



National Arts Entertainment and Culture Group Limited
國藝娛樂文化集團有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)
(於開曼群島註冊成立並於百慕達存續之有限公司)

Stock code 股份代號 : 8228



2014
Annual Report
年報

CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

Hong Kong Exchanges and Clearing Limited and the Stock Exchange take no responsibility for the contents of this report, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this report.

This report, for which the directors of National Arts Entertainment and Culture Group Limited (the “Company”) collectively and individually accept full responsibility, include particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange for the purpose of giving information with regard to the Company. The directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief the information contained in this report is accurate and complete in all material respects and not misleading or deceptive and there are no other matters the omission of which would make any statement herein or this report misleading.

香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)之特色

創業板的定位，乃為相比起其他在聯交所上市的公司帶有高投資風險的公司提供一個上市的市場。有意投資的人士應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。創業板的較高風險及其他特色表示創業板較適合專業及其他資深投資者。

由於創業板上市公司新興的性質使然，在創業板買賣的證券可能會較於聯交所主板買賣的證券承受較大的市場波動風險，同時無法保證在創業板買賣的證券會有高流通量的市場。

香港交易及結算所有限公司及聯交所對本報告之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本報告全部或任何部分內容而產生或因依賴該等內容而引致之任何損失承擔任何責任。

本報告載有遵照聯交所創業板證券上市規則之規定而提供有關國藝娛樂文化集團有限公司(「本公司」)之資料，本公司各董事願就此共同及個別承擔全部責任。各董事經作出一切合理查詢後確認就其所知及所信，本報告所載資料在各重大方面均屬準確及完整，並無誤導或欺詐成份；且無遺漏任何其他事實，足以致使本報告及其所載任何陳述產生誤導。

Contents

目錄

		Page 頁次
Corporate Information	公司資料	2
Chairman's Statement	主席報告書	5
Management Discussion and Analysis	管理層討論及分析	7
Biographical Details of Directors	董事履歷	18
Directors' Report	董事會報告書	22
Corporate Governance Report	企業管治報告	36
Independent Auditor's Report	獨立核數師報告書	48
Consolidated Statement of Profit or Loss and Other Comprehensive Income	綜合損益及其他全面收益表	51
Consolidated Statement of Financial Position	綜合財務狀況報表	53
Statement of Financial Position	財務狀況報表	55
Consolidated Statement of Changes in Equity	綜合權益變動表	56
Consolidated Statement of Cash Flows	綜合現金流量表	57
Notes to the Consolidated Financial Statements	綜合財務報表附註	59
Financial Summary	財務摘要	203

Corporate Information 公司資料

BOARD OF DIRECTORS

Chairman and Non-executive Director

Mr. Sin Kwok Lam

Vice Chairperson, Executive Director and Chief Executive Officer

Miss Law Po Yee

Executive Directors

Mr. Chow Kai Weng

Miss Sin Ho Yee

Non-executive Director

Mr. Li Sin Hung Maxim

Independent Non-executive Directors

Mr. Chan Tin Lup Trevor

Mr. Chui Chi Yun Robert

Prof. Wong Lung Tak Patrick

Mr. Li Kit Chee

COMPANY SECRETARY

Mr. Chan Man Hung

COMPLIANCE OFFICER

Miss Law Po Yee

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Unit B, 2/F, Jone Mult Factory Building

169 Wai Yip Street

Kwun Tong Kowloon, Hong Kong

董事會

主席兼非執行董事

冼國林先生

副主席兼執行董事及行政總裁

羅寶兒小姐

執行董事

周啟榮先生

冼灝怡小姐

非執行董事

李錄洪先生

獨立非執行董事

陳天立先生

崔志仁先生

黃龍德教授

李傑之先生

公司秘書

陳文鴻先生

監察主任

羅寶兒小姐

總辦事處及主要營業地點

香港九龍觀塘

偉業街169號

中懋工業大廈2樓B座

Corporate Information 公司資料

SHARE REGISTRAR AND TRANSFER OFFICES

Principal share registrar and transfer office

Codan Services Limited
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Hong Kong branch share registrar and transfer office

Tricor Secretaries Limited
26/F., Tesbury Centre
28 Queen's Road East
Wanchai Hong Kong

AUTHORISED REPRESENTATIVES

Miss Law Po Yee
Mr. Chow Kai Weng

COMMITTEES

Audit Committee

Mr. Chui Chi Yun Robert (*Chairman*)
Mr. Chan Tin Lup Trevor
Prof. Wong Lung Tak Patrick
Mr. Li Kit Chee

Remuneration Committee

Mr. Chui Chi Yun Robert (*Chairman*)
Mr. Chan Tin Lup Trevor
Prof. Wong Lung Tak Patrick
Mr. Li Kit Chee

Nomination Committee

Mr. Sin Kwok Lam (*Chairman*)
Mr. Chan Tin Lup Trevor
Prof. Wong Lung Tak Patrick
Mr. Li Kit Chee

股份過戶及登記處

主要股份過戶及登記處

Codan Services Limited
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

香港股份過戶及登記分處

卓佳秘書商務有限公司
香港灣仔
皇后大道東28號
金鐘匯中心26樓

授權代表

羅寶兒小姐
周啟榮先生

轄下委員會

審核委員會

崔志仁先生(*主席*)
陳天立先生
黃龍德教授
李傑之先生

薪酬委員會

崔志仁先生(*主席*)
陳天立先生
黃龍德教授
李傑之先生

提名委員會

冼國林先生(*主席*)
陳天立先生
黃龍德教授
李傑之先生

LEGAL ADVISORS

Conyers Dill & Pearman

AUDITORS

HLB Hodgson Impey Cheng Limited
Certified Public Accountants
31/F, Gloucester Tower
The Landmark
11 Pedder Street
Central
Hong Kong

PRINCIPAL BANKERS

Hang Seng Bank

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

GROUP'S WEBSITE

<http://www.nationalarts.hk>

STOCK CODE

8228

法律顧問

Conyers Dill & Pearman

核數師

國衛會計師事務所有限公司
執業會計師
香港
中環
畢打街11號
置地廣場
告羅士打大廈31樓

主要往來銀行

恒生銀行

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

本集團網址

<http://www.nationalarts.hk>

股份代號

8228

Chairman's Statement

主席報告書

Dear Shareholders,

On behalf of the board of directors (the "Board") of National Arts Entertainment and Culture Group Limited (the "Company"), I am pleased to present to you the 2014 annual report of the Company and its subsidiaries (collectively the "Group").

During the year 2014, the Group continued to adopt the developmental strategy of consolidating its cultural and entertaining businesses for the sake of becoming an omnibearing conglomerate in the culture and entertainment industry and it has been actively devoting resources on the development of the Xiqiao National Arts Film Studio and National Arts Resort Hotel (collectively the "Xiqiao National Arts Film Studio Project").

The National Arts Resort Hotel (the "Hotel") and Xiqiao National Arts Film Studio (the "Studio") were partially opened in the second half year of 2014 respectively and the Group's cinema located in Zhuhai had commenced operations since May 2014, indicating a turn of the Group's operations to a new milestone. Satisfactory revenues were generated to the Group from the leasing of the Hong Kong Scene Area to Hong Kong's and PRC's film and television programs production teams and from special and characterized theme parties and carnivals pushed in the Studio last year to accommodate to various festivals which appealed to more than ten thousands travelers from Hong Kong and Guangdong province. It is expected that the completion of the Studio and Hotel, with the promotion of various travel packages and development of wedding photography business in coordination, would definitely create a synergistic effect, bringing a stable and substantial income to the Group in the near future.

In light of the foreseeable significant return of investment from the Xiqiao National Arts Film Studio Project, the Group has been striving for opportunities to further develop the regions nearby through the proposed acquisition of parcels of land located close to Huanshan Road, Xiqiao Town (the "Land"). As an extension of the Xiqiao National Arts Film Studio Project, the Group has been dedicating to infuse complexities into a series of development on the Land by ways of (i) development of indoor film shooting studios; (ii) further development of film shooting base; (iii) development of commercial centre; and (iv) development and operation of hostel.

致各股東：

本人謹代表國藝娛樂文化集團有限公司(「本公司」)董事會，欣然提呈本公司及其附屬公司(統稱「本集團」)之二零一四年度報告。

二零一四年，本集團繼續以鞏固文化娛樂業務為發展策略，致力發展成為一家全方位的文化娛樂企業，並積極投入資源發展西樵山國藝影視城及國藝渡假酒店(統稱「西樵山國藝影視城項目」)。

國藝渡假酒店(「該酒店」)及西樵山國藝影視城(「該影視城」)已於二零一四年下半年局部開放，而本集團位於珠海的影院亦於二零一四年五月正式開業，標誌著本集團業務邁上新的里程碑。向香港及中國電影及電視節目製作團隊出租香港景區以及去年在該影視城舉辦的眾多特別主題節日派對節目及狂歡活動成功吸引來自香港及廣東省的遊客逾萬人次，為本集團帶來可觀的收益。預期該影視城及該酒店的落成、各種旅遊套票的推廣及婚紗攝影業務的發展，定能產生協同效益，於短期內為本集團帶來穩定、可觀的收入。

鑒於預期西樵山國藝影視城項目將帶來豐厚的投資回報，本集團正致力透過建議收購鄰近西樵鎮環山路之地塊(「該地塊」)，尋求機會進一步開發周邊地區。作為西樵山國藝影視城項目的延伸發展，本集團專注於透過(i)發展室內電影拍攝基地；(ii)進一步發展電影拍攝基地；(iii)發展商業中心；及(iv)發展及經營旅舍等方式在該地塊開發一系列綜合項目。

Chairman's Statement

主席報告書

As a matter of fact, the PRC film industry has been remaining at a stage of rapid growth with the box office receipts reaching RMB21.7 billion (equivalent to approximately HK\$27.1 billion) in 2013, representing an increase of 27.51% from 2012, and the total tourism revenue in Guangdong province amounting to RMB830.5 billion (equivalent to approximately HK\$1,038.1 billion) was also the highest across the PRC in 2013, representing an increase of 12.4% from 2012. With the vigorous support from the government towards the development of film industry, huge demand for the Group's Studio, cinema and other film production ancillary facilities would be anticipated. Looking ahead, the Group will continuously make its every endeavor to further develop the Studio and the well-facilitated Hotel and identify cities in the PRC for expansion of its cinema business.

On behalf of the Board, I would like to express my heartfelt gratitude to our Shareholders for their continuing support. Further, I would like to thank the Board members and the entire workforce for their dedication and contributions. The Group will be stepping into the phase of harvest and it will further strengthen its core businesses and explore potential business opportunities relating to its entertainment and culture business.

Thank you for your support.

Sin Kwok Lam

Chairman and Non-executive Director

Hong Kong, 27 March 2015

事實上，中國的電影業仍處於騰飛期，二零一三年中國內地總票房達人民幣217億元（相當於約271億港元），較二零一二年增長27.51%，而二零一三年廣東省旅遊總收入為人民幣8,305億元（相當於約10,381億港元），是全國之冠，比二零一二年增長12.4%。加上政府大力支持電影產業發展，預期對本集團的該影視城、電影院及其他電影製作配套等都會有巨大的需求。展望未來，本集團將繼續致力進一步發展該影視城及配備完善的該酒店，並在中國物色合適的城市拓展其電影院業務。

在此，本人謹代表董事會，向股東一如既往的支持致以衷心謝意，並向董事會成員及全體員工所作出的努力和貢獻表示謝意。本集團將邁進收穫期，並將進一步加強其核心業務，同時尋求與其娛樂及文化業務相關的潛在商機。

謝謝各位的支持！

主席兼非執行董事

冼國林

香港，二零一五年三月二十七日

Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW

Xiqiao National Arts Film Studio Project

Located in Foshan city, Guangdong province, the Group's Xiqiao National Arts Film Studio project has a total developed land area of 444,000 square metres and is a unique studio which incorporates tourism and recreational facilities such as film shooting area, theme park, hotels and performing arts complex.

Xiqiao National Arts Film Studio started soft commencement in December 2014. It is the studio will become one of the hot tourist spots in Guangdong province which could attract tourists and provide them with immersive entertainment experience.

Film Shooting Base

The film shooting base is the core project of the Xiqiao National Arts Film Studio and equips with the most excellent and comprehensive ancillary facilities featuring the most realistic and delicate details in the South China. The film shooting base covers 374,000 square metres, including a lake of 120,000 square metres.

The shooting scenic spots have been completed and is partially opened to production crews for lease, during the second half of the year, several films and TV series were produced here by virtue of the extensive choices of the shooting base. The film shooting base can provide diversified and extensive scenes for crews of the Mainland China as well as overseas companies and is expected to attract a certain amount of film production companies all over the world due to its supreme geographical location and multi functional services provided. Furthermore, the Group is considering inviting famous retail organizations to set up their retail shops in the shooting base to provide necessary commodities to guests.

業務回顧

西樵山國藝影視城項目

本集團位於廣東省佛山市的西樵山國藝影視城項目，已開發土地總面積達444,000平方米，是匯集電影拍攝場地、主題樂園、酒店、表演場館等觀光和遊玩設施於一身的獨特影視城。

於二零一四年十二月，西樵山國藝影視城開始試業。影視城可為旅客提供親臨電影場景的娛樂體驗，將會吸引更多遊客，成為廣東省的旅遊熱點之一。

電影拍攝基地

電影拍攝基地是整個西樵山國藝影視城的核心項目，也是華南區內最真實細緻、配套設施最優秀完備的電影拍攝基地。拍攝基地佔地374,000平方米，包括120,000平方米的湖泊水景。

拍攝景區已經竣工，並局部開放予製作團隊租用，於下半年，拍攝基地憑藉豐富的場景選擇吸引多部電影及電視劇在此拍攝。電影拍攝基地可為中國內地製作團隊及海外公司提供多元豐富的場景，加上優越的地理位置及多元完善的服務，預期將吸引全球各地眾多影視製作公司。此外，本集團正考慮邀請知名零售公司進駐拍攝基地開設零售店，為賓客提供合適的商品。

Management Discussion and Analysis

管理層討論及分析

With the partial opening of the film studio and further development of shooting base, it is believed that it will become one of the important sources of income to the Group and bring substantial gain to the Group as enormous synergistic effect will be created and more tourists will be attracted. In the fourth quarter of 2014, major events such as Halloween and Christmas Celebrations being held in the film shooting base successfully attracted number of tourists and hence take the film studio into new heights. Going forward, the Group will keep adding special touch to any celebrations and aim to create memorable experiences to the tourists.

Hotels

A 5-star hotel next to the studio and facilitated from deluxe suites to economic standard rooms to cater to tourists' needs has been partially constructed. The Hotel is features a modern European design, luxurious fabrics, hues of yellow and gold, the suites are lavishly furnished with a collection of furniture in grand design. The Group acts ahead in providing thoughtful services to meet the needs of the guests such as SPA, Business Centre, Modern Swimming Pool, Shifter Kart which allow our guests to have a splashing good time.

350 suites, would be provided and it is the one of the most luxurious and distinctive hotels in the region. In February 2015, the hotel obtained a high utilization rate during the Lunar New Year. Besides, the Group would seeking opportunities to provide comprehensive services with additional facilities to cater tourists' needs.

Film Production

As to the film production segment, the Group made cooperated with New Culture (新文化) and Cayie Movie&video Communications Co. Inc (凱羿影視傳播) in the production and distribution of Golden Brother (男人唔可以窮) which is captured novel. The production of this inspiring movie was completed and was shown in cinemas in Hong Kong and PRC in July and December 2014 respectively.

隨著影視城局部開放及拍攝基地進一步發展，相信影視城將可產生巨大的協同效益，吸引更多遊客進場參觀，成為本集團的重要收入來源之一，為集團帶來可觀收益。二零一四年第四季度，於電影拍攝基地舉辦的如萬聖節及聖誕節慶祝活動等主要活動成功吸引眾多遊客，令影視城更上一層樓。展望未來，本集團將繼續為各種慶祝活動添上色彩，務求為遊客締造難忘體驗。

酒店

毗鄰影視城的五星級酒店已部分竣工，酒店擁有豪華套房至經濟實惠的標準房各種房型，可滿足不同遊客的需求。酒店採用現代歐式風格設計，豪華格調以黃色及金色為主調，套房裝飾華麗，配備設計精美的傢俱。本集團想賓客所想，致力提供周到服務以滿足賓客需求，如水療中心、商務中心、現代游泳池及變速賽車等，為賓客締造愉快的時光。

酒店將提供350間套房，為區內最豪華、最富特色的酒店。於二零一五年二月農曆新年期間，酒店錄得高使用率。此外，本集團將尋求機會配備更多設施提供全面的服務，滿足賓客的各種需求。

電影製作

電影製作分部方面，本集團與新文化及凱羿影視傳播合作拍攝及發行改編自小說的電影《男人唔可以窮》。這部啟發人心的電影已完成拍攝並於二零一四年七月在香港及於二零一四年十二月在中國上映。

Management Discussion and Analysis

管理層討論及分析

Cinema

National Arts Films Production Limited (“NA Films”), an indirectly wholly-owned subsidiary of the Group, collaborated with its joint venture for the development of cinema business in a large shopping mall in a transportation hub area of Zhuhai.

NA Films held 60% equity interest in the joint venture. The cinema boasts eight screens and a total of more than 730 seats, and had commenced its operation since May 2014 which support further comprehensive development of the Group’s entertainment and culture business.

Artiste Management

Subsequent to the completion and commencement of operation of the film studio, and with the huge market of domestic movies, the Group will recruit more artists with potential in the future to cope with the demands in the vast market. Apart from the films produced by the Group, our artists Marvel Chow, Rose Chan, Kitson Shum will also perform and participate in different films and TV series. Besides the Group will identify suitable institutions for them to serve as spokespersons and participate in advertising photography. The Group will continue to recruit artists with potential such as Rachel Chau, and expand the artiste management segment, hoping that it will become one of the income sources of the Group.

Wedding Photography

The Group reached an agreement with a renowned domestic wedding photography chain group in the fourth quarter of 2013 to develop its new wedding photography business. Through which, the Group will cooperate with the wedding photography company through the leasing of the film studio with an area of approximately 20 mu (13,333.33 square metres) for a term of 12 years and the wedding photography company will invest RMB10 million for the construction of scenic spots in different styles such as the European, Korean and Japanese styles and guarantee there will be at least 28,800 couples taking wedding photos in the scenic spots per year. The annual income of this arrangement will be no less than RMB1,152,000 starting from 2016.

電影院

本集團間接全資附屬公司國藝影視製作有限公司（「國藝影視」）與其合營公司在珠海市中心的大型商場合作發展電影院業務。

國藝影視將持有合營公司60%之權益。該電影院將設有8個銀幕，合共提供730多個座位，已於二零一四年五月投入營運，令本集團的娛樂文化業務得以更全面發展。

藝人管理

隨著影城的落成及投入運營，以及國內電影的龐大市場空間，本集團未來會招攬更多有潛質的藝人加入，以迎合這龐大的市場需求。除本集團製作之電影外，本集團旗下藝人周定宇、陳嘉桓、沈良杰亦將擔綱及參與演出多部電影和電視劇。此外，本集團亦會為彼等物色合適之機構擔任代言人及參與廣告拍攝。本集團將繼續積極羅致具潛質的藝人如周嘉莉，擴大藝人管理分部，使該分部成為本集團的收入來源之一。

婚紗攝影

本集團於二零一三年第四季與國內一間著名的婚紗攝影連鎖集團達成協議，發展其全新的婚紗攝影業務。本集團將與婚紗攝影公司合作，出租影城佔地約20畝（13,333.33平方米）的範圍，租期12年，而婚紗攝影公司將投資約人民幣1,000萬元，興建歐式、韓國和日式等多個不同風格的景區，並確保每年有至少28,800對新人進入景區拍攝婚紗照。預料此項安排將自二零一六年起每年產生的收入不少於人民幣1,152,000元。

Management Discussion and Analysis

管理層討論及分析

The wedding photography business can provide stable cash flow and visitor flow to the Group, and facilitate the hotel and catering businesses within the film studio area. Furthermore, the Group is negotiating with wedding service-related companies such as famous jeweler, bakery, Chinese wedding gown providers and wedding planner to set up their branches in the film studio so as to provide one-stop services to couples in a comprehensive wedding base.

FUTURE PROSPECT

According to the statistics published by State Administration of Press, Publication, Radio, Film and Television, the box office receipts in Mainland China in 2014 reached RMB29.6 billion (equivalent to approximately HK\$37 billion), representing an increase of 25% from the previous year, indicating that the PRC film industry remained at a stage of rapid growth in 2014. This, combining with a series of favourable policies for the tourism and culture industry introduced by the central government, will build a favourable business environment for the Group's film and entertainment business. The Group is fully confident in the film industry and will continue to foster its development.

As for tourism, according to a statistics published by Renmin Wang, the total tourism revenue in Guangdong province was RMB922.7 billion (approximately HK\$1,153.38 billion) in 2014 (2013: RMB830.5 billion), total visitors attained 320M people which was the highest across the PRC and representing an increase of 12% compared with the previous year. The rank of Guangdong province in China in terms of total tourism revenue was again the first this year.

The Group believes that its new tourist substance and excellent ancillary facilities will become a bright point of the tourism industry in Guangdong province. The Group is confident that the operations of the film shooting base, the hotels, tickets sales, the cinema and the wedding photography business will bring satisfactory return to the Group.

婚紗攝影業務可為集團帶來穩定的現金流及人流，亦可帶動影城內的酒店客房及餐飲業務。此外，本集團正與多間著名珠寶商、中西餅家、中式裙褂供應商及婚禮統籌等婚嫁有關的公司進行洽商，計劃於影視城內設置分店，打造一個全面的婚禮服務基地，為新人提供一條龍服務。

未來展望

根據國家新聞出版廣電總局公佈的統計數字，二零一四年中國內地總票房達人民幣296億元（相當於約370億港元），同比增長25%，顯示中國電影行業於二零一四年仍處高增長期，加上中央政府積極推動一系列的旅遊及文化產業政策，為本集團在電影及娛樂事業構建利好的經營環境。本集團對電影業充滿信心，並會繼續加強發展。

旅遊方面，據人民網公佈的統計數字，二零一四年廣東省全年旅遊總收入為人民幣9,227億元（相當於約11,533.8億港元）（二零一三年：人民幣8,305億元），接待遊客總數3.2億人次，較上年增長12%，是全國之冠，繼續佔據全國各省區市旅遊總收入的第一名。

本集團相信，其嶄新的旅遊元素及完善的配套將成為廣東省旅遊的新亮點。本集團有信心，拍攝基地、酒店、門票銷售、電影院以至婚紗攝影等業務均可為本集團帶來理想回報。

Management Discussion and Analysis

管理層討論及分析

FINANCIAL REVIEW

Results

During the year under review, the Group reported a turnover of approximately HK\$15.3 million, an decrease of 20% as compared to the turnover in previous year for the continuing operations. The turnover was mainly attributable to the business of film studio in the PRC, while part of the revenue was generated from the film and artiste management business.

