidated financial statements.

CUSTOMERS AND SUPPLIERS

The customers and suppliers of the Group are independent third parties to the Group. The Group is committed to maintain good relationships with its customers and suppliers in the long run by adopting various means to strengthen communication channels with them. During the year ended 31 December 2016, there were no material and significant dispute between the Group and its customers and suppliers.

EQUITY-LINKED AGREEMENTS

Other than the share option scheme as disclosed above, the convertible bonds as disclosed in note 27 and share options granted to a consultant as disclosed in note 30 to the consolidated financial statements, no equity-linked agreements were entered into by the Company during the year ended 31 December 2016 or subsisted at the end of the year.

重要關係

僱員

僱員為本集團最寶貴的財富之一，本集團高度重視其僱員的個人發展。本集團有意繼續吸引盡忠職守之僱員加盟，並致力於以明確的職業規劃及提供機會增進及完善技能激勵其僱員。本集團為其僱員提供在職培訓及發展機會，並考慮其僱員有關提升工作效率及和諧工作氛圍之所有寶貴意見。

本集團為其僱員提供具競爭力之薪酬待遇。

董事薪酬乃由薪酬委員會經考慮本公司經營業績、個人表現及可供比較市場統計數據後決定。本集團僱員之薪酬政策乃由薪酬委員會根據本集團僱員之功績、資歷及能力制定。本公司採納了一項購股權計劃，以向董事及合資格僱員提供獎勵。有關計劃之詳情載於綜合財務報表附註30。

客戶及供應商

本集團客戶及供應商為本集團之獨立第三方。本集團致力於透過各種方式加強與其客戶及供應商的溝通，以維持與彼等之長期良好關係。截至二零一六年十二月三十一日止年度，本集團與其客戶及供應商之間並無發生任何重大及主要糾紛。

權益掛鈎協議

除上文所披露之購股權計劃、綜合財務報表附註27所披露之可換股債券及附註30所披露之授予顧問之購股權外，本公司概無於截至二零一六年十二月三十一日止年度訂立或於本年度結算日存續之任何權益掛鈎協議。

DIRECTORS' REPORT

董事會報告書

PERMITTED INDEMNITY PROVISION

Pursuant to the bye-laws of the Company, every Director shall be entitled to be indemnified by the Company out of the assets of the Company against all costs, charges, losses, damages and expenses which he/she may sustain or incur or about the execution and discharge of his duties or in relation thereto. The Company has arranged appropriate Directors' and Officers' liability insurance coverage for the Directors and officers of the Company during the year.

ENVIRONMENTAL POLICIES

The Group is committed to building an environmentally-friendly corporation that pays close attention to conserving natural resources. The Group strives to minimise its environmental impact by saving electricity and encouraging recycle of office supplies and other materials.

COMPLIANCE WITH LAWS AND REGULATIONS

The Group's operations are mainly carried out by the subsidiaries of the Company in Hong Kong and the PRC while the shares of Company (the "Shares") are listed on the Stock Exchange. The Group's establishment and operations shall comply with relevant laws and regulations in Hong Kong, the PRC and the respective place of incorporation of the Company and its subsidiaries. In addition, the Company is required to comply with the Listing Rules and SFO.

During the year ended 31 December 2016 and up to the date of this report, as far as the Company is aware, there was no material breach of or non-compliance with applicable laws and regulations by the Group that has a significant impact on the business and operations of the Group.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received, from each of the independent non-executive Directors, an annual confirmation of his independence pursuant to Rule 3.13 of the Rules Governing the Listing Securities on The Stock Exchange of Hong Kong Limited. The Company considers all of the independent non-executive Directors are independent.

獲准許的彌償條文

根據本公司之公司細則，各董事有權就所有在執行及履行本身職責時或就此蒙受或招致或與之有關之成本、收費、損失、傷害及開支，獲得本公司從本公司之資產中撥付賠償。年內，本公司已就本公司董事及高級人員投購適當的董事及高級人員責任險。

環保政策

本集團致力於成為一間注重保育自然資源之環保公司。本集團透過節電及鼓勵回收辦公室用品及其他材料之方式盡量減少對環境造成之影響。

遵守法律及法規

本集團之業務主要由本公司於香港及中國之附屬公司進行，而本公司之股份（「股份」）於聯交所上市。本集團之設立及經營須遵守香港、中國及本公司及其附屬公司各自註冊成立地之相關法律及法規。此外，本公司須遵守上市規則及證券及期貨條例之規定。

於截至二零一六年十二月三十一日止年度及直至本報告日期，就本公司所知悉，本集團並不存在對本集團業務及營運造成重大影響之適用法律及法規之重大違背或不合規情況。

委任獨立非執行董事

本公司已接獲各獨立非執行董事根據香港聯合交易所有限公司證券上市規則第3.13條之規定就其獨立性而發出之年度確認書。本公司認為，全體獨立非執行董事均具獨立身份。

DIRECTORS' REPORT

董事會報告書

PRE-EMPTIVE RIGHTS

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

SUFFICIENCY OF PUBLIC FLOAT

The Company has maintained a sufficient public float throughout the year ended 31 December 2016.

CHARITABLE CONTRIBUTIONS

During the year, the Group did not make any charitable contributions.

AUDIT COMMITTEE

The Company has an Audit Committee which was established in accordance with Rule 3.21 of the Listing Rules for the purposes of reviewing and providing supervision over the Group's financial reporting process and internal controls. The audited results for the year ended 31 December 2016 have been reviewed by the Audit Committee. The Audit Committee comprises three members namely Mr. Lo Ka Wai (Chairman), Dr. Huan Guocang and Mr. Wu Fred Fong. All of them are independent non-executive Directors.

REMUNERATION COMMITTEE

The Remuneration Committee has been set up with written term of reference in accordance with the requirements of the Listing Rules. The Remuneration Committee comprises three independent non-executive Directors namely, Mr. Wu Fred Fong (Chairman), Dr. Huan Guocang and Mr. Lo Ka Wai.

NOMINATION COMMITTEE

The Nomination Committee has been set up with written term of reference in accordance with the requirements of the Listing Rules. The Nomination Committee comprises three independent non-executive Directors namely, Dr. Huan Guocang, Mr. Lo Ka Wai and Mr. Wu Fred Fong.

優先購買權

本公司之公司細則或百慕達法例並無有關本公司須按比例向現有股東提呈發售新股之優先購買權條文。

充足公眾持股量

於截至二零一六年十二月三十一日止年度，本公司一直維持充足公眾持股量。

慈善捐款

年內，本集團並無作出任何慈善捐款。

審核委員會

本公司設立了審核委員會，其根據上市規則第3.21條之規定成立，專責檢討及監察本集團之財務申報程序及內部監控。審核委員會已審閱截至二零一六年十二月三十一日止年度之經審核業績。審核委員會由三名成員組成，即羅嘉偉先生(主席)、宦國蒼博士及胡晃先生。彼等均為獨立非執行董事。

薪酬委員會

本公司已根據上市規則之規定成立薪酬委員會，並已制定其書面職權範圍。薪酬委員會由三名獨立非執行董事組成，即胡晃先生、宦國蒼博士及羅嘉偉先生。

提名委員會

本公司已根據上市規則之規定成立提名委員會，並已制定其書面職權範圍。提名委員會由三名獨立非執行董事組成，即宦國蒼博士、羅嘉偉先生及胡晃先生。

DIRECTORS' REPORT

董事會報告書

AUDITOR

On 21 January 2015, BDO Limited was appointed as the auditor of the Company to fill the casual vacancy following the resignation of Deloitte Touche Tohmatsu ("Deloitte").

Save as disclosed above, there was no change in auditor of the Company during the past three years.

The consolidated financial statements for the year ended 31 December 2014, 31 December 2015 and 31 December 2016 were audited by BDO Limited and the consolidated financial statements for the year ended 31 December 2013 were audited by Deloitte. A resolution will be submitted to the annual general meeting to re-appoint BDO Limited as the auditor of the Company.

On behalf of the Board
Wu Siu Lam, William
Director

17 March 2017

核數師

於二零一五年一月二十一日，香港立信德豪會計師事務所有限公司獲委任為本公司之核數師，以填補德勤·關黃陳方會計師行（「德勤」）辭任後之臨時空缺。

除上文所披露者外，本公司於過去三年概無更換核數師。

本集團截至二零一四年十二月三十一日、及二零一五年十二月三十一日及二零一六年十二月三十一日止年度之綜合財務報表已由香港立信德豪會計師事務所有限公司審核，而截至二零一三年十二月三十一日止年度之綜合財務報表則由德勤審核。本公司將於股東週年大會上提呈一項決議案以重新委任香港立信德豪會計師事務所有限公司為本公司之核數師。

代表董事會
董事
胡少霖

二零一七年三月十七日

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



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TO THE SHAREHOLDERS OF SHENG YUAN HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

致盛源控股有限公司全體股東

(於百慕達註冊成立之有限公司)

QUALIFIED OPINION

We have audited the consolidated financial statements of Sheng Yuan Holdings Limited (the "Company") and its subsidiaries (together the "Group") set out on pages 57 to 175, which comprise the consolidated statement of financial position as at 31 December 2016, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

保留意見

本核數師(以下簡稱「吾等」)已審核刊於第57至175頁有關盛源控股有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)之綜合財務報表，此綜合財務報表包括於二零一六年十二月三十一日之綜合財務狀況表，與截至該日止年度之綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註，其包括主要會計政策概要。

吾等認為，除吾等作出之報告之保留意見之基礎一節所述之事宜之可能影響外，綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則(「香港財務報告準則」)真實公允地反映了貴集團於二零一六年十二月三十一日之綜合財務狀況及截至該日止年度之綜合財務表現及綜合現金流量，且已根據香港公司條例之披露規定妥為編製。

BDO Limited
香港立信德豪會計師事務所有限公司

BDO Limited, a Hong Kong limited company, is a member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms.

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



BASIS FOR QUALIFIED OPINION

Included in the consolidated statement of financial position is interest in an unlisted associate, Xinhua (Daqing) Merchandise Exchange Company Limited ("XHME"), of approximately HK\$72,334,000 as at 31 December 2016, comprises the Group's share of net assets in XHME of HK\$33,653,000 and goodwill arising on acquisition of HK\$38,681,000. Included in the consolidated statement of profit or loss and other comprehensive income is the Group's share of profit of XHME for the year ended 31 December 2016 of approximately HK\$3,078,000 and exchange loss on translating the financial statements of XHME for the year ended 31 December 2016 of approximately HK\$4,689,000.

In accordance with Hong Kong Standard on Auditing 600 ("HKSA 600"), Special Considerations - Audits of Group Financial Statements (Including the Work of Component Auditors), XHME is considered to be a significant component of the Group, which should therefore be subject to audit as part of our audit of the Group's financial statements. We have issued audit instructions to the component auditor and involved in the audit of the component auditor as required by HKSA 600. However, up to the date of this report, the audit by the component auditor has not been completed and accordingly we were unable to satisfy ourselves as to whether the Group's share of XHME's profit and other comprehensive income for the year ended 31 December 2016 and the Group's share of net assets in XHME as included in the Group's consolidated statement of financial position as at 31 December 2016 were fairly stated and whether the information of XHME as shown in note 18 to the consolidated financial statements was properly disclosed.

保留意見之基礎

於二零一六年十二月三十一日，綜合財務狀況表包括於一間未上市聯營公司新華（大慶）商品交易所有限公司（「新商所」）之權益約72,334,000港元，包括貴集團分佔新商所資產淨值33,653,000港元及來自收購事項之商譽38,681,000港元。綜合損益及其他全面收益表包括貴集團於截至二零一六年十二月三十一日止年度分佔新商所溢利約3,078,000港元及貴集團於截至二零一六年十二月三十一日止年度分佔換算新商所財務報表所產生之匯兌虧損約4,689,000港元。

根據香港審計準則第600號（「香港審計準則第600號」）對集團財務報表審核之特殊考慮（包括組成部分核數師之工作），新商所被認為是貴集團之重大組成部分，因此，其應作為審核貴集團財務報表之審核之一部分。吾等已根據香港審計準則第600號之規定向組成部分核數師發出審核指示並已參與組成部分核數師之審核。然而，直至本報告日期，組成部分核數師之審核尚未完成，因此吾等未能信納貴集團分佔新商所截至二零一六年十二月三十一日止年度之溢利及其他全面收益，以及由此納入貴集團於二零一六年十二月三十一日之綜合財務狀況表之貴集團分佔新商所資產淨值是否公平地呈列及綜合財務報表附註18所載新商所之資料是否妥為披露。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



BASIS FOR QUALIFIED OPINION (Continued)

In addition, as disclosed in note 18 to the consolidated financial statements, the Group had performed an impairment assessment of its interest in associate based on a valuation with the assistance of an independent valuer. The determination of such valuation was based on an underlying cash flow projections as provided by XHME. Based on the impairment assessment, the directors are of the opinion that no impairment is necessary.

During the course of our audit, we carried out relevant audit procedures which we considered necessary on the impairment assessment as carried out by the Group's directors; however, our work was limited because we had not been able to obtain sufficient satisfactory audit evidence as to the reasonableness of the underlying assumptions used for the preparation of the cash flow projections of XHME; as the Group had not obtained the information that we considered necessary from the local management of XHME.

Due to the circumstances as described above, there were no other satisfactory audit procedures that we could adopt to obtain sufficient audit evidence to satisfy ourselves as to the valuation of the interests in XHME as at 31 December 2016 and we were unable to determine whether any impairment losses were necessary.

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

保留意見之基礎 (續)

此外，誠如綜合財務報表附註18所披露，貴集團已在獨立估值師之協助下根據估值對其於聯營公司之權益進行減值評估。釐定有關估值乃基於新商所提供之相關現金流量預測。根據減值評估，董事認為不必作出減值。

於吾等審核過程中，吾等已執行吾等認為對貴集團董事進行減值評估屬必要之相關審核程序；然而，由於吾等無法就編製新商所現金流量預測所用之相關假設之合理性取得足夠令人滿意之審核憑證；及貴集團尚未自新商所當地管理層取得吾等認為屬必要之資料，故吾等之審核工作受限。

鑒於以上所述情況，吾等未能採納其他令人滿意之審核程序，以就信納吾等對於二零一六年十二月三十一日於新商所權益之估值取得足夠審核憑證，及吾等未能確定任何減值虧損是否必要。

吾等已根據香港會計師公會頒佈之香港審計準則（「香港審計準則」）進行審核。吾等就該等準則承擔之責任在吾等作出之報告之「核數師就審核綜合財務報表承擔之責任」一節中進一步闡述。根據香港會計師公會之「職業會計師道德守則」（「守則」），吾等獨立於貴集團，並已履行守則中之其他道德責任。吾等相信，吾等所獲得之審核憑證能充足及適當地為下列保留審核意見建立基礎。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



KEY AUDIT MATTERS

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

VALUATION OF HELD FOR TRADING INVESTMENTS

The Group's held for trading investments as at 31 December 2016 comprise listed equity securities of HK\$135,110,000 and unlisted investment funds of HK\$97,047,000 which are stated at fair value under HKFRSs. The Group determined the fair value of listed equity securities based on their respective quoted market prices as at 31 December 2016. In respect of unlisted investment funds, the Group had determined their fair value by reference to the value as reported by the fund administrators as at 31 December 2016. These investments, representing approximately 30% of the Group's total assets, are a significant item in the consolidated statement of financial position. We identified the fair value determination of these investments as a key audit matter because of its numerical significance for the current year.

Refer to note 3.11 for accounting policies, note 4A(IV) for critical accounting estimates and related note 22 of the accompanying financial statements.

關鍵審核事項

關鍵審核事項乃根據吾等之職業判斷，對本期間綜合財務報表之審核最為重要之事項。該等事項乃於吾等審核整體綜合財務報表及就此出具意見時進行處理，及吾等不會就該等事項提供單獨意見。除保留意見之基礎一節所述之事宜外，吾等釐定下文所述之事宜為將於吾等作出之報告中溝通之關鍵審核事項。

持作買賣用途投資之估值

於二零一六年十二月三十一日，貴集團持作買賣用途投資包括上市股本證券135,110,000港元及非上市投資基金97,047,000港元，乃根據香港財務報告準則按公平值列賬。貴集團根據上市股本證券各自於二零一六年十二月三十一日之市場報價釐定其公平值。就非上市投資基金而言，貴集團已參考於二零一六年十二月三十一日基金管理人所呈報價值釐定其公平值。該等投資佔貴集團總資產約30%，為綜合財務狀況表內之重大項目。因其於本年度之數值重大，故吾等將該等投資公平值之釐定視作關鍵審核事項。

請參閱隨附財務報表附註3.11會計政策，附註4A(IV)關鍵會計估計及有關附註22。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



KEY AUDIT MATTERS (Continued)

VALUATION OF HELD FOR TRADING INVESTMENTS (Continued)

OUR RESPONSE:

Our work included, but was not necessarily limited to, the following procedures:

- assessing the appropriateness of valuation techniques to ensure it is consistent with the way a market participant would use when pricing the investments
- comparing the net asset value per share of the investment funds to monthly reports issued by relevant fund administrators
- reviewing the "Assurance Reports on Controls at a Service Organisation" issued by fund administrators' auditors for the year ended 31 December 2016 to confirm there were no significant exceptions in securities pricing or position reconciliations by the fund administrators
- assessing whether underlying investments in the investment funds and listed equity securities were stated in their fair value in accordance with HKFRS 13 Fair Value Measurement, by comparing the year-end prices of investments to independent sources

OTHER INFORMATION IN THE ANNUAL REPORT

The directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the consolidated financial statements and our auditor's report thereon.

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

關鍵審核事項(續)

持作買賣用途投資之估值(續)

吾等之應對：

吾等之工作包括(但不一定限於)以下程序：

- 評估估值技術之合適性，確保其與市場參與者在對該等投資進行定價時使用的方式一致
- 將投資基金之每股資產淨值與有關基金管理人發出之月度報告進行比較
- 審閱基金管理人核數師發出之截至二零一六年十二月三十一日止年度「有關服務機構監控措施之核證報告」，確認基金管理人於證券定價及財務狀況對賬時概無出現任何重大異常
- 透過比較投資之年末價格與獨立來源，評估投資基金之相關投資及上市股本證券是否已根據香港財務報告準則第13號公平值計量，按其公平值列賬

年報所載其他資料

董事須對其他資料負責。其他資料包括載於貴公司年報之資料，惟不包括綜合財務報表及吾等就此發出之核數師報告。

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

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



OTHER INFORMATION IN THE ANNUAL REPORT

(Continued)

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

DIRECTORS' RESPONSIBILITIES FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

The directors are also responsible for overseeing the Group's financial reporting process. The Audit Committee assists the directors in discharging their responsibilities in this regard.

年報所載其他資料(續)

在吾等審核綜合財務報表時，吾等之責任乃閱讀其他資料，在此過程中，考慮其他資料是否與綜合財務報表或吾等在審核過程中所了解之情況有重大不一致，或者似乎有重大錯誤陳述。基於吾等已執行之工作，倘吾等認為此其他資料有重大錯誤陳述，吾等須報告該事實。就此而言，吾等並無需報告之事宜。

董事就綜合財務報表須承擔之責任

貴公司董事須負責根據香港會計師公會頒佈之香港財務報告準則及香港公司條例之披露規定編製綜合財務報表，以令綜合財務報表作出真實而公平之反映，及落實其認為編製綜合財務報表所必要之內部控制，以使綜合財務報表不存在由於欺詐或錯誤而導致之重大錯誤陳述。

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

董事亦負責監督貴集團財務報告過程。審核委員會協助董事履行其餘此方面之職責。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



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

Our objective are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Act 1981, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKASs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

- identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

核數師就審核綜合財務報表承擔之責任

吾等之目標乃對整體綜合財務報表是否不存在由於欺詐或錯誤而導致之任何重大錯誤陳述取得合理保證，並出具包括吾等意見之核數師報告。本報告乃按照百慕達一九八一年公司法第90條之規定，僅向全體股東報告，而不作其他用途。吾等不會就本報告之內容向任何其他人士負責或承擔任何責任。

合理保證乃高水平之保證，但不能保證按香港審計準則進行之審核在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們個別或匯總起來可能影響該等綜合財務報表之基準使用者所作出之經濟決定，則有關錯誤陳述可被視作重大。

在根據香港審計準則進行審核之過程中，吾等運用了職業判斷，保持了職業懷疑態度。吾等亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述之風險，設計及執行審核程序以應對該等風險，以及取得充足及適當之審核憑證，作為吾等意見之基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致重大錯誤陳述之風險較因錯誤而導致重大錯誤陳述之風險為高。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



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

(Continued)

- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
 - evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
 - conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
 - evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
 - obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.
- 了解與審核相關之內部控制，以設計適當之審核程序，但非旨在對 貴集團內部控制之有效性發表意見。
 - 評價董事所採用會計政策之恰當性以及作出會計估計及相關披露資料之合理性。
 - 對董事採用持續經營會計基礎之恰當性作出結論。根據所得之審核憑證，決定是否存在與可能對 貴集團持續經營之能力構成重大疑慮之事件或情況有關之重大不確定性。倘吾等認為存在重大不確定性，則有必要在核數師報告中提請使用者對綜合財務報表中相關披露資料之關注。假若有關披露資料不足，則吾等須出具非無保留意見之核數師報告。吾等之結論乃基於截至核數師報告日期止所取得之審核憑證。然而，未來事件或情況可能導致 貴集團不能繼續持續經營。
 - 評價綜合財務報表之整體列報方式、結構及內容，包括披露資料，以及綜合財務報表是否公允反映相關交易及事實。
 - 就集團中實體或業務活動之財務資料獲取充分、適當之審核憑證，以對綜合財務報表發表意見。吾等負責指導、監督及執行集團審核。吾等對審核意見承擔全部責任。

核數師就審核綜合財務報表承擔之責任(續)

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



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

(Continued)

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

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

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

BDO Limited

Certified Public Accountants

Chiu Wing Cheung Ringo

Practising Certificate No.: P04434

Hong Kong, 17 March 2017

核數師就審核綜合財務報表承擔之責任(續)

吾等就(其中包括)審核之計劃範圍、時間安排及重大審核結果,包括吾等於審核期間所識別內部控制之任何重大缺陷,與審核委員會進行了溝通。

吾等亦向審核委員會提交聲明,說明吾等已符合有關獨立性之相關職業道德要求,並與他們溝通所有合理認為會影響吾等獨立性之關係及其他事項,以及(如適用)相關防範措施。

從與董事溝通之事項中,吾等決定何種事項對本期綜合財務報表之審核最為重要,因而構成關鍵審核事項。吾等會在核數師報告中描述該等事項,除非法律法規不允許對某件事項作出公開披露,或在極端罕見之情況下,若有合理預期在吾等之報告中溝通某事項而造成之負面後果將會超過其產生之公眾利益,吾等將不會於此等情況下於報告中溝通該事項。

香港立信德豪會計師事務所有限公司

執業會計師

招永祥

執業證書號碼:P04434

香港,二零一七年三月十七日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

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

		Notes 附註	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Revenue	收益	6	69,475	405,678
Other gains and losses	其他收益及虧損	7	24,342	46,919
Other income	其他收入	8	2,522	1,756
Purchase of inventories for trading business	就貿易業務購買存貨		–	(224,074)
Staff costs	員工成本	10	(47,286)	(161,523)
Depreciation	折舊		(538)	(1,036)
Finance costs	融資成本	9	(30,319)	(34,936)
Other expenses	其他費用		(36,302)	(50,374)
Share of results of associates	分佔聯營公司業績		3,078	(14,140)
Loss before income tax	除所得稅前虧損	10	(15,028)	(31,730)
Income tax expense	所得稅開支	11	(1,879)	(2,668)
Loss for the year	年內虧損		(16,907)	(34,398)
Other comprehensive income	其他全面收益			
Item that may be reclassified subsequently to profit or loss	其後可重新分類至損益之項目			
– Exchange differences on translation of financial statements of foreign operations	– 換算海外業務財務報表產生之匯兌差額		(5,162)	(4,491)
Other comprehensive income for the year	年內其他全面收益		(5,162)	(4,491)
Total comprehensive income for the year	年內全面收益總額		(22,069)	(38,889)

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

For the year ended 31 December 2016

截至二零一六年十二月三十一日止年度

	Notes 附註	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Loss for the year attributable to:	以下各項應佔年內虧損：		
– Owners of the Company	– 本公司擁有人	(16,911)	(34,385)
– Non-controlling interests	– 非控股權益	4	(13)
		(16,907)	(34,398)
Total comprehensive income for the year attributable to:	以下各項應佔年內全面收益總額：		
– Owners of the Company	– 本公司擁有人	(22,073)	(38,876)
– Non-controlling interests	– 非控股權益	4	(13)
		(22,069)	(38,889)
Loss per share	每股虧損	HK cent 港仙	HK cent 港仙
– Basic	– 基本	(0.48)	(0.99)
– Diluted	– 攤薄	(0.56)	(0.99)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 December 2016
於二零一六年十二月三十一日

		Notes 附註	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
ASSETS AND LIABILITIES	資產及負債			
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	15	575	1,046
Trading rights	買賣權	16	3,322	3,322
Goodwill	商譽	17	7,000	–
Interests in an associate	於一間聯營公司之權益	18	72,334	73,945
Derivative financial instruments	衍生金融工具	19	–	3,667
Other assets	其他資產	20	1,730	1,730
Deferred tax asset	遞延稅項資產	28	144	–
			85,105	83,710
Current assets	流動資產			
Trade and other receivables and prepayments	貿易及其他應收賬款 以及預付款項	21	31,970	291,230
Held for trading investments	持作買賣用途投資	22	232,157	184,304
Current tax assets	即期稅項資產		1,413	–
Trust bank balances held on behalf of clients	代表客戶持有 之信託銀行結餘	23	301,145	51,381
Cash and cash equivalents	現金及現金等同項目	24	126,461	60,536
			693,146	587,451
Current liabilities	流動負債			
Trade and other payables and accruals	貿易及其他應付賬款 以及應計費用	25	419,549	117,030
Borrowings	借貸	26	26,427	222,314
Convertible bonds	可換股債券	27	165,802	–
Current tax liabilities	即期稅項負債		34	5,067
			611,812	344,411
Net current assets	流動資產淨值		81,334	243,040
Total assets less current liabilities	總資產減流動負債		166,439	326,750
Non-current liabilities	非流動負債			
Convertible bonds	可換股債券	27	–	148,462
			–	148,462
Net assets	資產淨值		166,439	178,288

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 December 2016
於二零一六年十二月三十一日

			2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
	Notes 附註			
EQUITY		權益		
Share capital	29	股本	177,128	174,328
Reserves	32	儲備	(28,495)	(13,842)
Equity attributable to owners of the Company		本公司擁有人應佔權益	148,633	160,486
Non-controlling interests		非控股權益	17,806	17,802
Total equity		權益總額	166,439	178,288

On behalf of the Board

代表董事會

Wu Siu Lam, William

胡少霖

Director

董事

Cheng Kit Sum, Clara

鄭潔心

Director

董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

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

		Attributable to owners of the Company 本公司擁有人應佔									Non-controlling interests 非控股權益			
		Share capital	Share premium*	Shareholder's contribution*	Capital redemption reserve*	Convertible bond equity reserve*	Contingent consideration reserve*	Share option reserve*	Currency translation reserve*	Accumulated losses*	Total	Share of net assets of subsidiaries	Convertible bond equity reserve of a subsidiary	Total
		股本	股份溢價*	股東注資*	資本贖回儲備*	可換股債券權益儲備*	或然代價儲備*	購股權儲備*	貨幣換算儲備*	累計虧損*	總計	附屬公司資產淨值	附屬公司之可換股債券權益儲備	總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 January 2015	於二零一五年一月一日	173,588	226,170	7,834	477	34,408	28,943	12,692	(272)	(267,429)	196,411	23	17,792	17,815
Issue of shares upon exercise of share options	因購股權行使而發行股份	740	3,294	-	-	-	-	(1,083)	-	-	2,951	-	-	2,951
Transactions with owners	與擁有人之交易	740	3,294	-	-	-	-	(1,083)	-	-	2,951	-	-	2,951
Loss for the year	年內虧損	-	-	-	-	-	-	-	-	(34,385)	(34,385)	(13)	-	(13)
Other comprehensive income	其他全面收益	-	-	-	-	-	-	-	-	-	-	-	-	-
- Exchange differences on translation of financial statements of foreign operations	- 換算海外業務財務報表產生之匯兌差額	-	-	-	-	-	-	-	(4,491)	-	(4,491)	-	-	(4,491)
Total comprehensive income for the year	年內全面收益總額	-	-	-	-	-	-	-	(4,491)	(34,385)	(38,876)	(13)	-	(13)
Transfer to accumulated losses	轉撥至累計虧損	-	-	-	-	-	(28,943)	-	-	28,943	-	-	-	-
Forfeiture of share options	沒收購股權	-	-	-	-	-	-	(3,142)	-	3,142	-	-	-	-
At 31 December 2015	於二零一五年十二月三十一日	174,328	229,464	7,834	477	34,408	-	8,467	(4,763)	(289,729)	160,486	10	17,792	17,802
At 1 January 2016	於二零一六年一月一日	174,328	229,464	7,834	477	34,408	-	8,467	(4,763)	(289,729)	160,486	10	17,792	17,802
Issue of shares upon exercise of share options	因購股權行使而發行股份	2,800	11,588	-	-	-	-	(4,168)	-	-	10,220	-	-	10,220
Transactions with owners	與擁有人之交易	2,800	11,588	-	-	-	-	(4,168)	-	-	10,220	-	-	10,220
Loss for the year	年內虧損	-	-	-	-	-	-	-	-	(16,911)	(16,911)	4	-	4
Other comprehensive income	其他全面收益	-	-	-	-	-	-	-	-	-	-	-	-	-
- Exchange differences on translation of financial statements of foreign operations	- 換算海外業務財務報表產生之匯兌差額	-	-	-	-	-	-	-	(5,162)	-	(5,162)	-	-	(5,162)
Total comprehensive income for the year	年內全面收益總額	-	-	-	-	-	-	-	(5,162)	(16,911)	(22,073)	4	-	4
Forfeiture of share options	沒收購股權	-	-	-	-	-	-	(298)	-	298	-	-	-	-
At 31 December 2016	於二零一六年十二月三十一日	177,128	241,052	7,834	477	34,408	-	4,001	(9,925)	(306,342)	148,633	14	17,792	17,806

* These accounts comprise negative reserves of HK\$28,495,000 (2015: HK\$13,842,000) in the consolidated statement of financial position at 31 December 2016.

