

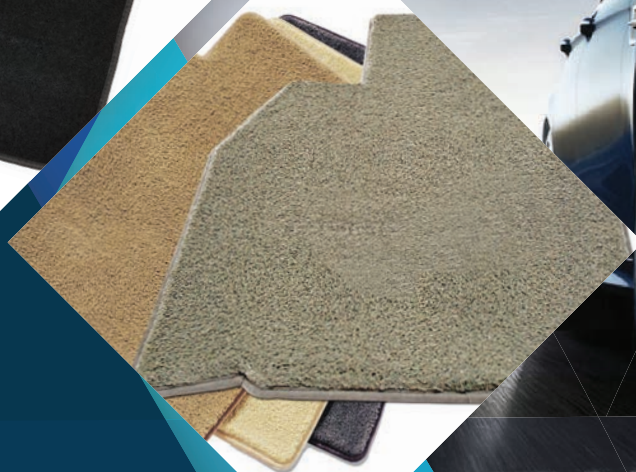


**China Automotive Interior Decoration Holdings Limited**  
**中國汽車內飾集團有限公司**

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

**Stock code: 0048**  
**股份代號：0048**

年 報 2016  
Annual Report



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# CORPORATE INFORMATION

## 公司資料

### Executive Directors

Mr. Zhuang Yuejin (*Chairman*)  
Mr. Wong Ho Yin  
Ms. Xiao Suni

### Independent Non-Executive Directors

Mr. Mak Wai Ho  
Ms. Ng Li La, Adeline  
Ms. Zhu Chunyan (appointed on 2 September 2016)  
Ms. Sung Kwan Wun (retired on 3 June 2016)

### Audit Committee

Mr. Mak Wai Ho (*Chairman*)  
Ms. Ng Li La, Adeline  
Ms. Zhu Chunyan (appointed on 2 September 2016)  
Ms. Sung Kwan Wun (retired on 3 June 2016)

### Remuneration Committee

Mr. Mak Wai Ho (*Chairman*)  
Mr. Zhuang Yuejin  
Ms. Zhu Chunyan (appointed on 2 September 2016)  
Ms. Sung Kwan Wun (retired on 3 June 2016)

### Nomination Committee

Mr. Zhuang Yuejin (*Chairman*)  
Mr. Mak Wai Ho  
Ms. Ng Li La, Adeline

### Company Secretary

Mr. Wong Ho Yin

### Authorised Representatives

Mr. Zhuang Yuejin  
Mr. Wong Ho Yin

### Auditors

HLB Hodgson Impey Cheng Limited  
Certified Public Accountants

### Registered Office

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

### 執行董事

莊躍進先生 (*主席*)  
黃浩然先生  
肖蘇妮女士

### 獨立非執行董事

麥偉豪先生  
吳莉娜女士  
朱春燕女士 (於二零一六年九月二日獲委任)  
宋君媛女士 (於二零一六年六月三日退任)

### 審核委員會

麥偉豪先生 (*主席*)  
吳莉娜女士  
朱春燕女士 (於二零一六年九月二日獲委任)  
宋君媛女士 (於二零一六年六月三日退任)

### 薪酬委員會

麥偉豪先生 (*主席*)  
莊躍進先生  
朱春燕女士 (於二零一六年九月二日獲委任)  
宋君媛女士 (於二零一六年六月三日退任)

### 提名委員會

莊躍進先生 (*主席*)  
麥偉豪先生  
吳莉娜女士

### 公司秘書

黃浩然先生

### 授權代表

莊躍進先生  
黃浩然先生

### 核數師

國衛會計師事務所有限公司  
香港執業會計師

### 註冊辦事處

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

## CORPORATE INFORMATION (Continued)

### 公司資料 (續)

#### Headquarter and Principal Place of Business in Hong Kong

Workshop Nos. 22-23,  
6/F, Corporation Park,  
11 On Lai Street, Shatin,  
New Territories, Hong Kong

#### Principal Place of Business in the PRC

No. 28 Xinfeng Road, Xinfeng Industrial Park,  
Fangqian Town New District,  
Wuxi City, Jiangsu Province, the PRC

#### Cayman Islands Share Registrar and Transfer Office

Conyers Trust Company (Cayman) Limited  
Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

#### Hong Kong Branch Share Registrar and Transfer Office

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

#### Principal Banker

Industrial and Commercial Bank of China  
Wuxi Xi Shan Sub-branch  
Ying Bin North Road  
Dong Ting Town  
Xi Shan District  
Wuxi City, the PRC

#### Company Website

[www.joystar.com.hk](http://www.joystar.com.hk)

#### Stock Code

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#### 總辦事處及香港主要營業地點

香港新界  
沙田安麗街11號  
企業中心6樓  
22-23室

#### 中國主要營業地點

中國江蘇省無錫市  
新區坊前鎮  
新豐工業園新風路28號

#### 開曼群島股份過戶登記處

Conyers Trust Company (Cayman) Limited  
Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

#### 股份過戶登記處香港分處

卓佳證券登記有限公司  
香港  
灣仔  
皇后大道東183號  
合和中心22樓

#### 主要往來銀行

中國工商銀行  
無錫錫山支行  
中國無錫市  
錫山區  
東亭鎮  
迎賓北路

#### 公司網站

[www.joystar.com.hk](http://www.joystar.com.hk)

#### 股份代號

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# CHAIRMAN'S STATEMENT & MANAGEMENT DISCUSSION AND ANALYSIS

## 主席報告及管理層討論與分析

### Dear Shareholders,

On behalf of the board of Directors (the "Board") of China Automotive Interior Decoration Holdings Limited (the "Company"), I am pleased to present the audited annual results of the Company and its subsidiaries (collectively referred to as the "Group") for the year ended 31 December 2016.

### FINAL DIVIDEND

The Directors do not recommend the payment of a final dividend for the year ended 31 December 2016.

### BUSINESS REVIEW

The Group is principally engaged in the manufacture and sale of nonwoven fabric products used in automotive interior decoration parts and other parts, and the trading of rubber and food products. The Group also deploys financial resource to securities investment and fund investment to achieve earnings in the form of capital appreciation and income from dividends.

### Manufacture and sale of nonwoven fabric products

Manufacture and sale of nonwoven fabric products is one of the principal business of the Group. The Group manufactures its products with single layer or multiple layers of nonwoven fabric in accordance with specific requirements and standards of different customers. Most of the customers of nonwoven fabric products are primary manufacturers and suppliers of automotive parts in the PRC. The majority of the Group's products are further processed by these customers in order to make different automotive parts such as floor, head lining, seat cover, parcel tray, trunk, luggage-side trim, hubcap and car-mat, which are of different characteristics and are to be applied for different usages in passenger vehicles.

According to the statistics released from China Association of Automobile Manufacturers, the production and sales of passenger vehicles in the PRC were approximately 24,421,000 units and 24,377,000 units respectively for the year ended 31 December 2016, representing an increase of approximately 15.5% and 14.9%. However, as a result of increasing competition in the automotive industry, there were i) a decrease in profit margin of manufacturing and sale of nonwoven fabric products of the Group and ii) a loss on segment result of approximately HK\$3.8 million for the year ended 31 December 2016.

### 各位股東：

本人謹代表中國汽車內飾集團有限公司（「本公司」）董事會（「董事會」）欣然提呈本公司及其附屬公司（統稱「本集團」）截至二零一六年十二月三十一日止年度之經審核全年業績。

### 末期股息

董事不建議就截至二零一六年十二月三十一日止年度派付末期股息。

### 業務回顧

本集團主要從事製造及銷售用於汽車內飾件及其他部分的無紡布產品以及買賣橡膠及食品。本集團亦投入財務資源於證券投資及基金投資以透過資本增值及股息收入的形式賺取盈利。

### 製造及銷售無紡布產品

製造及銷售無紡布產品是本集團的主要業務之一。本集團根據不同客戶的特定要求及標準製造一層或多層無紡布產品。大部分無紡布產品的客戶為在中國的汽車配件主要製造商及供應商。本集團大部分產品均由該等客戶作進一步加工，以成為不同的汽車配件，如汽車主地毯面料、頂蓬面料、座椅面料、衣帽架面料、行李箱蓋毯面料、行李箱側毯面料、輪罩面料及汽車腳踏墊面料，各具不同特點，可應用於乘用車的不同用途。

根據中國汽車工業協會公佈的數據，截至二零一六年十二月三十一日止年度中國乘用車的製造及銷售分別約為24,421,000台及24,377,000台，相當於約15.5%及14.9%的增幅。然而，由於汽車業競爭愈見激烈，截至二零一六年十二月三十一日止年度，i)本集團製造及銷售無紡布產品的利潤率有所下降及ii)分部業績虧損約為3.8百萬港元。



### Supply and procurement operation

The Group commenced its business of rubber trading since 2012 and the quoted price of rubber was generally varied according to the tendency of the commodities markets. To manage the risk, the Group mainly carried out that business in back-to-back model. As the significant fluctuation in price of top commodities, crude oil, the Group only accepted the orders with lower default risk and caused a significant decrease in revenue of trading of rubber.

Since the third quarter of 2016, the Group resumed the business of trading of food products and generated steady income to the Group for the year ended 31 December 2016.

### Placing of new shares

On 22 August 2016, the Company entered into a placing agreement with a placing agent pursuant to which it agreed to procure independent placees to subscribe for an aggregate of 331,776,000 new shares in the Company (the "Placing") at a price of HK\$0.145 per placing share. On 8 September 2016, the Placing was completed where a total of 331,776,000 new shares were issued. Net proceeds from the Placing was approximately HK\$46.8 million (the "Net Proceeds") which was intended to be used i) for the proposed investment in a licensed corporation and ii) for the subscription of rights shares of an investment (the "Subscription"). At 31 December 2016, approximately HK\$22.8 million of the Net Proceeds were utilized for the Subscription and the remaining approximately HK\$24.0 million were placed with banks and would be used as intended.

## FINANCIAL REVIEW

### Revenue

The Group's revenue for the years ended 31 December 2016 and 2015 was illustrated as follows:

Nonwoven fabric for use in automobiles  
 – Sales of automotive floor carpets  
 – Sales of other automotive parts  
 Sales of rubber  
 Sales of garment accessories  
 Sales of food products

用於汽車的無紡布  
 – 汽車地毯的銷售  
 – 其他汽車配件的銷售  
 橡膠的銷售  
 成衣配件的銷售  
 食品的銷售

### Year ended 31 December

截至十二月三十一日止年度

2016	2015
二零一六年	二零一五年
RMB'000	RMB'000
人民幣千元	人民幣千元

114,145	96,529
80,867	63,507
11,102	22,057
–	13,711
1,710	–

<b>207,824</b>	<b>195,804</b>
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### 供應及採購營運

本集團自二零一二年起開展其買賣橡膠業務，而橡膠的報價一般隨著商品市場的趨勢而改變。為管理風險，本集團主要以背對背模式經營該業務。由於頂級商品、原油價格大幅波動，故本集團僅接納違約風險較低的訂單，導致買賣橡膠的收入大幅減少。

自二零一六年第三季度起，本集團恢復食品買賣業務並於截至二零一六年十二月三十一日止年度為本集團帶來穩定收入。

### 配售新股

於二零一六年八月二十二日，本公司與配售代理訂立配售協議，據此，配售代理已同意促使獨立承配人以每股配售股份0.145港元之價格認購合共331,776,000股新股份（「配售事項」）。配售事項於二零一六年九月八日完成，合共331,776,000股新股份已獲發行。配售事項的所得款項淨額約46,800,000港元（「所得款項淨額」）擬用作：i) 建議於一間持牌法團進行投資及ii) 認購一項投資之供股股份（「認購事項」）。於二零一六年十二月三十一日，約22,800,000港元之所得款項淨額已用於認購事項，而餘額約24,000,000港元已存置於銀行，並將按擬定用途使用。

### 財務回顧

#### 收入

截至二零一六年及二零一五年十二月三十一日止年度，本集團的收入載列如下：

## CHAIRMAN'S STATEMENT & MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

### 主席報告及管理層討論與分析 (續)

For the year ended 31 December 2016, the Group's revenue increased to approximately RMB207.8 million, compared to approximately RMB195.8 million in 2015, representing a increase of approximately 6.1%. The increase in the Group's revenue was mainly attributable to the increase in revenue of sales of automotive floor carpets and other automotive parts.

#### Gross profit

For the year ended 31 December 2016, the Group's gross profit and profit margin respectively decreased to approximately RMB26.0 million and 12.5%. The decrease was mainly due to the increase in production costs of the Group.

#### Other gain or losses

For the year ended 31 December 2016, The Group's other gain or losses decreased by approximately RMB302.1 million from a gain of approximately RMB183.7 million in 2015 to a loss of approximately RMB118.4 million in 2016. The decrease was mainly due to the loss on held-for-trading investments of approximately RMB44.2 million and impairment loss on available-for-sale financial assets of approximately RMB77.7 million.

#### Administrative expenses

For the year ended 31 December 2016, The Group's administrative expenses decreased by approximately RMB2 million to approximately RMB31.1 million. The decrease was mainly attributable to the decrease in impairment loss recognised on goodwill of business of rubber trading. The impairment loss arose due to the adverse economic situation, the management has made certain conservative assumption on the forecast, including but not limited to decrease in estimated turnover.

#### Loss attributable to the owners of the Company

The loss attributable to the owners of the Company was approximately RMB133.6 million for the year of 2016 compared with a profit of approximately RMB132.0 million for the corresponding period of 2015. The change was mainly due to the loss on held-for-trading investments and the impairment loss on available-for-sale financial assets.

截至二零一六年十二月三十一日止年度，本集團的收入增加至約人民幣207.8百萬元，二零一五年則為約人民幣195.8百萬元，相當於約6.1%的增幅。本集團收入增加主要由於汽車地毯及其他汽車配件的銷售收益增加所致。

#### 毛利

截至二零一六年十二月三十一日止年度，本集團的毛利及利潤率分別減少至約人民幣26.0百萬元及12.5%。減少的主要原因為本集團的生產成本上升所致。

#### 其他收益或虧損

截至二零一六年十二月三十一日止年度，本集團的其他收益或虧損由二零一五年收益約人民幣183.7百萬元減少約人民幣302.1百萬元至二零一六年虧損約人民幣118.4百萬元。減少主要由於持作買賣投資的虧損約人民幣44.2百萬元及可供出售金融資產的減值虧損約人民幣77.7百萬元所致。

#### 行政開支

截至二零一六年十二月三十一日止年度，本集團的行政開支減少約人民幣2百萬元至約人民幣31.1百萬元。減少主要由於減少確認買賣橡膠業務的商譽的減值虧損所致。減值虧損乃由於經濟情況欠佳所致，管理層已就預測作出若干保守假設，包括但不限於減少估計營業額。

#### 本公司擁有人應佔虧損

本公司擁有人應佔虧損於二零一六年約為人民幣133.6百萬元，而二零一五年同期則約為溢利人民幣132.0百萬元。變動主要由於持作買賣投資的虧損及可供出售金融資產的減值虧損所致。

## OUTLOOK

The Board expects that 2017 will still be a challenging year for the business of manufacture and sale of nonwoven products as the continuously increase in production costs for maintaining competitiveness and enhancing safety requirements to cope with the development of the automotive industry. To maintain its income stream, the Group will deploy its resources on:

- (1) upgrading the production lines in order to improve the production efficiency;
- (2) installing new machineries to suit the customers' varying requirements and demands on high-end products;
- (3) conducting research and development to keep up with the latest technological trends in relation to product specifications; and
- (4) strengthening the quality control systems to retain customer loyalty and reinforce the Group's reputation in the nonwoven fabric industry in the PRC.

As a result of the increasing risk of volatility in rubber price since the fluctuation in price of crude oil, the Group would be cautious in accepting orders to avoid any downside exposure. Furthermore, the Group would allocate the idle financial resources originally for the business of trading of rubber to expand the business of trading of foods products.

On 14 October 2016, the Group committed to invest in GEO Securities Limited ("GEO Securities"). GEO Securities has the licenses to carry out Type 1 (dealing in securities) and Type 4 (advising on securities) regulated activities under the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong) in Hong Kong. The Board expects this investment will be completed in April 2017 and the Company would through a joint venture company, Prominent Alliance Limited, indirectly hold 42% of the equity interest in GEO Securities upon completion.

Going forward, with a view to achieving better return and enhancing the expansion of the Group, the Group will look for potential investment opportunities to diversify its business scope.

## 前景

董事會預期，為保持競爭力及配合汽車業發展而提高安全要求，導致生產成本持續增加，故二零一七年仍對無紡布產品製造及銷售業務而言挑戰重重。為維持其收入流，本集團將繼續投放資源於：

- (1) 將生產線升級，以改善生產效率；
- (2) 安裝新機器，以迎合客戶對高端產品不停轉變的需要及需求；
- (3) 進行研發，以在有關產品規格的最新技術趨勢上與時並進；及
- (4) 加強質量監控系統，以確保顧客繼續支持及鞏固本集團於中國無紡布行業的口碑。

由於原油價格波動導致橡膠價格波動的風險增加，故本集團於接納訂單時將採取審慎態度，以避免任何負面影響。此外，本集團將先前用於橡膠買賣業務之閒置財務資源分配至擴展食品買賣業務。

於二零一六年十月十四日，本集團承諾投資於智易東方證券有限公司（「智易東方證券」）。智易東方證券擁有於香港根據證券及期貨條例（香港法例第571章）可從事第1類（證券交易）及第4類（就證券提供意見）受規管活動之執照。董事會預計該投資將於二零一七年四月完成及本公司將於完成後透過合營公司Prominent Alliance Limited間接持有智易東方證券之42%股權。

展望未來，為實現更豐厚回報及促進本集團的擴展，本集團將物色有潛力的投資商機，務求多元化發展其業務。



**LIQUIDITY AND FINANCIAL RESOURCES**

Current assets	流動資產
Current liabilities	流動負債
Current ratio	流動比率

The current ratio of the Group at 31 December 2016 was 2.61 times as compared to that of 10.63 times at 31 December 2015. It was mainly resulted from the decrease in held-for-trading investments and increase in tax payable during 2016.

At 31 December 2016, the Group's gearing ratio (represented by totals of bank borrowings divided by summation of total bank borrowings and equity) amounted to approximately 7% (2015: 5%).

**TREASURY POLICY**

The Group generally financed its operations by internal cash resources and bank financing. On 8 September 2016, the Company placed and allotted 331,776,000 shares at HK\$0.145 to independent investors. The Net Proceeds was approximately HK\$46.8 million.

At 31 December 2016, cash and bank balances of the Group amounted to approximately RMB86.4 million (2015: RMB83.3 million), and approximately RMB81.5 million (2015: RMB65.0 million) of which are denominated in Hong Kong dollars and United States dollars. Taking into account the Group's cash reserves and recurring cash flows from its operations, the Group's financial position is stable and healthy.

**CAPITAL STRUCTURE**

Except 331,776,000 shares of the Company were issued and allotted on 8 September 2016, there has been no material change in the capital structure of the Group since 31 December 2015.

**FOREIGN EXCHANGE EXPOSURE**

Majority of the assets and liabilities of the Group were denominated in Renminbi, United States dollars and Hong Kong dollars. At 31 December 2016, the Group had no significant exposure under foreign exchange contracts, interest, currency swaps or other financial derivatives.

**流動性及財務資源**

At 31 December	
於十二月三十一日	
2016	2015
二零一六年	二零一五年
RMB'000	RMB'000
人民幣千元	人民幣千元
327,471	594,039
125,681	55,864
2.61	10.63

本集團於二零一六年十二月三十一日的流動比率為2.61倍，而於二零一五年十二月三十一日則為10.63倍，乃主要由於持作買賣投資減少及應付稅項增加所致。

於二零一六年十二月三十一日，本集團的資本負債比率（即銀行借款總額除以銀行借款總額及權益之總額）約為7%（二零一五年：5%）。

**庫務政策**

本集團一般透過內部現金資源及銀行融資撥付其營運。於二零一六年九月八日，本公司按0.145港元向獨立投資者配售及配發331,776,000股股份。所得款項淨額約為46.8百萬港元。

於二零一六年十二月三十一日，本集團現金及銀行結餘約為人民幣86.4百萬元（二零一五年：人民幣83.3百萬元），其中約人民幣81.5百萬元（二零一五年：人民幣65.0百萬元）以港元及美元列值。經考慮本集團現金儲備及其營運的經常性現金流量後，本集團的財務狀況屬穩健。

**資本結構**

除已於二零一六年九月八日發行及配發331,776,000股本公司股份外，自二零一五年十二月三十一日起本集團之資本結構概無重大變動。

**外匯風險**

本集團大部分資產及負債以人民幣、美元及港元列值。於二零一六年十二月三十一日，本集團概無因外匯合約、利息、貨幣掉期或其他金融衍生工具而面臨任何重大風險。

## SIGNIFICANT INVESTMENTS

At 31 December 2016, the Group held a discretionary investment fund ("Discretionary Fund") as available-for-sale financial assets. The investment in the Discretionary Fund was approved by the shareholders of the Company at the general meeting of the Company held on 16 February 2016. The Discretionary Fund is managed by a corporation licensed under the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong). The investment objective of the Discretionary Fund is to generate income and/or achieve capital appreciation through investing in a variety of the authorized investments.

Except the Discretionary Fund, at 31 December 2016, there was no investment held by the Group which value was more than 5% of the net assets of the Group.

Detail of the Discretionary Fund are as follows:

	Year ended 31 December 2016 截至二零一六年 十二月三十一日 止年度	At 31 December 2016 於二零一六年十二月三十一日	At 31 December 2015 於二零一五年 十二月三十一日
Impairment loss 減值虧損 RMB'000 人民幣千元	Fair Value 公平值 RMB'000 人民幣千元	Approximate percentage to the net assets 佔資產淨額之概 約百分比	Fair Value 公平值 RMB'000 人民幣千元
Discretionary Fund 酌情基金	77,689	235,708 47.7%	-

The Group subscribed the Discretionary Fund mainly by subscription in kind with the shares of a Hong Kong listed company, China Jicheng Holdings Limited ("CJH"). The impairment loss on the Discretionary Fund of approximately RMB77.7 million was mainly due to the decline in share price of CJH, which weighted approximately 81.6% in its portfolio at 31 December 2016. Looking ahead, the value of the Discretionary Fund may be susceptible to the overall equity market conditions.

## MATERIAL ACQUISITIONS OR DISPOSALS

There was no material acquisitions or disposal of subsidiaries and affiliated companies by the Group for the year ended 31 December 2016.

## 重大投資

於二零一六年十二月三十一日，本集團持有酌情投資基金（「酌情基金」）作為可供出售金融資產。於酌情基金的投資已獲本公司股東於二零一六年二月十六日舉行本公司股東大會上批准。酌情基金乃由香港法例第571章證券及期貨條例項下之持牌法團管理。酌情基金之投資目標為通過投資各類型獲准投資產生收益及／或達致資本增值。

除酌情基金外，於二零一六年十二月三十一日，本集團並無持有價值高於本集團資產淨額5%之任何投資。

酌情基金之詳情如下：

本集團主要透過認購香港上市公司中國集成控股有限公司（「中國集成控股」）之實質股份認購酌情基金。酌情基金之減值虧損約人民幣77.7百萬元主要由於中國集成控股之股份（於二零一六年十二月三十一日佔其投資組合加權約81.6%）價格下跌所致。展望未來，酌情基金之價值可能受整體股市市況影響。

## 重大收購或出售

於截至二零一六年十二月三十一日止年度，本集團概無就附屬公司及聯營公司進行重大收購或出售。

## PLEDGE ON ASSETS

At 31 December 2016, the Group's buildings with a carrying amounts of approximately RMB6.3 million (2015: RMB6.6 million) and prepaid land lease payments with a carrying amounts of approximately RMB2.7 million (2015: RMB2.8 million) were pledged to banks for bank borrowings.

## EMPLOYEES AND REMUNERATION POLICY

At 31 December 2016, the Group employed a total of 152 employees (2015: 150). The remuneration policy of the employees of the Group was set up by the Board on the basis of their experience, qualifications and competence. Other employees' benefits include contributions to statutory mandatory provident funds, and social insurance together with housing provident funds to its employees in Hong Kong and the PRC respectively.

A remuneration committee was set up for, inter alia, reviewing the Group's remuneration policy and structure for all directors and senior management of the Group.

## APPRECIATION

On behalf of the Group, I would like to take this opportunity to express my sincere gratitude to all of our customers, business partners and investors for their support and trust towards the Group. Further, I would like to express my sincere thanks to our Directors and employees for their dedications and contributions to the Group.

By order of the Board

**Zhuang Yuejin**  
*Chairman and Chief Executive Officer*

Hong Kong, 30 March 2017

## 抵押資產

於二零一六年十二月三十一日，本集團賬面值約人民幣6.3百萬元(二零一五年：人民幣6.6百萬元)的樓宇及賬面值約人民幣2.7百萬元(二零一五年：人民幣2.8百萬元)的預付土地租賃款項已抵押予銀行作為銀行借款之擔保。

## 僱員及薪酬政策

於二零一六年十二月三十一日，本集團共聘用152名僱員(二零一五年：150名)。本集團的僱員薪酬政策乃由董事會根據彼等的經驗、資歷及工作能力而制定。其他僱員福利分別包括香港及中國僱員的法定強制性公積金供款、社會保險以及住房公積金。

薪酬委員會已告成立，旨在(其中包括)檢討本集團所有董事及高級管理層的薪酬政策及結構。

## 鳴謝

本人謹代表本集團，藉此機會向本集團之所有客戶、業務夥伴及投資者對本集團的支持和信任致以衷心的謝意。此外，本人亦衷心感謝我們的董事及僱員對本集團作出的努力和貢獻。

承董事會命

**莊躍進**  
*主席兼行政總裁*

香港，二零一七年三月三十日

# BIOGRAPHICAL INFORMATION OF DIRECTORS AND SENIOR MANAGEMENT

## 董事及高級管理層的履歷資料

### EXECUTIVE DIRECTORS

**Mr. Zhuang Yuejin**, aged 54, is the Chairman of the Board, Chief Executive Officer of the Company and founder of the Group. He was appointed as an executive Director on 12 April 2010. He has over 14 years of experience in the nonwoven textile industry. He is responsible for formulating the Group's corporate strategy, overseeing its production operations and the overall steering of the Group's strategic development.

Mr. Zhuang graduated from Xiamen Fisheries College in 1981 and was approved as a qualified engineer by the Intermediate Level Adjudication Committee of Xiamen City Marine Engineering Department in 1990. From 1997 to 2001, Mr. Zhuang was the director and the general manager of Xiamen Marine Industries (Group) Co., Limited, a PRC incorporated company and was previously listed on the Shenzhen Stock Exchange.

**Mr. Wong Ho Yin**, aged 47, was appointed as an executive Director and company secretary on 30 June 2011. He graduated from Hong Kong Polytechnic University with a Master of Corporate Governance Degree and a Bachelor of Arts Degree in Accountancy. He is a member of the Hong Kong Institute of Certified Public Accountants and a member of both the Institute of Chartered Secretaries and Administrators and the Hong Kong Institute of Chartered Secretaries.

Prior to joining the Group, Mr. Wong was the financial controller and company secretary of a company listed on the Main Board of the Stock Exchange, namely Ching Hing (Holdings) Limited (currently known as China Household Holdings Limited) (Stock Code: 692), from September 2006 to October 2010. He has extensive experience in accounting and corporate compliance.

**Ms. Xiao Suni**, aged 33, was appointed as an executive Director on 14 October 2014. She has over 10 years of experience in the field of international trading and marketing. She holds a Bachelor of Arts degree from Nanjing Army Command College, the PRC with major in English. Prior to joining the Group, she worked for a door-window manufacturer in the PRC as foreign trade manager, in which her responsibilities focused on overall management of foreign sales and marketing.

### 執行董事

**莊躍進先生**，54歲，為董事會主席、本公司行政總裁及本集團創辦人。彼於二零一零年四月十二日獲委任為執行董事。彼於非織造行業積累逾14年經驗。彼負責制定本集團的公司策略、監管生產經營及本集團策略發展的整體方向。

莊先生於一九八一年畢業於廈門市水產大專班，並於一九九零年獲廈門市水產工程技術中級職務評審委員會批准為合資格工程師。一九九七年至二零零一年間，莊先生於一間在中國註冊成立的公司廈門海洋實業(集團)股份有限公司擔任董事兼總經理，該公司之前於深圳證券交易所上市。

**黃浩然先生**，47歲，於二零一一年六月三十日獲委任為執行董事及公司秘書。彼畢業於香港理工大學，持有企業管治碩士學位及會計學文學士學位。彼為香港會計師公會會員，亦為特許秘書及行政人員公會及香港特許秘書公會的會員。

於加入本集團前，黃先生於二零零六年九月至二零一零年十月間在聯交所主板上市公司正興(控股)有限公司(現稱中國家居控股有限公司，股份代號：692)擔任財務總監及公司秘書。彼於會計及公司遵例方面擁有豐富經驗。

**肖蘇妮女士**，33歲，於二零一四年十月十四日獲委任為執行董事。彼於國際貿易及市場推廣行業擁有逾10年經驗。彼持有中國南京陸軍指揮學院文學士學位，主修英語。於加入本集團前，彼於一家中國門窗製造商擔任外貿經理一職，主要負責外國銷售及市場推廣的整體管理。

## BIOGRAPHICAL INFORMATION OF DIRECTORS AND SENIOR MANAGEMENT (Continued)

### 董事及高級管理層的履歷資料(續)

#### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. Mak Wai Ho**, aged 44, was appointed as an independent non-executive Director on 9 September 2011. He was graduated from the Hong Kong University of Science and Technology with a Bachelor degree in Business Administration in Finance. He is a fellow member of the Association of Chartered Certified Accountants in the United Kingdom and a practising member of the Hong Kong Institute of Certified Public Accountants. He is a practising certified public accountant and has more than 19 years of experience in finance, accounting and auditing.

Mr. Mak was an independent non-executive director of Xinhua Winshare Publishing and Media Co., Ltd., (Stock code: 811) from July 2013 to February 2016 and the company secretary and financial controller of Kong Sun Holdings Limited (Stock Code: 295) from September 2005 to November 2009.

**Ms. Ng Li La, Adeline**, aged 38, was appointed as an independent non-executive Director on 4 September 2015. Ms. Ng has over 10 years of experience in human resources and corporate management. Ms. Ng obtained a Certificate of Human Resources Management from Hong Kong Baptist University in 2011 and was a senior administrative officer of a renowned international information technology company in Hong Kong.

**Ms. Zhu Chunyan**, aged 40, was graduated from Xiangtan University, China, with a bachelor's degree majoring in finance and accounting in July 1999. Since 2000, she had worked for a sizable travel related services company in the PRC as an accountant and gained extensive knowledge in corporate finance and management.

#### 獨立非執行董事

麥偉豪先生，44歲，於二零一一年九月九日獲委任為獨立非執行董事。彼畢業於香港科技大學，持有工商管理學(財務)學士學位。彼為英國特許公認會計師公會的資深會員及香港會計師公會的執業會員。彼為執業會計師，於金融、會計及核數範疇積累逾19年經驗。

麥先生曾於二零一三年七月至二零一六年二月為新華文軒出版傳媒股份有限公司(股份代號:811)之獨立非執行董事，並於二零零五年九月至二零零九年十一月擔任江山控股有限公司(股份代號:295)之公司秘書兼財務總監。

吳莉娜女士，38歲，於二零一五年九月四日獲委任為獨立非執行董事。吳女士於人力資源與企業管理方面擁有超過10年經驗。吳女士於二零一一年取得香港浸會大學人力資源管理證書及曾為香港一間知名國際資訊科技公司之高級行政人員。

朱春燕女士，40歲，於一九九九年七月畢業於中國湘潭大學並獲授學士學位，主修金融與會計。自二零零零年以來，彼一直擔任中國一間大型旅遊服務相關公司之會計師及於企業融資及管理方面累積豐富知識。



## BIOGRAPHICAL INFORMATION OF DIRECTORS AND SENIOR MANAGEMENT (Continued)

### 董事及高級管理層的履歷資料(續)

#### SENIOR MANAGEMENT

**Ms. Wang Haiying**, aged 47, has been the deputy general manager of Joystar (Wuxi) Automotive Interior Decoration Co., Ltd. ("Joystar Wuxi") since 2007 and is responsible for overseeing the production process and quality control of the Group.

Ms. Wang graduated from Wuhan Institute of Textile Engineering (currently known as Wuhan Textile University) in 1994, specialising in textile engineering. She has extensive experience in the industrial use textile industry and joined the Group as the head of quality control department of Joystar Wuxi in 2004.

**Mr. Han Zhiqing**, aged 63, has been the deputy general manager of Joystar Wuxi since 2004 and is responsible for coordinating the technological development and mechanical support for the Group.

Mr. Han graduated from Shanghai Wool and Jute Textile Company Workers' University in 1982, specialising in woolen textile. Mr. Han has over 10 years of extensive experience in the industrial use textile industry.

**Ms. Wu Danping**, aged 42, is the manager of the accounting department of Joystar Wuxi. Ms. Wu is responsible for the financial reporting and the management of the accounting and finance department of Joystar Wuxi.

Ms. Wu obtained the Certificate of Accounting Professional issued by the Jiangsu Province Department of Finance and the Qualification Certificate of Specialty and Technology with specialty in accountancy conferred by the Ministry of Finance of the PRC in 1997 and 2006 respectively.

In 2008, Ms. Wu completed an online diploma programme in accountancy from China Agricultural University. She has 18 years of experience in financial accounting and reporting.

**Mr. Wu Ganghua**, aged 46, is the manager of the sales and marketing department of Joystar Wuxi. He is responsible for the sales and marketing operation of Joystar Wuxi.

In 1990, Mr. Wu graduated from Jiangsu Province Wuxi City College of Mechanical Manufacturing (currently known as Wuxi Institute of Technology). He was qualified as an assistant engineer in mechanical manufacturing by Wuxi City Professional Title Reform Committee in 1996. Mr. Wu further obtained a graduation certificate from Nanjing Normal University in 1999. Mr. Wu joined Joystar Wuxi in 2004.

#### 高級管理層

**王海英女士**，47歲，自二零零七年起為怡星（無錫）汽車內飾件有限公司（「怡星（無錫）」）的副總經理，負責監管本集團的生產過程及品質監控。

王女士於一九九四年畢業於武漢紡織工學院（現稱為武漢紡織大學）的紡織工程專業。彼於工業用紡織行業擁有豐富經驗並於二零零四年加入本集團擔任怡星（無錫）的品質部主管。

**韓志清先生**，63歲，自二零零四年起一直為怡星（無錫）的副總經理，負責協調本集團的技術發展及機器支援。

韓先生於一九八二年畢業於上海市毛麻公司職工大學的毛紡專業。韓先生於工業用紡織行業積累逾10年的豐富經驗。

**吳丹萍女士**，42歲，為怡星（無錫）的會計部經理。吳女士負責財務報告及管理怡星（無錫）會計及財務部。

吳女士分別於一九九七年及二零零六年取得江蘇省財政廳頒發的會計從業資格證書及中國財政部授予的專業技術資格證書（會計專業）。

於二零零八年，吳女士完成中國農業大學的一個網上會計文憑課程。彼在財務會計及申報領域擁有18年經驗。

**吳剛華先生**，46歲，為怡星（無錫）的銷售及推廣部經理。彼負責怡星（無錫）的銷售及市場推廣運作。

於一九九零年，吳先生畢業於江蘇省無錫市機械製造學校（現稱無錫職業技術學院）。彼於一九九六年獲無錫市職稱改革工作領導小組認可為機械製造助理工程師。於一九九九年，吳先生進一步取得南京師範大學的畢業證書。吳先生於二零零四年加盟怡星（無錫）。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

The Board is pleased to present the corporate governance report for the year ended 31 December 2016. This report highlights the key corporate governance practices of the Company.