Film production cost for the year under review decreased by approximately HK\$6.9 million as the cost for the current year's film production decrease.

Staff costs for the year under review increase to approximately HK\$28.7 million from approximately HK\$13.6 million in previous year. An increase of approximately HK\$15.1 million in staff cost was mainly due to the partially opened of hotel and studio.

Finance costs for the year under review increased by approximately HK\$50.8 million by reason of the interest charged of additional borrowings, interest payment of bonds and convertible bonds issued in 2013, after set-off with the capitalized finance costs of construction in progress.

Gain on change in fair value of investment properties for the year under review was approximately HK\$23.7 million, which is arising from revaluation of the land and construction of film studio.

For the year ended 31 December 2014, the Group recorded a net loss of approximately HK\$148.91 million as compared to net loss of the preceding year of approximately HK\$24.22 million. During the year, the Group incurred several non-cash flow expense items, including but not limited to, amortisation of film products and land lease prepayments which are amounted to HK\$7.4 million and HK\$2.2 million respectively.

財務回顧

業績

於回顧年度，本集團錄得營業額約15,300,000港元，較去年持續經營業務的營業額下跌20%。營業額主要源自位於中國的影城業務，當中部分收入來自電影及藝人管理業務。

回顧年度的電影製作成本下降約6,900,000港元，原因為本年度用於電影製作的成本減少。

回顧年度的員工成本由去年約13,600,000港元上升至約28,700,000港元。員工成本上升約15,100,000港元，主要由於酒店及影視城局部開放。

回顧年度的融資成本增加約50,800,000港元，乃來自抵銷在建工程的財務費用資本化後新增借貸的利息及於二零一三年發行的債券及可換股債券的利息。

於回顧年度，投資物業公允值變動的收益約為23,700,000港元，乃來自對影城土地及建築的重估。

截至二零一四年十二月三十一日止年度，本集團錄得虧損淨額約148,910,000港元，而上年度則錄得虧損淨額約24,220,000港元。於本年度，本集團產生個別非現金流的費用項目，包括但不限於影片攤銷及土地租賃預付款分別約7,400,000港元及2,200,000港元。

Management Discussion and Analysis

管理層討論及分析

Liquidity and Financial Resources

流動資金及財務資源

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Current assets	流動資產	52,392	39,932
Current liabilities	流動負債	402,127	278,246
Current ratio	流動比率	13.0%	14.4%

Current ratio as at 31 December 2014 was 13.0% (2013: 14.4%). As at 31 December 2014, the Group's total negative cash and cash equivalents amounted to approximately HK\$1.12 million (2013: position cash and cash equivalent HK\$8.00 million).

Although the Group had consolidated net current liabilities of approximately HK\$349,735,000 (2013: net current assets of approximately HK\$238,314,000) and suffered loss of HK\$148,913,000 for the year ended 31 December 2014 (2013: HK\$24,225,000), the consolidated financial statements have been prepared on going concern basis, by considering (1) the major shareholder, who is also the major convertible bond holder of the Company, having undertaken to provide financial support to the Group to meet its liabilities as they fall due and to maintain the Group as a going concern for the next twelve months; (2) the Group having subsequently placing bonds amounting to HK\$27,000,000 up to the end of March 2015 from placing agent; (3) the management of the Group having been taking active steps to improve working capital of the Group by obtaining further debt or equity financing; and (4) the Group expecting the turnover of film studio and hotel operations are optimistic which will generate positive cash inflows to the Group.

於二零一四年十二月三十一日的流動比率為13.0% (二零一三年：14.4%)。於二零一四年十二月三十一日，本集團錄得負的總現金及現金等值項目約1,120,000港元 (二零一三年：正的現金及現金等值項目8,000,000港元)。

儘管本集團於截至二零一四年十二月三十一日止年度的綜合流動負債淨額約為349,735,000港元 (二零一三年：流動資產淨值約238,314,000港元) 及錄得虧損148,913,000港元 (二零一三年：24,225,000港元)，但綜合財務報表已按持續經營基準而編製，持續經營基準乃假設於日常業務經營過程中資產可以變現，負債可以償付。採納持續經營基準乃基於(1) 主要股東 (亦為本公司可換股債券的主要持有人) 已承諾向本集團提供財務支持，以應付其到期負債及於未來十二個月維持本集團的持續經營狀況；(2) 本集團其後已於二零一五年三月底前由配售代理配售為數27,000,000港元的配售債券；(3) 本集團管理層已採取積極措施，透過進一步獲取債務或股本融資以改善本集團的營運資金狀況；及(4) 本集團預期影城和酒店業務將產生可觀的營業額，為本集團帶來正的現金流入。

Management Discussion and Analysis

管理層討論及分析

Dividend

The directors do not recommend payment of a final dividend for the year ended 31 December 2014 (2013: Nil).

Rights Issue

On 5 August 2014, the company raised a total of HK\$465M by way of rights issue. This represented a good opportunity for the company to raise additional capital to enhance its capital base and broaden its shareholder base.

Capital Structure and Gearing Ratio

The shares of the Company were listed on GEM of the Stock Exchange on 17 October 2002. The capital of the Company comprises only ordinary shares. As at 31 December 2014, 2,888,389,483 ordinary shares were issued and fully paid.

股息

董事不建議派付截至二零一四年十二月三十一日止年度的末期股息(二零一三年：無)。

供股

於二零一四年八月五日，本公司以供股形式募集資金共465,000,000港元。此為本公司募集額外資金、增強其資本基礎及擴大股東基礎之良機。

資本架構及負債比率

本公司股份於二零零二年十月十七日在聯交所創業板上市。本公司股本僅包含普通股。於二零一四年十二月三十一日，共有2,888,389,483股已發行及繳足股款普通股。

		2014 二零一四年		2013 二零一三年	
		Amount 金額 HK\$'000 千港元	Relative 相對 %	Amount 金額 HK\$'000 千港元	Relative 相對 %
Bank Overdrafts	銀行透支	8,524	0.5%	-	-
Loan from a related company	一間關聯公司的貸款	12,400	0.7%	12,400	1%
Loans from a shareholder	一名股東的貸款	44,240	2.7%	-	-
Borrowings	借貸	161,600	10%	45,000	3.7%
Bonds	債券	79,946	5%	74,182	6%
Convertible bonds	可換股債券	206,642	12.9%	367,978	30%
Finance lease obligation	財務租賃承擔	19,249	1.2%	17,898	1.5%
Total borrowings	借款總額	532,601	33%	517,458	42.2%
Equity	權益	1,072,474	67%	709,418	57.8%
Total capital employed	所運用的資本總額	1,605,075	100%	1,226,876	100.0%

The Group's gearing ratio was approximately 33.2% as at 31 December 2014 (2013: 42.2%). If the bonds, convertible bonds (liability component) and finance lease obligation as stated above were to be excluded, the underlying gearing ratio was 14.1% (2013: 4.7%). The increase in the gearing ratio in current year was due to increased loan from third parties during the year.

於二零一四年十二月三十一日，本集團的負債比率約為33.2% (二零一三年：42.2%)。若撇除上述的債券、可換股債券(負債部分)及財務租賃承擔，期內負債比率為14.1% (二零一三年：4.7%)。本年度負債比率上升乃由於年內新增第三方貸款。

Management Discussion and Analysis

管理層討論及分析

Foreign Exchange Exposure

The Group's reporting currency is expressed in Hong Kong dollars. During the reporting period for the year ended 31 December 2014, most of the transactions, assets and liabilities of the Group were denominated in Hong Kong dollars and Renminbi. During the year, since the Group had both Hong Kong dollars and Renminbi receipts and payments, the net Renminbi exposure was not significant. The Board considers that the Group's exposure to foreign exchange risk was not significant; therefore, no hedging transaction was made during the year.

Capital Commitments

As at 31 December 2014, the Group had the following capital commitments:

外匯風險

本集團以港元作為呈報貨幣。於截至二零一四年十二月三十一日止年度報告期間，本集團大部分交易、資產及負債均以港元及人民幣結算。年內，因本集團分別以港元及人民幣收款和付款，故人民幣風險淨額並不重大。董事會認為，本集團面臨的匯兌風險並不重大，故於年內並無進行對沖交易。

資本承擔

於二零一四年十二月三十一日，本集團有以下資本承擔：

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Contracted but not provided for:			
Construction of properties (note (a))	已訂約但未撥備： 物業建設(註(a))	3,068	32,909
Formation of a joint venture (note (b))	成立合營公司(註(b))	-	2,400
		3,068	35,309
Authorised but not contracted for:			
Construction of properties (note (a))	已批准但未訂約： 物業建設(註(a))	79,466	158,752

Management Discussion and Analysis

管理層討論及分析

Notes:

- (a) Capital commitment for construction of properties related to capital commitment for construction of film studio and hotel in Foshan, the PRC. The authorised amount was approved by the directors of the Company according to the land lease agreements signed between the Group and the local authority in Foshan, the PRC, in relation to the leasing of lands for development of tourism and related entertainment business and hotel operations.
- (b) On 17 December 2012, one of the subsidiaries of the Company, NA Films entered into a joint venture agreement (the “JV agreement”) with an independent third party to establish a joint venture for the development of cinema business. According to the JV agreement, the registered capital of the joint venture to be injected will be HK\$19,000,000 in which 60% will be held by NA Films. The amount of HK\$11,400,000, representing the capital of the joint venture to be injected by NA Films, is thus shown as capital commitment of the Group as at 31 December 2013. In 2013, the capital of the joint venture of HK\$9,000,000 has been injected and further injected HK\$ 2,400,000 in 2014 by NA Film. No capital commitment is remained as at 31 December 2014.

Future Plans for Substantial Investments or Capital Assets

Other than those disclosed, the Group did not have any plan for substantial investments or capital assets.

Events After the Reporting Date

On 7 January 2015 (after trading hours), the Company entered into the Placing Agreement with the Placing Agent pursuant to which the Company agreed to issue and the Placing Agent agreed, on a best effort basis, to act as placing agent to procure subscribers to subscribe for the Bonds up to the maximum principal amount of HK\$200,000,000 in aggregate.

Subsequent to 31 December 2014, certain other loan facilities were secured by the share charge over the entire share capital of certain wholly-owned subsidiaries of the Company. Such other loan facilities amounted to approximately HK\$200,000,000 were utilised to the extent of approximately HK\$110,000,000.

註：

- (a) 物業建設的資本承擔乃與於中國佛山興建影視城及酒店的資本承擔有關。根據本集團與中國佛山市地方政府簽訂的土地租賃協議，用以發展旅遊業及相關娛樂業務和酒店經營的租賃土地金額，已由本公司董事批准。
- (b) 於二零一二年十二月十七日，本公司其中一間附屬公司國藝影視與獨立第三方簽訂合營公司協議（「合營協議」），成立一間發展電影院業務之合營公司。根據合營協議，合營公司將獲注入註冊資本19,000,000港元，國藝影視將持有當中的60%。因此，國藝影視將注資的合營公司資本11,400,000港元已於二零一二年十二月三十一日呈列為本集團的資本承擔。國藝影視於二零一三年向合營公司注入資本9,000,000港元，並於二零一四年進一步注資2,400,000港元。於二零一四年十二月三十一日並無資本承擔。

未來重大投資或資本性資產計劃

除已披露外，本集團並無任何重大投資或資本性資產計劃。

報告日後事項

於二零一五年一月七日（交易時段後），本公司與配售代理訂立配售協議，據此，本公司同意發行而配售代理同意擔任配售代理，竭盡所能促使認購人認購本金總額最高達200,000,000港元的債券。

於二零一四年十二月三十一日後，若干其他貸款融資由本公司若干全資附屬公司的全部股本抵押作擔保。該等其他貸款融資共計約200,000,000港元，其中約110,000,000港元已經動用。

Management Discussion and Analysis

管理層討論及分析

On 12 January 2015, the Group entered into a loan agreement with an independent third party for a loan of HK\$4,500,000. The bearing interest rates of the loan ranged from 10% per annum and repayable within 6 months from the date of first drawdown.

On 22 December 2014, Elegant Motion Enterprise Limited, a direct wholly-owned subsidiary of the Company entered into the sale and purchase agreement (the “S&P Agreement”) with Mr. Sin (the “Vendor”) for the sale and purchase of the entire issued share capital of Lux Unicorn Limited (the “Target Company”) and the loans. Pursuant to the S&P Agreement, the Vendor has conditionally agreed to sell and the Company has conditionally agreed to purchase the entire issued share capital of the Target Company at a aggregate consideration of HK\$400,000,000. The special general meeting of Company to be held on 10 April 2015 to consider and approve the transaction. At the date of approval of these consolidated financial statements, the transaction has not yet been completed. Further details of such are set out in the announcement of the Company dated 22 December 2014 and the investment circular of the Company dated 23 March 2015.

Contingent Liabilities

On 31 December 2014, the Company had corporate guarantee of HK\$12,400,000 (2013: HK\$12,400,000) given to a related company to secure loans to NA Entertainment, an indirectly wholly-owned subsidiary of the Company. No provisions for the Company’s obligation under the guarantee contract has been made as the Directors considered that the Company has sufficient cash resources to repay the loans when they fall due and it is not probable that a claim will be made against the Company under the guarantee contract.

According to the land lease agreements signed between the Group and the local authority in Foshan, the PRC, in relation to the leasing of lands for development of tourism and related entertainment business and hotel operations, the Group shall invest no less than RMB600 million for the projects or the Group is liable to pay RMB8 million as damages to the local

於二零一五年一月十二日，本集團就4,500,000港元的貸款與一名獨立第三方訂立貸款協議。有關貸款按10厘起之年利率計息及須於首次提取日期起計六個月內償還。

於二零一四年十二月二十二日，本公司直接全資附屬公司雅動企業有限公司與冼先生(「賣方」)就買賣盛麟有限公司(「目標公司」)全部已發行股本及該貸款訂立買賣協議(「買賣協議」)。根據買賣協議，賣方已有條件同意出售及本公司已有條件同意購買目標公司全部已發行股本，總代價為400,000,000港元。本公司將於二零一五年四月十日舉行股東特別大會以考慮及批准有關交易。於此綜合財務報表批准日期，有關交易尚未完成。有關進一步詳情載於本公司日期為二零一四年十二月二十二日之公佈及本公司日期為二零一五年三月二十三日之投資通函。

或然負債

於二零一四年十二月三十一日，本公司向一間關聯公司作出金額為12,400,000港元(二零一三年：12,400,000港元)的企業擔保，作為本公司間接全資附屬公司國藝娛樂獲授之貸款的擔保。由於董事認為本公司有足夠現金資源償還到期的貸款，且本公司不大可能因該擔保合約而被申索，因此並無就本公司於擔保合約下的責任作出撥備。

根據本集團與中國佛山市地方機關就租賃土地發展旅遊業務以及相關娛樂業務及酒店業務而簽訂的土地租賃協議，本集團須向有關項目投資不少於人民幣600,000,000元，或本集團須向地方機關支付人民幣8,000,000元作為賠償金。有關項目須分別於簽訂租賃協議日期起計三年及四年內竣工

Management Discussion and Analysis

管理層討論及分析

authority. The completion of constructions and commencement of operations of the projects shall be within three and four years respectively from the signing of the lease agreements. The directors of the Company are in the opinion that the conditions set out in the leasing agreements could be achieved and no provisions for liability is necessary.

Employee and Remuneration Policy

As at 31 December 2014, the Group had a total of 443 (2013: 147) staff based in the PRC and Hong Kong. The Group remunerates its employees based on their performances, experiences and the prevailing industry practices. In addition to basic salaries and mandatory provident fund, staff benefits including medical coverage scheme and share options are offered.

The Group has not experienced any significant problems with its employees or disruption to its operation due to labour disputes nor has it experienced any difficulties in the recruitment and retention of experienced staff. The Directors believe that the Group has a good working relationship with its employees.

及投入營運。本公司董事認為應能達成租賃協議所載的條件，因此毋須就負債作出撥備。

僱員及薪酬政策

截至二零一四年十二月三十一日，本集團於中國及香港聘有合共443名(二零一三年：147名)員工。本集團的僱員薪酬乃按工作表現、資歷及當時行業慣例釐定。除基本薪金及強制性公積金外，本集團亦提供醫療保障計劃及購股權等員工福利。

本集團與其僱員之間並無發生任何重大問題，亦無因勞資糾紛而引致營運受到干擾，且在招聘及挽留有經驗員工方面亦無遭遇任何困難。董事相信，本集團與其僱員維持良好工作關係。

Biographical Details of Directors

董事履歷

EXECUTIVE DIRECTORS

Miss Law Po Yee, aged 35, was appointed as the Vice Chairperson of the Board on 26 October 2010, as an Executive Director of the Company on 5 August 2010 and as Chief Executive Officer and compliance officer of the Company on 9 May 2011. Miss Law has extensive experience in entertainment, artiste management and film production industries. Miss Law also has years of banking experience, specializing in risk management. Miss Law is the spouse of Mr. Sin.

Mr. Chow Kai Weng, aged 30, joined the Group in January 2010. Mr. Chow holds a bachelor degree of Business Administration with previous experiences in media and financial industries. Mr. Chow was appointed as Executive Director of the Company on 25 March 2011.

Miss Sin Ho Yee, aged 30, joined the Group in March 2011. Miss Sin obtained a diploma of Communication from the Melbourne Institute of Business and Technology. Miss Sin was appointed as Executive Director of the Company on 25 March 2011.

NON-EXECUTIVE DIRECTORS

Mr. Sin Kwok Lam, aged 57, was appointed as the Chairman of the Board and an Executive Director of the Company on 31 May 2010. Mr. Sin was re-designated from an Executive Director to a Non-executive Director in October 2010. Mr. Sin has over 20 years' banking experience in various departments including Internal Audit, Finance, Risk Management and Business. Mr. Sin is an associate member of the Chartered Institute of Banker, and he holds a master degree in Business Administration from Oklahoma City University, USA, a certified diploma in Accounting and Finance from the Association of Chartered Certified Accountants, a graduate diploma in Law Course from City University, London, UK and a bachelor of Laws (LL.B.) from Manchester Metropolitan University. Mr. Sin is also the Chairman and an Executive Director of First Credit Finance Group Limited (stock code: 8215).

執行董事

羅寶兒小姐，35歲，於二零一零年十月二十六日獲委任為董事會副主席，於二零一零年八月五日獲委任為本公司執行董事，於二零一一年五月九日獲委任為本公司行政總裁及監察主任。羅小姐於娛樂、藝人管理及電影製作行業擁有豐富的經驗。羅小姐亦於銀行業擁有多年經驗，專門從事風險管理。羅小姐為冼先生的配偶。

周啟榮先生，30歲，於二零一零年一月加盟本集團。周先生持有工商管理學士學位，具備媒體及金融業的經驗。周先生於二零一一年三月二十五日獲委任為本公司執行董事。

冼灝怡小姐，30歲，於二零一一年三月加盟本集團。冼小姐持有墨爾本商業與技術學院頒授的傳訊文憑。冼小姐於二零一一年三月二十五日獲委任為本公司執行董事。

非執行董事

冼國林先生，57歲，於二零一零年五月三十一日獲委任為董事會主席及本公司執行董事。冼先生於二零一零年十月由執行董事調任為非執行董事。冼先生於銀行內部工作積累逾20年經驗，包括內部審計、財務、風險管理及業務等各領域。冼先生為英國特許銀行學會會士，持有美國奧克拉荷馬市大學的工商管理碩士學位、英國特許公認會計師公會的會計及財務研究文憑、英國倫敦城市大學法律研究文憑及曼徹斯特都會大學法律學士學位。冼先生亦為第一信用金融集團有限公司(股份代號：8215)的主席兼執行董事。

Biographical Details of Directors 董事履歷

Mr. Li Sin Hung Maxim, aged 44, worked for Cathay Pacific Airways Limited (“Cathay Pacific”) during the period from 1996 to 1998. After his resignation from Cathay Pacific, Mr. Li continued his education in Boston and started food and beverage business and plastic resin trading business in the United States of America. In 2000, Mr. Li returned to Hong Kong and worked in The Hong Kong and Shanghai Banking Corporation Limited, Federal Express Pacific Inc. and Midland Holdings Limited. Mr. Li is a current holder of Estate Agents Licence (Individual) and a Certified Paralegal in Institute of Paralegals. Mr. Li was appointed as an Executive Director of the Company in May 2009 and re-designated to a Non-executive Director of the Company in May 2011.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Chan Tin Lup Trevor, aged 55, has been in the legal field for over 20 years. Mr. Chan received his legal education in England where he was awarded the Postgraduate Diploma in Laws (the Legal Practice Course) from the University of Wolverhampton after he had obtained the law degree from the University of London. Apart from his law degree, he also obtained a bachelor degree in Chinese literature and history. Before he commenced his practice, Mr. Chan had worked with the Insolvency and Criminal Litigation Sections of the Legal Aid Department for 12 years. As for the public service, Mr. Chan was an honorary chairman and legal adviser of the Urban Services Staff Association (Tsuen Wan Welfare Section). Mr. Chan is a general practice lawyer and a committee member of Hong Kong Legal Professionals Association. Mr. Chan is also an Independent Non-executive director of Sun International Group Limited (Stock Code: 8029). Mr. Chan was appointed as an Independent Non-executive Director of the Company in May 2009.