* 該等賬目包括於二零一六年十二月三十一日綜合財務狀況表之負儲備28,495,000港元(二零一五年: 13,842,000港元)。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

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

	Notes 附註	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Cash flows from operating activities	經營活動所得現金流量		
Loss for the year	年內虧損	(16,907)	(34,398)
Adjustments for:	調整：		
Income tax expense	所得稅開支	1,879	2,668
Changes in net assets attributable to other holders of redeemable shares of a consolidated investment fund	綜合投資基金可贖回股份之其他持有人應佔資產淨值之變動	(1,390)	2,811
Changes in third party interests in collective investment schemes	集體投資計劃之第三方權益變動	1,019	—
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	538	1,036
Dividend income	股息收入	(2,500)	(1,714)
Fair value changes on financial instruments classified as held for trading	分類為持作買賣金融工具之公平值變動	3,667	(1,749)
Finance costs	融資成本	30,319	34,936
Impairment losses on trade receivables	貿易應收賬款減值虧損	221	—
Interest income from banks and others	銀行及其他利息收入	(22)	(41)
Net losses on disposals of property, plant and equipment	出售物業、廠房及設備之虧損淨額	—	3
Share of results of associates	分佔聯營公司業績	(3,078)	14,140
Operating profit before working capital changes	營運資金變動前之經營溢利	13,746	17,692
Decrease/(Increase) in trade and other receivables and prepayments	貿易及其他應收賬款以及預付款項減少／(增加)	259,536	(41,612)
Increase in held for trading investments	持作買賣用途投資增加	(47,853)	(112,346)
Increase in trust bank balances held on behalf of clients	代表客戶持有之信託銀行結餘增加	(249,764)	(40,839)
Increase in trade and other payables and accruals	貿易及其他應付賬款以及應計費用增加	257,121	79,502
Cash generated from/(used in) operations	經營所得／(所用)現金	232,786	(97,603)
Dividend received	已收股息	2,500	1,714
Interest paid	已付利息	(10,885)	(10,814)
Interest received from banks and others	已收銀行及其他利息	22	41
Income tax (paid)/refunded	(已付)／已退回所得稅	(8,469)	156
Net cash generated from/(used in) operating activities	經營活動所得／(所用)現金淨額	215,954	(106,506)

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

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

	Notes 附註	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Cash flows from investing activities	投資活動所得現金流量		
Acquisition of a subsidiary (net of cash and cash equivalents acquired)	收購一間附屬公司(扣除收購之現金及現金等同項目)	(7,046)	—
Purchases of property, plant and equipment	購買物業、廠房及設備	(81)	(133)
Proceeds from disposal of available-for-sale investment	出售可供出售投資之所得款項	—	100
Proceeds from disposal of associates	出售聯營公司之所得款項	—	78
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備之所得款項	4	—
<i>Net cash (used in)/generated from investing activities</i>	<i>投資活動(所用)/所得現金淨額</i>	(7,123)	45
Cash flows from financing activities	融資活動所得現金流量		
(Decrease)/Increase in collateralised borrowings	抵押借貸(減少)/增加	(224,021)	57,830
Proceeds from other holders of collective investment schemes	集體投資計劃其他持有人之所得款項	102,161	—
Payments to other holders of collective investment schemes	向集體投資計劃其他持有人付款	(43,136)	—
Proceeds from issue of shares upon exercise of share options	因購股權獲行使而發行股份之所得款項	10,220	2,951
Proceeds from issue of redeemable shares of a consolidated investment fund	發行綜合投資基金可贖回股份之所得款項	—	12,000
Proceeds from loans advanced from a shareholder and a third party	一名股東及一名第三方墊付貸款之所得款項	31,040	—
Redemption of redeemable shares of a consolidated investment fund	贖回綜合投資基金可贖回股份	(13,421)	—
Repayments of loans advanced from a shareholder	償還一名股東墊付之貸款	(5,000)	—
Repayment of obligations under finance leases	償還融資租約承擔	—	(32)
<i>Net cash (used in)/generated from financing activities</i>	<i>融資活動(所用)/所得現金淨額</i>	(142,157)	72,749
Net increase/(decrease) in cash and cash equivalents	現金及現金等同項目增加/(減少)淨額	66,674	(33,712)
Cash and cash equivalents at beginning of the year	於年初之現金及現金等同項目	60,536	94,467
Effect of foreign exchange rate changes on cash held	匯率變動對所持現金之影響	(749)	(219)
Cash and cash equivalents at end of the year	於年終之現金及現金等同項目	126,461	60,536

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綜合財務報表附註

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

1. GENERAL INFORMATION

Sheng Yuan Holdings Limited (the “Company”) is an exempted company with limited liability incorporated and domiciled in Bermuda. The address of its registered office is Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda and its principal place of business is Suites 4301-5, 43/F., Tower 1, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong. The Company’s shares are listed on The Stock Exchange of Hong Kong Limited (“Stock Exchange”).

The Company is an investment holding company. Its subsidiaries are principally engaged in provision of securities brokerage and financial services, asset management services, proprietary trading and trading business.

The consolidated financial statements for the year ended 31 December 2016 were approved for issue by the board of directors on 17 March 2017.

2. ADOPTION OF NEW OR AMENDED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

2.1 NEW OR AMENDED HKFRSs EFFECTIVE FOR ANNUAL PERIOD BEGINNING ON OR AFTER 1 JANUARY 2016

In the current year, the Group has applied the new standards, amendments and interpretations which are effective for the Group’s financial statements for the annual period beginning on 1 January 2016. HKFRSs include all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”). The adoption of new or amended HKFRSs has no material impact on the Group’s financial statements.

1. 一般資料

盛源控股有限公司(「本公司」)為一間於百慕達註冊成立及登記之獲豁免有限公司。其註冊辦事處地址為Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda，其主要營業地點位於香港銅鑼灣勿地臣街1號時代廣場1座43樓4301-5室。本公司股份於香港聯合交易所有限公司(「聯交所」)上市。

本公司為投資控股公司，其附屬公司主要從事提供證券經紀及金融服務、資產管理服務、自營買賣及貿易業務。

截至二零一六年十二月三十一日止年度之綜合財務報表於二零一七年三月十七日獲董事會批准刊發。

2. 採納新訂或經修訂香港財務報告準則(「香港財務報告準則」)

2.1 於二零一六年一月一日或之後開始之年度期間生效之新訂或經修訂香港財務報告準則

於本年度內，本集團已採納於二零一六年一月一日開始之年度期間之本集團財務報表生效之新準則、修訂及詮釋。香港財務報告準則包括香港會計師公會(「香港會計師公會」)頒佈之所有適用個別香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋。採納新訂或經修訂香港財務報告準則不會對本集團之財務報表產生重大影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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截至二零一六年十二月三十一日止年度

2. ADOPTION OF NEW OR AMENDED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

(Continued)

2.2 NEW OR AMENDED HKFRSs THAT HAVE BEEN ISSUED BUT ARE NOT YET EFFECTIVE

At the date of authorisation of these financial statements, certain new or amended HKFRSs have been issued but are not yet effective. The Group has not early adopted these new or amended HKFRSs in the financial statements for the year ended 31 December 2016. The directors of the Company anticipate that these pronouncements will be adopted in the Group’s accounting policies for the first period beginning after the effective date of the pronouncement.

Information on new or amended HKFRSs that have not been adopted early by the Group but expected to have impact on the Group’s accounting policies is provided below. Other new or amended HKFRSs have been issued but are not yet effective and not adopted in advance are not expected to have a material impact on the Group’s consolidated financial statements.

AMENDMENTS TO HKAS 7, DISCLOSURE INITIATIVE

The amendments to HKAS 7 require an entity to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities.

The amendments apply prospectively for annual periods beginning on or after 1 January 2017 with earlier application permitted. The directors of the Company do not anticipate that the application of these amendments will have a material impact on the Group’s consolidated financial statements.

2. 採納新訂或經修訂香港財務報告準則(「香港財務報告準則」)(續)

2.2 已頒佈但尚未生效之新訂或經修訂香港財務報告準則

於授權該等財務報表之日期，若干新訂或經修訂香港財務報告準則已頒佈但尚未生效。本集團並無於截至二零一六年十二月三十一日止年度之財務報表中提早採納該等新訂或經修訂香港財務報告準則。本公司董事預期，該等頒佈將於其生效日期後開始之首個期間於本集團之會計政策採納。

預期對本集團會計政策構成影響但本集團並無提早採納之新訂或經修訂香港財務報告準則資料載列如下。其他已頒佈但尚未生效且並無提早採納之新訂或經修訂香港財務報告準則，預期對本集團綜合財務報表不會構成重大影響。

香港會計準則第7號之修訂本「披露計劃」

香港會計準則第7號之修訂本要求實體披露有助於財務報表使用者評估融資活動引致的負債變動的資料。

該等修訂應用於二零一七年一月一日或之後開始之年度期間前瞻性應用，並允許提早應用。本公司董事預期應用該等修訂將不會對本集團之綜合財務報表產生重大影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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截至二零一六年十二月三十一日止年度

2. ADOPTION OF NEW OR AMENDED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

(Continued)

2.2 NEW OR AMENDED HKFRSs THAT HAVE BEEN ISSUED BUT ARE NOT YET EFFECTIVE (Continued)

HKFRS 9 (2014), FINANCIAL INSTRUMENTS

HKFRS 9 (2014) introduced new requirements for the classification and measurement of financial assets. Under HKFRS 9 (2014), all recognised financial assets that are within the scope of HKAS 39, Financial Instruments: Recognition and Measurement are subsequently measured at amortised cost or fair value. Specifically, debt instruments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost at the end of the subsequent accounting periods. Debt instruments that are held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets, and that have contractual terms that give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding, are generally measured at fair value through other comprehensive income. All other debt investments and equity investments are measured at their fair value through profit or loss at the end of the subsequent accounting periods. In addition, under HKFRS 9 (2014), entities may make an irrevocable election to present subsequent changes in the fair value of an equity investment that is not held for trading in other comprehensive income, with only dividend income generally recognised in profit or loss.

2. 採納新訂或經修訂香港財務報告準則(「香港財務報告準則」)(續)

2.2 已頒佈但尚未生效之新訂或經修訂香港財務報告準則(續)

香港財務報告準則第9號

(二零一四年)「金融工具」

香港財務報告準則第9號(二零一四年)引入金融資產分類及計量之新規定。根據香港財務報告準則第9號(二零一四年)，香港會計準則第39號「金融工具：確認及計量」範圍內所有已確認之金融資產其後須按攤銷成本或公平值計量。具體而言，於目的為收回合約現金流量之業務模式中持有之債務工具，以及合約現金流量純為支付本金及未償還本金之利息之債務工具，一般按其後會計期間結算日之攤銷成本計量。於目的為同時收回合約現金流量及出售金融資產之業務模式中持有之債務工具，以及合約條款令於特定日期產生之現金流量純為支付本金及未償還本金之利息之債務工具，一般按公平值列賬並於其他全面收益內處理之方式計量。所有其他債務投資及股權投資則以其後會計期間結算日之公平值計入損益計量。此外，根據香港財務報告準則第9號(二零一四年)，實體可以不可撤回地選擇於其他全面收益內呈列並非持作買賣之股權投資其後之公平值變動，而在一般情況下，僅有股息收入會於損益中確認。

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2. ADOPTION OF NEW OR AMENDED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

(Continued)

2.2 NEW OR AMENDED HKFRSs THAT HAVE BEEN ISSUED BUT ARE NOT YET EFFECTIVE (Continued)

HKFRS 9 (2014), FINANCIAL INSTRUMENTS (Continued)

With regard to the measurement of financial liabilities designated as at fair value through profit or loss, HKFRS 9 (2014) requires that the amount of changes in the fair value of financial liability that is attributable to change in the credit risk of that liability is presented in other comprehensive income, unless the recognition of such changes in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value attributable to a financial liability's credit risk are not subsequently reclassified to profit or loss. Under HKAS 39, the entire amount of the change in the fair value of the financial liability designated as at fair value through profit or loss is presented in profit or loss.

In relation to the impairment of financial assets, HKFRS 9 (2014) requires an expected credit loss model, as opposed to an incurred credit loss model under HKAS 39. The expected credit loss model requires an entity to account for expected credit losses and changes in those expected credit losses at each reporting date to reflect changes in credit risk since initial recognition. In other words, it is no longer necessary for a credit event to have occurred before credit losses are recognised.

2. 採納新訂或經修訂香港財務報告準則(「香港財務報告準則」)(續)

2.2 已頒佈但尚未生效之新訂或經修訂香港財務報告準則(續)

香港財務報告準則第9號

(二零一四年)「金融工具」(續)

就指定為按公平值計入損益之金融負債之計量而言，香港財務報告準則第9號(二零一四年)規定金融負債之信貸風險變動引致之該負債公平值之變動金額於其他全面收益內呈列，除非於其他全面收益中確認該變動會導致或擴大損益上之會計錯配。金融負債之信貸風險引致之公平值變動其後不會重新分類至損益。根據香港會計準則第39號，指定為按公平值計入損益之金融負債之公平值變動金額悉數於損益呈列。

關於金融資產減值，香港財務報告準則第9號(二零一四年)規定按一項預期信貸損失模型，而非根據香港會計準則第39號按一項已發生的信貸損失模型。該預期信貸損失模型規定實體須計算其預期信貸損失及該等預期信貸損失於各報告日期之變動，以反映自初始確認以來所產生之信貸風險之變動。換而言之，現已毋須對信貸事件發生之前的信貸損失予以確認。

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2. ADOPTION OF NEW OR AMENDED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

(Continued)

2.2 NEW OR AMENDED HKFRSs THAT HAVE BEEN ISSUED BUT ARE NOT YET EFFECTIVE (Continued)

HKFRS 9 (2014), FINANCIAL INSTRUMENTS (Continued)

The new general hedge accounting requirements retain the three types of hedge accounting mechanisms currently available in HKAS 39. Under HKFRS 9 (2014), greater flexibility has been introduced to the types of transaction eligible for hedge accounting, specifically broadening the types of instruments that qualify for hedging instruments and the types of risk components of non-financial items that are eligible for hedge accounting. In addition, the effectiveness test has been overhauled and replaced with the principal of an “economic relationship”. Retrospective assessment of hedge effectiveness is also no longer required. Enhanced disclosure requirements about an entity’s risk management activities have also been introduced.

HKFRS 9 (2014) will be effective for accounting period beginning on or after 1 January 2018. The directors of the Company anticipate that the application of HKFRS 9 (2014) in the future may have a material impact on amounts reported in respect of the Group’s financial assets and financial liabilities. However, it is not practicable to provide reasonable estimate of the effect of HKFRS 9 (2014) until the Group completed a detailed review.

2. 採納新訂或經修訂香港財務報告準則(「香港財務報告準則」)(續)

2.2 已頒佈但尚未生效之新訂或經修訂香港財務報告準則(續)

香港財務報告準則第9號

(二零一四年)「金融工具」(續)

新一般對沖會計法規定保留三類香港會計準則第39號目前規定之對沖會計法。香港財務報告準則第9號(二零一四年)向可作對沖會計之交易類別引入更大靈活度，尤其是擴闊合資格作為對沖工具之工具類別及可作對沖會計之非金融項目之風險分部之類別。此外，效力測試已獲重整及取代「經濟關係」之原則，且毋須再追溯評估對沖效力，亦已增加對有關實體風險管理活動之披露規定。

香港財務報告準則第9號(二零一四年)將於二零一八年一月一日或之後開始之會計期間生效。本公司董事預計，於將來應用香港財務報告準則第9號(二零一四年)可能會對本集團金融資產及金融負債之報告數額構成重大影響。然而，於本集團完成詳細檢討前，對香港財務報告準則第9號(二零一四年)之影響作出合理估計並不可行。

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2. ADOPTION OF NEW OR AMENDED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

(Continued)

2.2 NEW OR AMENDED HKFRSs THAT HAVE BEEN ISSUED BUT ARE NOT YET EFFECTIVE (Continued)

HKFRS 15, REVENUE FROM CONTRACTS WITH CUSTOMERS

HKFRS 15 was issued which established a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. HKFRS 15 will supersede the current revenue recognition guidance including HKAS 18 “Revenue”, HKAS 11 “Construction Contracts” and the related interpretations.

The core principle of HKFRS 15 is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Specifically, the standard introduces a 5-step approach to revenue recognition.

Under HKFRS 15, an entity recognises revenue when (or as) a performance obligation is satisfied, i.e. when “control” of the goods or services underlying the particular performance obligation is transferred to the customer. Furthermore, extensive disclosures are required by HKFRS 15.

In 2016, the HKICPA issued amendments to HKFRS 15, clarifying the identification of performance obligations, principal versus agent consideration, as well as licensing application guidance.

HKFRS 15, including the amendments, will be effective for accounting period beginning on or after 1 January 2018. The directors of the Company anticipate that the application of HKFRS 15 in the future may have a material impact on the amounts reported and disclosures made in the Group’s consolidated financial statements. However, it is not practicable to provide a reasonable estimate of the effect of HKFRS 15 until the Group completed a detailed review.

2. 採納新訂或經修訂香港財務報告準則(「香港財務報告準則」)(續)

2.2 已頒佈但尚未生效之新訂或經修訂香港財務報告準則(續)

香港財務報告準則第15號「客戶合同收益」

香港財務報告準則第15號已頒佈並建立了一個單一之綜合模型，供實體確認來自客戶合同之收益。香港財務報告準則第15號將取代現時沿用之收益確認指引，包括香港會計準則第18號「收益」、香港會計準則第11號「建築合同」及相關詮釋。

香港財務報告準則第15號之核心原則乃實體應確認收益以體現向客戶轉讓承諾貨品或服務之數額，並反映實體預期交換該等貨品或服務而應得之代價。具體來說，該準則引入了五步法來確認收益。

根據香港財務報告準則第15號，實體於完成履約責任時確認收益，即當貨品或服務按特定履約責任轉移並由客戶「控制」時。此外，香港財務報告準則第15號亦要求較廣泛之披露。

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

香港財務報告準則第15號(包括該等修訂)將於二零一八年一月一日或之後開始之會計期間生效。本公司董事預計，於將來應用香港財務報告準則第15號對本集團之綜合財務報表不論在報告金額或披露上皆可能構成重大影響。然而，於本集團完成詳細檢討前，對香港財務報告準則第15號之影響作出合理估計並不可行。

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2. ADOPTION OF NEW OR AMENDED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

(Continued)

2.2 NEW OR AMENDED HKFRSs THAT HAVE BEEN ISSUED BUT ARE NOT YET EFFECTIVE (Continued)

HKFRS 16, LEASES

The HKICPA has published the new lease standard in May 2016. The new standard will have a significant impact on many entities across various industries. HKFRS 16 will supersede HKAS 17 “Leases” and the related interpretations.

From the perspective as a lessee, under the existing standard, leases are classified as either finance lease or operating lease, resulting in different accounting treatment. Finance leases are required to be accounted for “On Balance Sheet” (i.e. lease asset and corresponding liabilities are recognised in the statement of financial position); while operating lease is accounted for “Off Balance Sheet” where no asset or liabilities are recognised and the lease expenses are recognised on a straight-line basis along the lease period. Under the new standard, “On Balance Sheet” accounting treatment is required for all leases, except for certain short-term leases and leases of low-value assets.

From the perspective as a lessor, HKFRS 16 substantially carried forward the lessor accounting requirements in HKAS 17. Accordingly, a lessor continues to classify its leases as operating leases or finance leases, and to account for those two types of leases differently.

HKFRS 16 will be effective for accounting period beginning on 1 January 2019. The directors of the Company anticipate that the application of HKFRS 16 in the future will have impact on the amounts reported in respect of the Group's consolidated financial statements. However, it is not practicable to provide a reasonable estimate of the effect of HKFRS 16 until the Group completed a detailed review.

2. 採納新訂或經修訂香港財務報告準則(「香港財務報告準則」)(續)

2.2 已頒佈但尚未生效之新訂或經修訂香港財務報告準則(續)

香港財務報告準則第16號「租賃」

香港會計師公會於二零一六年五月頒佈新租賃準則。新準則將對不同行業之眾多實體造成重大影響。香港財務報告準則第16號將取代香港會計準則第17號「租賃」及相關詮釋。

就承租人而言，根據現有準則，租賃乃分類為融資租賃或經營租賃，因而導致不同會計處理方式。融資租賃須於「資產負債表內」(即租賃資產及相關負債於財務狀況表內確認)入賬；而經營租賃須於「資產負債表外」入賬，租賃期內並無資產或負債予以確認，而租賃開支乃以直線法確認。根據新準則，所有租賃(若干短期租賃及低值資產的租賃除外)均須採取「資產負債表內」的會計處理方式。

就出租人而言，香港財務報告準則第16號大致上轉承香港會計準則第17號之出租人會計處理規定。因此，出租人繼續將其租賃分類為經營租賃或融資租賃，並且對兩類租賃進行不同之會計處理。

香港財務報告準則第16號將於二零一九年一月一日開始之會計期間生效。本公司董事預期香港財務報告準則第16號於日後之應用將對本集團綜合財務報表內所呈報之金額造成影響。然而，在本集團於完成詳細檢討前提供香港財務報告準則第16號之影響的合理估計並不切實可行。

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綜合財務報表附註

For the year ended 31 December 2016
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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

3.1 BASIS OF PREPARATION

The financial statements on pages 57 to 175 have been prepared in accordance with HKFRSs issued by the HKICPA. These financial statements also comply with the applicable disclosure requirements of the Hong Kong Companies Ordinance and of the Rules Governing the Listing of Securities on the Stock Exchange ("Listing Rules").

The significant accounting policies that have been used in the preparation of these financial statements are summarised below. These policies have been consistently applied to all the years presented unless otherwise stated. The adoption of new or amended HKFRSs and the impact on the Group's financial statements, if any, are disclosed in note 2 to the financial statements.

The financial statements have been prepared on the historical cost basis except for certain financial instruments which are measured at fair value. The measurement bases are fully described in the accounting policies below.

It should be noted that accounting estimates and assumptions are used in preparation of the financial statements. Although these estimates are based on management's best knowledge and judgement of current events and actions, actual results may ultimately differ from those estimates. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 4 to the financial statements.

3. 主要會計政策概要

3.1 編製基準

載於第57至175頁之財務報表已根據香港會計師公會頒佈之香港財務報告準則編製。該等財務報表亦符合香港公司條例及聯交所證券上市規則（「上市規則」）之適用披露規定。

編製該等財務報表所採用之主要會計政策概述如下。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。採納新訂或經修訂香港財務報告準則及對本集團財務報表之影響（如有）於財務報表附註2披露。

財務報表已按歷史成本基準編製，惟若干以公平值計量之金融工具除外。計量基準於下文會計政策內詳述。

務請注意，編製財務報表時已運用會計估計及假設。儘管該等估計乃基於管理層對現時事件及行動之一切所知及判斷，實際結果最終或會與該等估計有所差異。涉及高度判斷或複雜性之範疇或涉及對財務報表屬重大之假設及估計之範疇於財務報表附註4披露。

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綜合財務報表附註

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 BUSINESS COMBINATION AND BASIS OF CONSOLIDATION

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries. Inter-company transactions and balances between group companies together with unrealised profits are eliminated in full in preparing the consolidated financial statements. Unrealised losses are also eliminated unless the transaction provides evidence of impairment on the asset transferred, in which case the loss is recognised in consolidated profit or loss.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the effective dates of acquisition or up to the effective dates of disposal, as appropriate. Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by other members of the Group.

Non-controlling interests 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 initially measured at the non-controlling interests' proportionate share of the recognised amount of the acquiree's identifiable net assets. Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance.

3. 主要會計政策概要(續)

3.2 業務合併及綜合基準

綜合財務報表包括本公司及其附屬公司之財務報表。集團公司之間之內部公司交易及結餘連同未變現之溢利於編製綜合財務報表時悉數對銷。未變現虧損亦做對銷，除非是項交易提供已轉移資產之減值證據，則在綜合損益表中確認虧損。

年內購入或出售之附屬公司之業績自實際購入日期起或截至實際出售日期止（視情況而定）計入綜合損益及其他全面收益表。本公司會因應需要對附屬公司之財務報表作出調整，致使其會計政策與本集團其他成員公司所應用之會計政策一致。

屬現時擁有之權益且於清盤時賦予持有人按比例分佔實體淨資產權利之非控股權益，初步按非控股權益應佔被收購公司可識別資產淨值的已確認金額比例計量。即使會導致非控股權益出現虧絀結餘，損益及其他全面收益之各部分仍歸屬於本公司擁有人及非控股權益。

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

3.2 BUSINESS COMBINATION AND BASIS OF CONSOLIDATION *(Continued)*

Acquisition of businesses is accounted for using the acquisition method. The cost of an acquisition is measured at the aggregate of the acquisition-date fair value of assets transferred, liabilities incurred and equity interests issued by the Group, as the acquirer. The identifiable assets acquired and liabilities assumed are principally measured at acquisition-date fair value. Acquisition-related costs incurred are expensed unless they are incurred in issuing equity instruments in which case the costs are deducted from equity. Goodwill is recognised initially as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of any acquirer's previously held equity interest in the acquiree over the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed. If, after reassessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of any acquirer's previously held equity interest in the acquiree, the excess is recognised immediately in profit or loss as a bargain purchase gain. Subsequent to initial recognition, goodwill is measured at cost less impairment losses.

3. 主要會計政策概要 *(續)*

3.2 業務合併及綜合基準 *(續)*

收購業務採用收購法入賬。收購成本乃按所轉讓資產、所產生負債及本集團(作為收購方)發行之股權於收購當日之公平值總額計量。所收購之可識別資產及所承擔負債則主要按收購當日之公平值計量。所產生之收購相關成本列作開支，除非其產生自發行股本工具，在此情況下，有關成本自權益中扣除。商譽按所轉撥之代價、非控股權益於被收購公司中所佔金額及收購方以往持有被收購公司權益之公平值之總和，減所收購之可識別資產及所承擔之負債於收購日期之淨值後之差額初步確認。倘經重估後，所收購之可識別資產與所承擔負債於收購日期之淨額高於轉撥之代價、非控股權益於被收購公司中所佔金額及收購方以往持有被收購公司權益之公平值之總和，則差額即時於損益內確認為議價購入收益。於初步確認後，商譽按成本減減值虧損計量。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 BUSINESS COMBINATION AND BASIS OF CONSOLIDATION (Continued)

When the consideration transferred by the Group in exchange for the acquiree includes assets or liabilities resulting from a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured at fair value at subsequent reporting dates, with any resulting gain or loss being recognised in profit or loss or in other comprehensive income.

3.3 SUBSIDIARIES

Subsidiaries are entities (including structured entities) controlled by the Group. The Group controls an entity when it has power over the investee, exposure, or rights, to variable returns from its involvement with the investee and the ability to affect those returns through its power over the investee. When assessing whether the Group has power, only substantive rights relating to the investee (held by the Group and others) are considered. For a right to be substantive, the Group must have the practical ability to exercise that right. Control is reassessed when facts and circumstances indicate that there are changes to one or more of the elements of control.

A structured entity is an entity that has been designed so that voting or similar rights are not the dominant factor in deciding who controls the entity, such as when any voting rights relate to administrative tasks only and the relevant activities are directed by means of contractual arrangements. Structured entities often have restricted activities and a narrow and well defined objective.

3. 主要會計政策概要(續)

3.2 業務合併及綜合基準(續)

倘本集團就收購被收購公司所轉讓之代價包括或然代價安排產生之資產或負債，則或然代價按其於收購日期之公平值計量，並計入轉讓代價之一部分。分類為權益之或然代價不會於後續報告日期重新計量，其後續結算亦於權益內入賬。分類為資產或負債之或然代價於後續報告日期按公平值重新計量，任何相應之盈虧於損益或其他全面收益內確認。

3.3 附屬公司

附屬公司指本集團控制之實體(包括結構性實體)。倘本集團對被投資方擁有權力、因參與被投資方業務而可就其可變回報承受風險或享有權利且能利用其於被投資方之權力影響該等可變回報之能力，則本集團對被投資方擁有控制權。於評估本集團是否有權力時，僅考慮(由本集團及其他方持有的)被投資方之實質權利。就實質權利而言，本集團須有實際能力行使該權利。倘有事實及情況顯示任何此等控制權因素之一項或多項可能有變，則會重新評估控制權。

結構性實體指設立以便投票權或類似權利並非決定控制該實體人士之主要因素(如何時任何投票權僅與行政任務有關)且相關業務以合約安排方式指導之實體。結構性實體通常經營受限制業務，具備有限而明確之目標。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.4 ASSOCIATES

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

In consolidated financial statements, the investments in associates are accounted for using the equity method whereby they are initially recognised at cost and thereafter, their carrying amounts are adjusted for the post-acquisition change in the Group's share of net assets and any impairment losses relating to the investment. The Group's share of the post-acquisition, post-tax results of the investees, including any impairment losses on the investments in associates for the year, are recognised in the consolidated profit or loss, whereas the Group's share of the post-acquisition, post-tax items of the investees' other comprehensive income are recognised in other comprehensive income of the Group. When the Group's share of losses of an associate exceeds the Group's interest in that associate, the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate.

On acquisition of the investment in an associate, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in the consolidated profit or loss in the period in which the investment is acquired.

3. 主要會計政策概要(續)

3.4 聯營公司

聯營公司指本集團對其擁有重大影響力之實體。重大影響力指對被投資方之財務及營運政策決策之參與權，但並非對該等政策之控制或共同控制權。

於綜合財務報表中，於聯營公司之投資乃使用權益法入賬，據此，其初步按成本確認，其後，其賬面值會就本集團應佔是項投資之淨資產及任何減值虧損之收購後變動作出調整。本集團所佔被投資方之收購後稅後業績（包括年內於聯營公司投資之任何減值虧損）於綜合損益確認，而本集團所佔被投資方於其他全面收益之收購後稅後項目，則在本集團之其他全面收益中確認。倘本集團所佔聯營公司虧損超過本集團於該聯營公司之權益，則本集團終止確認其所佔之額外虧損。額外虧損僅於本集團產生法律或推定責任或代表聯營公司付款時方會確認。

就收購於聯營公司之投資而言，投資成本與本集團所佔被投資方之可識別資產及負債之公平淨值之任何差額乃確認為商譽，並計入投資之賬面值。本集團所佔可識別資產及負債之公平淨值與投資成本之任何差額，經重估後，即時於收購投資期間之綜合損益內確認。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.4 ASSOCIATES (Continued)

Unrealised profits and losses resulting from transactions between the Group and its associates are recognised only to the extent of unrelated investors' interests in the associates. The investor's share in the associate's profits and losses resulting from these transactions is eliminated against the carrying value of the associate, except where unrealised losses provide evidence of an impairment of the asset transferred, in which case they are immediately recognised in profit or loss.

Where the associate uses accounting policies other than those of the Group for like transactions and events in similar circumstances, adjustments are made to conform the associate's accounting policies to those of the Group when the associate's financial statements are used by the Group in applying the equity method.

3.5 FOREIGN CURRENCY TRANSLATION

The financial statements are presented in Hong Kong dollars ("HK\$"), which is also the functional currency of the Company. All value are rounded to the nearest thousand except when otherwise indicated.

In the individual financial statements of the consolidated entities, foreign currency transactions are translated into the functional currency of the individual entity using the exchange rates prevailing at the dates of the transactions. At the reporting date, monetary assets and liabilities denominated in foreign currencies are retranslated at the foreign exchange rates ruling at that date. Foreign exchange gains and losses resulting from the settlement of and from the reporting date retranslation of monetary assets and liabilities are recognised in profit or loss. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the foreign exchange rates prevailing on the date when the fair value was determined and are reported as part of the fair value gain or loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

3. 主要會計政策概要(續)

3.4 聯營公司(續)

本集團與其聯營公司間之交易所產生之未變現溢利及虧損，僅以非關連投資者於該等聯營公司之權益為限予以確認。投資者應佔聯營公司自該等交易產生之溢利及虧損，會與該聯營公司之賬面值對銷，惟倘未變現虧損提供已轉讓資產之減值證據除外，在該情況下，其會即時於損益內確認。

倘聯營公司所用會計政策並非本集團於同類情況下就類似交易及事件所採用者，本集團於應用權益法使用聯營公司之財務報表時會作出調整，以使該聯營公司之會計政策與本集團所採用者一致。

3.5 外幣換算

財務報表以港元(「港元」)呈列，港元亦為本公司之功能貨幣。除另有指明外，所有價值均湊整至最接近之千元。

於各綜合實體之個別財務報表內，外幣交易均按交易當日之匯率換算為個別實體之功能貨幣。於報告日期，以外幣計值之貨幣資產及負債按照該日之匯率換算。結算以及於報告日期重新換算貨幣資產及負債而產生之外匯收益及虧損，均於損益中確認。以外幣計值按公平值入賬之非貨幣項目按釐定公平值當日之現行匯率重新換算，並作為部分公平值收益或虧損而呈報。以外幣及按過往成本計算之非貨幣項目不進行重新換算。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.5 FOREIGN CURRENCY TRANSLATION (Continued)

In the consolidated financial statements, all individual financial statements of foreign operations, originally presented in a currency different from the Group's presentation currency, have been converted into HK\$. Assets and liabilities have been translated into HK\$ at the closing rate at the reporting date. Income and expenses have been converted into HK\$ at the exchange rates ruling at the transaction dates, or at the average rates over the reporting period provided that the exchange rates do not fluctuate significantly. Any differences arising from this procedure have been recognised in other comprehensive income and accumulated separately in currency translation reserve in equity and attributable to non-controlling interests as appropriate. Goodwill and fair value adjustments to identifiable assets acquired and liabilities assumed through acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the rate of exchange prevailing at the end of the reporting period. Exchange differences arising are recognised in other comprehensive income.