### CORPORATE GOVERNANCE PRACTICES

The Company is committed to maintaining high standards of corporate governance to protect the interests of the shareholders of the Company. The Company's corporate governance practices are based on principles and code provisions as set out in the Corporate Governance Code ("Code") in Appendix 14 to the Listing Rules. Except for the deviation from Code provision A.2.1 and A.6.7, the Company complied with the Code for the year ended 31 December 2016.

Code provision A.2.1 stipulates that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. Mr. Zhuang Yuejin is the Chairman and the Chief Executive Officer of the Company. Such deviation from Code provision A.2.1 is deemed appropriate as it is considered to be more efficient to have one single person as the Chairman of the Company as well as to discharge the executive functions of a chief executive officer, and it provides the Group with strong and consistent leadership in the development and execution of long term business strategies. The Board believes that the balance of power and authority is adequately ensured by the operations of the Board which comprises highly experienced individuals. There are three independent non-executive Directors on the Board. All of them possess adequate independence and therefore the Board considers the Company has achieved balance and provided sufficient protection of its interests.

Code provision A.6.7 stipulates that independent non-executive Directors should attend general meetings of the Company. Owing to other business engagements, two independent non-executive Directors, Ms. Ng Li La, Adeline and Ms. Sung Kwan Wun, were unable to attend the general meetings of the Company held on 16 February 2016 and 3 June 2016.

董事會欣然呈列截至二零一六年十二月三十一日止年度之企業管治報告。本報告載列本公司的主要企業管治常規。

### 企業管治常規

本公司致力保持高水平的企業管治，以保障本公司股東的利益。本公司的企業管治常規乃基於上市規則附錄14的企業管治守則（「守則」）所載的原則及守則條文。除對守則條文第A.2.1及第A.6.7條偏離外，本公司於截至二零一六年十二月三十一日止年度已遵守守則。

守則條文第A.2.1條規定主席與行政總裁的角色應予區分，並不應由一人同時兼任。莊躍進先生為本公司主席及行政總裁。守則條文第A.2.1條的有關偏離情況被視為恰當，原因是董事會認為一人同時兼任本公司主席並履行行政總裁的執行職務更具效率，並為本集團提供穩固且貫徹的領導，方便發展及推行長遠的業務策略。董事會深信，基於董事經驗豐富，董事會的運作能充分確保權力及權限得到制衡。董事會有三位獨立非執行董事。由於彼等的獨立性均屬足夠，故此董事會認為本公司已取得平衡及充分保障其利益。

守則條文第A.6.7條規定獨立非執行董事應出席本公司的股東大會。由於另有其他業務的事務，兩位獨立非執行董事吳莉娜女士及宋君媛女士未能出席本公司於二零一六年二月十六日及二零一六年六月三日舉行的股東大會。

## CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted a code of conduct regarding securities transactions by the Directors on terms no less exacting than the required standard of dealings as set out in the Model Code for Securities Transactions by Directors of Listed Issuers in Appendix 10 to the Listing Rules. Having made specific enquiry with all Directors, the Company confirmed that all Directors have complied with the code of conduct and the required standard of dealings concerning securities transactions by the Directors during the year.

## BOARD OF DIRECTORS

At 31 December 2016, the Board comprises three executive Directors and three independent non-executive Directors as follows:

### Executive Directors

Mr. Zhuang Yuejin (*Chairman*)  
Mr. Wong Ho Yin  
Ms. Xiao Suni

### Independent non-executive Directors

Mr. Mak Wai Ho  
Ms. Ng Li La, Adeline  
Ms. Zhu Chunyan

The composition of the Board is well balanced with each Director having sound industry knowledge, extensive corporate and strategic planning experience and/or expertise relevant to the business of the Group. The biographical details of the Directors and the relationship among the members of the Board are set out in the "Biographical Information of Directors and Senior Management" on pages 11 to 13 of this report.

Generally, the responsibilities of the Board include:

- Formulation of overall strategic development of the Group;
- Monitoring the financial performance, risk management and internal control systems of the Group's business operations;
- Evaluating and determining the nature and extent of the risks it is willing to take in achieving the Group's strategic objectives, and ensuring that appropriate and effective risk management and internal control systems are in places;

## 有關董事進行證券交易的行為守則

本公司已採納有關董事進行證券交易的行為守則，其條款並不比上市規則附錄10上市發行人董事進行證券交易的標準守則所載之交易準則規定寬鬆。經向全體董事作出特定查詢後，本公司確認全體董事於本年度內均一直遵守行為守則及有關董事進行證券交易的交易準則規定。

## 董事會

於二零一六年十二月三十一日，董事會由下列三名執行董事及三名獨立非執行董事組成：

### 執行董事

莊躍進先生(主席)  
黃浩然先生  
肖蘇妮女士

### 獨立非執行董事

麥偉豪先生  
吳莉娜女士  
朱春燕女士

董事會的結構平衡，每名董事均具備充分的行業知識、廣泛的企業及策略規劃經驗及／或與本集團業務有關的專門技術。董事的履歷詳情及董事會成員之間的關係載於本報告第11頁至第13頁的「董事及高級管理層的履歷資料」。

一般而言，董事會的職責包括：

- 制定本集團的整體策略發展；
- 監察本集團業務經營的財務表現、風險管理及內部監控系統；
- 評估及釐定本集團為達成戰略目標所願承擔的風險性質及程度，並確保已制定適當及有效的風險管理及內部監控系統；

## CORPORATE GOVERNANCE REPORT (Continued)

### 企業管治報告(續)

- Material acquisitions, investments, disposal of assets or any significant capital expenditure;
- Appointment, removal or reappointment of Board members and auditors;
- Remuneration of Directors;
- Communications with key stakeholders;
- Recommendation and declaration of any interim and final dividends
- 重大收購、投資、出售資產或任何重大資本開支；
- 委任、罷免或重新委任董事會成員及核數師；
- 董事酬金；
- 與主要權益擁有人溝通；
- 建議及宣派任何中期及末期股息

Executive Directors are responsible for running the Group and executing the strategies adopted by the Board. The Board delegates day-to-day activities to the management with department heads responsible for different aspects of the business. The non-executive Directors serve the relevant function of bringing independent judgment on the development, performance and risk management of the Group through their contributions in board meetings. They are also serving on remuneration committee, nomination committee and audit committee.

During the year, the Board complies with the requirement of the Listing Rules relating to the appointment of at least three independent non-executive Directors and at least one of them has appropriate professional qualifications or accounting or related financial management expertise. The Company has received from each independent non-executive Director an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules and the Company considers all the independent non-executive Directors to be independent.

執行董事負責經營本集團及執行董事會所採納之策略。董事會將日常活動指派予管理層，其中各部門主管負責不同範疇的業務。非執行董事透過參與董事會會議，履行對本集團的發展、表現及風險管理作出獨立判斷的有關職能。彼等亦為薪酬委員會、提名委員會及審核委員會成員。

於年內，董事會遵守上市規則之規定，委任至少三名獨立非執行董事及當中至少一名擁有適當專業資格，或擁有會計或相關財務管理的專長。本公司已根據上市規則第3.13條接獲各獨立非執行董事就其獨立性作出之年度確認。本公司認為，全體獨立非執行董事均屬獨立人士。

## CORPORATE GOVERNANCE REPORT (Continued)

### 企業管治報告 (續)

The Board normally has four regular meetings a year at quarterly interval and meets as and when required to discuss the overall business, development strategy, operations and financial reporting of the Company. The Directors can attend meetings in person or through other means of electronic communication in accordance with the Company's articles of association. During the year ended 31 December 2016, ten Board meetings and two general meetings were held. The following table shows the attendance of individual Directors at the meetings held during the year:

Members	No. of attendance		成員	出席次數	
	General meetings	Board meetings		股東大會	董事會會議
<i>Executive Directors</i>			<i>執行董事</i>		
Mr. Zhuang Yuejin	1/2	10/10	莊躍進先生	1/2	10/10
Mr. Wong Ho Yin	2/2	10/10	黃浩然先生	2/2	10/10
Ms. Xiao Suni	0/2	7/10	肖蘇妮女士	0/2	7/10
<i>Independent Non-executive Directors</i>			<i>獨立非執行董事</i>		
Mr. Mak Wai Ho	2/2	6/10	麥偉豪先生	2/2	6/10
Ms. Ng Li La, Adeline	0/2	4/10	吳莉娜女士	0/2	4/10
Ms. Zhu Chunyan (appointed on 2 September 2016)	0/0	2/3	朱春燕女士 (於二零一六年九月二日獲委任)	0/0	2/3
Ms. Sung Kwan Wan (retired on 3 June 2016)	0/2	1/2	宋君媛女士 (於二零一六年六月三日退任)	0/2	1/2

董事會通常每年召開四次例會，每季舉行一次，及於有需要時會晤，以討論本公司的整體業務、發展策略、營運及財務申報事宜。董事可親身或透過本公司組織章程細則所容許之其他電子通訊方式出席會議。於截至二零一六年十二月三十一日止年度，舉行了十次董事會會議及二次股東大會。下表載列個別董事年內出席有關會議之情況：

The Directors will receive details of agenda and minutes of committee meetings in advance of and after each Board meeting respectively. The company secretary will distribute relevant documents to the Directors in a timely manner to enable the Directors to make informed decisions on matters to be raised at the Board meetings. All Directors have access to the advice and services of the company secretary who is responsible for ensuring the procedures of the Board meetings are complied with and advising the Board on compliance matters.

董事分別於每次董事會會議舉行前後收到詳細之議程和委員會會議之記錄。公司秘書將適時向董事分發有關文件，以使董事能就將於董事會會議提出之事宜作出知情決定。全體董事可獲得公司秘書的意見及服務，而公司秘書負責確保董事會會議程序已獲遵守，並就合規事宜向董事會提出建議。



In addition, the Company has maintained a procedure for the Directors to seek independent professional advice, in appropriate circumstances, at the Company's expense in discharging their duties to the Company. Moreover, the company secretary prepares minutes of the Board meetings and keeps records of matters discussed and decisions resolved at all Board meetings. The company secretary also keeps the minutes of the Board meetings, which are open for inspection at any reasonable time on reasonable notice by any Director.

### CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Code provision A.2.1 stipulates that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual.

Mr. Zhuang Yuejin is the Chairman and the Chief Executive Officer of the Company. Such deviation from Code provision A.2.1 is deemed appropriate as it is considered to be more efficient to have one single person as the Chairman of the Company as well as to discharge the executive functions of a chief executive officer, and it provides the Group with strong and consistent leadership in the development and execution of long term business strategies. The Board believes that the balance of power and authority is adequately ensured by the operations of the Board which comprises highly experienced individuals. There are three independent non-executive Directors on the Board. All of them possess adequate independence and therefore the Board considers the Company has achieved balance and provided sufficient protection of its interests.

### APPOINTMENT, RE-ELECTION AND REMOVAL

According to the Company's articles of association, one-third of the Directors are required to retire from office at each annual general meeting, provided that every Director shall be subject to retirement by rotation at least once in every three years. A Director appointed since the most recent annual general meeting shall hold office only until the next general meeting and shall then be eligible for re-election. The independent non-executive Directors were appointed at specific terms for one year.

此外，本公司已訂立一套程序，讓董事在合適情況下，於履行其對本公司之職責時，尋求獨立專業意見，而開支由本公司支付。另外，公司秘書亦會就於所有董事會會議上討論之事宜及議決之決定，編製會議記錄並保存有關記錄。公司秘書亦保存董事會會議記錄，並可於任何董事作出合理通知後，在任何合理時間供索閱。

### 主席及行政總裁

根據守則條文第A.2.1條，主席與行政總裁的角色應有區分，不應由一人同時兼任。

莊躍進先生為本公司主席兼行政總裁。有關偏離守則條文第A.2.1條的情況被視為恰當，此乃由於由一人擔任本公司主席並履行行政總裁的行政職能相信更具效率，且為本集團提供強大及一致的領導，方便發展及推行長遠的業務策略。董事會深信，董事會由經驗豐富的人士組成，故董事會的運作能充分確保權力得到制衡。董事會有三名獨立非執行董事。由於彼等均具充分的獨立性，故此董事會認為，本公司已取得平衡，並能充分保障本公司的利益。

### 委任、重選及退任

根據本公司之組織章程細則，於每屆股東週年大會上，當時三分之一的董事須退任，惟每名董事須至少每三年輪值退任一次。獲委任的董事任期由最近期股東週年大會起至下屆股東大會為止，並符合資格重選連任。獨立非執行董事按特定任期獲委任一年。

## CONTINUOUS PROFESSIONAL DEVELOPMENT

Pursuant to Code provision A.6.5, all Directors should participate in continuous professional development to develop and refresh their knowledge and skills. This is to ensure that their contribution to the Board remains informed and relevant. All the Directors also understand the importance of continuous professional development and are committed to participate any suitable training or read relevant materials in order to develop and refresh their knowledge and skills. The Company has received from each Director a confirmation of their participation in continuous professional development by attending training course or reading relevant materials on the topics related to corporate governance and regulations.

## BOARD DIVERSITY POLICY

During the year, the Board adopted a board diversity policy setting out the approach to achieve diversity on the Board. The Company considered diversity of board members can be achieved through consideration of a number of aspects, including but not limited to gender, age, cultural and educational background, professional experience, skills and knowledge. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, professional experience, skills and knowledge. The ultimate decision will be made upon the merits and contribution that the selected candidates will bring to the Board.

## REMUNERATION COMMITTEE

The Company established a remuneration committee on 13 September 2010 with written terms of reference in compliance with the Code. The primary duties of the remuneration committee include making recommendations to the Board on the policy and structure for all Directors and senior management, reviewing the terms of remuneration packages, determining the award of bonuses and considering the grant of options under the share option scheme of the Company. At 31 December 2016, the remuneration committee comprises one executive Director, namely, Mr. Zhuang Yuejin and two independent non-executive Directors, namely Mr. Mak Wai Ho (chairman of the remuneration committee) and Ms. Zhu Chunyan.

## 持續專業發展

根據守則條文第A.6.5條，全體董事均須參與持續專業發展，以發展及更新彼等的知識及技能，以確保彼等繼續向董事會作出知情及相關的貢獻。全體董事亦明白持續專業發展的重要性，並承諾參與任何適合的培訓或閱讀有關材料，以發展及更新彼等的知識及技能。本公司已接獲各董事的確認書，確認彼等均有透過參與有關企業管治及規例之培訓課程或閱讀有關該主題之相關材料參與持續專業發展。

## 董事會成員多元化政策

年內，董事會已採納董事會成員多元化政策，其中載有實現董事會成員多元化之方式。本公司認為可透過多方面考慮實現董事會成員多元化，包括但不限於性別、年齡、文化及教育背景、專業經驗、技能及知識。董事會所有委任將用人唯才，並在考慮候選人時以客觀準則充分顧及董事會成員多元化的裨益。

甄選候選人將基於一系列多元化觀點，包括但不限於性別、年齡、文化及教育背景、專業經驗、技能及知識。最終決定將按所選候選人的優點及其將為董事會帶來的貢獻而作出。

## 薪酬委員會

本公司於二零一零年九月十三日成立薪酬委員會，並以書面列明符合守則的職權範圍。薪酬委員會主要職責包括就全體董事及高級管理人員的政策及架構向董事會提出建議、審閱薪酬待遇條款、釐定花紅獎勵及考慮根據本公司購股權計劃授出購股權。於二零一六年十二月三十一日，薪酬委員會由一名執行董事莊躍進先生，以及兩名獨立非執行董事麥偉豪先生（薪酬委員會主席）及朱春燕女士組成。

## CORPORATE GOVERNANCE REPORT (Continued)

### 企業管治報告(續)

During the year, two meetings was held by the remuneration committee to discuss, among other things, the remuneration policy of the Group and determine the remuneration of the Directors. The following table shows the attendance of individual members at the meetings held during the year:

Members	No. of attendance	成員	出席次數
<i>Executive Director</i> Mr. Zhuang Yuejin	2/2	<i>執行董事</i> 莊躍進先生	2/2
<i>Independent non-executive Directors</i> Mr. Mak Wai Ho	2/2	<i>獨立非執行董事</i> 麥偉豪先生	2/2
Ms. Zhu Chunyan (appointed on 2 September 2016)	1/1	朱春燕女士(於二零一六年 九月二日獲委任)	1/1

## NOMINATION COMMITTEE

The Company established a nomination committee on 13 September 2010 with written terms of reference in compliance with the Code. The primary duties of the nomination committee include reviewing the structure, size and composition of the Board, making recommendations to the Board regarding candidates to fill vacancies on the Board, assessing the independence of independent non-executive Directors and making recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors. The nomination committee comprises one executive Director, namely Mr. Zhuang Yuejin (chairman of the nomination committee), and two independent non-executive Directors, namely Mr. Mak Wai Ho and Ms. Ng Li La, Adeline.

During the year, two meetings was held by the nomination committee to, among other things, review the structure, size and composition of the board and assess the independence of each of the independent non-executive Directors. The nomination committee also reviewed the board diversity policy to ensure its effectiveness and considered the Group achieved the policy since its adoption. The following table shows the attendance of individual members at the meeting held during the year:

Members	No. of attendance	成員	出席次數
<i>Executive Director</i> Mr. Zhuang Yuejin	2/2	<i>執行董事</i> 莊躍進先生	2/2
<i>Independent non-executive Directors</i> Mr. Mak Wai Ho	2/2	<i>獨立非執行董事</i> 麥偉豪先生	2/2
Ms. Ng Li La, Adeline	1/2	吳莉娜女士	1/2

於年內，薪酬委員會舉行兩次會議討論(其中包括)本集團之薪酬政策及釐定董事薪酬。下表載列年內各成員於會議之出席率：

## 提名委員會

本公司於二零一零年九月十三日成立提名委員會，並以書面列明符合守則的職權範圍。提名委員會的主要職責包括檢討董事會的架構、人數及組成、就填補董事會空缺的候選人向董事會提出建議、評估獨立非執行董事的獨立性及就委任或重新委任董事及董事繼任計劃向董事會提出建議。提名委員會目前由一名執行董事莊躍進先生(提名委員會主席)、以及兩名獨立非執行董事麥偉豪先生及吳莉娜女士組成。

於年內，提名委員會舉行兩次會議以(其中包括)檢討董事會的架構、人數及組成以及評估各獨立非執行董事的獨立性。提名委員會亦檢討董事會成員多元化政策，以確保成效及考慮本集團自其採納達成該政策之情況。下表載列年內各成員於會議之出席率：

## CORPORATE GOVERNANCE REPORT (Continued)

### 企業管治報告(續)

#### AUDIT COMMITTEE

The Company established an audit committee on 13 September 2010 with written terms of reference in compliance with the Code. The primary duties of the audit committee are, among other things, to review the effectiveness of the financial reporting process, risk management and internal control systems of the Group. At 31 December 2016, the audit committee comprises three independent non-executive Directors, namely Mr. Mak Wai Ho (chairman of the audit committee), Ms. Ng Li La, Adeline and Ms. Zhu Chunyan.

During the year, two meetings were held by the audit committee. The following table shows the attendance of individual members at the meetings held during the year:

Members	No. of attendance
<i>Independent non-executive Directors</i>	
Mr. Mak Wai Ho	2/2
Ms. Ng Li La, Adeline	2/2
Ms. Zhu Chunyan (appointed on 2 September 2016)	0/0

During the year, the audit committee, among other things, reviewed the interim and annual reports as well as result announcements before submission to the Board. The audit committee focuses not only on the impact of the changes in accounting policies and practices but also on the compliance with accounting standards, the Listing Rules and the legal requirements in review of the Company's interim and annual reports as well as result announcements. The audit committee also reviewed the Company's financial controls, risk management and internal control systems and make recommendation to the Board on the re-appointment of the external auditors.

#### CORPORATE GOVERNANCE FUNCTIONS

The Board is responsible for performing the functions set out in the Code provision D.3.1.

The Board reviewed the Company's corporate governance policies and practices, continuous professional development of Directors, the Company's policies and practices on compliance with legal and regulatory requirements, the compliance of the Listing Rules, and the Company's compliance with the Code and disclosure in this Corporate Governance Report.

#### 審核委員會

本公司於二零一零年九月十三日成立審核委員會，並遵照守則訂立書面職權範圍。審核委員會的主要職責為(其中包括)檢討本集團的財務申報程序、風險管理及內部監控系統之有效性。於二零一六年十二月三十一日，審核委員會由三名獨立非執行董事麥偉豪先生(審核委員會主席)、吳莉娜女士及朱春燕女士組成。

於年內，審核委員會舉行二次會議。下表為年內各成員於會議之出席率：

成員	出席次數
<i>獨立非執行董事</i>	
麥偉豪先生	2/2
吳莉娜女士	2/2
朱春燕女士 (於二零一六年九月二日獲委任)	0/0

年內，審核委員會於中期及年度報告以及業績公告提呈董事會前(其中包括)審閱該等報告。審核委員會不僅注視會計政策及常規變動的影響，於審閱本公司中期及年度報告以及業績公告時亦會關注是否符合會計準則、上市規則及法律規定。審核委員會亦檢討本公司的財務監控、風險管理及內部監控系統，並就續聘外聘核數師向董事會提出建議。

#### 企業管治職能

董事會負責履行守則條文第D.3.1條所載職能。

董事會已檢討本公司的企業管治政策及常規、董事的持續專業發展、本公司在遵守法律及監管規定方面的政策及常規、遵守上市規則的情況，以及本公司遵守守則的情況及在本企業管治報告內的披露事項。

## AUDITORS' REMUNERATION

The audit committee is responsible for considering the appointment of the external auditors and also reviews any non-audit functions performed by the external auditors for the Group, including whether such non-audit functions could lead to any potential material adverse effect on the Group. During the year, the auditors performed the work of statutory audit for the year of 2016. For the year ended 31 December 2016, the remuneration payable and paid to the auditors, HLB Hodgson Impey Cheng Limited were as follows:

Audit services	審核服務
Non-audit services	非審核服務

## 核數師薪酬

審核委員會負責考慮委任外聘核數師及檢討外聘核數師為本集團所執行的任何非核數職能，包括該等非核數職能會否對本集團構成任何潛在重大不利影響。年內，核數師已執行二零一六年年度的法定審核。截至二零一六年十二月三十一日止年度，應付及已付予核數師國衛會計師事務所有限公司的酬金如下：

	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
	1,076	1,200
	-	-

## RISK MANAGEMENT AND INTERNAL CONTROL

The Board has the overall responsibility for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Group's strategic objectives, maintaining sound and effective risk management and internal control systems and reviewing their effectiveness to safeguard the Group's assets.

The risk management and internal control systems are designed to manage, rather than eliminate business risk; to help safeguard the Group's assets against fraud and other irregularities; and to give reasonable, but not absolute, assurance against material financial misstatement or loss.

The Board, through the audit committee, has reviewed the adequacy and effectiveness of the Group's risk management and internal control systems, covering financial, operational and compliance controls and risk management functions, which included the adequacy of resources, qualifications and experience of staff of the accounting and financial reporting function, and their training programmes and budget.

The Company has taken appropriate measures to identify inside information and preserve its confidentiality until proper dissemination via the electronic publication system operated by the Stock Exchange.

## 風險管理及內部監控

董事會全面負責評估及釐定本集團為達成戰略目標所願承擔的風險性質及程度，維持全面有效的風險管理及內部監控系統並檢討其有效性，保障本集團資產。

風險管理及內部監控系統乃旨在管理而非消除業務風險；幫助保障本集團資產免受詐騙及其他違法行為；並作出合理而非絕對保證無重大錯誤財務陳述或損失。

董事會透過審核委員會檢討本集團風險管理及內部監控系統的充足性及有效性，涵蓋財務、營運及合規監控以及風險管理職能，其包括會計及財務匯報職能的資源、員工資歷及經驗的充足性，及其培訓計劃及預算。

本公司已採取適當措施識別內幕消息和在透過聯交所管理的電子發佈系統適當發佈前保持其機密。



## CORPORATE GOVERNANCE REPORT (Continued)

### 企業管治報告(續)

The Company has engaged an external professional consultant to conduct independent internal control review for the year ended 31 December 2016. For the year ended 31 December 2016, the Board considered the Group's internal control system as adequate and effective and that the Company has complied with the code provisions on risk management and internal control as set out in the Code.

### COMPANY SECRETARY

The company secretary of the Company assists the Board by ensuring good information flow within the Board and that Board policy and procedures are followed. The company secretary is also responsible for advising the Board on governance matters. As an employee of the Company, Mr. Wong Ho Yin, the company secretary of the Company, has undertaken not less than 15 hours of relevant professional training to update his skills and knowledge in 2016.

### SHAREHOLDERS' RIGHTS

#### Procedure for nominating a new Director

Pursuant to Article 83(2) of the articles of association of the Company (the "Articles"), subject to the Articles and the Companies Law of the Cayman Islands, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy on the Board, or as an addition to the existing Board.

#### Procedure for convening an extraordinary general meeting

Pursuant to Article 58 of the Articles, any one or more shareholder 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, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition and such meeting shall be held within 2 months from the date of deposit of the requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

#### Procedure for sending enquires to the Board

Shareholders may send written enquiries or requests in respect of their rights to the principal place of business of the Company in Hong Kong and for the attention of the Company Secretary.

截至二零一六年十二月三十一日止年度，本公司已委聘外部專業顧問進行獨立內部監控審閱。截至二零一六年十二月三十一日止年度，董事會認為本集團的內部監控系統乃充足及有效，而本公司亦已遵守守則所載的有關風險管理及內部監控的守則條文。

### 公司秘書

本公司之公司秘書確保董事會成員間有效交流資訊及遵照董事會政策及程序，以協助董事會。公司秘書亦負責就管治事宜向董事會提出建議。作為本公司僱員，本公司之公司秘書黃浩然先生已於二零一六年接受不少於15小時之相關專業培訓，以更新其技能及知識。

### 股東的權利

#### 提名一名新董事的程序

根據本公司組織章程細則（「細則」）第83(2)條，在細則及開曼群島公司法規限下，本公司可透過普通決議案選出任何人士出任董事，以填補董事會臨時空缺或出任現任董事會新增成員。

#### 召開股東特別大會的程序

根據細則第58條，任何一位或以上於提請要求當日持有不少於本公司繳足股本（賦予權利在本公司股東大會上投票）十分之一的股東，可隨時向董事會發出書面要求，要求董事會召開股東特別大會，以處理有關要求所指明的任何事項，且有關大會須於提請要求當日起計兩個月內舉行。倘提請後二十一(21)日內董事會未有召開大會，則提請要求的人士可自行以相同方式召開大會，而本公司須向提請要求的人士補償因董事會未有召開大會而產生的所有合理開支。

#### 向董事會發送查詢的程序

股東可將有關彼等權利的書面查詢或要求發送至本公司香港主要營業地點，收件人為公司秘書。

## INVESTOR RELATIONS AND COMMUNICATION WITH SHAREHOLDERS

The Company has established a range of communication channels between itself and its shareholders, and investors. These include the publication of annual and interim reports, notices, announcements, circulars and constitutional documents, the Company's website at [www.joystar.com.hk](http://www.joystar.com.hk) and meetings with investors and analysts.

The Company encourages all shareholders to attend the annual general meetings to stay informed of the Group's strategy and goals. It provides an opportunity for direct communication between the Board and its shareholders. The chairman of the meeting explains the detailed procedures for conducting a poll and then answers any questions from shareholders. The poll results are published on the website of the Company and the Stock Exchange.

## CONSTITUTIONAL DOCUMENTS

The Board does not aware of any changes in the Company's constitutional documents during the year.

## DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Directors acknowledged their responsibility for the preparation of the financial statements for the year ended 31 December 2016, which give a true and fair view of the financial position of the Group. The auditors of the Company is responsible to form an independent opinion based on the audit, on the financial statements prepared by the Directors and report the opinion solely to the shareholders of the Company.

## 投資者關係及與股東之溝通

本公司已與其股東及投資者之間設立多種溝通渠道。當中包括於本公司網站 [www.joystar.com.hk](http://www.joystar.com.hk) 刊發年度及中期報告、通告、公告、通函及憲章文件，及與投資者及分析員會晤。

本公司鼓勵所有股東出席股東週年大會，了解本集團之策略及目標。股東週年大會提供機會讓董事會與其股東直接溝通。大會主席會解釋以投票方式進行表決的詳細程序，然後回答股東的任何提問。投票結果刊登於本公司及聯交所之網站。

## 憲章文件

董事會並不知悉年內本公司的憲章文件出現任何變動。

## 董事就財務報表須承擔的責任

董事確認彼等須負責編製截至二零一六年十二月三十一日止年度的財務報表，有關報表應真實而公平地反映本集團的財務狀況。本公司核數師負責根據其審核工作的結果，就董事編製的財務報表作出獨立意見，並僅向本公司股東匯報其意見。

# DIRECTORS' REPORT

## 董事會報告

The Directors have pleasure in presenting their report and the audited consolidated financial statements of the Group for the year ended 31 December 2016.

### PRINCIPAL ACTIVITIES

The Group is principally engaged in the manufacture and sale of nonwoven fabric products used in automotive interior decoration parts and other parts, and the trading of rubber and food products.

### BUSINESS REVIEW

A review of the business of the Group for the year ended 31 December 2016 is set out in "Chairman's Statement & Management Discussion and Analysis" on pages 4 to 10 of this report.

### RESULTS AND FINANCIAL POSITION

The Group's results for the year ended 31 December 2016 are set out in the consolidated statement of profit or loss and other comprehensive income on pages 43 and 44.

The state of affairs of the Group and of the Company at 31 December 2016 are set out in the consolidated statement of financial position and the statement of financial position on pages 45 to 46 and in Note 44 to the consolidated financial statements respectively.

### SHARE CAPITAL

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

### SUBSIDIARIES

Particulars of the Company's subsidiaries are set out in Note 21 to the consolidated financial statements.

### SUMMARY OF FINANCIAL INFORMATION

A summary of financial results and of the assets and liabilities of the Group are set out in the section headed "Summary of Financial Information" on page 140 in this report.

### RESERVES

The movements in the reserves of the Group during the year ended 31 December 2016 are set out in the consolidated statement of changes in equity on page 47. The movements in the reserves of the Company during the year ended 31 December 2016 are set out in Note 44 to the consolidated financial statements.

### DISTRIBUTABLE RESERVES

At 31 December 2016, the Company's reserve available for distribution to owners of the Company comprising share premium account amounted to approximately RMB126,868,000 (2015: RMB114,969,000).

董事會欣然呈列其報告及本集團截至二零一六年十二月三十一日止年度的經審核綜合財務報表。

### 主要業務

本集團主要從事製造及銷售用於汽車內飾件及其他部份的無紡布產品以及買賣橡膠及食品。

### 業務回顧

本集團截至二零一六年十二月三十一日止年度之業務回顧載於本報告第4頁至第10頁的「主席報告及管理層討論與分析」。

### 業績及財務狀況

本集團於截至二零一六年十二月三十一日止年度的業績載於第43頁及第44頁之綜合損益及其他全面收益表。

本集團及本公司於二零一六年十二月三十一日的業務狀況分別載於第45頁至第46頁之綜合財務狀況表及財務狀況表以及綜合財務報表附註44。

### 股本

本公司的股本變動詳情載於綜合財務報表附註29。

### 附屬公司

有關本公司附屬公司之詳情載於綜合財務報表附註21。

### 財務資料概要

本集團之財務業績及資產和負債概要載於本報告第140頁之「財務資料概要」一節。

### 儲備

本集團於截至二零一六年十二月三十一日止年度的儲備變動載於第47頁之綜合權益變動表。本公司於截至二零一六年十二月三十一日止年度的儲備變動載於綜合財務報表附註44。

### 可供分派儲備

於二零一六年十二月三十一日，本公司可供分派予本公司擁有人的儲備包括股份溢價賬約人民幣126,868,000元（二零一五年：人民幣114,969,000元）。

## DIVIDENDS

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

## PROPERTY, PLANT AND EQUIPMENT

Details of the movements in the property, plant and equipment of the Group are set out in Note 18 to the consolidated financial statements.

## MAJOR CUSTOMERS AND SUPPLIERS

In the year, sales to the Group's five largest customers in aggregate accounted for approximately 58% (2015: 56.8%) of the total sales for the year and sales to the largest customer accounted for approximately 23% (2015: 27.1%) of total sales. Purchases from the Group's five largest suppliers in aggregate accounted for approximately 32% (2015: 40.0%) of the total purchases for the year and purchases from the largest supplier accounted for approximately 12% (2015: 11.9%) of total purchases.

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

## PRINCIPAL RISKS AND UNCERTAINTIES

The Group's business, financial condition, results of operations and prospects may be affected by a number of risks and uncertainties. The following are the key risks and uncertainties identified by the Group.

### Reliance on major customers

In the year, sales to the Group's five largest customers in aggregate accounted for approximately 58% (2015: 56.8%) of the total sales for the year and sales to the largest customer accounted for approximately 23% (2015: 27.1%) of total sales. If any of these customers ceases to do business with the Group, or substantially reduces the volume of its business with the Group and if the Group is unable to secure new customers with similar sales volume and profit margin, the Group's business, results of operations and financial position may be materially and adversely affected.

## 股息

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。

## 物業、廠房及設備

本集團的物業、廠房及設備變動詳情載於綜合財務報表附註18。

## 主要客戶及供應商

本年度內，售予本集團五大客戶的銷量合共佔本年度總銷量約58%（二零一五年：56.8%），而售予最大客戶的銷量佔總銷量約23%（二零一五年：27.1%）。本集團五大供應商的採購合共佔本年度採購總額約32%（二零一五年：40.0%），而最大供應商的採購佔採購總額約12%（二零一五年：11.9%）。

本年度內，概無董事、彼等之緊密聯繫人士或任何本公司股東（據董事所深知，擁有本公司已發行股本5%以上）於本集團的五大客戶及供應商擁有任何權益。

## 主要風險及不明朗因素

本集團的業務、財務狀況、經營業績及前景可能受多種風險及不明朗因素所影響。下文為本集團所識辨的主要風險及不明朗因素。

### 對主要客戶的依賴

本年度內，售予本集團五大客戶的銷量合共佔本年度總銷量約58%（二零一五年：56.8%），而售予最大客戶的銷量佔總銷量約23%（二零一五年：27.1%）。倘若任何該等客戶終止與本集團進行業務，或大幅減少其與本集團的業務量，及倘若本集團無法獲得銷售額及利潤率相近的新客戶，則本集團的業務、經營業績及財務狀況可能受到重大不利影響。

### Reliance on raw materials

The Group's production requires large quantities of raw materials, which are mainly artificial and synthetic fibres, for the production of nonwoven fabric. There is no assurance that the Group will always be able to secure an adequate supply of raw materials at commercially viable prices to meet the Group's future production requirements. Moreover, fluctuations in the prices of the raw materials may increase the cost of inventories sold and reduce the gross profit and gross margin of the Group.

### Reliance on limited number of suppliers

Purchases from the Group's five largest suppliers in aggregate accounted for approximately 32% (2015: 40.0%) of the total purchases for the year and purchases from the largest supplier accounted for approximately 12% (2015: 11.9%) of total purchases. If any of these suppliers do not continue to supply materials to the Group at favourable or similar prices or at all, the Group may not be able to find another suitable replacement supplier in a timely manner or on terms acceptable to the Group or at all, and the Group's business, results of operations and financial condition could be adversely affected.

### Other financial risks

The Group also faces other financial risks in the ordinary course of business. Details of financial risk management objectives and policies are set out in Notes 6 to the consolidated financial statements.

## RELATIONSHIP WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

The Group recognises the importance of good relationships with its employees. The Group continues to provide training for its staff to enhance technical and product knowledge as well as knowledge of industry quality standards. The Group maintains good working relationships with its employees and has not experienced any material disruption of its normal business operations due to strikes or labour disputes.