李錄洪先生，44歲，於一九九六年至一九九八年曾任職於國泰航空有限公司(「國泰航空」)。李先生離開國泰航空之後，前往波斯頓進修，並於美國開展餐飲業務及塑膠原料貿易業務。李先生於二零零零年回流香港發展，曾供職於滙豐銀行、Federal Express Pacific Inc. 及 Midland Holdings Limited。李先生現為地產代理(個人)牌照的持有人及英國法務人員學院(Institute of Paralegals)的經認證法律顧問(Certified Paralegal)。李先生於二零零九年五月獲委任為本公司執行董事，並於二零一一年五月調任為本公司非執行董事。

獨立非執行董事

陳天立先生，55歲，從事法律專業超過20年。陳先生於英國學習法律，於倫敦大學取得法律學位後，再於英國伍爾佛漢普頓大學取得法律深造文憑(法律實踐課程)。此外，陳先生亦持有中國文學及歷史學士學位。在從事法律專業以前，陳先生曾於法律援助署訴訟科清盤破產小組及刑事組服務12年。在公共服務方面，陳先生現時為香港市政人員協會(荃灣福利部)的榮譽主席兼法律顧問。陳先生為一名負責普通事務的律師及香港法律專業人員協會理事。陳先生亦為太陽國際資源有限公司(股份代號：8029)的獨立非執行董事。陳先生於二零零九年五月獲委任為本公司獨立非執行董事。

Biographical Details of Directors 董事履歷

Mr. Chui Chi Yun Robert, aged 58, holds a Bachelor's degree in Commerce and is a practicing Certified Public Accountant in Hong Kong. Mr. Chui is a fellow member of the Hong Kong Institute of Certified Public Accountants and The Chartered Association of Certified Accountants. Mr. Chui was appointed as an Independent Non-executive Director of Tse Sui Luen Jewellery (International) Limited (Stock Code: 417), Wing Lee Property Investment Limited (Stock Code: 864) and Addchance Holdings Limited (Stock Code: 3344) on 22 December 2014, and was an Independent Non-executive Director of 21 Holdings Limited (stock code: 1003) until his resignation in September 2011. Mr. Chui was appointed as an Independent Non-executive Director of the Company in May 2009. He is now the Commissioner of the Hong Kong Road Safety Patrol. Mr. Chui is a member of the Road Safety Campaign Committee of the Road Safety Council and is also a director of a number of private companies and association.

Prof. WONG Lung Tak, Patrick, B.B.S., J.P., aged 67, was appointed as an Independent Non-executive Director of the Company in 2001 and is currently the chairman of Audit Committee and members of Disclosure Committee, Investment Advisory Committee, Nomination Committee and Remuneration Committee of the Company. Prof. Wong is a Practising Certified Public Accountant. He is the managing practising director of Patrick Wong CPA Limited and has over 30 years experience in the accountancy profession. Prof. Wong obtained a Doctor of Philosophy Degree in Business, and was awarded a Badge of Honour in 1993 by the Queen of England. Prof. Wong has been appointed as a Justice of the Peace since 1998 and was awarded a Bronze Bauhinia Star (B.B.S.) in 2010 by The Government of the Hong Kong Special Administrative Region. Prof. Wong is currently an Independent Non-executive Director of China Precious Metal Resources Holdings Co., Ltd., C C Land Holdings Limited, Galaxy Entertainment Group Limited, Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited (formerly Guangzhou Pharmaceutical Company Limited), Real Nutraceutical Group Limited, Sino Oil and Gas Holdings Limited, Winox Holdings Limited, Excel Development (Holdings) Limited and BAIC Motor Corporation Limited, all are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

崔志仁先生，58歲，持有商學士學位，亦為香港執業會計師。崔先生為香港會計師公會及英國特許公認會計師公會的資深會員。崔先生亦為謝瑞麟珠寶(國際)有限公司(股份代號：417)、永利地產發展有限公司(股份代號：864)的獨立非執行董事及於二零一四年十二月二十二日獲委任為互益集團有限公司(股份代號：3344)的獨立非執行董事，並曾擔任21控股有限公司(股份代號：1003)的獨立非執行董事，直至二零一一年九月辭任。崔先生於二零零九年五月獲委任為本公司獨立非執行董事。彼目前為香港交通安全隊總監。彼為道路安全宣傳運動委員會及道路安全議會的委員，同時亦為多間私人公司和機構的董事。

黃龍德教授，銅紫荊星章，太平紳士，67歲，於二零零一年獲委任為本公司獨立非執行董事，且現時為本公司審核委員會主席及披露委員會、投資顧問委員會、提名委員會及薪酬委員會的成員。黃教授乃執業會計師。彼為黃龍德會計師事務所有限公司的首席執業董事，於會計專業擁有30多年經驗。黃教授取得商業哲學博士學位，並於一九九三年獲英女皇頒發榮譽獎章。黃教授於一九九八年獲委任為太平紳士，並於二零一零年獲香港特別行政區政府頒授銅紫荊星章。黃教授現為中國貴金屬資源控股有限公司、中渝置地控股有限公司、銀河娛樂集團有限公司、廣州白雲山醫藥集團股份有限公司(前稱廣州藥業股份有限公司)、瑞年國際有限公司、中國油氣控股有限公司、盈利時控股有限公司、怡益控股有限公司及北京汽車股份有限公司的獨立非執行董事，該等公司均於香港聯合交易所有限公司(「聯交所」)上市。

Biographical Details of Directors 董事履歷

Mr. Li Kit Chee, aged 60, has more than 30 years' experience in auditing, accounting and secretarial services. Mr. Li holds a bachelor degree of social sciences (with honours) in the University of Hong Kong. Mr. Li is also a fellow member of The Chartered Association of Certified Accountants. Mr. Li is a certified public accountant of the Hong Kong Institute of Certified Public Accountants and a managing director of Arthur Li, Yau & Lee C.P.A. Limited. Mr. Li is a director of Cheong Yip Corporate Services Limited, which is principally engaged in corporate service related business. Mr. Li is also an Independent Non-executive Director of Henry Group Holdings Limited (stock code: 00859) and Tysan Holdings Limited (stock code: 00687), whose shares are listed on the Main Board of the Stock Exchange. Immediately prior to his appointment as an Independent Non-executive Director of the Company in June 2014, Mr. Li was an Independent Non-executive Director of First Credit Finance Group Limited whose shares are listed on the GEM of the Stock Exchange (stock code: 8215) until his resignation on May 2014.

李傑之先生，60歲，於審核、會計及秘書服務業擁有30多年經驗。李先生為香港大學榮譽社會科學學士。李先生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註冊會計師。李先生為李傑之合夥會計師行有限公司董事總經理，亦為昌業企業服務有限公司董事，該公司主要從事企業服務相關業務。李先生亦為鎮科集團控股有限公司(股份代號：00859)及泰升集團控股有限公司(股份代號：00687)的獨立非執行董事，該等公司股份均於聯交所主板上市。緊接於二零一四年六月獲委任為本公司獨立非執行董事前，李先生曾於聯交所創業板上市公司第一信用金融集團有限公司(股份代號：8215)擔任獨立非執行董事，並於二零一四年五月辭任。

Directors' Report

董事會報告書

The board of directors (the “Board”) has pleasure in presenting the directors’ report together with the audited financial statements of National Arts Entertainment and Culture Group Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) for the year ended 31 December 2014.

PRINCIPAL ACTIVITIES

The Company is principally engaged in investment holding. The principal activities of the Group include film production and distribution, the provision of management services to artistes, and operations of film studio and hotels.

The analysis of the principal activities and geographical locations of the operations of the Group are set out in note 8 to the consolidated financial statements.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2014 are set out in the consolidated statement of comprehensive income on pages 51 to 52.

No dividend was paid during the year. The Board does not recommend the payment of a dividend for the year ended 31 December 2014 (2013: Nil).

FINANCIAL SUMMARY

A summary of the financial results and the assets, liabilities and equity of the Group for the last five financial years is set out on page 203.

PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTIES

Details of movements in property, plant and equipment and investment properties of the Group and the Company during the year are set out in note 16 and note 17, respectively, to the consolidated financial statements.

董事會欣然提呈國藝娛樂文化集團有限公司(「本公司」)及其附屬公司(統稱為「本集團」)截至二零一四年十二月三十一日止年度之董事會報告書連同經審核財務報表。

主要業務

本公司主要從事投資控股。本集團之主要業務包括電影製作及發行、提供藝人管理服務及經營影視城和酒店。

本集團主要業務及經營地區之分析載於綜合財務報表附註8。

業績及分配

本集團截至二零一四年十二月三十一日止年度之業績載於第51至52頁之綜合全面收益表。

本年度內並無派付股息。董事會不建議派付截至二零一四年十二月三十一日止年度之股息(二零一三年：無)。

財務摘要

本集團過去五個財政年度之財務業績以及資產、負債及權益概要載於第203頁。

物業、廠房及設備以及投資物業

本集團及本公司之物業、廠房及設備以及投資物業於年內之變動詳情分別載於綜合財務報表附註16及附註17。

Directors' Report

董事會報告書

SUBSIDIARIES

Particulars of the Company's subsidiaries are set out in note 19 to the consolidated financial statements.

SHARE CAPITAL AND WARRANTS

Details of movements in share capital of the Company during the year are set out in note 38 to the consolidated financial statements.

Details of movements in the reserves of the Group and the Company during the year are set out in the consolidated statement of changes in equity and note 39 to the consolidated financial statements.

DISTRIBUTABLE RESERVES

As at 31 December 2014, the Company has approximately HK\$540.84 million reserves available for distribution to shareholders (2013: approximately HK\$16 million).

DIRECTORS

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

Chairman and Non-executive Director:

Mr. Sin Kwok Lam

Vice Chairperson and Executive Director and Chief Executive Officer:

Miss Law Po Yee

Executive Directors:

Mr. Chow Kai Weng

Miss Sin Ho Yee

Non-executive Directors:

Mr. Li Sin Hung Maxim

附屬公司

本公司附屬公司之詳情載於綜合財務報表附註19。

股本及認股權證

本公司股本於年內之變動詳情載於綜合財務報表附註38。

本集團及本公司儲備於年內之變動詳情載於綜合權益變動表及綜合財務報表附註39。

可供分派儲備

於二零一四年十二月三十一日，本公司可供分派予股東之儲備約為540,840,000港元(二零一三年：約16,000,000港元)。

董事

年內及直至本報告日期，本公司之董事為：

主席兼非執行董事：

冼國林先生

副主席兼執行董事及行政總裁：

羅寶兒小姐

執行董事：

周啟榮先生

冼灝怡小姐

非執行董事：

李錄洪先生

Directors' Report

董事會報告書

Independent Non-executive Directors:

Mr. Chan Tin Lup Trevor
Mr. Chui Chi Yun Robert
Prof. Wong Lung Tak Patrick
Mr. Li Kit Chee

In accordance with Bye-law 84 of the Bye-laws of the Company, Mr. Sin Kwok Lam, Miss Law Po Yee and Mr. Li Kit Chee shall retire and, being eligible, offer themselves for re-election at the forthcoming annual general meeting. All other directors continue in office.

DIRECTORS' SERVICE CONTRACTS

Each of the Executive Directors and Non-executive Directors of the Company has entered into a service contract with the Company for a term of one year. The service contract is terminable from either party by serving a written notice to the other of not less than one calendar month. Each Executive Director and Non-executive Director is entitled to a basic salary and remuneration subject to an annual revision by the Board.

Details of the directors' fees or emolument payable to Directors are set out in note 14 to the consolidated financial statements.

Each of the Independent Non-executive Directors of the Company has been appointed for a term of one year with specific terms as stated in the letter of appointment. The letter of appointment is terminable from either party by serving a written notice to the other of not less than one calendar month.

Save as disclosed above, none of the Directors being proposed for re-election at the forthcoming annual general meeting has a service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation other than statutory compensation.

獨立非執行董事：

陳天立先生
崔志仁先生
黃龍德教授
李傑之先生

依照本公司之公司細則第84條，冼國林先生、羅寶兒小姐及李傑之先生須於應屆股東週年大會上告退，惟彼等符合資格並願意膺選連任。所有其他董事繼續留任。

董事服務合約

本公司各執行董事及非執行董事已與本公司訂立任期為一年之服務合約。有關服務合約可由其中一方向另一方發出不少於一個曆月之書面通知予以終止。各執行董事及非執行董事有權獲得底薪及酬金，惟董事會每年可予修訂。

應付予董事之袍金或薪酬詳情載於綜合財務報表附註14。

本公司各獨立非執行董事任期為一年，具體任期載於任命書內。任命書可由其中一方向另一方發出不少於一個曆月之書面通知予以終止。

除上文所披露外，概無擬於應屆股東週年大會上膺選連任之董事與本公司或其任何附屬公司訂有任何本集團不可於一年內不作賠償(法定賠償除外)而終止之服務合約。

Directors' Report

董事會報告書

INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received from each Independent Non-executive Director an annual confirmation of his independence pursuant to Rule 5.09 of the GEM Listing Rules of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules"). The Board considers all the Independent Non-executive Directors of the Company are independent.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2014, the interests and short positions of the Directors and chief executive of the Company and their respective associates in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO") which were required to be notified to the Company and The Stock Exchange of Hong Kong Limited (the "Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO), or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Exchange, were as follows:

獨立非執行董事之獨立性

本公司已接獲各獨立非執行董事根據香港聯合交易所有限公司創業板證券上市規則(「創業板上市規則」)第5.09條發出的有關其獨立性之年度確認函。董事會認為本公司全部獨立非執行董事均屬獨立人士。

董事及主要行政人員於股份、相關股份及債券之權益及淡倉

於二零一四年十二月三十一日，董事、本公司主要行政人員及彼等各自之聯繫人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)之股份、相關股份及債券擁有之根據證券及期貨條例第XV部第7及第8分部之規定須知會本公司及香港聯合交易所有限公司(「聯交所」)之權益及淡倉(包括上述人士根據該等證券及期貨條例條文被當作或視為擁有之權益及淡倉)，或根據證券及期貨條例第352條之規定須登記於所述之登記冊內之權益及淡倉，或根據創業板上市規則第5.46條至5.67條之規定須知會本公司及聯交所之權益及淡倉如下：

Directors' Report

董事會報告書

1. Long Positions in the shares of the Company

1. 於本公司股份之好倉

Name of Directors 董事姓名	Capacity/Nature of interest 身份/權益性質	Number of shares 股份數量	Interest in controlled corporation 於受控制 公司之權益	Total 總計	Approximate percentage of the issued share capital of the Company 佔本公司 已發行股本之 概約百分比
(a) The Company (Ordinary shares of HK\$0.1 each) 本公司(每股面值0.1港元之普通股)					
Mr. Sin Kwok Lam (Note 1) 冼國林先生(附註1)	Beneficial owner 實益擁有人	683,473,000	-	683,473,000	23.66%
	Interest of spouse 配偶權益	23,352,000	-	23,352,000	0.81%
Miss Law Po Yee (Note 2) 羅寶兒小姐(附註2)	Beneficial owner 實益擁有人	23,352,000	-	23,352,000	0.81%
	Interest of spouse 配偶權益	683,473,000	-	683,473,000	23.66%

Note 1: Mr. Sin and Miss Law beneficially owned 706,825,000 Shares, representing approximately 24.47% of the issued share capital of the Company. By virtue of SFO, Miss Law, the spouse of Mr. Sin, was deemed to be interested in all the Shares in which Mr. Sin was interested.

附註1：冼先生及羅小姐實益擁有706,825,000股股份，佔本公司已發行股本約24.47%。根據證券及期貨條例，羅小姐(冼先生之配偶)被視為於冼先生擁有權益之所有股份中擁有權益。

Note 2: Miss Law is the spouse of Mr. Sin and is deemed to be interested in the Shares in which Mr. Sin is deemed or taken to be interested for the purpose of the SFO.

附註2：羅小姐為冼先生之配偶，且被視為於冼先生根據證券及期貨條例被視為或當作擁有的股份中擁有權益。

Directors' Report

董事會報告書

2. Rights to acquire shares in the Company

i. Post-IPO Share Option Scheme

Details of grantees 承授人詳情	Date of grant 授出日期	Exercise price per share* 每股行使價* (HK\$) (港元)	Exercisable period 行使期間	Number of share options* 購股權數目*				Outstanding as at 31 December 2014 於二零一四年 十二月三十一日 尚未行使
				As at 1 January 2014 於二零一四年 一月一日	Granted during the year 年內授出	Exercised during the year 年內行使	Lapsed during the year 年內失效	
Mr. Sin Kwok Lam (Director) 洗國林先生(董事)	29 September 2010 二零一零年九月二十九日	2.89	29 September 2010 to 2 September 2020 二零一零年九月二十九日至 二零二零年九月二日	7,964,160	-	-	-	7,964,160
Miss Law Po Yee (Director) 羅寶兒小姐(董事)	29 September 2010 二零一零年九月二十九日	2.89	29 September 2010 to 2 September 2020 二零一零年九月二十九日至 二零二零年九月二日	3,982,080	-	-	-	3,982,080
Mr. Chow Kai Weng (Director) 周啟榮先生(董事)	29 September 2010 二零一零年九月二十九日	2.89	29 September 2010 to 2 September 2020 二零一零年九月二十九日至 二零二零年九月二日	24,888	-	-	-	24,888
Mr. Li Sin Hung Maxim (Director) 李錦洪先生(董事)	20 May 2010 二零一零年五月二十日	3.38	20 May 2010 to 19 May 2020 二零一零年五月二十日至 二零二零年五月十九日	25,065	-	-	-	25,065
Mr. Chui Chi Yun, Robert (Director) 崔志仁先生(董事)	13 May 2010 二零一零年五月十三日	3.66	13 May 2010 to 12 May 2020 二零一零年五月十三日至 二零二零年五月十二日	33,292	-	-	-	33,292
Mr. Chan Tin Lup, Trevor (Director) 陳天立先生(董事)	20 May 2010 二零一零年五月二十日	3.38	20 May 2010 to 19 May 2020 二零一零年五月二十日至 二零二零年五月十九日	33,420	-	-	-	33,420
Prof. Wong Lung Tak, Patrick (Director) 黃龍德教授(董事)	20 May 2010 二零一零年五月二十日	3.38	20 May 2010 to 19 May 2020 二零一零年五月二十日至 二零二零年五月十九日	33,420	-	-	-	33,420

2. 購買本公司股份的權利

i. 首次公開招股後購股權計劃

Directors' Report

董事會報告書

ii. New Share Option Scheme

ii. 新購股權計劃

Details of grantees 承授人詳情	Date of grant 授出日期	Exercise price per share* 每股行使價* (HK\$) (港元)	Exercisable period 行使期間	Number of share options* 購股權數目*				Outstanding as at 31 December 2014 於二零一四年 十二月三十一日 尚未行使
				As at 1 January 2014 於二零一四年 一月一日	Granted during the year 年內授出	Exercised during the year 年內行使	Lapsed during the year 年內失效	
Mr. Sin Kwok Lam (Director) 冼國林先生(董事)	28 March 2011 二零一一年三月二十八日	7.62	28 March 2012 to 27 March 2021 二零一二年三月二十八日至 二零一七年三月二十七日	3,360,403	-	-	-	3,360,403
	31 March 2012 二零一二年三月三十一日	5.59	31 March 2012 to 30 March 2017 二零一二年三月三十一日至 二零一七年三月三十日	134,450	-	-	-	134,450
Miss Law Po Yee (Director) 羅寶兒小姐(董事)	28 March 2011 二零一一年三月二十八日	7.62	28 March 2012 to 27 March 2021 二零一二年三月二十八日至 二零一七年三月二十七日	3,360,403	-	-	-	3,360,403
	31 March 2012 二零一二年三月三十一日	5.59	31 March 2012 to 30 March 2017 二零一二年三月三十一日至 二零一七年三月三十日	134,450	-	-	-	134,450
Mr. Chow Kai Weng (Director) 周啟榮先生(董事)	28 March 2011 二零一一年三月二十八日	7.62	28 March 2012 to 27 March 2021 二零一二年三月二十八日至 二零一七年三月二十七日	58,807	-	-	-	58,807
	31 March 2012 二零一二年三月三十一日	5.59	31 March 2012 to 30 March 2017 二零一二年三月三十一日至 二零一七年三月三十日	67,225	-	-	-	67,225

Directors' Report

董事會報告書

ii. New Share Option Scheme (Continued)

Details of grantees 承授人詳情	Date of grant 授出日期	Exercise price per share* 每股行使價* (HK\$) (港元)	Exercisable period 行使期間	Number of share options* 購股權數目*				Outstanding as at 31 December 2014 於二零一四年十二月三十一日 尚未行使
				As at 1 January 2014 於二零一四年一月一日	Granted during the year 年內授出	Exercised during the year 年內行使	Lapsed during the year 年內失效	
Miss Sin Ho Yee (Director) 沈灝怡小姐(董事)	28 March 2011 二零一一年三月二十八日	7.62	28 March 2012 to 27 March 2021 二零一二年三月二十八日至 二零一一年三月二十七日	1,344,161	-	-	-	1,344,161
	31 March 2012 二零一二年三月三十一日	5.59	31 March 2012 to 30 March 2017 二零一二年三月三十一日至 二零一七年三月三十日	50,419	-	-	-	50,419
Mr. Li Sin Hung Maxim (Director) 李錄洪先生(董事)	28 March 2011 二零一一年三月二十八日	7.62	28 March 2012 to 27 March 2021 二零一二年三月二十八日至 二零一一年三月二十七日	8,401	-	-	-	8,401
	31 March 2012 二零一二年三月三十一日	5.59	31 March 2012 to 30 March 2017 二零一二年三月三十一日至 二零一七年三月三十日	16,806	-	-	-	16,806
Mr. Chui Chi Yun, Robert (Director) 崔志仁先生(董事)	28 March 2011 二零一一年三月二十八日	7.62	28 March 2012 to 27 March 2021 二零一二年三月二十八日至 二零一一年三月二十七日	33,604	-	-	-	33,604
	31 March 2012 二零一二年三月三十一日	5.59	31 March 2012 to 30 March 2017 二零一二年三月三十一日至 二零一七年三月三十日	67,225	-	-	-	67,225
Mr. Chan Tin Lup, Trevor (Director) 陳天立先生(董事)	28 March 2011 二零一一年三月二十八日	7.62	28 March 2012 to 27 March 2021 二零一二年三月二十八日至 二零一一年三月二十七日	33,604	-	-	-	33,604
	31 March 2012 二零一二年三月三十一日	5.59	31 March 2012 to 30 March 2017 二零一二年三月三十一日至 二零一七年三月三十日	67,225	-	-	-	67,225
Prof. Wong Lung Tak, Patrick (Director) 黃龍德教授(董事)	28 March 2011 二零一一年三月二十八日	7.62	28 March 2012 to 27 March 2021 二零一二年三月二十八日至 二零一一年三月二十七日	33,604	-	-	-	33,604
	31 March 2012 二零一二年三月三十一日	5.59	31 March 2012 to 30 March 2017 二零一二年三月三十一日至 二零一七年三月三十日	67,225	-	-	-	67,225

ii. 新購股權計劃(續)

Directors' Report

董事會報告書

Save as disclosed above, none of the Directors, Chief Executive or their associates had, as at 31 December 2014, any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Exchange.