On disposal of a foreign operation involving loss of control over a subsidiary or significant influence over an associate that includes a foreign operation, the cumulative exchange differences relating to that foreign operation accumulated in currency translation reserve are reclassified from equity to profit or loss as part of the gain or loss on disposal.

3. 主要會計政策概要(續)

3.5 外幣換算(續)

於綜合財務報表內，所有海外業務之個別財務報表(原先以不同於本集團呈報貨幣之貨幣呈列)已兌換為港元。資產及負債已按照報告日期之收市匯率換算為港元。收入及開支則按交易日期之匯率或在匯率並無重大波動下按報告期間之平均匯率換算為港元。任何經此程序產生之差額已於其他全面收益中確認及分開累計於權益之貨幣換算儲備內，並列為非控股權益應佔(倘適用)。透過收購海外業務所收購之可識別資產及所承擔之負債之商譽及公平值調整乃作為海外業務之資產及負債處理，並按於報告期結算日之適用匯率進行換算。產生之匯兌差額乃於其他全面收益確認。

當出售外國業務而涉及失去對一間包括外國業務的附屬公司之控制權或一間包括外國業務的聯營公司之重大影響力時，於貨幣換算儲備積累有關該外國業務之累計匯兌差額由權益重新分類為損益，作為出售盈虧之一部分。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.6 REVENUE RECOGNITION

Revenue comprises the fair value of the consideration received or receivable for the sales of goods, the rendering of services and the use by others of the Group's assets yielding interest and dividend. Revenue is recognised, when it is probable that the economic benefits will flow to the Group and when the revenue and costs, if applicable, can be measured reliably, on the following bases:

- (a) for commission and brokerage income, they are recognised on the transaction dates when the relevant contracts are executed;
- (b) for financial advisory and consultancy fee income; fund and portfolio management and investment advisory fee income; and handling fee income, they are recognised when the services are provided;
- (c) for fund and portfolio performance and incentive fee income, they are recognised on the performance and incentive fee valuation day when there is a positive performance for the relevant performance period, taking into consideration the relevant basis of calculation for the relevant investment funds and portfolios;
- (d) for trading of goods and products, it is recognised when the goods and products are delivered and the customer has accepted the goods and the products;
- (e) for underwriting and placing commission income, they are recognised when the obligations and terms under the agreement have been fulfilled;

3. 主要會計政策概要(續)

3.6 收益確認

收益包括出售貨物、提供服務及他人使用本集團資產以賺取利息及股息之已收或應收代價之公平值。收益在經濟利益可能流入本集團且收益及成本(如適用)能夠可靠計算時按下列基準確認：

- (a) 佣金及經紀收入，於簽立有關合約時於交易日確認；
- (b) 財務顧問及諮詢費收入；基金及投資組合管理以及投資顧問費收入；及手續費收入，均於提供服務時確認；
- (c) 就基金及投資組合表現及獎勵費收入而言，其於有關表現期間之表現為正面時於表現及獎勵費估值日確認，並考慮相關投資基金及投資組合之相關計算基準；
- (d) 買賣貨物及產品，於交付貨物及產品及客戶已接納貨物及產品時確認；
- (e) 承銷及配售佣金收入於協議下之責任及條款獲達成時確認；

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.6 REVENUE RECOGNITION (Continued)

- (f) for interest income, it is recognised on time-proportion basis taking into account the principal outstanding and effective interest rate applicable; and
- (g) for dividend income, it is recognised when the right to receive the dividend is established.

3.7 BORROWING COSTS

Borrowing costs incurred for the acquisition, construction or production of any qualifying asset are capitalised as part of the cost of that asset during the period of time that is required to complete and prepare the asset for its intended use. A qualifying asset is an asset which necessarily takes a substantial period of time to get ready for its intended use or sale. Other borrowing costs are expensed when incurred.

3.8 TRADING RIGHTS

Trading rights represent the eligibility rights to trade on or through Hong Kong Futures Exchange Limited and the Stock Exchange. Trading rights acquired separately are measured initially at cost. The cost of trading rights acquired in a business combination is its fair value at the acquisition date. After initial recognition, trading rights with indefinite useful lives are carried at cost less any accumulated impairment losses. The useful life of trading rights that is indefinite is reviewed annually to determine whether events and circumstances continue to support an indefinite useful life assessment.

3. 主要會計政策概要(續)

3.6 收益確認(續)

- (f) 利息收入根據未償還本金額及適用實際利率，按時間比例確認；及
- (g) 股息收入於設立收取股息之權利時確認。

3.7 借貸成本

收購、建設或生產任何合資格資產所產生之借貸成本，於完成及將資產達致擬定用途所需時間期限內資本化，作資產成本其中部分。合資格資產為需要長時間達到擬定用途或銷售狀況之資產。其他借貸成本於產生時支銷。

3.8 買賣權

買賣權指於或透過香港期貨交易所有限公司及聯交所進行買賣之合法權利。獨立收購之買賣權初步按成本計量。於業務合併中收購買賣權之成本為其於收購日期之公平值。於初步確認後，具無限使用年期之買賣權按成本減任何累計減值虧損列賬。具無限使用年期之買賣權每年進行檢討，以釐定有關事件及情況是否繼續支持無限使用年期之評估。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.9 PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment are carried at cost less any accumulated depreciation and any impairment losses. 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. All other costs, such as repairs and maintenance, are charged to profit or loss of the financial period in which they are incurred.

Depreciation is provided to write off the cost less their estimated residual value over their estimated useful lives, using the straight-line method, as follows:

Leasehold improvements	Over the lease terms
Furniture, fixtures and equipment	15% - 20%
Motor vehicles	20%

The assets' estimated residual value, depreciation method and estimated useful lives are reviewed, and adjusted if appropriate, at each reporting date.

The gain or loss arising on retirement or disposal is determined as the difference between the net disposal proceeds, if any, and the carrying amount of the asset and is recognised in profit or loss.

3.10 LEASES

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

3. 主要會計政策概要(續)

3.9 物業、廠房及設備

物業、廠房及設備按成本減任何累計折舊及任何減值虧損入賬。其後成本僅於與該項目相關之日後經濟利益有可能流入本集團，且該項目之成本能可靠計算時，方會計入資產之賬面值或確認為獨立資產（視乎情況而定）。所有其他成本（如維修及保養）均於產生之財政期間自損益中扣除。

折舊於估計可使用年期以直線法撇銷成本減估計剩餘價值計提如下：

租賃物業裝修	於租賃期內
傢俬、固定裝置及設備	15%-20%
汽車	20%

資產之估計剩餘價值、折舊方法及估計可使用年期於每個報告日期進行檢討，並於適用時作出調整。

廢棄或出售產生之收益或虧損，按出售所得款項淨額（如有）與資產賬面值之差額釐定，並於損益中確認。

3.10 租約

凡租約條款把擁有權之絕大部分風險及回報撥歸承租人之租約均列為融資租約。所有其他租約均列為經營租約。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.10 LEASES (Continued)

THE GROUP AS LESSEE UNDER OPERATING LEASES

Payments made under operating leases are charged to profit or loss on straight-line basis over the lease terms except where an alternative basis is more representative of the time pattern of benefits to be derived from the leased assets. Lease incentives received are recognised in profit or loss over the lease terms as an integral part of the aggregate net lease payments made.

3.11 FINANCIAL INSTRUMENTS

(A) FINANCIAL ASSETS

Financial assets are recognised when, and only when, the Group becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets under a contract whose terms that require delivery of assets within the time frame established generally by regulation or convention in the marketplace concerned. When financial assets are recognised initially, they are measured at fair value, plus, in the case of investments not at fair value through profit or loss, directly attributable transaction costs.

Derecognition of financial assets occurs when, and only when, the contractual rights to receive cash flows from the financial assets expire or are transferred and substantially all of the risks and rewards of ownership have been transferred. If the Group neither transfers nor retains substantially all the risks and rewards of ownership of the financial asset, the Group continues to recognise the financial asset to the extent of its continuing involvement. On derecognition of a financial asset in its entirety, the difference between the carrying amount of assets derecognised and the sum of the consideration received and receivable is recognised in profit or loss.

3. 主要會計政策概要(續)

3.10 租約(續)

本集團作為經營租約之承租人

根據經營租約支付之款項按直線法於租期內自損益扣除，惟倘出現其他基準更能代表租賃資產產生利益之時間模式除外。已收租金優惠於租期內作為所支付租金總淨額之組成部分於損益確認。

3.11 金融工具

(A) 金融資產

金融資產於及僅於本集團成為工具合約條文之訂約方時予以確認。所有日常金融資產買賣於交易日確認及取消確認。日常買賣乃指根據合約條款需按照一般市場規定或慣例在一定期間內交付資產之金融資產買賣。金融資產初步按公平值確認，如屬並非按公平值計入損益之投資，則另加直接應佔交易成本。

僅從金融資產收取現金流之合約權利屆滿或已轉讓及擁有權之絕大部分風險及回報已轉讓時，方會取消確認金融資產。倘本集團並無轉讓亦無保留金融資產之所有權之絕大部分風險及回報，則本集團繼續確認該項金融資產（惟以其持續參與程度為限）。全數取消確認金融資產時，取消確認資產賬面值與已收及應收代價總額間之差額於損益確認。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.11 FINANCIAL INSTRUMENTS (Continued)

(A) FINANCIAL ASSETS (Continued)

Financial assets of the Group are classified under (i) loans and receivables and (ii) financial assets at fair value through profit or loss. Management determines the classification of its financial assets at initial recognition depending on the purpose for which the financial assets were acquired and where allowed and appropriate, re-evaluates this designation at every reporting date. Financial assets are classified as current assets if they are expected to be settled within 12 months after the reporting date.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables are measured at amortised cost using the effective interest method less any impairment.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading. Financial assets are classified as held for trading if they are acquired for the purpose of selling it in the near term, or on initial recognition, they are part of a portfolio of identified financial instruments that are managed together and for which there is evidence of a recent actual pattern of short-term profit-taking. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Subsequent to initial recognition, financial assets at fair value through profit or loss are measured at fair value with changes in fair value recognised in profit or loss. Fair value gain or loss does not include any dividend or interest earned on these financial assets.

3. 主要會計政策概要(續)

3.11 金融工具(續)

(A) 金融資產(續)

本集團之金融資產分類為(i)貸款及應收賬款；及(ii)按公平值計入損益之金融資產。金融資產於初步確認時由管理層按購入目的而分類為不同類別，並於每個報告日期重估其分類(若許可及適當)。倘預期於報告日期後12個月內結算，則金融資產分類為流動資產。

貸款及應收賬款

貸款及應收賬款指可按固定或待定期額收款而並無活躍市場報價之非衍生金融資產。於初步確認後，貸款及應收賬款均按實際利率法以攤銷成本扣減任何減值計量。

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包括持作買賣用途之金融資產。倘金融資產獲收購之目的為於不久之將來出售，或於初步確認時，其為集中管理之已識別金融工具組合之一部分，並有證據證明於近期形成短期獲利之實際模式，則分類為持作買賣用途。衍生工具(包括獨立內含衍生工具)亦分類為持作買賣用途，除非其被指定為有效對沖工具。於初步確認後，按公平值計入損益之金融資產乃按公平值計量，而公平值變動則於損益確認。公平值收益或虧損不包括該等金融資產賺取所得之任何股息或利息。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.11 FINANCIAL INSTRUMENTS (Continued)

(A) FINANCIAL ASSETS (Continued)

Impairment of financial assets

At each reporting date, loans and receivables are reviewed to determine whether there is any objective evidence of impairment. Objective evidence of impairment of individual financial assets includes observable data that comes to the attention of the Group about one or more of the following loss events:

- (i) significant financial difficulty of the debtor;
- (ii) a breach of contract, such as a default or delinquency in interest or principal payments;
- (iii) it becoming probable that the debtor will enter bankruptcy or other financial reorganisation; or
- (iv) granting concession to a debtor because of the debtor's financial difficulty.

Loss events in respect of a group of financial assets include observable data indicating that there is a measurable decrease in the estimated future cash flows from the group of financial assets. Such observable data includes but not limited to adverse changes in the payment status of debtors in the group and, national or local economic conditions that correlate with defaults on the assets in the group.

3. 主要會計政策概要(續)

3.11 金融工具(續)

(A) 金融資產(續)

金融資產減值

於每個報告日期，貸款及應收賬款予以審閱，以確定是否有任何減值之客觀憑證。個別金融資產之客觀減值證據包括本集團注意到下列一項或多項虧損事件之可觀察數據：

- (i) 債務人陷入重大財政困難；
- (ii) 違反合約，例如：拖欠或逾期支付利息或本金；
- (iii) 債務人很可能破產或進行其他財務重組；或
- (iv) 因債務人有財政困難而給予債務人優惠。

一組金融資產之虧損事件包括顯示該組金融資產之估計未來現金流量出現可計量跌幅之可觀察數據。該等可觀察數據包括但不限於組別內債務人之付款狀況，以及與組別內資產拖欠情況有關之國家或當地經濟狀況出現逆轉。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.11 FINANCIAL INSTRUMENTS (Continued)

(A) FINANCIAL ASSETS (Continued)

Impairment of financial assets (Continued)

If there is objective evidence that an impairment loss on loans and receivables has been incurred, 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 amount of the loss is recognised in profit or loss of the financial period in which the impairment occurs. If, in a subsequent period, the amount of the impairment loss on loans and receivables decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed to the extent that it does not result in a carrying amount of the financial asset exceeding what the amortised cost would have been had the impairment not been recognised at the date the impairment is reversed. The amount of the reversal is recognised in profit or loss of the financial period in which the reversal occurs.

Where the recovery of loans and receivables is considered doubtful but not remote, the impairment losses are recorded using an allowance account. When the Group considered that recovery of receivables is remote, the amount considered irrecoverable is written off against the receivables directly and any amounts held in the allowance account in respect of that receivable are reversed. Subsequent recoveries of amounts previously charged to the allowance account are reversed against the allowance account. Other changes in the allowance account and subsequent recoveries of amounts previously written off directly are recognised in profit or loss.

3. 主要會計政策概要(續)

3.11 金融工具(續)

(A) 金融資產(續)

金融資產減值(續)

倘有客觀證據顯示貸款及應收賬款已產生減值虧損，則虧損金額按資產賬面值與按金融資產之原實際利率折現之估計未來現金流量(不包括尚未產生之未來信貸虧損)之現值之差額計量。虧損金額於減值產生之財務期間之損益中確認。倘於其後期間，貸款及應收賬款之減值虧損金額減少且該減少客觀上與減值確認後發生之事件有關，則過往確認之減值虧損會予以撥回，惟撥回不應使金融資產之賬面值超過於減值撥回日期尚未確認減值時之攤銷成本。撥回金額於其產生財務期間之損益中確認。

倘貸款及應收賬款被認為有可能但並非不能收回，則減值虧損會使用撥備賬列賬。當本集團認為不大可能收回應收賬款時，則被認為屬不可收回之金額乃直接自應收賬款撇銷，而於撥備賬內就有關應收賬款持有之任何金額會予以撥回。其後收回過往自撥備賬扣除之金額乃撥回至撥備賬。撥備賬之其他變動及其後收回過往直接撇銷之金額乃於損益中確認。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.11 FINANCIAL INSTRUMENTS (Continued)

(B) FINANCIAL LIABILITIES

Financial liabilities are recognised when, and only when, the Group becomes a party to the contractual provisions of the instrument. All interest related charges are recognised in accordance with the Group's accounting policy for borrowing costs. When financial liabilities are recognised initially, they are measured at fair value, less, in the case of financial liabilities not at fair value through profit or loss, directly attributable transaction costs.

Financial liabilities are derecognised when, and only when, the obligation under the financial liabilities is discharged or cancelled or expires. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

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

Financial liabilities of the Group are classified under financial liabilities at amortised cost. Financial liabilities at amortised cost are subsequently measured at amortised cost, using effective interest method. Management determines the classification of its financial liabilities at initial recognition depending on the purpose for which the financial liabilities were incurred. Financial liabilities are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months from the reporting date.

(C) CONVERTIBLE BONDS

Convertible bonds issued by the Group that contain both the host liability component, conversion option component and other embedded derivatives components (such as early redemption option) which are not closely related to the host liability component are classified separately into their respective items on initial recognition.

3. 主要會計政策概要(續)

3.11 金融工具(續)

(B) 金融負債

金融負債於及僅於本集團參與訂立工具之合約協議時確認。所有與利息相關開支根據本集團借貸成本之會計政策確認。當金融負債初步確認時，倘其並非按公平值計入損益，則按公平值減直接應佔交易成本計量。

金融負債於及僅於金融負債責任履行或註銷或到期時取消確認。取消確認之金融負債之賬面值與已付及應付代價之間之差額於損益中確認。

倘一項現有金融負債被相同借款人按基本上不同之條款提供之其他負債取代，或現有金融負債條款被重大修改，該取代或修改會被視作取消確認原有金融負債及確認一項新金融負債，且各有關賬面值間之差額會於損益中確認。

本集團之金融負債被分類為按攤銷成本列賬之金融負債。按攤銷成本列賬之金融負債其後採用實際利率法按攤銷成本計量。管理層於初步確認金融負債時視乎其產生目的對其進行分類。金融負債被分類為流動負債，除非本集團擁有無條件權利遞延償還負債之期限至報告日期起至少十二個月。

(C) 可換股債券

本集團所發行可換股債券包含主負債部分、兌換權部分及與主負債部分並非密切相關之其他內含衍生工具部分（如提前贖回選擇權），於初步確認時被分開分類至其各自項目。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING

POLICIES (Continued)

3.11 FINANCIAL INSTRUMENTS (Continued)

(C) CONVERTIBLE BONDS (Continued)

Conversion option that will be settled by the issuer exchanging a fixed amount of cash or another financial asset for a fixed number of its own equity instruments is classified as an equity instrument. Conversion option that will be settled by the issuer other than exchanging a fixed amount of cash or another financial asset for a fixed number of its own equity instruments is a conversion option derivative. Derivatives embedded in host contracts are accounted for as separate derivatives if their economic characteristics and risks are not closely related to those of the host contracts and the host contract are not held for trading or designated as at fair value through profit or loss.

Transaction costs that relate to the issue of the convertible bonds are allocated to the liability, derivative and equity components in proportion to the allocation of the gross proceeds. Transaction costs relating to the liability component are included in the carrying amount of the liability component and are amortised over the period of the convertible bonds using the effective interest method. Transaction costs relating to the derivative component are recognised in profit or loss immediately. Transaction costs relating to the equity component are recognised directly in equity.

Convertible bonds (convertible into ordinary shares of the Company) containing liability and equity components and multiple embedded derivatives

Multiple embedded derivatives are generally treated as a single compound derivative. At the date of issue, both the liability and compound derivative components are recognised at fair value. The equity component is determined by deducting the amount of the liability and compound derivative components from the proceeds on issuing of the convertible bonds and is included in convertible bond equity reserve within equity.

3. 主要會計政策概要(續)

3.11 金融工具(續)

(C) 可換股債券(續)

發行人將透過用固定金額之現金或另一金融資產交換其自身固定數目之股本工具而行使之兌換權將被分類為股本工具。發行人將透過用固定金額之現金或另一金融資產交換其自身固定數目之股本工具以外之方式行使之兌換權為兌換權衍生工具。倘主合約內含之衍生工具之經濟特徵及風險與主合約所具有者並不密切相關，且主合約並非持作買賣或指定按公平值計入損益，則有關衍生工具按獨立之衍生工具入賬。

與發行可換股債券有關之交易成本按所得款項總額之分配比例分配至負債、衍生工具及權益部分。有關負債部分之交易成本計入負債部分之賬面值，並採用實際利率法於可換股債券期間內攤銷。與衍生工具部分有關之交易成本即時於損益中確認。有關權益部分之交易成本直接於權益確認。

包含負債及權益部分以及多個內含衍生工具之可換股債券(可兌換為本公司普通股)

多個內含衍生工具通常被視為單一複合衍生工具。於發行日期，負債及複合衍生工具部分按公平值確認。權益部分透過自發行可換股債券所得款項扣除負債及複合衍生工具部分之金額釐定，並計入權益內之可換股債券權益儲備。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.11 FINANCIAL INSTRUMENTS (Continued)

(C) CONVERTIBLE BONDS (Continued)

Convertible bonds (convertible into ordinary shares of the Company) containing liability and equity components and multiple embedded derivatives (Continued)

In subsequent periods, the liability component of the convertible bonds is carried at amortised cost using the effective interest method. The compound derivative component is measured at fair value with changes in fair value recognised in profit or loss. The equity component will remain in convertible bond equity reserve until the conversion option is exercised (in which case the amount included in convertible bond equity reserve, the fair value of the embedded derivative component and the carrying value of the liability component at the time of conversion are transferred to share capital and share premium as consideration for the shares of the Company issued). Where the conversion option remains unexercised at the expiry dates, the balance stated in convertible bond equity reserve will be released to the retained profits/accumulated losses and the difference between the redemption amount and the carrying amounts of the liability and the embedded derivative components is recognised in profit or loss.

Convertible bonds (convertible into ordinary shares of subsidiaries) containing liability and equity components

On initial recognition, the fair value of the liability component is determined using the prevailing market interest of similar non-convertible debts. The difference between the proceeds on issuing of the convertible bonds and the fair value assigned to the liability component, representing the option for the holder to convert the bonds into ordinary shares of the subsidiary, is included in non-controlling interests within equity.

3. 主要會計政策概要(續)

3.11 金融工具(續)

(C) 可換股債券(續)

包含負債及權益部分以及多個內含衍生工具之可換股債券(可兌換為本公司普通股)(續)

於其後期間，可換股債券之負債部分乃採用實際利率法按攤銷成本入賬。複合衍生工具部分按公平值計量，公平值變動於損益確認。權益部分將繼續留在可換股債券權益儲備內，直至兌換權獲行使為止(於此情況下，兌換時計入可換股債券權益儲備之金額、內含衍生工具部分之公平值及負債部分之賬面值作為已發行本公司股份之代價轉撥至股本及股份溢價)。倘兌換權於到期日仍未獲行使，可換股債券權益儲備所載之結餘將撥回保留溢利／累計虧損，而負債及內含衍生工具部分之贖回金額與賬面值間之差額於損益確認。

包含負債及權益部分之可換股債券(可兌換為附屬公司普通股)

於初步確認時，負債部分之公平值乃採用類似不可兌換債務之現行市場利率釐定。發行可換股債券所得款項與持有人將債券兌換為附屬公司普通股之選擇權代表之負債部分獲分配之公平值間之差額計入權益內之非控股權益。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.11 FINANCIAL INSTRUMENTS (Continued)

(C) CONVERTIBLE BONDS (Continued)

Convertible bonds (convertible into ordinary shares of subsidiaries) containing liability and equity components (Continued)

In subsequent periods, the liability component of the convertible bonds is carried at amortised cost using the effective interest method. The equity component, represented by the option to convert the bonds into ordinary shares of the subsidiary, will remain in non-controlling interests. When the conversion option is exercised, the carrying value of the liability component at the time of conversion is transferred to the non-controlling interests as consideration for the shares of the subsidiary issued. Where the conversion option remains unexercised at the expiry dates, the balance stated in the non-controlling interests will be released to the retained profits/accumulated losses. No gain or loss is recognised upon conversion or expiration of the option.

(D) OFFSETTING FINANCIAL INSTRUMENTS

Financial assets and financial liabilities are offset and the net amount are presented in the consolidated statement of financial position when, and only when, the Group currently has a legally enforceable right to offset the recognised amounts and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

(E) EQUITY INSTRUMENTS

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

3. 主要會計政策概要(續)

3.11 金融工具(續)

(C) 可換股債券(續)

包含負債及權益部分之可換股債券(可兌換為附屬公司普通股)(續)

於其後期間，可換股債券之負債部分乃採用實際利率法按攤銷成本入賬。將債券兌換為附屬公司普通股之選擇權代表之權益部分將繼續留在非控股權益內。倘兌換權獲行使，兌換時負債部分之賬面值作為已發行附屬公司股份之代價轉撥至非控股權益。倘兌換權於到期日仍未獲行使，非控股權益所載之結餘將撥回保留溢利／累計虧損。選擇權兌換或到期時概不確認收益或虧損。

(D) 抵銷金融工具

當(及僅當)本集團現時擁有於法律上可強制執行之權利，有權抵銷已確認金額，並有意按淨額基準結算或同時變現資產及結算負債時，金融資產及金融負債便會予以抵銷，淨額則於綜合財務狀況表呈列。

(E) 股本工具

股本工具指能證明某一實體資產剩餘權益(已扣除其所有負債)之任何合約。本集團所發行之股本工具按已收所得款項扣除直接發行成本確認。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.12 ACCOUNTING FOR INCOME TAXES

Income taxes comprise current tax and deferred tax.

Current income tax assets and/or liabilities comprise those obligations to, or claims from, fiscal authorities relating to the current or prior reporting period, that are unpaid at the reporting date. They are calculated according to the tax rates and tax laws applicable to the fiscal periods to which they relate, based on the taxable profit for the year.

Deferred tax is calculated using the liability method on temporary differences at the reporting date between the carrying amounts of assets and liabilities in the financial statements and their respective tax bases. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences, tax losses available to be carried forward as well as other unused tax credits, to the extent that it is probable that taxable profit, including existing taxable temporary differences, will be available against which the deductible temporary differences, unused tax losses and unused tax credits can be utilised.

Deferred tax assets and liabilities are not recognised if the temporary differences arise from goodwill or from initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither taxable nor accounting profit or loss.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, except where the Group is able to control the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax is calculated, without discounting, at tax rates that are expected to apply to the period when the liability is settled or the asset is realised, provided they are enacted or substantively enacted at the reporting date.

3. 主要會計政策概要(續)

3.12 所得稅會計處理

所得稅包括即期稅項及遞延稅項。

即期所得稅資產及／或負債包括就當前或以往報告期間須向稅務機構承擔或由稅務機關提出但於報告日期尚未支付之責任或申索。該等金額乃基於該年度應課稅溢利，根據有關財務期間適用之稅率及稅法計算。

於報告日期，遞延稅項採用負債法就財務報表中資產及負債之賬面值與彼等各自稅基間之暫時差額計算。遞延稅項負債通常就所有應課稅暫時差額予以確認。遞延稅項資產通常就所有可抵扣暫時差額、可滾存之稅項虧損及其他未使用稅項抵免予以確認，惟應以能抵銷該可抵扣暫時差額、未使用之稅項虧損及未使用之稅項抵免之可能出現之未來應繳稅溢利（包括現有應課稅暫時差額）數額為限。

倘暫時差額乃由商譽或由既不影響應課稅亦不影響會計溢利或虧損之交易中之資產及負債之初步確認（不包括業務合併）產生，則不會確認遞延稅項資產及負債。

遞延稅項負債就投資於附屬公司及聯營公司而產生之應課稅暫時差額確認，惟倘本集團可控制暫時差額之撥回及暫時差額不大可能於可見將來撥回之情況則除外。

未計折現之遞延稅項乃按預期於結清負債或資產變現期間適用，並假設於報告日期已頒佈或實質上已頒佈之稅率計算。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING

POLICIES (Continued)

3.12 ACCOUNTING FOR INCOME TAXES (Continued)

Current tax and changes in deferred tax assets or liabilities are recognised in profit or loss, or in other comprehensive income or directly in equity if they relate to items that are charged or credited to other comprehensive income or directly in equity, respectively.

The carrying amount of a deferred tax asset is reviewed at the end of each reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow the benefit of part or all of that deferred tax asset to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profit will be available.

Current tax assets and current tax liabilities are presented in net if, and only if, (a) the Group has a legally enforceable right to set off the recognised amounts; and (b) intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

The Group presents deferred tax assets and deferred tax liabilities in net if, and only if, (a) the Group has a legally enforceable right to set off current tax assets against current tax liabilities; and (b) the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on either (i) the same taxable entity; or (ii) different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

3.13 CASH AND CASH EQUIVALENTS

Cash and cash equivalents comprise cash on hand, demand deposits and short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

3. 主要會計政策概要(續)

3.12 所得稅會計處理(續)

倘遞延稅項資產或負債之即期稅項及變動涉及於其他全面收益或直接於權益中扣除或計入之項目，則分別於損益或其他全面收益，或直接於權益中確認。

遞延稅項資產之賬面值會於各報告期結算日進行檢討，並在不再可能產生足夠的應課稅溢利以使用有關的稅務利益時作調減。倘可能存在足夠的應課稅溢利供利用，則任何該等扣減將被撥回。

當且僅當(a)本集團具有可抵銷已確認金額之依法可強制執行權力；及(b)本集團有意按淨額基準結算，或同時變現資產及結清負債時，即期稅項資產及即期稅項負債方會按淨額呈列。

當且僅當出現以下情況時，本集團方會以淨額呈列遞延稅項資產及遞延稅項負債：(a)本集團有依法強制執行權可以將即期稅項資產及即期稅項負債對銷；及(b)遞延稅項資產及遞延稅項負債是關於同一稅務機關就以下任何一項所徵收之所得稅：(i)同一應課稅實體；或(ii)不同應課稅實體計劃於各段未來期間(期間預期將結清或收回大額之遞延稅項負債或資產)以淨額基準結算即期稅項負債及資產或同時變現資產及結清負債。

3.13 現金及現金等同項目

現金及現金等同項目包括手頭現金、活期存款及原到期日為三個月或少於三個月、可隨時轉換為已知數額之現金且價值變動風險並不重大之短期高流動性投資。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.14 EMPLOYEE BENEFITS

RETIREMENT BENEFITS

The Group participates in staff retirement benefit schemes for employees in Hong Kong and the People's Republic of China ("PRC"), comprising a Mandatory Provident Fund Scheme ("MPF Scheme") and a state-managed retirement benefit scheme. The assets of these schemes are held separately from those of the Group in independently administered funds. The retirement benefit schemes are generally funded by payments from employees and the relevant group companies. The retirement benefit scheme costs charged to profit or loss represent contributions payable by the Group to the schemes.

The Group contributes to the MPF Scheme under the Mandatory Provident Fund Schemes Ordinance for all qualifying employees in Hong Kong. Contributions are made based on a percentage of the employees' basic salaries and are charged to profit or loss as they become payable in accordance with the rules of the MPF Scheme. The Group's employer contributions vested fully with the employees when contributed into the MPF Scheme except for the Group's employer voluntary contributions, which are refunded to the Group when the employee leaves employment prior to the contributions vesting fully in accordance with the rules of the MPF Scheme.

The subsidiaries operating in the PRC are required to participate in the state-managed retirement benefit scheme for their employees, organised by the relevant local government authorities. They are required to make contributions to the retirement benefit scheme at a specified percentage of the employees' relevant income and there are no other further obligations to the Group.