The Directors believe that the Group's good relationship with its customers depends on its ability to produce reliable products for its customers. The Group conducts surveys on customers' feedback on the Group's products, the results of which will be analyzed and used to formulate measures of improvement. This provides a channel for the Group's customers to monitor the quality of the Group's products.

### 對原材料的依賴

本集團的生產需要大量原材料，當中主要為人造及合成纖維，用作生產無紡布。概無保證本集團將一直按經濟上可行的價格獲得充足的原材料供應，以應付本集團日後的生產需求。此外，原材料價格的波動可能令存貨成本上升並降低本集團的毛利及毛利率。

### 對數量有限的供應商的依賴

本集團五大供應商的採購合共佔本年度採購總額約32%（二零一五年：40.0%），而最大供應商的採購佔採購總額約12%（二零一五年：11.9%）。倘任何該等供應商並未繼續以有利價格或類似價格向本集團供應原材料，或完全不供應，則本集團未必能及時或以本集團可接受的條款物色到其他合適的供應商，或根本無法找到，則本集團的業務、經營業績及財務狀況可能受到不利影響。

### 其他財務風險

本集團於一般業務過程中亦面臨其他財務風險。有關財務風險管理目標及政策的詳情載於綜合財務報表附註6。

### 與僱員、客戶及供應商之關係

本集團深明與其僱員保持良好關係的重要性。本集團持續為僱員提供培訓，以加強其員工的技術及產品知識，以及對行業質量標準的認識。本集團與其僱員關係良好，從未因罷工或勞資糾紛而嚴重擾亂一般業務運營。

董事認為，本集團與其客戶的良好關係取決於其為客戶生產可靠產品的能力。本集團會就客戶對本集團產品的意見進行調查，並分析有關結果，用於制定改善措施。此舉為本集團客戶提供監察本集團產品質素的渠道。



## DIRECTORS' REPORT (Continued)

### 董事會報告 (續)

The Group's major suppliers are manufacturers of artificial and synthetic fibers being the Group's primary raw materials. The Directors consider that the reliability of suppliers are essential to maintaining an efficient production process of the Group. The Group has laid down detailed supplier selection procedures, and conducts reviews on its suppliers regularly and also upon any material changes in the suppliers' delivery period, quality of supply, price and service.

## ENVIRONMENTAL POLICIES

Committed to minimizing any environmental impact caused by its production (such as noise, sewage and exhaust gas), the Group adopts quality control measures and a comprehensive environmental management system to ensure that the Group manufactures quality products with minimum impacts on the environment. Meanwhile, concerning environmental conservation, the Group follows the internal guiding principles set out below in operating its business:

- to be committed to complying with relevant laws and regulations;
- to strengthen the training of staff so that they all participate in protecting the environment;
- to continuously improve and implement daily environmental monitoring, review and management so as to prevent pollution; and
- to economize on the consumption of resources.

Further details will be disclosed in the Company's Environmental, Social and Governance Report 2016 to be published within three months from the date of this report.

## COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

The Group work closely with its advisers and auditors to review the Group's affairs and ensure full compliance with all applicable laws, rules and regulations. The Group's operations are mainly carried out by the Company's subsidiaries in the PRC while the Company itself is listed on the Stock Exchange. As far as the Company is aware, the Group has complied in material aspects with the relevant laws and regulations which have a significant impact on the Group during the year ended 31 December 2016.

本集團主要供應商為人造及合成纖維(即本集團主要原材料)的製造商。董事認為,供應商的可靠性對本集團保持有效率的生產程序十分重要。本集團已訂下詳細的供應商甄選程序,定期對其供應商進行檢討,亦於供應商的交付期、供應質量、價格及服務出現任何重大變動時進行檢討。

## 環境政策

為致力減低生產(如噪音、垃圾及廢氣)對環境造成的任何影響,本集團採納品質監控措施及全面的環境管理系統,以確保本集團製造高質素產品的同時,可將對環境的影響減至最低。而且,就環境保育而言,本集團於其業務經營中遵循下列內部指導原則:

- 致力遵守有關法律及法規;
- 加強員工培訓,令所有員工均參與保護環境;
- 持續改善及實施日常環境監控、檢討及管理,以預防造成污染;及
- 節約使用資源。

進一步詳情將披露於本公司自本報告日期起三個月內刊發的二零一六年環境、社會及管治報告。

## 遵守相關法律及法規

本集團緊密配合其顧問及核數師,以檢討本集團事務及確保全面遵守一切適用法律、法規及規定。本集團運營主要由本公司附屬公司於中國進行,而本公司自身於聯交所上市。據本公司所知,截至二零一六年十二月三十一日止年度,本集團在重要層面已遵守對本集團具有重大影響的相關法律及法規。

## DIRECTORS' REPORT (Continued)

### 董事會報告 (續)

## DIRECTORS

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

### Executive Directors:

Mr. Zhuang Yuejin  
Mr. Wong Ho Yin  
Ms. Xiao Suni

### Independent non-executive Directors:

Mr. Mak Wai Ho  
Ms. Ng Li La, Adeline  
Ms. Zhu Chunyan (appointed on 2 September 2016)  
Ms. Sung Kwan Wun (retired on 3 June 2016)

Pursuant to Article 83(3) and Article 84(1) of the Company's articles of association, Ms. Zhu Chunyan, Mr. Wong Ho Yin and Ms. Xiao Suni shall retire at the forthcoming annual general meeting. All the retiring Directors are eligible for re-elections.

## DIRECTORS' AND SENIOR MANAGEMENT

Biographical information of the Directors and senior management of the Group are set out on pages 11 to 13 of this report.

## DIRECTORS' SERVICE CONTRACTS

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

## REMUNERATION POLICY

The remuneration policy of the employees of the Group is set up by the Board on the basis of their experience, qualifications and competence.

The remuneration of the Directors of the Company are reviewed by the remuneration committee of the Company and approved by the Board, having regard to the relevant Director's experience, responsibility, workload and the time devoted to the Group; the Company's operating results and comparable market statistics.

The Company has adopted a share option scheme (the "Scheme") on 5 June 2015 to which the Directors and eligible employees, among others are entitled to participate in. The Company operates the Scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Details of the Scheme are set out in paragraph "Share Option Scheme" below.

## 董事

本公司於本年度及截至本報告日期的董事為：

### 執行董事：

莊躍進先生  
黃浩然先生  
肖蘇妮女士

### 獨立非執行董事：

麥偉豪先生  
吳莉娜女士  
朱春燕女士 (於二零一六年九月二日獲委任)  
宋君媛女士 (於二零一六年六月三日退任)

根據本公司組織章程細則第83(3)條及第84(1)條，朱春燕女士、黃浩然先生及肖蘇妮女士須於應屆股東週年大會退任。所有退任董事均合資格膺選連任。

## 董事及高級管理層

本集團董事及高級管理層的履歷資料載於本報告第11頁至第13頁。

## 董事服務合約

概無董事 (包括該等提呈於應屆股東週年大會膺選連任的董事) 訂有不可由本公司於一年內免付賠償而終止 (法定賠償除外) 之服務協議。

## 薪酬政策

本集團僱員之薪酬政策乃由董事會制定，以僱員之經驗、資歷及能力為基準釐定。

本公司的董事酬金由本公司的薪酬委員會審核，並由董事會審批，有關酬金乃經計及有關董事的經驗、責任、工作量、為本集團貢獻的時間、本公司的經營業績及可資比較的市場統計數據後釐定。

本公司於二零一五年六月五日採納購股權計劃 (「該計劃」)，董事及合資格僱員均有權參與該計劃。本公司採納該計劃旨在激勵及獎勵為本集團之成功營運作出貢獻的合資格參與者。有關該計劃的詳情載於下文「購股權計劃」一段。

## DIRECTORS' REPORT (Continued)

### 董事會報告 (續)

## REMUNERATION OF DIRECTORS AND FIVE HIGHEST PAID INDIVIDUALS

Details of the remuneration of the Directors and the five highest paid individuals in the Group are set out in Notes 15 and 16 to the consolidated financial statements.

## DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SECURITIES, UNDERLYING SHARES AND DEBENTURES

So far as known to the Directors, at 31 December 2016, the interests and short positions of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company or any its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and/or short positions of which they were taken or deemed to have under such provisions of SFO) or which were recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO or otherwise required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers in Appendix 10 to the Listing Rules ("Model Code"), were as follows:

### Long positions in shares of the Company

Name of Directors	Capacity and nature of interest	Number of ordinary shares held	Approximate percentage of shareholding in the Company 佔本公司股權之 概約百分比
董事姓名	身份及權益的性質	所持普通股數目	
Mr. Zhuang Yuejin 莊躍進先生	Beneficial owner 實益擁有人	359,370,000	18.05%

Save as disclosed above, at 31 December 2016, none of the Directors or chief executives of the Company had any interests or short positions in the shares or underlying shares or debentures of the Company or any of its associated corporations as recorded in the register required to be kept by the Company under Section 352 of the SFO, or as otherwise required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

Save as disclosed above, at no time during the year were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company or of any other body corporate granted to any Directors or their respective spouse or children under 18 years of age, or were any such rights exercised by them; or was the Company, its holding company or any of its subsidiaries a party to any arrangements to enable the Directors, their respective spouse or children under 18 years of age to acquire such rights in the Company or any body corporate.

## 董事及五名最高酬金人士的薪酬

本集團之董事及五名最高酬金人士的薪酬詳情載於綜合財務報表附註15及16。

## 董事及最高行政人員於證券、相關股份及債權證的權益

據董事所知，於二零一六年十二月三十一日，本公司董事及最高行政人員於本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份及債權證中，擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益及淡倉（包括根據證券及期貨條例有關條文彼等被當作或被視為擁有的任何權益及／或淡倉），或根據證券及期貨條例第352條登記於本公司所需存置登記冊內的權益及淡倉，或根據上市規則附錄10上市發行人董事進行證券交易的標準守則（「標準守則」）須知會本公司及聯交所的權益及淡倉如下：

### 於本公司股份之好倉

除上文披露者外，於二零一六年十二月三十一日，概無本公司董事或最高行政人員於本公司或其任何相聯法團的股份、相關股份及債權證中，擁有根據證券及期貨條例第352條登記於本公司所需存置登記冊內的權益或淡倉，或根據標準守則須知會本公司及聯交所的權益或淡倉。

除上文所披露者外，於本年度之任何時間內概無授予任何董事或彼等各自之配偶或未滿十八歲子女可透過收購本公司或任何其他法人團體之股份或債權證而獲益的權利，該等權利亦無獲其行使；本公司、其控股公司或其任何附屬公司亦無參與訂立任何安排致使董事、彼等各自之配偶或未滿十八歲子女獲得於本公司或任何法人團體之該等權利。

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

Save as disclosed under the section "DIRECTORS' AND CHIEF EXECUTIVES' INTEREST IN SECURITIES, UNDERLYING SHARES AND DEBENTURES" on page 30 of this report, at 31 December 2016, the Directors of the Company were not aware of any persons who had, or was deemed to have, interests or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company in accordance with the provisions of Divisions 2 and 3 of Part XV of the SFO; or be recorded in the register required to be kept under Section 336 of the SFO.

## DIRECTORS' INTERESTS IN CONTRACTS

No Director had a material interest, either directly or indirectly, in any contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party at the end of the year or at any time during the year.

## DIRECTOR'S INTEREST IN COMPETING INTERESTS

The Directors are not aware of any business or interest of the Directors, the controlling shareholder and their respective associates (as defined under the Listing Rules) that compete or may compete with the business of the Group and any other conflict of interest which any such person has or may have with the Group during the year.

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

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

## DIRECTORS' RIGHTS TO ACQUIRE SHARES AND DEBENTURES

Save as disclosed in section "DIRECTORS' AND CHIEF EXECUTIVES' INTEREST IN SECURITIES, UNDERLYING SHARES AND DEBENTURES" on page 30 of this report, at no time during the year was the Company, or its subsidiaries, or its fellow subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of acquisition of shares in, or debentures of the Company or any other body corporate.

## 主要股東及其他人士於本公司之股份或相關股份中的權益或淡倉

除本報告第30頁「董事及最高行政人員於證券、相關股份及債權證的權益」一節所披露者外，於二零一六年十二月三十一日，本公司董事概不知悉任何人士已經或被視為於股份或相關股份中擁有根據證券及期貨條例第XV部之第2及第3分部須向本公司披露，或根據證券及期貨條例第336條登記於須予存置登記冊的權益或淡倉。

## 董事於合約的權益

於年終或本年度內任何時間，概無董事於本公司或其任何附屬公司訂立對本集團業務而言屬重要之任何合約中直接或間接擁有重大權益。

## 董事於競爭業務的權利

本年度內，董事概不知悉任何董事、控股股東及彼等各自的聯繫人士（定義見上市規則）的任何業務或權益與本集團的業務出現或可能出現競爭，亦不知悉該等人士會或可能會與本集團出現任何其他利益衝突。

## 購買、出售或贖回本公司的上市證券

本公司及其任何附屬公司於本年度內概無購買、出售或贖回本公司任何上市證券。

## 董事購入股份及債權證的權利

除本報告第30頁「董事及最高行政人員於證券、相關股份及債權證的權益」一節所披露者外，本公司或其附屬公司或其同系附屬公司於本年度內任何時間概無訂立任何安排，致使董事可藉購入本公司或任何其他法團的股份或債權證而獲益。



## DIRECTORS' REPORT (Continued)

### 董事會報告 (續)

#### SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors at the latest practicable date prior to issue of this report, the Company has maintained the sufficient public float under the Listing Rules.

#### RELATED PARTY TRANSACTIONS AND CONNECTED TRANSACTIONS

During the year, except for those disclosed in Note 41 to the consolidated financial statements, the Group had no material transactions with its related parties.

The Directors conducted review of the related party transactions of the Group during the year and were not aware any transaction requiring disclosure of connected transactions in accordance with the requirements of the Listing Rules.

#### BANK BORROWINGS

Particulars of bank borrowings of the Group at 31 December 2016 are set out in Note 33 to the consolidated financial statements.

#### RETIREMENT BENEFIT SCHEME

Particulars of the retirement benefit scheme of the Group are set out in Note 40 to the consolidated financial statements.

#### PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's articles of association or the laws of Cayman Islands which oblige the Company to offer new shares on a pro-rata basis to its existing shareholders.

#### PERMITTED INDEMNITY PROVISION

Pursuant to the Company's articles of association, the Directors and every one of them is entitled to be indemnified out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which the Directors or any of them, shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty in their offices or otherwise in relation thereto provided that this indemnity shall not extend to any matter in respect of any fraud or dishonesty which may attach to any of the Directors.

The Company has taken out and maintained Directors' liability insurance throughout the year which provides appropriate cover for legal actions brought against the Directors.

#### 足夠公眾持股量

按照本公司公開可得之資料及就董事所知，於本報告刊發前的最後實際可行日期，本公司根據上市規則已維持足夠之公眾持股量。

#### 關連方交易及關連交易

本年度內，除綜合財務報表附註41所披露者外，本集團概無與關連方進行任何重大交易。

董事已對本集團年內的關連方交易進行審閱，且並不知悉任何根據上市規則規定須作關連交易披露的交易。

#### 銀行借款

本集團截至二零一六年十二月三十一日的銀行借款詳情載於綜合財務報表附註33。

#### 退休福利計劃

本集團的退休福利計劃詳情載於綜合財務報表附註40。

#### 優先購股權

本公司的組織章程細則或開曼群島法律並無有關優先購股權的規定，致使本公司須按比例基準向現有股東發售新股份。

#### 獲准許的彌償條文

根據本公司的組織章程細則，全體董事（及每位董事）均可就執行其各自的職務或假定或其他職務時因作出、發生的作為或不作為而招致或蒙受的所有訴訟、費用、收費、損失、損害及開支而從本公司的資產及溢利中獲得彌償，惟本彌償保證不延伸至任何與任何董事欺詐或不實有關的事宜。

本公司於整個年度已購買及維持董事責任保險，就針對董事的任何法律訴訟提供適當保障。



## SHARE OPTION SCHEME

The Company adopted the Scheme on 5 June 2015 which will remain in force for a period of 10 years from the effective date of the Scheme and will expire on 4 June 2025.

Under the Scheme, the Directors may at their discretion grant options to the eligible participants, including but not limited to, any Directors (whether executive or non-executive and whether independent or not) and any employee (whether full time or part time) of the Group or any other person, who has contributed to the Group.

The maximum number of shares in respect to which options may be granted under the Scheme shall not exceed 10% of the issued share capital of the Company on the date of adopting the Scheme. The limit may be refreshed at any time provided that the new limit must not be in aggregate exceed 10% of the issued share capital of the Company as at the date of the shareholders' approval in general meeting. However, the total number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme and any other scheme of the Company must not in aggregate exceed 30% of the shares in issue from time to time. At 31 December 2016, the total number of shares available for issued under the Scheme was 138,240,000 shares, which represented approximately 10% of the issued share capital of the Company at the date of adopting the Scheme. The maximum number of shares in respect of which options may be granted to any individual in any 12-month period shall not exceed 1% of the shares in issue on the last date of such 12-month period unless approval of the shareholders of the Company has been obtained in accordance with the Listing Rules. A nominal consideration of HK\$1 is payable on acceptance of the grant of an option.

Options may be exercised at any time from the date of grant of the option to the 10th anniversary of the date of grant as may be determined by the Directors. The exercise price is determined by the Directors, and will not be less than the highest of (i) the closing price per share as stated in the Stock Exchange's daily quotations sheets on the date of the grant of the options; (ii) the average closing price per share as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of the grant of the options; or (iii) the nominal value of a share.

During the year, no share option was granted, exercised, expired or lapsed and there is no outstanding share option under the Scheme.

## 購股權計劃

本公司於二零一五年六月五日採納該計劃，該計劃自生效日期起十年內有效，而屆滿日期將為二零二五年六月四日。

根據該計劃，董事可酌情向合資格人士授出購股權，包括但不限於任何董事（不論是執行或非執行及是否獨立）及本集團之任何僱員（不論是全職或兼職）或對本集團有貢獻之任何其他人士。

根據該計劃授出之購股權獲行使時，可予發行之股份數目最多不超過本公司於採納該計劃當日之已發行股本10%。該上限可隨時更新，惟新限額不得超過股東於股東大會批准當日，本公司之已發行股本之10%。然而，根據該計劃及本公司任何其他計劃已授出但尚未行使之全部購股權獲行使時，可予發行之股份總數不得超過不時已發行股份之30%。於二零一六年十二月三十一日，根據該計劃可供發行的股份總數為138,240,000股股份，相當於本公司於採納該計劃當日已發行股本約10%。於任何十二個月期間內，向任何個別人士授出之購股權獲行使時，可予發行之股份最高數目不得超過該十二個月期間最後一天本公司之已發行股份之1%，除非按照上市規則經由本公司股東批准則作別論。象徵式代價1港元須於接納授出購股權時支付。

購股權可於授出購股權日期起計，直至授出日期十週年的任何時間內行使，而期限由董事決定。行使價則由董事釐定，並將不會低於以下之較高者：(i) 於購股權授出日期股份在聯交所每日報價表所報之收市價；(ii) 緊接購股權授出日期前五個營業日股份在聯交所每日報價表所報之平均收市價；或(iii) 股份面值。

本年度內，概無任何購股權已獲授出、行使、到期或失效，且該計劃項下概無任何尚未行使的購股權。

## DIRECTORS' REPORT *(Continued)*

### 董事會報告 (續)

#### EVENTS AFTER THE REPORTING PERIOD

There has not been significant events took place subsequent to 31 December 2016.

#### AUDITORS

A resolution to re-appoint the retiring auditor, HLB Hodgson Impey Cheng Limited will be proposed at the forthcoming annual general meeting.

On behalf of the Board

#### Zhuang Yuejin

*Chairman and Chief Executive Officer*

Hong Kong, 30 March 2017

#### 報告期後事項

於二零一六年十二月三十一日後概無發生重大事件。

#### 核數師

續聘退任核數師國衛會計師事務所有限公司之決議案將於應屆股東週年大會上提呈。

承董事會命

#### 莊躍進

*主席兼行政總裁*

香港，二零一七年三月三十日

# INDEPENDENT AUDITORS' REPORT

## 獨立核數師報告



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

TO THE SHAREHOLDERS OF  
CHINA AUTOMOTIVE INTERIOR DECORATION HOLDINGS LIMITED  
(Incorporated in the Cayman Islands with limited liability)

### OPINION

We have audited the consolidated financial statements of China Automotive Interior Decoration Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 43 to 139, 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, 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.

### BASIS FOR OPINION

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

致  
中國汽車內飾集團有限公司股東  
(於開曼群島註冊成立的有限公司)

### 意見

本核數師(以下簡稱「我們」)已審計列載於第43至139頁的中國汽車內飾集團有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表。此綜合財務報表包括於二零一六年十二月三十一日的綜合財務狀況表與截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表和綜合現金流量表，以及綜合財務報表之附註，包括主要會計政策概要。

我們認為，該等綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)真實而中肯地反映了貴集團於二零一六年十二月三十一日的綜合財務狀況以及截至該日止年度的綜合財務表現及其綜合現金流量，並已遵照香港公司條例的披露規定妥為擬備。

### 意見的基礎

我們已根據香港會計師公會頒佈的香港審計準則(「香港審計準則」)進行審計。我們在該等準則下承擔的責任已在本報告內「核數師就審核綜合財務報表須承擔的責任」部份中作進一步闡述。根據香港會計師公會的專業會計師道德守則(以下簡稱「守則」)，我們獨立於貴集團，並已履行守則中的其他專業道德責任。我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

## KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit 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.

### Key audit matter

#### 關鍵審核事項

#### *Impairment assessment of goodwill*

#### 商譽之減值評估

Refer to Note 23 to the consolidated financial statements.

請參閱綜合財務報表附註23。

The Group has goodwill, net of provision for impairment of approximately RMB457,000,000 relating to trading of rubber business under supply and procurement operation segment.

本集團有關供應及採購營運分部下之買賣橡膠業務之商譽(減減值撥備)為約人民幣457,000,000元。

Management performed impairment assessment of goodwill and concluded that an impairment loss of goodwill approximately RMB6,829,000 were recognised. This conclusion was based on value in use model that required significant management judgement with respect to the discount rate and the underlying cash flows, in particular future revenue growth and capital expenditure. Independent external valuation were obtained in order to support management estimates.

管理層對商譽進行減值評估及認為約人民幣6,829,000元之商譽減值虧損已獲確認。該結論乃根據使用價值模式須管理層對折現率及相關現金流，尤其是未來收益增長及資本開支的重大判斷。已獲取獨立外聘估值以支持管理層的估計。

## 關鍵審核事項

根據我們的專業判斷，關鍵審核事項為我們審核於本期間的綜合財務報表中最重要的事項。我們在審核綜合財務報表(整體而言)及就此達致意見時處理此等事項，而不會就此等事項單獨發表意見。

### How our audit addressed the key audit matter

#### 我們之審核如何處理關鍵審核事項

Our procedures in relation to management's impairment assessment included:

我們有關管理層減值評估之程序包括：

- Evaluating of the independent valuer's competence capabilities and objectivity;
- 評價獨立估值師的資歷、能力和客觀性；
- Assessing the methodologies used and the appropriateness of the key assumption based on our knowledge of the relevant industry and using our valuation experts;
- 依據我們對相關行業的知識並透過我們的估值專家，評估所採用的方法和關鍵假設的恰當性；
- Challenging the reasonableness of key assumption based on our knowledge of the business and industry; and
- 依據我們對該業務和行業的知識，質疑關鍵假設的合理性；及
- Checking, on a sampling basis, the accuracy and relevance of the input data used.
- 運用抽樣方法，檢查所採用的輸入數據的準確性和相關性。

We found that the assumptions were supported by the available evidence.

我們發現，該等假設由所得憑證支持。

## INDEPENDENT AUDITORS' REPORT (Continued)

### 獨立核數師報告(續)

#### Key audit matter

##### 關鍵審核事項

##### *Impairment assessment on trade receivables* 應收貿易款項之減值評估

Refer to Note 25 to the consolidated financial statements.  
請參閱綜合財務報表附註25。

The Group has trade receivables of approximately RMB133,176,000 and impairment loss recognised on trade receivables of approximately RMB4,130,000. Management judgement is required in assessing and determining the recoverability of trade receivables and adequacy of allowance made.

貴集團有應收貿易款項約人民幣133,176,000元及就應收貿易款項確認減值虧損約人民幣4,130,000元。於評估及釐定應收貿易款項之可收回性及已作出撥備之準確性時須管理層判斷。

The judgement mainly includes estimating and evaluating expected future receipts from customers based on past payment trend, age of the debtors, knowledge of the customers' business and financial condition.

判斷主要包括根據過往付款趨勢、賬齡、客戶業務知識及財務狀況，估計及評估客戶之預期未來回款。

#### How our audit addressed the key audit matter

##### 我們之審核如何處理關鍵審核事項

Our procedures in relation to management's impairment assessment on trade receivable included:

我們有關管理層就應收貿易款項之減值評估之程序包括：

- Discussing the Group's procedures on credit limits and credit periods given to customers with the management;
- 與管理層討論 貴集團有關授予客戶信貸限額及信貸期之程序；
- Evaluating the management's impairment assessment of trade receivables;
- 評估管理層對應收貿易款項之減值評估；
- Assessing, validating and discussing with the management and evaluating their assessment on the recoverability of the outstanding debts and the adequacy of allowance made based on the trade receivables ageing analysis, collections subsequent to the end of the reporting period, past collection history and trend analysis and knowledge of the businesses, with focus on long outstanding debts and debts which are past due but not impaired; and
- 評估、驗證及與管理層討論，根據應收貿易款項賬齡分析、報告期末後收款、過往收款歷史及趨勢分析，以及業務知識，著重長期尚未償還債務及已逾期但未減值債務，評估尚未償還債務之可收回性及已作出撥備之準確性；及
- Checking, on a sampling basis, the accuracy and relevance of the information included in the impairment assessment of trade receivables.
- 運用抽樣方法，檢查應收貿易款項之減值評估所載資料的準確性和相關性。

We found that the management assessment were supported by the available evidence.

我們發現，管理層評估由所得憑證支持。



## INDEPENDENT AUDITORS' REPORT (Continued)

### 獨立核數師報告(續)

#### Key audit matter

##### 關鍵審核事項

*Impairment assessment of the available-for-sale financial assets*  
可供出售金融資產之減值評估

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

As at 31 December 2016, the Group held a portfolio of available-for-sale financial assets with fair value of approximately RMB235,708,000 and recognised impairment of approximately RMB77,689,000 in the consolidated statement of profit or loss and other comprehensive income.

於二零一六年十二月三十一日，本集團持有賬面值為約人民幣235,708,000元之可供出售金融資產組合，並於綜合損益及其他全面收益表內確認減值約人民幣77,689,000元。

The Group recognises impairment for available-for-sale financial assets in the consolidated statement of profit or loss and other comprehensive income when there is objective evidence of impairment, which includes when there has been a significant or prolonged decline in the fair value of an investment. The impairment recognised in the consolidated statement of profit or loss and other comprehensive income is the cumulative difference between cost and fair value. The impairment for available-for-sale financial assets is significant and determination of whether there is objective evidence of impairment involves significant management judgement.

於出現客觀減值憑證時（包括於一項投資之公平值大幅或持續下跌時），本集團於綜合損益及其他全面收益表內就可出售金融資產確認減值。於綜合損益及其他全面收益表內確認之減值為成本與公平值之累計差異。可供出售金融資產之減值屬重大及釐定是否出現客觀減值憑證須管理層作出重大判斷。

#### How our audit addressed the key audit matter

##### 我們之審核如何處理關鍵審核事項

Our procedures in relation to the impairment assessment of the available-for-sale financial assets included  
我們有關可供出售金融資產之減值評估之程序包括

- Comparing the fair value of all available-for-sale financial assets as at 31 December 2016 to external third party and recalculating the cumulative fair value gain or loss;
- 將所有可供出售金融資產於二零一六年十二月三十一日之公平值與外部第三方進行比較並重新計算累計公平值收益或虧損；
- Discussing with management whether there was any objective evidence of impairment of individual available-for-sale financial assets as at 31 December 2016 and critically challenging management's assertions and conclusions; and
- 與管理層討論於二零一六年十二月三十一日之個別可供出售金融資產是否出現客觀減值憑證並批判性地質疑管理層之觀點及結論；及
- Assessing whether there was objective evidence of impairment for available-for-sale financial assets where there was a cumulative fair value loss as at 31 December 2016.
- 評估於二零一六年十二月三十一日出現累計公平值虧損之可供出售金融資產是否出現客觀減值憑證。

We found that the assessment were supported by the available evidence.

我們發現，評估由所得憑證支持。

## INDEPENDENT AUDITORS' REPORT (Continued)

### 獨立核數師報告(續)

#### OTHER INFORMATION

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

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

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

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

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

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

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

#### 其他資料

貴公司董事須對其他資料負責。其他資料包括年報內的所有資料，但不包括綜合財務報表及我們的核數師報告（「其他資料」）。

我們對綜合財務報表的意見並不涵蓋其他資料，我們不對該等其他資料發表任何形式的鑒證結論。

綜合我們對綜合財務報表的審計，我們的責任是閱讀其他資料，考慮其他資料是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或者看似存在重大錯誤陳述。倘若根據我們進行的工作，我們推定此其他資料存在重大錯誤陳述，則我們須報告該事實。在這方面，我們沒有任何報告。

#### 董事及審核委員會就綜合財務報表須承擔的責任

貴公司董事須遵照香港會計師公會頒佈的香港財務報告準則及香港公司條例的披露規定，擬備真實而中肯的綜合財務報表，以及董事認為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

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

審核委員會須負責監督 貴集團的財務報告過程。

## AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. We report our opinion solely to you, as a body, 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 HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

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

## 核數師就審核綜合財務報表須承擔的責任

我們的目標是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅向閣下(作為整體)報告，除此之外報告別無其他目的。我們不會就本報告的內容向任何其他人士負責或承擔任何責任。合理保證是高水平的保證，但不能保證按照香港審計準則進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以因欺詐或錯誤引起，如果合理預期它們單獨或彙總起來可能影響綜合財務報表使用者，依賴財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

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

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足及適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。

## INDEPENDENT AUDITORS' REPORT (Continued)

### 獨立核數師報告(續)

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.
- 評估董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審核憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力構成重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當修改我們的意見。我們的結論是基於截至核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映相關交易及事項。
- 就貴集團內實體或業務活動的財務資料獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責貴集團審計的方向、監督及執行。我們為審計意見承擔全部責任。

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.

除其他事項外，我們與審核委員會溝通了計劃審計範圍、時間安排、重大審核發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

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

## INDEPENDENT AUDITORS' REPORT (Continued)

### 獨立核數師報告(續)

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

The engagement director on the audit resulting in this independent auditors' report is Hon Koon Fai, Alex.