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

As at 31 December 2013, the persons or corporations, other than a director or chief executive of the Company, who had interests or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept under section 336 of Part XV of the SFO or had otherwise been notified to the Company were as follows:

1. Long Positions in the shares of the Company

Name of shareholder 股東姓名	Capacity 身份	No. of shares held 持有股份數目	Approximate percentage of the issued share capital of the Company 佔本公司已發行 股本之概約百分比
Tse Young Lai 謝欣禮	Beneficial owner 實益擁有人	563,547,600	19.51%

除上文所披露外，於二零一四年十二月三十一日，各董事、主要行政人員及彼等各自之聯繫人概無於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之任何股份、相關股份或債券中擁有任何根據證券及期貨條例第XV部第7及第8分部之規定須知會本公司及聯交所之（包括上述人士根據該等證券及期貨條例條文被當作或視為擁有之權益或淡倉），或根據證券及期貨條例第352條規定須登記於所述登記冊內之權益或淡倉，或根據創業板上市規則第5.46條至第5.67條之規定須知會本公司及聯交所之權益或淡倉。

主要股東及其他人士於股份及相關股份之權益及淡倉

於二零一三年十二月三十一日，根據本公司按照證券及期貨條例第XV部第336條規定存置之登記冊所記錄，或本公司已獲知會，下列人士或法團（除本公司董事或行政總裁外）於本公司之股份及相關股份中擁有權益或淡倉：

1. 於本公司股份之好倉

Directors' Report

董事會報告書

SHARE OPTION SCHEMES

Pursuant to a written resolution of the sole shareholder of the Company dated 22 July 2002, the Company conditionally adopted and approved Post-IPO Share Option Scheme. The principal terms of which are set out in Appendix IV to the prospectus of the Company dated 9 October 2002.

Pursuant to a resolution passed by the extraordinary general meeting of the Company dated 29 September 2010, a new share option scheme (the "New Share Option Scheme") was adopted and the Post-IPO Share Option Scheme was terminated. The principal terms of New Share Option Scheme are set out in the circular of the Company dated 6 September 2010.

Post-IPO Share Option Scheme

As at 31 December 2014, the share options to subscribe for an aggregate of 12,096,325 shares of the Company granted pursuant to the Post-IPO Share Option Scheme were outstanding. The details of the Post-IPO Share Option Scheme as at 31 December 2014 are set out as follows:

Category of Participants	Exercise price per share*	Date of grant	Number of share options*				Outstanding as at 31 December 2014
			As at 1 January 2014	Granted during the year	Exercised during the year	Lapsed during the year	
參與人類別	每股行使價* (HK\$) (港元)	授出日期	於二零一四年一月一日	年內授出	年內行使	年內失效	於二零一四年十二月三十一日尚未行使
Directors 董事	3.66	13 May 2010 二零一零年五月十三日	33,292	-	-	-	33,292
Directors 董事	3.38	20 May 2010 二零一零年五月二十日	91,905	-	-	-	91,905
Directors 董事	2.89	29 September 2010 二零一零年九月二十九日	11,971,128	-	-	-	11,971,128
Total 總數			12,096,325	-	-	-	12,096,325

購股權計劃

根據本公司唯一股東於二零零二年七月二十二日之書面決議案，本公司有條件地採納及批准首次公開招股後購股權計劃。有關的主要條款載於日期為二零零二年十月九日之本公司招股章程附錄四內。

根據本公司於二零一零年九月二十九日舉行之股東特別大會上通過之決議案，一項新的購股權計劃(「新購股權計劃」)獲採納，而首次公開招股後購股權計劃被終止。新購股權計劃之主要條款載於本公司於二零一零年九月六日發出之通函內。

首次公開招股後購股權計劃

於二零一四年十二月三十一日，根據首次公開招股後購股權計劃授出而可認購本公司合共12,096,325股股份之購股權尚未獲行使。截至二零一四年十二月三十一日止之首次公開招股後購股權計劃詳情如下：

New Share Option Scheme

As at 31 December 2014, the share options to subscribe for an aggregate of 8,838,012 shares of the Company granted pursuant to the New Share Option Scheme were outstanding. The details of the New Share Option Scheme as at 31 December 2014 are set out as follows:

Category of Participants	Exercise price per share*	Date of grant	Number of share options*				Outstanding as at 31 December 2014 於二零一四年十二月三十一日 尚未行使
			As at 1 January 2014 於二零一四年一月一日	Granted during the year 年內授出	Exercised during the year 年內行使	Lapsed during the year 年內失效	
Directors 董事	7.62	28 March 2011 二零一一年三月二十八日	8,232,987	-	-	-	8,232,987
Directors 董事	5.59	31 March 2012 二零一二年三月三十一日	605,025	-	-	-	605,025
Total 總數			8,838,012	-	-	-	8,838,012

新購股權計劃

於二零一四年十二月三十一日，根據新購股權計劃授出可認購本公司合共8,838,012股股份之購股權尚未獲行使。截至二零一四年十二月三十一日之新購股權計劃詳情如下：

DIRECTORS' INTERESTS IN CONTRACTS

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

董事於合約之權益

於年終或年內任何時間，本公司董事並無在本公司或其任何附屬公司所訂立之重要合約中擁有直接或間接之重大權益。

RETIREMENT BENEFITS SCHEMES

Before 30 November 2000, the Group did not contribute to any retirement benefit scheme for either its employees or the Directors in Hong Kong. With effect from 1 December 2000, the Group had joined the Mandatory Provident Fund Scheme under the rules and regulations of the Mandatory Provident Fund Schemes Authority. The Group's employees in Hong Kong are required to join the scheme. The Group has followed the minimum statutory contribution requirement of 5% of eligible employees' relevant aggregate income.

退休福利計劃

於二零零零年十一月三十日前，本集團並無為其於香港之僱員或董事向任何退休福利計劃作出供款。由二零零零年十二月一日起，本集團根據強制性公積金計劃管理局之規則及規例參加強制性公積金計劃。本集團於香港之僱員須參與該計劃。本集團已遵守最低法定供款規定，按合資格僱員相關總收入之5%作出供款。

Directors' Report

董事會報告書

The Group's subsidiary in the PRC, in compliance with the applicable regulations of the PRC, participated in social insurance schemes (including retirement benefit scheme, medical insurance scheme and unemployment benefit scheme) operated by the relevant local government authorities. The Group is required to make contribution to the social insurance schemes on behalf of employees who are registered permanent residents in the PRC. The insurance premium is borne by the Group and the employees on a specified proportion of the employees' salaries laid down under the relevant PRC law.

During the year, the employer's contributions to the retirement benefit scheme charged to the consolidated statement of comprehensive income amounted to approximately HK\$3,791,000 (2013: HK\$217,000).

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

Other than convertible bonds amounting to HK\$235.01 million which were early redeemed during the year, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year ended 31 December 2014.

COMPETING INTERESTS

None of the Directors or management shareholders of the Company (as defined in the GEM Listing Rules) or their respective associates had any interest, whether directly or indirectly, in a business which competes or may compete with the business of the Group.

MAJOR SUPPLIERS AND CUSTOMERS

The five largest customers of the Group accounted for approximately 27.24% of the Group's turnover for the year. The Group's largest customer accounted for approximately 8.3% of its turnover.

The five largest suppliers of the Group accounted for approximately 70% of the Group's purchases for the year. The Group's largest supplier accounted for approximately 51.6% of its purchases.

為符合中國之適用規例，本集團於中國之附屬公司參與由相關地方政府機關營運之社會保障計劃（包括退休福利計劃、醫療保險計劃及失業福利計劃）。本集團須代表屬中國登記永久居民之僱員向社會保障計劃作出供款。本集團及僱員會分別按照相關中國法律訂明之僱員薪金特定比例承擔保費。

年內，於綜合全面收益表扣除之退休福利計劃僱主供款約為3,791,000港元（二零一三年：217,000港元）。

買賣或贖回本公司上市證券

除年內提早贖回金額為235,010,000港元的可換股債券外，本公司及其任何附屬公司於截至二零一四年十二月三十一日止年度概無買賣或贖回本公司任何上市證券。

競爭權益

董事或本公司管理層股東（定義見創業板上市規則）或彼等各自之聯繫人概無於與本集團業務構成競爭或可能構成競爭之業務中擁有任何直接或間接權益。

主要供應商及客戶

年內，本集團五大客戶佔本集團營業額約27.24%，而本集團最大客戶佔其營業額約8.3%。

年內，本集團五大供應商佔本集團採購額約70%，而本集團最大供應商佔其採購額約51.6%。

Directors' Report

董事會報告書

Save as disclosed above, none of the Directors, their respective associates nor shareholders (which to the knowledge of the Directors owned more than 5% of the Company's issued share capital) had any beneficial interest in the Group's five largest customers or suppliers at any time during the year.

CORPORATE GOVERNANCE

The Company has complied with all of the code provisions as set out in the Code on Corporate Governance Practices contained in Appendix 15 of the GEM Listing Rules throughout the year ended 31 December 2014. Please refer to the Corporate Governance Report on pages 36 to 47 for details.

MODEL CODE FOR DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by directors on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry of all Directors, all Directors confirmed that they have complied with the required standard of dealings and the code of conduct regarding securities transactions by directors adopted by the Company throughout the year ended 31 December 2014.

AUDIT COMMITTEE

The Company has established an Audit Committee in 2002 which now comprises four Independent Non-executive Directors, Mr. Chui Chi Yun Robert (Chairman), Mr. Chan Tin Lup Trevor, Prof. Wong Lung Tak Patrick and Mr. Li Kit Chee.

During the year, the Audit Committee has met four times to review the Company's annual reports and financial statements, interim reports and quarterly reports and discuss with the management over issues relating to auditing, internal control and financial reporting. The Audit Committee has reviewed the audited financial results of the Group for the year ended 31 December 2014.

Please refer to the Corporate Governance Report on pages 36 to 47 for details.

除上文所披露外，董事、彼等各自之聯繫人或任何據董事所知擁有本公司已發行股本5%以上之股東於年內任何時間概無擁有本集團五大客戶或供應商之任何實益權益。

企業管治

於截至二零一四年十二月三十一日止年度，本公司一直遵守創業板上市規則附錄15所載企業管治常規守則之所有守則條文。詳情請參閱第36至47頁之企業管治報告。

董事進行證券交易的標準守則

本公司已採納一套有關董事進行證券交易之行為守則，其條款不遜於創業板上市規則第5.48條至5.67條所載之規定交易標準。本公司已向全體董事作出特定查詢，而全體董事已確認，彼等於截至二零一四年十二月三十一日止年度一直遵守有關規定交易標準及本公司所採納有關董事進行證券交易之行為守則。

審核委員會

本公司於二零零二年成立審核委員會。審核委員會現時成員包括四名獨立非執行董事，分別為崔志仁先生(主席)、陳天立先生、黃龍德教授及李傑之先生。

審核委員會於年內曾舉行四次會議，以審閱本公司之年度報告及財務報表、中期報告及季度報告，並與管理層就有關審計、內部監控及財務報告等議題進行討論。審核委員會已審閱本集團截至二零一四年十二月三十一日止年度之經審核財務業績。

詳情請參閱第36至47頁之企業管治報告。

Directors' Report

董事會報告書

AUDITOR

The consolidated financial statements for the year ended 31 December 2014 were audited by HLB Hodgson Impey Cheng Limited ("HLB") who will retire at the forthcoming annual general meeting and, being eligible, offer themselves for re-appointment. A resolution for the re-appointment of HLB as auditors of the Company is to be proposed at the forthcoming annual general meeting.

During the year, HLB have been appointed as the auditors of the Company with effect from 1 December 2014 to fill the casual vacancy following the resignation of BDO Limited ("BDO") which took effect from 1 December 2014. The consolidated financial statements of the Company for the years ended 31 December 2012 and 2013 were audited by BDO. BDO has confirmed in its letter of resignation dated 1 December 2014 that there are no matters connected with its resignation that need to be brought to the attention of the Shareholders. Save for the above, there has been no other change in the auditors of the Company in any of the preceding three years.

On behalf of the Board

Law Po Yee

Chief Executive Officer

Hong Kong, 27 March 2015

核數師

截至二零一四年十二月三十一日止年度之綜合財務報表已由國衛會計師事務所有限公司(「國衛」)審核。國衛將於應屆股東週年大會上退任，惟符合資格及願意接受續聘。續聘國衛為本公司核數師的決議案將於應屆股東週年大會上提呈。

年內，國衛由二零一四年十二月一日起獲委任為本公司核數師，以填補香港立信德豪會計師事務所有限公司(「立信德豪」)辭任後產生之臨時空缺，由二零一四年十二月一日起生效。本公司截至二零一二年及二零一三年十二月三十一日止年度之綜合財務報表已由立信德豪審核。立信德豪於其在二零一四年十二月一日發出的辭任函中確認，概無與其辭任有關之事宜須提請股東垂注。除上述者外，本公司核數師於過去三年並無其他變動。

代表董事會

行政總裁

羅寶兒

香港，二零一五年三月二十七日

Corporate Governance Report

企業管治報告

Pursuant to Rule 18.44 of the GEM Listing Rules, the Board is pleased to present this corporate governance report for the year ended 31 December 2014. This report highlights the key corporate governance practices of the Company.

CORPORATE GOVERNANCE PRACTICES

The Company is committed to maintaining a high standard of corporate governance with sound and reasonable corporate governance practices and procedures with an aim of maximizing the Shareholders' interests as well as to enhancing the stakeholders' transparency and accountability. In this respect, to the best knowledge of the Board, the Company has complied with all code provisions set out in the Code on Corporate Governance (the "Code") contained in Appendix 15 of the GEM Listing Rules during the year ended 31 December 2014.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by directors on terms no less exacting than the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules (the "Code of Conduct").

Specific enquiries have been made with all Directors of the Company and each of them has confirmed that they have complied with the required standard of dealings set out in the Code of Conduct throughout the year ended 31 December 2014.

BOARD OF DIRECTORS

Responsibilities and Delegation of the Board

The Board has a balanced composition of Executive and Non-executive Directors which represents a mixture of experts specializing in management, law, accounts and finance. All Directors possess comprehensive qualifications and experience as well as exposure to diversified industries which are crucial to the growth of the Group.

根據創業板上市規則第18.44條，董事會欣然呈列截至二零一四年十二月三十一日止年度之企業管治報告。此報告著重闡述本公司之主要企業管治常規。

企業管治常規

本公司致力通過完善及合理的企業管治常規及程序保持高水準的企業管治，旨在為股東帶來最大利益，同時提高對權益關涉者之透明度及問責性。有關此方面，就董事會所知，於截至二零一四年十二月三十一日止年度，本公司已遵守創業板上市規則附錄15所載企業管治守則（「守則」）的所有守則條文。

董事進行證券交易

本公司已採納一套有關董事進行證券交易之行為守則，其條款不遜於創業板上市規則第5.48條至5.67條所載之規定交易標準（「行為守則」）。

本公司已向全體董事作出特定查詢，而各董事已確認，彼等於截至二零一四年十二月三十一日止年度一直遵守行為守則所載之規定交易標準。

董事會

董事會的職責及授權

本公司董事會內執行及非執行董事分佈平衡，董事會具備管理、法律、會計及金融等行業之專業知識。全體董事具備對本集團業務成長至為重要之綜合資格及經驗，並曾涉足多個行業。

Corporate Governance Report

企業管治報告

The Board is responsible for formulating the Group's business strategies, monitoring the financial performance and internal controls of the Group's operations, and supervising the management to ensure thorough implementation of the Group's policies and effective performance of their duties. It is also responsible for collectively approving the appointment, removal or reappointment of Board members and auditors and the adoption of any changes in accounting policies and practices, and reviewing the remuneration of the Directors. Independent judgments and advices are effectively exercised by the Board to the management of the Company and objective decisions are made by the Board to the best interests of the Company and all Shareholders. Day-to-day operations of the Company and implementation of business strategies are delegated to the management with department heads responsible for different aspects of the business.

Board and Committees Meetings and Attendance

The Board is scheduled to meet at least four times each year on a quarterly basis to discuss the Group's business development, operations and financial performance. Notice is given to all Directors at least 14 days in advance for all regular Board meetings. According to the GEM Listing Rules, any directors and their associates who are considered to have conflict of interests or material interests in the proposed transactions or issues to be discussed in the Board meetings shall abstain from voting on the relevant resolutions and are not to be counted in the quorum at meetings.

A formal agenda is addressed to all Directors before each Board meeting. To enable the Directors to make informed decisions, Board papers together with all appropriate and relevant materials and information in relation to the matters to be discussed and considered at the Board meeting are sent to all Directors. Proper minutes of Board meetings are kept by the Company Secretary of the Company and are readily available for inspection by any Director upon request.

董事會負責制定本集團的業務策略、監督本集團業務運營之財務表現及內部監控及監督管理層以確保本集團的政策獲切實落實以及確保彼等均有效地履行職務。董事會亦負責共同批准董事會成員及核數師的委任、罷免或重選、批准採納會計政策及慣例的任何修訂以及檢討董事薪酬。董事會能就本公司之管理有效作出獨立判斷及建議，並能客觀地就本公司及全體股東之最佳利益作出決定。本公司之日常業務及業務策略之實行乃指派予負責業務各方面的部門經理管理。

董事會及委員會會議及出席記錄

董事會預定每年按季舉行四次會議，以討論本集團之業務發展、營運及財務表現。舉行所有董事會定期會議前向全體董事發出至少14天通知。根據創業板上市規則，倘任何董事及其聯繫人被視為於董事會會議上討論的擬進行交易或事宜上擁有利益衝突或重大利益，則彼等須就相關決議案放棄投票，並不獲計入有關會議的法定人數。

於每次董事會會議前，正式議程將發予全體董事。為便於董事作出知情決定，董事會文件連同所有與將於董事會會議上討論及考慮之事項有關的適當及相關資料及信息會發送予全體董事。本公司之公司秘書保留董事會會議之正規會議記錄，並可於任何董事要求時供其查閱。

Corporate Governance Report

企業管治報告

The attendance record of each Director at Board meetings, remuneration committee meetings, audit committee meetings, nomination committee meetings and general meetings during the year ended 31 December 2014 is set out in the following table:

於截至二零一四年十二月三十一日止年度，各董事出席董事會會議、薪酬委員會會議、審核委員會會議、提名委員會會議及股東大會之記錄表列如下：

Name of Directors 董事姓名	Board Meeting 董事會會議	Remuneration Committee Meeting 薪酬委員會會議	Audit Committee Meeting 審核委員會會議	Nomination Committee Meeting 提名委員會會議	General Meeting 股東大會	
Number of meetings held	舉行會議次數	4	1	4	1	1
Number of meetings attended/Number of meetings held	出席會議次數/舉行會議次數					
Executive Directors	執行董事					
Law Po Yee (Vice Chairperson)	羅寶兒(副主席)	4/4	–	–	–	1/1
Chow Kai Weng	周啟榮	4/4	–	–	–	1/1
Sin Ho Yee	冼灝怡	4/4	–	–	–	1/1
Non-executive Directors	非執行董事					
Sin Kwok Lam (Chairman)	冼國林(主席)	3/4	–	–	1/1	1/1
Li Sin Hung Maxim	李錦洪	4/4	–	–	–	1/1
Lam Kwok Hing Wilfred (Vice Chairman) – retired on 11 July 2014	林國興(副主席) – 於二零一四年七月十一日退任	2/4	–	–	–	1/1
Independent Non-executive Directors	獨立非執行董事					
Chan Tin Lup Trevor	陳天立	4/4	1/1	4/4	1/1	1/1
Chui Chi Yun Robert	崔志仁	4/4	1/1	4/4	–	1/1
Wong Lung Tak Patrick	黃龍德	4/4	1/1	4/4	1/1	1/1
Li Kit Chee – appointed on 1 June 2014	李傑之 – 於二零一四年六月一日獲委任	2/4	1/1	2/4	1/1	–

Biographical details of each of the Directors are set out in the section headed “Biographical Details of Directors” from page 18 to 21 of this annual report.

各董事的履歷詳情載於本年報第18頁至21頁的「董事履歷」一節。

Corporate Governance Report

企業管治報告

The Company has complied with Rules 5.05(1) and (2), and 5.05A of the GEM Listing Rules that the Board includes at least three Independent Non-executive Directors, which represents at least one-third of the Board; and at least one of the Independent Non-executive Directors who has the appropriate professional qualifications or accounting or related financial management expertise. To the best knowledge of the Board, there is no financial, business and family relationships among Board members except that Miss Law Po Yee is the spouse of Mr. Sin Kwok Lam and Miss Sin Ho Yee is the daughter of Mr. Sin Kwok Lam. The Company has also received, from each of the Independent Non-executive Directors, an annual confirmation of his independence pursuant to Rule 5.09 of the GEM Listing Rules and considers them to be independent.

Chairman and Chief Executive Officer

The roles of the Chairman and the Chief Executive Officer are held separately by two different individuals to ensure a clear division between their respective independence and accountability and to maintain a balance of power and authority. The Chairman of the Company, Mr. Sin Kwok Lam, is responsible for formulating the long-term strategies of the Company and overseeing its overall business development. The Chief Executive Officer of the Company, Miss Law Po Yee, focuses on implementing the Company's business strategies and policies approved and delegated by the Board and overseeing the Company's day-to-day operations.

Non-executive Directors

Under code provision A.4.1 of the Code, Non-executive Directors should be appointed for a specific term and subject to re-election. Each of the existing Non-executive Directors has been appointed by the Company for a specific term of one year and are subject to retirement by rotation in accordance with the Bye-laws of the Company.