3. 主要會計政策概要(續)

3.14 僱員福利

退休福利

本集團為香港及中華人民共和國(「中國」)之僱員參與員工退休福利計劃，包括強制性公積金計劃(「強積金計劃」)及國家管理退休福利計劃。該等計劃之資產與本集團獨立管理資金之資產分開持有。退休福利計劃之資金來源一般為僱員及相關集團公司之付款。於損益中扣除之退休福利計劃之成本指本集團應向有關計劃支付之供款。

本集團按照強制性公積金計劃條例為香港全體合資格僱員向強積金計劃供款。供款乃按僱員基本薪金之百分比作出，並根據強積金計劃之規則於應付時在損益中扣除。本集團之僱主供款在供款予強積金計劃時全數歸屬僱員所有，惟本集團之僱主自願性質供款，在供款全數歸屬前僱員離職之情況下，可按強積金計劃之規則退回予本集團。

於中國營業之附屬公司須為其僱員參與由相關地方機關運作之國家管理退休福利計劃。該等附屬公司須按僱員相關收入之特定百分比向退休福利計劃供款，除此之外，本集團並無其他義務。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.14 EMPLOYEE BENEFITS (Continued)

SHORT-TERM EMPLOYEE BENEFITS

The Group provides paid annual leave to its employees under their employment contracts on a calendar year basis. Under certain circumstances, such leave which remains untaken as at the reporting date is permitted to be carried forward and utilised by the respective employees in the following year. An accrual is made at the reporting date for the expected future cost of such paid leave earned during the year by the employees and carried forward.

Non-accumulating compensated absences such as sick leave and maternity leave are not recognised until the time of leave.

3.15 SHARE-BASED PAYMENTS

All services received in exchange for the grant of any share options is ultimately recognised as an expense in profit or loss over the vesting period if vesting conditions apply, or recognised as an expense in full at the grant date when the share options granted vest immediately, with a corresponding increase in share option reserve within equity.

If service or non-market performance vesting conditions apply, the expense is recognised over the vesting period, based on the best available estimate of the number of share options expected to vest. Non-market performance and service conditions are included in assumptions about the number of share options that are expected to vest. At the end of the reporting period, the Group revises its estimates of the number of share options that are expected to ultimately vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to share option reserve.

3. 主要會計政策概要(續)

3.14 僱員福利(續)

短期僱員福利

本集團根據僱傭合約按曆年基準向僱員提供有薪年假。在若干情況下，於報告日期未支用之假期允許予以結轉並由各僱員於下年度使用。僱員於年內賺取之有薪年假之預期日後成本於報告日期列為應計項目，並予以結轉。

不能累積之有薪假(如病假及產假)，直至休假時方會確認。

3.15 股份付款

所有為換取授出任何購股權而取得之服務最終於歸屬期間於損益中確認為開支，或倘所獲授之購股權即時歸屬，則於授出日期全數確認為開支，並導致權益內之購股權儲備相應提高。

倘服務或非市場表現歸屬條件適用，則按對預期歸屬之購股權數目之最佳估計於歸屬期內確認為開支。就預期可歸屬購股權之數目作出假設時，須考慮非市場表現及服務條件。於報告期間結算日，本集團修訂其對預期可最終歸屬購股權數目之估計。修訂原有估計之影響(如有)於損益中確認，故累計開支反映已修訂估計，並對購股權儲備作出相應調整。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.15 SHARE-BASED PAYMENTS (Continued)

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

EQUITY-SETTLED SHARE-BASED PAYMENTS TO EMPLOYEES

All services received in exchange for the grant of any share options are measured at their fair value. These are indirectly determined by reference to the fair value of share options granted. Their value is appraised at the grant date and excludes the impact of any service and non-market performance vesting conditions (for example, profitability and sales growth targets).

EQUITY-SETTLED SHARE-BASED PAYMENTS TO NON-EMPLOYEES

Equity-settled share-based payment transactions with parties other than employees are measured at the fair value of the services received, except that fair value cannot be estimated reliably, in which case the fair value are measured by reference to the fair value of the equity instruments granted, measured at the date the Group received the services.

3.16 IMPAIRMENT OF OTHER ASSETS

Goodwill and trading rights with an indefinite useful life are tested for impairment at least annually and whenever there is any indication that they may be impaired. Property, plant and equipment and interests in associates are tested for impairment whenever there are indications that the asset's carrying amount may not be recoverable.

3. 主要會計政策概要(續)

3.15 股份付款(續)

行使購股權時，過往於購股權儲備確認之金額將轉撥至股份溢價。倘購股權於歸屬日期後遭沒收或於到期時尚未行使，則過往於購股權儲備確認之金額將轉撥至保留溢利／累計虧損。

給予僱員之股本結算股份付款

所有為換取授出任何購股權而取得之服務乃按公平值計量，並參考所授出之購股權之公平值而間接釐定。其價值於授出日期作出估值，惟不計入任何服務及非市場表現歸屬條件(如盈利能力及銷售增長目標)之影響。

給予非僱員之股本結算股份付款

與僱員以外人士進行股本結算股份付款交易按已收服務之公平值計量，惟在公平值未能可靠地估計之情況下，則公平值參照授出之股本工具於本集團取得服務當日計量之公平值計量。

3.16 其他資產減值

商譽及具有無限可使用年期之買賣權最少每年進行減值測試及於出現任何跡象顯示有關資產可能減值時，進行減值測試。物業、廠房及設備以及於聯營公司之權益在有跡象顯示資產之賬面值可能不能收回時進行減值測試。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.16 IMPAIRMENT OF OTHER ASSETS (Continued)

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

For the purposes of assessing impairment, where an asset does not generate cash inflows largely independent from those from other assets or group of assets, the recoverable amount is determined for the smallest group of assets that generate cash inflows independently (i.e. cash-generating unit, "CGU"). Goodwill is allocated to the relevant CGUs that are expected to benefit from the synergies of the acquisition. As a result, some assets are tested individually for impairment and some are tested at CGU level. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual CGUs, or otherwise they are allocated to the smallest group of CGUs for which a reasonable and consistent allocation basis can be identified.

An impairment loss is recognised as an expense immediately for the amount by which the carrying amount of an asset, or the CGU to which it belongs, exceeds its recoverable amount. Impairment loss recognised for CGUs, to which goodwill has been allocated, are credited initially to the carrying amount of goodwill. Any remaining impairment loss is charged pro rata to the other assets in the CGUs, except that the carrying value of an asset will not be reduced below its individual fair value less costs of disposal, if measurable; and value-in-use, if determinable.

3. 主要會計政策概要(續)

3.16 其他資產減值(續)

可收回金額為公平值(反映市況減銷售成本)與使用價值兩者中之較高者。於評估使用價值時，估計未來現金流量採用反映現時市場對貨幣時間價值及資產之特定風險之評估之除稅前折現率，折現至其現值，及並無就此對未來現金流量估計予以調整。

就評估減值而言，若一項資產所產生之現金流入基本上不獨立於其他資產或資產組別所產生之現金流入，則以能獨立產生現金流入之最小資產組別(即現金產生單位「現金產生單位」)釐定可收回金額。預期獲分配至相關現金產生單位之商譽將受益於收購產生之協同效應。因此，部分資產個別進行減值測試，部分則在現金產生單位層次進行測試。當可確定合理及貫徹一致之分配基準時，企業資產亦分配至個別現金產生單位，否則，則將企業資產分配至能確定合理及貫徹一致之分配基準之最小現金產生單位組別。

減值虧損按資產或其所屬現金產生單位之賬面值超過其可收回金額之金額，即時確認為開支。就已分配商譽之現金產生單位確認之減值虧損，初步計入商譽之賬面值。除資產賬面值將不會調減至低於其個別公平值減銷售成本(如可計量)及使用價值(如可釐定)外，任何餘下減值虧損按比例自現金產生單位之其他資產扣除。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.16 IMPAIRMENT OF OTHER ASSETS (Continued)

An impairment loss on goodwill is not reversed in subsequent periods. In respect of other assets, an impairment loss is reversed if there is any indication that an impairment loss recognised in prior periods may no longer exist or may have decreased, there has been a favourable change in the estimates used to determine the recoverable amount of the asset or the CGUs and only to the extent that the carrying amount of the asset or the CGUs does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, had no impairment loss been recognised. Reversal of impairment loss is recognised immediately in profit or loss.

3.17 RELATED PARTIES

- (a) A person or a close member of that person's family is related to the Group if that person:
- (i) has control or joint control of the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of the Group's parent.
- (b) An entity is related to the Group if any of the following conditions applies:
- (i) the entity and the Group are members of the same group.
 - (ii) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).

3. 主要會計政策概要(續)

3.16 其他資產減值(續)

商譽產生之減值虧損不會於其後期間撥回。就其他資產而言，倘有任何跡象表明過往期間確認之減值虧損不再存在或已減少，用以釐定資產或現金產生單位之可收回金額之估計已出現有利變動，則減值虧損會予以撥回，惟資產或現金產生單位之賬面值不得超過倘並無確認減值虧損而原應釐定之賬面值（經扣除折舊或攤銷）。減值虧損撥回乃即時在損益中確認。

3.17 關連人士

- (a) 如某人士符合下列條件，該人士或該人士之直系親屬即與本集團有關連：
- (i) 控制或共同控制本集團；
 - (ii) 對本集團具有重大影響力；或
 - (iii) 為本集團或本集團母公司的主要管理人員之成員。
- (b) 如以下任何一項條件適用，某實體即與本集團有關連：
- (i) 該實體與本集團為同一集團之成員公司。
 - (ii) 一間實體為另一實體之聯營公司或合營企業（或一間實體為另一實體所屬集團之成員公司之聯營公司或合營企業）。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.17 RELATED PARTIES (Continued)

(b) (Continued)

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

Close family members of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity and include (a) that person's children and spouse or domestic partner; (b) children of that person's spouse or domestic partner; and (c) dependants of that person or that person's spouse or domestic partner.

3. 主要會計政策概要(續)

3.17 關連人士(續)

(b) (續)

- (iii) 兩間實體為同一第三方之合營企業。
- (iv) 一間實體為某第三方實體之合營企業，而另一實體為該第三方實體之聯營公司。
- (v) 該實體是以本集團或與本集團有關連之實體之僱員為受益人之退休福利計劃。
- (vi) 該實體受(a)項所述人士控制或共同控制。
- (vii) (a)(i)項所述人士對該實體具有重大影響力，或為該實體(或該實體之母公司)之主要管理人員之成員。
- (viii) 該實體或任何構成該實體一部分之集團成員公司為本集團或本集團母公司提供主要管理人員服務。

任何人士之直系親屬為預期可影響該名人士與實體進行買賣或與實體進行買賣時可受該名人士影響之家庭成員，包括(a)該人士之子女及配偶或同居伴侶；(b)該人士之配偶或同居伴侶之子女；及(c)該人士或該人士之配偶或同居伴侶之受養人。

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4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

(A) CRITICAL ACCOUNTING ESTIMATES AND ASSUMPTIONS

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. In addition to information disclosed elsewhere in these financial statements, other key sources of estimation uncertainty at the end of the reporting period and assumptions that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

(I) IMPAIRMENT OF TRADE AND OTHER RECEIVABLES

The Group's policy for impairment of trade and other receivables is based on the evaluation of collectability and ageing analysis of accounts and on management's judgement. A considerable amount of judgement is required in assessing the ultimate realisation of these receivables based on, among others factors, the current creditworthiness, the collateral security and the past collection history of each debtor. Management reviews the impairment of receivables on a regular basis.

(II) IMPAIRMENT OF PROPERTY, PLANT AND EQUIPMENT, TRADING RIGHTS, GOODWILL AND INTERESTS IN AN ASSOCIATE

At each reporting date, the Company reviews internal and external sources of information to identify indications that any of the property, plant and equipment, trading rights, goodwill and interests in an associate may be impaired or an impairment loss previously recognised no longer exists or may have decreased. The sources utilised to identify indications of impairment are often subjective in nature and the directors of the Company are required to use judgement in applying such information to its business. Their interpretation of such information has a direct impact on whether an impairment assessment is performed as at any given reporting date.

4. 關鍵會計估計及判斷

(A) 關鍵會計估計及假設

本集團作出有關未來之估計及假設。顧名思義，所作會計估計甚少與有關之實際結果相同。除於該等財務報表其他章節所披露之資料外，可能會導致須對下個財政年度資產與負債之賬面值進行重大調整之於報告期間結算日之估計不確定性之其他主要來源及假設討論如下：

(I) 貿易及其他應收賬款減值

本集團之貿易及其他應收賬款減值政策乃基於賬目之可收回性評估及賬齡分析以及管理層判斷。評估該等應收賬款之最終實現需要作出大量判斷，其中包括各債務人之現有信用狀況、抵押品及過往收賬記錄。管理層定期檢討應收賬款之減值情況。

(II) 物業、廠房及設備、貿易權、商譽及於一間聯營公司權益之減值

於各報告日期，本公司檢討內外部資料來源，以識別是否有跡象顯示物業、廠房及設備、貿易權、商譽及於一間聯營公司權益減值，或先前確認之減值虧損不再存在或減少。用來識別減值跡象之資源通常具有主觀性質，故本公司董事將該等資料應用於其業務時須加以判斷。彼等對該等資料之詮釋直接影響是否於指定報告日期評估減值。

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4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS *(Continued)*

(A) CRITICAL ACCOUNTING ESTIMATES AND ASSUMPTIONS *(Continued)*

(II) IMPAIRMENT OF PROPERTY, PLANT AND EQUIPMENT, TRADING RIGHTS, GOODWILL AND INTERESTS IN AN ASSOCIATE *(Continued)*

If an indication of impairment is identified, such information is further subjected to an exercise that requires the Group to estimate the recoverable amount. Depending on the assessment of the overall materiality of the asset under review and complexity of deriving reasonable estimates of the recoverable amount, the Group may perform such assessment utilising internal resources or may engage external advisers in making this assessment.

Regardless of the resources utilised, the Group is required to make many assumptions in this assessment, including the utilisation of such asset, the cash flows to be generated, appropriate market discount rates and the projected market and regulatory conditions. Changes in any of these assumptions could result in a material change to future estimates of the recoverable amount of these assets.

(III) CURRENT TAX AND DEFERRED TAX

The Group is mainly subjected to income tax in Hong Kong and in the PRC. Significant judgement is required in determining the amount of the provision and the timing of payment. There are many transactions and calculations for which the ultimate tax expense is uncertain during the ordinary course of business. The Group recognises taxes based on estimates of the likely outcome with reference to current tax laws and practices. Where the final outcome of these matters is different from the amounts that were originally estimated, such differences will impact the provision for income tax and deferred tax in the period in which such determination is made.

4. 關鍵會計估計及判斷 *(續)*

(A) 關鍵會計估計及假設 *(續)*

(II) 物業、廠房及設備、貿易權、商譽及於一間聯營公司權益之減值 *(續)*

倘確定出現減值跡象，本集團進一步處理有關資料時須估計資產之可收回金額。視乎本集團對檢討資產整體重要性之評估及合理估計可收回金額之複雜性，本集團可能會利用內部資源或委聘外部顧問進行有關評估。

無論利用何種資源，本集團於評估時均須作出眾多假設，包括有關資產之使用情況、產生之現金流量、適當市場貼現率及預計市場及監管情況。該等假設如出現任何變動，可能會導致日後對該等資產可收回金額之估計出現重大變動。

(III) 即期稅項及遞延稅項

本集團主要須繳納香港利得稅及中國所得稅。於釐定撥備金額及付款時間時須作出重大判斷。在一般業務過程中，許多交易及計算難以明確釐定最終稅務開支。本集團參考現行稅法及慣例根據對可能結果之估計確認稅項。倘該等事宜之最終稅務結果有別於原先估計之金額，該等差額將影響稅務釐定期內之所得稅及遞延稅項撥備。

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4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS *(Continued)*

(A) CRITICAL ACCOUNTING ESTIMATES AND ASSUMPTIONS *(Continued)*

(III) CURRENT TAX AND DEFERRED TAX *(Continued)*

Deferred tax assets relating to certain deductible temporary differences and tax losses will be recognised when management considers it is probable that future taxable profit will be available against which the deductible temporary differences or tax losses can be utilised. Where the expectation is different from the original estimate, such differences will impact the recognition of deferred tax assets and income tax expense in the period in which such estimate is changed.

(IV) FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS AND VALUATION PROCESS

Some of the Group's financial instruments are measured at fair value for financial reporting purposes. For financial instruments traded in active markets, which included securities listed on a stock exchange, their fair value is based on quoted market prices for identical instruments at the reporting date. A market is regarded as active if quoted prices are readily and regularly available, and those prices represent the actual and regularly occurring market transactions on an arm's length basis. For financial instruments that are not traded in an active market, which included unlisted investment funds and derivative financial instruments, their fair value is determined by using valuation techniques. Specific valuation techniques used to value these financial instruments included value as reported by the fund administrators or other techniques, such as valuations performed by external valuation specialists. When the Group engage third party qualified valuers to perform the valuation, management would work closely with the qualified external valuers. Detailed information about the valuation techniques, inputs and key assumptions used in determining fair value of the Group's financial instruments are disclosed in note 37 to these financial statements.

4. 關鍵會計估計及判斷 *(續)*

(A) 關鍵會計估計及假設 *(續)*

(III) 即期稅項及遞延稅項 *(續)*

有關若干可扣稅暫時性差異及稅項虧損之遞延稅項資產將會在管理層認為將會有未來應課稅利潤可用以抵銷可扣稅暫時性差異或稅項虧損時方會確認。倘預期有別於原先估計，該等差額將會影響有關估計產生變動期間之遞延稅項資產及所得稅開支之確認。

(IV) 金融工具之公平值計量及估值流程

就財務申報目的而言，本集團若干金融工具乃以公平值計量。於活躍市場買賣之金融工具（包括於證券交易所上市之證券）之公平值乃按於報告日期相同工具之市場報價計算。倘該報價可容易及定期取得，且該等報價反應實際及定期按公平原則進行之市場交易，該市場則視為活躍。並非於活躍市場買賣之金融工具（包括非上市投資基金及衍生金融工具）之公平值乃使用估值技術釐定。對該等金融工具進行估值所使用的特定估值技術包括基金管理人提供之估值或其他技術，如外部估值專家所進行的估值。當本集團委聘第三方合資格估值師進行估值時，管理層將與合資格外部估值師緊密合作。有關釐定本集團之金融工具之公平值所採用之估值技術、輸入值及主要假設之詳細資料於該等財務報表附註37披露。

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4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS *(Continued)*

(B) CRITICAL JUDGEMENT IN APPLYING ACCOUNTING POLICIES

In the process of applying the Group's accounting policies, the directors are required to make judgements, apart from those involving estimates. The judgements that have been made and can significantly affect the amounts recognised in the financial statements are discussed below:

(I) DETERMINATION OF CONTROL OVER AN INVESTMENT FUND

Management applies its judgement to determine whether the control indicators set out in note 3.3 to these financial statements indicate that the Group controls an investment fund.

The Group acts as investment manager to some investment funds. Determining whether the Group controls such an investment fund usually focuses on the assessment of the aggregate economic interests of the Group in the fund (comprising any carried interests and expected management fees) and the rights held by others to remove the Group as investment manager. For funds managed by the Group, the independent board of directors of these funds is able to remove the Group as investment manager without a cause, even if the Group's aggregate economic interests could be more than 50%. As a result, the Group has concluded that it acts as agent for the investors, and therefore has not consolidated these investment funds. Further details in respect of the unconsolidated investment funds in which the Group had an interest are disclosed in note 22 to these financial statements.

4. 關鍵會計估計及判斷 *(續)*

(B) 應用會計政策之關鍵判斷

於應用本集團之會計政策時，除涉及估計之判斷外，董事須作出其他判斷。本集團已作出且能對財務報表內確認金額產生重大影響之判斷討論如下：

(I) 釐定於一項投資基金之控制權

管理層運用判斷釐定該等財務報表附註3.3所載之控制權跡象是否顯示本集團控制一項投資基金。

本集團為若干投資基金之投資經理。釐定本集團是否控制有關投資基金一般著眼於評估本集團於該基金之經濟利益總額（包括任何附帶權益及預期管理費）及其他人士所持罷免本集團投資經理一職之權利。就本集團管理之基金而言，該等基金之獨立董事會可罷免本集團作為投資經理之職務，而無需任何理由，即使本集團之經濟利益總額有時超出50%。因此，本集團認為其為投資者代理，故並無將該等投資基金綜合入賬。有關本集團擁有權益之非綜合投資基金之進一步詳情於該等財務報表附註22披露。

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4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS *(Continued)*

(B) CRITICAL JUDGEMENT IN APPLYING ACCOUNTING POLICIES *(Continued)*

(I) DETERMINATION OF CONTROL OVER AN INVESTMENT FUND *(Continued)*

The Group also invested in other investment funds which are managed by unrelated investment managers. The objectives of these investment funds range from achieving medium to long term capital growth and the investment managers will apply various investment strategies to accomplish those objectives. The funds finance their operations by issuing redeemable shares which are puttable at the holder's option and entitle the holder to a proportional stake in the respective fund's net assets. The Group holds redeemable shares in investment funds which provide the Group with the share of returns but not any direct decision making power nor any direct voting right to involve in and control the daily operations. As the Group is able to remove the unrelated investment manager without a cause, the Group has concluded that it acts as principal in these cases, and therefore has consolidated these funds. Net assets attributable to other holders of redeemable shares of the consolidated investment fund is included in "Trade and other payables and accruals" in the consolidated statement of financial position (note 25) since these redeemable shares can be put back to the Group for cash. The realisation of these net assets cannot be predicted with reasonable accuracy since it is subject to the actions of these holders. Changes in net assets attributable to other holders of redeemable shares of consolidated investment fund is included in "Other gains and losses" in the consolidated statement of profit or loss and other comprehensive income (note 7).

4. 關鍵會計估計及判斷 *(續)*

(B) 應用會計政策之關鍵判斷 *(續)*

(I) 釐定於一項投資基金之控制權 *(續)*

本集團亦投資於由無關連投資經理管理之其他投資基金。該等投資基金之目標為實現中長期資本增長，為此，投資經理將應用多項投資策略。基金透過發行可贖回股份為其運營融資，有關可贖回股份可按持有人之選擇賣回並賦予持有人按比例分配各自基金之資產淨值之權力。本集團持有投資基金中之可贖回股份並因此而享有回報，但本集團並無任何直接決策作出權亦無任何涉及日常運營之表決權及與之有關之控制權。由於本集團可罷免無關連投資經理，而無需任何理由，故本集團認為其在該等情況下為委託人，因此已將該等基金綜合入賬。自該等可贖回股份可以現金賣回予本集團起，綜合投資基金可贖回股份之其他持有人應佔資產淨值計入綜合財務狀況表「貿易及其他應付賬款以及應計費用」(附註25)內。由於該等資產淨值之變現視乎該等持有人所採取之行動，故其無法合理準確預測。綜合投資基金可贖回股份之其他持有人應佔資產淨值之變動計入綜合損益及其他全面收益表「其他收益及虧損」(附註7)內。

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4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS *(Continued)*

(B) CRITICAL JUDGEMENT IN APPLYING ACCOUNTING POLICIES *(Continued)*

(II) DETERMINING WHEN TWO SEPARATE FINANCIAL INSTRUMENTS ARE AGGREGATED AND TREATED AS A SINGLE FINANCIAL INSTRUMENT

When the Group entered into transactions with the same parties at the same time involving two or more financial instruments, significant judgement is required in assessing whether these financial instruments should be treated as a single or separate instruments and the Group has developed criteria in making that judgement. Factors considered include whether the contracts relate to the same risk and there is no apparent economic need or substantive business purpose for structuring the transactions separately that could not have been accomplished in a single transaction. Judgement is made on a case-by-case basis to determine whether these financial instruments should be accounted for on an aggregate basis. For the convertible bonds issued by a subsidiary of the Company and the profit guarantee provided by two of the subscribers as described in note 27 to these financial statements, the Group had concluded that the risk is not identical and there are substantive business purposes for each of the instruments and therefore has accounted for these instruments separately.

4. 關鍵會計估計及判斷 *(續)*

(B) 應用會計政策之關鍵判斷 *(續)*

(II) 釐定兩項獨立之金融工具何時合併及被視為單一金融工具

倘本集團與相同人士訂立同時涉及兩項或以上金融工具之交易，評估該等金融工具是否應視為單一或獨立工具需要作出重大判斷，而本集團已制定作出該判斷之標準。所考慮之因素包括合約是否涉及相同風險；及獨立進行原無法於單一交易實現之交易是否不存在明顯之經濟需要或實質性業務目的。判斷按項目基準作出，以釐定該等金融工具是否應按合併基準入賬。就該等綜合財務報表附註27所述本公司附屬公司發行之可換股債券及兩名認購人提供之溢利保證而言，本集團認為風險並不相同，每項工具均有實質性業務目的，故已獨立將該等工具入賬。

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5. SEGMENT INFORMATION

The Group identifies operating segments and prepares segment information based on the regular internal financial information reported to the executive directors for their decisions about resources allocation to the Group's business components and for their review of the performance of those components. The business components in the internal financial information reported to the executive directors are determined following the Group's major service lines as follows:

- (a) securities brokerage and financial services — provision of discretionary and non-discretionary dealing services for securities, securities placing and underwriting services, margin financing and money lending services, corporate finance advisory and general advisory services;
- (b) asset management services — provision of fund management and discretionary portfolio management and investment advisory services;
- (c) proprietary trading — investment holding and securities trading; and
- (d) trading business — trading of chemical products and energy and minerals products.

No operating segments identified have been aggregated in arriving at the reportable segments of the Group. Each of these operating segments is managed separately as each of the service lines requires different resources as well as marketing approaches.

5. 分部資料

本集團根據向執行董事申報以供彼等決定分配資源至本集團業務分部及檢討該等分部表現之定期內部財務資料識別經營分部及編製分部資料。向執行董事申報之內部財務資料所載之業務分部根據本集團之主要服務行業釐定如下：

- (a) 證券經紀及金融服務 – 提供證券之全權委託及非全權委託交易服務、證券配售及承銷服務、孖展融資及貸款服務、企業融資顧問及一般顧問服務；
- (b) 資產管理服務 – 提供基金管理及全權委託組合管理及投資顧問服務；
- (c) 自營買賣 – 投資控股及證券買賣；及
- (d) 貿易業務 – 買賣化工產品、能源及礦產品。

於得出本集團之可申報分部時，概無將已識別之任何經營分部作合併處理。由於各服務行業之資源需求及市場推廣方式不同，該等各經營分部乃分開管理。

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5. SEGMENT INFORMATION (Continued)

5. 分部資料(續)

		Securities brokerage and financial services 證券經紀及 金融服務 HK\$'000 千港元	Asset management services 資產 管理服務 HK\$'000 千港元	Proprietary trading 自營買賣 HK\$'000 千港元	Trading business 貿易業務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
2016 二零一六年						
Revenue	收益					
From external customers	來自外界客戶	22,396	47,079	-	-	69,475
From other segments	來自其他分部	2,000	563	-	-	2,563
Reportable segment revenue	可申報分部收益	24,396	47,642	-	-	72,038
Reportable segment result	可申報分部業績	3,034	6,502	25,666	(3,285)	31,917
Impairment losses on trade receivables	貿易應收賬款減值虧損	221	-	-	-	221
Interest income from margin financing and money lending service	來自孖展融資及貸款服務之利息收入	98	-	-	-	98
Decrease in net assets attributable to other holders of redeemable shares of a consolidated investment fund	綜合投資基金可贖回股份之其他持有人應佔資產淨值減少	-	-	1,390	-	1,390
Increase in third party interests in collective investment schemes	集體投資計劃之第三方權益增加	-	-	1,019	-	1,019
Depreciation	折舊	187	64	17	57	325
Fair value gain on held for trading investments	持作買賣用途投資之公平值收益	-	-	28,082	-	28,082
Finance costs	融資成本	-	-	-	1,707	1,707
Reportable segment assets	可申報分部資產	314,783	27,094	233,054	106	575,037
Expenditures for additions to non-current segment assets*	添置非流動分部資產之開支*	-	7,062	-	-	7,062
Reportable segment liabilities	可申報分部負債	343,451	12,982	73,033	17	429,483

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5. SEGMENT INFORMATION (Continued)

5. 分部資料(續)

		Securities brokerage and financial services 證券經紀及 金融服務	Asset management services 資產 管理服務	Proprietary trading 自營買賣	Trading business 貿易業務	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
2015 二零一五年						
Revenue	收益					
From external customers	來自外界客戶	130,634	40,852	–	234,192	405,678
From other segments	來自其他分部	66	–	–	–	66
Reportable segment revenue	可申報分部收益	130,700	40,852	–	234,192	405,744
Reportable segment result	可申報分部業績	14,230	6,939	4,286	(5,865)	19,590
Interest income from margin financing and money lending service	來自孖展融資及 貸款服務之 利息收入	2,911	–	–	–	2,911
Increase in net assets attributable to other holders of redeemable shares of a consolidated investment fund	綜合投資基金 可贖回股份 之其他持有人 應佔資產淨值 增加	–	–	2,811	–	2,811
Depreciation	折舊	701	25	17	62	805
Fair value gain on held for trading investments	持作買賣用途投資 之公平值收益	–	–	48,649	–	48,649
Finance costs	融資成本	1	–	14	9,559	9,574
Reportable segment assets	可申報分部資產	93,092	27,039	185,382	224,228	529,741
Expenditures for additions to non-current segment assets*	添置非流動 分部資產之開支*	118	–	–	–	118
Reportable segment liabilities	可申報分部負債	75,329	18,678	21,968	222,356	338,331

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5. SEGMENT INFORMATION (Continued)

The measurement policies the Group uses for reporting segment results under HKFRS 8 are the same as those used in its financial statements prepared under HKFRSs, except that changes in fair value of derivative financial instruments; other income (excluding dividend income); directors' emoluments; interest expenses on convertible bonds and loans from a shareholder; share of results of associates accounted for using the equity method; income tax expense; and corporate income and expenses which are not directly attributable to the business activities of any operating segment are not included in arriving at the operating results of the operating segments. Common expenditures are allocated between operating segments based on proportion of segment revenue where necessary. Inter-segment revenue are charged on the expenses incurred by the relevant subsidiary plus certain percentage.

Segment assets include all assets but interests in an associate; current tax assets; deferred tax assets; derivative financial instruments and bank balances of the Group. In addition, corporate assets which are not directly attributable to the business activities of any operating segment are not allocated to a segment, which primarily applies to the Group's headquarters. Segment liabilities include all liabilities but loans from a shareholder, convertible bonds and current tax liabilities. In addition, corporate liabilities which are not directly attributable to the business activities of any operating segment are not allocated to a segment.