**HIB Hodgson Impey Cheng limited**  
Certified Public Accountants

**Hon Koon Fai, Alex**  
Practising Certificate Number: P05029

Hong Kong, 30 March 2017

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

出具本獨立核數師報告的審計項目董事為韓冠輝。

**國衛會計師事務所有限公司**  
香港執業會計師

**韓冠輝**  
執業證書編號：P05029

香港，二零一七年三月三十日



# 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

			2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
<b>Revenue</b>	收入	9	<b>207,824</b>	195,804
Cost of sales	銷售成本		<b>(181,862)</b>	(165,432)
<b>Gross profit</b>	毛利		<b>25,962</b>	30,372
Other gain or losses	其他收益或虧損	10	<b>(118,397)</b>	183,706
Selling and distribution costs	銷售及分銷成本		<b>(10,849)</b>	(8,799)
Share of loss of an associate	應佔聯營公司虧損	22	-	(6,114)
Gain on disposal of subsidiaries	出售附屬公司之收益		-	3,709
Administrative expenses	行政開支		<b>(31,053)</b>	(33,093)
<b>(Loss)/profit from operations</b>	經營(虧損)/溢利	11	<b>(134,337)</b>	169,781
Finance costs	融資成本	12	<b>(1,596)</b>	(1,775)
<b>(Loss)/profit before tax</b>	除稅前(虧損)/溢利		<b>(135,933)</b>	168,006
Income tax expense	所得稅開支	13	<b>2,353</b>	(36,029)
<b>(Loss)/profit for the year attributable to the owners of the Company</b>	本公司擁有人應佔年度(虧損)/溢利		<b>(133,580)</b>	131,977

## CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (Continued)

### 綜合損益及其他全面收益表(續)

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

		2016 二零一六年	2015 二零一五年
	Note 附註	RMB'000 人民幣千元	RMB'000 人民幣千元
<b>(Loss)/profit for the year</b>	年度(虧損)/溢利	<b>(133,580)</b>	131,977
<b>Other comprehensive income for the year, net of income tax:</b>	年度其他全面收益，扣除所得稅後：		
<b>Items that may be reclassified subsequently to profit or loss:</b>	其後可重新分類至損益的項目：		
Exchange differences on translating foreign operations	換算海外業務之匯兌差額	<b>25,010</b>	22,506
Impairment loss arising on revaluation of available-for-sale financial assets	重估可供出售金融資產產生之減值虧損	<b>(77,689)</b>	-
Reclassification adjustments relation to impairment loss on available-for-sale financial assets	有關可供出售金融資產之減值虧損之重新分類調整	<b>77,689</b>	-
<b>Total other comprehensive loss/income for the year</b>	年度其他全面虧損/收益總額	<b>25,010</b>	22,506
<b>Total comprehensive loss/income for the year attributable to the owners of the Company</b>	本公司擁有人應佔年度全面虧損/收益總額	<b>(108,570)</b>	154,483
<b>(Loss)/earnings per share</b>	每股(虧損)/盈利	<b>RMB 人民幣</b>	<b>RMB 人民幣</b>
- Basic and diluted	- 基本及攤薄	<b>(7.6 cents 仙)</b>	8.8 cents 仙

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

At 31 December 2016  
於二零一六年十二月三十一日

		2016 二零一六年	2015 二零一五年
	Note 附註	RMB'000 人民幣千元	RMB'000 人民幣千元
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	18	53,265	49,166
Available-for-sale financial assets	19	235,708	–
Prepaid land lease payments	20	2,625	2,698
Goodwill	23	457	7,286
		<b>292,055</b>	59,150
<b>Current assets</b>			
Prepaid land lease payments	20	73	73
Inventories	24	24,566	15,663
Trade receivables	25	133,176	101,531
Bills receivables		5,964	4,395
Prepayments, deposits and other receivables	26	40,759	52,683
Held-for-trading investments	27	36,514	336,349
Cash and bank balances	28	86,419	83,345
		<b>327,471</b>	594,039
<b>Total assets</b>		<b>619,526</b>	653,189
<b>EQUITY</b>			
<b>Capital and reserves attributable to the owners of the Company</b>			
Share capital	29	163,359	134,837
Reserves	30	330,486	427,052
<b>Total equity</b>		<b>493,845</b>	561,889

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION (Continued)

### 綜合財務狀況表(續)

At 31 December 2016

於二零一六年十二月三十一日

		2016 二零一六年	2015 二零一五年
	Note 附註	RMB'000 人民幣千元	RMB'000 人民幣千元
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
Deferred tax liabilities	34	-	35,436
		-	35,436
<b>Current liabilities</b>			
Trade payables	31	39,744	12,239
Accruals and other payables	32	9,108	10,728
Bank borrowings	33	39,000	29,500
Tax payable		37,829	3,397
		125,681	55,864
<b>Total liabilities</b>		125,681	91,300
<b>Total equity and liabilities</b>		619,526	653,189
<b>Net current assets</b>		201,790	538,175
<b>Total assets less current liabilities</b>		493,845	597,325

Approved by the Board of Director, on 30 March 2017 and signed on its behalf by:

於二零一七年三月三十日由董事會批准並由下列人士代表簽署：

**Zhuang Yuejin**  
莊躍進  
Director  
董事

**Wong Ho Yin**  
黃浩然  
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

		Share capital 股本 RMB'000 人民幣千元	Share premium 股份溢價 RMB'000 人民幣千元	Merger reserve 合併儲備 RMB'000 人民幣千元	Foreign currency translation reserve 外幣換算儲備 RMB'000 人民幣千元	Investment revaluation reserve 投資重估儲備 RMB'000 人民幣千元	Statutory reserve 法定儲備 RMB'000 人民幣千元	Retained profits 保留溢利 RMB'000 人民幣千元	Total equity 權益總額 RMB'000 人民幣千元
At 1 January 2015	於二零一五年一月一日	113,062	72,970	5,992	695	-	11,818	128,583	333,120
Profit for the year	年度溢利	-	-	-	-	-	-	131,977	131,977
Exchange difference on translating foreign operations	推算海外業務之匯兌差額	-	-	-	22,506	-	-	-	22,506
Total comprehensive income for the year	年度全面收益總額	-	-	-	22,506	-	-	131,977	154,483
Release upon disposal of subsidiaries	出售附屬公司後撥回	-	-	-	(511)	-	-	-	(511)
Issue of shares	發行股份	21,775	53,350	-	-	-	-	-	75,125
Share issue expenses	股份發行開支	-	(328)	-	-	-	-	-	(328)
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	134,837	125,992	5,992	22,690	-	11,818	260,560	561,889
Loss for the year	年度虧損	-	-	-	-	-	-	(133,580)	(133,580)
Exchange difference on translating foreign operations	推算海外業務之匯兌差額	-	-	-	25,010	-	-	-	25,010
Impairment loss arising on revaluation of available-for-sale financial	重估可供出售金融資產產生之減值虧損	-	-	-	-	-	-	(77,689)	(77,689)
Reclassification adjustment relation to impairment loss on available-for-sale financial asset	有關可供出售金融資產之減值虧損之重新分類調整	-	-	-	-	-	-	77,689	77,689
Total comprehensive income/(loss) for the year	年度全面收益/(虧損)總額	-	-	-	25,010	-	-	(133,580)	(108,570)
Issue of shares upon placing	於配售事項時發行股份	28,522	12,834	-	-	-	-	-	41,356
Share issue expenses	股份發行開支	-	(830)	-	-	-	-	-	(830)
At 31 December 2016	於二零一六年十二月三十一日	163,359	137,996	5,992	47,700	-	11,818	126,980	493,845

The accompanying notes form an integral part of these financial statements.  
隨附的附註構成此等財務報表的一部分。



# 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

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>	<b>經營活動產生的現金流量</b>		
Profit before tax	除稅前溢利	<b>(135,933)</b>	168,006
Adjustments for:	就以下各項作出調整：		
Interest expenses	利息開支	<b>1,596</b>	1,775
Interest income	利息收入	<b>(68)</b>	(738)
Impairment loss recognised on trade receivables	就應收貿易款項確認的減值虧損	<b>4,130</b>	43
Inventories written off	存貨撇銷	<b>327</b>	200
Depreciation of property, plant and equipment	物業、廠房及設備折舊	<b>5,795</b>	4,997
Gain on disposal of subsidiaries	出售附屬公司的收益	-	(3,709)
Impairment loss recognised on goodwill	就商譽確認的減值虧損	<b>6,829</b>	16,239
Impairment loss recognised on amount due from an associate	就應收聯營公司款項確認的減值虧損	-	3,169
Loss/(gain) on held-for-trading investments	持作買賣投資的虧損／(收益)	<b>44,190</b>	(178,732)
Impairment loss on available-for-sale financial assets	可供出售金融資產的減值虧損	<b>77,689</b>	-
Share of loss of an associate	應佔聯營公司虧損	-	6,114
Amortisation of prepaid land lease payments	預付土地租賃款項攤銷	<b>73</b>	73
Loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損	<b>68</b>	24
Operating profit before working capital changes	營運資金變動前的經營溢利	<b>4,696</b>	17,461
(Increase)/decrease in inventories	存貨(增加)／減少	<b>(9,230)</b>	33
Increase in trade receivables	應收貿易款項增加	<b>(35,775)</b>	(30,311)
(Increase)/decrease in bills receivables	應收票據(增加)／減少	<b>(1,569)</b>	1,642
Decrease/(increase) in prepayments, deposits and other receivables	預付款項、按金及其他應收款項減少／(增加)	<b>11,924</b>	(12,238)
Increase/(decrease) in trade payables	應付貿易款項增加／(減少)	<b>27,505</b>	(6,750)
(Decrease)/increase in accruals, deposits received and other payables	應計費用、已收按金及其他應付款項(減少)／增加	<b>(1,620)</b>	360
Purchase of held-for-trading investments	購買持作買賣投資	<b>(33,459)</b>	(65,470)
Proceeds from disposal of held-for-trading investments	出售持作買賣投資所得款項	<b>309,764</b>	31,405
Net cash generated from/(used in) operations	經營產生／(所用)現金淨額	<b>272,236</b>	(63,868)
Interest paid	已付利息	<b>(1,596)</b>	(1,775)
Tax refund	退稅	<b>351</b>	404
Income taxes paid	已付所得稅	<b>(1,444)</b>	(1,192)
Net cash generated from/(used in) operating activities	經營活動產生／(所用)現金淨額	<b>269,547</b>	(66,431)

## CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

### 綜合現金流量表(續)

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

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>	<b>投資活動產生的現金流量</b>		
Interest received	已收利息	68	738
Purchase of property, plant and equipment	購置物業、廠房及設備	(9,982)	(8,528)
Purchase of available-for-sale financial assets	購買可供出售金融資產	(313,397)	-
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	20	2
Decrease in pledged bank deposit	已抵押銀行存款減少	-	6,137
Net cash inflow on disposal of subsidiaries	出售附屬公司的現金流入淨額	-	4,204
Net cash (used in)/generated from investing activities	投資活動(所用)/產生現金淨額	<b>(323,291)</b>	2,553
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>	<b>融資活動產生的現金流量</b>		
Proceeds from borrowings	借款所得款項	55,000	43,000
Repayment of borrowings	償還借款	(45,500)	(43,372)
Share issuing expenses	股份發行開支	(830)	(328)
Proceeds from issue of shares	發行股份所得款項	41,356	75,125
Net cash generated from financing activities	融資活動所得現金淨額	<b>50,026</b>	74,425
<b>Net (decrease)/increase in cash and cash equivalents</b>	<b>現金及現金等值物(減少)/增加淨額</b>	<b>(3,718)</b>	10,547
<b>Cash and cash equivalents at the beginning of the year</b>	<b>於年初的現金及現金等值物</b>	<b>83,345</b>	66,513
Effect of foreign currency exchange rate changes	外幣匯率變動的影響	6,792	6,285
<b>Cash and cash equivalents at the end of the year</b>	<b>於年終的現金及現金等值物</b>	<b>86,419</b>	83,345
<b>Analysis of the balances of cash and cash equivalents</b>	<b>現金及現金等值物結餘分析</b>		
Cash and bank balances	現金及銀行結餘	<b>86,419</b>	83,345

The accompanying notes form an integral part of these consolidated financial statements.  
隨附的附註構成此等綜合財務報表的一部分。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 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

The Company was incorporated in the Cayman Islands on 9 December 2009 with limited liability. The registered office of the Company is located at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The address of the Group's principal place of business is located at No. 28 Xinfeng Road, Xinfeng Industrial Park, Fangqian Town, New District, Wuxi City, Jiangsu Province, the People's Republic of China (the "PRC"). Its parent and ultimate holding company is China Automotive Interior Decoration Holdings Limited (incorporated in Cayman Islands). Its ultimate controlling party is Mr. Zhuang Yuejin (2015: Mr. Zhuang Yuejin), who is also the Chairman and Managing Director of the Company.

The principal activity of the Company is investment holding. The Group is principally engaged in the manufacture and sale of nonwoven fabric products used in automotive interior decoration parts and other parts and trading of rubber and food products.

The consolidated financial statements are presented in Renminbi ("RMB") and all values are rounded to the nearest thousands, except when otherwise indicated.

### 1. 一般資料

本公司於二零零九年十二月九日於開曼群島註冊成立為有限公司。本公司註冊辦事處位於Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands。本集團的主要營業地點位於中華人民共和國(「中國」)江蘇省無錫市新區坊前鎮新豐工業園新風路28號。其母公司及最終控股公司為中國汽車內飾集團有限公司(於開曼群島註冊成立)。其最終控股方為莊躍進先生(二零一五年:莊躍進先生)·彼亦為本公司主席及董事總經理。

本公司主要業務為投資控股。本集團主要從事製造及銷售用於汽車內飾件及其他部分的無紡布產品以及買賣橡膠及食品。

除另有註明者外，綜合財務報表以人民幣(「人民幣」)呈列，而所有價值均調至最接近的千元。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註(續)

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

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

In the current year, the Group has applied, for the first time, the following standards, amendments and interpretations (“new and revised HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), which are effective for the Group’s financial year beginning on or after 1 January 2016. A summary of the new HKFRSs are set out below:

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

The application of the amendments to HKFRSs in the current year has had no material impact on the Group’s financial performance and positions for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

## 2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)

本集團已於本年度首次應用以下由香港會計師公會(「香港會計師公會」)頒佈於本集團自二零一六年一月一日或之後開始的財政年度生效的下列準則、修訂本及詮釋(「新訂及經修訂香港財務報告準則」)。新訂香港財務報告準則之概要載列如下:

香港財務報告準則(修訂本)	二零一二年至二零一四年週期香港財務報告準則的年度改進
香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第28號(修訂本)	投資實體:應用綜合入賬的例外情況
香港財務報告準則第11號(修訂本)	收購共同營運權益的會計處理
香港財務報告準則第14號	監管遞延賬目
香港會計準則第1號(修訂本)	披露計劃
香港會計準則第16號及香港會計準則第38號(修訂本)	澄清折舊及攤銷的可接納方法
香港會計準則第16號及香港會計準則第41號(修訂本)	農業:生產性植物
香港會計準則第27號(修訂本)	獨立財務報表的權益法

於本年度應用上述香港財務報告準則之修訂本對本集團於當前及過往年度之財務表現及狀況及/或本綜合財務報表所載之披露並無重大影響。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註(續)

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

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

### Issued but not yet effective Hong Kong Financial Reporting Standard

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

HKFRS 2 (Amendments)	Classification and Measurement of Share-based Payment Transactions <sup>2</sup>
HKFRS 4 (Amendments)	Insurance Contracts <sup>2</sup>
HKFRS 9	Financial Instruments <sup>2</sup>
HKFRS 10 and HKAS 28 (Amendments)	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>4</sup>
HKFRS 15	Revenue from Contracts with Customers <sup>2</sup>
HKFRS 15 (Amendments)	Clarifications to HKFRS 15 Revenue from Contracts with Customers <sup>2</sup>
HKFRS 16	Leases <sup>3</sup>
HKAS 7 (Amendments)	Disclosure Initiative <sup>1</sup>
HKAS 12 (Amendments)	Recognition of Deferred Tax Assets for Unrealised Losses <sup>1</sup>
HKFRSs (Amendments)	Annual Improvement to HKFRSs 2014-2016 Cycle <sup>5</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2017, with earlier application permitted.

<sup>2</sup> Effective for annual periods beginning on or after 1 January 2018, with earlier application permitted.

<sup>3</sup> Effective for annual periods beginning on or after 1 January 2019, with earlier application permitted.

<sup>4</sup> Effective for annual periods beginning on or after a date to be determined.

<sup>5</sup> Effective for annual periods beginning on or after 1 January 2017 or 1 January 2018, as appropriate.

The Group is in the process of assessing the potential impact of the above new and revised HKFRSs, upon initial application but is not yet in a position to state whether the above new and revised HKFRSs, will have a significant impact on the Group's results of operations and financial position.

## 2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

### 已頒佈但尚未生效的香港財務報告準則

本集團尚未提早應用下列已頒佈但尚未生效之新訂及經修訂香港財務報告準則：

香港財務報告準則第2號(修訂本)	以股份為基礎付款的交易的分類及計量 <sup>2</sup>
香港財務報告準則第4號(修訂本)	保險合約 <sup>2</sup>
香港財務報告準則第9號	金融工具 <sup>2</sup>
香港財務報告準則第10號及香港會計準則第28號(修訂本)	投資者與其聯營公司或合營公司間資產出售或注資 <sup>4</sup>
香港財務報告準則第15號	來自客戶合約的收益 <sup>2</sup>
香港財務報告準則第15號(修訂本)	澄清香港財務報告準則第15號來自客戶合約的收益 <sup>2</sup>
香港財務報告準則第16號	租賃 <sup>3</sup>
香港會計準則第7號(修訂本)	披露計劃 <sup>1</sup>
香港會計準則第12號(修訂本)	就未變現虧損確認遞延稅項資產 <sup>1</sup>
香港財務報告準則(修訂本)	二零一四年至二零一六年週期香港財務報告準則的年度改進 <sup>5</sup>

<sup>1</sup> 於二零一七年一月一日或之後開始的年度期間生效，可提早應用。

<sup>2</sup> 於二零一八年一月一日或之後開始的年度期間生效，可提早應用。

<sup>3</sup> 於二零一九年一月一日或之後開始的年度期間生效，可提早應用。

<sup>4</sup> 於待定日期或之後開始的年度期間生效。

<sup>5</sup> 於二零一七年一月一日或二零一八年一月一日(如適用)或之後開始的年度期間生效。

本集團現正評估上述新訂及經修訂香港財務報告準則於初次應用時的可能影響，惟尚未能確定上述新訂及經修訂香港財務報告準則是否將對本集團的經營業績及財務狀況構成重大影響。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016

截至二零一六年十二月三十一日止年度

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

### Issued but not yet effective Hong Kong Financial Reporting Standard (Continued)

#### HKFRS 9 Financial Instruments

HKFRS 9 issued in 2009 introduced new requirements for the classification and measurement of financial assets. HKFRS 9 was subsequently amended in 2010 to include requirements for the classification and measurement of financial liabilities and for derecognition, and in November 2013 to include the new requirements for general hedge accounting. Another revised version of HKFRS 9 was issued in 2014 mainly to include a) impairment requirements for financial assets and b) limited amendments to the classification and measurement requirements by introducing a “fair value through other comprehensive income” (FVTOCI) measurement category for certain simple debt instruments.

#### Key requirements of HKFRS 9

- All recognised financial assets that are within the scope of HKAS 39 to be subsequently measured at amortised cost or fair value. Specifically, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost at the end of subsequent reporting periods. All other debt investments and equity investments are measured at their fair values at the end of subsequent accounting periods. In addition, under HKFRS 9, entities may make an irrevocable election to present subsequent changes in the fair value of an equity investment (that is not held for trading) in other comprehensive income, with only dividend income generally recognised in profit or loss.

## 2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

已頒佈但尚未生效的香港財務報告準則(續)

#### 香港財務報告準則第9號－金融工具

於二零零九年頒佈的香港財務報告準則第9號就金融資產之分類及計量引入新規定。香港財務報告準則第9號於二零一零年予以修訂以載入金融負債的分類及計量以及取消確認的規定，並於二零一三年十一月予以修訂以包括一般對沖會計法的新規定。於二零一四年頒佈的香港財務報告準則第9號另一個經修訂版本主要加入a)有關金融資產之減值規定及b)藉為若干簡單債務工具引入「透過其他全面收益按公平值列賬」(「透過其他全面收益按公平值列賬」)計量類別，對分類及計量規定作出有限修訂。

#### 香港財務報告準則第9號之主要規定

- 屬香港會計準則第39號範圍以內之所有已確認金融資產其後均須按攤銷成本或公平值計量。特別是目的為收取合約現金流量之業務模式內所持有，及合約現金流量僅為本金及尚未償還本金之利息付款之債項投資，一般於其後報告期末按攤銷成本計量。所有其他債項投資及權益性投資均於其後會計期末按公平值計量。此外，在香港財務報告準則第9號項下，實體可作出不可撤回之選擇，於其他全面收益中呈列權益性投資(並非持作買賣)公平值之其後變動，惟只有股息收入通常於損益表中確認。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註(續)

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

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

### Issued but not yet effective Hong Kong Financial Reporting Standard (Continued)

#### HKFRS 9 Financial Instruments (Continued)

##### Key requirements of HKFRS 9 (Continued)

- With regard to the measurement of financial liabilities designated as at fair value through profit or loss, HKFRS 9 requires that the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is presented in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value of financial liabilities attributable to changes in the financial liabilities' 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 fair value through profit or loss was presented in profit or loss.
- In relation to the impairment of financial assets, HKFRS 9 requires an expected credit loss model, as opposed to an incurred credit loss model under HKAS 39. The expected credit loss model requires an entity to account for expected credit losses and changes in those expected credit losses at each reporting date to reflect changes in credit risk since initial recognition. In other words, it is no longer necessary for a credit event to have occurred before credit losses are recognised.

## 2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

已頒佈但尚未生效的香港財務報告準則(續)

### 香港財務報告準則第9號－金融工具(續)

#### 香港財務報告準則第9號之主要規定(續)

- 就指定按公平值列賬計入損益之金融負債之計量而言，香港財務報告準則第9號規定，指定按公平值列賬計入損益之金融負債因信貸風險變動引致其公平值變動之數額，除非於其他全面收益中確認該負債之信貸風險變動之影響會導致或擴大於損益中之會計錯配，否則須於其他全面收益中呈列。由金融負債之信貸風險而引致金融負債之公平值變動其後不會重新分類至損益中。根據香港會計準則第39號，指定按公平值列賬計入損益之金融負債之公平值變動，均全數呈列於損益中。
- 就金融資產的減值而言，與香港會計準則第39號項下按已產生信貸虧損模式計算相反，香港財務報告準則第9號規定按預期信貸虧損模式計算。預期信貸虧損模式規定實體於各報告日期將預期信貸虧損及該等預期信貸虧損的變動入賬，以反映信貸風險自初始確認以來的變動。換言之，毋須再待發生信貸事件方確認信貸虧損。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016

截至二零一六年十二月三十一日止年度

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

### Issued but not yet effective Hong Kong Financial Reporting Standard (Continued)

#### HKFRS 9 Financial Instruments (Continued)

##### Key requirements of HKFRS 9 (Continued)

- The new general hedge accounting requirements retain the three types of hedge accounting. However, greater flexibility has been introduced to the types of transactions 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 principle 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.

The directors of the Company anticipate that the application of HKFRS 9 in the future may impact 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 until a detailed review has been completed.

#### HKFRS 15 Revenue from Contracts with Customers

In July 2014, HKFRS 15 was issued which establishes a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. HKFRS 15 will supersede the current revenue recognition guidance including HKAS 18 Revenue, HKAS 11 Construction Contracts and the related Interpretations when it becomes effective.

## 2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

已頒佈但尚未生效的香港財務報告準則(續)

### 香港財務報告準則第9號－金融工具(續)

#### 香港財務報告準則第9號之主要規定(續)

- 新一般對沖會計處理規定保留三類的對沖會計處理。然而，其引進可對沖會計處理的交易類別更加靈活，尤其是擴闊了合資格作為對沖工具的工具類別及可作對沖會計處理的非金融項目的風險類別。此外，成效測試經仔細檢討並以「經濟關係」原則取代，對沖成效亦毋須進行追溯評核。新規定同時引入增加披露有關實體風險管理活動的規定。

本公司董事預期，日後應用香港財務報告準則第9號可能對本集團於綜合財務報表所報告及披露的金額產生影響。然而，於詳細審閱完成前提供有關影響的合理估計並不切實可行。

#### 香港財務報告準則第15號－來自客戶合約之收益

於二零一四年七月，已頒佈的香港財務報告準則第15號制定單一全面模式供實體用於將客戶合約產生的收益入賬。香港財務報告準則第15號生效後將取代現時載於香港會計準則第18號收益、香港會計準則第11號建築合約及相關詮釋的收益確認指引。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016

截至二零一六年十二月三十一日止年度

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

### Issued but not yet effective Hong Kong Financial Reporting Standard (Continued)

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

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

- Step 1: Identify the contract(s) with a customer.
- Step 2: Identify the performance obligations in the contract.
- Step 3: Determine the transaction price.
- Step 4: Allocate the transaction price to the performance obligations in the contract.
- Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation.

Under HKFRS 15, an entity recognises revenue when (or as) a performance obligation is satisfied, i.e. when "control" of the goods or services underlying the particular performance obligation is transferred to the customer. Far more prescriptive guidance has been added in HKFRS 15 to deal with specific scenarios. Furthermore, extensive disclosures are required by HKFRS 15.

In 2016, HKASB issued clarifications to HKFRS 15 in relation to the identification of performance obligations, principal versus agent considerations, as well as licensing application guidance.

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 performs a detailed review.

The Group is in the process of assessing the potential impact of the other new and revised HKFRSs upon initial application but is not yet in a position to state whether the other new and revised HKFRSs, will have a significant impact on the Group's financial performance and position.

## 2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

已頒佈但尚未生效的香港財務報告準則(續)

#### 香港財務報告準則第15號—來自客戶合約之收益(續)

香港財務報告準則第15號的核心原則為實體所確認描述向客戶轉讓承諾貨品或服務的收益款項，應能反映該實體預期就交換貨品或服務有權獲得的代價。具體而言，準則引入五個確認收益的步驟：

- 第一步： 識別與客戶的合約。
- 第二步： 識別合約中的履約責任。
- 第三步： 釐定交易價。
- 第四步： 將交易價分配至合約中的履約責任。
- 第五步： 於實體完成履約責任時確認收益。

根據香港財務報告準則第15號，實體於完成履約責任時（即於特定履約責任相關的商品或服務的「控制權」轉讓予客戶時）確認收益。香港財務報告準則第15號已加入特別情況處理方法更明確的指引。此外，香港財務報告準則第15號規定作出更詳盡的披露。

於二零一六年，香港會計準則委員會發佈了對於香港財務報告準則第15號的澄清，包括有關識別履約責任、當事人與代理人的考慮以及許可證應用指南。

本公司董事預期，於未來應用香港財務報告準則第15號可能會對本集團的綜合財務報表中的已呈報金額及披露資料造成重大影響。然而，在本集團進行詳細審閱前，提供有關香港財務報告準則第15號的影響的合理估算並不可行。

本集團現正評估首次應用其他新訂及經修訂香港財務報告準則的潛在影響，惟尚未能確定其他新訂及經修訂香港財務報告準則會否對本集團的財務表現及狀況產生重大影響。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016

截至二零一六年十二月三十一日止年度

### 3. STATEMENT OF COMPLIANCE

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”).

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at revalued amounts or fair value, as explained in the accounting policies set out below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2, leasing transactions that are within the scope of HKAS 17, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 or value in use in HKAS 36.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

### 3. 合規聲明

該等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」)(其包括所有香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋)、香港公認會計原則及香港公司條例披露規定編製。該等財務報表亦遵守香港聯合交易所有限公司證券上市規則(「上市規則」)之適用披露規定。

綜合財務報表按歷史成本基準編製，惟按重估值或公平值計量之若干財務工具則除外(於下文所載之會計政策闡釋)。

歷史成本通常按為換取貨物所給予代價之公平值計算。

公平值為在市場參與者之間於計量日按有序交易出售一項資產所收取或轉讓一項負債所支付之價格(不論該價格是否可直接觀察或採用另一估值方法估計)。在估計某項資產或負債之公平值時，本集團考慮該資產或負債之特性(倘市場參與者在釐定該資產或負債於計量日期之價格時會考慮該等特性)。就計量及/或在該等綜合財務報表披露目的而釐定之公平值乃按此一基準釐定，惟屬於香港財務報告準則第2號範圍內之股份付款交易、屬於香港會計準則第17號範圍內之租賃交易，以及與公平值類似但並非公平值之計量(如香港會計準則第2號之可變現淨值或香港會計準則第36號之使用價值)除外。

此外，就財務申報而言，公平值計量按用於計量公平值之輸入數據之可觀察程度及輸入數據對公平值整體計量之意義分為第一、二或三級，詳情如下：

- 第一級輸入數據為實體可於計量日取得相同資產或負債在活躍市場中之報價(未調整)；
- 第二級輸入數據指除第一級所包括之報價外，資產或負債可直接或間接觀察得到之輸入數據；及
- 第三級輸入數據乃資產或負債不可觀察之輸入數據。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016

截至二零一六年十二月三十一日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES

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

##### Basis of preparation

The consolidated financial statements have been prepared in accordance with all applicable HKFRSs, which is a collective term that includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations (the “Interpretations”) issued by the HKICPA and accounting principles generally accepted in Hong Kong. In addition, the consolidated financial statements include applicable disclosures required by the Hong Kong Companies Ordinance and by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”).

The consolidated financial statements have been prepared on the historical cost basis, except certain financial instruments are measured at their fair values at the end of each reporting period. Historical cost is generally based on the fair value of the consideration given in exchange for assets.

The preparation of financial statements in conformity with HKFRSs requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Judgments made by management in the application of HKFRSs that have significant effect on the financial statements and estimates with a significant risk of material adjustment in the next year are discussed in Note 5 to the consolidated financial statements.

#### 4. 主要會計政策

編製該等綜合財務報表應用之主要會計政策載列如下。除另有註明者外，該等政策在所呈列之所有年度內貫徹應用。

##### 編製基準

綜合財務報表根據所有適用香港財務報告準則編製，該準則為包括所有適用個別香港財務報告準則、由香港會計師公會頒佈的香港會計準則（「香港會計準則」）及詮釋（「詮釋」）以及香港公認會計原則。此外，綜合財務報表包括香港公司條例及香港聯合交易所有限公司創業板證券上市規則（「上市規則」）的適用披露規定。

除若干金融工具按於各報告期末之公平值呈列外，綜合財務報表按歷史成本基準編製。歷史成本一般以換取資產所付代價的公平值為基準。

編製符合香港財務報告準則的財務報表需要管理層作出影響政策應用以及資產、負債及收支呈報金額的判斷、估計及假設。該等估計及相關假設均按以往經驗及其他在有關情況下被認為合適的因素為依據。倘並無其他現成數據可供參考，則會採用該等估計及假設作為判斷有關資產及負債賬面值的基礎。實際結果可能與該等估計不同。

該等估計及其相關假設會作持續檢討。倘修訂會計估計僅會影響修訂估計的期間，則有關修訂於該期間確認；倘修訂會影響當前及未來的期間，則會在作出修訂及未來的期間確認。

管理層在應用香港財務報告準則時作出對財務報表及估計造成重大影響，且很大機會導致下個年度作出重大調整的判斷，於綜合財務報表附註5討論。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註(續)

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

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities (including structured entities) controlled by the Company (its subsidiaries). Control is achieved when the Company has power over the investee; is exposed, or has rights to variable returns from its involvement with the investee; and has the ability to use its power to affect its return.

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

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specially, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Profit or loss and each item of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is 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.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

#### 4. 主要會計政策(續)

##### 綜合賬目基準

綜合財務報表載入本公司及本公司(其附屬公司)控制之實體(包括結構化實體)之財務報表。僅當本公司擁有對被投資者之權力、通過參與被投資者之活動而面臨或有權享有可變回報及有能力行使權力影響其回報金額,方具控制權。

如有事實及情況表明上述控制權三項要素中的一項或多項要素有所改變,本集團將重新評估其是否具有對被投資者之控制權。

當本集團取得附屬公司之控制權,便將該附屬公司綜合入賬;當本集團失去附屬公司之控制權,便停止將該附屬公司綜合入賬。具體而言,年內收購或出售之附屬公司之收入及支出會於本集團取得控制權當日起計入綜合損益及其他全面收益表,直至本集團對該附屬公司之控制權終止當日為止。

損益及其他全面收入各項目歸屬於本公司擁有人及非控股權益。即使會導致非控股權益錄得虧絀結餘,附屬公司之全面收入總額仍歸於本公司擁有人及非控股權益內。

如有需要,本集團會對附屬公司之財務報表作出調整,使其會計政策與本集團之會計政策一致。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註(續)

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

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### **Basis of consolidation** (Continued)

All intra-group transactions, balances, income and expenses are eliminated in full on consolidation.

##### **Changes in the Group's ownership interests in existing subsidiaries**

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company, owners of the Company.

When the Group loses control of a subsidiary, a gain or loss is recognised in profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. Where certain assets of the subsidiary are measured at revalued amounts or fair values and the related cumulative gain or loss has been recognised in other comprehensive income and accumulated in equity, the amounts previously recognised in other comprehensive income and accumulated in equity are accounted for as if the Company had directly disposed of the related assets (i.e. reclassified to profit or loss or transferred directly to retained earnings). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKAS 39 Financial Instruments: Recognition and Measurement or, when applicable, the cost on initial recognition of an investment in an associate or a jointly controlled entity.

#### 4. 主要會計政策(續)

##### 綜合賬目基準(續)

所有集團內交易、結餘、收入及開支於綜合賬目時悉數對銷。

##### 本集團於現有附屬公司之擁有人權益變動

並無導致本集團失去附屬公司控制權之本集團於附屬公司之擁有人權益變動，按權益交易入賬。本集團之權益及非控股權益的賬面值經調整以反映其於附屬公司相關權益之變動。非控股權益數額的調整額與已付或已收代價之公平值兩者間之差額，直接於權益確認，歸本公司擁有人所有。

當本集團失去附屬公司的控制權時，出售損益之收益或虧損計算為(i)所收取代價及任何保留權益的公平值總額與(ii)附屬公司資產(包括商譽)及負債以及任何非控股權益的先前賬面值之間的差額。倘附屬公司若干資產乃按重估金額或公平值計量，而相關的累計損益已於其他全面收益確認及於權益累計，則先前於其他全面收益確認及於權益累計的金額，應如同本公司已直接出售該相關資產入賬處理，即重新分類至損益或直接轉撥至保留盈利。在前附屬公司中保留的任何投資於失去控制權當日的公平值應被視作按照香港會計準則第39號金融工具：確認及計量初始確認時的公平值，或(倘適用)作為在聯營公司或共同控制實體中的投資的初始確認成本。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016

截至二零一六年十二月三十一日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

##### Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any.

For the purpose of impairment testing, goodwill is allocated to each of the Group' cash-generating units that is expected to benefit from the synergies of the combination.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually or more frequently when there is indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the cash-generating unit to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit on a pro-rata basis based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal.

#### 4. 主要會計政策(續)

##### 商譽

收購業務產生之商譽按收購業務之日之成本減累計減值虧損(如有)列賬。

為進行減值測試，商譽乃分配至預期將從合併所帶來的協同效益中受惠的各個集團的現金產生單位。

獲得商譽分配的現金產生單位每年進行減值測試及每當有跡象顯示該單位可能出現減值時更為頻繁地進行減值測試。就於某一報告期間收購產生的商譽而言，獲得商譽分配的現金產生單位於該報告期間結束前進行減值測試。倘現金產生單位的可收回金額低於該單位的賬面值，則首先分配減值虧損以減低分配至該單位的任何商譽的賬面值，然後按該單位內各項資產的賬面值所佔比例分配至該單位的其他資產。任何商譽減值虧損均直接於損益表確認。商譽之已確認減值虧損不會於往後期間撥回。

於出售相關現金產生單位後，商譽的應佔金額計入出售損益金額。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016

截至二零一六年十二月三十一日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

##### Investments in 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 these policies.

The results and assets and liabilities of associates are incorporated in these consolidated financial statements using the equity method of accounting.

Under the equity method, an investment in an associate is initially recognized in the consolidated statement of financial position at cost and adjusted thereafter to recognize the Group's share of profit or loss and other comprehensive income of the associate. When the Group's share of losses of an associate exceeds the Group's interest in that associate, the Group discontinues recognizing its share of further losses. Additional losses are recognized only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate.

An investment in an associate is accounted for using the equity method from the date on which the investee becomes an 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 recognized 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 recognized immediately in profit or loss in the period in which the investment is acquired.

#### 4. 主要會計政策(續)

##### 於聯營公司之投資

聯營公司指本集團能對其行使重大影響力之實體。重大影響力指可參與被投資者之財務及營運決策但不是控制或共同控制該等政策之權力。

聯營公司之業績以及資產及負債以權益會計法於該等綜合財務報表入賬。

根據權益法，於聯營公司之投資初步按成本於綜合財務狀況表內確認，並於其後就確認本集團應佔該聯營公司之損益及其他全面收入予以調整。當本集團應佔該聯營公司之虧損超出本集團於該聯營公司之權益時，本集團終止確認其應佔之進一步虧損。僅於本集團已產生法定或推定責任，或已代表該聯營公司支付款項之情況下，方會確認額外虧損。

於聯營公司之投資乃自被投資方成為聯營公司當日起按權益法入賬。收購於聯營公司之投資時，投資成本超出本集團應佔該被投資方之可識別資產及負債之公平值淨額之任何數額確認為商譽，並計入該投資之賬面值。本集團所佔之可識別資產及負債之公平值淨額超出投資成本部分，在重新評估後，即時於投資收購期間於損益內確認。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註(續)

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

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Investments in associates (Continued)

The requirements of HKAS 39 are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group's investment in an associate. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 Impairment of Assets as a single asset by comparing its recoverable amount (higher of value in use and fair value less cost of disposal) with its carrying amount. Any impairment loss recognized forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognized in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

When a group entity transacts with an associate of the Group, profits or losses resulting from the transactions with the associate are recognised in the Group's consolidated financial statements only to the extent of interests in the associate that are not related to the Group.

##### Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods sold in the normal course of business, net of discounts and sales related taxes.

Revenue from sales of goods is recognised when the significant risks and rewards of ownership have been transferred to the buyers, provided that the Group maintains neither managerial involvement to the degree usually associated with ownership, nor effective control over the goods sold.

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably.

#### 4. 主要會計政策(續)

##### 於聯營公司之投資(續)

本集團於聯營公司之投資乃按香港會計準則第39號之規定來決定是否需要確認任何減值虧損。倘有需要，投資之全部賬面值(包括商譽)將視作單一資產並按香港會計準則第36號資產減值透過將其可收回金額(即使用價值和公平值減出售成本之較高者)與賬面值作比較以進行減值測試。任何已確認之減值虧損會成為投資賬面值之一部分。倘投資之可收回金額其後回升，減值虧損之任何撥回會按照香港會計準則第36號確認。

倘集團實體與本集團之聯營公司進行交易，僅在聯營公司之權益與本集團無關之情況下，方會於本集團綜合財務報表中確認與聯營公司進行交易所產生之溢利或虧損。

##### 收入確認

收入按已收或應收代價之公平值計量，及指在日常業務過程中出售貨品之應收款項(扣除折扣及銷售相關稅項)。

銷售貨品的收入於貨品所有權的重大風險及回報轉移至買方時確認，惟本集團既不參與一般與所有權相關的管理權，亦無實際控制所出售貨品。

當經濟利益極有可能歸本集團所有及收益款額能可靠地計算時方確認金融資產之利息收入。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016

截至二零一六年十二月三十一日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

##### Revenue recognition (Continued)

Interest income is accrued on a time basis, by reference to the principle outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to the assets net carrying amount on initial recognition.

Technical support income is recognised when the technical support services are rendered.

##### Leasing

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

##### The Group as lessee

Assets held under finance assets are recognised as assets of the Group at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the consolidated statement of financial position as a finance lease obligation. Lease payments are apportioned between finance charges and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged directly to the consolidated statement of profit or loss and other comprehensive income.

Rental payable under operating leases are charged to the consolidated statement of profit or loss and other comprehensive income on a straight-line basis over the terms of the relevant lease. Benefits received and receivable as an incentive to enter into an operating lease are recognised as a reduction of rental expense over the lease term on a straight-line basis.