本集團已遵守創業板上市規則第5.05(1)及(2)條以及第5.05A條的規定，董事會包括最少三名獨立非執行董事，最少佔董事會成員的三分之一；及最少一名獨立非執行董事具備合適的專業資格或會計或相關財務管理專業知識。就董事會所知，除羅寶兒小姐為冼國林先生之配偶及冼灝怡小姐為冼國林先生之女兒外，各董事會成員之間概無財務、業務及家屬關係。本公司已接獲各獨立非執行董事根據創業板上市規則第5.09條發出有關其獨立性之年度確認函，並認為彼等乃屬獨立人士。

主席及行政總裁

主席及行政總裁職位乃由兩名人士分別擔任，以確保彼等各自之獨立性及問責性，並保持權力及權限之平衡。本公司主席冼國林先生負責制定本公司之長遠策略及監督其整體業務發展。本公司行政總裁羅寶兒小姐專注於執行由董事會批准及授權的本公司業務策略及政策，以及監督本公司之日常運營。

非執行董事

根據守則之守則條文第A.4.1條，非執行董事應按特定年期委任，並須接受重選。各現任非執行董事乃按一年任期之特定年期委任，並須根據本公司之公司細則輪值告退。

Corporate Governance Report

企業管治報告

Directors' Continuing Professional Development

Directors' training is an ongoing process and all Directors are continually updated on developments in the statutory and regulatory regime and changes in the business and market environment in which the Group operates to facilitate the discharge of their responsibilities and obligations under the GEM Listing Rules and relevant statutory requirements.

To ensure that all Directors' contribution to the Board remain informed and relevant, Directors are encouraged to attend relevant training courses at the Company's expense and are required to provide the Company with his annual training record.

For the year ended 31 December 2014, all Directors have participated in the continuous professional developments in relation to regulatory updates, duties and responsibilities of the Directors and the business of the Group in the following manner:

董事的持續專業發展

董事持續接受培訓，全體董事持續獲知有關法定及監管制度的最新發展，以及有關本集團營運的業務及市場環境變化，以協助其履行其於創業板上市規則及有關法例規定項下的職責及義務。

為確保全體董事均能為董事會作出知情及相關的決策，我們鼓勵所有董事參加相關培訓課程，費用由本公司支付，所有董事均須每年向本公司提供其培訓記錄。

截至二零一四年十二月三十一日止年度，全體董事均已參與有關監管事宜之最新資料、董事之職務與職責及本集團業務之持續專業發展活動，詳情如下：

Name of Directors 董事姓名		Types of Training 培訓類別
Executive Directors		
執行董事		
Law Po Yee (<i>Vice Chairperson</i>)	羅寶兒 (<i>副主席</i>)	A/B
Chow Kai Weng	周啟榮	A/B
Sin Ho Yee	冼灝怡	A/B
Non-executive Directors		
非執行董事		
Sin Kwok Lam (<i>Chairman</i>)	冼國林 (<i>主席</i>)	A/B
Li Sin Hung Maxim	李鍊洪	A/B
Lam Kwok Hing Wilfred (<i>Vice Chairman</i>) – retired on 11 July 2014	林國興 (<i>副主席</i>) – 於二零一四年七月十一日退任	A/B
Independent Non-executive Directors		
獨立非執行董事		
Chan Tin Lup Trevor	陳天立	A/B
Chui Chi Yun Robert	崔志仁	A/B
Wong Lung Tak Patrick	黃龍德	A/B
Li Kit Chee – appointed on 1 June 2014	李傑之 – 於二零一四年六月一日獲委任	A/B
A: Attending internal briefing session in relating to corporate governance	A: 參加有關企業管治的內部簡報會議	
B: Reading materials in relation to regulatory update	B: 閱讀有關監管事宜之最新訊息的資料	

Corporate Governance Report

企業管治報告

Appointment and Re-election of Directors

The Board is responsible for the appointment of any potential new directors and the nomination of directors for re-election by Shareholders at the annual general meeting of the Company (the "AGM"). In accordance with the Bye-laws of the Company (the "Bye-laws"), the Directors shall have the power from time to time and at any time to appoint any person as a director either to fill a casual vacancy on the Board or as an addition to the existing Board, whom is subject to retirement and re-election at the first AGM after his appointment.

All Executive Directors and non-executive Directors are engaged on service contracts with the Company for a term of one year. The Company has also issued a letter of appointment to each of the Independent Non-executive Directors for a term of one year subject to retirement, re-election and removal in accordance with the Bye-laws.

In accordance with Article 83(2) of the Bye-laws, any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of Shareholders after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following AGM and shall then be eligible for re-election.

With pursuant to Articles 84(1) and 84(2) of the Bye-laws, at each AGM one third of the Directors for the time being shall retire from office by rotation, provided that every director shall be subject to retirement by rotation at least once every three years. Such retiring Directors shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires.

Directors' insurance

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

委任及重選董事

董事會負責任命新董事人選及提名董事供股東於本公司股東週年大會(「股東週年大會」)上重選。根據本公司之公司細則(「公司細則」)，董事有權不時及隨時任命任何人士為董事，以填補董事會臨時空缺或成為現有董事會新成員，惟其須於獲任命後首屆股東週年大會上告退及接受重選。

本公司所有執行董事及非執行董事均與本公司訂立任期為一年的服務合約。本公司亦已向各獨立非執行董事發出委任書，委任年期為一年，並須根據公司細則退任、重選連任及罷免。

根據公司細則第83(2)條，任何獲董事會委任以填補臨時空缺的董事，其任期將直至獲委任後的首屆股東大會為止，並須於該大會上重選連任，而任何獲董事會委任作為現有董事會新增成員的董事，其任期僅至下屆股東週年大會為止，並將於屆時合資格膺選連任。

根據公司細則第84(1)及84(2)條，於每屆股東週年大會上當時三分之一的董事須輪值退任，惟每名董事須最少每三年輪值退任一次。有關退任董事均符合資格膺選連任，並於其退任的大會上繼續出任董事。

董事保險

本公司已為董事安排適當的保險以保障針對董事的法律行動。

Corporate Governance Report

企業管治報告

BOARD COMMITTEES

Remuneration Committee

The Remuneration Committee of the Company (the “Remuneration Committee”) was established in 2005. The Remuneration Committee currently comprises four Independent Non-executive Directors, being Mr. Chui Chi Yun Robert, Mr. Chan Tin Lup Trevor, Prof. Wong Lung Tak Patrick and Mr. Li Kit Chee. Mr. Chui Chi Yun Robert is the Chairman of the Remuneration Committee.

The major responsibilities of the Remuneration Committee include: (i) reviewing and recommending to the Board on the overall remuneration policy and structure relating to all Directors and senior management of the Company and to establish a formal and transparent procedure for developing such remuneration policy; (ii) reviewing and determining the remuneration packages of individual Executive Directors and senior management including benefits in kind, pension rights and compensation payments and, (iii) ensuring that none of the Directors or their associates will involve in deciding his own remuneration.

The Remuneration Committee held 1 meeting during the year ended 31 December 2014 and the attendance record of these meetings is set out in the paragraph headlined “Board and Committees Meetings and Attendance” under the section headed “Corporate Governance Report” on pages 37 to 39 of this annual report.

Audit committee

The Audit Committee of the Company (the “Audit Committee”) was established in 2002. The Audit Committee currently comprises four Independent Non-executive Directors, being Mr. Chui Chi Yun Robert, Mr. Chan Tin Lup Trevor, Prof. Wong Lung Tak Patrick and Mr. Li Kit Chee. The Chairman of the Audit Committee is Mr. Chui Chi Yun Robert. The Company has complied with Rule 5.28 of the GEM Listing Rules that the Audit Committee comprises a minimum of three Non-executive Directors, at least one of whom is an Independent Non-executive Director with appropriate professional qualifications or accounting or related financial management expertise; and chaired by an Independent Non-executive Director.

董事委員會

薪酬委員會

本公司薪酬委員會(「薪酬委員會」)於二零零五年成立。薪酬委員會目前由四名獨立非執行董事組成，即崔志仁先生、陳天立先生、黃龍德教授及李傑之先生。崔志仁先生為薪酬委員會主席。

薪酬委員會之主要職責乃包括：(i) 檢討本公司所有董事及高級管理人員之整體薪酬政策及結構並向董事會作出建議，及制訂正規而具透明度的薪酬政策制定程序；(ii) 檢討及釐定各名執行董事及高級管理層之薪酬方案(包括實物福利、退休金權利及賠償)，及(iii) 確保並無董事參與釐訂其本身之薪酬：

於截至二零一四年十二月三十一日止年度，薪酬委員會曾舉行1次會議，有關會議的出席記錄載於本年報第37頁至39頁「企業管治報告」一節下「董事會及委員會會議及出席記錄」一段。

審核委員會

本公司審核委員會(「審核委員會」)於二零零二年成立。審核委員會目前由四名獨立非執行董事組成，即崔志仁先生、陳天立先生、黃龍德教授及李傑之先生。審核委員會主席為崔志仁先生。本公司一直遵守創業板上市規則第5.28條的規定，審核委員會最少須由三名非執行董事組成，其中最少一名成員須為具有適當專業資格或具有會計或相關財務管理專長的獨立非執行董事；並由獨立非執行董事擔任主席。

Corporate Governance Report

企業管治報告

The primary duties of the Audit Committee are mainly (i) to review the financial information of the Group such as annual and quarterly results prior to making recommendations to the Board for approval; (ii) to review and monitor financial reporting principles and practices and internal control procedures of the Group; and (iii) to recommend to the Board on the appointment, reappointment or removal of external auditors.

The Audit Committee held 4 meetings during the year ended 31 December 2014 and the attendance record of these meetings is set out in the paragraph headlined “Board and Committees Meetings and Attendance” under the section headed “Corporate Governance Report” on pages 37 to 39 of this annual report.

Nomination committee

The Nomination Committee of the Company (the “Nomination Committee”) was established in 2012. The Nomination Committee currently comprises one Non-executive Director and three Independent Non-executive Directors, being Mr. Sin Kwok Lam, Mr. Chan Tin Lup Trevor, Prof. Wong Lung Tak Patrick and Mr Li Kit Chee. The Chairman of the Nomination Committee is Mr. Sin Kwok Lam, a Non-executive Director.

The primary functions of the Nomination Committee are mainly (i) to review the structure, size and composition (including the skills, knowledge and experience) of the Board and make recommendations to the Board regarding the identification of suitable, qualified individuals for selection and appointment as Directors; (ii) to assess the independence of Independent Non-executive Directors of the Company; and (iii) to make recommendations to the Board on the appointment, re-appointment or re-designation of, and succession planning for, Directors, in particular the Chairman and the Chief Executive Officer.

The Nomination Committee held 1 meeting during the year ended 31 December 2014 and the attendance record of these meetings is set out in the paragraph headlined “Board and Committees Meetings and Attendance” under the section headed “Corporate Governance Report” on pages 37 to 39 of this annual report.

審核委員會之主要職責包括：(i) 於向董事會提交財務資料供其批准前，審閱本集團之財務資料(如年度及季度業績)；(ii) 檢討及監督本集團之財務申報原則與慣例及內部監控程序；及(iii) 就外聘核數師之任命、續聘或罷免向董事會提供建議。

於截至二零一四年十二月三十一日止年度，審核委員會曾舉行4次會議，有關會議的出席記錄載於本年報第37頁至39頁「企業管治報告」一節下「董事會及委員會會議及出席記錄」一段。

提名委員會

本公司提名委員會(「提名委員會」)於二零一二年成立。提名委員會目前由一名非執行董事及三名獨立非執行董事組成，即冼國林先生、陳天立先生、黃龍德教授及李傑之先生。提名委員會主席為非執行董事冼國林先生。

提名委員會之主要職責包括：(i) 檢討董事會的架構、人數及組成(包括技能、知識及經驗方面)，並就物色合資格可選舉及獲委任董事的合適人士向董事會提出建議；(ii) 核評本公司獨立非執行董事的獨立性；及(iii) 就董事的委任或重新委任或調任，以及董事(尤其是主席及行政總裁)的繼任計劃向董事會提出建議。

於截至二零一四年十二月三十一日止年度，提名委員會曾舉行1次會議，有關會議的出席記錄載於本年報第37頁至39頁「企業管治報告」一節下「董事會及委員會會議及出席記錄」一段。

Corporate Governance Report

企業管治報告

CORPORATE GOVERNANCE FUNCTIONS

The corporate governance functions performed by the Board of Directors include: (i) formulating and reviewing the corporate governance policies and practices of the Company; (ii) reviewing and monitoring the training and continuous professional development of Directors and the senior management; (iii) reviewing and monitoring the policies and practices of the Company in compliance with the relevant laws and regulatory requirements; and (iv) reviewing the compliance with the Code of Corporate Governance by the Company and the disclosure in the Corporate Governance Report.

DIRECTORS' RESPONSIBILITIES FOR FINANCIAL REPORTING IN RESPECT OF THE FINANCIAL STATEMENTS

The Directors are responsible for the preparation of the financial statements for each financial year to give a true and fair view of the state of affairs of the Group. In preparing the financial statements for the year ended 31 December 2014, the Directors have consistently selected and applied appropriate accounting policies and standards, made judgments and estimates that are prudent, fair and reasonable, and prepared the financial statements on a going concern basis.

The statement of the external auditor of the Company regarding its reporting responsibilities on the financial statements is set out in the Independent Auditor's Report on pages 48 to 50 of this annual report.

COMPANY SECRETARY

The Group has engaged an external service provider as its Company Secretary. The external service provider can contact the Company's Executive Director, Mr. Chow Kai Weng for any company secretarial affairs.

企業管治職能

董事會負責履行的企業管治職責包括：(i) 制定及檢討本公司的企業管治政策及常規；(ii) 檢討及監察董事及高級管理層的培訓及持續專業發展；(iii) 檢討及監察本公司在遵守有關法律及監管規定方面的政策及常規；及(iv) 檢討本公司遵守《企業管治守則》的情況及《企業管治報告》內的披露。

董事就財務報表的財務申報責任

董事負責就各財政年度編製財務報表，以真實及公平地反映本集團的財務狀況。於編製截至二零一四年十二月三十一日止年度之財務報表時，董事已貫徹選擇及應用適當的會計政策及準則，並作出謹慎、公平及合理之判斷及估計及按持續經營基準編製財務報表。

本公司外聘核數師關於彼等對財務報表之申報責任之聲明，載於本年報第48至50頁的獨立核數師報告書。

公司秘書

本集團已委任外部服務商擔任其公司秘書。外部服務商可就任何公司秘書事務聯絡本公司的執行董事周啟榮先生。

Corporate Governance Report

企業管治報告

AUDITOR'S REMUNERATION

The fees in relation to the audit for the financial year ended 31 December 2014 provided by HLB Hodgson Impey Cheng Limited, the external auditors of the Company, amounted to HK\$463,000. In addition, an approximately HK\$55,000 was charged for non-audit services.

INTERNAL CONTROL

The Board has overall responsibility for maintaining an adequate and effective internal control system of the Company to safeguard the Shareholders' interests and the Company's assets. In order to maintain a sound internal control system, the Company has adopted and maintained stringent internal control procedures. The internal control system is designed to provide reasonable assurance against misappropriate use of the Group's assets and to manage the Group's operational system in an efficient manner.

The Company regularly evaluates the internal control procedures to assess its effectiveness and prevent and detect any procedural failure or deficiency of the internal control system. All relevant financial, operational and compliance controls functions of the Company are also reviewed.

CONSTITUTIONAL DOCUMENTS

There is no any changes in the Company's constitutional documents during the year ended 31 December 2014.

INVESTOR RELATIONS

The Board is committed to maintaining an ongoing and transparent communication with all Shareholders which enables Shareholders and investors to make the best investment decision and to have better understanding on the Group's business performance and strategies. The Board also believes that it is vital for developing and maintaining continuing investor relations with the Company's potential and existing investors.

核數師酬金

於截至二零一四年十二月三十一日止財政年度，由本公司外聘核數師國衛會計師事務所有限公司提供的審計服務的相關費用為463,000港元。此外，非審計服務的相關費用約為55,000港元。

內部監控

董事會全權負責為本公司維持充足及有效的內部監控制度，以保障股東利益及本公司的資產。為維持穩健的內部監控制度，本公司已採用及維持嚴謹的內部監控程序。內部監控系統旨在合理確保本集團資產不會遭挪用及有效管理本集團營運系統。

本公司定期評估內部監控程序，以評估其效用以及預防及偵測任何內部監控程序錯誤及缺陷。本公司亦會檢討所有相關的財務、營運及合規監控職能。

章程文件

於截至二零一四年十二月三十一日止年度，本公司的章程文件沒有任何修改。

投資者關係

董事會致力維持與全體股東進行持續及透明之通訊，幫助股東及投資者作出最佳的投資決策及加強其對本集團業務表現及策略的了解。董事會亦相信，此對與本公司潛在及現有投資者建立及維持持續的投資者關係而言亦極為重要。

Corporate Governance Report

企業管治報告

The Company maintains a website at “www.nationalarts.hk” as a communication platform with Shareholders and investors, where the Group’s business developments and operations, financial information, corporate governance practices and other information are available for public access.

The Board considers general meetings of the Company as an important channel for Shareholders to exchange views with the Board and will endeavor to be available at the meetings to answer any questions raised by Shareholders.

SHAREHOLDERS’ RIGHTS

It is the Company’s responsibility to ensure Shareholders’ interest. To do so, the Company maintains on-going dialogues with Shareholders and encourage their participation in the AGM or other general meetings. Notice of meeting containing agenda, proposed resolutions and postal voting form are sent to registered Shareholders by post. All registered Shareholders are entitled to attend annual and extraordinary general meetings, provided that their shares have been recorded in the register of members of the Company.

According to the Bye-laws of the Company, any one or more Shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require a special general meeting (“SGM”) to be called by the Board, provided that such requisition properly states the object(s) of the meeting, be signed by the requisitionist(s) and deposited at the registered office of the Company for attention of the Company Secretary, and be verified with and confirmed by the Company’s share registrar that such requisition is proper and in order.

本公司備有一個網站「www.nationalarts.hk」作為與股東及投資者溝通的平台，公眾可透過該網站查閱本集團的業務發展及營運、財務資料、企業管治常規及其他資料。

董事會認為，本公司股東大會為股東與董事會交流意見提供一個重要渠道，此外，董事會將盡量出席大會並回答股東提出的任何問題。

股東權利

保障股東權益是本公司的職責。為此，本公司持續與股東保持聯繫，並鼓勵彼等出席股東週年大會或其他股東大會參與本公司事務。我們以郵遞方式向登記股東寄發大會通告，當中載有會議議程、提呈的決議案以及郵遞投票表格。所有所持股份載於本公司股東名冊內的登記股東均有權出席股東週年大會及股東特別大會。

根據本公司之公司細則，任何於遞呈要求日期持有本公司附帶權利可於本公司股東大會上投票之繳足股本不少於十分之一的一名或以上股東，有權於任何時候透過向董事會或本公司秘書發出書面請求，要求董事會召開股東特別大會（「股東特別大會」）。有關書面請求須列明大會的目的，由呈請人簽署並送交本公司之註冊辦事處（註明收件人為公司秘書），有關請求將由本公司之股份過戶登記處核實，以確認書面請求屬妥善及適宜。

Corporate Governance Report

企業管治報告

The SGM shall be held within 2 months after the deposit of such requisition. If within 21 days of such deposit the Board fails to proceed to convene such meeting, the requisitionist(s) or any of them representing more than one-half of their total voting rights may do so, but any SGM so convened shall not be held after the expiration of 3 months from the date of deposit of the requisition. A meeting convened by the requisitionist(s) shall be convened in the same manner as if the meeting was convened by the Board.

Pursuant to the Bermuda Companies Act 1981, either any number of registered Shareholders holding not less than one-twentieth (5%) of the paid-up capital of the Company carrying the right of voting at general meetings of the Company (“Requisitionists”), or not less than 100 registered Shareholders, can request the Company in writing to (i) provide Shareholders entitled to receive notice of the next general meeting with notice of any resolution(s) which may properly be moved and is intended to be moved at that meeting; and (ii) circulate to Shareholders entitled to have notice of any general meetings any statement(s) in not more than 1,000 words with respect to the matter referred to in any proposed resolutions or other businesses to be dealt with at that meeting. A requisition signed by all the Requisitionist(s) with a sum sufficient to meet the Company’s relevant expenses shall be deposited at the registered office of the Company not less than six weeks in case of a requisition requiring a notice of resolution(s) or not less than one week in the case of any other requisitions before the meeting. If an AGM is called for on a date six weeks or less after the deposit of such requisition, such requisition, though not deposited within the required time period, shall be deemed to have been properly deposited for the purpose thereof.

Enquiries from Shareholders

Shareholders’ enquiries regarding their shareholdings should be directed to the Company’s branch share registrar in Hong Kong, Tricor Secretaries Limited. Other enquiries from Shareholders can be directed to the Company whose contact details are shown on page 4 of this Annual Report.

股東特別大會應於遞呈該請求後兩個月內舉行。倘遞呈後二十一日內，董事會未有召開該大會，則該等呈請人或佔全體呈請人總投票權一半以上之呈請人，可自行召開股東特別大會，但任何如此召開之股東特別大會不得在上述請求書遞呈日期起計三個月屆滿後舉行。由呈請人召開之大會須以接近董事會召開大會之方式召開。

根據百慕達一九八一年公司法，持有本公司附帶權利可於本公司股東大會投票之繳足股本不少於二十分之一(5%)之登記股東(「呈請人」)，或不少於100名有關登記股東，可向本公司提交書面要求：(i)向有權接收下一屆股東大會通告之股東發出通知，以告知任何可能於該大會上正式動議及擬於會上動議之決議案；及(ii)向有權獲寄發任何股東大會通告之股東傳閱不超過1,000字之陳述書，以告知於該大會上提呈之決議案所述事宜或將處理之事項。由所有呈請人簽署之呈請須送交本公司註冊辦事處，並須在不少於(倘為要求決議案通知之呈請)大會舉行前六週或(倘為任何其他呈請)大會舉行前一週遞交及須支付足以彌補本公司相關開支之款項。惟倘在遞交呈請後六週或較短期間內之某一日召開股東週年大會，則該呈請雖未有在規定時間內遞交，就此而言亦將被視為已妥為遞交。

股東查詢

股東可向本公司於香港之股份過戶登記分處卓佳秘書商務有限公司查詢彼等之持股情況。股東之其他查詢可向本公司作出，聯絡資料載於本年報第4頁。

Independent Auditors' Report 獨立核數師報告書



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

31/F, Gloucester Toner
The Landmark
11 Pedder Street
Central
Hong Kong

香港
中環
畢打街11號
置地廣場
告羅士打大廈31樓

TO THE SHAREHOLDERS OF NATIONAL ARTS ENTERTAINMENT AND CULTURE GROUP LIMITED

(originally incorporated in the Cayman Islands and continued in Bermuda with limited liability)

We have audited the consolidated financial statements of National Arts Entertainment and Culture Group Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 51 to 202, which comprise the consolidated and company statements of financial position as at 31 December 2014, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

致國藝娛樂文化集團有限公司 各股東

(原於開曼群島註冊成立及於百慕達存續之有限公司)

本核數師(以下簡稱「我們」)已審計列載於第51頁至202頁國藝娛樂文化集團有限公司(「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二零一四年十二月三十一日的綜合及公司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，以及主要會計政策概要和其他解釋資料。

董事就綜合財務報表的責任

貴公司董事須負責根據香港會計師公會頒佈的《香港財務報告準則》及香港《公司條例》的披露規定編製綜合財務報表，以令綜合財務報表作出真實而公平的反映，及落實其認為編製綜合財務報表所必要的內部控制，以使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

Independent Auditors' Report

獨立核數師報告書

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, in accordance with section 90 of the Companies Act of Bermuda, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the entity's preparation of consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the consolidated financial statements.