5. 分部資料(續)

本集團根據香港財務報告準則第8號用作申報分部業績之計量政策與其根據香港財務報告準則編製之財務報表內採用者相同，惟於釐定經營分部之經營業績時並無計入衍生金融工具之公平值變動；其他收入（不包括股息收入）；董事酬金；可換股債券及來自一名股東之貸款之利息開支；使用權益法入賬之分佔聯營公司業績；所得稅開支；以及非直接歸屬於任何經營分部業務活動之公司收入及開支。公共開支按分部收益比例於經營分部之間分配（如需要）。分部間收益按相關附屬公司所產生開支加一定百分比收取。

分部資產包括除於一間聯營公司之權益；即期稅項資產；遞延稅項資產；衍生金融工具及銀行結餘以外之本集團所有資產。此外，非直接歸屬於任何經營分部業務活動之公司資產並無分配至任何分部，而是主要適用於本集團總部。分部負債包括除來自一名股東之貸款可換股債券及即期稅項負債以外之所有負債。此外，非直接歸屬於任何經營分部業務活動之公司負債並無分配至任何分部。

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5. SEGMENT INFORMATION (Continued)

The totals presented for the Group's operating segments are reconciled to the Group's key financial figures as presented in the financial statements as follows:

5. 分部資料(續)

本集團經營分部所呈報之總額與本集團於財務報表呈列之主要財務數據之對賬如下：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Reportable segment revenue	可申報分部收益	72,038	405,744
Elimination of inter-segment revenue	分部間收益對銷	(2,563)	(66)
Group's revenue	本集團收益	69,475	405,678
Reportable segment result	可申報分部業績	31,917	19,590
Changes in fair value of derivative financial instruments	衍生金融工具之公平值變動	(3,667)	4,825
Other income	其他收入	22	42
Finance costs	融資成本	(28,612)	(25,362)
Share of results of associates	分佔聯營公司業績	3,078	(14,140)
Corporate expenses**	公司開支**	(17,766)	(16,685)
Group's loss before income tax	本集團除所得稅前虧損	(15,028)	(31,730)
Reportable segment assets	可申報分部資產	575,037	529,741
Interests in an associate	於聯營公司之權益	72,334	73,945
Deferred tax assets	遞延稅項資產	144	—
Current tax assets	即期稅項資產	1,413	—
Derivative financial instruments	衍生金融工具	—	3,667
Cash and cash equivalents	現金及現金等同項目	126,461	60,536
Corporate assets	公司資產	2,862	3,272
Group's assets	本集團資產	778,251	671,161
Reportable segment liabilities	可申報分部負債	429,483	338,331
Loans from a shareholder	來自一名股東之貸款	15,387	—
Current tax liabilities	即期稅項負債	34	5,067
Convertible bonds	可換股債券	165,802	148,462
Corporate liabilities	公司負債	1,106	1,013
Group's liabilities	本集團負債	611,812	492,873

** mainly staff costs, including directors' emoluments, minimum lease payments under operating leases in respect of land and buildings and other professional fees

** 主要為員工成本，包括董事酬金、土地及樓宇經營租賃的最低租賃款項以及其他專業費用

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5. SEGMENT INFORMATION (Continued)

5. 分部資料(續)

	Reportable segment total		Unallocated		Consolidated	
	可申報分部總額		未分配		綜合	
	2016	2015	2016	2015	2016	2015
	二零一六年	二零一五年	二零一六年	二零一五年	二零一六年	二零一五年
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元
Other material items 其他重要項目						
Depreciation 折舊	325	805	213	231	538	1,036
Finance costs 融資成本	1,707	9,574	28,612	25,362	30,319	34,936
Expenditures for additions to non-current assets* 添置非流動資產之開支*	7,062	118	19	15	7,081	133

The following table sets out information about the geographical location of the Group's revenue from external customers and the Group's non-current assets*. The geographical location of customers is based on the location at which the subsidiary operates. The geographical location of non-current assets* is based on the physical location of the asset, in the case of property, plant and equipment, the location of the operations to which they are allocated, in the case of trading rights and goodwill, and the location of the operations, in the case of interests in an associate.

下表載列有關本集團來自外界客戶之收益及本集團非流動資產*之地理位置資料。客戶地理位置乃根據附屬公司業務所在地劃分。非流動資產*地理位置乃根據資產之實際地點(如屬物業、廠房及設備)、資產分配業務所在地(如屬貿易權及商譽)及業務所在地(如屬於聯營公司之權益)劃分。

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5. SEGMENT INFORMATION (Continued)

5. 分部資料(續)

		Revenue from external customers 來自外界客戶之收益		Non-current assets* 非流動資產*	
		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Hong Kong (domicile) [#]	香港(註冊地) [#]	66,477	403,266	10,785	4,180
Mainland China	中國內地	2,998	2,412	72,446	74,133
		69,475	405,678	83,231	78,313

* Non-current assets exclude derivative financial instruments, deferred tax assets and other assets.

* 非流動資產不包括衍生金融工具、遞延稅項資產及其他資產。

[#] The Company is an investment holding company incorporated in Bermuda where the Group does not have any activities. The Group has the majority of its operations in Hong Kong, and therefore, Hong Kong is considered as the Group's place of domicile for the purpose of disclosures as required by HKFRS 8, Operating Segments.

[#] 本公司為一間於百慕達註冊成立之投資控股公司，本集團於百慕達無任何業務。本集團大部分業務位於香港，因此，就香港財務報告準則第8號經營分部所規定之披露而言，香港被視為本集團之註冊地。

The Group's customers include the following with whom transactions have exceeded 10% of the Group's revenue:

本集團之客戶包括下列與其交易超過本集團收益10%之客戶：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Customer A (note i)	客戶A(附註i)	—	234,192
Customer B (note ii)	客戶B(附註ii)	—	67,566
Customer C (note iii)	客戶C(附註iii)	15,782	N/A 不適用

Notes:

附註：

- Revenue from this customer is attributable to trading business segment
- Revenue from this customer is attributable to securities brokerage and financial services segment
- Revenue from this customer is attributable to asset management segment, revenue attributable to this customer for the year ended 31 December 2015 is less than 10% of the Group's revenue for that year

- 來自該客戶之收益乃由於貿易業務分部所致
- 來自該客戶之收益乃由於證券經紀及金融服務分部所致
- 來自該客戶之收益乃由於資產管理分部所致，截至二零一五年十二月三十一日止年度因該客戶產生之收益佔該年度本集團收益之比例低於10%

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6. REVENUE

6. 收益

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Commission and brokerage income from securities dealing and handling fee income	證券交易之佣金及經紀收入以及手續費收入	2,727	4,952
Financial advisory and consultancy fee income	財務顧問及諮詢費收入	1,686	1,317
Fund and portfolio management and investment advisory fee income	基金及投資組合管理以及投資顧問費收入	47,075	39,703
Fund and portfolio performance and incentive fee income	基金及投資組合表現及獎勵費收入	4	1,149
Interest income from margin financing and money lending service	孖展融資及貸款服務之利息收入	98	2,911
Trading of goods and products	買賣貨物及產品	–	234,192
Underwriting and placing commission income	承銷及配售佣金收入	17,885	121,454
		69,475	405,678

7. OTHER GAINS AND LOSSES

7. 其他收益及虧損

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Changes in fair value of financial instruments classified as held for trading	分類為持作買賣之金融工具之公平值之變動	24,415	53,474
Changes in net assets attributable to other holders of redeemable shares of a consolidated investment fund	綜合投資基金可贖回股份之其他持有人應佔資產淨值之變動	1,390	(2,811)
Changes in third party interests in collective investment schemes	集體投資計劃之第三方權益變動	(1,019)	–
Impairment losses on trade receivables	貿易應收賬款之減值虧損	(221)	–
Net foreign exchange losses	外匯虧損淨額	(250)	(3,741)
Net losses on disposals of property, plant and equipment	出售物業、廠房及設備之虧損淨額	–	(3)
Others	其他	27	–
		24,342	46,919

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8. OTHER INCOME

8. 其他收入

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Dividend income	股息收入	2,500	1,714
Interest income from banks and others	銀行及其他利息收入	22	41
Sundry income	雜項收入	–	1
		2,522	1,756

9. FINANCE COSTS

9. 融資成本

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Effective interest on liability component of convertible bonds	可換股債券負債部分之實際利息	28,140	25,362
Interest on bank and other borrowings	銀行及其他借貸之利息	1,707	9,574
Interest on loans from a shareholder	來自一名股東之貸款之利息	472	–
		30,319	34,936

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10. LOSS BEFORE INCOME TAX

10. 除所得稅前虧損

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Loss before income tax is arrived at after charging:	除所得稅前虧損 已扣除下列各項：		
Auditor's remuneration	核數師酬金	1,400	1,280
Minimum lease payments under operating leases in respect of land and buildings	土地及樓宇經營租約 之最低租賃款項	8,920	6,756
Staff costs, including directors' emoluments	員工成本(包括董事酬金)		
– Fees, salaries, allowances and bonuses	– 袍金、薪金、津貼及花紅	45,745	160,468
– Retirement benefit scheme contributions	– 退休福利計劃供款	1,541	1,055*
		47,286	161,523

* The amount included forfeited contributions of HK\$384,000 in respect of employees who leave employment prior to such contributions vesting fully in accordance with the rules of the MPF Scheme.

* 該金額包括僱員於有關供款根據強積金計劃之規則悉數獲歸屬前離職被沒收之供款384,000港元。

11. INCOME TAX EXPENSE

For the years ended 31 December 2016 and 2015, Hong Kong profits tax was provided at the rate of 16.5% on the estimated assessable profits for the respective years.

For the years ended 31 December 2016 and 2015, no provision for PRC Corporate Income Tax has been made as the Group did not derive any assessable profits in the PRC for the respective years.

11. 所得稅開支

截至二零一六年及二零一五年十二月三十一日止年度，香港利得稅按各自年度估計應課稅溢利之16.5%計提撥備。

截至二零一六年及二零一五年十二月三十一日止年度，概無就中國企業所得稅計提撥備，原因是本集團於各自年度並無於中國產生任何應課稅溢利。

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Current tax – Hong Kong profits tax	即期稅項 – 香港利得稅		
– Provision for current year	– 本年度撥備	2,036	2,668
– Over provision in respect of prior years	– 過往年度超額撥備	(13)	–
		2,023	2,668
Deferred tax	遞延稅項		
– Origination and reversal of temporary differences	– 暫時差額之 產生及撥回	(144)	–
Total income tax expense	所得稅開支總額	1,879	2,668

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11. INCOME TAX EXPENSE (Continued)

Reconciliation between income tax expense and loss before income tax at applicable tax rate is as follows:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Loss before income tax	除所得稅前虧損	(15,028)	(31,730)
Notional tax at Hong Kong profits tax rate of 16.5% (2015: 16.5%)	按香港利得稅稅率 16.5% (二零一五年：16.5%) 計算之名義稅項	(2,480)	(5,236)
Effect of different tax rates of subsidiaries operating in other jurisdictions	於其他司法權區經營之附屬公司不同稅率之影響	(208)	(352)
Tax effect of revenue not taxable for tax purpose	毋須課稅收入之稅務影響	(3,775)	(3,725)
Tax effect of expenses not deductible for tax purpose	不可扣稅開支之稅務影響	5,616	3,598
Tax effect of unused tax losses not recognised as deferred tax asset	未確認作遞延稅項資產之未動用稅項虧損之稅務影響	4,032	6,651
Tax effect of prior years' unrecognised tax losses utilised this year	本年度動用之過往年度未獲確認稅項虧損之稅務影響	(817)	(688)
Tax effect of temporary differences not recognised	未獲確認暫時性差異之稅務影響	31	124
Tax effect of share of results of associates	分佔聯營公司業績之稅務影響	(508)	2,333
Over provision in respect of prior years	過往年度超額撥備	(13)	—
Other differences	其他差異	1	(37)
Income tax expense	所得稅開支	1,879	2,668

11. 所得稅開支(續)

所得稅開支與除所得稅前虧損按適用稅率之對賬如下：

12. DIVIDENDS

No dividend was proposed or paid during the years ended 31 December 2016 and 2015, nor has any dividend been proposed since the end of the reporting period.

12. 股息

截至二零一六年及二零一五年十二月三十一日止年度，概無建議派發或派發任何股息。自報告期間結算日以來亦無建議派發任何股息。

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13. LOSS PER SHARE

BASIC LOSS PER SHARE

The calculation of basic loss per share is based on the loss attributable to owners of the Company of approximately HK\$16,911,000 (2015: loss of approximately HK\$34,385,000) and the weighted average number of 3,511,160,917 (2015: 3,480,484,748) ordinary shares in issue during the year.

DILUTED LOSS PER SHARE

The calculation of diluted loss per share is based on the loss attributable to owners of the Company of approximately HK\$19,534,000 (2015: loss of approximately HK\$34,385,000) and the weighted average number of 3,511,160,917 (2015: 3,480,484,748) ordinary shares after adjusting for the effects of all dilutive potential ordinary shares for the year, calculated as follows:

(A) LOSS ATTRIBUTABLE TO OWNERS OF THE COMPANY

13. 每股虧損

每股基本虧損

每股基本虧損乃根據本公司擁有人應佔虧損約16,911,000港元(二零一五年：虧損約34,385,000港元)及年內已發行普通股之加權平均數3,511,160,917股(二零一五年：3,480,484,748股)計算。

每股攤薄虧損

每股攤薄虧損乃經就所有具攤薄潛力普通股之影響作出調整後，根據本公司擁有人應佔虧損約19,534,000港元(二零一五年：虧損約34,385,000港元)及年內普通股之加權平均數3,511,160,917股(二零一五年：3,480,484,748股)計算如下：

(A) 本公司擁有人應佔虧損

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
For the purpose of basic loss per share	計算每股基本虧損	(16,911)	(34,385)
After tax effect of effective interest on the liability component of convertible bonds	扣除稅務影響後之可換股債券負債部分之實際利息	6,446	—
After tax effect of fair value changes on the derivative component of convertible bonds	扣除稅務影響後之可換股債券衍生部分之公平值變動	—	—
Effect of earnings on conversion of convertible bonds issued by a subsidiary of the Company	兌換本公司一間附屬公司發行之可換股債券之盈利影響	(9,069)	—
For the purpose of diluted loss per share	計算每股攤薄虧損	(19,534)	(34,385)

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13. LOSS PER SHARE (Continued)

DILUTED LOSS PER SHARE (Continued)

(B) WEIGHTED AVERAGE NUMBER OF ORDINARY SHARES

		2016 二零一六年 Number of shares 股份數目	2015 二零一五年 Number of shares 股份數目
For the purpose of basic loss per share	計算每股基本虧損	3,511,160,917	3,480,484,748
Effect of share options	購股權之影響	—	—
Effect of convertible bonds issued by the Company	本公司發行之可換股債券之影響	—	—
Effect of contingent consideration shares	或然代價股份之影響	—	—
For the purpose of diluted loss per share	計算每股攤薄虧損	3,511,160,917	3,480,484,748

On 16 June 2014, Sheng Yuan Financial Services Group Limited ("SYFS"), a wholly-owned subsidiary of the Company, issued convertible bonds with the principal amount of HK\$45,000,000 (details are set out in note 27 to these financial statements). Subject to attainment of certain profit conditions, these convertible bonds are convertible into ordinary shares of SYFS at a conversion price of HK\$10,000, at the option of the holders of the convertible bonds, which created a potential dilutive effect to the basic loss per share. None of these convertible bonds are assumed to have been converted into ordinary shares of SYFS for the year ended 31 December 2015 as it would result in a decrease in diluted loss per share for that year.

13. 每股虧損(續)

每股攤薄虧損(續)

(B) 普通股加權平均數

於二零一四年六月十六日，本公司之全資附屬公司Sheng Yuan Financial Services Group Limited (「SYFS」) 發行本金額為45,000,000港元之可換股債券(詳情載於該等財務報表附註27)。為達成若干溢利條件，該等可換股債券之持有人可選擇按換股價10,000港元將可換股債券轉換為SYFS之普通股，故此對每股基本虧損產生潛在攤薄影響。截至二零一五年十二月三十一日止年度並無假設該等可換股債券已轉換為SYFS普通股，原因為其將導致該年度之每股攤薄虧損減少。

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13. LOSS PER SHARE (Continued)

DILUTED LOSS PER SHARE (Continued)

(B) WEIGHTED AVERAGE NUMBER OF ORDINARY SHARES (Continued)

On 19 November 2014 and 30 December 2014, the Company issued convertible bonds with aggregate principal amount of HK\$135,000,000 (details are set out in note 27 to these financial statements). The computation of diluted loss per share does not assume the conversion of these convertible bonds as it would result in a decrease in diluted loss per share.

The Company has outstanding share options, which were granted on 25 August 2011, 24 July 2013, 19 June 2014 and 20 June 2014 with exercise price of HK\$0.280, HK\$0.183, HK\$0.250 and HK\$0.245 respectively. The computation of diluted loss per share does not assume an exercise of these share options since it would result in a decrease in diluted loss per share.

The computation of diluted loss per share for the year ended 31 December 2015 also did not assume the issue of the Company's contingent consideration shares of 556,585,714 in aggregate as the relevant profit target had not been satisfied during the profit target period.

13. 每股虧損(續)

每股攤薄虧損(續)

(B) 普通股加權平均數(續)

本公司於二零一四年十一月十九日及二零一四年十二月三十日發行本金總額為135,000,000港元之可換股債券(詳情載於該財務報表附註27)。計算每股攤薄虧損並無假設該等可換股債券已獲轉換，原因為其會導致每股攤薄虧損減少。

本公司擁有尚未行使之購股權，乃分別於二零一一年八月二十五日、二零一三年七月二十四日、二零一四年六月十九日及二零一四年六月二十日授出，行使價為0.280港元、0.183港元、0.250港元及0.245港元。計算每股攤薄虧損並無假設行使該等購股權，原因為其將導致每股攤薄虧損減少。

計算截至二零一五年十二月三十一日止年度之每股攤薄虧損亦並無假設發行本公司之或然代價股份合共556,585,714股，原因為於溢利目標期間沒有達成相關溢利目標。

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14. EMOLUMENTS OF DIRECTORS AND FIVE HIGHEST PAID INDIVIDUALS

DIRECTORS' EMOLUMENTS

The aggregate amounts of emoluments paid and payable to the directors of the Company are as follows:

14. 董事及五名最高薪人士酬金

董事酬金

已付及應付本公司董事之酬金總額如下：

		Fees	Salaries and allowances	Retirement benefit scheme contributions	Total
		袍金	薪金及津貼	退休福利計劃供款	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
2016	二零一六年				
Executive Directors	執行董事				
Mr. Wu Siu Lam, William	胡少霖先生	200	1,840	113	2,153
Ms. Cheng Kit Sum, Clara	鄭潔心女士	200	1,575	102	1,877
Independent Non-Executive Directors	獨立非執行董事				
Dr. Huan Guocang	宦國蒼博士	200	–	–	200
Mr. Lo Ka Wai	羅嘉偉先生	200	–	–	200
Mr. Wu Fred Fong	胡晃先生	200	–	–	200
		1,000	3,415	215	4,630

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14. EMOLUMENTS OF DIRECTORS AND FIVE HIGHEST PAID INDIVIDUALS (Continued)

DIRECTORS' EMOLUMENTS (Continued)

14. 董事及五名最高薪人士酬金(續)

董事酬金(續)

		Fees	Salaries and allowances	Retirement benefit scheme contributions	Total
		袍金	薪金及津貼	退休福利計劃供款	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
2015	二零一五年				
Executive Directors	執行董事				
Mr. Wu Siu Lam, William	胡少霖先生	200	1,850	113	2,163
Ms. Cheng Kit Sum, Clara	鄭潔心女士	200	1,590	102	1,892
Non-Executive Director	非執行董事				
Mr. Xu Guocai (note i)	徐國才先生(附註i)	263	—	—	263
Independent Non-Executive Directors	獨立非執行董事				
Dr. Huan Guocang (note ii)	宦國蒼博士(附註ii)	113	—	—	113
Mr. Lo Ka Wai	羅嘉偉先生	200	—	—	200
Mr. Wu Fred Fong	胡晃先生	200	—	—	200
Mr. Qi Wenju (note iii)	祁文舉先生(附註iii)	78	—	—	78
		1,254	3,440	215	4,909

There was no arrangement under which a director waived or agreed to waive any emoluments in respect of the years ended 31 December 2016 and 2015. No emolument was paid by the Group to the directors as an inducement to join or upon joining the Group, nor as compensation for loss of office.

概無董事訂立安排，以放棄或同意放棄截至二零一六年及二零一五年十二月三十一日止年度之任何酬金。本集團並無向董事支付酬金，作為吸引彼等加入本集團或於加入本集團時之獎勵或作為離職補償。

Notes:

- Removed as non-executive director on 8 June 2015
- Appointed as independent non-executive director on 8 June 2015
- Retired as independent non-executive director on 22 May 2015

附註：

- 於二零一五年六月八日被免除非執行董事
- 於二零一五年六月八日獲委任為獨立非執行董事
- 於二零一五年五月二十二日退任獨立非執行董事

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14. EMOLUMENTS OF DIRECTORS AND FIVE HIGHEST PAID INDIVIDUALS (Continued)

EMOLUMENTS OF FIVE HIGHEST PAID INDIVIDUALS

The five individuals whose emoluments were the highest in the Group for the year included two (2015: two) directors whose emoluments are reflected in the analysis presented above. The emoluments payable to the remaining three (2015: three) individuals during the year are as follows:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Salaries and allowances	薪金及津貼	8,400	7,360
Discretionary bonuses	酌情花紅	9,500	129,946
Retirement benefit scheme contributions	退休福利計劃供款	414	374
		18,314	137,680

During the years ended 31 December 2016 and 2015, no emolument was paid by the Group to the above remaining three (2015: three) individuals as compensation for loss of office.

The emoluments of these remaining three (2015: three) highest paid individuals fell within the following bands:

14. 董事及五名最高薪人士酬金 (續)

五名最高薪人士酬金

本年度本集團之五名最高薪人士包括兩名(二零一五年：兩名)董事，彼等之酬金於上文分析反映。年內應付餘下三名人士(二零一五年：三名)之酬金如下：

截至二零一六年及二零一五年十二月三十一日止年度，本集團並無向上述餘下三名(二零一五年：三名)人士支付酬金作為離職補償。

餘下三名(二零一五年：三名)最高薪人士之酬金介乎下列範圍：

		Number of individuals 人數	
		2016 二零一六年	2015 二零一五年
HK\$5,000,001 – HK\$5,500,000	5,000,001 港元 – 5,500,000 港元	2	–
HK\$7,500,001 – HK\$8,000,000	7,500,001 港元 – 8,000,000 港元	1	–
HK\$41,000,001 – HK\$41,500,000	41,000,001 港元 – 41,500,000 港元	–	2
HK\$55,500,001 – HK\$56,000,000	55,500,001 港元 – 56,000,000 港元	–	1
		3	3

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15. PROPERTY, PLANT AND EQUIPMENT

15. 物業、廠房及設備

		Leasehold improvements 租賃物業裝修 HK\$'000 千港元	Furniture, fixtures and equipment 傢俬、裝置 及設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2015	於二零一五年一月一日				
Cost	成本	1,991	3,853	1,205	7,049
Accumulated depreciation	累計折舊	(1,991)	(2,667)	(430)	(5,088)
Net carrying amount	賬面淨值	–	1,186	775	1,961
Year ended 31 December 2015	截至二零一五年 十二月三十一日止年度				
Opening net carrying amount	年初賬面淨值	–	1,186	775	1,961
Additions	添置	22	111	–	133
Disposals	出售	–	(3)	–	(3)
Depreciation	折舊	(8)	(766)	(262)	(1,036)
Translation differences	匯兌差額	(1)	(2)	(6)	(9)
Closing net carrying amount	年終賬面淨值	13	526	507	1,046
At 31 December 2015	於二零一五年 十二月三十一日				
Cost	成本	2,012	3,955	1,197	7,164
Accumulated depreciation	累計折舊	(1,999)	(3,429)	(690)	(6,118)
Net carrying amount	賬面淨值	13	526	507	1,046
Year ended 31 December 2016	截至二零一六年 十二月三十一日止年度				
Opening net carrying amount	年初賬面淨值	13	526	507	1,046
Additions	添置	20	61	–	81
Disposals	出售	–	(4)	–	(4)
Depreciation	折舊	(27)	(271)	(240)	(538)
Translation differences	匯兌差額	(1)	(3)	(6)	(10)
Closing net carrying amount	年終賬面淨值	5	309	261	575
At 31 December 2016	於二零一六年 十二月三十一日				
Cost	成本	1,615	4,000	1,185	6,800
Accumulated depreciation	累計折舊	(1,610)	(3,691)	(924)	(6,225)
Net carrying amount	賬面淨值	5	309	261	575

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16. TRADING RIGHTS

16. 買賣權

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
At 1 January and 31 December	於一月一日及十二月三十一日		
Gross and net carrying amount	賬面總值及淨值	3,322	3,322

Trading rights represent the eligibility rights to trade on or through Hong Kong Futures Exchange Limited and the Stock Exchange. The trading rights have no foreseeable limit to the period over which the Group can use to generate net cash flows. As a result, the trading rights are considered by the management as having an indefinite useful life. Trading rights will not be amortised until its useful life is determined to be finite. Instead it will be tested for impairment annually and whenever there is an indication that it may be impaired.

For the purpose of impairment testing, the carrying amount of the trading rights is allocated to the CGU which engaged in the securities brokerage and financial services.

Recoverable amount for the CGU was determined based on value-in-use calculation. The calculation use cash flow projections based on financial budgets approved by management covering a one-year period, and discount rate of 25% (2015: 24%). Cash flows beyond the one-year period are extrapolated for four years using a zero growth rate. The growth rate is determined based on management's expectations for the market development and is not expected to exceed the average long-term growth rate for the relevant industry. The discount rate used is pre-tax and reflect specific risks relating to the relevant business. Apart from the considerations described in determining the value-in-use of the CGU above, the Group's management is not currently aware of any other probable changes that would necessitate changes in its key estimates.

買賣權指於或透過香港期貨交易所有限公司及聯交所進行買賣之合法權利。買賣權對本集團使用產生現金流量淨額之期間並無可預見之限制。因此，管理層將買賣權視為具無限使用年期。買賣權將不會攤銷，直至其使用年期釐定為有限。相反，其將每年及於出現任何跡象顯示其可能減值時進行減值測試。

就減值測試而言，買賣權之賬面值分配至從事證券經紀及金融服務之現金產生單位。

現金產生單位之可回收金額乃根據使用價值計算而釐定。該計算使用以管理層批核之一年期財務預算及25%（二零一五年：24%）折現率為基礎之現金流量預測。超過一年期之現金流量按零增長率推斷四年。增長率為根據管理層對市場發展之預期釐定，預期不超過有關行業之長期平均增長率。所使用之折現率為除稅前，並反映與有關業務相關之特定風險。除上文所述釐定現金產生單位之使用價值所考慮之因素外，本集團管理層現時並不知悉有任何其他可能變動而需要改變其主要估算。

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17. GOODWILL

17. 商譽

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
At 1 January	於一月一日		
Gross and net carrying amount	賬面總值及淨值	—	—
Year ended 31 December	截至十二月三十一日止年度		
Opening net carrying amount	年初賬面淨值	—	—
Additions through business combination (note 31)	透過業務合併添置(附註31)	7,000	—
Closing net carrying amount	年終賬面淨值	7,000	—
At 31 December	於十二月三十一日		
Gross and net carrying amount	賬面總值及淨值	7,000	—

For the purpose of annual impairment testing, goodwill is allocated to the CGU which engaged in the asset management business. Recoverable amount for the CGU was determined based on value-in-use calculation. The calculation use cash flow projections based on financial budgets approved by management covering a one-year period, and discount rate of 19% (2015: not applicable). Cash flows beyond the one-year period are extrapolated for four years using a 5% growth rate (2015: not applicable). The growth rate is determined based on management's expectations for the market development and is not expected to exceed the average long-term growth rate for the relevant industry. The discount rate used is pre-tax and reflect specific risks relating to the relevant business. Apart from the considerations described in determining the value-in-use of the CGU above, the Group's management is not currently aware of any other probable changes that would necessitate changes in its key estimates.

就年度減值測試而言，商譽分配至從事資產管理業務之現金產生單位。現金產生單位之可回收金額乃根據使用價值計算而釐定。該計算使用以管理層批核之一年期財務預算及19%（二零一五年：不適用）折現率為基礎之現金流量預測。超過一年期之現金流量按5%增長率（二零一五年：不適用）推斷四年。增長率為根據管理層對市場發展之預期釐定，預期不超過有關行業之長期平均增長率。所使用之折現率為除稅前，並反映與有關行業板塊相關之特定風險。除上文所述釐定現金產生單位之使用價值所考慮之因素外，本集團管理層現時並不知悉有任何其他可能變動而需要改變其主要估算。

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18. INTERESTS IN AN ASSOCIATE

18. 於一間聯營公司之權益

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Share of net assets	分佔資產淨值	33,653	32,546
Goodwill	商譽	38,681	41,399
		72,334	73,945

Particulars of the associate at 31 December 2016 are as follows:

於二零一六年十二月三十一日，聯營公司之詳情如下：

Name	Country of incorporation	Particulars of paid-up capital	Percentage of interest held by the Group 本集團所持權益百分比	Principal activities and place of operation 主要業務及營業地點
名稱	註冊成立國家	繳足股本詳情		
Xinhua (Daqing) Merchandise Exchange Company Limited [#] ("XHME") 新華(大慶)商品交易所有限公司 [#] (「新商所」)	PRC 中國	RMB85,714,286 人民幣 85,714,286 元	25.0*	Operation of an electronic merchandise exchange platform for commodity goods trading in the PRC 於中國經營商品貨物貿易之電子商品交易平台

The Group is principally engaged in the provision of securities brokerage and financial services, asset management services, proprietary trading and trading business. XHME is engaged in the operation of an electronic merchandise exchange platform for commodity goods trading, which provides trading, clearing financing and logistics services to suppliers and purchasers on the electronic trading platform. The investment in XHME represents an opportunity with earning potentials from the electronic merchandise exchange platform for commodity goods trading, and it is in line with business strategy of the Group to diversify the Group's business portfolio and broaden the income base. XHME is an unlisted corporate entity whose quoted market price is not available.

本集團主要從事提供證券經紀及金融服務以及資產管理服務、自營買賣及買賣業務。新商所為經營商品貨物貿易之電子商品交易平台，於電子貿易平台向供應商及買家提供交易、結算融資及物流服務。於新商所之投資帶來從商品貨物貿易之電子商品交易平台獲得潛在盈利之機遇，且符合本集團拓闊本集團業務組合及增添收入來源之業務策略。新商所為非上市公司實體，並無市場報價。

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18. INTERESTS IN AN ASSOCIATE (Continued)

The following tables illustrate the financial information of XHME extracted from its management accounts and adjusted to reflect adjustments made by the Group when applying the equity method:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Current assets	流動資產	53,024	30,609
Non-current assets	非流動資產	105,210	106,719
Current liabilities	流動負債	(23,451)	(7,016)
Non-current liabilities	非流動負債	(41)	–
Net assets	資產淨值	134,742	130,312
Revenue	收益	82,515	594
Expenses	開支	(70,215)	(57,204)
Profit/(Loss) from continuing operations and total comprehensive income	來自持續經營業務之溢利／(虧損)及全面收益總額	12,300	(56,610)

No dividend was received from XHME during the years ended 31 December 2016 and 2015.

18. 於一間聯營公司之權益(續)

下表列示摘錄自新商所管理賬目並於應用權益法時作出調整以反映本集團作出之調整之財務資料：

截至二零一六年及二零一五年十二月三十一日止年度，概無收取新商所任何股息。

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18. INTERESTS IN AN ASSOCIATE (Continued)

Reconciliation of the above financial information of XHME to the carrying amount recognised in the consolidated financial statements:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Net assets of XHME	新商所之資產淨值	134,742	130,312
Percentage of interests held by the Group*	本集團所持權益百分比*	25.0%	25.0%
Group's share of net assets in XHME	本集團分佔新商所資產淨值	33,653	32,546

not audited by BDO Limited

* rounded to the nearest tenth of one percent

In December 2016, the board of directors of XHME had met and resolved to restructure its business lines for local compliance purpose which involved suspension of a material line of business. In view of this, the directors of the Company had performed an impairment assessment of the Group's interest in XHME based on a valuation with the assistance of an independent valuer. The valuation of the Group's interest in associate is determined based on an underlying projection of cash flows provided by XHME. Based on the impairment assessment, the recoverable amount of the Group's interests in XHME is estimated to be higher than the carrying amount and no impairment is considered necessary as at 31 December 2016.