#### 4. 主要會計政策(續)

##### 收入確認(續)

利息收入乃參照未償還本金額及實際適用利率按時間基準累算，實際適用利率即在初步確認時於金融資產預期年期內以估計日後收取現金確切地折現至該資產賬面淨值之利率。

技術支援收入於提供技術支援服務時確認。

##### 租賃

凡租賃條款將擁有權的絕大部分風險及回報轉移予承租人之租賃，均列作融資租賃。所有其他租賃則列作經營租賃。

##### 本集團作為承租人

於融資資產項下持有之資產在租賃開始時按公平值或最低租賃款項現值(以較低者為準)確認為本集團資產。欠付出租人之相應債務於綜合財務狀況表中計入融資租賃承擔。租賃款項於財務費用及租賃承擔減額間分配，以在債務結餘得出統一利率。財務費用直接在綜合損益及其他全面收益表內扣除。

經營租賃下之應付租金於相關租賃期內以直線法在綜合損益及其他全面收益表內扣除。作為訂立經營租賃獎勵金之已收及應收利益於租賃期內以直線法確認為租金開支減額。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016

截至二零一六年十二月三十一日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

##### Leasing (Continued)

###### The Group as lessor

Amounts due from lessees under finance leases are recognised as receivables at the amount of the Group's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Group's net investment outstanding in respect of the leases.

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added in to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term.

###### Leasehold land for own use

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

To the extent the allocation of the lease payments can be made reliably, interest in leasehold land that is accounted for as an operating lease is presented as "prepaid land lease payments" in the consolidated statement of financial position and is amortised over the lease term on a straight-line basis. When the lease payments cannot be allocated reliably between the land and building elements, the entire lease is generally classified as a finance lease and accounted for as property, plant and equipment.

#### 4. 主要會計政策(續)

##### 租賃(續)

###### 本集團作為出租人

根據融資租賃應收承租人之款額按本集團於該等租約之投資淨額列作應收款項。融資租賃收入分配予各會計期間，以反映本集團就該等租賃尚餘投資淨額之固定回報率。

經營租賃之租金收入乃按相關租約年期以直線法於損益確認。於磋商及安排經營租賃引起之初步直接成本乃加至租賃資產之賬面值，並按租約年期以直線法確認。

###### 自用租賃土地

當租賃包括土地及樓宇部分，除非顯然兩部分均為經營租賃（在該情況下，整項租賃分類為經營租賃），否則本集團根據對各部分的擁有權所承擔的絕大部分風險及回報是否已轉移本集團進行的評估，獨立評估各部分分類為融資或經營租賃。具體而言，最低租賃款項（包括任何一次性預付款）乃按租賃開始時租賃的土地部分及樓宇部分中租賃權益的相對公平值比例，在土地及樓宇部分之間作出分配。

倘能可靠地分配租賃費用，則列作經營租賃的租賃土地的權益將作為「預付土地租賃款項」於綜合財務狀況表列賬，並按租賃年期以直線法攤銷。倘不能可靠地分配土地及樓宇部分的租賃款項，整項租賃一般分類為融資租賃，並作為物業、廠房及設備列賬。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016

截至二零一六年十二月三十一日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Property, plant and equipment

All property, plant and equipment are stated at cost less accumulated depreciation and impairment losses.

The cost of an asset comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Expenditure incurred after the property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the consolidated statement of profit or loss and other comprehensive income in the period in which it is incurred. In situations where it can be clearly demonstrated that the expenditure has resulted in an increase in the future economic benefits expected to be obtained from the use of the property, plant and equipment, the expenditure is capitalised as an additional cost of that asset.

Depreciation is provided to write off the cost of property, plant and equipment, using the straight line method, over their estimated useful lives. The principal useful lives are as follows:

Building	30 years
Plant and machinery	12 years
Motor vehicles	8 years
Furniture, fixtures and equipment	6 years
Leasehold improvements	5 years

The useful lives and depreciation method are reviewed and adjusted, if appropriate, at the end of each reporting period.

#### 4. 主要會計政策(續)

##### 物業、廠房及設備

所有物業、廠房及設備按成本減累計折舊及減值虧損列賬。

資產的成本包括購買價格及任何令資產達致其運作狀況及運往現址作擬定用途的直接成本。物業、廠房及設備投入運作後產生的開支，例如維修及保養開支，一般於產生期間自綜合損益及其他全面收益表中扣除。倘可清楚顯示該項支出會導致預期日後使用物業、廠房及設備所得的經濟利益增加，則該項支出將被資本化為該資產的附加成本。物業、廠房及設備之折舊就其估計可使用年期使用直線法計提撥備，以撇銷其成本。

物業、廠房及設備之折舊就其估計可使用年期使用直線法計提撥備，以撇銷其成本。主要可使用年期如下：

樓宇	30年
廠房及機器	12年
汽車	8年
傢俬、裝置及設備	6年
租賃物業裝修	5年

可使用年期及折舊方法於各報告期末進行檢討及調整(如適用)。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016

截至二零一六年十二月三十一日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

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

Construction in progress represents leasehold improvements under construction and plant and machinery pending installation, and is stated at cost less impairment losses. Depreciation begins when the relevant asset are available for use.

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

##### Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation (including property under construction for such purposes). Investment properties are measured initial at cost, including transaction costs. All of the Group's property interests held under operating leases to earn rentals or for capital appreciation purposes are accounted for as investment properties.

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are stated at cost less subsequent accumulated depreciation and any accumulated impairment losses. Depreciation is recognised so as to write off the cost of investment properties over their estimated useful lives and after taking into account their estimated residual value, using the straight-line method.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognised.

#### 4. 主要會計政策(續)

##### 物業、廠房及設備(續)

在建工程指在建租賃物業裝修以及待安裝之廠房及機器，按成本減減值虧損列賬。有關資產於可供使用時方計算折舊。

物業、廠房及設備項目於出售時或當繼續使用該資產預期不會產生任何日後經濟利益時終止確認。出售或廢棄物業、廠房及設備項目產生之損益按出售所得款項與該資產的賬面金額之差額釐定，並於綜合損益及其他全面收益表確認。

##### 投資物業

投資物業指持作賺取租金及／或資本升值之物業（包括持作該目的之建設中物業）。投資物業初步按成本（包括交易開支）計量。所有本集團根據經營租賃持作之賺取租金或資本升值之物業權益以投資物業入賬。

投資物業初步按成本（包括任何直接產生開支）計量。於初步確認後，投資物業乃按成本減其後累計折舊及任何累計減值虧損列賬。折舊乃按投資物業之估計可使用年期並計及其估計剩餘價值後以直線法撇銷其成本。

投資物業於出售、永久停用及預期出售不會帶來未來經濟利益時終止確認。終止確認物業所產生任何收益或虧損乃按出售所得款項淨額與資產賬面值之差額計算，於該物業終止確認之期間內計入損益。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016

截至二零一六年十二月三十一日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is calculated using the weighted average basis. The cost of finished goods and work in progress comprises raw materials, direct labour and an appropriate proportion of all production overhead expenditure, and where appropriate, subcontracting charges. Net realisable value represents the estimated selling price in the ordinary course of business less all estimated costs of completion and costs necessary to make the sale.

##### Impairment of assets (other than goodwill, intangible assets with indefinite lives)

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised as income immediately.

#### 4. 主要會計政策(續)

##### 存貨

存貨按成本與可變現淨值兩者之較低者列賬。成本以加權平均基準計算。製成品及在製品之成本包括原材料、直接勞工及所有生產經常性開支之適當部分以及(如適用)承包費。可變現淨值按日常業務之估計售價減完成之所有估計成本及進行銷售所需之成本計算。

##### 資產減值(商譽及具無限年期的無形資產除外)

於各報告期末,本集團均會審閱其有形及無形資產的賬面值,以釐定資產是否出現減值虧損跡象。倘估計資產的可收回金額少於其賬面值,則資產賬面值減少至其可收回金額。減值虧損即時確認為開支。

倘減值虧損其後撥回,則資產的賬面值增加至經修訂的估計可收回金額,惟所增加的賬面值不得超過倘資產於過往年度並無確認減值虧損而釐定的賬面值。所撥回的減值虧損即時確認為收入。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016

截至二零一六年十二月三十一日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the consolidated statement of profit or loss and other comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable and deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amount of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences, and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences, and deferred tax assets are recognised to the extent that it is probable that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of the other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

#### 4. 主要會計政策(續)

##### 稅項

所得稅開支指應付即期稅項及遞延稅項的總和。

應付即期稅項乃按年內應課稅溢利計算。由於應課稅溢利不包括其他年度應課稅或可扣稅收入或開支，且不包括非應課稅及可扣稅的項目，故與綜合損益及其他全面收益表所呈報的溢利有所不同。本集團的即期稅項負債乃按報告期末已頒佈或實際上已頒佈的稅率計算。

遞延稅項乃按財務報表內資產及負債賬面值與計算應課稅溢利所用的相應稅基的暫時差額予以確認。遞延稅項負債一般會就所有應課稅暫時差額確認，而遞延稅項資產乃於可能出現應課稅溢利，以致出現可扣稅暫時差額時確認，而遞延稅項資產乃於可能出現應課稅溢利，以致可扣稅暫時差額可予動用時確認。若於一項交易中，因商譽或初步確認（業務合併時除外）其他資產及負債而引致的暫時差額不影響應課稅溢利或會計溢利，則不會確認該等資產及負債。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016

截至二零一六年十二月三十一日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

##### Taxation (Continued)

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

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

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

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

#### 4. 主要會計政策(續)

##### 稅項(續)

遞延稅項負債乃就於附屬公司的投資所產生的應課稅暫時差額確認，惟倘本集團能夠控制暫時差額的撥回將不會於可見將來撥回則作別論。與該等投資及權益相關的可扣稅暫時性差額所產生的遞延稅項資產，僅於很可能有足夠應課稅溢利可以使用暫時性差額的利益且預計於可見將來可以撥回時確認。

遞延稅項資產的賬面值於各報告期末作檢討，並於不再可能有足夠應課稅溢利收回全部或部分資產時作調減。

遞延稅項資產及負債乃按預期於償還負債或變現資產期間適用之稅率計算。所根據之稅率(及稅法)乃於報告期已頒佈或實質上已頒佈。

遞延稅項負債及資產之計量反映本集團於報告期，預期將要收回或償還其資產及負債之賬面值之方式所引致之稅務後果。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註(續)

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

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Financial instruments

Financial assets and financial liabilities are recognised on the consolidated statement of financial position when the Group becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the consolidated statement of profit or loss and other comprehensive income.

##### Financial assets

The Group's financial assets are classified into loans and receivables and financial assets at fair value through profit or loss ("financial assets at FVTPL"). The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

##### Effective interest method

The effective interest method is a method of calculating the amortised cost of debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

#### 4. 主要會計政策(續)

##### 金融工具

當本集團成為有關工具合約規定之一方時，金融資產及金融負債於綜合財務狀況表內確認。

金融資產及金融負債按公平值初步計量。收購或發行金融資產及金融負債(按公平值於損益列賬之金融資產及金融負債除外)直接應佔的交易成本乃於初始確認時加入金融資產或金融負債的公平值或自金融資產或金融負債的公平值內扣除(視適用情況而定)。收購按公平值於損益列賬的金融資產或金融負債直接應佔的交易成本即時於綜合損益及其他全面收益表確認。

##### 金融資產

本集團之金融資產分類為貸款及應收款項以及按公平值於損益列賬的金融資產(「按公平值於損益列賬的金融資產」)。有關分類乃取決於金融資產的性質及目的，並會於初步確認時釐定。所有一般購買或出售之金融資產乃按交易日基準確認及取消確認。一般購買或出售指對須按市場所在地規則或慣例所確定時限內交付資產之金融資產之購買或出售。

##### 實際利息法

實際利息法乃計算債務工具攤銷成本以及於相關期間分配利息收入的方法。實際利率乃在債務工具的預計年期或(如適用)較短期間內，將估計未來現金收入(包括構成實際利率部分的所有已付或已收費用及利率差價、交易成本及其他溢價或折讓)準確貼現至初步確認時的賬面淨值的利率。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註(續)

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

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Financial instruments (Continued)

##### Financial assets (Continued)

##### Effective interest method (Continued)

Interest income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL.

##### Financial assets at FVTPL

Financial assets are classified as at FVTPL when the financial asset is either held for trading or it is designated as at FVTPL.

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

#### 4. 主要會計政策(續)

##### 金融工具(續)

##### 金融資產(續)

##### 實際利息法(續)

除分類為按公平值於損益列賬的金融資產外，債務工具的利息收入乃按實際利息基準確認。

##### 按公平值於損益列賬的金融資產

當金融資產為持作買賣或指定為按公平值於損益列賬，則分類為按公平值於損益列賬。

金融資產於下列情況下分類為持作買賣：

- 其主要用作於近期內出售而購入；或
- 於初步確認時，其為本集團共同管理的已識別金融工具組合的一部分及具有最近的短期盈利實際模式；或
- 其為非指定及用作對沖工具的衍生工具。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註(續)

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

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Financial instruments (Continued)

##### Financial assets (Continued)

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

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

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial asset forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and HKAS 39 Financial Instruments: Recognition and Measurement permits the entire combined contract (asset or liability) to be designated as at FVTPL.

Financial assets at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss any dividend or interest earned on the financial asset and is included in the "other gains and losses".

#### 4. 主要會計政策(續)

##### 金融工具(續)

##### 金融資產(續)

##### 按公平值於損益列賬的金融資產(續)

金融資產(持作買賣金融資產除外)可於下列情況下於初步確認時指定為按公平值於損益列賬:

- 該指定消除或大幅減少可能會出現的計量或確認方面的一致性;或
- 該金融資產構成根據本集團制定的風險管理或投資策略及以公平值基準評估表現的一組金融資產或金融負債或金融資產及金融負債組合的一部分,而且有關分組的資料乃按該基準向內部提供;或
- 其構成包含一項或多項內含衍生工具的合約的一部分,而香港會計準則第39號金融工具:確認及計量允許將整個組合合約(資產或負債)指定為按公平值於損益列賬。

按公平值於損益列賬的金融資產乃按公平值列賬,而重新計量產生的任何盈虧則於損益確認。於損益確認的盈虧淨額包括就金融資產所賺取的任何股息或利息,並列入「其他收益及虧損」項下。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註(續)

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

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Financial instruments (Continued)

##### Financial assets (Continued)

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

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

Equity and debt securities held by the Group that are classified as available-for-sale financial assets and are traded in an active market are measured at fair value at the end of each reporting period. Changes in the carrying amount of available-for-sale monetary financial assets relating to interest income calculated using the effective interest method and dividends on available-for-sale equity investments are recognised in profit or loss. Other changes in the carrying amount of available-for-sale financial assets are recognised in other comprehensive income and accumulated under the heading of investments revaluation reserve. When the investment is disposed of or is determined to be impaired, the cumulative gain or loss previously accumulated in the investments revaluation reserve is reclassified to profit or loss (see the accounting policy in respect of impairment loss on financial assets below).

Dividends on available-for-sale equity investments are recognised in profit or loss when the Group's right to receive the dividends is established.

The fair value of available-for-sale monetary financial assets denominated in a foreign currency is determined in that foreign currency and translated at the spot rate prevailing at the end of the reporting period. The foreign exchange gains and losses that are recognised in profit or loss are determined based on the amortised cost of the monetary asset. Other foreign exchange gains and losses are recognised in other comprehensive income.

Available-for-sale equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured and derivatives that are linked to and must be settled by delivery of such unquoted equity investments are measured at cost less any identified impairment losses at the end of each reporting period

#### 4. 主要會計政策(續)

##### 金融工具(續)

##### 金融資產(續)

##### 可供出售金融資產

可供出售金融資產乃指定為可供出售或並無分類為(a)貸款及應收賬款、(b)持有至到期投資或(c)按公平值計入損益之金融資產之非衍生工具。

本集團所持分類為可供出售金融資產並於活躍市場上買賣的股本及債務證券按於各報告期末的公平值計量。與使用實際利率法計算利息收入之有關可供出售貨幣性金融資產之賬面值變動，以及可供出售股本投資之股息於損益中確認。可供出售金融資產賬面值之其他變動於其他全面收益確認，並累計至重估儲備項下。當有關投資被出售或釐定為已減值時，先前於重估儲備中累計的累計收益或虧損重新分類至損益(見下文有關金融資產減值之會計政策)。

可供出售股本投資之股息於本集團建立收取股息權利時在損益確認。

以外幣計值之可供出售貨幣金融資產之公平值於報告期間結算日以該外幣釐定並以現行匯率換算。於損益內確認之外匯收益及虧損按金融資產之攤銷成本釐定。其他外匯收益及虧損於其他全面收益內確認。

對沒有活躍市場所報市價及公平值不能可靠計量的可供出售股本投資及與其關聯且必須透過交付該類無報價股本投資作結算的衍生工具，於各報告期末按成本減已識別減值虧損計量。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註(續)

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

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Financial instruments (Continued)

##### Financial assets (Continued)

##### Loans and receivables

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

Interest income is recognised by applying the effective interest rate, except for short term receivables where the recognition of interest would be immaterial.

##### Impairment of financial assets

Financial assets, other than those at fair value through profit or loss, are assessed for indicators of impairment at the end of each reporting period. Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the financial assets have been impacted.

For financial assets, other than those at fair value through profit or loss, objective evidence of impairment could include:

- (a) significant financial difficulty of the issuer or counterparty; or
- (b) default or delinquency in interest or principal payments; or
- (c) it becoming probable that the borrower will enter bankruptcy or financial re-organisation; or
- (d) the disappearance of an active market for that financial asset because of financial difficulties.

#### 4. 主要會計政策(續)

##### 金融工具(續)

##### 金融資產(續)

##### 貸款及應收款項

貸款及應收款項為具有固定或可釐定付款而並無在活躍市場報價的非衍生金融資產。於初始確認後，貸款及應收款項使用實際利息法按攤銷成本減任何已識別減值虧損列賬。

利息收入採用實際利率確認，惟倘確認之利息微乎其微，則短期應收款項除外。

##### 金融資產減值

除按公平值於損益列賬的金融資產外，金融資產於各報告期末評估減值跡象。倘有客觀證據證明因金融資產初始確認後發生的一項或多項事件使金融資產的估計未來現金流量受影響，則金融資產被視為已減值。

除按公平值於損益列賬的金融資產外，金融資產之減值客觀證據可包括：

- (a) 發行人或對手方出現嚴重財政困難；或
- (b) 逾期支付或拖欠利息或本金；或
- (c) 貸款人有可能破產或進行財務重組；或
- (d) 因財政困難而導致該金融資產的活躍市場消失。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016

截至二零一六年十二月三十一日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

##### Financial instruments (Continued)

##### Financial assets (Continued)

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

For certain categories of financial asset, such as trade receivables, assets that are assessed not to be impaired individually are subsequently assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period of 7 to 90 days, observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets carried at amortised cost, the amount of the impairment loss recognised is the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the financial asset's original effective interest rate.

For financial assets carried at cost, the amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss will not be reversed in subsequent periods.

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

When an available-for-sales financial asset is considered to be impaired, cumulative gain or loss previously recognised in other comprehensive income are reclassified to profit or loss in the period.

#### 4. 主要會計政策(續)

##### 金融工具(續)

##### 金融資產(續)

##### 金融資產減值(續)

就若干類別之金融資產(如應收貿易款項)而言,獲評估為不會個別減值之資產其後將整體作減值評估。應收款項組合出現減值之客觀證據包括本集團過往收款經驗、組合內逾期平均信貸期(7至90天)之延遲付款數目有所增加,以及與逾期支付應收款項有關之國家或地方經濟狀況出現明顯變動。

就按攤銷成本列賬之金融資產而言,已確認減值虧損之金額以資產賬面值與估計未來現金流量之現值(以該金融資產之原始實際利率折現)間之差額計量。

就按成本列賬之金融資產而言,減值虧損金額按資產賬面值與以類似金融資產現時市場回報率貼現估計未來現金流量現值兩者間之差額計量。該減值虧損不會於往後期間撥回。

金融資產之賬面值直接透過所有金融資產之減值虧損減少,惟應收貿易款項除外,賬面值透過使用撥備賬減少。撥備賬賬面值的變動於損益確認。倘應收貿易款項被認為不可收回,則於撥備賬撇銷。其後所收回先前撇銷的數額計入損益。

於可供出售金融資產被視為減值時,先前於其他全面收益確認之累計收益或虧損重新分類至期內損益。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註(續)

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

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Financial instruments (Continued)

##### Financial assets (Continued)

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

For financial assets measured at amortised cost, if, in a subsequent period, the amount of impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment losses was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

In respect of available-for-sale equity investments, impairment loss previously recognised in profit or loss are not reversed thought profit or loss. Any increase in fair value subsequent to an impairment loss is recognised in other comprehensive income and accumulated under the heading of investment revaluation reserve. In respect of available-for sale debt investments, impairment losses are subsequently reversed through profit or loss if an increase in the fair value of the investment can be objectively related to an event occurring after the recognition of the impairment loss.

##### Financial liabilities and equity

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity in according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs. The Group's financial liabilities are generally classified into other financial liabilities. The accounting policies adopted in respect of financial liabilities and equity instruments are set out below.

##### Other financial liabilities

Other financial liabilities are subsequently measured at amortised cost, using the effective interest method.

#### 4. 主要會計政策(續)

##### 金融工具(續)

##### 金融資產(續)

##### 金融資產減值(續)

就按攤銷成本計量之金融資產而言，於往後期間，倘減值虧損之金額減少，而該減少可與確認減值虧損後發生之事件客觀相連，則先前確認之減值虧損會透過損益撥回，惟於撥回減值當日資產之賬面值不得超過倘並無確認減值之攤銷成本。

就可供出售股本投資而言，先前於損益確認之減值虧損不會透過損益撥回。於減值虧損後之任何公平值增加於其他全面收益確認並於投資重估儲備項下累計。就可供出售債項投資而言，倘該投資之公平價值之增加可客觀地與確認減值虧損後發生之事件相關，則減值虧損其後將透過損益撥回。

##### 金融負債及權益

集團實體發行的債務及股本工具乃根據所訂立合約安排的內容以及金融負債及股本工具的定義分類為金融負債或權益。

股本工具乃證明本集團扣除其所有負債後的資產中擁有剩餘權益的任何合約。本公司發行的股本工具經扣除直接發行成本後按已收所得款項入賬。本集團的金融負債一般分類為其他金融負債。下文載列就金融負債及股本工具採納的會計政策。

##### 其他金融負債

其他金融負債其後採用實際利息法按攤銷成本計量。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註(續)

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

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Financial instruments (Continued)

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

##### Derivative financial instruments

Derivatives are initially recognised at fair value at the date when derivative contracts are entered into and are subsequently remeasured to their fair value at the end of the reporting period. The resulting gain or loss is recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which case the timing of the recognition in profit or loss depends on the nature of the hedge relationship.

##### Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument.

Financial guarantee contracts issued by the Group are initially measured at their fair values and, if not designated as at FVTPL, are subsequently measured at the higher of:

- the amount of the obligation under the contract, as determined in accordance with HKAS 37 Provisions, Contingent Liabilities and Contingent Assets; and
- the amount initially recognised less, where appropriate, cumulative amortisation recognised in accordance with the revenue recognition policies.

#### 4. 主要會計政策(續)

##### 金融工具(續)

##### 金融負債及權益(續)

##### 衍生金融工具

衍生工具以衍生工具合約簽訂日期之公平值作初步確認，其後則以各報告期末之公平值重新計量。所產生之收益或虧損將即時於損益內確認，惟倘該衍生工具乃指定而有效之對沖工具，則在此情況下，於損益內確認之時間取決於對沖關係之性質。

##### 財務擔保合約

財務擔保合約為規定發出人支付指定金額，以補償持有人由於指定欠債人未能根據債務工具條款於到期時付款而蒙受之損失。

由本集團發出之財務擔保合約初步按公平值計算，而倘並非指定為按公平值於損益列賬，則其後按以下各項之較高者計量：

- 根據香港會計準則第37號撥備、或然負債及或然資產釐定之合約項下責任金額；及
- 初步確認金額減(倘適用)根據收入確認政策確認之累計攤銷。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016

截至二零一六年十二月三十一日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

##### Financial instruments (Continued)

###### Derecognition

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On the derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss.

On the derecognition of a financial asset other than in its entirety, the Group allocates the previous carrying amount of the financial asset between the part it continues to recognise, and the part it no longer recognises on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration received for the part no longer recognised and any cumulative gain or loss allocated to it that had been recognised in other comprehensive income is recognised in profit or loss. A cumulative gain or loss that had been recognised in other comprehensive income is allocated between the part that continues to be recognised and the part that is no longer recognised on the basis of the relative fair values of those parts.

#### 4. 主要會計政策(續)

##### 金融工具(續)

###### 取消確認

倘從資產收取現金流量之合約權利已到期，或金融資產已轉讓且本集團已將其於金融資產擁有權之絕大部份風險及回報轉移至另一實體，則金融資產將被取消確認。倘若本集團並無轉讓或保留擁有權之絕大部份風險及回報，並繼續控制已轉讓之資產，則本集團會確認其於資產的保留權益及可能需要支付的相關負債款項。倘若本集團保留已轉讓金融資產擁有權之絕大部份風險及回報，則本集團繼續確認金融資產並同時就所得收益確認抵押借款。

於完全取消確認金融資產時，資產賬面值與已收及應收代價及已於其他全面收入確認及於權益累計之累計損益總和之差額，將於損益中確認。

除全面取消確認外，於取消確認金融資產時，本集團會將金融資產之過往賬面值，按於轉讓日期之相對公平值，於其確認為繼續參與之部分與不再確認之部分兩者間作出分配。分配至不再確認部分之賬面值與就不再確認部分所收代價及已於其他全面收入確認之所獲分配任何累計收益或虧損之總和間之差額，乃於損益內確認。已於其他全面收入確認之累計收益或虧損，會以相對公平值基準，按繼續確認之部分與不再確認之部分之兩者間作出分配。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016

截至二零一六年十二月三十一日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

##### Financial instruments (Continued)

###### Derecognition (Continued)

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

###### Current assets and liabilities

Current assets are expected to be realised within twelve months of the end of the reporting period or in the normal course of the Group's operating cycle. Current liabilities are expected to be settled within twelve months of the end of the reporting period or in the normal course of the Group's operating cycle.

###### Contingent liabilities and contingent assets

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably. A contingent liability is not recognised but is disclosed in the notes to the consolidated financial statements. When a change in the probability of an outflow occurs so that outflow is probable, they will then be recognised as a provision.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. A contingent asset is not recognised but is disclosed in the notes to the consolidated financial statements when an inflow of economic benefits is probable. When inflow is virtually certain, an asset is recognised.

#### 4. 主要會計政策(續)

##### 金融工具(續)

###### 取消確認(續)

當及僅當本集團之責任已被解除、註銷或屆滿時，本集團方會取消確認金融負債。取消確認金融負債之賬面值與已付及應付代價之差額於損益確認。

###### 流動資產及負債

流動資產預期於報告期末起計十二個月內或於本集團營運週期之一般過程中變現。流動負債預期於報告期末起計十二個月內或於本集團營運週期之一般過程中償付。

###### 或然負債及或然資產

或然負債指因過往事件而可能引起的責任，該等責任須就某宗或多宗本集團不能完全控制的事件會否於日後發生方予以確認。或然負債亦可能因過往事件引致現有責任，惟由於可能不需要經濟資源流出，或責任金額不能可靠地計量而未有確認。或然負債不會被確認，惟會在綜合財務報表附註內披露。倘資源流出的可能性改變而導致可能出現資源流出時，則該等負債將確認為撥備。

或然資產指因過往事件而可能產生的資產，該等資產須就某宗或多宗本集團不能完全控制的事件會否於日後發生方予以確認。或然資產不會被確認，惟會於經濟利益可能流入時在綜合財務報表附註內披露。倘可實質確認流入，該等資產將予以確認。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016

截至二零一六年十二月三十一日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

##### Foreign currencies

###### i. Functional and presentation currency

Items included in the financial statements of each of the companies now comprising the Group are measured using the currency of the primary economic environment in which the company operates (the “functional currency”). The consolidated financial statements are presented in Renminbi, which is the Company’s presentation currency and the functional currency of the principal operating subsidiary of the Group. The functional currency of the Company is Hong Kong dollars. The directors consider that choosing Renminbi as the presentation currency best suits the needs of the shareholders and investors.

###### ii Transactions and balances

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

Translation differences on non-monetary financial assets and liabilities are reported as part of their fair value gain or loss.

#### 4. 主要會計政策(續)

##### 外幣

###### i. 功能及呈列貨幣

現時組成本集團各公司之財務報表所含項目乃按公司經營之主要經濟環境的貨幣(「功能貨幣」)計量。綜合財務報表以人民幣呈列，為本公司之呈列貨幣以及本集團主要經營附屬公司之功能貨幣。本公司的功能貨幣是港元。董事認為，選擇人民幣作為呈列貨幣乃最為符合股東及投資者的需求。

###### ii. 交易及結餘

外幣交易以交易日期現行匯率換算為功能貨幣。來自償付該等交易及按年末匯率換算以外幣計值之貨幣資產及負債之外匯收益及虧損於綜合損益及其他全面收益表確認。

非貨幣金融資產及負債之換算差額按部分公平值收益或虧損入賬。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016

截至二零一六年十二月三十一日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

##### Foreign currencies (Continued)

##### iii. Group companies

The results and financial positions of all the companies now comprising the Group (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (a) Assets and liabilities are translated at the closing rate;
- (b) Income and expenses are translated at average exchange rates; and
- (c) All resulting exchange differences are recognised as a separate component of equity.

On consolidation, exchange differences arising from the translation of the net investment in foreign operations, and of borrowings and other currency instruments designated as hedges of such investments, are taken to owners' equity. When a foreign operation is sold, exchange differences that were recorded in equity are recognised in the consolidated statement of profit or loss and other comprehensive income as part of the gain or loss on sale.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

#### 4. 主要會計政策(續)

##### 外幣(續)

##### iii. 集團公司

功能貨幣與呈列貨幣不同之現時組成本集團所有公司(當中並無嚴重通脹經濟地區之貨幣)之業績及財務狀況乃按下列方式換算為呈列貨幣:

- (a) 資產及負債按收市匯率換算;
- (b) 收入及開支按平均匯率換算;及
- (c) 所有因此而產生之匯兌差額確認為獨立權益部分。

於綜合賬目時,換算海外業務投資淨值以及借款及指定為對沖該等投資之其他貨幣工具產生之匯兌差額納入擁有人權益。出售海外業務時,於權益記錄的匯兌差額於綜合損益及其他全面收益表確認為出售之部分收益或虧損。

收購海外實體產生之商譽及公平值調整視為海外實體之資產及負債,並按收市匯率換算。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016

截至二零一六年十二月三十一日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Research and development expenditure

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

##### Cash and cash equivalents

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

##### Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

#### 4. 主要會計政策(續)

##### 研究及開發支出

研究活動支出於其產生之有關期間確認為開支。

##### 現金及現金等值物

就綜合現金流量表而言，現金及現金等值物包括手頭現金、活期存款以及可隨時兌換為已知數額的現金及存在非重大價值變動風險而期限（一般在購入後三個月內）較短的短期高流通性投資，扣除須按要求償還並構成本集團現金管理一部分的銀行透支。

##### 撥備

倘本集團因過往事件負上現有責任（法律或推定）而可能需要本集團支付負債，及能就負債金額作出可靠估計時，則會就負債確認撥備。

作為撥備確認之金額乃對於報告期末償付現有負債所需代價之最佳估計，並經考慮負債相關之風險及不確定因素。倘使用估計償付現有負債之現金流量計量撥備，則其賬面值即為該等現金流量之現值（倘貨幣之時間價值影響重大）。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註(續)

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

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Provisions (Continued)

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

##### Employee benefits

###### (i) Employee leave entitlements

Employee entitlements to annual leave and long service leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave and long service leave as a result of services rendered by employees up to the end of the reporting period.

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

###### (ii) Pension obligations

The Group contributes to defined contribution retirement schemes which are available to all employees. Contributions to the schemes by the Group and employees are calculated as a percentage of employees' basic salaries. The retirement benefit scheme cost charged to profit or loss represents contributions payable by the Group to the funds.

As stipulated by the rules and regulations of the PRC, the Company's subsidiaries registered in the PRC are required to contribute to a state-sponsored retirement plan for all its PRC employees at certain percentages of the basic salaries predetermined by the local governments. The state-sponsored retirement plan is responsible for the entire retirement benefit obligations payable to retired employees and the Group has no further obligations for the actual retirement benefit payments or other post-retirement benefits beyond the annual contributions.

#### 4. 主要會計政策(續)

##### 撥備(續)

當預期用作償付撥備所需部分或全部經濟利益可從第三方收回，如可實際確認可以收回且應收款項之金額能可靠計量，則應收款項確認為資產。

##### 僱員福利

###### (i) 僱員應享假期

僱員的年假及長期服務假於僱員應享有時予以確認。截至報告期末止，因僱員所提供的服務而產生的年假及長期服務假的估計負債已計提撥備。

僱員的病假及產假於僱員休假時方會確認。

###### (ii) 養老金責任

本集團為所有僱員提供定額供款退休計劃。本集團及僱員對計劃的供款乃按僱員的基本薪金的百分比計算。自損益內扣除的退休福利計劃成本乃指本集團應付該等基金的供款。

根據中國之規則及法規，本公司在中國註冊之附屬公司須按當地政府預定之基本薪金若干百分比為所有中國僱員向國家管理之退休計劃供款。國家管理之退休計劃負責向退休僱員支付退休福利之一切責任，除每年供款外，本集團在實際退休福利付款或其他退休後福利方面並無進一步責任。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016

截至二零一六年十二月三十一日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

##### Employee benefits (Continued)

###### (iii) Termination benefits

Termination benefits are recognised when, and only when, the Group demonstrably commits itself to terminate employment or to provide benefits as a result of voluntary redundancy by having a detailed formal plan which is without realistic possibility of withdrawal.

##### Share-based payment arrangements

###### Equity-settled share-based payment transactions

###### Share options granted to employees

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date. Details regarding the determination of the fair value of equity-settled share-based transactions are set out in note 43 to the Group's consolidation financial statements.

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the equity-settled employee benefits reserve.

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

#### 4. 主要會計政策(續)

##### 僱員福利(續)

###### (iii) 終止僱用福利

終止僱用福利僅於本集團具備正式而詳細且不可撤回方案的情況下，明確顯示終止聘用或因採取自願離職措施而提供福利時，方予確認。

##### 以股份為基礎支付的安排

###### 以權益結算並以股份為基礎支付的交易

###### 授予僱員的購股權

以權益結算並以股份為基礎支付予員工的款項及其他提供的類似服務按授出日期股本工具的公平值計量。有關釐定以權益結算並以股份為基礎支付的交易的公平值的詳情載於本集團綜合財務報表附註43。

於以權益結算並以股份為基礎支付的授出日期釐定的公平值，基於本集團預計將最終歸屬的股本工具按直線法於歸屬期內支銷，而權益亦相應增加。於各報告期末，本集團修訂其對預期歸屬的股本工具數目的估計。修訂原有估計的影響(如有)於損益內確認，以使累計開支能反映經修訂估計，以權益結算的僱員福利儲備亦作出相應調整。

於行使購股權之時，先前於購股權儲備確認的金額將轉撥至股本。當購股權於歸屬日後失效或於屆滿日期仍未獲行使，先前在購股權儲備確認的款項將繼續於購股權儲備持有／轉撥至保留溢利。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註(續)

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

#### 4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

##### Share-based payment arrangements

(Continued)

##### Equity-settled share-based payment transactions

(Continued)

###### Share options granted to suppliers/consultants

Equity-settled share-based payment transactions with parties other than employees are measured at the fair value of the goods or services received, except where that fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the entity obtains the goods or the counterparty renders the service. The fair values of the goods or services received are recognised as expenses, with a corresponding increase in equity, when the Group obtains the goods or when the counterparties render services, unless the goods or services qualify for recognition as assets.