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

核數師的責任

我們的責任是根據我們的審計對該等綜合財務報表發表意見。本報告乃按照百慕達公司法第90條僅向全體股東(作為法人)匯報我們的意見，除此以外別無其他用途。我們並不就本報告的內容向其他人士負責或承擔責任。我們已按照香港會計師公會頒佈的香港審計準則進行審核。該等準則要求我們遵守道德規範，並策劃及進行審計，以合理確定綜合財務報表是否不存在任何重大錯誤陳述。

審計工作涉及執行程序以取得與綜合財務報表所載數額及披露事項有關的審核憑證。所選用的程序由核數師作判斷，包括評估因欺詐或錯誤而導致綜合財務報表存有重大錯誤陳述的風險。於評估該等風險時，核數師會考慮與該公司編製綜合財務報表以作出真實而公平的反映相關的內部監控，以設計適合當時情況的審核程序，但並非就該公司內部監控的成效發表意見。審計工作亦包括評定董事所採用的會計政策是否合適，及所作出的會計估計是否合理，以及評價綜合財務報表的整體呈列方式。

我們相信我們獲得足夠及適當的審計憑證以作為提供我們審計意見的基礎。

Independent Auditors' Report

獨立核數師報告書

OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 December 2014, and of the Group's loss and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

HLB Hodgson Impey Cheng Limited

Certified Public Accountants

Hui Chun Keung, David

Practising Certificate Number: P05447

Hong Kong, 27 March 2015

意見

我們認為，綜合財務報表已按照香港財務報告準則，真實而公平地反映 貴公司及 貴集團於二零一四年十二月三十一日的財務狀況以及 貴集團截至該日止年度的虧損及現金流量，並已按照香港公司條例的披露規定妥為編製。

國衛會計師事務所有限公司

香港執業會計師

許振強

執業證書編號：P05447

香港，二零一五年三月二十七日

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

			2014 二零一四年	2013 二零一三年
			HK\$'000 千港元	HK\$'000 千港元
		Notes 附註		
Revenue	收入	7	15,260	19,094
Other income	其他收入	7	7,780	3,941
Other losses and gains	其他虧損及收益	7	(27,556)	1,395
Cost of film production	電影製作成本		(7,400)	(14,350)
Staff costs	員工成本	10	(28,672)	(13,612)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	10	(2,517)	(1,974)
Amortisation of land lease prepayments	預付土地租賃攤銷	10	(2,245)	(2,245)
Other operating expenses	其他經營費用		(47,504)	(16,484)
Finance costs	融資成本	9	(71,502)	(20,692)
Change in fair value of investment properties	投資物業公允值變動		23,698	26,173
Gain on disposal of subsidiaries	出售附屬公司的收益		-	1,520
Share of loss of a joint venture	分佔一間合營企業虧損		(2,331)	(448)
Loss before tax	除所得稅前(虧損)		(142,989)	(17,682)
Income tax expense	所得稅開支	11	(5,924)	(6,543)
Loss for the year	本年度虧損	10	(148,913)	(24,225)
Other comprehensive income/ (expense)	其他全面收入/(開支)			
Items that will not be reclassified to profit or loss	不會重列為損益的項目			
Gain on revaluation of properties held for own use	重估持作自用物業的收益		112,420	339,409
Income tax relating to gain on revaluation of properties held for own use	有關重估持作自用物業的收益的所得稅		(28,105)	(84,853)
Items that may be reclassified subsequently to profit or loss	其後可能重列為損益的項目			
Exchange differences on translation of financial statements of foreign operations	換算海外業務財務報表時產生的匯兌差額		(10,441)	9,338
Other comprehensive income for the year, net of income tax	本年度其他全面收入，扣除所得稅		73,874	263,894
Total comprehensive (expense)/income for the year	本年度全面(開支)/收入總額		(75,039)	239,669

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 2014 截至二零一四年十二月三十一日止年度

		Notes 附註	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Loss for the year attributable to: 應佔本年度虧損：				
Owners of the Company	本公司擁有人	12	(148,913)	(20,614)
Non-controlling interests	非控股權益		-	(3,611)
			(148,913)	(24,225)
Total comprehensive (expense)/income attributable to: 應佔全面(開支)/收入總額：				
Owners of the Company	本公司擁有人		(75,039)	240,384
Non-controlling interests	非控股權益		-	(715)
			(75,039)	239,669
				(Restated) (經重列)
Loss per share 每股虧損				
Basic and diluted	基本及攤薄	13	(HK14.16 cents 港仙)	(HK3.32 cents 港仙)

Consolidated Statement of Financial Position

綜合財務狀況報表

At 31 December 2014 於二零一四年十二月三十一日

		Notes	2014	2013
		附註	二零一四年	二零一三年
			HK\$'000	HK\$'000
			千港元	千港元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	16	1,595,981	663,539
Investment properties	投資物業	17	–	676,576
Land lease prepayments	預付土地租賃	18	80,262	82,507
Goodwill	商譽	20	–	–
Investment in a joint venture	合營企業投資	21	8,621	8,552
Other receivables	其他應收款項	26	98,386	100,947
			1,783,250	1,532,121
Current assets	流動資產			
Film products	影片	22	12,543	7,388
Film production in progress	在製電影	23	–	8,005
Trade receivables	應收貿易款項	24	765	3,683
Inventories	存貨	25	4,103	1,164
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	26	27,575	11,685
Cash and bank balances	現金及銀行結餘	27	7,406	8,007
			52,392	39,932
Current liabilities	流動負債			
Trade payables	應付貿易款項	28	158	45
Other payables and accruals	其他應付款項及應計費用	29	67,702	216,454
Bank overdrafts	銀行透支		8,524	–
Loan from a related company	一間關聯公司的貸款	30	12,400	12,400
Loans from a shareholder	一名股東的貸款	31	44,240	–
Borrowings	借貸	33	116,600	45,000
Finance lease obligation	財務租賃承擔	34	3,224	1,396
Bonds	債券	35	79,946	–
Convertible bonds	可換股債券	36	66,382	–
Provision for income tax	所得稅撥備		2,951	2,951
			402,127	278,246
Net current liabilities	流動負債淨額		(349,735)	(238,314)
Total assets less current liabilities	資產總值減流動負債		1,433,515	1,293,807

Consolidated Statement of Financial Position

綜合財務狀況報表

At 31 December 2014 於二零一四年十二月三十一日

			2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
		Notes 附註		
Non-current liabilities	非流動負債			
Borrowings	借貸	33	45,000	–
Bonds	債券	35	–	74,182
Convertible bonds	可換股債券	36	140,260	367,978
Finance lease obligation	財務租賃承擔	34	16,025	16,502
Deferred tax liabilities	遞延稅項負債	37	159,756	125,727
			361,041	584,389
Net assets	資產淨值		1,072,474	709,418
Capital and reserves	資本及儲備			
Equity attributable to the owners of the Company	本公司擁有人應佔權益			
Share capital	股本	38	288,839	41,262
Reserves	儲備		783,635	668,156
Total equity	權益總額		1,072,474	709,418

The consolidated financial statements were approved and authorised for issue by the Board on 27 March 2015 and are signed on its behalf by:

綜合財務報表已由董事會於二零一五年三月二十七日批准及授權刊發，並由下列董事代表董事會簽署：

Law Po Yee
羅寶兒
Director
董事

Sin Kwok Lam
冼國林
Director
董事

Statement of Financial Position

財務狀況報表

At 31 December 2014 於2014年12月31日

		Notes 附註	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	16	45	102
Investments in subsidiaries	附屬公司權益	19	882	882
			927	984
Current assets	流動資產			
Prepayments, deposit and other receivables	預付款項、按金及其他應收款項	26	807	718
Amounts due from subsidiaries	應收附屬公司款項	32	1,410,928	1,110,501
Cash and bank balances	現金及銀行結餘	27	3,281	1,341
			1,415,016	1,112,560
Current liabilities	流動負債			
Other payables and accruals	其他應付款項及應計費用	29	856	3,042
Amounts due to subsidiaries	應付附屬公司款項	32	339	349
Loans from a shareholder	一名股東的貸款	31	44,240	–
Borrowings	借貸	33	108,100	45,000
Bonds	債券	35	79,946	–
Convertible bonds	可換股債券	36	66,382	–
			299,863	48,391
Net current assets	流動資產淨值		1,115,153	1,064,169
Total assets less current liabilities	資產總額減流動負債		1,116,080	1,065,153
Non-current liabilities	非流動負債			
Borrowings	借貸	33	18,600	–
Bonds	債券	35	–	74,182
Convertible bonds	可換股債券	36	140,260	367,978
			158,860	442,160
Net assets	資產淨值		957,220	622,993
Capital and reserves	資本及儲備			
Equity attributable to owners of the Company	本公司擁有人應佔權益			
Share capital	股本	38	288,839	41,262
Reserves	儲備		668,381	581,731
Total equity	權益總額		957,220	622,993

Law Po Yee

羅寶兒

Director

董事

Sin Kwok Lam

冼國林

Director

董事

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

		Attributable to owners of the Company 本公司擁有人應佔權益										Attributable to non-controlling interests		Total
		Share capital	Share premium	Special reserve	Contributed surplus	Properties revaluation reserve	Translation reserve	Share option reserve	Convertible bond equity reserve	Warrant reserve	Retained earnings (Accumulated losses)	Subtotal	Attributable to non-controlling interests	Total
		股本	股份溢價	特別儲備	實繳盈餘	物業重估儲備	換算儲備	購股權儲備	可換股債券權益儲備	認股權證儲備	保留盈利/ (累計虧損)	小計	非控股權益應佔	權益總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Balance at 1 January 2013	於二零一三年一月一日的結餘	40,562	412,074	1,000	78,791	-	1,777	26,229	-	-	11,061	571,494	222,321	793,815
Issue of convertible bonds (note 36)	發行可換股債券 (附註36)	-	-	-	-	-	-	-	128,518	-	-	128,518	-	128,518
Transaction costs of equity component of convertible bonds (note 36)	可換股債券權益成份的交易成本 (附註36)	-	-	-	-	-	-	-	(500)	-	-	(500)	-	(500)
Share issued upon conversion of convertible bond (note 38 (a))	兌換可換股債券所發行的股份 (附註38(a))	700	7,319	-	-	-	-	-	(654)	-	-	7,365	-	7,365
Redemption of convertible bonds (note 36)	贖回可換股債券 (附註36)	-	-	-	-	-	-	(12,898)	-	-	(12,898)	-	(12,898)	
Issue of warrants (note 35)	發行認股權證 (附註35)	-	-	-	-	-	-	-	-	6,831	6,831	-	6,831	
Transaction costs of issuance of warrants	發行認股權證的交易成本	-	-	-	-	-	-	-	-	(432)	(432)	-	(432)	
Acquisition of non-controlling interests (note 47)	收購非控股權益 (附註47)	-	-	-	-	-	-	-	-	-	(231,083)	(231,083)	(221,606)	(452,689)
Share issue expenses	股份發行開支	-	(261)	-	-	-	-	-	-	-	-	(261)	-	(261)
Transaction with owners	與擁有人進行的交易	700	7,058	-	-	-	-	-	114,466	6,399	(231,083)	(102,460)	(221,606)	(324,066)
Loss for the year	本年度虧損	-	-	-	-	-	-	-	-	-	(20,614)	(20,614)	(3,611)	(24,225)
Gain on revaluation of properties held for own use, net of tax	重估持作自用物業的收益，扣除稅項	-	-	-	-	254,556	-	-	-	-	-	254,556	-	254,556
Exchange differences on translation of financial statements of foreign operations	換算海外業務財務報表時產生的匯兌差額	-	-	-	-	-	6,442	-	-	-	-	6,442	2,896	9,338
Total comprehensive income for the year	本年度全面收入總額	-	-	-	-	254,556	6,442	-	-	-	(20,614)	240,384	(715)	239,669
Balance at 31 December 2013 and 1 January 2014	於二零一三年十二月三十一日及二零一四年一月一日的結餘	41,262	419,132	1,000	78,791	254,556	8,219	26,229	114,466	6,399	(240,636)	709,418	-	709,418
Issue of ordinary shares by rights issue (note 38)	透過供股發行普通股 (附註38)	247,577	217,867	-	-	-	-	-	-	-	-	465,444	-	465,444
Early redemption of convertible bonds	提早贖回可換股債券	-	-	-	-	-	-	-	(63,426)	-	53,065	(10,361)	-	(10,361)
Transaction costs attribute to rights issue expenses	供股發行開支應佔交易成本	-	(16,988)	-	-	-	-	-	-	-	-	(16,988)	-	(16,988)
Transaction with owners	與擁有人進行的交易	247,577	200,879	-	-	-	-	-	(63,426)	-	53,065	438,095	-	438,095
Loss for the year	本年度虧損	-	-	-	-	-	-	-	-	-	(148,913)	(148,913)	-	(148,913)
Gain on revaluation of properties held for own use, net of tax	重估持作自用物業的收益，扣除稅項	-	-	-	-	84,315	-	-	-	-	-	84,315	-	84,315
Exchange differences on translation of financial statements of foreign operations	換算海外業務財務報表時產生的匯兌差額	-	-	-	-	-	(10,441)	-	-	-	-	(10,441)	-	(10,441)
Total comprehensive expense for the year	本年度全面開支總額	-	-	-	-	84,315	(10,441)	-	-	-	(148,913)	(75,039)	-	(75,039)
Balance at 31 December 2014	於二零一四年十二月三十一日的結餘	288,839	620,011	1,000	78,791	338,871	(2,222)	26,229	51,040	6,399	(336,484)	1,072,474	-	1,072,474

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
CASH FLOWS FROM OPERATING ACTIVITIES	經營業務的現金流量		
Loss before tax	除稅前虧損	(142,989)	(17,682)
Adjustments for:	就下列各項作出調整：		
Finance costs	融資成本	71,502	20,692
Bank interest income	銀行利息收入	(310)	(332)
Amortisation of film products	影片攤銷	7,388	14,327
Amortisation of land lease prepayments	預付土地租賃攤銷	2,245	2,245
Depreciation of property, plant and equipment	物業、廠房及設備折舊	2,517	1,974
Change in fair value of investment properties	投資物業公允值變動	(23,698)	(26,173)
Gain on disposals of subsidiaries	出售附屬公司的收益	-	(1,520)
Net losses/(gains) on early redemption of convertible bonds	提早贖回可換股債券的(虧損)/收益淨額	27,556	(1,395)
Waiver of interest of convertible bond	豁免可換股債券利息	(7,178)	-
Share of loss of a joint venture	分佔一間合營企業虧損	2,331	448
		(60,636)	(7,416)
Operating cash flows before movements in working capital	營運資金變動前的經營現金流量		
Increase in inventories	存貨增加	(2,939)	(38)
Increase in film products and film production in progress	影片及在製電影增加	(4,538)	(10,322)
Decrease/(increase) in trade receivables	應收貿易款項減少/(增加)	2,918	(2,521)
(Increase)/decrease in prepayments, deposits and other receivables	預付款項、按金及其他應收款項(增加)/減少	(15,890)	7,847
Increase/(decrease) in trade payables	應付貿易款項增加/(減少)	113	(36)
Decrease in other payables and accruals	其他應付款項及應計費用減少	(152,983)	(73,984)
		(233,955)	(86,470)
CASH FLOWS FROM INVESTING ACTIVITIES	投資活動的現金流量		
Interest received	利息收入	310	332
Acquisition of a subsidiary, net of cash acquired	收購一間附屬公司減去所收購現金	-	(11,774)
Payments for property, plant and equipment	物業、廠房及設備付款	(3,233)	(4,508)
Additions of construction	工程增加	(87,251)	(77,266)
Additions of investments properties	投資物業增加	(31,437)	(65,459)
Investment in a joint venture	合營企業投資	(2,400)	(9,000)
		(124,011)	(167,675)
NET CASH USED IN OPERATING ACTIVITIES	經營業務所用現金淨額		
NET CASH USED IN INVESTING ACTIVITIES	投資活動所用現金淨額		

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
CASH FLOWS FROM FINANCING ACTIVITIES	融資活動的現金流量		
Interest paid	已付利息	(27,522)	(5,573)
Acquisition of non-controlling interests, including transaction costs	收購非控股權益，包括交易成本	-	(132,644)
Loans from a shareholder	一名股東的貸款	50,704	109,000
Proceeds from short-term borrowing	短期借貸所得款項	274,700	20,000
Repayments of short-term borrowing	償還短期借貸	(158,100)	-
Loan from a related company	一間關聯公司的貸款	12,400	12,400
Repayments of loans from a related company	償還一間關聯公司的貸款	(12,400)	(13,400)
Repayments of convertible bonds	償還可換股債券	(235,404)	(44,940)
Proceeds from shares issued under rights issue	根據供股發行股份所得款項	465,444	-
Proceeds from issuance of bonds	發行債券所得款項	-	78,775
Transaction costs of issuance of bonds	發行債券的交易成本	-	(4,977)
Proceeds from issuance of convertible bonds	發行可換股債券所得款項	-	92,000
Transaction costs of issuance of convertible bonds	發行可換股債券的交易成本	-	(5,770)
Share issue expenses	股份發行開支	(16,988)	(261)
NET CASH GENERATED BY FINANCING ACTIVITIES	融資活動所得現金淨額	352,834	104,610
NET DECREASE IN CASH AND CASH EQUIVALENTS	現金及現金等值項目減少淨額	(5,132)	(149,535)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF YEAR	年初現金及現金等值項目	8,007	157,517
EFFECTS OF EXCHANGE RATE CHANGES ON THE BALANCE OF CASH HELD IN FOREIGN CURRENCIES	匯率變動對所持外幣現金結餘的影響	(3,993)	25
CASH AND CASH EQUIVALENTS AT THE END OF YEAR	年末現金及現金等值項目	(1,118)	8,007
ANALYSIS OF THE BALANCES OF CASH AND CASH EQUIVALENTS	現金及現金等值項目結餘分析		
Cash and bank balances	現金及銀行結餘	7,406	8,007
Bank overdrafts	銀行透支	(8,524)	-
		(1,118)	8,007

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

1. GENERAL

National Arts Entertainment and Culture Group Limited (the "Company") was incorporated in the Cayman Islands on 16 November 2001 as an exempted company under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. On 14 October 2010, the Company deregistered in the Cayman Islands and duly continued in Bermuda as an exempted company under the laws of Bermuda effective on 14 October 2010. The registered office of the Company is Clarendon House, 2 Church Street, Hamilton HM11, Bermuda. The Company's principal place of business in Hong Kong is Unit B, 2/F, Jone Mult Industrial Building, 169 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong.

The Company's shares are listed on The Growth Enterprise Market (the "GEM") of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The Company is principally engaged in investment holding. Details of the principal activities of its subsidiaries are set out in note 19 to the consolidated financial statements. The Company and its subsidiaries are referred to as the Group hereafter.

The consolidated financial statements are presented in Hong Kong Dollars ("HK\$"), which is also the functional currency of the Company and all values are rounded to the nearest thousand ("HK\$'000") unless otherwise stated.

1. 一般資料

國藝娛樂文化集團有限公司(「本公司」)於二零零一年十一月十六日根據開曼群島公司法第22章(一九六一年法例3, 經綜合及修訂)在開曼群島註冊成立為獲豁免公司。於二零一零年十月十四日, 本公司於開曼群島撤銷註冊, 並根據百慕達法例正式於百慕達以獲豁免公司形式存續, 於二零一零年十月十四日生效。本公司的註冊辦事處為Clarendon House, 2 Church Street, Hamilton HM11, Bermuda。本公司的香港主要營業地點位於香港九龍觀塘偉業街169號中懋工業大廈2樓B室。

本公司股份於香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)上市。本公司主要從事投資控股。其附屬公司的主要業務詳情列載於綜合財務報表附註19。本公司及其附屬公司於下文統稱為本集團。

綜合財務報表以港元(「港元」, 亦為本公司的功能貨幣)呈列, 除另有指明外, 所有價值均四捨五入至最接近的千位數(「千港元」)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

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

The Group has applied for the first time in the current year the following new and revised HKFRS:

HKFRS 10, HKFRS 12 and HKAS 27 (2011) (Amendments)	Investment Entities
HKAS 32 (Amendments)	Offsetting Financial Assets and Financial Liabilities
HKAS 36 (Amendments)	Recoverable Amount Disclosures for Non-Financial Assets
HKAS 39 (Amendments)	Novation of Derivatives and Continuation of Hedge Accounting
HK(IFRIC) – Int 21	Levies

The adoption of these new and revised standards, interpretation and amendments to standards have no material effect on the results and financial position of the Group.