18. 於一間聯營公司之權益 (續)

上述新商所財務資料與綜合財務報表所確認之賬面值對賬：

	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Net assets of XHME	134,742	130,312
Percentage of interests held by the Group*	25.0%	25.0%
Group's share of net assets in XHME	33,653	32,546

未經香港立信德豪會計師事務所有限公司審核

* 調整至最接近百分比之十分之一

於二零一六年十二月，新商所董事會召開會議並議決進行業務重組（當中涉及暫停主要業務營運）以符合當地規定。有鑒於此，本公司董事已基於由獨立估值師協助進行的估值對本集團於新商所之權益進行減值評估。對本集團於聯營公司權益的估值乃基於新商所對現金流量之相關預測釐定。根據該減值評估，於二零一六年十二月三十一日，估計本集團於新商所之權益之可收回金額高於賬面值，故毋須作出減值。

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19. DERIVATIVE FINANCIAL INSTRUMENTS

19. 衍生金融工具

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Early redemption option embedded in SYHL Bonds (note 27)	盛源控股債券內含之 提前贖回選擇權(附註27)	-	3,667
Profit guarantees (note 27)	溢利保證(附註27)	-	-
		-	3,667
Less: non-current portion	減：非即期部分	-	(3,667)
Current portion	即期部分	-	-

20. OTHER ASSETS

20. 其他資產

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Admission fee paid to Hong Kong Securities Company Limited ("HKSCC")	香港中央結算有限公司 (「香港結算」)之已付入會費用	50	50
Cash contribution to the Guarantee Fund of HKSCC	於香港結算保證基金之現金供款	50	50
Deposit with HKFE Clearing Corporation Limited	於香港期貨結算有限公司之按金	1,500	1,500
Deposits with the Stock Exchange	於聯交所之按金		
- Compensation Fund	- 補償基金	50	50
- Fidelity Fund	- 互保基金	50	50
- Stamp duty	- 印花稅	30	30
		1,730	1,730

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21. TRADE AND OTHER RECEIVABLES AND PREPAYMENTS

21. 貿易及其他應收賬款以及預付款項

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Trade receivables	貿易應收賬款	26,244	286,592
Other receivables and prepayments	其他應收賬款及預付款項	5,726	4,638
		31,970	291,230

Other receivables of the Group are neither past due nor impaired.
The analysis of trade receivables is as follows:

本集團其他應收賬款均無逾期或減值。
貿易應收賬款之分析如下：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Arising from the business of dealing in securities	來自證券買賣業務		
– HKSCC	– 香港結算	–	31,041
– Cash clients	– 現金客戶	–	1,361
– Margin clients	– 孖展客戶	1,635	2,704
Arising from asset management services	來自資產管理服務	17,944	26,974
Arising from financial advisory and consultancy services	來自財務諮詢及顧問服務	165	488
Arising from proprietary trading	來自自營買賣	662	–
Arising from underwriting and placing services	來自承銷及配售服務	5,838	–
Arising from trading business	來自貿易業務	–	224,024
		26,244	286,592

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21. TRADE AND OTHER RECEIVABLES AND PREPAYMENTS (Continued)

The normal settlement terms of trade receivables arising from the business of dealing in securities are two business days after the respective trade dates. The amounts due from cash and margin clients are repayable on demand subsequent to the settlement date and bear interest at Hong Kong Dollar Prime Rate plus a spread of 3% to 8% (2015: 3% to 8%) per annum.

The Group does not provide any credit term to clients for its financial advisory and consultancy services as well as asset management services. Settlement of amounts arising from underwriting and placing services is in accordance with the terms set out in the respective agreements, usually within one year after the service obligation has been fulfilled. Amount arising from proprietary trading represents deposits placed with a securities broker which is repayable on demand. The general credit periods granted to customers of trading business were 365 days.

The amounts due from margin clients are neither past due nor impaired except for an amount of HK\$703,000 which were past due for 181 – 365 days on 31 December 2015 following a trading suspension of the pledged securities. Based on past experience, management believed that no impairment allowance was necessary due to their track record with the Group and the balances were fully recoverable. The ageing analysis of trade receivables in respect of other balances, based on due date, is as follows:

21. 貿易及其他應收賬款以及預付款項(續)

來自證券買賣業務之貿易應收賬款結算期通常為各交易日期後兩個營業日。應收現金及孖展客戶款項須於結算日期後按要求償還，並按港元最優惠年利率加息差3厘至8厘(二零一五年：3厘至8厘)計息。

本集團並無向其財務諮詢及顧問服務以及資產管理服務客戶提供任何信貸期。來自承銷及配售服務之款項乃根據各協議所載之條款結算，一般為達成服務責任後一年內。來自自營買賣之款項指存放於證券經紀之存款，須按要求償還。授予該等貿易業務客戶之一般信貸期為365日。

除703,000港元之款項於二零一五年十二月三十一日由於抵押之證券已停止交易逾期181至365日外，應收孖展客戶款項均無逾期或減值。根據過往經驗，由於與本集團有良好記錄，管理層認為無需作出減值準備，有關結餘已全數收回。就其他結餘作出之貿易應收賬款賬齡分析(基於到期日)如下：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Not yet past due	尚未逾期	–	224,024
0 – 30 days	0至30日	10,862	36,496
31 – 60 days	31至60日	1,936	2,843
61 – 90 days	61至90日	1,985	2,961
91 – 180 days	91至180日	5,698	9,173
181 – 365 days	181至365日	3,146	8,391
Over 365 days	超過365日	982	–
		24,609	283,888

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21. TRADE AND OTHER RECEIVABLES AND PREPAYMENTS (Continued)

The amounts due from margin clients that are neither past due nor impaired at the reporting date of HK\$1,635,000 (2015: HK\$2,001,000) are secured by pledged marketable securities with fair value of HK\$11,387,000 (2015: HK\$17,177,000). The fair value of pledged marketable securities of each individual margin client is higher than the corresponding outstanding balance. The Group is permitted to sell or re-pledge these collaterals if that client defaults in payments.

The amount arising from trading business represented bills receivables held by and factored to the banks with recourse for cash proceeds. These bills receivables were neither past due nor impaired at the reporting date. In the event of default by the debtors, the Group was obliged to pay the banks the amount in default. As the Group retained substantially all the risks and rewards of ownerships of these receivables, the Group recognised the whole carrying amounts of the receivables and the cash received on transfer as collateralised borrowings (note 26) until the receivables were collected or the Group settled any losses suffered by the banks. At 31 December 2015, the carrying amount of these receivables and the associated borrowings were HK\$224,024,000 and HK\$222,314,000, respectively. The difference between the carrying amount of receivables and the associated borrowings was HK\$1,710,000. The directors of the Company considered that the fair value of these receivables and the associated borrowings were not materially differing from their carrying amount.

The amounts due from HKSCC, cash clients, brokers and clients for its asset management as well as financial advisory and consultancy services has not been provided for impairment loss as there has not been a significant change in their credit quality.

21. 貿易及其他應收賬款以及預付款項(續)

於報告日期既未逾期亦未減值之應收孖展客戶款項1,635,000港元(二零一五年: 2,001,000港元)乃以公平值為11,387,000港元(二零一五年: 17,177,000港元)之已抵押有價證券作抵押。各名個人孖展客戶之已抵押有價證券公平值均高於相應之未償還結餘。本集團獲准在該客戶逾期還款之情況下, 出售或再抵押該等抵押品。

來自貿易業務之款項指由銀行持有並代理之應收票據, 並有現金所得款項追索權。該等應收票據於報告日期既未逾期亦未減值。倘債務人違約, 本集團須向銀行支付違約款項。由於本集團保留絕大部分該等應收賬款之擁有權之風險及回報, 故本集團將應收賬款之全部賬面值確認入賬, 並將轉讓時收取之現金確認為抵押借貸(附註26), 直至收回應收賬款或本集團償付銀行遭受之任何損失為止。於二零一五年十二月三十一日, 該等應收賬款及相關借貸之賬面值分別為224,024,000港元及222,314,000港元。應收賬款與相關借貸賬面值之間之差額為1,710,000港元。本公司董事認為, 該等應收賬款及相關借貸之公平值與其賬面值之間並無重大分別。

由於信貸質素並無重大變動, 故就其資產管理以及財務顧問及諮詢服務應收香港結算、現金客戶、經紀及客戶之款項並未計提減值虧損。

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22. HELD FOR TRADING INVESTMENTS

22. 持作買賣用途投資

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Listed equity securities	上市股本證券	135,110	17,173
Unlisted investments funds (note)	非上市投資基金(附註)	97,047	167,131
		232,157	184,304

Note:

Pursuant to the subscription agreements, the Group's interests in the above investment funds are in the form of redeemable shares, which are puttable at the holder's option and entitle the Group to a proportionate stake in the respective funds' net assets. These investment funds are managed by the respective investment managers who are empowered to manage their daily operations and apply various investment strategies to accomplish their respective investment objectives.

The Group served as an investment manager for certain of these investment funds and generated management fee income (note 6) from managing assets on behalf of investors but is terminable by independent board of directors without a cause. The Group therefore does not consolidate the above investment funds in which it holds an interest. During the year, the above investment funds which the Group served as investment manager were terminated. The Group did not act as investment manager of the above investment funds at 31 December 2016.

At 31 December 2015, total net asset value of the investment funds which the Group was the investment manager amounted to HK\$308,063,000. The Group's maximum exposure to loss from its interests in these investment funds at 31 December 2015 was limited to the carrying amount of HK\$88,342,000 included above. Change in fair value of these investment funds was included in the consolidated statement of profit or loss and other comprehensive income in "Changes in fair value of financial instruments classified as held for trading" within "Other gains and losses" (note 7).

附註：

根據認購協議，本集團於上述投資基金之權益為可贖回股份形式，可由持有人選擇贖回，且本集團有權按比例分攤各基金之資產淨值。該等投資基金由相關獲授權管理其日常營運及採用多項投資策略以達致其各自之投資目標之投資經理管理。

本集團為若干該等投資基金之投資經理，因代表投資者管理資產而產生管理費收入(附註6)，但可由獨立董事會於未提出任何理由之情況下予以終止。因此，本集團並無將其持有權益之上述投資基金綜合入賬。年內，上述由本集團擔任投資經理的投資基金經已終止。於二零一六年十二月三十一日，本集團不再擔任上述投資基金的投資經理。

於二零一五年十二月三十一日，本集團擔任投資經理之投資基金之資產淨值總額為308,063,000港元。本集團於二零一五年十二月三十一日，面對來自其於該等投資基金之權益之最高損失以上文所載賬面值88,342,000港元為限。該等投資基金之公平值變動計入綜合損益及其他全面收益表「其他收益及虧損」之「分類為持作買賣之金融工具之公平值之變動」(附註7)。

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23. TRUST BANK BALANCES HELD ON BEHALF OF CLIENTS

From the Group's ordinary business of dealing in securities, it receives and holds money deposited by clients in the course of conducting its regulated activities. These clients' monies are maintained in one or more segregated bank accounts and earn interest at floating rates based on daily bank deposit rates of 0.001% (2015: 0.001%) per annum. The Group has recognised the corresponding trade payables to respective clients.

24. CASH AND CASH EQUIVALENTS

Demand deposits earn interest at floating rates based on daily bank deposit rates. The prevailing market interest rates for demand deposits in Hong Kong and in the PRC are 0.001% (2015: 0.001%) per annum and 0.350% (2015: 0.350%) per annum, respectively.

Included in cash and cash equivalents of the Group is RMB of HK\$14,111,000 (2015: HK\$9,687,000). RMB is not a freely convertible currency. Under the Mainland China's Foreign Exchange Control Regulations and Administration of Settlement and Sales and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks that are authorised to conduct foreign exchange business.

23. 代表客戶持有之信託銀行結餘

於從事買賣證券之日常業務中，本集團因從事受規管活動而收取並持有客戶存款。該等客戶款項存放於一個或多個獨立銀行賬戶，並按根據每日銀行存款年利率0.001厘（二零一五年：0.001厘）計算的浮動利率賺取利息。本集團已確認應付予各客戶之相應貿易賬款。

24. 現金及現金等同項目

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Demand deposits and cash on hand	活期存款及手頭現金	126,461	60,536

活期存款按根據每日銀行存款利率計算的浮動利率賺取利息。香港及中國之活期存款之現行市場年利率分別為0.001厘（二零一五年：0.001厘）及0.350厘（二零一五年：0.350厘）。

計入本集團現金及現金等同項目之金額為14,111,000港元（二零一五年：9,687,000港元）之人民幣。人民幣屬不可自由轉化之貨幣。根據中國內地之外匯管理條例以及結匯、售匯及付匯管理規定，本集團獲允許透過獲授權從事外匯業務之銀行將人民幣兌換為其他貨幣。

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25. TRADE AND OTHER PAYABLES AND ACCRUALS 25. 貿易及其他應付賬款以及應計費用

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Trade payables arising from the business of dealing in securities	來自證券買賣業務之貿易應付賬款		
– HKSCC	– 香港結算	34,356	–
– Cash clients	– 現金客戶	302,031	52,446
– Margin clients	– 孖展客戶	672	12,358
		337,059	64,804
Payable of net assets attributable to other holders of redeemable shares of a consolidated investment fund	綜合投資基金可贖回股份之其他持有人應佔資產淨值之應付款項	–	14,811
Third party interests in collective investment schemes	於集體投資計劃之第三方權益	60,044	–
Other payables and accruals	其他應付賬款及應計費用	22,446	37,415
		419,549	117,030

The normal settlement terms of trade payables arising from the business of dealing in securities are two business days after the respective trade dates. The amounts payable to cash and margin clients are repayable on demand. No ageing analysis in respect of trade payables is disclosed as, in the opinion of the directors, the ageing analysis does not give additional value in view of the business nature.

來自證券買賣業務之貿易應付賬款之一般結算期為各自交易日後之兩個營業日。應付現金及孖展客戶之款項須按要求償還。董事認為，基於業務性質使然，賬齡分析不會帶來額外好處，故並無披露貿易應付賬款之賬齡分析。

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26. BORROWINGS

26. 借貸

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Collateralised borrowings	抵押借貸	–	222,314
Loans from a shareholder	來自一名股東之貸款	15,387	–
Others	其他	11,040	–
		26,427	222,314

Collateralised borrowings represented the amount of financing obtained from factoring the Group's bills receivables (note 21) which were non-interest bearing and repayable within one year. Weighted average effective interest rate of these borrowings was 4.4% per annum.

抵押借貸指代理收賬本集團之應收票據而獲得之融資款項(附註21)，為不計息並須於一年內償還。該等借貸之加權平均實際年利率為4.4%。

Loans from a shareholder are unsecured, interest bearing at 3.5% per annum and are repayable within one year. The lender has the right to request early repayment of the outstanding balance with written notice of 7 business days. Borrowings from others are unsecured, interest bearing at the rate quoted by a bank in the PRC and are repayable within one year.

來自一名股東之貸款為無抵押，按年利率3.5%計息，及須於一年內償還。貸方有權以提前七日發出書面通知的方式要求提早償還未償還結餘。其他借款為無抵押，按中國一間銀行所報利率計息，及須於一年內償還。

27. CONVERTIBLE BONDS

27. 可換股債券

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Liability component	負債部分		
SYFS Bonds	SYFS 債券	41,695	35,249
SYHL Bonds	盛源控股債券	124,107	113,213
		165,802	148,462
Less: non-current portion	減：非即期部分	–	(148,462)
Current portion	即期部分	165,802	–

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27. CONVERTIBLE BONDS (Continued)

SYFS BONDS

Pursuant to a subscription agreement entered into by SYFS with WisePublic Holdings Limited, Mr. Li Gang and two other entities (collectively referred to as the “Subscribers”) on 9 April 2014, SYFS issued zero coupon convertible bonds with principal amount of HK\$16,000,000, HK\$9,000,000, HK\$10,000,000 and HK\$10,000,000 (“SYFS Bonds”) to respective Subscribers on 16 June 2014. The SYFS Bonds entitled the holders to convert them into ordinary shares of SYFS (the “SYFS Conversion Shares”) at a conversion price of HK\$10,000 with certain profit conditions of SYFS and its subsidiaries (“SYFS Group”) as set out in the Company’s circular dated 16 May 2014. Any unconverted SYFS Bonds shall be redeemed by SYFS at 100% of its face value within 30 business days from the third anniversary day.

The shareholders of WisePublic Holdings Limited, Ms. Zhang Xiaomei, Mr. Wang Shengkun and Mr. Chen Bai Cao, are also management of the SYFS Group. Two of the Subscribers, WisePublic Holdings Limited (the “First Guarantor”) and Mr. Li Gang (the “Second Guarantor”), provide profit guarantee to SYFS Group on their audited consolidated profit after taxation as stated in the subscription agreement, and details below:

Relevant Periods

有關期間

For financial year 2014

二零一四年財政年度

For two financial years 2014 and 2015

二零一四年及二零一五年兩個財政年度

For three financial years 2014, 2015 and 2016

二零一四年、二零一五年及二零一六年三個財政年度

Profit Guarantee

溢利保證

Not less than zero

不少於零

Not less than HK\$20 million

不少於 20,000,000 港元

Not less than HK\$50 million

不少於 50,000,000 港元

27. 可換股債券 (續)

SYFS 債券

根據SYFS與智眾控股有限公司、李剛先生及另外兩間實體(合稱「認購人」)於二零一四年四月九日訂立之認購協議，SYFS於二零一四年六月十六日向各認購人發行本金額為16,000,000港元、9,000,000港元、10,000,000港元及10,000,000港元之零息可換股債券(「SYFS債券」)。SYFS債券賦予持有人權利，可將之按換股價10,000港元兌換為SYFS普通股(「SYFS換股股份」)，並附有若干有關SYFS及其附屬公司(「SYFS集團」)之溢利之條件(詳見本公司於二零一四年五月十六日刊發之通函)。任何未獲兌換之SYFS債券將由SYFS於第三週年日後30個營業日內按其面值之100%贖回。

智眾控股有限公司之股東張曉梅女士、王勝坤先生及陳柏操先生亦為SYFS集團之管理人員。其中兩名認購人(即智眾控股有限公司(「第一保證人」)及李剛先生(「第二保證人」))如認購協議所載，向SYFS集團提供有關除稅後經審核綜合溢利之溢利保證，有關詳情如下：

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27. CONVERTIBLE BONDS (Continued)

SYFS BONDS (Continued)

In any Relevant Periods, the First Guarantor undertakes and agrees to compensate the shortfall with the Profit Guarantee by transferring any unconverted SYFS Bonds or SYFS Conversion Shares held by it to SYFS at a consideration of HK\$1. The SYFS Bonds transferred could be repurchased by the First Guarantor at HK\$1 within six months from the date of such transfer if the shortfall is made good by the subsequent audited consolidated profit after taxation of SYFS Group. The Second Guarantor agrees to compensate the remaining shortfall by way of similar compensation method with the First Guarantor, if the First Guarantor fails to fully compensate the shortfall. In the situation of the actual profit exceeds the amount of Profit Guarantee, management of SYFS will have the right to pay any excess profits as bonus to employees and/or dividend to shareholders of SYFS. At 31 December 2016, Profit Guarantee is not recognised in the financial statements as the actual profit per management accounts exceeds the amount of Profit Guarantee. At 31 December 2015, Profit Guarantee was not recognised in the consolidated financial statements as the directors of the Company were of the opinion that the effect was insignificant to the Group.

Based on the terms of the subscription agreement, the SYFS Bonds contain two components, (i) the liability and (ii) the equity conversion components. At 31 December 2016 and 2015, none of the SYFS Bonds has been converted into ordinary shares of SYFS. The movements of the components of SYFS Bonds during the year are set out below:

27. 可換股債券(續)

SYFS 債券(續)

於任何相關期間，第一保證人承諾並同意向SYFS轉讓其所持任何未兌換之SYFS債券或SYFS換股股份，代價為1港元，以補償溢利保證金額之不足額。倘不足額由第一保證人以SYFS集團其後之除稅後經審核綜合溢利補回，第一保證人可於如此轉讓之日起計六個月內以1港元購回已轉讓之SYFS債券。第二保證人同意在第一保證人未能悉數補償不足額之情況下，以第一保證人類似之補償方法，補償不足額之餘額。倘實際溢利超逾溢利保證金額，則SYFS管理層有權派付任何盈餘溢利作為SYFS僱員之花紅，及／或向SYFS股東派發股息。於二零一六年十二月三十一日，由於各管理賬目實際盈利超出溢利保證之金額，故溢利保證並未於財務報表中確認。於二零一五年十二月三十一日，並無於綜合財務報表確認溢利保證，原因是本公司董事認為對本集團之影響不大。

根據認購協議之條款，SYFS債券包括兩部分：(i) 負債及(ii) 權益兌換部分。於二零一六年及二零一五年十二月三十一日，概無SYFS債券被兌換為SYFS普通股。年內SYFS債券組成部分之變動載列如下：

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27. CONVERTIBLE BONDS (Continued)

SYFS BONDS (Continued)

		Liability component 負債部分 HK\$'000 千港元	Equity conversion component 權益兌換部分 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2015	於二零一五年一月一日	29,813	17,792	47,605
Effective interest recognised	已確認實際利率	5,436	–	5,436
At 31 December 2015 and 1 January 2016	於二零一五年 十二月三十一日及 二零一六年一月一日	35,249	17,792	53,041
Effective interest recognised	已確認實際利率	6,446	–	6,446
At 31 December 2016	於二零一六年 十二月三十一日	41,695	17,792	59,487

SYHL BONDS

Pursuant to subscription agreements entered into by the Company on 5 November 2014 and 19 December 2014, the Company issued convertible bonds with aggregate principal amount of HK\$135,000,000 ("SYHL Bonds") on 19 November 2014 and 30 December 2014. The SYHL Bonds entitled the holders to convert them into ordinary shares of the Company at the conversion price of HK\$0.35 per share of the Company at any time before the third anniversary date of the initial issue dates ("SYHL Bonds Maturity Date"). The SYHL Bonds bear interests at 8% per annum except that during the second and third anniversary period, no interest shall be accrued to the holders when the average closing price in respect of the Company's share for the last 30 consecutive trading days ("Current Market Price") before the second anniversary of the initial issue dates ("Second Interest Payment Date") and the SYHL Bonds Maturity Date exceed HK\$0.50 and HK\$0.55 per share of the Company, respectively.

27. 可換股債券 (續)

SYFS 債券 (續)

盛源控股債券

根據本公司於二零一四年十一月五日及二零一四年十二月十九日訂立之認購協議，本公司於二零一四年十一月十九日及二零一四年十二月三十日發行本金總額為135,000,000港元之可換股債券（「盛源控股債券」）。盛源控股債券賦予持有人權利，可於首個發行日期之第三週年當日（「盛源控股債券到期日」）前任何時間將之按兌換價每股本公司股份0.35港元兌換為本公司普通股。盛源控股債券以年利率8厘計息，惟於第二及第三週年期間，倘本公司股份於首個發行日期之第二週年當日（「第二個付息日」）及盛源控股債券到期日前最後連續30個交易日之平均收市價（「當前市價」）分別超過每股本公司股份0.50港元及0.55港元，則不對持有人計算利息。

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27. CONVERTIBLE BONDS (Continued)

SYHL BONDS (Continued)

If the Current Market Price on the Second Interest Payment Date exceed HK\$0.50 per share of the Company, the Company shall have the right to early redeem the SYHL Bonds (in part or in whole), at the aggregate amount of the outstanding principal and interest not later than 3 business days after the Second Interest Payment Date. Unless previously redeemed, converted or cancelled, the Company will redeem each SYHL Bonds on the SYHL Bonds Maturity Date at 100% of the outstanding principal amount, together with accrued interest, if any.

Based on the terms of the subscription agreements, the SYHL Bonds are bifurcated into three components, (i) the liability, (ii) the derivative and (iii) the equity conversion components. At 31 December 2016 and 2015, none of the SYHL Bonds has been converted into ordinary shares of the Company. The movements of the components of SYHL Bonds during the year are set out below:

		Liability component	Derivative component	Equity conversion component	Total
		負債部分	衍生工具 部分	權益兌換 部分	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
At 1 January 2015	於二零一五年一月一日	104,087	(1,481)	34,408	137,014
Changes in fair value	公平值變動	–	(2,186)	–	(2,186)
Effective interest recognised	已確認實際利率	19,926	–	–	19,926
Interest paid	已付利息	(10,800)	–	–	(10,800)
At 31 December 2015 and 1 January 2016	於二零一五年 十二月三十一日及 二零一六年一月一日	113,213	(3,667)	34,408	143,954
Changes in fair value	公平值變動	–	3,667	–	3,667
Effective interest recognised	已確認實際利率	21,694	–	–	21,694
Interest paid	已付利息	(10,800)	–	–	(10,800)
At 31 December 2016	於二零一六年 十二月三十一日	124,107	–	34,408	158,515

27. 可換股債券(續)

盛源控股債券(續)

倘於第二個付息日之當前市價超過每股本公司股份0.50港元，則本公司有權於第二個付息日後不遲於3個營業日按未償還本金及利息之總額提前贖回盛源控股債券(部分或全部)。除非先前已贖回、兌換或註銷，本公司將於盛源控股債券到期日按全部尚未償還本金額連同應計利息(如有)贖回各盛源控股債券。

根據認購協議之條款，盛源控股債券分為三個部分：(i) 負債，(ii) 衍生工具及(iii) 權益兌換部分。於二零一六年及二零一五年十二月三十一日，概無盛源控股債券被兌換為本公司普通股。年內盛源控股債券組成部分之變動載列如下：

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28. DEFERRED TAX

(A) DEFERRED TAX ASSETS RECOGNISED

		Excess of depreciation over tax depreciation allowances 折舊超出稅項 折舊撥備 HK\$'000 千港元
At 1 January 2015, 31 December 2015 and 1 January 2016	於二零一五年一月一日、 二零一五年十二月三十一日 及二零一六年一月一日	-
Credited to profit or loss (note 11)	計入損益(附註11)	144
At 31 December 2016	於二零一六年十二月三十一日	144

(B) DEFERRED TAX ASSETS NOT RECOGNISED

The Group had estimated tax losses of HK\$102,165,000 (2015: HK\$82,559,000) to carry forward against future taxable income. Tax losses of HK\$91,499,000 (2015: HK\$73,770,000) were related to certain subsidiaries operating in Hong Kong and could be carried forward indefinitely under the current tax legislation. In addition, certain subsidiaries operating in the PRC had tax losses of HK\$10,666,000 (2015: HK\$8,789,000) which were subject to expiry period of five years from the year in which the tax loss arose. No deferred tax asset had been recognised in respect of the estimated tax losses due to the unpredictability of future profit streams against which these unused tax losses could be utilised.

28. 遞延稅項

(A) 已確認之遞延稅項資產

(B) 未確認之遞延稅項資產

本集團擁有估計稅項虧損102,165,000港元(二零一五年: 82,559,000港元), 以結轉與未來之應課稅收入對銷。稅項虧損91,499,000港元(二零一五年: 73,770,000港元)乃與若干於香港經營之附屬公司有關, 且可根據現行稅務條例無限結轉。此外, 若干於中國經營的附屬公司擁有稅項虧損10,666,000港元(二零一五年: 8,789,000港元), 將於產生稅項虧損之年度起計五年後屆滿。由於可用作抵銷未用稅項虧損之未來溢利來源無法預測, 故並無就估計稅項虧損確認遞延稅項資產。

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29. SHARE CAPITAL

29. 股本

		Number of ordinary shares of HK\$0.05 each 每股面值0.05港元 之普通股數目	Nominal value 面值 HK\$'000 千港元
<i>Authorised:</i>	<i>法定：</i>		
At 1 January 2015, 31 December 2015, 1 January 2016 and 31 December 2016	於二零一五年一月一日、 二零一五年十二月三十一日、 二零一六年一月一日及 二零一六年十二月三十一日	8,000,000,000	400,000
<i>Issued and fully paid:</i>	<i>已發行及繳足：</i>		
At 1 January 2015	於二零一五年一月一日	3,471,762,556	173,588
Issue of shares upon exercise of share options	於行使購股權時發行股份	14,800,000	740
At 31 December 2015 and 1 January 2016	於二零一五年十二月三十一日 及二零一六年一月一日	3,486,562,556	174,328
Issue of shares upon exercise of share options	於行使購股權時發行股份	56,000,000	2,800
At 31 December 2016	於二零一六年十二月三十一日	3,542,562,556	177,128

All issued shares rank pari passu in all respects including all rights as to dividends, voting and return of capital.

所有已發行股份在所有方面享有同等權利，包括有關股息、投票及資本退還之所有權利。

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30. SHARE-BASED PAYMENTS

- (a) Pursuant to the general meeting held on 24 September 2004, a share option scheme ("2004 Scheme") was adopted by the Company. The purpose of the 2004 Scheme provides incentives or rewards to the eligible participants (including but not limited to employees, directors, suppliers and customers of the Group) ("Qualified Persons") for their contribution to the Group and/or to enable the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group.

Pursuant to this 10-year term 2004 Scheme, the Company can grant share options to the Qualified Persons for a consideration of HK\$1.00 for each grant payable by the Qualified Persons. The total number of the shares issued and to be issued upon exercise of the share options granted to each Qualified Person (including exercised, cancelled and outstanding share options) in any 12-month period shall not exceed 1% of the shares then in issue. Pursuant to a resolution passed on the annual general meeting of the Company, dated 24 April 2014, the Company can grant 161,201,291 share options to the Qualified Persons. At 31 December 2016, the number of shares in respect of which options has been granted and remained outstanding under the 2004 Scheme was 53,200,000 (2015: 113,200,000), representing 1.5% (2015: 3.2%) of the Company's shares in issue at that date.

The exercise price in relation to each share option pursuant to the 2004 Scheme shall be not less than the highest of (i) the closing price of the shares as stated in the Stock Exchange's daily quotation sheets on the date on which the share option is offered to a Qualified Person; or (ii) the average of the closing prices of the shares as stated in the Stock Exchange's daily quotation sheets for the 5 business days immediately preceding the date of offer; or (iii) the nominal value of a share of the Company. There shall be no minimum holding period for the vesting or exercise of the share options under the 2004 Scheme but the share options are exercisable within the option period as determined by the board of directors of the Company.

30. 股份付款

- (a) 根據於二零零四年九月二十四日舉行之股東大會，本公司已採納一項購股權計劃（「二零零四年計劃」）。二零零四年計劃旨在向合資格參與者（包括但不限於本集團之僱員、董事、供應商及客戶）（「合資格人士」）提供獎勵或回報，以激勵或獎勵彼等為本集團作出之貢獻及／或令本集團得以聘請及留聘優秀僱員，並招攬對本集團有價值之人力資源。

根據此十年期之二零零四年計劃，本公司可向合資格人士授出購股權，而合資格人士須就每份授出購股權支付1.00港元之代價。每名合資格人士於任何12個月期間內因行使獲授之購股權（包括已行使、已註銷及尚未行使之購股權）而獲發行及將獲發行之股份總數，不得超過當時已發行股份之1%。根據於本公司股東週年大會上通過日期為二零一四年四月二十四日之決議案，本公司可向合資格人士授出161,201,291份購股權。於二零一六年十二月三十一日，根據二零零四年計劃已獲授出但尚未行使之購股權所涉及之股份數目為53,200,000股（二零一五年：113,200,000股），佔本公司於該日已發行股份之1.5%（二零一五年：3.2%）。

根據二零零四年計劃，每份購股權之行使價不得低於(i)向合資格人士提呈授出購股權當日聯交所每日報價表所列之股份收市價；或(ii)於緊接提呈授出日期前5個交易日聯交所每日報價表所列之股份平均收市價；或(iii)本公司股份面值（以最高者為準）。根據二零零四年計劃，並無有關購股權歸屬或行使前必須持有之最短期限，惟購股權須於本公司董事會釐定之購股權期限內行使。

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30. SHARE-BASED PAYMENTS (Continued)

- (a) Movements in share options to subscribe for ordinary shares in the Company under the 2004 Scheme during the year and their weighted average exercise price are as follows:

		Number of share options 購股權數目		Weighted average exercise price 加權平均行使價	
		2016 二零一六年	2015 二零一五年	2016 HK\$ 港元	2015 HK\$ 港元
Outstanding at 1 January	於一月一日未行使	113,200,000	150,000,000	0.212	0.220
Exercised	已行使	(56,000,000)	(14,800,000)	0.183	0.199
Forfeited	已沒收	(4,000,000)	(22,000,000)	0.183	0.277
Outstanding at 31 December	於十二月三十一日未行使	53,200,000	113,200,000	0.246	0.212
Exercisable at 31 December	於十二月三十一日可予行使	53,200,000	113,200,000	0.246	0.212

Notes:

- (i) The weighted average closing price of the Company's shares immediately before the dates on which the share options were exercised is HK\$0.235 (2015: HK\$0.349).