###### Cash-settled share-based payment transactions

For cash-settled share-based payment, a liability is recognised for the goods or services acquired, measured initially at the fair value of the liability. At the end of each reporting period until the liability is settled, and at the date of settlement, the fair value of the liability is remeasured, with any changes in fair value recognised in profit or loss for the year.

##### Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

#### 4. 主要會計政策(續)

以股份為基礎支付的安排(續)

以權益結算並以股份為基礎支付的交易(續)

授予供應商／顧問的購股權

與僱員以外人士進行之以權益結算並以股份為基礎支付的交易乃按所收商品或所接受服務之公平值及權益之相應增加計量，惟倘公平值未能可靠地計量，則彼等按所授出股本工具於實體取得商品或對手方提供服務當日計量之公平值計量。於本集團取得貨品或交易方提供服務時，除非貨品或服務符合資格確認為資產，所收取貨品或服務之公平值確認為開支，並對權益作出相應調整。

以現金結算並以股份為基礎支付的交易

就以現金結算並以股份為基礎支付而言，負債乃就所購入的貨品或服務確認，初步按負債的公平值計量。於清償負債前的各報告期末及於清償當日，負債的公平值重新計量，而公平值的任何變動則於本年度損益確認。

##### 借款成本

直接用作收購、建造或生產合資格資產(即需要相當長期間以達致其擬定用途或銷售的資產)的借款成本資本化為該等資產的部分成本，直至該等資產大致用作其擬定用途或銷售。

用於合資格資產的特定借款在其尚未支銷時用作暫時投資所賺取的投資收入，乃於合資格資本化的借款成本內扣除。

所有其他借款成本於產生期間在損益內確認。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註(續)

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

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Government grants

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

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

##### Segment reporting

Operating segments, and the amounts of each segment item reported in the consolidated financial statements, are identified from the financial information provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type of class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

#### 4. 主要會計政策(續)

##### 政府補助金

政府補助金於可合理確定本集團將遵守該等補助金附帶之條件及收取補助金時方予確認。

作為開支或已產生虧損的補償金或向本集團提供即時財務援助而成為應收款項(並無日後相關成本)的政府補助金,乃於其成為應收款項的期間在損益內確認。

##### 分部報告

經營分部及綜合財務報表所呈報各分部項目的金額,乃從為向本集團各項業務及地理位置分配資源及評估其表現而定期向本集團最高行政管理層提供的財務資料中識別。

個別重大經營分部不會合計以供財務報告之用,惟倘該等分部的產品及服務性質、生產工序性質、客戶階層類別、分銷產品或提供服務的方法以及監管環境的性質等經濟特性均屬類似,則作別論。個別不重大經營分部倘符合以上大部分條件,則可予以合計。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016

截至二零一六年十二月三十一日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

##### Related parties

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

- (1) A person or entity is preparing the financial statements of the Group;
- (2) A person or a close member of that person's family is related to the Group if that person:
  - (i) has control or joint control over the Group;
  - (ii) has significant influence over the Group; or
  - (iii) is a member of the key management personnel of the Group or of a parent of the Group.
- (3) An entity is related to the Group if any of the following conditions applies:
  - (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
  - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
  - (iii) Both entities are joint ventures of the same third party.

#### 4. 主要會計政策(續)

##### 關連方

任何一方如屬以下情況，即視為本集團的關連方：

- (1) 有關人士或實體編製本集團的財務報表；
- (2) 下列人士或其家族與本集團有關連之近親：
  - (i) 其控制或共同控制本集團；
  - (ii) 其對本集團有重大影響力；或
  - (iii) 其為本集團或本集團母公司的主要管理層人員的成員。
- (3) 在下列任何情況下，一間實體被視為與本集團有關連：
  - (i) 實體與本集團為同一集團成員，即母公司、附屬公司及同系附屬公司各自彼此相互關連。
  - (ii) 某一實體為另一實體之聯營公司或合營公司，或為另一實體所屬集團成員之聯營公司或合營公司。
  - (iii) 實體均為同一第三方之合營公司。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016

截至二零一六年十二月三十一日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

##### Related parties (Continued)

- (3) An entity is related to the Group if any of the following conditions applies: (Continued)
- (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. If the Group is itself such a plan, the sponsoring employers are also related to the Group.
  - (vi) The entity is controlled or jointly controlled by a person identified in (2).
  - (vii) A person identified in (2)(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 number of a group of which is a part, provides key management personnel services to the Group or the Group's parent.

A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

#### 4. 主要會計政策(續)

##### 關連方(續)

- (3) 在下列任何情況下，一間實體被視為與本集團有關連：(續)
- (iv) 實體為第三方實體之合營公司，而另一實體為第三方實體之聯營公司。
  - (v) 實體乃為本集團或與本集團有關之實體的僱員福利所設離職後福利計劃。倘本集團本身設有計劃，則僱主亦與本集團有關連。
  - (vi) 實體受(2)所界定人士控制或共同控制。
  - (vii) (2)(i)所界定人士對實體擁有重大影響力或為實體或該實體母公司之主要管理層人員。
  - (viii) 該實體，或所屬集團之任何成員，向本集團或本集團之母公司提供主要管理層服務。

倘關連方之間轉移資源或責任，則該交易被視為關連方交易。

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## 5. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGMENTS

In the application of the Group's accounting policies which are described in Note 4, the directors of the Company are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

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

### Impairment of trade receivables

The Group makes impairment of trade receivables based on assessments of the recoverability of the trade receivables, including the current creditworthiness and the past collection history of each debtor. Impairment arises where events or changes in circumstances indicate that the balances may not be collectible. The identification of bad and doubtful debts requires the use of judgment and estimates. Where the actual result is different from the original estimate, such difference will impact the carrying value of the trade receivables and doubtful debt expenses in the reporting period in which such estimate has been changed.

## 5. 主要會計估計及判斷

於應用本集團之會計政策(其於附註4內闡述)時,本公司之董事須作出有關未能從其他來源輕易獲得之資產及負債賬面值之判斷、估計及假設。估計及相關假設乃基於過往經驗及被認為有關之其他因素。實際業績可能不同於該等估計。

估計及相關假設乃按持續經營基準予以檢討。倘會計估計之修訂僅影響估計獲修訂之期間,則會計估計之修訂於該期間予以確認,倘若修訂影響現時及未來期間,則會計估計之修訂於現時及未來期間內予以確認。

下列為有關未來之主要假設及於報告期末時估計不確定因素之其他主要來源(其擁有導致下一個財政年度之資產及負債之賬面值出現大幅調整之重大風險)。

### 應收貿易款項減值

本集團根據對應收貿易款項的可收回程度所作的評估(包括每個債務方的現時信貸及過往的收取記錄)就應收貿易款項作出減值。倘事件或情況變動顯示餘款或會無法收回,則會出現減值。確認呆壞賬須作出判斷及估計。倘實際結果與原有估計存在差異,則相關差異將影響相關估計出現變動之報告期的應收貿易款項的賬面值及呆壞賬開支。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016

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## 5. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGMENTS (Continued)

### Useful lives of property, plant and equipment

The Group's management determines the estimated useful lives and related depreciation charges for the Group's property, plant and equipment. This estimate is based on the historical experience of the actual useful lives of property, plant and equipment of similar nature and functions. The Group will revise the depreciation charge where useful lives are different to those previously estimated, or it will write-off or write-down technically obsolete or non-strategic assets that have been abandoned or sold.

### Income taxes and deferred taxation

The Group is subject to income taxes in different jurisdictions. Significant judgment is required in determining the provision for income tax. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

### Impairment of non-current assets

If a triggering event occurs indicating that the carrying amount of an asset may not be recoverable, an assessment of the carrying amount of that asset will be performed. Triggering events include significant adverse changes in the market value of an asset, changes in the business or regulatory environment, or certain legal events. The interpretation of such events requires judgment from management with respect to whether such an event has occurred. Upon the occurrence of triggering events, the carrying amounts of non-current assets are reviewed to assess whether their recoverable amounts have declined below their carrying amounts. The recoverable amount is the present value of estimated net future cash flows which the Group expects to generate from the future use of the asset, plus the assets residual value on disposal. Where the recoverable amount of non-current assets is less than its carrying value, an impairment loss is recognised to write the assets down to its recoverable amount.

## 5. 主要會計估計及判斷(續)

### 物業、廠房及設備的可使用年期

本集團的管理層釐定本集團物業、廠房及設備的估計可使用年期及相關折舊開支。該估計乃以同類性質及功能的物業、廠房及設備的實際可使用年期的過往經驗為基準。倘可使用年期與先前估計不同，本集團將修訂折舊開支，或撇銷或撇減已廢棄或出售的技術上已過時或非策略性的資產。

### 所得稅及遞延稅項

本集團須繳納若干司法權區的所得稅。於釐定所得稅撥備時，須作出重大估計。於日常業務過程中存在很多交易及計算，而最終稅項的釐定具有不確定性。倘該等事件的最終稅項結果與初始記錄的金額存在差異，則相關差異將影響作出有關釐定的報告期的所得稅及遞延稅項撥備。

### 非流動資產減值

如發生觸發事件，顯示資產之賬面值可能無法收回，本集團將評估該資產之賬面值。觸發事件包括資產市值有重大不利變動、營商或規管環境轉變，或若干法律事件。管理層詮釋此等事件前，須判斷有關事件是否已經發生。如發生觸發事件，本集團將評估非流動資產之賬面值，以評估其可收回金額是否已跌至低於其賬面值。可收回金額為本集團預期日後使用該資產估計產生之未來現金流量淨額現值，加出售該資產之剩餘價值。如非流動資產之可收回金額低於其賬面值，本集團將確認減值虧損，將資產值撇減至相等於其可收回金額。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016  
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## 5. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGMENTS (Continued)

### Impairment of goodwill

The Group tests annually whether goodwill has suffered any impairment. Determining whether goodwill is impaired requires an estimation of the value in use of the cash generating units to which goodwill has been allocated. The value in use calculation requires the management to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate the present value of the future cash flows.

## 6. FINANCIAL INSTRUMENTS

### (a) Categories of financial instruments

#### Financial assets:

Available-for-sale financial assets  
Held-for-trading investments  
Loans and receivables (including cash and cash equivalents)

#### 金融資產：

可供出售金融資產  
持作買賣投資  
貸款及應收款項(包括現金及現金等值物)

#### Financial liabilities:

Amortised cost

#### 金融負債：

攤銷成本

### (b) Financial risk management objectives and policies

The Group's activities expose it to a variety of financial risks: market risk (including foreign currency risk and fair value interest rate risks and price risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

## 5. 主要會計估計及判斷(續)

### 商譽減值

本集團每年進行測試以釐定商譽是否出現任何減值。釐定商譽是否減值需要估計獲分配商譽的現金產生單位的使用價值。使用價值計算需要管理層估計預期有關現金產生單位所產生的未來現金流量及合適貼現率以計算未來現金流量的現值。

## 6. 金融工具

### (a) 金融工具分類

	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
金融資產：		
可供出售金融資產	235,708	-
持作買賣投資	36,514	336,349
貸款及應收款項(包括現金及現金等值物)	251,255	224,905
	<b>87,852</b>	<b>52,467</b>

### (b) 財務風險管理目標及政策

本集團業務活動令其面臨多項財務風險：市場風險(包括外幣風險及公平值利率風險及價格風險)、信貸風險及流動資金風險。本集團的整體風險管理項目專注於金融市場的不可預測性及尋求降低本集團財務表現的潛在不利影響。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註(續)

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

## 6. FINANCIAL INSTRUMENTS (Continued)

### (b) Financial risk management objectives and policies (Continued)

Management regularly manages the financial risks of the Group. Because of the simplicity of the financial structure and the current operations of the Group, no major hedging activities are undertaken by management.

There has been no change to the types of the Group's exposure in respect of financial instruments or the manner in which it manages and measures the risks.

#### Market risk

##### Foreign currency risk

- (i) Exposure to foreign currency risk

The Group mainly operates in the People's Republic of China (the "PRC") and Hong Kong and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to Renminbi ("RMB"), Hong Kong dollars ("HKD") and United States dollars ("USD"). Foreign exchange risk arises from future commercial transactions, recognised assets and liabilities and net investments in foreign operations. The Company's management do not expect the net foreign currency risk from these activities to be significant and hence, the Group and the Company do not presently hedge the foreign exchange risks. The Group and the Company periodically review liquid assets and liabilities held in currencies other than the functional currencies of the respective subsidiaries to evaluate its foreign exchange risk exposure and will consider hedging significant foreign currency exposure should the need arise.

## 6. 金融工具(續)

### (b) 財務風險管理目標及政策(續)

管理層定期管理本集團之財務風險。由於本集團之財務架構及現時營運並不複雜，管理層並無進行重大對沖活動。

本集團就金融工具承擔的風險類別或其管理與計量有關風險的方式並無任何改變。

#### 市場風險

##### 外幣風險

- (i) 承受外幣風險

本集團主要於中華人民共和國(「中國」)及香港經營其業務，並須承受不同外幣產生的外匯風險，主要為與人民幣(「人民幣」)、港元(「港元」)及美元(「美元」)有關的風險。外匯風險來自海外業務的未來商業交易、已確認資產及負債以及投資淨額。本公司管理層並不預期該等活動涉及重大外匯風險淨額，因此，本集團及本公司現時並無對沖外匯風險。本集團及本公司定期審核附屬公司各自以貨幣為單位的流動資產及負債(功能貨幣除外)，以評估其外匯風險，並將於必要時考慮對沖重大外幣風險。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註(續)

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

#### 6. FINANCIAL INSTRUMENTS (Continued)

##### (b) Financial risk management objectives and policies (Continued)

###### Market risk (Continued)

###### Foreign currency risk (Continued)

- (ii) Sensitivity analysis

At 31 December 2016, the Group has minimal exposure to foreign currency risk with respect to HKD as it is the functional currencies of the respective subsidiaries in which their business transactions, assets and liabilities are denominated.

At 31 December 2016, if USD had strengthened/weakened by 5% (2015: 5%) against RMB with all other variables held constant, the Group's profit for the year and total equity would have been approximately RMB1,548,000 (2015: RMB1,502,000) higher/lower, mainly as a result of foreign exchange gains/losses on USD-denominated monetary assets and monetary liabilities.

###### Interest rate risk

- (i) Exposure to interest rate risk

The Group's exposure to the risk of changes in market interest rate relates primarily to its bank deposits and interest-bearing bank borrowings and bank overdrafts. Interest-bearing bank borrowings and bank overdrafts at floating rates expose the Group to interest rate risk.

The Group has not used any interest rate swaps to hedge its exposure to interest rate risk. However, the management monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arise.

#### 6. 金融工具(續)

##### (b) 財務風險管理目標及政策(續)

###### 市場風險(續)

###### 外幣風險(續)

- (ii) 敏感度分析

於二零一六年十二月三十一日，本集團與港元有關的外幣風險甚微，此乃由於港元為各附屬公司的功能貨幣，其業務交易、資產及負債均以港元計值。

於二零一六年十二月三十一日，倘美元兌人民幣升值／貶值5%（二零一五年：5%）而所有其他因素維持不變，則本集團的年度溢利及權益總額將增加／減少約人民幣1,548,000元（二零一五年：人民幣1,502,000元），乃主要由於以美元計值的貨幣資產及貨幣負債的外匯收益／虧損所致。

###### 利率風險

- (i) 承受利率風險

本集團所面對的市場利率變動風險，主要與本集團的銀行存款及計息銀行借款及銀行透支有關。浮息銀行借款及銀行透支使本集團面對利率風險。

本集團並無使用任何利率掉期對沖利率風險。然而，管理層監控利率風險，並於必要時考慮對沖重大利率風險。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註(續)

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

#### 6. FINANCIAL INSTRUMENTS (Continued)

##### (b) Financial risk management objectives and policies (Continued)

###### Market risk (Continued)

###### Interest rate risk (Continued)

###### (ii) Sensitivity analysis

At 31 December 2016, if interest rates at the date had been 100 basis points higher/lower with all other variables held constant, the Group's profit for the year would decrease/increase by RMB390,000 (2015: RMB295,000). This is mainly attributable to the Group's exposure as result of increase/decrease interest expense on bank borrowings and bank overdrafts net off with interest income from bank deposits.

###### Other price risk

###### (i) Exposure to other price risk

The Group is exposed to equity price risk mainly through its investment. The Group currently does not have a hedging policy in respect of the risk exposure. In addition, the management of the Group would monitor the price risk and will consider hedging the risk exposure should the need arise.

###### (ii) Sensitivity analysis

The sensitivity analysis has been determined based on the exposure to price risk of held-for-trading investments at the end of the reporting period. If the prices of the held-for-trading investments had been 10% higher/lower, profit for the year ended 31 December 2016 would increase/decrease by approximately RMB3,049,000 (2015: RMB28,085,000). If the prices of available-for-sale financial assets had been 10% higher/lower, profit/other comprehensive income for the year ended 31 December 2016 would increase/decrease by approximately RMB23,571,000.

#### 6. 金融工具(續)

##### (b) 財務風險管理目標及政策(續)

###### 市場風險(續)

###### 利率風險(續)

###### (ii) 敏感度分析

於二零一六年十二月三十一日，倘於該日之利率上升/下跌100個基點而所有其他變數維持不變，則本集團之年度溢利將下降/上升約人民幣390,000元(二零一五年：人民幣295,000元)，乃主要由於銀行借款及銀行透支之利息支出抵銷來自銀行存款利息收入之金額增加/減少產生之本集團風險所致。

###### 其他價格風險

###### (i) 承受其他價格風險

本集團主要透過其投資而面對股權價格風險。本集團現時並無有關風險之對沖政策。此外，本集團管理層會監察價格風險及於有需要時考慮對沖有關風險。

###### (ii) 敏感度分析

敏感度分析乃按報告期末所面對之持作買賣投資之價格風險釐定。倘持作買賣投資之價格上升/下跌10%，則截至二零一六年十二月三十一日止年度之溢利將增加/減少約人民幣3,049,000元(二零一五年：人民幣28,085,000元)。倘可供出售金融投資之價格上升/下跌10%，則截至二零一六年十二月三十一日止年度之溢利/其他全面收入將增加/減少約人民幣23,571,000元。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016

截至二零一六年十二月三十一日止年度

## 6. FINANCIAL INSTRUMENTS (Continued)

### (b) Financial risk management objectives and policies (Continued)

#### Market risk (Continued)

##### Credit risk

The carrying amount of the cash and bank balances, trade receivables included in the consolidated statements of financial position represents the Group's maximum exposure to credit risk in relation to the Group's financial assets.

The Group has certain exposure to credit risk as the trade receivables from the five largest customers as at 31 December 2016 represented 49% (2015: 52%) of total trade receivables, while 14% (2015: 17%) of the total trade receivables were due from the largest single customer. It has policies in place to ensure that sales are made to customers with an appropriate credit history.

The credit risk on cash and bank balances is limited because the counterparties are international and state-owned banks with good reputation.

The Group does not hold any collateral or other credit enhancements to cover its credit risk associated with its financial assets.

##### Liquidity risk

The Group's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and longer term. The Group manages liquidity risk by maintaining adequate reserves, by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

## 6. 金融工具(續)

### (b) 財務風險管理目標及政策(續)

#### 市場風險(續)

##### 信貸風險

計入綜合財務狀況表的現金及銀行結餘、應收貿易款項的賬面值指與本集團的金融資產有關的最高信貸風險。

本集團面臨若干信貸風險，因五大客戶於二零一六年十二月三十一日的應收貿易款項佔應收貿易款項總額49%（二零一五年：52%），而最大單一客戶的應收貿易款項佔應收貿易款項總額14%（二零一五年：17%）。其已實施政策以確保銷售對象為合理信貸記錄的客戶。

由於交易對方為信譽良好的國際及國有銀行，故現金及銀行結餘之風險有限。

本集團並無持有任何抵押品或其他信貸增強措施以為其金融資產相關之信貸風險提供保障。

##### 流動資金風險

本集團政策為定期監控現有及預期流動資金需求，以確保其擁有充裕現金儲備應付短期及長期流動資金需求。本集團透過保持充足之儲備，持續對預測及實際現金流量進行監察，並配對金融資產及負債之到期情況，藉以管理流動資金風險。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016

截至二零一六年十二月三十一日止年度

## 6. FINANCIAL INSTRUMENTS (Continued)

### (b) Financial risk management objectives and policies (Continued)

#### Market risk (Continued)

#### Liquidity risk (Continued)

The Group did not has available unutilised banking facilities for the year ended 31 December 2016 and 2015.

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities. The tables below have been drawn up based on the contractual maturities of the undiscounted financial liabilities including interest that will accrue to those liabilities except where the Group are entitled and intends to repay the liability before its maturity.

Specifically, bank loans with a repayment on demand clause are included in the earliest time band regardless of the probability of the banks choosing to exercise their rights within one year after the reporting date. The maturity analysis for other non-derivative financial liabilities is prepared based on the scheduled repayment dates.

## 6. 金融工具(續)

### (b) 財務風險管理目標及政策(續)

#### 市場風險(續)

#### 流動資金風險(續)

截至二零一六年及二零一五年十二月三十一日止年度，本集團並無可動用未動用銀行融資。

下表詳細列明本集團非衍生金融負債的餘下合約到期情況。該表根據未貼現金融負債合約期限編製，包括該等負債的應計利息（本集團有權及有意在到期前清償者除外）。

具體而言，不論銀行選擇於報告日期後一年內行使其權利之可能性，具有按要求償還條款之銀行貸款計入最早時段。其他非衍生金融負債之到期情況分析乃根據協定還款日期編製。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註(續)

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

### 6. FINANCIAL INSTRUMENTS (Continued)

#### (b) Financial risk management objectives and policies (Continued)

Market risk (Continued)

Liquidity risk (Continued)

At 31 December 2016

		Weighted average effective interest rate 加權平均 實際利率 %	On demand or within 1 year 應要求或 少於一年 RMB'000 人民幣千元	Over 1 year 一年以上 RMB'000 人民幣千元	Total undiscounted cash flow 未貼現現金 流量總額 RMB'000 人民幣千元	Total carrying amount 賬面總值 RMB'000 人民幣千元
<b>Non-derivative financial liabilities</b>	<b>非衍生金融負債</b>					
Trade payables	應付貿易款項	-	39,744	-	39,744	39,744
Accruals and other payables	應計費用及其他應付款項	-	9,108	-	9,108	9,108
Bank borrowings	銀行借款	4.57	39,690	-	39,690	39,000
			<b>88,542</b>	<b>-</b>	<b>88,542</b>	<b>87,852</b>

At 31 December 2015

		Weighted average effective interest rate 加權平均 實際利率 %	On demand or within 1 year 應要求或 少於一年 RMB'000 人民幣千元	Over 1 year 一年以上 RMB'000 人民幣千元	Total undiscounted cash flow 未貼現現金 流量總額 RMB'000 人民幣千元	Total carrying amount 賬面總值 RMB'000 人民幣千元
<b>Non-derivative financial liabilities</b>	<b>非衍生金融負債</b>					
Trade payables	應付貿易款項	-	12,239	-	12,239	12,239
Accruals and other payables	應計費用及其他應付款項	-	10,728	-	10,728	10,728
Bank borrowings	銀行借款	4.9	29,953	-	29,953	29,500
			<b>52,920</b>	<b>-</b>	<b>52,920</b>	<b>52,467</b>

### 6. 金融工具(續)

#### (b) 財務風險管理目標及政策(續)

市場風險(續)

流動資金風險(續)

於二零一六年十二月三十一日

		Weighted average effective interest rate 加權平均 實際利率 %	On demand or within 1 year 應要求或 少於一年 RMB'000 人民幣千元	Over 1 year 一年以上 RMB'000 人民幣千元	Total undiscounted cash flow 未貼現現金 流量總額 RMB'000 人民幣千元	Total carrying amount 賬面總值 RMB'000 人民幣千元
<b>Non-derivative financial liabilities</b>	<b>非衍生金融負債</b>					
Trade payables	應付貿易款項	-	12,239	-	12,239	12,239
Accruals and other payables	應計費用及其他應付款項	-	10,728	-	10,728	10,728
Bank borrowings	銀行借款	4.9	29,953	-	29,953	29,500
			<b>52,920</b>	<b>-</b>	<b>52,920</b>	<b>52,467</b>

於二零一五年十二月三十一日

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016

截至二零一六年十二月三十一日止年度

## 6. FINANCIAL INSTRUMENTS (Continued)

### (c) Fair value of financial instruments

The fair value of financial assets and financial liabilities are determined as follows:

- (i) the fair value of financial assets and financial liabilities (including derivative instruments) with standard terms and conditions and traded on active liquid markets are determined with reference to quoted market bid prices and ask prices respectively;
- (ii) the fair value of derivative instruments are calculated using quoted prices. Where such prices are not available, a discounted cash flow analysis is performed using the applicable yield curve for the duration of the instruments for non-optional derivatives;
- (iii) the fair value of other financial assets and financial liabilities (excluding those described above) are determined in accordance with generally pricing models based on discounted cash flow analysis.

#### **Fair value measurements recognised in the consolidated statement of financial position**

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which the fair value is observable:

1. Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets and financial institution for identical assets or liabilities;
2. Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
3. Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

## 6. 金融工具(續)

### (c) 金融工具之公平值

金融資產及金融負債之公平值乃按以下釐定：

- (i) 具有標準條款及條件及於活躍流動市場買賣的金融資產及金融負債(包括衍生工具)·乃分別參考所報市場買入價及賣出價釐定公平值；
- (ii) 衍生工具的公平值按所報價格計算。倘未能獲得有關價格·則按非期權衍生工具之年期使用適用孳息曲線釐定貼現現金流分析。
- (iii) 其他金融資產及金融負債的公平值(以上所述者除外)乃基於貼現現金流分析根據一般定價模式釐定。

#### **於綜合財務狀況表確認之公平值計量**

下表提供初步確認後按公平值計量的金融工具分析·乃根據公平值可觀察程度分為級別一至三：

1. 級別一公平值計量由相同資產或負債在活躍市場及金融機構之報價(未經調整)得出；
2. 級別二公平值計量由級別一所載報價以外之可觀察資產或負債數據直接(即價格)或間接(即衍生自價格)得出；及
3. 級別三公平值計量由包括並非基於可觀察市場數據(不可觀察數據)之資產或負債數據之估值技術衍生。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註(續)

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

6. FINANCIAL INSTRUMENTS (Continued)

(c) Fair value of financial instruments  
(Continued)

Fair value measurements recognised in the consolidated statement of financial position  
(Continued)

At 31 December 2016

Financial assets	金融資產
Available-for-sale financial assets	可供出售金融資產
Held-for-trading investments	持作買賣投資

At 31 December 2015

Financial assets	金融資產
Held-for-trading investments	持作買賣投資

6. 金融工具(續)

(c) 金融工具之公平值(續)

於綜合財務狀況表確認之公平值計量  
(續)

於二零一六年十二月三十一日

Level 1	Level 2	Level 3	Total
級別一	級別二	級別三	合計
RMB'000	RMB'000	RMB'000	RMB'000
人民幣千元	人民幣千元	人民幣千元	人民幣千元

235,708	-	-	235,708
36,514	-	-	36,514

於二零一五年十二月三十一日

Level 1	Level 2	Level 3	Total
級別一	級別二	級別三	合計
RMB'000	RMB'000	RMB'000	RMB'000
人民幣千元	人民幣千元	人民幣千元	人民幣千元

336,349	-	-	336,349
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## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016

截至二零一六年十二月三十一日止年度

## 6. FINANCIAL INSTRUMENTS (Continued)

### (c) Fair value of financial instruments (Continued)

#### Fair value measurements recognised in the consolidated statement of financial position (Continued)

Financial assets/ Financial liabilities 金融資產/金融負債	Fair value as at 於下列日期的公平值	
	31/12/16 一六年十二月三十一日	31/12/15 一五年十二月三十一日
1) Held for trading Investments 持作買賣投資	Listed equity securities RMB36,416,000 上市股本證券 人民幣36,416,000元 Unlisted investment RMB98,000 非上市投資 人民幣98,000元	Listed equity securities RMB336,114,000 上市股本證券 人民幣336,114,000元 Unlisted investment RMB235,000 非上市投資 人民幣235,000元
2) Available-for-sale financial assets 可供出售金融資產	Unlisted equity investments – RMB235,708,000 非上市股本投資 人民幣235,708,000元	–

The directors of the Company consider that the carrying amounts of financial assets and financial liabilities carried at amortised cost in the consolidated financial statements approximate to their fair values.

## 6. 金融工具(續)

### (c) 金融工具之公平值(續)

#### 於綜合財務狀況表確認之公平值計量 (續)

Fair value hierarchy 公平值等級	Basis of fair value measurement/valuation technique(s) and key input(s) 公平值計量的基準/估值方法及主要輸入數據
Level 1 級別一	Quoted bid prices in an active market. 在活躍市場所報的買入價。
Level 1 級別一	Quoted price from financial institution 在金融機構之報價
Level 1 級別一	Based on portfolio market price quoted from financial institution 根據金融機構所報之組合市價

本公司董事認為，綜合財務報表內按攤銷成本計量的金融資產及金融負債的賬面值與其公平值相若。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016

截至二零一六年十二月三十一日止年度

## 7. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from 2015.

The capital structure of the Group consists of debt (which includes bank borrowings and bank overdrafts) and equity attributable to owners of the Company, comprising issued capital and reserves. 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 as well as the addition of new borrowings.

### Gearing ratio

The gearing ratio at 31 December 2016 and 2015 was as follows:

Debt	債務
Total equity	權益總額
Gearing ratio	資本負債比率

## 7. 資本風險管理

本集團管理其資本，以確保本集團內各實體能夠持續經營，同時亦透過優化債項與權益之平衡，為股東爭取最高回報。自二零一五年起，本集團整體策略保持不變。

本集團之資本架構包括債項（包括銀行借款及銀行透支）以及本公司擁有人應佔權益（包括已發行資本及儲備）。本公司董事不斷檢討資本架構。作為檢討一部分，董事考慮資本成本及資本相關風險。本集團將根據董事之意見透過發行新股及新增借款，平衡其整體資本結構。

### 資本負債比率

於二零一六年及二零一五年十二月三十一日的資本負債比率如下：

	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Debt	<b>39,000</b>	29,500
Total equity	<b>493,845</b>	561,889
Gearing ratio	<b>7.9%</b>	5.3%



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註(續)

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

### 8. SEGMENT INFORMATION

Information reported to the Directors being the chief operating decision maker, for the purposes of resource allocation and assessment of segment performance focuses on the types of goods or services delivered or provided.

The Group's operating and reportable segments are as follows:

- (i) the manufacture and sale of nonwoven fabric products used in automotive interior decoration parts and other parts; and
- (ii) the supply and procurement operation segment including trading of rubber, food products and garment accessories.

#### Segment revenue and results

	Supply and procurement operation		Manufacture and sale of nonwoven fabric products		Total		
	供應及採購經營		製造及銷售無紡布產品		合計		
	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元	
<b>Segment revenue:</b>	<b>分部收入:</b>						
Sales to external customers	銷售予外部客戶	<b>12,812</b>	35,768	<b>195,012</b>	160,036	<b>207,824</b>	195,804
Segment results	分部業績	<b>2,072</b>	3,520	<b>(3,847)</b>	11,118	<b>(1,775)</b>	14,638
Unallocated corporate income	未分配公司收入					<b>191</b>	183,179
Unallocated corporate expenses	未分配公司開支					<b>(132,753)</b>	(28,036)
(Loss)/profit from operations	經營(虧損)/溢利					<b>(134,337)</b>	169,781
Finance costs	融資成本					<b>(1,596)</b>	(1,775)
(Loss)/profit before tax	除稅前(虧損)/溢利					<b>(135,933)</b>	168,006

### 8. 分部資料

向董事(即主要經營決策者)呈報以分配資源及評估分部表現的資料,著重所付運貨品或提供服務的類別。

本集團的經營及可呈報分部如下:

- (i) 製造及銷售用於汽車內飾件及其他部分的無紡布產品;及
- (ii) 供應及採購經營分部(包括買賣橡膠、食品及成衣配件)。

#### 分部收入及業績

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註(續)

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

#### 8. SEGMENT INFORMATION (Continued)

##### Segment revenue and results (Continued)

Segment revenue reported above represents revenue generated from external customers. There were no inter-segment sales for the years ended 31 December 2016 and 2015.

The accounting policies of the operating segments are the same as the Group's accounting policies. Segment results represent the profit from each segment without allocation of interest income, gain on held-for-trading investments, gain on disposal of subsidiaries, impairment loss on available-for-sale financial assets, impairment loss recognised on goodwill and central operating expenses including staff costs, finance costs and income tax expense. This is the measure reported to the chief operating decision marker for the purpose of resource allocation and assessment of segment performance.

##### Segment assets and liabilities

		Supply and procurement operation		Manufacture and sale of nonwoven fabric products		Total	
		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
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>ASSETS</b>	<b>資產</b>						
Segment assets	分部資產	59,550	55,846	272,664	256,061	332,214	311,907
Unallocated corporate assets	未分配公司資產					287,312	341,282
Total assets	資產總值					619,526	653,189
<b>LIABILITIES</b>	<b>負債</b>						
Segment liabilities	分部負債	5,464	1,746	84,283	52,355	89,747	54,101
Unallocated corporate liabilities	未分配公司負債					35,934	37,199
Total liabilities	負債總額					125,681	91,300

#### 8. 分部資料(續)

##### 分部收入及業績(續)

以上呈報的分部收入乃來自外部客戶的收入。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分部間收入。

經營分部的會計政策與本集團會計政策相同。分部業績指於並無分配利息收入、持作買賣投資之收益、出售附屬公司之收益、可供出售金融資產之減值虧損、商譽確認之減值虧損及中央行政費用(包括員工成本、融資成本及所得稅開支)的情況下各分部的溢利。此乃向主要經營決策者呈報以分配資源及評估分部表現的衡量基準。

##### 分部資產及負債

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註(續)

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

#### 8. SEGMENT INFORMATION (Continued)

##### Segment assets and liabilities (Continued)

For the purpose of monitoring segment performance and allocating resources between segments:

- all assets are allocated to reportable segment other than corporate financial assets including available-for-sale financial assets, held-for-trading investments and corporate cash and bank balance. Goodwill is allocated to supply and procurement segments as described in Note 23.
- all liabilities are allocated to reportable segments other than corporate financial liabilities including derivative financial liability, deferred tax liabilities and accruals and other payables.

##### Other segment information

The following is the analysis of the Group's other segment information:

	Supply and procurement operation		Manufacture and sale of nonwoven fabric products		Total	
	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
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Capital expenditure	資本開支	-	9,982	8,528	9,982	8,528
Depreciation of property, plant and equipment	物業、廠房及設備折舊	1	5,794	4,996	5,795	4,997
Amortisation of prepaid land lease payments	預付土地租賃款項攤銷	-	73	73	73	73
Inventories written off	存貨撇銷	-	327	200	327	200
Impairment loss recognised on trade receivables	就應收貿易款項確認的減值虧損	-	4,130	43	4,130	43
Impairment loss recognised on goodwill	就商譽確認的減值虧損	-	-	-	-	-
		<b>6,829</b>	<b>16,239</b>	<b>-</b>	<b>-</b>	<b>6,829</b>
						<b>16,239</b>

#### 8. 分部資料(續)

##### 分部資產及負債(續)

為監察分部表現及於分部間分配資源：

- 除公司金融資產(包括可供出售投資、持作買賣投資及公司現金及銀行結餘)外，所有資產均分配至可呈報分部。誠如附註23所述，商譽乃分配至供應及採購分部。
- 除公司金融負債(包括衍生金融負債、遞延稅項負債以及應計費用及其他應付款項)外，所有負債均分配至可呈報分部。

##### 其他分部資料

以下為本集團的其他分部資料分析：

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016

截至二零一六年十二月三十一日止年度

#### 8. SEGMENT INFORMATION (Continued)

##### Revenue from major products and services

Information about the Group's major products is set out in Note 9.