2. 採用新訂及經修訂香港財務報告準則 (「香港財務報告準則」)

本年度，本集團已首次採用下列新訂及經修訂香港財務報告準則：

香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第27號(二零一一年)(修訂本)	投資實體
香港會計準則第32號(修訂本)	抵銷金融資產及金融負債
香港會計準則第36號(修訂本)	非金融資產的可收回金額披露
香港會計準則第39號(修訂本)	衍生工具之更替及對沖會計法之延續
香港(國際財務報告詮釋委員會) – 詮釋第21號	徵費

採納該等新訂及經修訂準則、詮釋及準則的修訂本對本集團的業績及財務狀況並無重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

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

The Group has not early applied the following new and revised HKFRS that have been issued by Hong Kong Institute of Certified Public Accountants (the “HKICPA”) but are not yet effective, in the consolidated financial statements:

HKFRS 9	Financial Instruments ¹
HKFRS 14	Regulatory Deferral Accounts ²
HKFRS 15	Revenue from Contracts with Customers ³
Amendments to HKFRS 11	Accounting for Acquisitions of Interests in Joint Operations ⁵
Amendments to HKAS 16 and HKAS 38	Clarification of Acceptable Methods of Depreciation and Amortisation ⁵
Amendments to HKAS 16 and HKAS 41	Agriculture: Bearer Plants ⁵
Amendments to HKAS 19	Defined Benefit Plans: Employee Contributions ⁴
Amendments to HKAS 27	Equity Method in Separate Financial Statements ⁵
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ⁵
Amendments to HKFRS	Annual Improvements to HKFRS 2010-2012 Cycle ⁶
Amendments to HKFRS	Annual Improvements to HKFRS 2011-2013 Cycle ⁴
Amendments to HKFRS	Annual Improvements to HKFRS 2012-2014 Cycle ⁵

2. 採用新訂及經修訂香港財務報告準則 (「香港財務報告準則」)(續)

本集團並無於綜合財務報表中提早採納下列香港會計師公會(「香港會計師公會」)已頒布但尚未生效的新訂及經修訂香港財務報告準則：

香港財務報告準則第9號	金融工具 ¹
香港財務報告準則第14號	監管遞延賬目 ²
香港財務報告準則第15號	來自客戶合約的收益 ³
香港財務報告準則第11號 (修訂本)	收購合營業務權益的會計方法 ⁵
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 ⁵
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 ⁵
香港會計準則第19號 (修訂本)	界定福利計劃：僱員供款 ⁴
香港會計準則第27號 (修訂本)	獨立財務報表之權益法 ⁵
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企業之間的資產出售或注資 ⁵
香港財務報告準則 (修訂本)	香港財務報告準則二零一零年至二零一二年週期之年度改進 ⁶
香港財務報告準則 (修訂本)	香港財務報告準則二零一一年至二零一三年週期之年度改進 ⁴
香港財務報告準則 (修訂本)	香港財務報告準則二零一二年至二零一四年週期之年度改進 ⁵

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

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

- 1 Effective for annual periods beginning on or after 1 January 2018, with earlier application permitted.
- 2 Effective for first annual HKFRS financial statements beginning on or after 1 January 2016, with earlier application permitted.
- 3 Effective for annual periods beginning on or after 1 January 2017, with earlier application permitted.
- 4 Effective for annual periods beginning on or after 1 July 2014, with earlier application permitted.
- 5 Effective for annual periods beginning on or after 1 January 2016, with earlier application permitted.
- 6 Effective for annual periods beginning on or after 1 July 2014, with limited exceptions. Earlier application is permitted.

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.

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:

2. 採用新訂及經修訂香港財務報告準則 (「香港財務報告準則」)(續)

- 1 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。
- 2 於二零一六年一月一日或之後開始的首份年度香港財務報告準則財務報表生效，可提早應用。
- 3 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。
- 4 於二零一四年七月一日或之後開始的年度期間生效，可提早應用。
- 5 於二零一六年一月一日或之後開始的年度期間生效，可提早應用。
- 6 於二零一四年七月一日或之後開始的年度期間生效，惟有少數例外情況。可提早應用。

香港財務報告準則第15號來自客戶合約收益

香港財務報告準則第15號於二零一四年七月頒佈，制定一項單一全面模式供實體用作將自客戶合約所產生收益入賬。於香港財務報告準則第15號生效後，將取代現時的收益確認指引，包括香港會計準則第18號*收益*、香港會計準則第11號*建築合約*及相關詮釋。

香港財務報告準則第15號的核心原則為實體在確認收益時，應將承諾貨品或服務轉移至客戶的交易以金額形式描述，而該金額能反映該實體預期就交換該等貨品或服務有權獲得的代價。具體而言，該準則引入確認收益的五個步驟：

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

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

HKFRS 15 Revenue from Contracts with Customers (Continued)

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; and

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.

The Group is in the process of making an assessment on what the impact of the new or revised HKFRS is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the Group's results of operations and financial position.

2. 採用新訂及經修訂香港財務報告準則 (「香港財務報告準則」)(續)

香港財務報告準則第15號來自客戶合約收益 (續)

第一步： 識別與客戶訂立的合約；

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；及

第五步： 於實體完成履約責任時(或就此) 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(或就此)確認收益，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。香港財務報告準則第15號已就特別情況的處理方法加入更明確的指引。此外，香港財務報告準則第15號要求作出更詳盡披露。

本集團正在評估新訂及經修訂香港財務報告準則預期於初次應用期間產生的影響。目前為止認為採納該等新訂及經修訂香港財務報告準則不太可能會對本集團之營運業績及財務狀況造成重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

Statement of compliance

The consolidated financial statements have been prepared in accordance with HKFRS issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the GEM of the Stock Exchange and by the Hong Kong Companies Ordinance.

Basis of preparation

The consolidated financial statements have been prepared on the historical cost basis except for certain properties that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

The consolidated financial statements have been prepared on a going concern basis which assumes the realisation of assets and satisfaction of liabilities in the ordinary course of business notwithstanding that the Group had consolidated net current liabilities of approximately HK\$349,735,000 and suffered loss of approximately HK\$148,913,000 for the year ended 31 December 2014. The going concern basis has been adopted on the basis that (1) the major shareholder, who is also the major convertible bond holder of the Company and provides loans facilities to the Company, has undertaken to provide financial support to the Group to meet its liabilities as they fall due and to maintain the Group as a going concern for the next twelve months; and (2) the management of the Group has been taking active steps to improve working capital of the Group by obtaining further debt or equity financing.

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

3. 重要會計政策

合規聲明

綜合財務報表準則已根據香港會計師公會頒布的香港財務報告準則編製。此外，綜合財務報表包含聯交所創業板證券上市規則及香港公司條例規定的適用披露資料。

編製基準

除某些物業以各報告期末的公允值列賬外，綜合財務報表乃根據歷史成本法編製。計量基準於下列會計政策內說明。

儘管本集團於截至二零一四年十二月三十一日止年度的綜合流動負債淨額約為349,735,000港元及錄得虧損約148,913,000港元，但綜合財務報表已按持續經營基準而編製，持續經營基準乃假設於日常業務經營過程中資產可以變現，負債可以償付。採納持續經營基準乃基於(1) 主要股東(亦為本公司可換股債券的主要持有人並為本公司提供貸款融資)已承諾向本集團提供財務支持，以應付其到期負債及於未來十二個月維持本集團的持續經營狀況；及(2) 本集團管理層已採取積極措施，透過進一步獲取債務或股本融資以改善本集團的營運資金狀況。

歷史成本一般根據交換商品及服務所付代價的公允值釐定。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Basis of preparation (Continued)

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.

The principal accounting policies are set out below.

3. 重要會計政策(續)

編製基準(續)

公允值為於計量日期市場參與者間之有序交易中出售資產將收取或轉讓負債將支付之價格，無論該價格乃可直接觀察或採用另一種估值技術予以估計。於估計資產或負債之公允值時，倘市場參與者於計量日期對資產或負債進行定價時將資產或負債之特徵考慮在內，則本集團會將該等特徵考慮在內。於此等綜合財務報表中用於計量及／或披露用途之公允值乃按有關基準予以釐定，以下各項除外：在香港財務報告準則第2號範圍內之以股份支付款項交易、在香港會計準則第17號範圍內之租賃交易以及與公允值具備某些相似點但並非公允值之計量標準（比如香港會計準則第2號中之可變現淨值或香港會計準則第36號中之使用價值）。

此外，就財務報告而言，公允值計量分為第一、第二或第三級，此等級別之劃分乃根據公允值輸入數據的可觀察程度及輸入數據對公允值計量的整體重要性，現概述如下：

- 第一級輸入數據乃實體於計量日期可從相同資產或負債於活躍市場中所報價格（未調整）得出；
- 第二級輸入數據乃第一級所載報價以外，可從資產或負債直接或間接觀察輸入數據得出的輸入數據；及
- 第三級輸入數據乃資產或負債無法觀察的輸入數據。

重要會計政策載列如下。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

3. 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 and 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 returns.

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.

When the Group has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Group considers all relevant facts and circumstances in assessing whether or not the Group's voting rights in an investee are sufficient to give it power, including:

- the size of the Group's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Group, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Group has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

3. 重要會計政策(續)

綜合基準

綜合財務報表包括本公司及受本公司及其附屬公司控制之實體(包括特殊目的實體)之財務報表。當本公司存在以下情況時取得控制權：

- 擁有對被投資公司之權力；
- 面臨或擁有參與被投資公司所得可變回報之風險或權利；及
- 擁有行使其權力以影響其回報之能力。

倘有關事實或情況表明上文列出之三項控制權要素中之一項或多項存在變動，則本集團會對其是否控制被投資公司進行重新評估。

當本集團擁有被投資公司之投票權不到大部分，則於投票權足以為其提供直接單方面指導被投資公司相關活動之實際能力時，本集團擁有對被投資公司之權力。於評估本集團於被投資公司之投票權是否足以為其提供權力時，本集團會考慮所有相關事實及情況，包括：

- 本集團持有投票權之規模相對於其他選票持有人持有投票權之規模及分散性；
- 本集團、其他選票持有人或其他各方持有的潛在投票權；
- 其他合同安排產生之權利；及
- 於需要作出決定(包括之前股東大會上之投票模式)時表明本集團當前擁有或並無擁有直接指導相關活動之能力之任何額外事實及情況。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Basis of consolidation (Continued)

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, 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.

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

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Changes in the Group's ownership interests in existing subsidiaries

Changes in the Group's ownership interests in existing 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.

3. 重要會計政策(續)

綜合基準(續)

附屬公司之綜合於本集團獲得對附屬公司之控制權時開始，並於本集團失去對附屬公司之控制權時終止。具體而言，於年內收購或出售之附屬公司之收入及開支計入自本集團獲得控制權之日直至本集團不再控制附屬公司之日綜合損益及其他全面收益表。

損益及各項其他全面收益項目歸屬於本公司擁有人及非控股權益。附屬公司之全面收益總額歸屬於本公司擁有人及非控股權益，即使這將導致非控股權益出現虧絀結餘。

倘有需要，將對附屬公司之財務報表作出調整，以使其會計政策與本集團所用之會計政策一致。

與本集團成員公司間之交易有關之所有集團內資產及負債、股權、收入、開支及現金流量於綜合時悉數對銷。

本集團於現有附屬公司的擁有權變動

倘本集團於現有附屬公司擁有權之變動並無導致本集團對附屬公司失去控制權，則作為股本交易入賬。本集團的權益及非控股權益的賬面值會予以調整以反映彼等於附屬公司的有關權益變動。調整非控股權益的金額與已付或已收代價之公允值的任何差額直接於權益中確認並歸屬於本公司之擁有人。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Basis of consolidation (Continued)

Changes in the Group's ownership interests in existing subsidiaries (Continued)

When the Group loses control of a subsidiary, a gain or loss is recognised in profit or loss and 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. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRS). 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, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

Business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

3. 重要會計政策(續)

綜合基準(續)

本集團於現有附屬公司的擁有權變動(續)

當本集團失去對附屬公司之控制，收益或虧損於損益確認且按照：(i) 已收代價公允值及任何保留權益公允值總額與(ii) 資產(包括商譽)的之前賬面值及附屬公司的負債及任何非控股權益之間的差額計算。所有先前於其他全面收益確認之有關該附屬公司之款項，將按猶如本集團已直接出售該附屬公司之相關資產或負債入賬(即按適用香港財務報告準則之規定/許可條文重新分類至損益或轉撥至另一類權益)。於失去控制權當日於前附屬公司保留之任何投資之公允值將根據香港會計準則第39號，於其後入賬時被列作初步確認之公允值，或(如適用)於初步確認時於聯營公司或合營企業之投資成本。

業務合併

業務收購乃採用收購法入賬。於業務合併轉讓之代價按公允值計量，而計算方法為本集團所轉讓之資產、本集團對被收購方原擁有人產生之負債及本集團於交換被收購方之控制權所發行之股權於收購日期之公允值之總和。與收購有關之成本一般於產生時在損益中確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Business combinations (Continued)

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that:

- deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 *Income Taxes* and HKAS 19 *Employee Benefits* respectively;
- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with HKFRS 2 *Share-based Payment* at the acquisition date; and
- assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 *Non-current Assets Held for Sale and Discontinued Operations* are measured in accordance with that standard.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after assessment, the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

3. 重要會計政策(續)

業務合併(續)

於收購日期，所收購可識別資產及所承擔負債按其公允值確認，惟下列項目除外：

- 遞延稅項資產或負債及與僱員福利安排有關之資產或負債分別根據香港會計準則第12號*所得稅*及香港會計準則第19號*員工福利*確認及計量；
- 與被收購方以股份支付款項安排或本集團之以股份支付款項安排替換被收購方以股份支付款項安排有關的負債或股本工具於收購日期根據香港財務報告準則第2號*以股份支付款項*計量；及
- 根據香港財務報告準則第5號*持作出售之非流動資產及已終止經營業務*劃分為持作出售之資產(或出售組合)根據該項準則計量。

商譽乃以所轉讓之代價、任何非控股權益於被收購方中所佔金額及收購方以往持有之被收購方股權公允值(如有)之總和超出所收購可識別資產及所承擔的負債於收購日期之淨值之部分計量。倘經過評估後，所收購可識別資產及所承擔負債於收購日期之淨值超出所轉讓代價、任何非控股權益於被收購方中所佔金額以及收購方以往持有之被收購方股權公允值(如有)之總和，則超出部分即時於損益內確認為議價購買收益。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Business combinations (Continued)

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at their fair value or, when applicable, on the basis specified in another HKFRS.

When the consideration transferred by the Group in a business combination includes assets or liabilities resulting from a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with the corresponding adjustments against goodwill. Measurement period adjustments are adjustments that arise from additional information obtained during the "measurement period" (which cannot exceed one year from the acquisition date) about facts and circumstances that existed as of the acquisition date.

The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured at subsequent reporting dates in accordance with HKAS 39, or HKAS 37 *Provisions, Contingent Liabilities and Contingent Assets*, as appropriate, with the corresponding gain or loss being recognised in profit or loss.

3. 重要會計政策 (續)

業務合併 (續)

屬現時擁有權權益且於清盤時讓持有人有權按比例分佔實體資產淨值之非控股權益，可初步按公允值或非控股權益應佔被收購方可識別資產淨值之已確認金額比例計量。計量基準視乎每項交易而作出選擇。其他類別之非控股權益乃按其公允值或(視情況而定)另一項香港財務報告準則規定之另一項計量基準計量。

倘本集團於業務合併中轉讓之代價包括或然代價安排產生之資產或負債，則或然代價按其收購日期公允值計量並視為於業務合併中所轉讓代價之一部分。具備計量期間調整資格之或然代價之公允值變動乃作追溯調整，並對商譽作出相應調整。計量期間調整乃於計量期間因取得有關於收購日期已存在事實及情況之額外資料所作出之調整。計量期間自收購日期起計不可超過一年。

不合資格作為計量期間調整之或然代價公允值變動之其後會計處理，取決於或然代價如何分類。分類為權益之或然代價並不會於其後報告日期重新計量，而其以後之結算乃於權益內列賬。分類為資產或負債之或然代價乃根據香港會計準則第39號或香港會計準則第37號撥備、或然負債及或然資產(如適用)於其後報告日期重新計量，而相應收益或虧損乃於損益中確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Business combinations (Continued)

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date (i.e. the date when the Group obtains control), and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed of.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (see above), or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed as of the acquisition date that, if known, would have affected the amounts recognised as of that date.

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 purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination.

3. 重要會計政策(續)

業務合併(續)

當業務合併以分階段達成，本集團過往於被收購方持有之股本權益乃於收購日期(即當本集團取得控制權之日)重新計量至公允值，而就此產生之收益或虧損(如有)則於損益中確認。於收購日期前因於被收購方之權益產生且以往已於其他全面收益確認之金額乃重新分類至損益(如出售該權益時有關處理屬適當)。

倘業務合併之初步會計處理於合併產生之報告期末仍未完成，則本集團會就仍未完成會計處理之項目呈報暫定金額。該等暫定金額於計量期間(見上文)內作出調整，或確認額外資產或負債，以反映獲得有關於收購日期已存在事實及情況之新資料，而倘知悉該等資料，將會影響於當日確認之金額。

商譽

收購業務產生之商譽按業務收購日期之成本減累計減值虧損(如有)列賬。

就減值測試目的而言，商譽會分配至預期將自合併協同效益獲益之本集團各現金產生單位(或現金產生單位組別)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Goodwill (Continued)

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. 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 profit or loss on disposal.

The Group's policy for goodwill arising on the acquisition of a joint venture is described below.

Investment in a joint venture

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

3. 重要會計政策 (續)

商譽 (續)

獲分配商譽之現金產生單位將每年或更頻密，於有跡象顯示單位可能出現減值時進行測試。倘現金產生單位之可收回金額少於其賬面值，則分配減值虧損，首先調低分配至該單位之任何商譽賬面值，然後根據單位內各資產之賬面值按比例分配至單位其他資產。任何商譽減值虧損均直接於損益內確認。就商譽確認之減值虧損不會於其後期間撥回。

於出售相關現金產生單位時，釐定出售的盈虧須計及應佔商譽金額。

本集團有關收購合營企業產生的商譽的政策載於下文。

於合營企業之投資

合營企業指一項聯合安排，對安排擁有共同控制權之訂約方據此對聯合安排之資產淨值擁有權利。共同控制是指按照合約約定對某項安排所共有的控制，共同控制僅在當相關活動要求共同享有控制權之各方作出一致同意之決定時存在。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investment in a joint venture (Continued)

The results and assets and liabilities of joint ventures are incorporated in these consolidated financial statements using the equity method of accounting, except when the investment, or a portion thereof, is classified as held for sale, in which case it is accounted for in accordance with HKFRS 5. Under the equity method, an investment in a joint venture is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the joint venture. When the Group's share of losses of a joint venture exceeds the Group's interest in that joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the joint venture), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the joint venture.

An investment in a joint venture is accounted for using the equity method from the date on which the investee becomes a joint venture. On acquisition of the investment in a joint venture, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

3. 重要會計政策(續)

於合營企業之投資(續)

合營企業之業績及資產與負債以權益法計入綜合財務報表，除非有關投資或其中一部分分類為持作出售，於此情況下，則按香港財務報告準則第5號入賬。根據權益法，於合營企業之投資初步按成本於綜合財務狀況表確認，並於其後就確認本集團應佔該合營企業之損益及其他全面收益而作出調整。當本集團應佔合營企業之虧損超出本集團於該合營企業之權益時(包括實質上成為本集團於該合營企業投資淨額一部分之任何長期權益)，本集團終止確認其所佔進一步虧損。僅於本集團已產生法律或推定責任，或已代表該合營企業支付款項之情況下，方會進一步確認虧損。

於被投資方成為一家合營企業當日，於合營企業的投資採用權益法入賬。於收購一間合營企業之投資時，投資成本超過本集團分佔該被投資方可識別資產及負債公允淨值之任何部分乃確認為商譽，並計入投資之賬面值。倘本集團所佔可識別資產及負債於重新評估後之公允淨值高於投資成本，則會即時於取得投資的期間在損益確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investment in a joint venture (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 a joint venture. 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 costs to sell) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

The Group discontinues the use of the equity method from the date when the investment ceases to be a joint venture, or when the investment (or a portion thereof) is classified as held for sale. When the Group retains an interest in the former joint venture and the retained interest is a financial asset, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition in accordance with HKAS 39. The difference between the carrying amount of the joint venture at the date the equity method was discontinued, and the fair value of any retained interest and any proceeds from disposing of a part interest in the joint venture is included in the determination of the gain or loss on disposal of the joint venture. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that joint venture on the same basis as would be required if that joint venture had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that joint venture would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) when the equity method is discontinued.

3. 重要會計政策 (續)

於合營企業之投資 (續)

香港會計準則第39號之規定適用於釐定是否需要就本集團於合營企業之投資確認任何減值虧損。倘需要，投資之全部賬面值（包括商譽）透過比較其可收回金額（使用價值及公允值減銷售成本的較高者）與其賬面值，根據香港會計準則第36號資產減值，作為單一資產進行減值測試。已確認的任何減值虧損均構成投資賬面值之一部分。倘可收回投資金額其後增加，則該減值虧損回撥根據香港會計準則第36號予以確認。

於投資不再作為合營企業或投資（或投資之一部分）歸類為持作出售之日，本集團終止使用權益法。當本集團保留於前合營企業之權益，且保留權益為金融資產時，則本集團按當日之公允值計量保留權益，而公允值則被視為根據香港會計準則第39號初步確認時之公允值。合營企業於終止使用權益法當日之賬面值與任何保留權益之公允值及出售合營企業部分權益所得任何所得款項之間的差額，乃計入出售合營企業之損益的釐定。此外，本集團按與該合營企業直接出售相關資產或負債相同之基準入賬有關該合營企業之前於其他全面收益確認的所有金額。因此，倘合營企業之前於其他全面收益確認的損益獲重新分類至出售相關資產或負債之損益，則本集團將於終止使用權益法時將權益損益重新分類至損益（作為重新分調整）。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investment in a joint venture (Continued)

The Group continues to use the equity method when an investment in an associate becomes an investment in a joint venture or an investment in a joint venture becomes an investment in an associate. There is no remeasurement to fair value upon such changes in ownership interests.

When the Group reduces its ownership investment in a joint venture but the Group continues to use the equity method, the Group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be reclassified to profit or loss on the disposal of the related assets or liabilities.

When a group entity transacts with a joint venture of the Group (such as a sale or contribution of assets), profits and losses resulting from the transactions with the joint venture are recognised in the Group's consolidated financial statements only to the extent of interests in the joint venture that are not related to the Group.

Revenue recognition

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

Income derived from the production and distribution of films, when the production is completed and the film is released, the film has been distributed to the cinema circuit and the amount can be measured reliably, which is generally when the cinema circuit confirms to the Group its share of box receipts.

Revenue from hotel room income is recognised when services are provided.