30. 股份付款 (續)

- (a) 年內根據二零零四年計劃可認購本公司普通股之購股權之變動及其加權平均行使價如下：

附註：

- (i) 緊接購股權獲行使當日前本公司股份之加權平均收市價為0.235港元(二零一五年：0.349港元)。

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30. SHARE-BASED PAYMENTS (Continued)

(a) (Continued)

Notes: (Continued)

- (ii) The exercise prices and expiry dates of share options under the 2004 Scheme outstanding at the reporting date are as follows:

Expiry dates 屆滿日期		Number of share options 購股權數目		Exercise price 行使價	
		2016 二零一六年	2015 二零一五年	2016 二零一六年 HK\$ 港元	2015 二零一五年 HK\$ 港元
24/07/2016	二零一六年七月二十四日	–	60,000,000	0.183	0.183
20/06/2017	二零一七年六月二十日	52,000,000	52,000,000	0.245	0.245
25/08/2021	二零二一年八月二十五日	1,200,000	1,200,000	0.280	0.280
		53,200,000	113,200,000		

The weighted average remaining contractual life of share options outstanding at 31 December 2016 is 0.6 year (2015: 1.0 year).

30. 股份付款 (續)

(a) (續)

附註：(續)

- (ii) 於報告日期尚未行使之二零零四年計劃項下之購股權之行使價及屆滿日期如下：

於二零一六年十二月三十一日，尚未行使購股權之加權平均餘下合約期限為0.6年(二零一五年：1.0年)。

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30. SHARE-BASED PAYMENTS (Continued)

- (b) Pursuant to a special general meeting held on 15 October 2014, a new share option scheme ("2014 Scheme") was approved by the shareholders of the Company in place of the 2004 Scheme. The share options granted for the 2004 Scheme shall continue to be valid and exercisable in accordance with the 2004 Scheme.

The 2014 Scheme is also valid and effective for 10 years, after which no further share options may be issued under the 2014 Scheme but any share options granted thereto shall remain exercisable in accordance with the 2014 Scheme. The purpose of the 2014 Scheme is to enable the Group to grant share options to the Qualified Persons as incentives or rewards for their contribution to the Group.

The maximum number of shares which can be granted under the 2014 Scheme may not exceed 10% of the issued share capital of the Company from time to time. Pursuant to a resolution passed on the annual general meeting of the Company, dated 15 October 2014, the Company can grant 161,201,291 share options to the Qualified Persons, until the next time of refreshment. The maximum number of shares which can be granted under the 2004 Scheme and the 2014 Scheme may not in aggregate exceed 30% of the issued share capital of the Company from time to time. The total number of shares issuable under the 2004 Scheme and the 2014 Scheme to each Qualified Persons within any 12-month's period shall not exceed 1% of the issued share capital of the Company for the time being. Any further grant of share options in excess of this limit is subject to shareholders' approval.

Any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time or with an aggregate value (based on the closing price of the Company's shares at the date of the grant) in excess of HK\$5,000,000, within any 12-month period, are subject to prior shareholders' approval in a general meeting.

30. 股份付款(續)

- (b) 根據於二零一四年十月十五日舉行之股東特別大會，本公司股東已批准一項新購股權計劃（「二零一四年計劃」）以取代二零零四年計劃。就二零零四年計劃授出之購股權根據二零一四年計劃仍將有效及可予行使。

二零一四年計劃亦於十年內有效及有效力，其後或不會再根據二零一四年計劃授出購股權，惟有關已授出之任何購股權仍將根據二零一四年計劃可予行使。二零一四年計劃旨在使本集團向合資格人士授出購股權，作為彼等為本集團作出貢獻之獎勵或回報。

根據二零一四年計劃能授出之股份數目最多不得超過本公司不時已發行股本之10%。根據於本公司股東週年大會上通過日期為二零一四年十月十五日之決議案，本公司可於下次更新購股權前向合資格人士授出161,201,291份購股權。根據二零零四年計劃及二零一四年計劃能授出之股份數目最多合共不得超過本公司不時已發行股本之30%。根據二零零四年計劃及二零一四年計劃於任何十二個月期間內可向各合資格人士發行之股份總數不得超過本公司當時已發行股本之1%。進一步授出超過此限額之任何購股權須經股東批准。

倘於任何十二個月期間內向本公司主要股東或獨立非執行董事或彼等之任何聯繫人士授出之任何購股權超過本公司於任何時候已發行股份之0.1%或總值（根據本公司股份於授出日期之收市價計算）超過5,000,000港元，須經股東於股東大會上事先批准。

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30. SHARE-BASED PAYMENTS (Continued)

(b) (Continued)

The exercise price in relation to each share option pursuant to the 2014 Scheme shall be not less than the highest of (i) the closing price of the shares as stated in the Stock Exchange's daily quotation sheets on the date on which the share option is offered to a Qualified Person; or (ii) the average of the closing prices of the shares as stated in the Stock Exchange's daily quotation sheets for the 5 business days immediately preceding the date of offer; or (iii) the nominal value of a share of the Company. There shall be no minimum holding period for the vesting or exercise of the share options under the 2014 Scheme but the share options are exercisable within the option period as determined by the board of directors of the Company.

No share options have been granted under the 2014 Scheme since its adoption.

- (c) On 19 June 2014, the Company and Rotaland Limited (the "Consultant") entered into a consultancy agreement (the "Consultancy Agreement") pursuant to which the Company engaged the Consultant to provide marketing and introduction services advice and guidance to support the Group's business expansion and development (the "Consultancy Services") for a fixed term of three years.

As consideration for the Consultancy Services, the Company has, upon the signing of the Consultancy Agreement, conditionally granted to the Consultant an option (the "Option"), at a nominal consideration of HK\$1.00, to subscribe for 140,000,000 shares of HK\$0.05 each in the share capital of the Company ("Option Shares") at an exercise price of HK\$0.25 per Option Share.

The Option is exercisable for 3 years from the date of Consultancy Agreement. Vesting of the Option is conditional upon the achievement of certain performance target by a subsidiary of the Company. None of the Option was exercised since granted or exercisable at 31 December 2016 and 2015. The weighted average remaining contractual life of Option outstanding at 31 December 2016 is 0.5 year (2015: 1.5 years).

30. 股份付款 (續)

(b) (續)

根據二零一四年計劃，每份購股權之行使價不得低於(i)向合資格人士提呈授出購股權當日聯交所每日報價表所列之股份收市價；或(ii)於緊接提呈授出日期前5個交易日聯交所每日報價表所列之股份平均收市價；或(iii)本公司股份面值(以最高者為準)。根據二零一四年計劃，並無有關購股權歸屬或行使前必須持有之最短期限，惟購股權須於本公司董事會釐定之購股權期限內行使。

自採納二零一四年計劃起尚未根據二零一四年計劃授出購股權。

- (c) 於二零一四年六月十九日，本公司與Rotaland Limited(「顧問」)訂立一份顧問協議(「顧問協議」)，據此，本公司委聘顧問提供市場推廣及引薦服務建議和指引，以支援本集團之業務擴充及發展(「顧問服務」)，固定年期為三年。

作為顧問服務之代價，本公司於簽署顧問協議時已有條件地按名義代價1.00港元向顧問授出購股權(「購股權」)，可認購140,000,000股本公司股本中每股面值0.05港元之股份(「購股權股份」)，行使價為每股購股權股份0.25港元。

購股權可由顧問協議日期起計三年期間內行使。購股權之歸屬待本公司之附屬公司達成若干表現目標後方可作實。概無購股權自授出起或於二零一六年及二零一五年十二月三十一日可予行使獲行使。於二零一六年十二月三十一日，尚未行使購股權之加權平均餘下合約期限為0.5年(二零一五年：1.5年)。

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30. SHARE-BASED PAYMENTS (Continued)

No equity-settled share-based payment expense was recognised for the years ended 31 December 2016 and 2015. No liabilities were recognised as these were all equity-settled share-based payment transactions.

31. ACQUISITION OF A SUBSIDIARY

In order to focus on private equity and venture capital investment as well as conducting foreign investment activities and planning to expand its business into Mainland China through Closer Economic Partnership Arrangement in the future, the Group acquired the entire equity interest in Puru Saxena Limited ("PSL"), which is a company licensed to carry on the business of advising on securities and asset management in Hong Kong. The transaction was completed on 24 August 2016 at a cash consideration of HK\$7,485,000.

Fair value of identifiable assets acquired and liabilities assumed and the net cash outflow in respect of the above transaction are summarised below:

30. 股份付款(續)

截至二零一六年及二零一五年十二月三十一日止年度，並無確認任何股本結算股份付款開支。由於該等付款均為股本結算股份付款交易，故並無確認任何負債。

31. 收購一間附屬公司

為專注於私募股權及創業資本投資，以及開展對外投資活動及計劃於未來透過更緊密經貿關係安排(CEPA)將其業務擴展至中國內地，本集團已收購Puru Saxena Limited(「PSL」)之全部股本權益，該公司為一間於香港擁有牌照可從事證券諮詢及資產管理業務的公司。有關交易已於二零一六年八月二十四日完成，現金代價為7,485,000港元。

有關上述交易之所收購之可識別資產及所承擔負債之公平值及現金流出淨額概述如下：

		HK\$'000 千港元
Fair value of identifiable net assets acquired: 所收購之可識別資產淨值之公平值：		
Other receivables	其他應收賬款	211
Cash and cash equivalents	現金及現金等同項目	439
Other payables	其他應付賬款	(165)
		485
Goodwill on acquisition	收購產生之商譽	7,000
Total consideration	代價總額	7,485
Net cash outflow: 現金流出淨額：		
Cash consideration paid	已付現金代價	7,485
Less: Cash and cash equivalents acquired	減：已收購現金及現金等同項目	(439)
		7,046

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31. ACQUISITION OF A SUBSIDIARY (Continued)

Fair value of the receivables as at the date of acquisition amounted to HK\$211,000 which represented the gross carrying amount and none of them are not expected to be collected. Goodwill of HK\$7,000,000 recognised above primarily related to the key personnel of PSL. Goodwill has been allocated to the asset management segment and is not expected to be deductible for tax purpose. Acquisition-related costs amounted to HK\$583,000 and were not included as part of the consideration transferred and have been recognised as an expense in the consolidated profit or loss, as part of "Other expenses".

Since the acquisition, PSL contributed insignificant amount to the consolidated profit or loss. Had the acquisition been completed on 1 January 2016, there is no significant impact to revenue and loss for the year.

32. RESERVES

SHARE PREMIUM

Under the Bermuda Companies Act 1981, the funds in the share premium account of the Company may be credited to a contributed surplus account of the Company. Such contributed surplus, may be distributed when the Company is able to settle its liabilities when they fall due after such payment.

SHAREHOLDER'S CONTRIBUTION

Shareholder's contribution represents the amount of borrowing due by the Company which was waived by a former shareholder during the year ended 30 April 2008.

CAPITAL REDEMPTION RESERVE

Capital redemption reserve was arising from the repurchase and cancelled of 47,720,000 ordinary shares of HK\$0.01 each during the year ended 30 April 2001.

CONVERTIBLE BOND EQUITY RESERVE

Convertible bond equity reserve represents the equity component of SYHL Bonds issued in 2014 which had not been converted into ordinary shares of the Company.

31. 收購一間附屬公司(續)

應收賬款於收購日期之公平值為211,000港元(即賬面總值)，預期該等賬款將悉數收回。上文確認之商譽7,000,000港元主要與PSL之關鍵人士有關。商譽已分配至資產管理分部，並預期不會為稅務目的作扣減。收購相關成本583,000港元不會計入所轉讓代價，並已於綜合損益確認為開支作為「其他費用」之一部分。

收購後，PSL為綜合損益貢獻的收益微乎其微。假設收購已於二零一六年一月一日完成，故對年內收益及虧損之影響並不重大。

32. 儲備

股份溢價

根據一九八一年百慕達公司法，本公司股份溢價賬之資金可計入本公司繳入盈餘賬。倘本公司於支付後其負債到期時能償還負債，則該繳入盈餘可予分派。

股東注資

股東注資指本公司結欠之借貸數額，該等款項於截至二零零八年四月三十日止年度獲前股東豁免。

股本贖回儲備

股本贖回儲備指於截至二零零一年四月三十日止年度購回及註銷的每股面值0.01港元之47,720,000股普通股。

可換股債券權益儲備

可換股債券權益儲備指於二零一四年發行之盛源控股債券權益部分，該等可換股債券尚未轉換為本公司之普通股。

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32. RESERVES (Continued)

CONTINGENT CONSIDERATION RESERVE

Contingent consideration reserve represented the remaining balance of the consideration for the acquisition of a subsidiary in 2014 that might be satisfied by way of allotment and issue of 556,585,714 shares of HK\$0.05 each by the Company if the profit target set out in the related acquisition agreement had been fulfilled within one year after the completion. As the profit target had not been fulfilled before the end of profit target period in 2015, the contingent consideration reserve was transferred to accumulated losses in that year.

SHARE OPTION RESERVE

Share option reserve represents the portion of the grant date fair value of the unexercised share options of the Company.

CURRENCY TRANSLATION RESERVE

Currency translation reserve represents all the foreign exchange differences arising from the translation of the financial statements and goodwill through acquisition of foreign operations from their functional currencies to the Group's presentation currency.

32. 儲備(續)

或然代價儲備

或然代價儲備指於二零一四年收購一間附屬公司之代價餘額，倘相關收購協議中所載利潤目標於完成後一年內達成，則本公司將透過配發及發行每股面值0.05港元之556,585,714股股份支付該餘額。由於於二零一五年利潤目標期間結束前未能達成利潤目標，故或然代價儲備已轉撥至該年度之累計虧損。

購股權儲備

購股權儲備指本公司未獲行使購股權授出日公平值部分。

貨幣換算儲備

貨幣換算儲備指將海外業務財務報表及透過收購產生之商譽由其功能貨幣換算為本集團呈列貨幣產生之所有外匯差額。

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33. COMMITMENTS

OPERATING LEASE COMMITMENTS

At the reporting date, the total future minimum lease payments under non-cancellable operating leases, in respect of land and buildings, are payable as follows:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Within one year	一年內	9,639	6,730
In the second to fifth years, inclusive	第二年至第五年(包括首尾兩年)	13,036	234
		22,675	6,964

The Group leases a number of properties under operating leases. The leases run for an initial period of 1 to 3 years (2015: 1 to 3 years). None of the leases include contingent rentals.

OTHER COMMITMENTS

At the reporting date, the total future minimum service fee payments under non-cancellable service agreements are payable as follows:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Within one year	一年內	1,733	2,022
In the second to fifth years, inclusive	第二年至第五年(包括首尾兩年)	–	1,733
		1,733	3,755

33. 承擔

經營租約承擔

於報告日期，本集團根據不可撤銷經營租約就土地及樓宇須承擔未來最低租賃款項總額如下：

	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Within one year	9,639	6,730
In the second to fifth years, inclusive	13,036	234
	22,675	6,964

本集團根據經營租約租賃多項物業。租約初始期限為一至三年(二零一五年：一至三年)。概無租約包含或然租金。

其他承擔

於報告日期，本集團根據不可撤銷服務協議須承擔之未來最低服務費用總額如下：

	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Within one year	1,733	2,022
In the second to fifth years, inclusive	–	1,733
	1,733	3,755

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34. RELATED PARTY TRANSACTIONS AND DIRECTORS' MATERIAL INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

In addition to the transactions and balances detailed elsewhere in these financial statements, the Group had the following material transactions with related parties during the year:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Mr. Wu Siu Lam, William	胡少霖先生		
– Commission and brokerage income from securities dealing	– 證券交易之佣金及經紀收入	5	13
Ms. Cheng Kit Sum, Clara	鄭潔心女士		
– Commission and brokerage income from securities dealing	– 證券交易之佣金及經紀收入	–	3
King Lion Group Limited (note)	King Lion Group Limited (附註)		
– Interest expense	– 利息開支	472	–

Note:

Interest expense of HK\$472,000 (2015: Nil) payable to King Lion Group Limited, a substantial shareholder of the Company, was arising from the loans advanced from this entity during the year of HK\$20,000,000 (2015: Nil) and HK\$5,000,000 (2015: Nil) was repaid during the year.

Except as disclosed above, no other transactions, arrangements or contracts of significance in relation to the Group's business to which the Company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted during or at the end of the financial year.

COMPENSATION OF KEY MANAGEMENT PERSONNEL

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Short-term employee benefits	短期僱員福利	4,415	4,694
Post-employment benefits	退休福利	215	215
		4,630	4,909

34. 關連人士交易及董事於交易、安排或合約中之重大權益

除該等財務報表其他地方詳述之交易及結餘外，本集團於年內與關連人士進行之重大交易如下：

附註：

本公司主要股東King Lion Group Limited於年內墊付之貸款20,000,000港元(二零一五年：無)及5,000,000港元(二零一五年：無)產生之應付該實體之利息開支472,000港元(二零一五年：無)已於年內償還。

除上文所披露者外，於財政年度內或於財政年度結算日，概無與本集團業務(本公司為當中一方)有關，且本公司董事於當中直接或間接擁有重大權益之其他交易、安排或重大合約。

主要管理層人員薪酬

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35. SUMMARY OF FINANCIAL ASSETS AND LIABILITIES BY CATEGORY

The carrying amounts of the Group's financial assets and liabilities as recognised at the reporting dates are categorised as follows:

35. 按類別劃分之金融資產及負債概要

本集團於報告日期確認之金融資產及負債賬面值分類如下：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Financial assets	金融資產		
Financial assets at fair value through profit or loss (classified as held for trading)	按公平值計入損益之金融資產 (分類為持作買賣)		
– Held for trading investments	– 持作買賣用途投資	232,157	184,304
– Derivative financial instruments	– 衍生金融工具	–	3,667
		232,157	187,971
Loans and receivables	貸款及應收賬款		
– Other assets	– 其他資產	1,730	1,730
– Trade receivables	– 貿易應收賬款	26,244	286,592
– Other receivables	– 其他應收賬款	4,852	2,405
– Trust bank balances held on behalf of clients	– 代客戶持有之信託銀行結餘	301,145	51,381
– Cash and cash equivalents	– 現金及現金等同項目	126,461	60,536
		460,432	402,644
		692,589	590,615
Financial liabilities	金融負債		
Financial liabilities at amortised cost	按攤銷成本入賬之金融負債		
– Trade and other payables and accruals	– 貿易及其他應付賬款以及應計費用	419,549	117,030
– Borrowings	– 借貸	26,427	222,314
– Convertible bonds	– 可換股債券	165,802	148,462
		611,778	487,806

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36. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's major financial instruments are disclosed in note 35. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management manages and monitors these risks to ensure appropriate measures are implemented on a timely and effective manner.

MARKET RISK

(A) CURRENCY RISK

The Group is exposed to currency risk primarily through sales and purchases which give rise to receivables, borrowings and cash balances that are denominated in a currency other than the functional currency of the operations to which the transactions relate. The currencies giving rise to this risk are RMB and US\$.

To manage the currency risk, the Group ensures that the net exposure is kept to an acceptable level, by buying or selling foreign currencies at spot rates where necessary to address short-term imbalances. The Group may also use foreign exchange forward contracts to minimise its currency risk exposure, except for those transactions denominated in US\$ which are, or are expected to be, entered into by operations with a functional currency of HK\$. No foreign exchange forward contracts are entered for these transactions as the Group considers the risk of changes in exchange rates between HK\$ and US\$ to be insignificant.

36. 財務風險管理目標及政策

本集團主要金融工具披露於附註35。該等金融工具之相關風險及有關減低該等風險之政策載於下文。管理層管理及監察該等風險，確保適時及有效地採取適當措施。

市場風險

(A) 貨幣風險

本集團面臨之貨幣風險主要來自產生應收賬款、借貸及現金結餘（以交易相關業務功能貨幣以外貨幣計值）之買賣。產生此風險之貨幣為人民幣及美元。

為管理貨幣風險，本集團透過於需要時按現貨匯率買入或售出針對短期需要外匯，確保風險淨額維持在可接受水平。本集團亦會使用外匯遠期合約將其貨幣風險（以美元計值之交易除外，該等交易為或預期為功能貨幣為港元之業務訂立）。本集團認為港元與美元匯率變動風險甚微，故並無就此等交易訂立外匯遠期合約。

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36. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

36. 財務風險管理目標及政策(續)

MARKET RISK (Continued)

(A) CURRENCY RISK (Continued)

The following table details the Group's financial assets and liabilities denominated in currencies, other than the functional currency of the entities to which they relate, at the end of the reporting period:

		Expressed in HK\$ 以港元呈列			
		2016 二零一六年		2015 二零一五年	
		US\$ 美元	RMB 人民幣	US\$ 美元	RMB 人民幣
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
Trade and other receivables	貿易及其他應收賬款	7,030	2,061	–	224,024
Trust bank balances held on behalf of clients	代表客戶持有之 信託銀行結餘	827	–	20	–
Cash and cash equivalents	現金及現金等同項目	12,226	768	1,000	3,599
Trade and other payables	貿易及其他應付賬款	(5,142)	(19)	(20)	–
Borrowings	借貸	–	–	–	(222,314)
Net exposure	風險淨額	14,941	2,810	1,000	5,309

The following table indicates the approximate change in the Group's loss for the year (and accumulated losses) and other components of consolidated equity in response to reasonably possible changes in the foreign exchange rates to which the Group has significant exposure at the end of reporting period. In this respect, the Group does not expect any significant changes in US\$/HK\$ exchange rates as US\$ is pegged to HK\$.

市場風險(續)

(A) 貨幣風險(續)

下表詳列本集團於報告期間結算日以相關實體功能貨幣以外貨幣計值之金融資產及金融負債：

下表列示本集團年內虧損(及累計虧損)以及綜合權益其他部分因匯率合理變動之概約變動，本集團於報告期間結算日面臨重大外匯風險。就此而言，本集團預期，因美元與港元掛鈎，故美元／港元匯率不會有任何重大變動。

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36. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

36. 財務風險管理目標及政策 (續)

MARKET RISK (Continued)

(A) CURRENCY RISK (Continued)

A positive number below indicates a decrease in loss (and accumulated losses) for the year. For an increase in loss (and accumulated losses) for the year, the balances below would be negative.

市場風險 (續)

(A) 貨幣風險 (續)

下表正數表示年內虧損 (及累計虧損) 減少。倘年內虧損 (及累計虧損) 增加，則下表數據將為負數。

		Increase in RMB against HK\$ by 2% 人民幣兌港元升值 2%		Decrease in RMB against HK\$ by 2% 人民幣兌港元貶值 2%	
		Effect on loss for the year and accumulated losses 對年內虧損 及累計虧損 之影響 HK\$'000 千港元	Effect on other components of equity 對權益 其他部分 之影響 HK\$'000 千港元	Effect on loss for the year and accumulated losses 對年內虧損 及累計虧損 之影響 HK\$'000 千港元	Effect on other components of equity 對權益 其他部分 之影響 HK\$'000 千港元
2016	二零一六年	56	-	(56)	-
2015	二零一五年	106	-	(106)	-

The stated changes represent management's assessment of reasonably possible changes in foreign exchange rates over the period until the next annual reporting date. In the management's opinion, the sensitivity analysis is unrepresentative of the inherent currency risk as the exposure at the end of the reporting period does not reflect the exposure during the year.

上述變動指管理層對於直至下個年度報告期間止期間內之匯率合理可能變動之評估。管理層認為，敏感度分析並不代表固有貨幣風險，乃由於報告期間結算日之風險並不能反映年內風險。

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36. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

MARKET RISK (Continued)

(B) INTEREST RATE RISK

The Group is exposed to fair value interest rate risk in relation to borrowings (note 26) and convertible bonds (note 27) issued at fixed rates. The Group is also exposed to cash flow interest rate risk in relation to variable-rate financial assets of amounts due from cash and margin clients (note 21) and bank balances (notes 23 and 24).

To manage the interest rate risk, the Group may use interest rate swaps to achieve an appropriate mix of fixed and floating rate exposure consistent with the Group's policy. At 31 December 2016 and 2015, the Group did not have any outstanding interest rate swaps.

At 31 December 2016, if interest rates had increased by 2% (2015: 2%) while all other variables were held constant, the loss for the year would decrease by approximately HK\$8,363,000 (2015: decrease in loss by approximately HK\$1,995,000) and there would be a corresponding change in accumulated losses. If interest rates had decreased by 2% (2015: 2%) while all other variables were held constant, the loss for the year would increase by approximately HK\$8,363,000 (2015: increase in loss by approximately HK\$1,981,000) and there would be a corresponding change in accumulated losses. Other components of the consolidated equity would remain unchanged.

36. 財務風險管理目標及政策(續)

市場風險(續)

(B) 利率風險

本集團面臨與借貸(附註26)及按固定利率發行之可換股債券(附註27)相關之公平值利率風險。本集團亦面臨有關應收現金及孖展客戶款項(附註21)以及銀行結餘(附註23及24)之浮息金融資產之現金流利率風險。

為管理利率風險，本集團可使用利率掉期達至適當固定及浮動利率風險組合，以符合本集團政策。於二零一六年及二零一五年十二月三十一日，本集團並無任何尚未履約之利率掉期。

於二零一六年十二月三十一日，在所有其他變量維持不變的情況下，倘利率增長2%(二零一五年：2%)，則年內虧損將下降約8,363,000港元(二零一五年：虧損減少約1,995,000港元)，而累計虧損將相應變動。在所有其他變量維持不變的情況下，倘利率下跌2%(二零一五年：2%)，則年內虧損將增長約8,363,000港元(二零一五年：虧損增長約1,981,000港元)，而累計虧損將相應變動。綜合權益其他部分將維持不變。

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36. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

MARKET RISK (Continued)

(B) INTEREST RATE RISK (Continued)

The sensitivity analysis has been determined by assuming that the change in interest rates had occurred at the end of the reporting period and had been applied to re-measure those financial instruments held by the Group which expose the Group to fair value interest rate risk at the end of the reporting period. In respect of the exposure to cash flow interest rate risk arising from floating rate non-derivative instruments held by the Group at the end of the reporting period, the analysis is prepared by assuming these financial instruments outstanding at the end of the reporting period were outstanding for the whole year.

(C) EQUITY PRICE RISK

The Group is exposed to equity price risk through its investments in equity securities and investment funds classified as held for trading investments (note 22). The Group's equity securities are listed on the Stock Exchange and Shenzhen Stock Exchange while investment funds invest primarily in companies listed in Hong Kong and China Region. Decisions to buy and sell are based on daily monitoring of the performance of individual securities and investment funds as well as the liquidity needs.

The Group is also exposed to equity price risk arising from changes in the Company's own share price to the extent that the Company's own equity instruments underlie the fair values of derivatives or other financial liabilities of the Group. At the end of the reporting period, the Group is exposed to this risk through the equity-linked interest payments attached to the SYHL Bonds as disclosed in note 27 to these financial statements.

36. 財務風險管理目標及政策(續)

市場風險(續)

(B) 利率風險(續)

該敏感度分析乃基於假設於報告期間結算日出現利率變動而釐定，且已應用於重新計量本集團持有之該等令本集團於報告期間結算日面臨公平值利率風險的金融工具。就本集團於報告期間結算日持有之浮動利率非衍生工具產生之現金流利率風險而言，有關分析乃基於假設該等於報告期間結算日尚未償還之金融工具於整個年度均未償還。

(C) 股本價格風險

本集團基於分類為持作買賣用途投資(附註22)之股本證券投資及投資基金承受股本價格風險。本集團之股本證券於聯交所及深圳證券交易所上市，而投資基金主要投資於在香港及中國地區上市之公司。購買及出售決定乃基於對於個別證券及投資基金表現之日常監控以及流動資金需求而作出。

倘本集團之衍生工具或其他金融負債公平值建基於本公司本身之股本工具，則本集團亦因本公司本身之股價變動而承受股價風險。誠如該等財務報表附註27所披露，於報告期間結算日，本集團因盛源控股債券附帶之股權掛鈎付息而面對此風險。

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36. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

MARKET RISK (Continued)

(C) EQUITY PRICE RISK (Continued)

At 31 December 2016, if relevant equity prices had increased by 10% (2015: 10%) while all other variables were held constant, the loss for the year would decrease by approximately HK\$23,216,000 (2015: decrease in loss by approximately HK\$19,054,000) and there would be a corresponding change in accumulated losses. If relevant equity prices had decreased by 10% (2015: 10%) while all other variables were held constant, the loss for the year would increase by approximately HK\$23,216,000 (2015: increase in loss by approximately HK\$19,436,000) and there would be a corresponding change in accumulated losses. Other components of the consolidated equity would remain unchanged.

The sensitivity analysis has been determined by assuming that the changes in equity price had occurred at the end of the reporting period and has been applied to those instruments which expose the Group to equity price risk at that date. In the management's opinion, the sensitivity analysis is unrepresentative of the inherent equity price risk as the exposure at the end of the reporting period does not reflect the exposure during the year.

CREDIT RISK

The Group's maximum exposure to credit risk in the event of the counterparties' failure to perform their obligations in relation to each class of recognised financial assets is the carrying amount of those assets as stated in the consolidated statement of financial position.

36. 財務風險管理目標及政策(續)

市場風險(續)

(C) 股本價格風險(續)

於二零一六年十二月三十一日，在所有其他變量維持不變的情況下，倘相關股本價格增長10%（二零一五年：10%），則年內虧損將下降約23,216,000港元（二零一五年：虧損下降約19,054,000港元），而累計虧損將相應變動。在所有其他變量維持不變的情況下，倘相關股本價格減少10%（二零一五年：10%），則年內虧損將增長約23,216,000港元（二零一五年：虧損增長約19,436,000港元），而累計虧損將相應變動。綜合權益其他部分將維持不變。

該敏感度分析乃基於假設於報告期間結算日出現股本價格變動而釐定，且已應用於該等令本集團於該日面臨股本價格風險的工具。管理層認為，敏感度分析並不代表固有股本價格風險，乃由於報告期間結算日之風險並不能反映年內風險。

信貸風險

倘對手方未能履行責任，則本集團就各類別已確認之金融資產所面對最大信貸風險為綜合財務狀況表內載列該等資產之賬面值。

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36. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

CREDIT RISK (Continued)

In order to minimise the credit risk on trade receivables, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. The management closely monitors the subsequent settlement of the debts and does not grant long credit period to new customers. In this regard, the directors of the Company consider that the Group's credit risk on trade receivables is significantly reduced.

The credit risk on liquid funds is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies. The credit risk on other assets is limited because the counterparties are regulated entities.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each counterparty rather than the geographical area or industry and therefore significant concentrations of credit risk primarily arise when the Group has significant exposure to individual counterparties. At 31 December 2016, the Group had concentration of credit risk on trade receivables as 51% of the balance was due from five largest debtors (2015: 78% was due from a single debtor). Further quantitative data in respect of the Group's exposure to credit risk arising from trade receivables are disclosed in note 21 to these financial statements.

LIQUIDITY RISK

Liquidity risk is the risk that the Group will encounter difficulty in meeting obligations associated with its financial liabilities that are settled by delivering cash or another financial assets. The Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows.