##### Geographical information

The Group's operations are located in the PRC and Hong Kong.

The Group's revenue from external customers and information about its non-current assets by geographical location are detailed below.

#### 8. 分部資料(續)

##### 來自主要產品及服務的收入

有關本集團主要產品的資料載於附註9。

##### 地區資料

本集團的營運地點位於中國及香港。

以下詳述本集團來自外部客戶的收入及有關按地區劃分的非流動資產的資料。

		Revenue from external customers 來自外部客戶的收入		Non-current assets* 非流動資產*	
		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
The PRC	中國	207,824	175,823	55,890	51,856
Hong Kong	香港	–	17,778	–	8
Overseas (Note)	海外(附註)	–	2,203	–	–
		<b>207,824</b>	<b>195,804</b>	<b>55,890</b>	<b>51,864</b>

Note: The Group's overseas customers including but not limited to customers in Bangladesh and Taiwan.

\* Non-current assets exclude deferred tax assets, goodwill and available-for-sale financial assets.

附註：本集團之海外客戶包括但不限於孟加拉及台灣的客戶。

\* 非流動資產不包括遞延稅項資產、商譽及可供出售金融資產。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016

截至二零一六年十二月三十一日止年度

## 8. SEGMENT INFORMATION (Continued)

### Information about major customers

For the year ended 31 December 2016, revenue generated from one (2015: one) customer of the Group amounting to approximately RMB48,400,000 (2015: RMB53,106,000) has individually accounted for over 10% of the Group's total revenue. No other single customer contributed 10% or more to the Group's revenue for both years ended 31 December 2016 and 2015.

Revenue from major customer, amounted to 10% or more of the Group's revenue, is set out below:

Customer A	客戶A
------------	-----

## 9. REVENUE

The Group's revenue represents sales of nonwoven fabric products used in automotive interior decoration parts and other parts, rubber, food products and garment accessories.

An analysis of revenue is as follows:

Nonwoven fabric for use in automobiles	用於汽車的無紡布
– Sales of automotive floor carpets	– 汽車地毯的銷售
– Sales of other automotive parts	– 其他汽車配件的銷售
Sales of rubber	橡膠的銷售
Sales of garment accessories	成衣配件的銷售
Sales of food products	食品銷售

## 8. 分部資料(續)

### 有關主要客戶的資料

截至二零一六年十二月三十一日止年度，自本集團一名客戶(二零一五年：一名)產生的收入約人民幣48,400,000元(二零一五年：人民幣53,106,000元)獨自佔本集團總收入超過10%。截至二零一六年及二零一五年十二月三十一日止兩個年度，概無其他單一客戶佔本集團的收入10%或以上。

主要客戶的收入(佔本集團收入的10%或以上)載列如下：

2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
<b>48,400</b>	53,106

## 9. 收入

本集團收入指用於汽車內飾件及其他部分的無紡布產品、橡膠、食品及成衣配件的銷售。

收入的分析如下：

2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
<b>114,145</b>	96,529
<b>80,867</b>	63,507
<b>11,102</b>	22,057
–	13,711
<b>1,710</b>	–
<b>207,824</b>	195,804



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註(續)

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

#### 10. OTHER GAINS OR LOSSES

Interest income	利息收入
Consultancy fee income	諮詢費收入
(Loss)/gain on held-for-trading investments	持作買賣投資之(虧損)/收益
Rental income	租金收入
Impairment loss on available-for-sale financial assets	可供出售金融資產之減值虧損
Others	其他

#### 10. 其他收益或虧損

	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
	68	738
	-	423
	(44,190)	178,732
	119	16
	(77,689)	-
	3,295	3,797
	<b>(118,397)</b>	<b>183,706</b>

#### 11. (LOSS)/PROFIT FROM OPERATIONS

The Group's (loss)/profit from operations is stated after charging the following:

#### 11. 經營(虧損)/溢利

本集團的經營(虧損)/溢利已扣除下列各項:

Auditors' remuneration	核數師酬金
Amortisation of prepaid land lease payments	預付土地租賃款項攤銷
Depreciation of property, plant and equipment	物業、廠房及設備折舊
Operating lease rentals in respect of rented premises	有關租賃物業的經營租賃費用
Staff costs including directors' remuneration:	員工成本(包括董事薪酬):
- Salaries and other benefits	- 薪金及其他福利
- Retirement benefits scheme contributions	- 退休福利計劃供款
Cost of inventories recognised as cost of sales	確認為銷售成本的存貨成本
Loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損
Inventories written off	存貨撇銷
Impairment loss recognised on trade receivables	就應收貿易款項確認的減值虧損
Impairment loss recognised on amount due from an associate (Note 1)	就應收聯營公司款項確認的減值虧損(附註1)
Impairment loss recognised on goodwill (Note 1)	就商譽確認的減值虧損(附註1)
Research and development expenditure (Note 2)	研究及開發支出(附註2)

	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
	964	964
	73	73
	5,795	4,997
	1,673	956
	13,406	11,228
	3,010	2,760
	180,814	142,856
	68	24
	327	200
	4,130	43
	-	3,169
	6,829	16,239
	<b>7,687</b>	<b>7,232</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016

截至二零一六年十二月三十一日止年度

### 11. (LOSS)/PROFIT FROM OPERATIONS (Continued)

Note:

1. Impairment loss recognised on amount due from an associate and goodwill included in administrative expenses for the year ended 31 December 2016 were amounted to approximately RMBNil and RMB6,829,000 respectively (2015: RMB3,169,000 and RMB16,239,000 respectively).
2. The amounts included in cost of sales for the year ended 31 December 2016 amounted to approximately RMB7,687,000 (2015: RMB7,232,000).

### 12. FINANCE COSTS

Interest expenses on bank borrowings wholly repayable within five years  
Interest expenses on bank overdrafts

須於五年內悉數清還的  
銀行借款的利息費用  
銀行透支的利息費用

### 11. 經營(虧損)/溢利(續)

附註:

1. 就應收聯營公司款項及商譽確認的減值虧損計入截至二零一六年十二月三十一日止年度的行政開支，金額分別約人民幣零元及人民幣6,829,000元(二零一五年：分別為人民幣3,169,000元及人民幣16,239,000元)。
2. 截至二零一六年十二月三十一日止年度內入賬為銷售成本的金額約為人民幣7,687,000元(二零一五年：人民幣7,232,000元)。

### 12. 融資成本

2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
1,596	1,705
-	70
<b>1,596</b>	<b>1,775</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註(續)

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

### 13. INCOME TAX EXPENSE

### 13. 所得稅開支

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
<b>Current tax</b>	<b>即期稅項</b>		
Hong Kong	香港	32,222	384
PRC enterprise income tax ("EIT")	中國企業所得稅 (「企業所得稅」)	1,634	1,459
		<u>33,856</u>	<u>1,843</u>
<b>Overprovision for in previous years</b>	<b>過往年度超額撥備</b>		
PRC EIT	中國企業所得稅	(351)	(1,040)
<b>Deferred tax</b> (Credited)/charged to the consolidated statement of profit or loss and other comprehensive income	<b>遞延稅項</b> (計入) / 扣除綜合損益及其他全面收益表	(35,858)	35,226
		<u>(2,353)</u>	<u>36,029</u>

Pursuant to the rules and regulations of the Cayman Islands and British Virgin Islands ("BVI"), the Group is not subject to any income tax in the Cayman Islands and BVI.

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for the years ended 31 December 2016 and 2015.

PRC EIT is calculated at the applicable rates based on estimated taxable income earned by the PRC subsidiary of the Group with certain tax preference, based on existing legislation, interpretation and practice in respect thereof.

根據開曼群島及英屬維爾京群島(「英屬維爾京群島」)規例及法規,本集團於開曼群島及英屬維爾京群島毋須繳納任何所得稅。

截至二零一六年及二零一五年十二月三十一日止年度,香港利得稅按估計應課稅溢利16.5%計算。

中國企業所得稅根據現行法例、詮釋及其相關慣例,按享有若干稅項優惠的本集團的中國附屬公司所賺取估計應課稅收入,以適用稅率計算。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016

截至二零一六年十二月三十一日止年度

### 13. INCOME TAX EXPENSE (Continued)

Pursuant to the enterprise income tax rules and regulations of the PRC, the applicable PRC EIT rate of the Group's PRC subsidiary is 25%.

Pursuant to PRC Enterprise Income Tax Law, an innovative and high-end technology enterprise may enjoy a preferential enterprise income tax rate of 15% ("IHT Enterprise Rate"). On 6 July 2015, Joystar (Wuxi) Automotive Interior Decoration Co., Ltd. ("Joystar Wuxi"), a subsidiary of the Company, obtained the Certificate of Innovative and High-end Technology Enterprise with validity period of three year and also enjoyed the IHT Enterprise Rate. Consequently, the applicable income tax rate of Joystar Wuxi for the year ended 31 December 2016 is 15% (2015: 15%).

The reconciliation between the income tax expense and the profit before tax multiplied by the PRC enterprise income tax rate is as follows:

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
(Loss)/Profit before tax	除稅前(虧損)/溢利	<b>(135,933)</b>	168,006
Tax at the PRC enterprise income tax rate of 25% (2015: 25%)	按中國企業所得稅稅率25%計算(二零一五年: 25%)	<b>(33,983)</b>	42,001
Tax effect of expenses that are not deductible and temporary differences	不可扣減開支的稅務影響及暫時差額	<b>20,922</b>	13,195
Tax effect of income that are not taxable	毋須課稅收入的稅務影響	<b>(17)</b>	(1,190)
Over provision in previous years	過往年度超額撥備	<b>(351)</b>	(1,040)
Tax effect of tax preferential period	稅項優惠期的稅務影響	-	(973)
Effect of different tax rates of subsidiaries	附屬公司不同稅率的影響	<b>11,076</b>	(15,964)
Income tax expense	所得稅開支	<b>(2,353)</b>	36,029

Under the New Tax Law, from 1 January 2008, non-resident enterprises without an establishment or place of business in the PRC or which have an establishment or place of business in the PRC but whose relevant income is not effectively connected with the establishment or a place of business in the PRC, will be subject to withholding tax at the rate of 10% (unless reduced by treaty) on various types of passive income such as dividends derived from sources within the PRC.

### 13. 所得稅開支(續)

根據中國企業所得稅規例及法規，本集團的中國附屬公司的適用中國企業所得稅率為25%。

根據中國企業所得稅法，高新技術企業可享有企業所得稅優惠稅率15%（「高新技術企業稅率」）。本公司附屬公司怡星（無錫）汽車內飾件有限公司（「怡星（無錫）」）已於二零一五年七月六日取得有效期為三年之高新技術企業證書，並享有高新技術企業稅率。因此，怡星（無錫）於截至二零一六年十二月三十一日止年度之適用所得稅率為15%（二零一五年：15%）。

所得稅開支與除稅前溢利乘以中國企業所得稅稅率計算所得的對賬如下：

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
(Loss)/Profit before tax	除稅前(虧損)/溢利	<b>(135,933)</b>	168,006
Tax at the PRC enterprise income tax rate of 25% (2015: 25%)	按中國企業所得稅稅率25%計算(二零一五年: 25%)	<b>(33,983)</b>	42,001
Tax effect of expenses that are not deductible and temporary differences	不可扣減開支的稅務影響及暫時差額	<b>20,922</b>	13,195
Tax effect of income that are not taxable	毋須課稅收入的稅務影響	<b>(17)</b>	(1,190)
Over provision in previous years	過往年度超額撥備	<b>(351)</b>	(1,040)
Tax effect of tax preferential period	稅項優惠期的稅務影響	-	(973)
Effect of different tax rates of subsidiaries	附屬公司不同稅率的影響	<b>11,076</b>	(15,964)
Income tax expense	所得稅開支	<b>(2,353)</b>	36,029

根據新稅法，由二零零八年一月一日起，並非在中國成立或在中國設有經營地點，或在中國成立或在中國設有經營地點，惟有關收入實際上並非與中國成立或在中國設有經營地點有關之非居民企業，將須就多項被動收入（如源於中國之股息）按稅率10%（除非按條約減免）繳付預繳稅。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016

截至二零一六年十二月三十一日止年度

#### 13. INCOME TAX EXPENSE (Continued)

According to the notice Caishui 2008 No. 1 released by the Ministry of Finance and the State Administration of Taxation, distributions of the pre-2008 retained profits of a foreign-invested enterprise to a foreign investor in 2008 or after are exempt from corporate income tax. Accordingly, the retained profits as at 31 December 2007 in the Group's PRC subsidiaries will not be subject to 10% withholding tax on future distributions.

According to the EIT law, starting from 1 January 2008, 10% withholding income tax will be imposed on dividend relating to profits earned by the companies established in the PRC in the calendar year 2008 onwards to their foreign shareholders. For investors incorporated in Hong Kong which hold at least 25% of equity interest of those PRC companies, a preferential rate of 5% will be applied. The Group has applied the preferential rate of 5% as the Group's subsidiaries in the PRC are directly held by an investment holding company incorporated in Hong Kong. At 31 December 2016, no deferred tax has been provided for in respect of the temporary differences attributable to such profits earned by the PRC subsidiaries amounting to approximately RMB84,261,000 (2015: RMB91,202,000) as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

#### 14. (LOSS)/EARNINGS PER SHARE

##### Basic (loss)/earnings per share

The calculation of basic loss per share amount is based on the loss for the year attributable to owners of the Company of approximately RMB133,580,000 (2015: profit approximately RMB131,977,000) and the weighted average number of ordinary shares of 1,762,503,189 (2015: 1,506,626,630) in issue during the year.

##### Diluted (loss)/earnings per share

For the years ended 31 December 2016 and 2015, diluted (loss)/earnings per share are the same as the basic (loss)/earnings per share as the Company did not have any dilutive potential ordinary shares during the years ended 31 December 2016 and 2015.

#### 13. 所得稅開支(續)

根據財政部及國家稅務局發佈之財稅2008第1號通知，外商投資企業在二零零八年或之後向外國投資者分派二零零八年前之保留溢利，均可獲豁免繳納企業所得稅。因此，於將來作出分派時，本集團之中國附屬公司於二零零七年十二月三十一日之保留溢利將毋須繳納10%之預提稅。

根據企業所得稅法，由二零零八年一月一日起，將對就在中國成立的公司自二零零八年曆年起賺取的溢利支付其境外股東的股息徵收10%的預扣所得稅。對於在香港註冊成立且持有該等中國公司至少25%股權的投資者，將實施5%的優惠稅率。由於本集團中國附屬公司均由一間在香港註冊成立的投資控股公司直接持有，故本集團按5%的優惠稅率繳納稅項。於二零一六年十二月三十一日，本公司並未就中國附屬公司賺取的該等溢利約人民幣84,261,000元(二零一五年：人民幣91,202,000元)的臨時差額而作出遞延稅項撥備，因為本集團足以掌控臨時差額撥回之時間，而臨時差額很可能不會於可見將來撥回。

#### 14. 每股(虧損)／盈利

##### 每股基本(虧損)／盈利

每股基本虧損金額的基準乃根據本公司擁有人應佔年度虧損約人民幣133,580,000元(二零一五年：溢利約人民幣131,977,000元)及年內已發行的普通股之加權平均數為1,762,503,189股(二零一五年：1,506,626,630股)計算得出。

##### 每股攤薄(虧損)／盈利

由於本公司於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任何攤薄潛在普通股，故截至二零一六年及二零一五年十二月三十一日止年度，每股攤薄(虧損)／盈利與每股基本(虧損)／盈利相同。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註(續)

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

### 15. DIRECTORS', CHIEF EXECUTIVES' AND EMPLOYEES' REMUNERATION

Pursuant to the Section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation are as follows:

### 15. 董事、最高行政人員及僱員薪酬

根據香港公司條例第383(i)條及公司(披露董事利益資料)規例第2部如下:

Name of director	董事姓名	Fees 袍金		Salaries and allowances 薪金及補貼		Retirement benefit scheme contributions 退休福利計劃供款		Total 合計	
		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
<i>Executive directors</i>									
Zhuang Yuejin (Note (a))	莊躍進(附註(a))	381	362	-	-	-	-	381	362
Wong Ho Yin (Note (b))	黃浩然(附註(b))	-	-	1,480	1,213	15	14	1,495	1,227
Xiao Suni	肖蘇妮	102	96	-	-	-	-	102	96
<i>Independent non-executive directors</i>									
<i>Feng Xueben (resigned on 5 June 2015)</i>									
	馮學本 (於二零一五年六月五日辭任)	-	21	-	-	-	-	-	21
Mak Wai Ho	麥偉豪	102	96	-	-	-	-	102	96
<i>Sung Kwan Wun (retired on 26 May 2016)</i>									
	宋君媛 (於二零一六年五月二十六日退任)	22	48	-	-	-	-	22	48
<i>Ng Li La Adeline (appointed on 4 September 2015)</i>									
	吳莉娜(於二零一五年九月四日獲委任)	81	25	-	-	-	-	81	25
<i>Zhu Chun Yan (appointed on 2 September 2016)</i>									
	朱春燕(於二零一六年九月二日獲委任)	27	-	-	-	-	-	27	-
		<b>715</b>	<b>648</b>	<b>1,480</b>	<b>1,213</b>	<b>15</b>	<b>14</b>	<b>2,210</b>	<b>1,875</b>

Note:

- (a) Mr. Zhuang Yuejin is also the Chairman and Chief Executive Officer of the Company.
- (b) Mr. Wong Ho Yin is also the Chief Financial Officer of the Company.

附註:

- (a) 莊躍進先生亦為本公司的主席兼行政總裁。
- (b) 黃浩然先生亦為本公司的財務總監。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016

截至二零一六年十二月三十一日止年度

#### 15. DIRECTORS', CHIEF EXECUTIVES' AND EMPLOYEES' REMUNERATION (Continued)

During the years ended 31 December 2016 and 2015, no emoluments were paid by the Group to the Directors and chief executive as a discretionary bonus or an inducement to join or upon joining the group or as compensation for loss of office. There was no arrangement under which a Director waived or agreed to waive any emoluments during the years ended 31 December 2016 and 2015.

The emoluments of senior management (excluding directors) fell within the following band:

Nil to RMB895,000 (equivalent to approximately HK\$1,000,000)

零至人民幣895,000元  
(相等於約1,000,000港元)

#### Number of individuals

人數

2016	2015
二零一六年	二零一五年

**3**

**3**

#### 16. FIVE HIGHEST PAID EMPLOYEES

The five highest paid individuals in the Group during the year included 2 (2015: 2) directors, details of whose remuneration set out in Note 15 above. The emoluments of the remaining 3 (2015: 3) individuals are set out below:

Basic salaries and allowances  
Retirement benefits scheme  
contributions

基本薪金及津貼

退休福利計劃供款

**2016**

二零一六年

**RMB'000**

人民幣千元

**410**

**132**

**542**

2015

二零一五年

RMB'000

人民幣千元

394

127

521

#### 15. 董事、最高行政人員及僱員薪酬(續)

截至二零一六年及二零一五年十二月三十一日止年度，本集團概無向董事及最高行政人員支付酬金作為酌情花紅或吸引加入或加入本集團時的獎勵或作為離職補償。於截至二零一六年及二零一五年十二月三十一日止年度，概無董事放棄或同意放棄任何酬金的安排。

高級管理層(不包括董事)的酬金介乎以下範圍內：

#### 16. 五名最高酬金僱員

本集團於本年度內五位最高薪酬人士包括兩名(二零一五年：兩名)董事，酬金詳情載列於上文附註15。餘下三名最高薪酬人士(二零一五年：三名)的薪酬載列如下：

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註(續)

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

#### 16. FIVE HIGHEST PAID EMPLOYEES (Continued)

The emoluments fell within the following band:

Nil to RMB895,000 (equivalent to approximately HK\$1,000,000)	零至人民幣895,000元 (相等於約1,000,000港元)
---	------------------------------------

#### Senior management of the Group

The number of the senior management of the Group are within the following band:

Nil to RMB895,000 (equivalent to approximately HK\$1,000,000)	零至人民幣895,000元 (相等於約1,000,000港元)
---	------------------------------------

During the years ended 31 December 2016 and 2015, no remuneration was paid by the Group to the non-executive director, highest paid employees as an inducement to join or upon joining the Group or as compensation for loss of office. None of the non-executive director and highest paid employees waived or agreed to waive any emoluments during the years ended 31 December 2016 and 2015.

#### 17. DIVIDEND

The directors do not recommend the payments of any dividend in respect of the year ended 31 December 2016 (2015: Nil).

#### 16. 五名最高酬金僱員(續)

酬金介乎以下範圍內:

Number of individuals 人數	
2016 二零一六年	2015 二零一五年
3	3

#### 本集團高級管理層

本集團高級管理層之人數介乎以下範圍內:

Number of individuals 人數	
2016 二零一六年	2015 二零一五年
1	1

截至二零一六年及二零一五年十二月三十一日止年度內,本集團概無向非執行董事、最高薪酬僱員支付酬金,作為促使加入本集團或加入本集團後的獎勵,或作為離職補償。截至二零一六年及二零一五年十二月三十一日止年度內,概無非執行董事及最高酬金僱員放棄或同意放棄任何酬金。

#### 17. 股息

董事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(二零一五年:無)。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016

截至二零一六年十二月三十一日止年度

### 18. PROPERTY, PLANT AND EQUIPMENT

### 18. 物業、廠房及設備

		Buildings	Plant and machinery	Motor vehicles	Furniture and fixtures	Leasehold improvement	Construction in progress	Total
		樓宇	廠房及機械	汽車	傢俬及裝置	租賃物業裝修	在建工程	合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>Cost</b>	<b>成本</b>							
At 1 January 2015	於二零一五年一月一日	10,067	56,843	2,335	1,116	2,675	-	73,036
Additions	添置	-	8,396	-	33	99	-	8,528
Acquisition of subsidiaries	收購附屬公司	-	-	-	-	-	-	-
Transfer from construction in progress	轉撥自在建工程	-	-	-	-	-	-	-
Disposals	出售	-	(63)	-	(115)	-	-	(178)
Transfer to investment property	轉撥至投資物業	-	-	-	-	-	-	-
Exchange alignment	匯兌調整	-	-	-	2	-	-	2
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	10,067	65,176	2,335	1,036	2,774	-	81,388
Additions	添置	-	6,156	2,413	1,190	-	223	9,982
Disposals	出售	-	-	(354)	-	-	-	(354)
Exchange alignment	匯兌調整	-	-	-	3	-	-	3
At 31 December 2016	於二零一六年十二月三十一日	10,067	71,332	4,394	2,229	2,774	223	91,019
<b>Accumulated depreciation and impairment</b>	<b>累計折舊及減值</b>							
At 1 January 2015	於二零一五年一月一日	3,171	19,977	1,482	889	1,856	-	27,375
Charge for the year	年度支出	309	4,340	181	96	71	-	4,997
Disposals	出售	-	(48)	-	(104)	-	-	(152)
Exchange alignment	匯兌調整	-	-	-	2	-	-	2
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	3,480	24,269	1,663	883	1,927	-	32,222
Charge for the year	年度支出	302	4,996	267	158	72	-	5,795
Disposals	出售	-	-	(266)	-	-	-	(266)
Exchange alignment	匯兌調整	-	-	-	3	-	-	3
At 31 December 2016	於二零一六年十二月三十一日	3,782	29,265	1,664	1,044	1,999	-	37,754
<b>Net book value</b>	<b>賬面淨值</b>							
At 31 December 2016	於二零一六年十二月三十一日	6,285	42,067	2,730	1,185	775	223	53,265
At 31 December 2015	於二零一五年十二月三十一日	6,587	40,907	672	153	847	-	49,166

At 31 December 2016, the carrying amount of buildings of the Group pledged as security for the Group's bank borrowings amounted to approximately RMB6,285,000 (2015: RMB6,587,000).

於二零一六年十二月三十一日，本集團質押賬面值約為人民幣6,285,000元(二零一五年：人民幣6,587,000元)的樓宇作為其銀行借款的抵押品。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註(續)

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

## 19. AVAILABLE-FOR-SALE FINANCIAL ASSETS 19. 可供出售金融投資

	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Unlisted equity investments, at fair value Hong Kong	235,708	-

As at 31 December 2016, certain of the Group's listed available-for-sale equity investments were individually determined to be impaired on the basis of a material decline in their fair value below cost and adverse changes in the market in which these investees operated which indicated that the cost of the Group's investment in them may not be recovered. Impairment losses of RMB77,689,000 on these investments were recognised in profit or loss.

於二零一六年十二月三十一日，本集團之若干上市可供出售股本投資個別被釐定為減值，釐定基準為其公平值大幅下跌至低於成本及該等被投資實體經營所在之市場出現不利變動，其顯示本集團於該等實體之投資成本可能無法收回。已於損益內就該等投資確認減值虧損人民幣77,689,000元。

## 20. PREPAID LAND LEASE PAYMENTS

	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Current assets	73	73
Non-current assets	2,625	2,698
	<b>2,698</b>	<b>2,771</b>

Analysed for reporting purposes as:

	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
At the beginning of the year	2,771	2,844
Amortisation for the year	(73)	(73)
	<b>2,698</b>	<b>2,771</b>

The Group's prepaid land lease payments represent payment for land use rights outside Hong Kong under medium term leases.

At 31 December 2016, the carrying amount of prepaid land lease payments pledged as security for the Group's bank borrowings amounted to approximately RMB2,698,000 (2015: RMB2,771,000).

就報告而言之分析：

本集團的預付土地租賃款項指有關屬中期租約在香港以外地區的土地使用權支付款項。

於二零一六年十二月三十一日，本集團質押賬面值約為人民幣2,698,000元(二零一五年：人民幣2,771,000元)的預付土地租賃款項作為其銀行借款的抵押品。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註(續)

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

### 21. PARTICULARS OF THE SUBSIDIARIES

Particulars of the subsidiaries of the Company as at 31 December 2016 were as follows:

Name of Company 公司名稱	Place of incorporation/ registration and operation 註冊成立/登記 及營運地點	Nominal value of issued and fully paid ordinary shares/Issued and paid up/registered capital 已發行及繳足普通股之面值/已發行及繳足/註冊股本	Percentage of equity attributable to the Company 應佔本公司權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Joystar (BVI) Automotive Interior Decoration Limited	British Virgin Islands ("BVI") 英屬維爾京群島 (「英屬維爾京群島」)	USD1 1美元	100%	-	Investment holding 投資控股
Joystar (BVI) Auto Inter-parts Limited	BVI 英屬維爾京群島	USD1 1美元	100%	-	Investment holding 投資控股
Joystar International Investment Limited 怡星國際投資有限公司	Hong Kong 香港	HK\$1,170,177 1,170,177港元	-	100%	Trading of nonwoven fabric products used in automotive interior decoration parts and other parts 買賣用於汽車內飾件及其他部分的無紡布產品
Joystar China Investment Limited 怡星中國投資有限公司	Hong Kong 香港	HK\$1 1港元	-	100%	Trading of rubber 買賣橡膠
Joystar Wuxi 怡星(無錫)	PRC 中國	USD7,477,172 7,477,172美元	-	100%	Manufacturing of nonwoven fabric products used in automotive interior decoration parts and other parts 製造用於汽車內飾件及其他部分的無紡布產品

### 21. 附屬公司的詳細資料

於二零一六年十二月三十一日，有關本公司附屬公司的詳情載列如下：

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註(續)

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

### 21. PARTICULARS OF THE SUBSIDIARIES (Continued)

### 21. 附屬公司的詳細資料(續)

Name of Company 公司名稱	Place of incorporation/ registration and operation 註冊成立/登記 及營運地點	Nominal value of issued and fully paid ordinary shares/Issued and paid up/ registered capital 已發行及繳足 普通股之面 值/已發行及 繳足/註冊 股本	Percentage of equity attributable to the Company 應佔本公司 權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Link Excellent Limited	BVI 英屬維爾京群島	USD50,000 50,000美元	100%	-	Investment holding 投資控股
Sinogate Energy Limited 中聯能源有限公司	BVI 英屬維爾京群島	USD1 1美元	-	100%	Investment holding 投資控股
Splendid Sun Limited 朗滿有限公司	Hong Kong 香港	HK\$1 1港元	-	100%	Trading of rubber 買賣橡膠
朗滿貿易(上海)有限公司	PRC 中國	USD600,000 600,000美元	-	100%	Trading of rubber 買賣橡膠

The above table lists the subsidiaries of the Group, which in the opinion of directors, principally attached the results or assets of the Group. To give details of other subsidiaries would, in the opinion of directors, result in particulars of excessive lengths.

上表載列董事認為對本集團的業績或資產構成重大影響的本集團附屬公司。董事認為倘列出其他附屬公司的詳情會令資料過於冗長。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註(續)

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

## 22. INTEREST IN AN ASSOCIATE

## 22. 於聯營公司的權益

		2015 二零一五年 RMB'000 人民幣千元
Cost of investment in an associate	於聯營公司的投資的成本	
– Unlisted	– 非上市	10,206
Share of post-acquisition loss and other comprehensive income, net of dividends received	應佔收購後虧損及其他全面收入(經扣除已收取股息)	
– Unlisted	– 非上市	(10,206)
		–

At 31 December 2016 and 2015, the Group had interest in the following associate:

於二零一六年及二零一五年十二月三十一日，本集團於下列聯營公司擁有權益：

Name of Company 公司名稱	Place of incorporation/ registration and operation 註冊成立/登記 及營運地點	Nominal value of issued and fully paid ordinary shares/ Issued and paid up/ registered capital 已發行及繳足普通股 之面值/已發行及繳 足/註冊股本	Percentage of equity attributable to the Company		Principal activities 主要業務
			2016 二零一六年	2015 二零一五年	
揚州三興化纖有限公司	PRC 中國	USD4,100,000 (2015: USD4,100,000) 4,100,000 美元 (二零一五年: 4,100,000 美元)	40%	40%	Manufacturing of polyester fibers 製造聚酯短纖維

The associate is accounted for using the equity method in these consolidated financial statements.

聯營公司乃使用權益法於該等綜合財務報表列賬。

Interest in an associate is classified into the Group's reportable segment of manufacture and sale of nonwoven fabric products.

於聯營公司的權益乃分類至本集團的無紡布產品的製造及銷售可呈報分部。

Summarised financial information in respect of the associate is set out below.

以下載列聯營公司的財務資料概要。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註(續)

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

## 22. INTEREST IN AN ASSOCIATE (Continued)

## 22. 於聯營公司的權益(續)

		2015 二零一五年 RMB'000 人民幣千元
Current assets	流動資產	10,784
Non-current assets	非流動資產	23,387
Current liabilities	流動負債	(37,010)
Non-current liabilities	非流動負債	-
		2015 二零一五年 RMB'000 人民幣千元
Revenue	收入	55,009
Loss for the year	年度虧損	18,124
Other comprehensive loss for the year	年度其他全面虧損	-
Total comprehensive loss for the year	年度全面虧損總額	18,124

Reconciliation of the above summarised financial information to the carrying amount of the interest in the associate recognised in the consolidated financial statements is as follows:

上述財務資料概要與綜合財務報表內確認於聯營公司的權益賬面值的對賬如下：

		2015 二零一五年 RMB'000 人民幣千元
(Net liabilities)/net assets of the associate attributable to owners of the associate	聯營公司擁有人應佔聯營公司的(負債淨額)/資產淨額	(2,839)
Proportion of the Group's ownership interest in the associate	本集團於聯營公司的所有權比例	40%
Carrying amount of the Group's interest in the associate	本集團於聯營公司的權益賬面值	-

As at 31 December 2015, the accumulated share of post-acquisition loss and other comprehensive loss, net of dividends received, that is not yet shared to the Group is RMB1,136,000 (2014: nil).

於二零一五年十二月三十一日，本集團尚未應佔之累計應佔收購後虧損及其他全面虧損(經扣除已收取股息)為人民幣1,136,000元(二零一四年：無)。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註(續)

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

### 23. GOODWILL

### 23. 商譽

		RMB'000 人民幣千元
<b>Cost:</b>	<b>成本：</b>	
At 1 January 2015	於二零一五年一月一日	51,099
Eliminated on disposal of subsidiaries	出售附屬公司時對銷	(29,252)
Exchange alignment	匯兌調整	1,276
		<hr/>
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	23,123
Exchange alignment	匯兌調整	1,592
		<hr/>
<b>At 31 December 2016</b>	<b>於二零一六年十二月三十一日</b>	<b>24,715</b>
		<hr/>
<b>Accumulated impairment losses:</b>	<b>累計減值虧損：</b>	
At 1 January 2015	於二零一五年一月一日	-
Impairment loss	減值虧損	16,239
Exchange alignment	匯兌調整	(402)
		<hr/>
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	15,837
Impairment loss	減值虧損	6,829
Exchange alignment	匯兌調整	1,592
		<hr/>
		24,258
		<hr/>
<b>Carrying amount:</b>	<b>賬面值：</b>	
<b>At 31 December 2016</b>	<b>於二零一六年十二月三十一日</b>	<b>457</b>
		<hr/>
At 31 December 2015	於二零一五年十二月三十一日	7,286
		<hr/>

#### Allocation of goodwill to cash-generating units

Goodwill has been allocated for impairment testing purposes to the cash-generating units of trading of rubber business by Sinogate Energy Limited and its subsidiaries ("Sinogate Energy Group"), which is classified into the Group's reportable segment of supply and procurement operation.

#### 分配商譽至現金產生單位

為進行減值測試，商譽已獲分配至中聯能源有限公司及其附屬公司（「中聯能源集團」）的買賣橡膠業務的現金產生單位，乃分類至本集團的供應及採購經營可呈報分部。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016

截至二零一六年十二月三十一日止年度

### 23. GOODWILL (Continued)

Before recognition of impairment losses, the carrying amount of goodwill was allocated to the cash-generating units as follows:

Sinogate Energy Group

中聯能源集團

For the years ended 31 December 2016 and 31 December 2015, the recoverable amount of the cash-generating units has been determined based on a value in use calculations which use cash flow projection based on financial budgets approved by the directors and valued by the professional valuer covering a five year period, and discount rate of 16.95% (2015: 21.75%) per annum. Cash flows beyond that five-year period have been extrapolated using a steady 3.00% (2015: 3.00%) growth rate. This growth rate does not exceed the long-term average growth rate for the market.

Impairment loss of approximately RMB6,829,000 was recognised during the year ended 31 December 2016 as the business of trading of rubber products does not turnout as previously expected, due to decrease in demand of rubber product as a result of the more stringent and competitive environment of the industry.

The key assumptions used in the value-in-use calculations are as follows:

Budgeted market share	Average market share in the period immediately before the budget period. The value assigned to the assumption reflect post experience
Budgeted gross margin	Average gross margins achieved in the period immediately before the budget period which reflects the past experience

### 23. 商譽(續)

確認減值虧損前，商譽的賬面值獲分配至現金產生單位，情況如下：

2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
-----------------------------------	-----------------------------------

**21,847**

**21,847**

截至二零一六年十二月三十一日及二零一五年十二月三十一日止年度，現金產生單位的可收回金額乃根據使用價值計算而釐定，乃使用按董事所批准及專業估值師所估算涵蓋五年期間的財務預算為基準作出的現金流量預測計算，貼現率為每年16.95%（二零一五年：21.75%）。五年期間後之現金流量乃使用穩定增長率3.00%（二零一五年：3.00%）推算。增長率並無超過市場之平均長期增長率。

截至二零一六年十二月三十一日止年度，已確認約人民幣6,829,000元之減值虧損，原因乃業內環境變得更嚴峻及競爭激烈，令橡膠產品需求下跌，導致買賣橡膠產品業務發展未如先前所預期。

使用價值計算所採用之主要假設如下：

預算市場份額	緊接預算期前之期內平均市場份額。套用於該等假設之價值反映過往經驗
預算毛利率	緊接預算期前之期內平均毛利率，反映過往經驗

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註(續)

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

#### 24. INVENTORIES

Raw materials	原材料
Work in progress	在製品
Finished goods	製成品

#### 24. 存貨

2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
10,343	7,389
1,920	804
12,303	7,470
<b>24,566</b>	<b>15,663</b>

#### 25. TRADE RECEIVABLES

Trade receivables	貿易應收賬款
Allowance for doubtful debts	呆賬撥備

#### 25. 應收貿易款項

2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
133,445	102,417
(269)	(886)
<b>133,176</b>	<b>101,531</b>

The aging analysis of trade receivables, based on the invoice date, and net of allowance for doubtful debts, is as follows:

根據發票日期，應收貿易款項的賬齡分析（經扣除呆賬撥備）如下：

0 to 90 days	0至90日
91 to 180 days	91至180日
181 to 365 days	181至365日
Over 365 days	超過365日

2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
89,516	60,845
26,075	13,191
4,174	24,232
13,411	3,263
<b>133,176</b>	<b>101,531</b>

The Group's trading terms with customers are mainly on credit. The credit terms generally ranging from 30 to 120 days (2015: ranging from 30 days to 120 days), depending on the creditworthiness of customers and the existing relationship with the Group. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by senior management. Trade receivables are non-interest bearing.

本集團與客戶的貿易條款主要為信貸。根據客戶信貸級別及與本集團的現有關係，信貸期一般介乎30至120日（二零一五年：介乎30至120日）。本集團致力嚴謹監控未付之應收款項。逾期未付之結餘由高級管理層定期審閱。應收貿易款項為免息。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註(續)

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

#### 25. TRADE RECEIVABLES (Continued)

At 31 December 2016, the carrying amounts of the Group's trade receivables were denominated in RMB, HKD and USD of approximately RMB108,038,000, RMBNil and RMB25,138,000 (2015: RMB77,766,000, RMB2,701,000 and RMB21,064,000) respectively.

The movements in the provision for impairment of trade receivables are as follows:

At the beginning of year	於年初	<b>886</b>	3,756
Eliminated on disposal of subsidiaries	於出售附屬公司時對銷	—	(2,913)
Impairment loss recognised on trade receivables	就應收貿易款項確認之減值虧損	<b>4,130</b>	43
Amount written off as uncollectible	撇銷為不可收回之款項	<b>(4,747)</b>	—
At the end of year	於年末	<b>269</b>	886

At 31 December 2016, trade receivables of approximately RMB57,257,000 (2015: RMB45,003,000) were past due but not impaired. These relate to a number of independent customers for whom there is no recent history of default. The Group does not hold any collateral over these balances.

The again analysis of the trade receivables, which were past due but not impaired, is as follows:

Overdue by	逾期		
1 to 90 days	1至90日	<b>33,219</b>	35,778
91 to 180 days	91至180日	<b>8,496</b>	5,804
181 to 365 days	181至365日	—	2,859
Over 365 days	超過365日	<b>15,542</b>	562
		<b>57,257</b>	45,003

#### 25. 應收貿易款項(續)

於二零一六年十二月三十一日，本集團的應收貿易款項之賬面值乃以人民幣、港元及美元計值，分別約為人民幣108,038,000元、人民幣零元及人民幣25,138,000元（二零一五年：人民幣77,766,000元、人民幣2,701,000元及人民幣21,064,000元）。

應收貿易款項之減值撥備變動如下：

2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
<b>886</b>	3,756
—	(2,913)
<b>4,130</b>	43
<b>(4,747)</b>	—
<b>269</b>	886

於二零一六年十二月三十一日，應收貿易款項約人民幣57,257,000元（二零一五年：人民幣45,003,000元）已逾期但未減值。該等款項涉及若干無近期拖欠記錄的獨立客戶。本集團現時並無就該等結餘持有任何抵押品。

該等已逾期但未減值應收貿易款項的賬齡分析如下：

2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
<b>33,219</b>	35,778
<b>8,496</b>	5,804
—	2,859
<b>15,542</b>	562
<b>57,257</b>	45,003



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註(續)

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

#### 26. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

Trade deposits	貿易按金
Prepayments	預付款項
Other receivables (Note)	其他應收款項(附註)
At 31 December	於十二月三十一日

*Note:*

Included in the Group's other receivables as at 31 December 2015 was an earnest money of approximately RMB16,750,000 to the solicitors in respect of the possible acquisition announced on 24 August 2015.

Before recognition of impairment losses, the carry amount of amount due from associate was approximate of RMB3,169,000 in 2015. During the year 2015, the Group recognised the impairment loss on amount due from associate of approximately RMB3,169,000 due to the carrying amounts of the investment in associate is reduced to their recoverable amounts which are determined by reference to the estimation of future cash flows expected to be generated from the respective associate.

#### 27. HELD-FOR-TRADING INVESTMENTS

<b>Listed securities:</b>	<b>上市證券:</b>
Equity securities listed in Hong Kong	在香港上市的股本證券
<b>Unlisted investment:</b>	<b>非上市投資:</b>
Unlisted investment outside Hong Kong	在香港以外地區的非上市投資

Fair values are determined with reference to quoted market bid prices and quoted price from financial institution.

#### 26. 預付款項、按金及其他應收款項

2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
9,724	11,405
5,339	5,644
25,696	35,634
<b>40,759</b>	<b>52,683</b>

*附註:*

本集團於二零一五年十二月三十一日之其他應收款項包括就於二零一五年八月二十四日公佈之可能收購事項向律師支付之保證金約人民幣16,750,000元。

於二零一五年確認減值虧損前，應收聯營公司款項的賬面值約為人民幣3,169,000元。於二零一五年內，本集團就應收聯營公司款項確認減值虧損約人民幣3,169,000元，乃由於於聯營公司之投資之賬面值，經參考預期將從各聯營公司產生之未來現金流量之估計後，減至彼等之可收回金額。

#### 27. 持作買賣投資

2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
36,416	336,114
98	235
<b>36,514</b>	<b>336,349</b>

公平值乃參考所報市場買入價及金融機構之報價而釐定。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016

截至二零一六年十二月三十一日止年度

## 28. CASH AND BANK BALANCES

For the purposes of the consolidated statement of cash flows, cash and cash equivalents include cash on hand and in banks, net of outstanding bank overdrafts. Cash and cash equivalents at the end of the reporting period as shown in the consolidated statement of cash flows can be reconciled to the related items in the consolidated statement of financial position as follows:

Cash and bank balances 現金及銀行結餘

At 31 December 2016, cash and bank balances are denominated in the following currencies:

Renminbi	人民幣
Hong Kong dollars	港元
United States dollars	美元

At 31 December 2016, the bank balances of the Group denominated in Renminbi amounted to approximately RMB4,917,000 (2015: RMB18,319,000) were kept in banks in the PRC. Conversion of RMB into foreign currencies is subject to the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations.

Cash at banks earn interest at floating rates based on daily bank deposit rate.

## 28. 現金及銀行結餘

就綜合現金流量表而言，現金及現金等值物包括手頭現金、銀行存款及未償還銀行透支淨額。綜合現金流量表所示報告期末的現金及現金等值物可與綜合財務狀況表內的相關項目對賬如下：

2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
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<b>86,419</b>	<b>83,345</b>
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於二零一六年十二月三十一日，現金及銀行結餘按以下貨幣計值：

2016 二零一六年	2015 二零一五年
<b>4,917</b>	18,321
<b>72,587</b>	56,683
<b>8,915</b>	8,341

<b>86,419</b>	<b>83,345</b>
---------------	---------------

於二零一六年十二月三十一日，本集團以人民幣計值並存放於中國境內銀行之銀行結餘約為人民幣4,917,000元（二零一五年：人民幣18,319,000元）。人民幣兌換成外幣須遵守中國外匯管理條例及結匯、售匯及付款外匯管理規定。

存放於銀行之現金按基於銀行存款日利率之浮動利率賺取利息。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註(續)

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

## 29. SHARE CAPITAL

## 29. 股本

	Note 附註	Number of shares  股份數目	Amount 金額 HK\$'000 千港元	Amount 金額 HK\$'000 千港元
<b>Authorised:</b>				
Ordinary shares of HK\$0.1 each				
At 1 January 2015,				
31 December 2015,				
1 January 2016 and				
31 December 2016		10,000,000,000	1,000,000	863,495
<b>Issued and fully paid:</b>				
At 1 January 2015		1,382,400,000	138,240	113,062
Issue of share upon placing	(a)	276,480,000	27,648	21,775
At 31 December 2015 and 1 January 2016		1,658,880,000	165,888	134,837
Issue of share upon placing	(b)	331,776,000	33,177	28,522
<b>At 31 December 2016</b>		<b>1,990,656,000</b>	<b>199,065</b>	<b>163,359</b>

Note:

- (a) On 9 July 2015, the Company and the placing agent entered into the placing agreement pursuant to which the placing agent agreed to place, on a best endeavour basis, to not less than six independent places for up to 276,480,000 new shares at a price of HK\$0.345 per placing share. The placing was completed on 21 July 2015.
- (b) On 22 August 2016, the Company and the placing agent entered into the placing agreement pursuant to which the placing agent agreed to place, on a best endeavour basis, to not less than six independent places for up to 331,776,000 new shares at a price of HK\$0.145 per placing share. The placing was completed on 8 September 2016. The net proceeds of placing approximately RMB40,526,000 was used as general working capital.

附註:

- (a) 於二零一五年七月九日，本公司與配售代理訂立配售協議，據此，配售代理同意按竭盡所能基準以每股配售股份0.345港元的價格配售最多276,480,000股新股份予不少於六名獨立承配人。配售事項已於二零一五年七月二十一日完成。
- (b) 於二零一六年八月二十二日，本公司與配售代理訂立配售協議，據此，配售代理同意按竭盡所能基準以每股配售股份0.145港元的價格配售最多331,776,000股新股份予不少於六名獨立承配人。配售事項已於二零一六年九月八日完成。配售事項的所得款項淨額約人民幣40,526,000元已用作一般營運資金。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註(續)

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

### 30. RESERVES

The amounts of the Group's reserves and movements therein for the current and prior year are presented in the consolidated statement of changes in equity.

Note:

#### Share premium

Under the Companies Law of the Cayman Islands, the funds in the share premium of the Company are distributable to the shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business.

Share premium represents premium arising from the issue of shares at a price in excess of their par value per share and after deduction of capitalisation issue and issuance costs of placing of shares.

#### Contributed surplus

Contributed surplus of the Company represented the difference between the net assets value of the subsidiary acquired and the nominal value of the share capital of the Company issued in exchange thereof pursuant to the reorganisation during the year ended 31 December 2010.

#### Merger reserve

The merger reserve of the Group arose as a result of the Group reorganisation implemented in preparation for the listing of the Company's shares in 2010 and represented the difference between the nominal value of the aggregate share capital of the subsidiaries acquired under the reorganisation scheme, over the nominal value of the share capital of the Company issued in exchange therefore.

#### Foreign currency translation reserve

The foreign currency translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policies set out in Note 4 to the consolidated financial statements.

#### Statutory reserve

Subsidiaries of the Company established in the PRC shall appropriate 10% of its annual statutory net profit (after offsetting any prior year's losses) to the statutory reserve fund account in accordance with the PRC Company Law. When the balance of such reserve fund reaches 50% of the entity's share capital, any further appropriation is optional. The statutory reserve fund can be utilised to offset prior year's losses or to increase capital after proper approval.

### 30. 儲備

本集團於本年度及去過往年度的儲備及變動金額在綜合權益變動表呈列。

附註：

#### 股份溢價

根據開曼群島公司法，本公司股份溢價賬內的資金可供分配予本公司股東，惟緊隨建議派付股息日期後，本公司將仍有能力於日常業務過程中償還到期的債務。

股份溢價指按超過股份每股面值之價格發行股份及於扣除資本化發行及配售股份發行成本後產生的溢價。

#### 繳入盈餘

本公司之繳入盈餘指所收購之附屬公司資產淨值與根據截至二零一零年十二月三十一日止年度重組於其中進行交換時之本公司股本面值之差額。

#### 合併儲備

本集團之合併儲備產生於二零一零年籌備本公司股份上市而所進行的重組，指根據重組計劃收購的附屬公司股本總額的面值與高於本公司據此發行以作交換的股本面值間的差額。

#### 外幣換算儲備

外幣換算儲備包括換算海外業務財務報表而產生的所有外匯差額。該儲備乃按綜合財務報表附註4所載列的會計政策處理。

#### 法定儲備

根據中國公司法，本公司於中國成立之附屬公司須將其年度法定純利（經扣除過往年度虧損後）約10%撥往法定儲備金賬戶。倘該儲備金之結餘達該實體股本之50%，則可選擇是否作任何進一步分派。於獲得適當批准後，法定儲備金可用作抵銷過往年度虧損或增資。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註(續)

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

### 31. TRADE PAYABLES

0 to 90 days	0至90日
91 to 180 days	91至180日
181 to 365 days	181至365日
Over 365 days	超過365日

Trade payables generally have credit terms ranging from 10 days to 60 days (2015: ranging from 10 days to 60 days).

At 31 December 2016, trade payables are denominated in RMB, HKD and USD of approximately RMB36,663,000, RMBNil and RMB3,081,000 (2015: RMB11,598,000, RMBNil and RMB641,000).

### 32. ACCRUALS AND OTHER PAYABLES

Advance from customers	客戶墊款
Accruals of staff costs	應計員工成本
Accruals of operating expenses	應計經營開支
VAT payable	應付增值稅
Payable to fixed assets vendor	應付固定資產賣方款項
Other payables	其他應付款項

### 31. 應付貿易款項

2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
29,013	10,444
6,212	102
-	25
4,519	1,668
<b>39,744</b>	<b>12,239</b>

應付貿易款項的信貸期一般介乎10日至60日(二零一五年:介乎10日至60日)。

於二零一六年十二月三十一日,應付貿易款項以人民幣、港元及美元計值,分別約為人民幣36,663,000元、人民幣零元及人民幣3,081,000元(二零一五年:人民幣11,598,000元、人民幣零元及人民幣641,000元)。

### 32. 應計費用及其他應付款項

2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
592	2,888
3,546	3,152
1,890	1,729
-	584
298	610
2,782	1,765
<b>9,108</b>	<b>10,728</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註(續)

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

### 33. BANK BORROWINGS

### 33. 銀行借款

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
<b>Current</b>	<b>流動</b>		
Bank loans, secured	銀行貸款，有抵押	39,000	29,500
<b>Non-current</b>	<b>非流動</b>		
Bank loans, secured	銀行貸款，有抵押	-	-
		<b>2016</b> 二零一六年 RMB'000 人民幣千元	<b>2015</b> 二零一五年 RMB'000 人民幣千元
Carrying amount repayable:	應償還款項賬面值：		
- within one year	- 於一年內	39,000	29,500
- more than one year but within two years	- 超過一年但於兩年內	-	-
- more than two years but within five years	- 超過兩年但於五年內	-	-
- more than five years	- 超過五年	-	-
Secured bank loan	有抵押銀行貸款	39,000	29,500
Less: Amounts classified under current liabilities	減：分類為流動負債的款項		
Secured bank loan that contain a repayment on demand clause or due within one year	包括按要求償還條款或於一年內到期的有抵押銀行貸款	(39,000)	(29,500)
Amounts classified under non-current liabilities	分類為非流動負債的款項	-	-

At 31 December 2016, the bank loans were secured by charges over the Group's buildings and prepaid land lease payments of approximately RMB6,285,000 and RMB2,698,000 respectively, corporate guarantee provided by an independent third party. The weighted average effective interest rate on the short-term bank loans is 4.57% per annum.

At 31 December 2015, the bank loans were secured by charges over the Group's buildings, prepaid land lease payments of approximately RMB6,587,000 and RMB2,771,000 respectively, corporate guaranteed by an independent third party. The weighted average effective interest rate on the short-term bank loans is 4.95% per annum.

At 31 December 2016, the carrying amount of the Group's borrowings are denominated in RMB of approximately RMB39,000,000 (2015: RMB29,500,000).

於二零一六年十二月三十一日，銀行貸款由本集團樓宇及預付土地租賃款項分別約人民幣6,285,000元及人民幣2,698,000元、一名獨立第三方提供的公司擔保作抵押。短期銀行貸款之加權平均實際利率為每年4.57厘。

於二零一五年十二月三十一日，銀行貸款由本集團樓宇及預付土地租賃款項分別約人民幣6,587,000元及人民幣2,771,000元及一名獨立第三方提供的公司擔保作抵押。短期銀行貸款的加權平均實際利率為每年4.95厘。

於二零一六年十二月三十一日，本集團以人民幣計值之借款之賬面值約為人民幣39,000,000元（二零一五年：人民幣29,500,000元）。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註(續)

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

### 34. DEFERRED TAXATION

The following are the major deferred tax assets and liabilities recognised and movements thereon during the current and prior years:

		Amortisation tax on of prepaid land lease payments 預付土地租賃款 項攤銷 RMB'000 人民幣千元	Decelerated tax depreciation 減速稅項折舊 RMB'000 人民幣千元	Unrealised gain on held for trading investment 持作買賣投資之 未變現收益 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
At 1 January 2015	於二零一五年 一月一日	35	1,212	-	1,247
Debit to profit or loss for the year	計入年度損益	(35)	(1,212)	(33,979)	(35,226)
Exchange alignment	匯兌調整	-	-	(1,457)	(1,457)
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	-	-	(35,436)	(35,436)
Credit to profit or loss for the year	計入年度損益	-	-	35,858	35,858
Exchange alignment	匯兌調整	-	-	(422)	(422)
<b>At 31 December 2016</b>	<b>於二零一六年 十二月三十一日</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

The following is the analysis of the deferred tax balances for consolidated statement of financial position purposes:

### 34. 遞延稅項

本集團於本年度及過往年度確認的主要遞延稅項資產及負債及其變動如下：

以下為就綜合財務狀況表而作出的遞延稅項結餘分析：

	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Deferred tax liabilities	-	35,436

Note:

At 31 December 2016, the Group had unused tax losses of approximately RMBNil (2015: RMBNil) available for offset against future taxable profits. The tax loss of approximately RMBNil will expire after five years from the year of assessment they relate to. No deferred tax asset has been recognised in respect of the estimated unused tax losses due to the unpredictability of future profit streams of the respective subsidiary of the Group which incurred the tax loss.

附註：

於二零一六年十二月三十一日，本集團擁有可用作抵銷未來應課稅溢利的未動用稅務虧損約人民幣零元（二零一五年：人民幣零元）。稅務虧損約人民幣零元將於其相關評估年度起計五年後屆滿。由於產生稅務虧損的本集團相關附屬公司未來溢利流的不可預測性，故並無就估計未動用稅務虧損確認遞延稅項資產。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016

截至二零一六年十二月三十一日止年度

### 35. DISPOSAL OF SUBSIDIARIES

On 26 May 2015, the Group entered into sale and purchase agreement to dispose 100% equity interest in Oriental Strategic Limited and its subsidiary to a listed company in Hong Kong (the "Purchaser") at a consideration of HK\$51,000,000, which were satisfied in full by the issue of the ordinary shares of the Purchaser. The disposal was completed on 16 June 2015. Summary of the effects of disposal is as follows:

#### Consideration received

Consideration received

已收取代價

2015

二零一五年

RMB'000

人民幣千元

40,054

#### Analysis of asset and liabilities over which control was lost

#### 失去控制權之資產及負債分析

2015

二零一五年

RMB'000

人民幣千元

Current assets

流動資產

Cash and cash equivalents

現金及現金等值物

194

Trade receivables

應收貿易款項

15,492

Non-current assets

非流動資產

Investment properties

投資物業

4,795

Current liabilities

流動負債

Trade and other payables

貿易及其他應付款項

(3,185)

Bank borrowings

銀行借款

(4,907)

Bank overdrafts

銀行透支

(4,398)

Tax payable

應付稅項

(53)

Derivative financial liability

衍生金融負債

(334)

Net assets disposed of

已出售資產淨值

7,604

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註(續)

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

### 35. DISPOSAL OF SUBSIDIARIES (Continued)

#### Gain recognised on disposal of subsidiaries

Consideration received	已收取代價	40,054
Net assets disposed of	已出售資產淨值	(7,604)
Release of goodwill	商譽撥回	(29,252)
Release of foreign currency translation reserve	外幣換算儲備撥回	511

Gain recognised on disposal

已收取代價	40,054
已出售資產淨值	(7,604)
商譽撥回	(29,252)
外幣換算儲備撥回	511

出售的已確認收益

2015  
二零一五年  
RMB'000  
人民幣千元

3,709

#### Net cash inflow on disposal of subsidiaries

Consideration received by cash	已收取現金代價	-
Less: Cash and cash equivalent balances disposed of	減：已出售現金及現金等值物結餘	(194)
Add: Bank overdrafts disposed of	加：已出售銀行透支	4,398

Less: Cash and cash equivalent balances disposed of

Add: Bank overdrafts disposed of

已收取現金代價	-
減：已出售現金及現金等值物結餘	(194)
加：已出售銀行透支	4,398

#### 出售附屬公司之現金流入淨額

2015  
二零一五年  
RMB'000  
人民幣千元

4,204

### 36. OPERATING LEASE COMMITMENT

#### The Group as lessee

At the end of the reporting period, the Group had commitments for future minimum lease payments under non-cancellable operating leases within fall due as follows:

Within one year	一年內	1,317	539
In the second to fifth years inclusive	第二至第五年(包括首尾兩年)	3,617	382

Operating lease payments represent rentals payable by the Group for its warehouse, factory and office premises. Leases are negotiated for a range from 1 to 5 years (2015: 1 to 2 years) and rentals are fixed over the lease terms and do not include contingent rentals. The Group does not have an option to purchase the leased asset at the expiry of the lease period.

### 36. 經營租賃承擔

#### 本集團作為承租人

於報告期末，本集團之不可撤銷經營租賃在下列期間屆滿的未來最低租賃款項承擔如下：

2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
-----------------------------------	-----------------------------------

4,934 921

經營租賃款項指本集團就倉庫、工廠及辦公室物業應付的租金。租期議定為介乎1至5年(二零一五年：一至兩年)，而租金按租賃條款釐定，不包括或然租金。本集團並無於租期屆滿時購買租賃資產之選擇權。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016

截至二零一六年十二月三十一日止年度

#### 37. CAPITAL COMMITMENT

The Group has no material capital commitment as 31 December 2016 (2015: Nil).

#### 38. CONTINGENT LIABILITIES

At 31 December 2016, the Group did not have any significant contingent liabilities (2015: Nil).

#### 39. PLEDGE OF ASSETS

At 31 December 2016, certain property, plant and equipment (Note 18) and prepaid land lease payments (Note 19) of the Group were pledged as collateral for secured banking facilities granted to the Group.

At 31 December 2015, certain property, plant and equipment (Note 18), prepaid land lease payments (Note 20) and bank deposit (Note 28) of the Group were pledged as collateral for secured banking facilities granted to the Group.

#### 40. RETIREMENT BENEFITS SCHEME

The Group operates a mandatory provident fund scheme (the "MPF Scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance for all qualifying employees in Hong Kong. The Group's contributions to the MPF Scheme are calculated at 5% of the salaries and wages subject to a monthly maximum amount of contribution of HK\$1,500 per employee and vest fully with employees when contributed into the MPF Scheme.

The employees of the Group's subsidiary established in the PRC are members of a central pension scheme operated by the local municipal government. This subsidiary is required to contribute certain percentage of the employees' basic salaries and wages to the central pension scheme to fund the retirement benefits. The local municipal government undertakes to assume the retirement benefits obligations of all existing and future retired employees of this subsidiary. The only obligation of this subsidiary with respect to the central pension scheme is to meet the required contributions under the scheme.

#### 37. 資本承擔

本集團於二零一六年十二月三十一日並無重大資本承擔(二零一五年:無)。

#### 38. 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(二零一五年:無)。

#### 39. 資產抵押

於二零一六年十二月三十一日,本集團若干物業、廠房及設備(附註18)以及預付土地租賃款項(附註19)已抵押作為本集團獲授有抵押銀行融資之抵押品。

於二零一五年十二月三十一日,本集團之若干物業、廠房及設備(附註18)、預付土地租賃款項(附註20)及銀行存款(附註28)已抵押作為本集團獲授有抵押銀行融資之抵押品。

#### 40. 退休福利計劃

本集團根據香港強制性公積金計劃條例為香港所有合資格僱員設立強制性公積金計劃(「強積金計劃」)。本集團向強積金計劃之供款乃按照僱員薪金及工資之5%計算,每名僱員每月供款上限為1,500港元。當已向強積金計劃作出供款後,即盡歸僱員所有。

於中國成立之本集團附屬公司之僱員為地方市政府營運之中央退休金計劃成員。該附屬公司須就僱員基本薪金及工資之若干百分比向中央退休金計劃供款,作為退休福利之資金。地方市政府承諾承擔該附屬公司所有現有及未來退休僱員之退休福利責任。該附屬公司就中央退休金計劃之唯一責任是根據計劃作出所需供款。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016

截至二零一六年十二月三十一日止年度

### 41. MATERIAL RELATED PARTY TRANSACTIONS

In addition to the transactions and balances as disclosed elsewhere in the consolidated financial statements, the Group entered into the following material transaction with related parties during the year.

#### (a) Compensation of key management personnel

Compensation for key management personnel, including amount paid to the Group's directors and the senior executive is as follows:

Salaries and other short-term benefits	薪金及其他短期利益
Employer contribution to pension scheme	退休金計劃僱主供款

### 41. 重大關連方交易

除綜合財務報表內其他部份披露的交易及結餘外，年內本集團與其關連方訂有以下重大交易。

#### (a) 主要管理人員之酬金

主要管理人員之酬金，包括已付本集團董事及高級執行人員金額如下：

2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
2,195	1,861
15	14
<b>2,210</b>	<b>1,875</b>

### 42. MAJOR NON-CASH TRANSACTIONS

On 26 May 2015, the Group entered into sale and purchase agreement to dispose 100% equity interest in Oriental Strategic Limited and its subsidiary to a listed company in Hong Kong (the "Purchaser") at a consideration of HK\$51,000,000, which were satisfied in full by the issue of the ordinary shares of the Purchaser. The disposal was completed on 16 June 2015.

### 42. 主要非現金交易

於二零一五年五月二十六日，本集團訂立買賣協議以向一間於香港上市之公司（「買方」）出售於Oriental Strategic Limited及其附屬公司之100%股權，代價為51,000,000港元，乃悉數由發行買方之普通股清償。出售事項於二零一五年六月十六日完成。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016

截至二零一六年十二月三十一日止年度

#### 43. SHARE OPTION SCHEME

The Company adopted the Scheme on 5 June 2015 which will remain in force for a period of 10 years from the effective date of the Scheme and will expire on 4 June 2025. Under the Scheme, the Directors may at their discretion grant options to the eligible participants, including but not limited to, any Directors (whether executive or non-executive and whether independent or not) and any employee (whether full time or part time) of the Group or any other person, who has contributed to the Group. The maximum number of shares in respect to which options may be granted under the Scheme shall not exceed 10% of the issued share capital of the Company on the date of adopting the Scheme. The limit may be refreshed at any time provided that the new limit must not be in aggregate exceed 10% of the issued share capital of the Company as at the date of the shareholders' approval in general meeting. However, the total number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme and any other scheme of the Company must not in aggregate exceed 30% of the shares in issue from time to time. At 31 December 2015, the total number of shares available for issued under the Scheme was 138,240,000 shares, which represented approximately 10% of the issued share capital of the Company at the date of adoption of the Scheme. The maximum number of shares in respect of which options may be granted to any individual in any 12-month period shall not exceed 1% of the shares in issue on the last date of such 12-month period unless approval of the shareholders of the Company has been obtained in accordance with the Listing Rules. A nominal consideration of HK\$1 is payable on acceptance of the grant of an option. Options may be exercised at any time from the date of grant of the option to the 10th anniversary of the date of grant as may be determined by the Directors. The exercise price is determined by the Directors, and will not be less than the highest of (i) the closing price per share as stated in the Stock Exchange's daily quotations sheets on the date of the grant of the options; (ii) the average closing price per share as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of the grant of the options; or (iii) the nominal value of a share. During the year, no share option was granted, exercised, expired or lapsed and there is no outstanding share option under the Scheme.

#### 43. 購股權計劃

本公司於二零一五年六月五日採納該計劃，該計劃自生效日期起十年內有效，而屆滿日期將為二零二五年六月四日。根據該計劃，董事可酌情向合資格人士授出購股權，包括但不限於任何董事（不論是執行或非執行及是否獨立）及本集團之任何僱員（不論是全職或兼職）或董事會全權酌情決定對本集團有貢獻之任何其他人士。根據該計劃授出之購股權獲行使時，可予發行之股份數目最多不超過本公司於採納該計劃當日之已發行股本10%。該上限可隨時更新，惟新限額不得超過股東於股東大會批准當日，本公司之已發行股本之10%。然而，根據該計劃及本公司任何其他計劃已授出但尚未行使之全部購股權獲行使時，可予發行之股份數目不得超過不時已發行股份之30%。於二零一五年十二月三十一日，根據該計劃可供發行的股份總數為138,240,000股股份，相當於本公司於採納該計劃當日已發行股本約10%。於任何十二個月期間內，向任何個別人士授出之購股權獲行使時，可予發行之股份總數不得超過該十二個月期間最後一天本公司之已發行股份之1%，除非按照上市規則經由本公司股東批准則作別論。象徵式代價1港元須於接納授出購股權時支付。購股權可於授出購股權日期起計，直至授出日期十週年的任何時間內行使，而期限由董事決定。行使價則由董事釐定，並將不會低於以下之較高者：(i) 於購股權授出日期股份在聯交所每日報價表所報之收市價；(ii) 緊接購股權授出日期前五個營業日股份在聯交所每日報價表所報之平均收市價；或(iii) 股份面值。本年度內，概無任何購股權已獲授出、行使、到期或失效，且該計劃項下概無任何尚未行使的購股權。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註(續)

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

44. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY

As at 31 December 2016

44. 本公司財務狀況表之資料

於二零一六年十二月三十一日

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
<b>ASSETS</b>	<b>資產</b>		
<b>Non-current assets</b>	<b>非流動資產</b>		
Investments in subsidiaries	於附屬公司的投資	17,872	17,872
<b>Current assets</b>	<b>流動資產</b>		
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	5,835	17,112
Amounts due from subsidiaries (note 1)	應收附屬公司款項(附註1)	274,349	234,041
Cash and bank balances	現金及銀行結餘	39,223	8,219
		<b>319,407</b>	<b>259,372</b>
<b>Total assets</b>	<b>資產總額</b>	<b>337,279</b>	<b>277,244</b>
<b>EQUITY</b>	<b>權益</b>		
<b>Capital and reserves attributable to the owners of the Company</b>	<b>本公司擁有人應佔資本及儲備</b>		
Share capital	股本	163,359	134,837
Reserves (note 2)	儲備(附註2)	173,401	141,997
<b>Total equity</b>	<b>權益總額</b>	<b>336,760</b>	<b>276,834</b>
<b>LIABILITIES</b>	<b>負債</b>		
<b>Current liabilities</b>	<b>流動負債</b>		
Accruals and other payables	應計費用及其他應付款項	519	410
Total liabilities	負債總額	519	410
Total equity and liabilities	權益及負債總額	<b>337,279</b>	<b>277,244</b>
Net current assets	流動資產淨額	<b>318,887</b>	<b>258,962</b>
Total assets less current liabilities	總資產減流動負債	<b>336,760</b>	<b>276,834</b>

Approved by the Board of Director, on 30 March 2017 and signed on its behalf by:

Zhuang Yuejin  
莊躍進  
Director  
董事

於二零一七年三月三十日由董事會批准並由下列人士代表簽署:

Wong Ho Yin  
黃浩然  
Director  
董事

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註(續)

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

#### 44. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

Note:

- (1) The amounts due from subsidiaries are non-trade nature, unsecured, interest-free and recoverable on demand.
- (2) Movement of the Company's reserves

#### 44. 本公司財務狀況表之資料(續)

附註:

- (1) 應收附屬公司款項為非買賣性質、無抵押、免息及按要求收回。
- (2) 本公司儲備之變動

		Share premium	Contributed surplus	Foreign currency translation reserve	Accumulated losses	Total
		股份溢價	繳入盈餘	外幣換算儲備	累計虧損	合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2015	於二零一五年一月一日	72,970	17,219	(4,102)	(17,910)	68,177
Gain for the year	年度收益	-	-	-	6,887	6,887
Other comprehensive income for the year	年度其他全面收益	-	-	14,422	-	14,422
Total comprehensive income for the year	年度全面收益總額	-	-	14,422	6,887	21,309
Release upon disposal of subsidiaries	出售附屬公司後撥回	-	-	(511)	-	(511)
Issue of shares	發行股份	53,350	-	-	-	53,350
Share issue expenses	股份發行開支	(328)	-	-	-	(328)
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	125,992	17,219	9,809	(11,023)	141,997
Loss for the year	年度虧損	-	-	-	(104)	(104)
Other comprehensive income for the year	年度其他全面收益	-	-	19,504	-	19,504
Total comprehensive loss for the year	年度全面虧損總額	-	-	19,504	(104)	19,400
Issue of shares upon placing	於配售後發行股份	12,834	-	-	-	12,834
Share issue expenses	股份發行開支	(830)	-	-	-	(830)
At 31 December 2016	於二零一六年十二月三十一日	137,996	17,219	29,313	(11,127)	173,401

#### 45. AUTHORISATION FOR ISSUE OF CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the Board of Directors on 30 March 2017.

#### 45. 授權刊發綜合財務報表

綜合財務報表已於二零一七年三月三十日獲董事會批准及授權刊發。

# SUMMARY OF FINANCIAL INFORMATION

## 財務資料概要

The following is a summary of the published results and of the assets and liabilities of the Group prepared on the bases set out in the note below:

以下為本集團按下列附註所載基準編製之已刊發業績與資產及負債概要：

		Year ended 31 December 截至十二月三十一日止年度				
		2012	2013	2014	2015	2016
		二零一二年	二零一三年	二零一四年	二零一五年	二零一六年
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>Revenue</b>	收入	166,906	543,377	357,251	195,804	<b>207,824</b>
Gross profit	毛利	28,406	50,812	50,138	30,372	<b>25,962</b>
Profit before tax	除稅前溢利	12,295	47,626	29,510	168,006	<b>(135,933)</b>
Loss/profit for the year attributable to owners of the Company	本公司擁有人應佔年度虧損／溢利	10,798	43,044	25,880	131,977	<b>(133,580)</b>
Basic loss/earnings per share (RMB cents)	每股基本虧損／盈利 (人民幣分)	2.0	3.8	2.1	8.8	<b>(7.6)</b>
		As at 31 December 於十二月三十一日				
		2012	2013	2014	2015	2016
		二零一二年	二零一三年	二零一四年	二零一五年	二零一六年
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Non-current assets	非流動資產	44,099	105,928	111,316	59,150	<b>292,055</b>
Current assets	流動資產	196,757	221,725	296,419	594,039	<b>327,471</b>
Current liabilities	流動負債	52,862	87,930	70,125	55,864	<b>125,681</b>
Non-current liabilities	非流動負債	-	-	4,400	35,436	-
Net assets	淨資產	187,994	239,723	333,120	561,889	<b>493,845</b>



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