36. 財務風險管理目標及政策 (續)

信貸風險 (續)

為盡量減低貿易應收賬款信貸風險，本集團管理層已委派專責團隊負責釐定信貸限額、信貸批核及其他監控程序，以確保採取跟進行動收回逾期債項。管理層密切監控債務之其後清償情況，且不會授予新客戶長信貸期。本公司董事認為，此舉可大幅減低本集團之貿易應收賬款信貸風險。

由於對手方均為獲國際信貸評級機構高信貸評級的銀行，因此流動資金相關信貸風險有限。因對手方均為受監管實體，故其他資產之信貸風險有限。

本集團所面對之信貸風險主要受各對手方之個別特徵所影響，而非受地理位置或行業所影響，因此，本集團重大集中信貸風險主要因承擔個別對手方之重大風險而產生。於二零一六年十二月三十一日，由於51%結餘為應收五大債務人之款項(二零一五年：78%為應收單一債務人之款項)，故本集團貿易應收賬款面臨集中信貸風險。有關本集團就貿易應收賬款信貸風險所承擔風險之進一步量化數據於該等財務報表附註21中披露。

流動資金風險

流動資金風險指本集團履行與透過交付現金或其他金融資產結算之金融負債有關之責任時將遭遇困難之風險。本集團監控並維持管理層認為足以撥付本集團營運所需現金及現金等同項目水平，並盡量減低現金流量波動之影響。

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36. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

36. 財務風險管理目標及政策(續)

LIQUIDITY RISK (Continued)

The following table details the remaining contractual maturities for its non-derivative financial liabilities and derivative financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The undiscounted cash flows include both interest and principal payments:

流動資金風險(續)

下表詳列非衍生金融負債及衍生金融負債之餘下合約到期情況。該表按照本集團可能被要求支付之最早日期金融負債之未折現現金流量編製。未貼現現金流包括利息及本金付款：

		Carrying amount	Total contractual undiscounted cash flow 合約未貼現現金流總額	Less than 6 months	6 months to 1 year	2 to 5 years
		賬面值 HK\$'000 千港元	現金流總額 HK\$'000 千港元	少於六個月 HK\$'000 千港元	六個月至一年 HK\$'000 千港元	兩至五年 HK\$'000 千港元
At 31 December 2016	於二零一六年十二月三十一日					
Trade and other payables and accruals	貿易及其他應付賬款以及應計費用	419,549	419,549	419,549	-	-
Borrowings	借貸	26,427	26,507	26,507	-	-
Convertible bonds	可換股債券	165,802	190,800	-	190,800	-
		611,778	636,856	446,056	190,800	-
At 31 December 2015	於二零一五年十二月三十一日					
Trade and other payables and accruals	貿易及其他應付賬款以及應計費用	117,030	117,030	117,030	-	-
Borrowings	借貸	222,314	224,024	224,024	-	-
Convertible bonds	可換股債券	148,462	201,600	-	10,800	190,800
		487,806	542,654	341,054	10,800	190,800

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37. FAIR VALUE MEASUREMENT

FINANCIAL INSTRUMENTS MEASURED AT FAIR VALUE

The following table presents the Group's financial instruments measured at fair value on a recurring basis in the consolidated statement of financial position according to the fair value hierarchy. The hierarchy groups financial instruments into three levels based on the relative reliability of significant inputs used in measuring the fair value of these financial instruments. The fair value hierarchy has the following levels:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the assets or liabilities, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3: inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

37. 公平值計量

按公平值計量之金融工具

下表呈列本集團根據公平值等級制度於綜合財務狀況表以循環基準按公平值計量之金融工具。該等級制度根據該等金融工具之公平值計量所採用之重要輸入值之相對可靠性，將金融工具分為三層。公平值等級制度分層如下：

- 第一級：可識別資產或負債於活躍市場之報價（未經調整）；
- 第二級：資產或負債直接（即價格）或間接（即價格衍生）可觀察之輸入值，第一層包括之報價除外；及
- 第三級：資產或負債並非根據可觀察市場數據之輸入值（不可觀察輸入值）計算。

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37. FAIR VALUE MEASUREMENT (Continued)

37. 公平值計量 (續)

FINANCIAL INSTRUMENTS MEASURED AT FAIR VALUE (Continued)

按公平值計量之金融工具 (續)

		Level 1 第一級 HK\$'000 千港元 (note (a)) (附註(a))	Level 2 第二級 HK\$'000 千港元	Level 3 第三級 HK\$'000 千港元 (note (b)) (附註(b))	Total 總計 HK\$'000 千港元
At 31 December 2016	於二零一六年 十二月三十一日				
Financial assets at fair value through profit or loss	按公平值計入損益 之金融資產				
– Listed equity securities	– 上市股本證券	135,110	–	–	135,110
– Unlisted investment funds	– 非上市投資基金	–	–	97,047	97,047
– Derivative component of SYHL Bonds	– 盛源控股債券 之衍生工具部分	–	–	–	–
		135,110	–	97,047	232,157
At 31 December 2015	於二零一五年 十二月三十一日				
Financial assets at fair value through profit or loss	按公平值計入損益 之金融資產				
– Listed equity securities	– 上市股本證券	17,173	–	–	17,173
– Unlisted investment funds	– 非上市投資基金	–	–	167,131	167,131
– Derivative component of SYHL Bonds	– 盛源控股債券 之衍生工具部分	–	–	3,667	3,667
		17,173	–	170,798	187,971

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37. FAIR VALUE MEASUREMENT (Continued)

FINANCIAL INSTRUMENTS MEASURED AT FAIR VALUE (Continued)

The levels in the fair value hierarchy within which the financial instruments are categorised in its entirety are based on the lowest level of input that is significant to the fair value measurement. There were no transfers between levels 1 and 2 or transfers into or out of level 3 in the reporting periods. The Group's policy is to recognise transfers between levels of fair value hierarchy at the date of the event or change in circumstances that caused the transfer.

(A) FINANCIAL INSTRUMENTS IN LEVEL 1

The fair value of the listed equity securities is based on the quoted market prices at the reporting date. The quoted market price used for the listed equity securities held by the Group is the current bid price.

(B) FINANCIAL INSTRUMENTS IN LEVEL 3

Unlisted investment funds

The fair value was determined with reference to the reported net asset value of the investment funds. Generally, a change in the net asset value of the investment fund is accompanied by a directionally similar change to the fair value measurement. It is estimated that a 10% (2015: 10%) increase/decrease in the net asset value of the investment funds at 31 December 2016 would increase/decrease the carrying amount of the investment funds by approximately HK\$9,705,000 (2015: HK\$16,713,000), while all other variables held constant.

37. 公平值計量(續)

按公平值計量之金融工具(續)

公平值等級制度分層乃基於對公平值計量而言屬重要的輸入值的最低層次，該分層對金融工具進行整體分類。於報告期內，第一級與第二級之間並無轉移，第三級亦並無轉入或轉出。本集團的政策是於致使轉移的事件或情況發生當日確認公平值級別之間的轉移。

(A) 第一級中的金融工具

上市股本證券之公平值乃基於報告日期之市場報價得出。本集團持有之上市股本證券所採用之市場報價為現行市場買入價。

(B) 第三級中的金融工具

非上市投資基金

公平值乃經參考已呈報之投資基金之資產淨值釐定。一般而言，投資基金資產淨值之變動會導致公平值計量出現類似方向變動。據估計，在所有其他因素不變情況下，投資基金於二零一六年十二月三十一日之資產淨值增加／減少10%（二零一五年：10%）將會導致投資基金之賬面值增加／減少約9,705,000港元（二零一五年：16,713,000港元）。

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37. FAIR VALUE MEASUREMENT (Continued)

FINANCIAL INSTRUMENTS MEASURED AT FAIR VALUE (Continued)

(B) FINANCIAL INSTRUMENTS IN LEVEL 3 (Continued)

Unlisted investment funds (Continued)

The reconciliation from the opening to the closing balances during the reporting periods is as follows:

37. 公平值計量 (續)

按公平值計量之金融工具 (續)

(B) 第三級中的金融工具 (續)

非上市投資基金 (續)

報告期初與期終之結餘對賬如下：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
At 1 January	於一月一日	167,131	20,306
Payments for purchases	就購買付款	14,516	146,088
Proceeds from sales	銷售所得款項	(98,728)	(25,901)
Changes in fair value recognised in “Other gains and losses” in consolidated profit or loss	已於綜合損益之 「其他收益及虧損」內 確認之公平值變動		
– Realised gains or losses	– 確認收益或虧損	6,074	10,189
– Unrealised gains or losses	– 未確認收益或虧損	8,054	16,449
		14,128	26,638
At 31 December	於十二月三十一日	97,047	167,131

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37. FAIR VALUE MEASUREMENT (Continued)

FINANCIAL INSTRUMENTS MEASURED AT FAIR VALUE (Continued)

(B) FINANCIAL INSTRUMENTS IN LEVEL 3 (Continued)

Derivative component embedded in SYHL Bonds

The reconciliation from the opening to the closing balances during the reporting periods is disclosed in note 27 to these financial statements. Fair value was determined by reference to valuations performed by Peak Vision Appraisals Limited, independent professionally qualified valuers, using the Binomial Option Pricing Model. Details of the parameters used in the model are as follows:

Parameters	參數	31/12/2016 二零一六年 十二月三十一日	31/12/2015 二零一五年 十二月三十一日
Share price of the Company	本公司之股價	HK\$0.29 0.29 港元	HK\$0.29 0.29 港元
Exercise price	行使價	HK\$0.35 0.35 港元	HK\$0.35 0.35 港元
Remaining life of the derivative	衍生工具之剩餘年期	0.88 - 1.00 year 0.88-1.00 年	1.88 - 2.00 years 1.88-2.00 年
Risk-free rate	無風險利率	0.89%-0.91%	0.38%-0.41%
Expected volatility	預期波幅	41.93%-44.78%	86.72%-88.83%
Expected dividend yield	預期股息率	0.00%	0.00%

37. 公平值計量(續)

按公平值計量之金融工具(續)

(B) 第三級中的金融工具(續)

盛源控股債券內含之衍生工具部分

報告期初與期終結餘之對賬披露於該等財務報表附註27。公平值乃參考獨立合資格專業估值師滙鋒評估有限公司採用二項式期權定價模型進行之估值釐定。模型所用之參數之詳情如下：

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37. FAIR VALUE MEASUREMENT (Continued)

FINANCIAL INSTRUMENTS MEASURED AT FAIR VALUE (Continued)

(B) FINANCIAL INSTRUMENTS IN LEVEL 3 (Continued)

Derivative component embedded in SYHL Bonds
(Continued)

Generally, a change in the Company's share price and volatility is accompanied by a directionally similar change to the fair value measurement whilst a change in the risk-free rate is accompanied by a directionally opposite change to the fair value measurement. The following table illustrates the sensitivity of the carrying amount of the derivative component embedded in SYHL bonds at 31 December 2016 and 2015 to a change in the significant unobservable inputs while all other variable held constant. A positive number below indicates a decrease in loss (and accumulated losses) for the year. For an increase in loss (and accumulated losses) for the year, the balances below would be negative.

37. 公平值計量 (續)

按公平值計量之金融工具 (續)

(B) 第三級中的金融工具 (續)

盛源控股債券內含之衍生工具部
分 (續)

一般而言，本公司股價及波幅之變動會導致公平值計量出現類似方向變動，而無風險利率之變動則會導致公平值計量出現反方向變動。下表闡述盛源控股債券內含之衍生工具部分於二零一六年及二零一五年十二月三十一日之賬面值，在所有其他因素不變情況下對重大不可觀察輸入值變動之敏感度。下表正數表示年內虧損（及累計虧損）減少，倘年內虧損（及累計虧損）增加，則下表數據將為負數。

		2016		2015	
		二零一六年		二零一五年	
		If higher	If lower	If higher	If lower
		倘上升	倘下跌	倘上升	倘下跌
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
+/- 10% (2015: 10%) in Company's share price	本公司股價上升／下跌10% (二零一五年：10%)	-	-	624	(1,006)
+/- 20% (2015: 20%) in volatility	波幅上升／下跌20% (二零一五年：20%)	-	-	1,167	(1,284)
+/- 2% (2015: 2%) in risk-free rate	無風險利率上升／下跌2% (二零一五年：2%)	-	-	(303)	317

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37. FAIR VALUE MEASUREMENT (Continued)

FINANCIAL INSTRUMENTS MEASURED AT AMORTISED COST

The fair value of the financial assets and financial liabilities at amortised cost under current assets and current liabilities, respectively, are not materially different from their carrying amount as they are all short term in nature.

The fair value and the carrying amount of the financial instruments of the Group, other than those whose carrying amount reasonably be approximate to their fair value, are as follows:

37. 公平值計量(續)

按攤銷成本計量之金融工具

流動資產及流動負債項下按攤銷成本入賬之金融資產及金融負債均為短期，故其公平值與其各自賬面值並無重大差別。

本集團金融工具(賬面值與其公平值合理概約相等之金融工具除外)公平值及賬面值如下：

		Carrying amount		Fair value	
		賬面值		公平值	
		2016	2015	2016	2015
		二零一六年	二零一五年	二零一六年	二零一五年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Financial liabilities	金融負債				
Liability component of convertible bonds	可換股債券負債部分				
– SYFS Bonds	– SYFS 債券	41,695	35,249	41,600	35,046
– SYHL Bonds	– 盛源控股債券	124,107	113,213	130,200	114,880
		165,802	148,462	171,800	149,926

The liability component of the convertible bonds are categorised under level 3 in the fair value hierarchy. Their fair values are estimated by discounting the expected future cash flows using an equivalent market interest rate for a similar convertible bond with consideration of the Group's own non-performance risk.

可換股債券之負債部分乃根據公平值等級制度第三級分類。其公平值經計及本集團自身不履約風險後，採用類似可換股債券之同等市場利率折現預期未來現金流量進行估計。

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38. OFFSETTING FINANCIAL ASSETS AND FINANCIAL LIABILITIES

The Group currently has a legally enforceable right to set off the Continuous Net Settlement (CNS) money obligations receivables and payables with HKSCC and it intends to settle on a net basis as trade receivables from or trade payables to HKSCC. For the net amounts of CNS money obligations receivables or payables (i.e. after set-off) and other receivables and payables (such as deposits included under other assets), they do not meet the criteria for offsetting in the consolidated financial statements since the right to set-off of the recognised amount is only enforceable following an event of default and the Group does not intend to settle the balance on a net basis.

The tables below set out the financial assets and liabilities subject to offsetting, enforceable master netting arrangement and similar arrangements:

38. 抵銷金融資產及金融負債

本集團目前具有法定強制執行權利，以對銷與香港結算之間以淨額結算持續淨額交收應收及應付賬款之款項承擔，且擬按淨額基準結算與香港結算之間之貿易應收賬款或貿易應付賬款。就以淨額結算持續淨額交收應收賬款或應付賬款（即抵銷後）以及其他應收及應付賬款（如其他資產項下之按金）之款項承擔淨額而言，由於抵銷已確認金額僅於違約事件發生後方可強制執行，且本集團不擬按淨額基準結算結餘，故有關款項並不符合於綜合財務報表抵銷之標準。

涉及抵銷、可強制執行主要抵銷安排及類似安排之金融資產及負債載列於下表：

		Amount due from HKSCC	
		應收香港結算款項	
		2016	2015
		二零一六年	二零一五年
		HK\$'000	HK\$'000
		千港元	千港元
Financial assets	金融資產		
Gross amount of recognised financial assets	已確認金融資產總額	1,680	32,543
Gross amount of recognised financial liabilities offset in the consolidated statement of financial position	於綜合財務狀況表抵銷之已確認金融負債總額	(1,680)	(1,502)
Net amounts of financial assets included in the consolidated statement of financial position	計入綜合財務狀況表之金融資產淨額	–	31,041
Related amount not set off in the consolidated statement of financial position	未於綜合財務狀況表抵銷之相關款項		
– financial instruments	– 金融工具	–	–
– financial collaterals	– 金融抵押品	–	–
Net amounts	淨額	–	31,041

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38. OFFSETTING FINANCIAL ASSETS AND FINANCIAL LIABILITIES (Continued)

38. 抵銷金融資產及金融負債(續)

		Amount due to HKSCC 應付香港結算款項	
		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Financial liabilities	金融負債		
Gross amount of recognised financial liabilities	已確認金融負債總額	36,036	1,502
Gross amount of recognised financial assets offset in the consolidated statement of financial position	於綜合財務狀況表抵銷之已確認金融資產總額	(1,680)	(1,502)
Net amounts of financial liabilities included in the consolidated statement of financial position	計入綜合財務狀況表之金融負債淨額	34,356	—
Related amount not set off in the consolidated statement of financial position	未於綜合財務狀況表抵銷之相關款項		
– financial instruments	– 金融工具	—	—
– financial collaterals	– 金融抵押品	—	—
Net amounts	淨額	34,356	—

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38. OFFSETTING FINANCIAL ASSETS AND FINANCIAL LIABILITIES (Continued)

The table below reconciles the “Net amounts of financial assets and financial liabilities included in the consolidated statement of financial position” as set out above to line items in the consolidated statement of financial position:

38. 抵銷金融資產及金融負債(續)

下表載列上文「計入綜合財務狀況表之金融資產及金融負債淨額」與綜合財務狀況表所列項目之對賬：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Trade and other receivables and prepayments	貿易及其他應收賬款以及預付款項		
Net amounts of financial assets included in the consolidated statement of financial position	計入綜合財務狀況表之金融資產淨額	–	31,041
Amount not within the scope of offsetting disclosure	抵銷披露範圍外款項	31,970	260,189
Trade and other receivables and prepayments presented in the consolidated statement of financial position	綜合財務狀況表呈列之貿易及其他應收賬款以及預付款項	31,970	291,230
Trade and other payables and accruals	貿易及其他應付賬款以及應計費用		
Net amounts of financial liabilities included in the consolidated statement of financial position	計入綜合財務狀況表之金融負債淨額	34,356	–
Amount not within the scope of offsetting disclosure	抵銷披露範圍外款項	385,193	117,030
Trade and other payables and accruals presented in the consolidated statement of financial position	綜合財務狀況表呈列之貿易及其他應付賬款以及應計費用	419,549	117,030

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39. CAPITAL MANAGEMENT

The Group manages its capital to ensure that the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of debt, which mainly includes borrowings and convertible bonds as disclosed in notes 26 and 27 respectively and total assets of the Group.

The directors of the Company review the capital structure on a continuous basis. As part of this review, the directors consider the cost of capital and the risks associated with capital. Based on recommendations of the directors, the Group will balance its overall capital structure through the issuance of new shares and the addition of new borrowings.

Certain group entities are regulated by the Hong Kong Securities and Futures Commission and are required to comply with the financial resources requirements according to the Hong Kong Securities and Futures (Financial Resources) Rules (the "SF(FR)R"). The Group's regulated entities are subject to minimum paid-up share capital requirements and liquid capital requirements under the SF(FR)R. Management closely monitors, on a daily basis, the liquid capital level of these entities to ensure compliance with the minimum liquid capital requirements under the SF(FR)R. The Group's regulated entities have complied with the capital requirements imposed by the SF(FR)R throughout the year.

39. 資本管理

本集團對其資本進行管理，以確保本集團將能夠在持續經營同時透過優化股權均衡將股東回報最大化。自上一年度，本集團整體策略並無變動。

本集團資本架構由債務（主要包括借貸及可換股債券，分別披露於附註26及27）及本集團資產總額組成。

本公司董事持續審查資本架構。審查中，董事考慮資本成本以及資本相關風險。基於董事作出之推薦建議，本集團將透過發行新股及增加新借貸平衡其整體資本架構。

若干集團實體受香港證券及期貨事務監察委員會監管，須根據香港證券及期貨（財政資源）規則（「證券及期貨（財政資源）規則」）遵守財政資源規定。本集團受監管實體須遵守證券及期貨（財政資源）規則項下最低繳足股本規定及流動資本規定。管理層每日密切監控該等實體之流動資本水平，以確保符合證券及期貨（財政資源）規則項下最低流動資本規定。本集團受監管實體於整個年度已遵守證券及期貨（財政資源）規則施加之資本規定。

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39. CAPITAL MANAGEMENT (Continued)

The Group monitors its capital using a gearing ratio, which is total debts divided by total assets. The Group aims to maintain the gearing ratio at a reasonable level. The gearing ratio at the reporting dates is as follows:

39. 資本管理 (續)

本集團通過使用資本負債比率監控其資本，資本負債比率為債務總額除資產總額。本集團旨在將資本負債比率維持在合理水平。於報告日期之資產負債比率如下：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Borrowings	借貸	26,427	222,314
Convertible bonds	可換股債券	165,802	148,462
Total debts	債務總額	192,229	370,776
Total non-current assets	非流動資產總額	85,105	83,710
Total current assets	流動資產總額	693,146	587,451
Total assets	資產總額	778,251	671,161
Gearing ratio	資本負債比率	25%	55%

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40. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY 40. 有關本公司財務狀況表資料

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
ASSETS AND LIABILITIES	資產及負債		
Non-current assets	非流動資產		
Property, plant and equipment	物業、廠房及設備	17	22
Investments in subsidiaries	於附屬公司的投資	78,369	135,585
Derivative financial instruments	衍生金融工具	–	3,667
Loan to a subsidiary	向一間附屬公司作出的貸款	–	100,940
		78,386	240,214
Current assets	流動資產		
Other receivables and prepayments	其他應收賬款及預付款項	2,016	655
Loan to a subsidiary	向一間附屬公司作出的貸款	100,943	–
Amounts due from subsidiaries	應收附屬公司款項	37,718	39,476
Cash and cash equivalents	現金及現金等同項目	720	1,999
		141,397	42,130
Current liabilities	流動負債		
Other payables and accruals	其他應付賬款及應計費用	978	811
Borrowings	借貸	15,387	–
Convertible bonds	可換股債券	124,107	–
Amounts due to subsidiaries	應付附屬公司款項	–	75
		140,472	886
Non-current liabilities	非流動負債		
Convertible bonds	可換股債券	–	113,213
		–	113,213
Net assets	資產淨值	79,311	168,245
EQUITY	權益		
Share capital	股本	177,128	174,328
Reserves (note)	儲備(附註)	(97,817)	(6,083)
Total equity	權益總額	79,311	168,245

On behalf of the Board

代表董事會

Wu Siu Lam, William
胡少霖
Director
董事

Cheng Kit Sum, Clara
鄭潔心
Director
董事

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40. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

40. 有關本公司財務狀況表資料(續)

Note:

附註：

		Share premium 股份溢價 HK\$'000 千港元	Shareholder's contribution 股東注資 HK\$'000 千港元	Capital redemption reserve 股本贖回儲備 HK\$'000 千港元	Convertible bond equity reserve 可換股債券權益儲備 HK\$'000 千港元	Contingent consideration reserve 或然代價儲備 HK\$'000 千港元	Share option reserve 購股權儲備 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2015	於二零一五年一月一日	226,170	7,834	477	34,408	28,943	12,692	(234,694)	75,830
Issue of shares upon exercise of share options	因購股權獲行使而發行股份	3,294	-	-	-	-	(1,083)	-	2,211
Transactions with owners	與擁有人之交易	3,294	-	-	-	-	(1,083)	-	2,211
Loss for the year	年內虧損	-	-	-	-	-	-	(84,124)	(84,124)
Other comprehensive income	其他全面收益	-	-	-	-	-	-	-	-
Total comprehensive income for the year	年內全面收益總額	-	-	-	-	-	-	(84,124)	(84,124)
Transfer to accumulated losses	轉撥至累計虧損	-	-	-	-	(28,943)	-	28,943	-
Forfeiture of share options	沒收購股權	-	-	-	-	-	(3,142)	3,142	-
At 31 December 2015	於二零一五年十二月三十一日	229,464	7,834	477	34,408	-	8,467	(286,733)	(6,083)
		Share premium 股份溢價 HK\$'000 千港元	Shareholder's contribution 股東注資 HK\$'000 千港元	Capital redemption reserve 股本贖回儲備 HK\$'000 千港元	Convertible bond equity reserve 可換股債券權益儲備 HK\$'000 千港元	Contingent consideration reserve 或然代價儲備 HK\$'000 千港元	Share option reserve 購股權儲備 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2016	於二零一六年一月一日	229,464	7,834	477	34,408	-	8,467	(286,733)	(6,083)
Issue of shares upon exercise of share options	因購股權獲行使而發行股份	11,588	-	-	-	-	(4,168)	-	7,420
Transactions with owners	與擁有人之交易	11,588	-	-	-	-	(4,168)	-	7,420
Loss for the year	年內虧損	-	-	-	-	-	-	(99,154)	(99,154)
Other comprehensive income	其他全面收益	-	-	-	-	-	-	-	-
Total comprehensive income for the year	年內全面收益總額	-	-	-	-	-	-	(99,154)	(99,154)
Forfeiture of share options	沒收購股權	-	-	-	-	-	(298)	298	-
At 31 December 2016	於二零一六年十二月三十一日	241,052	7,834	477	34,408	-	4,001	(385,589)	(97,817)

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41. PARTICULARS OF SUBSIDIARIES OF THE COMPANY

The following table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results or the assets or liabilities of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

41. 本公司附屬公司詳情

下表載列董事認為對本集團業績或資產或負債造成主要影響之本公司附屬公司。董事認為，提供其他附屬公司詳情會令篇幅過於冗長。

Name 名稱	Country/Place of incorporation or registration 註冊成立或 登記國家/地區	Particulars of issued/ paid-up capital 已發行/ 實繳資本詳情	Proportion of nominal value of issued/ paid-up capital/interests 已發行/繳足股本/ 權益面值百分比		Principal activities and place of operations 主要業務及營運地點
			Held by the Company 本公司持有	Held by the subsidiaries 附屬公司持有	
Beijing Herun Daxin Asset Management Limited 北京和潤達信資產管理 有限責任公司	PRC 中國	Paid-up capital of RMB10,000,000 實繳資本 人民幣 10,000,000 元	–	99.9%	Proprietary trading in the PRC 於中國進行坐盤交易
Kingwell Management Limited [^] 建和管理有限公司 [^]	Hong Kong 香港	Ordinary shares of HK\$1,000,000 1,000,000 港元普通股	100%	–	Provision of administrative services to group entities in Hong Kong 向香港集團實體提供 行政服務
Sheng Yuan Asset Management Limited [^] 盛源資產管理有限公司 [^]	Hong Kong 香港	Ordinary shares of HK\$20,000,000 20,000,000 港元普通股	–	100%	Provision of investment management and advisory services in Hong Kong 於香港提供投資管理 及顧問服務
Sheng Yuan Capital (Hong Kong) Limited [^] 盛源資本(香港)有限公司 [^]	Hong Kong 香港	Ordinary shares of HK\$6,000,000 (2015: HK\$5,000,000) 6,000,000 港元普通股 (二零一五年: 5,000,000 港元)	–	100%	Provision of corporate finance advisory services in Hong Kong 於香港提供企業融資顧問 服務
Sheng Yuan Finance Limited [^] 盛源財務有限公司 [^]	Hong Kong 香港	Ordinary share of HK\$1 1 港元普通股	–	100%	Provision of money lending services in Hong Kong 於香港提供貸款服務

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41. PARTICULARS OF SUBSIDIARIES OF THE COMPANY (Continued)

41. 本公司附屬公司詳情(續)

Name 名稱	Country/Place of incorporation or registration 註冊成立或 登記國家/地區	Particulars of issued/ paid-up capital 已發行/ 實繳資本詳情	Proportion of nominal value of issued/ paid-up capital/interests 已發行/繳足股本/ 權益面值百分比		Principal activities and place of operations 主要業務及營運地點
			Held by the Company 本公司持有	Held by the subsidiaries 附屬公司持有	
Sheng Yuan Financial Holdings (HK) Limited [^] 盛源金融控股(香港)有限公司 [^]	Hong Kong 香港	Ordinary share of HK\$1 1 港元普通股	–	100%	Proprietary trading in Hong Kong 於香港進行坐盤交易
Sheng Yuan Financial Services Group Limited	British Virgin Islands 英屬處女群島	Ordinary shares of US\$5,500 5,500 美元普通股	100%	–	Proprietary trading in Hong Kong 於香港進行坐盤交易
Sheng Yuan Huanyu Trading (Shenzhen) Limited ^{**} 盛源寰宇貿易(深圳)有限公司 ^{**}	PRC 中國	Paid-up capital of HK\$7,000,000 7,000,000 港元實繳資本	–	100%	Trading of chemical products in the PRC 於中國買賣化工產品
Sheng Yuan Resources Limited [^] 盛源資源有限公司 [^]	Hong Kong 香港	Ordinary shares of HK\$37,000,000 37,000,000 港元普通股	–	100%	Trading of chemical products in Hong Kong 於香港買賣化工產品
Sheng Yuan Securities Limited [^] 盛源證券有限公司 [^]	Hong Kong 香港	Ordinary shares of HK\$65,000,000 65,000,000 港元普通股	–	100%	Securities dealing, margin financing, securities placing and underwriting and investment advisory services in Hong Kong 於香港進行證券交易、 孖展融資、證券配售 及承銷服務及投資 顧問服務
Sheng Yuan Services Limited [^] 盛源服務有限公司 [^]	Hong Kong 香港	Ordinary share of HK\$1 1 港元普通股	100%	–	Provision of administrative services to group entities in Hong Kong 向香港集團實體提供 行政服務

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41. PARTICULARS OF SUBSIDIARIES OF THE COMPANY (Continued)

41. 本公司附屬公司詳情 (續)

Name	Country/Place of incorporation or registration 註冊成立或登記國家/地區	Particulars of issued/paid-up capital 已發行股份/實繳資本詳情	Proportion of nominal value of issued/paid-up capital/interests 已發行/繳足股本/權益面值百分比		Principal activities and place of operations 主要業務及營運地點
名稱			Held by the Company 本公司持有	Held by the subsidiaries 附屬公司持有	
Sheng Yuan Tiancheng Investment Advisory (Shenzhen) Co., Ltd.**	PRC	Paid-up capital of RMB3,020,000	–	100%	Provision of investment advisory services in the PRC
盛源天成投資諮詢(深圳)有限公司**	中國	實繳資本 人民幣3,020,000元			於中國提供投資顧問服務
Shenzhen Junzhi Trading Limited***	PRC	Paid-up capital of RMB10,000,000	–	99.9%	Investment holding in the PRC
深圳駿智貿易有限公司***	中國	實繳資本 人民幣10,000,000元			於中國進行投資控股
Shenzhen Qianhai Sheng Yuan Equity Investment Fund Management Co., Ltd.**	PRC	Paid-up capital of RMB4,010,000	–	100%	Provision of advisory services to private equity funds in the PRC
深圳前海盛源股權投資基金管理有限公司**	中國	實繳資本 人民幣4,010,000元	–	100%	於中國提供私募股權基金顧問服務
Ying Oushi (Beijing) Business Development Limited*	PRC	Paid-up capital of RMB2,000,000	–	99.9%	Investment holding in the PRC
英歐士(北京)商業發展有限公司*	中國	實繳資本 人民幣2,000,000元			於中國進行投資控股

** wholly foreign-owned enterprise

*** Sino-foreign equity joint venture

^ audited by BDO Limited

** 外商獨資企業

*** 中外合資企業

^ 由香港立信德豪會計師事務所有限公司審核

FINANCIAL SUMMARY

財務概要

Year ended 31 December

截至十二月三十一日止年度

		2012 二零一二年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
RESULTS	業績					
Revenue	收益	7,251	62,136	414,588	405,678	69,475
Loss before taxation	除稅前虧損	(49,000)	(40,091)	(2,650)	(31,730)	(15,028)
Taxation	稅項	(81)	(155)	(2,379)	(2,668)	(1,879)
Loss for the year	年內虧損	(49,081)	(40,246)	(5,029)	(34,398)	(16,907)

As at 31 December

於十二月三十一日

		2012 二零一二年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
ASSETS AND LIABILITIES	資產及負債					
Total assets	資產總值	118,661	119,404	528,401	671,161	778,251
Total liabilities	負債總額	(13,888)	(48,856)	(314,175)	(492,873)	(611,812)
		104,773	70,548	214,226	178,288	166,439

盛源控股有限公司

SHENG YUAN HOLDINGS LIMITED