3. 重要會計政策(續)

於合營企業之投資(續)

當於聯營公司之投資成為於合營企業之投資時或當於合營企業之投資成為於聯營公司之投資時，本集團繼續使用權益法。於發生該等所有權權益變動時，公允值不會重新計量。

倘本集團減少其於合營企業的擁有權投資但本集團繼續使用權益法，則本集團於出售有關資產或負債時會將該收益或虧損重新分類至損益的情況下，會將先前就該等擁有權權益減少而在其他全面收益確認的損益按比例重新分類至損益。

當集團實體與本集團合營企業交易(例如銷售或注入資產)時，與合營企業交易而產生之收益及虧損將於本集團之綜合財務報表中確認，惟僅以與本集團無關之合營企業之權益為限。

收入確認

倘經濟利益將很可能流入本集團，且收入及成本(如適用)能可靠地計量，則按下列基準確認收入：

電影製作及發行產生的收入於完成製作及電影發行至電影院線且金額能可靠計量時(一般為電影院線向本集團確認分佔票房收益之時)確認。

酒店房間收入產生的收入於提供服務時確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue recognition (Continued)

Income derived from the licensing of the distribution and broadcasting rights over films, when the Group's entitlement to such payments has been established which, subject to the terms of the relevant agreements, is usually upon delivery of the film negatives to the customers.

Management fee income, food and beverage and ancillary services are recognised when the agreed services are rendered.

Entrance fee income is recognised when the tickets are accepted and surrendered by the customer.

Sale of goods is recognised when the significant risk and rewards of ownership of the goods have been transferred to the buyers.

Rental income under operating leases is recognised over the lease term. Contingent rentals are recognised on the accounting period when they are incurred.

Interest income is recognised on time-proportion basis using effective interest method.

Dividend income from investments is recognised when the right to receive payment is established.

3. 重要會計政策 (續)

收入確認 (續)

特許電影發行及放映權所產生的收入於本集團享有該等款項的權利確立時(須視乎相關協議條款而定，一般為向客戶交付電影底片之時)確認。

管理費收入、餐飲及附設服務於提供協定的服務時確認。

門券收入按顧客同意及交回門票時確認。

貨品銷售於貨品擁有權的主要風險及回報轉予買家時確認。

經營租賃的租金收入在租賃期內確認。或有租金在賺取的會計期間確認。

利息收入以實際利率法按時間比例基準確認。

投資所得股息收入於收取款項的權利確立時確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leasing

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

The Group as lessee

Operating lease payments are recognised as an expense on a straight-line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed. Contingent rentals arising under operating leases are recognised as an expense in the period in which they are incurred.

In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. The aggregate benefit of incentives is recognised as a reduction of rental expense on a straight-line basis, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

The Group as the lessor

A lease is an agreement whereby the lessor conveys to the lessee in return for a payment, or series of payments, the right to use an asset for an agreed period of time.

When assets are leased out under an operating lease, the asset is included in the consolidated balance sheet based on the nature of the asset.

Lease income on operating leases is recognised over the term of the lease on a straight-line basis.

3. 重要會計政策(續)

租賃

凡租約之條款將擁有權之絕大部分風險及回報轉由承租人承擔者，即歸類為財務租約。所有其他租約均列為經營租約。

本集團作為承租人

經營租約費用於租約期間按直線法確認為支出，惟另有系統基準更能代表使用租賃資產所產生經濟利益之時間模式則除外。經營租約下之或然租金在產生當期確認為開支。

倘訂立經營租約時收取租賃優惠，則有關優惠確認為負債。優惠總利益以直線法確認為租金開支減少，惟另有系統基準更能代表使用租賃資產所產生經濟利益之時間模式則除外。

本集團作為出租人

租約為一份協議，據此出租人向承租人轉讓於協定期間內使用資產之權利，以交換一筆款項或一連串款項。

資產根據經營租約租出時，資產按資產性質計入綜合資產負債表。

經營租約之租金收入按租期以直線法確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences on monetary items are recognised in profit or loss in the period in which they arise except for:

- exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings;
- exchange differences on transactions entered into in order to hedge certain foreign currency risks; and
- exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to profit or loss on repayment of the monetary items.

3. 重要會計政策(續)

外幣

在編製各個別集團實體的財務報表時，以該實體之功能貨幣以外之貨幣(外幣)計價之交易按交易日期之現行匯率確認。在報告期末，以外幣計值之貨幣項目均按該日之現行匯率重新換算。按公允值計量以外幣計值之非貨幣項目，乃按於公允值釐定當日之現行匯率重新換算。按歷史成本計量以外幣計值之非貨幣項目毋須重新換算。

貨幣項目產生的匯兌差額均於產生期間在損益內確認，惟以下各項除外：

- 與作未來生產用途之在建資產有關之外幣借貸之匯兌差額，該等匯兌差額於被視為該等外幣借貸利息成本之調整時計入該等資產之成本；
- 為對沖若干外幣風險而訂立之交易之匯兌差額；及
- 應收或應付海外業務而結算並無計劃亦不可能發生(因此構成海外業務投資淨額之一部分)之貨幣項目之匯兌差額，該等匯兌差額初步於其他全面收益內確認，並於償還貨幣項目時自權益重新分類至損益。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Foreign currencies (Continued)

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. HK\$) using exchange rates prevailing at the end of each reporting period. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of exchange reserve (attributed to non-controlling interests as appropriate).

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, a disposal involving loss of control over a subsidiary that includes a foreign operation, or a disposal involving loss of joint control over a joint venture that includes a foreign operation, or a disposal involving loss of significant influence over an associate that includes a foreign operation), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

In addition, in relation to a partial disposal of a subsidiary that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences is re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (i.e. partial disposals of associates or jointly controlled entities that do not result in the Group losing significant influence or joint control), the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

3. 重要會計政策(續)

外幣(續)

就綜合財務報告呈報方式而言，本集團海外業務之資產及負債按各報告期末之現行匯率折算為本集團之呈報貨幣(即港元)。收入及開支項目則按期間之平均匯率折算，除非該期間內匯率出現大幅波動，在該情況下，則採用交易日期之現行匯率折算。所產生之匯兌差額(如有)於其他全面收入確認並累計於權益列入匯兌儲備(歸類為非控股權益(如適用))。

於出售海外業務(即出售本集團於該海外業務之全部權益，或涉及失去包含海外業務之附屬公司之控制權之出售，或涉及失去包含海外業務之合營企業之共同控制權之出售，或涉及失去對包含海外業務之聯營公司之重大影響之出售)時，就本公司擁有人應佔之業務於權益累計之所有匯兌差額重新分類至損益。

此外，倘出售一間附屬公司之部分並未導致本集團失去對該附屬公司之控制權，則按比例將累計外匯差額重新歸類為非控股權益，而並不於損益內確認。對於所有其他部分出售(即部分出售聯營公司或共同控制實體而並無造成本集團失去重大影響力或共同控制權)，按此比例將累計匯兌差額重新分類至損益。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Foreign currencies (Continued)

Goodwill and fair value adjustments on identifiable assets acquired arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the rate of exchange prevailing at the end of each reporting period. Exchange differences arising are recognised in other comprehensive income.

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 added to 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.

3. 重要會計政策 (續)

外幣 (續)

收購一項海外業務引致對已收購可識別資產作出之商譽及公允值調整視作海外業務之資產及負債處理，並按各報告期末之現行匯率換算。所產生之匯兌差額於其他全面收益確認。

借貸成本

與購入、建設或生產須待一段頗長時間後始能投入作擬定用途或出售之合資格資產直接產生之借貸成本，均計入該等資產的成本，直至有關資產大體上可作擬定用途或出售為止。

將就合資格資產之支出所作指定用途借款進行短期投資而賺取之投資收入，從合資格撥充資本之借貸成本中扣除。

所有其他借貸成本均於產生之期間於損益內確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Retirement benefit costs and employee benefits

Retirement benefit costs

Retirement benefits to employees are provided through defined contribution plans. The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the “MPF Scheme”) under the Mandatory Provident Fund Schemes Ordinance, for those employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees’ basic salaries or the maximum mandatory contribution as required by the MPF Scheme and are charged to the statement of comprehensive income as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group’s employer contributions vest fully with the employees when contributed into the MPF Scheme, except for the Group’s employer voluntary contributions, which are refunded to the Group when the employee leaves employment prior to the contributions vesting fully, in accordance with the rules of the MPF Scheme.

The employees of the Company’s subsidiaries which operate in the PRC, except Hong Kong, are required to participate in the employee retirement scheme operated by the relevant local government bureau in the PRC and to make contributions for their eligible employees. The contributions payable by the subsidiary are calculated based on a certain percentage of the salaries and wages of those eligible employees and are recognised as an expense during the period to which they relate.

3. 重要會計政策(續)

退休福利成本及僱員福利

退休福利成本

給予僱員的退休福利透過定額供款計劃提供。本集團已根據強制性公積金計劃條例，為合資格參與界定供款強制性公積金退休福利計劃(「強積金計劃」)的僱員設立強積金計劃。有關供款乃根據強積金計劃按僱員基本薪金的若干百分比或強制性供款上限計算，並根據強積金計劃的規則在應付該等供款時在全面收益表中扣除。強積金計劃的資產乃由獨立管理基金持有，與本集團的資產分開持有。按照強積金計劃的規則，本集團的僱主供款乃於僱主向強積金計劃作出供款時全數撥歸僱員所有，惟本集團僱主的自願供款則於僱員在供款全數歸屬前離職時退還本集團。

於中國(不包括香港)經營的本公司附屬公司的僱員必須參與由中國相關地方政府設立的僱員退休計劃，由公司為合資格僱員供款。該附屬公司應付的供款按其合資格僱員薪金及工資的若干百分比計算，並於相關期間確認為開支。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Retirement benefit costs and employee benefits (Continued)

Short-term employee benefits

Short term employee benefits are employee benefits (other than termination benefits) that are expected to be settled wholly before twelve months after the end of the annual reporting period in which the employees render the related service. Short term employee benefits are recognised in the year when the employees render the related service.

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

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

Termination benefits

Termination benefits are recognised on the earlier of when the Group can no longer withdraw the offer of those benefits and when the Group recognises restructuring costs involving the payment of termination benefits.

3. 重要會計政策 (續)

退休福利成本及僱員福利 (續)

短期僱員福利

短期僱員福利是指預計在僱員提供相關服務的年度報告期末後十二個月以前將全數結付的僱員福利(離職福利除外)。短期僱員福利於僱員提供相關服務的年度內確認。

僱員享有年假的福利於僱員應享時確認。本集團就僱員於截至報告日止提供服務而產生的年假的估計負債作出撥備。

非累計補假(如病假及產假)於支取時方予確認。

離職福利

離職福利於本集團不能取消提供該等福利時及於本集團確認涉及支付離職福利重組成本時(以較早者為準)確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Share-based employee compensation

All share-based payment arrangements granted after 7 November 2002 and had not vested on 1 January 2005 are recognised in the consolidated financial statements. The Group operates equity settled share-based compensation plans for remuneration of its employees and directors.

All employee services received in exchange for the grant of any share-based compensation are measured at their fair values. These are indirectly determined by reference to the share options awarded. Their value is appraised at the grant date and excludes the impact of any non-market vesting conditions.

All share-based compensation is ultimately recognised as an expense in full at the grant date when the share options granted vest immediately, with a corresponding increase in share options reserve. If vesting periods or other vesting conditions apply, the expense is recognised over the vesting period, based on the best available estimate of the number of share options expected to vest. Non-market vesting conditions are included in assumptions about the number of options that are expected to become exercisable. Estimates are subsequently revised, if there is any indication that the number of share options expected to vest differs from previous estimates. No adjustment to expense recognised in prior periods is made if fewer share options ultimately are exercised than originally vested.

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

3. 重要會計政策(續)

以股份為基準的僱員報酬

所有於二零零二年十一月七日後授出且未於二零零五年一月一日歸屬的以股份為基準付款安排乃於綜合財務報表確認。本集團為其僱員及董事的酬金設有以權益結算以股份為基準的報酬計劃。

就授出任何以股份為基準的報酬而獲得的所有僱員服務均按其公允值計量，並以所授出購股權的價值間接釐定。有關價值乃於授出日期評估，並排除任何非市場歸屬條件的影響。

所有以股份支付的報酬於授出日期(所授購股權於當日即時歸屬)最終全數確認為開支，並相應計入購股權儲備。倘歸屬期或其他歸屬條件適用，則根據對預期歸屬購股權數目可得的最佳估計數字，於歸屬期內確認開支。非市場歸屬條件計入預期可行使的購股權數目的假設內。如其後有任何跡象顯示預期歸屬的購股權數目與之前估計的數目不同，則會修訂有關估計。倘最終獲行使的購股權數目較原來歸屬者為少，不會調整於過往期間確認的開支。

於購股權獲行使時，先前於購股權儲備內確認的數額將撥入股份溢價。當購股權於隨後被沒收或於到期日仍未行使，則先前於購股權儲備確認的數額將撥入累計虧損。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation

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

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from “loss before tax” as reported in the consolidated statement of profit or loss and other comprehensive income because of items of income or expense that are taxable or deductible in other years and items that are never taxable or 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

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated 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. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax 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 other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

3. 重要會計政策(續)

稅項

所得稅支出為現時應付稅項與遞延稅項之總和。

本期稅項

現時應付稅項按本年度應課稅溢利計算。應課稅溢利與綜合損益及其他全面收益表所報「除稅前虧損」不同，此乃由於其不包括在其他年度應課稅的收入或可抵扣稅的支出項目，亦不包括可作免稅或不可抵扣稅之項目。本集團現時稅項負債以報告期末已頒佈或實際頒佈之稅率計算。

遞延稅項

遞延稅項為就綜合財務報表所列資產及負債之賬面值與計算應課稅溢利所用相應稅基兩者間之暫時差額予以確認。遞延稅項負債通常會就所有應課稅暫時差額予以確認。遞延稅項資產通常按可能出現可利用暫時差額抵扣稅之應課稅溢利時就所有可抵扣稅暫時差額予以確認。倘於一項交易中，因商譽或因業務合併以外原因開始確認其他資產及負債而引致之暫時差額既不影響應課稅溢利、亦不影響會計溢利，則不會確認該等資產及負債。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation (Continued)

Deferred tax (Continued)

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that 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 assets 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 realised, based on tax rates (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.

3. 重要會計政策(續)

稅項(續)

遞延稅項(續)

遞延稅項負債乃按與於附屬公司及聯營公司之投資及於合營企業之權益相關之應課稅暫時差額而確認，惟倘本集團可控制暫時差額的撥回及暫時差額有可能不會於可見將來撥回則除外。遞延稅項資產只會就因該等有關投資所產生之可扣稅暫時差額，在可能出現足夠應課稅溢利以利用暫時差額之利益，而在可見將來預期可被撥回時確認。

遞延稅項資產之賬面值乃於報告期末進行檢討，並在不再可能有足夠應課稅溢利以收回全部或部分資產價值時作調減。

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及根據於報告期末已訂定或實際訂定之稅率(及稅法)計量。

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

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation (Continued)

Deferred tax (Continued)

For the purposes of measuring deferred tax liabilities and deferred tax assets for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered entirely through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale.

Current and deferred tax for the year

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

Property, plant and equipment

Property, plant and equipment, other than construction in progress ("CIP"), hotel properties and film studio, are stated at acquisition cost less accumulated depreciation and any impairment losses. The cost of an asset comprises its purchase price and any directly attributable cost of bringing the asset to its working condition and location for its intended use.

3. 重要會計政策 (續)

稅項 (續)

遞延稅項 (續)

就按公允值模式計量之投資物業之遞延稅項負債或遞延稅項資產之計量而言，該等物業之賬面值乃假定為可透過銷售悉數收回，除非此假定被推翻則作別論。倘投資物業為可予折舊，且持有之商業模式乃旨在隨時間而非透過銷售而消耗該投資物業內之絕大部分經濟利益，則此項假定即被推翻。

年度即期及遞延稅項

即期及遞延稅項於損益中確認，惟倘即期及遞延稅項與在其他全面收入或直接在權益中確認之項目有關，則即期及遞延稅項亦分別於其他全面收益或直接於權益中確認。倘即期或遞延稅項於業務合併之初步會計處理時產生，則稅務影響乃計入業務合併之會計處理內。

物業、廠房及設備

除在建工程（「在建工程」）、酒店物業及影視城外，物業、廠房及設備按收購成本減累計折舊及任何減值虧損列賬。資產的成本包括其購買價及將其運送至今目前所在及達致現時狀況作擬定用途的任何直接所屬成本。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Property, plant and equipment (Continued)

Depreciation is provided to write off the cost of items of property, plant and equipment over their estimated useful lives and after taking into account their estimated residual value, using the straight line method, at the following rates per annum:

Leasehold land	Over the lease term
Buildings	over the shorter of the lease term or 3 $\frac{1}{3}$ %
Leasehold improvements	over the shorter of the lease term or 20%
Furniture, fixtures and office equipment	20%
Motor vehicles	20%

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

Gain or loss arising on retirement or disposal is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other costs, such as repairs and maintenance are charged as an expense during the financial period in which they are incurred.

3. 重要會計政策(續)

物業、廠房及設備(續)

物業、廠房及設備乃根據其估計可使用年期，並於考慮到該等項目的估計剩餘價值後按以下年率以直線法計提折舊，以撇銷成本：

租賃土地	租期
樓宇	租期或3 $\frac{1}{3}$ % (取較短者)
租賃物業裝修	租期或20% (取較短者)
傢俬、裝置及辦公室設備	20%
汽車	20%

資產的估計可使用年期，折舊方法估計餘值乃於各報告日檢討及調整(如適合)。

報廢或出售所產生的盈虧乃出售該項資產所得款項與其賬面值的差額，並於損益內確認。

其後成本僅於與項目有關的未來經濟利益將有可能流入本集團，而項目的成本能可靠地計量時，才計入資產的賬面值或確認為獨立資產(如適用)。維修及保養費等所有其他成本於產生的財政期間內作為開支扣除。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Property, plant and equipment (Continued)

CIP other than hotel constructions represents plant and building under construction and is stated at cost less any impairment losses, and is not depreciated. Cost comprises the direct costs of construction as well as borrowing costs capitalised during the periods of construction and installation. Capitalisation of these costs ceases and the construction in progress is transferred to the appropriate class of property, plant and equipment when substantially all the activities necessary to prepare the assets for their intended use are completed. CIP is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

CIP in relation to hotel constructions, hotel properties and film studio are stated at valuation less accumulated depreciation. Revaluations are performed with sufficient regularity to ensure that the carrying amount does not differ materially from that which would be determined using fair values at the end of the reporting period.

Increases in value arising on revaluation are recognised in other comprehensive income and accumulated in equity under the heading of properties revaluation reserve. Decreases in value arising on revaluation are first offset against increases on earlier valuations in respect of the same property and thereafter recognised in profit or loss. Any subsequent increases are recognised in profit or loss up to the amount previously charged and thereafter to the properties revaluation reserve.

Upon disposal, the relevant portion of the revaluation reserve realised in respect of previous valuations is released from the properties revaluation reserve to retained earnings.

3. 重要會計政策 (續)

物業、廠房及設備 (續)

在建工程(酒店工程除外)指興建中的廠房及樓宇，並按成本減任何累計虧損列賬，毋須進行折舊。成本包括直接建築成本，以及在建造和安裝期間內資本化的借款費用。當資產投入擬定用途所需的準備工作大致完成時，該等成本即終止資本化，在建工程則轉至物業、廠房及設備的適當類別。當在建工程已經竣工並可隨時投入擬定用途，則將在建工程則轉至物業、廠房及設備的適當類別。

有關酒店工程、酒店物業及影視城的在建工程按估值減累計折舊列賬。重估須有足夠的規律性，以確保賬面值不會與採用報告期末的公允值所釐定者存在重大差異。

重估增值於其他全面收入內確認，並於物業重估儲備項下的權益累計。重估減值首先以相同物業之前的估值增值抵銷，其後於損益確認。其後任何增值乃於損益確認，惟以從前所扣減的數額為限，餘額計入物業重估儲備。

於出售後，就先前估值已變現的重估儲備中相關部分由樓宇重估儲備撥入保留盈利。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investment properties

Investment properties are interests in land and buildings (including the leasehold interest under an operating lease for a property which would otherwise meet the definition of an investment properties) held to earn rental income and/or for capital appreciation, rather than for use in the production or supply of goods or services or for administrative purposes, or for sale in the ordinary course of business. Such properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at fair value, which reflects market conditions at the end of the reporting period.

Gains or losses arising from changes in the fair values of investment properties are included in profit or loss in the year in which they arise.

Any gains or losses on the retirement or disposal of investment properties are recognised in profit or loss in the year of the retirement or disposal.

Land lease prepayment

Land lease prepayments represent the premium associate with the favorable operating lease to acquire long-term interests in lessee-occupied properties. The prepayments are stated at cost and are amortised over the period of the lease on a straight-line basis as an expense.

3. 重要會計政策(續)

投資物業

投資物業指為賺取租金收入及／或資本增值（而非作為生產或提供貨品或服務或行政管理用途）或為於日常業務過程中銷售而持有的土地及樓宇權益（包括就原應符合投資物業定義的物業根據經營租賃而持有的租賃權益）。該等物業最初按成本（包括交易成本）計算。於首次確認後，投資物業按反映報告期末市況的公允值列賬。

因投資物業的公允值變動產生的收益或虧損於產生年度計入損益。

報廢或出售投資物業產生的任何收益或虧損於報廢或出售年度在損益確認。

預付土地租賃

預付土地租賃指與條件優厚的經營租約相關的溢價，以於承租人佔用的物業上獲取長遠利益。有關預付款按成本列賬及以直線基準於租賃年期作為開支攤銷。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of non-financial assets

The following assets are subject to impairment testing:

- Goodwill arising on acquisition of subsidiaries;
- Film products and film production in progress;
- Land lease prepayments;
- Property, plant and equipment; and
- Interests in subsidiaries and investment in a joint venture

Goodwill is tested for impairment at least annually, irrespective of whether there is any indication that they are impaired. All other assets are tested for impairment whenever there are indications that the asset's carrying amount may not be recoverable.

An impairment loss is recognised as an expense immediately for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of fair value, reflecting market conditions less costs to sell, and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessment of time value of money and the risk specific to the asset.

For the purposes of assessing impairment, where an asset does not generate cash inflows largely independent from those from other assets, the recoverable amount is determined for the smallest group of assets that generate cash inflows independently (i.e. a cash-generating unit). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level. Goodwill in particular is allocated to those cash-generating units that are expected to benefit from synergies of the related business combination and represent the lowest level within the Group at which the goodwill is monitored for internal management purpose.

3. 重要會計政策(續)

非金融資產減值

下列資產須進行減值測試：

- 收購附屬公司產生的商譽；
- 影片及在製電影；
- 預付土地租賃；
- 物業、廠房及設備；及
- 於附屬公司的權益及於合營企業的投資

不論商譽有否出現任何減值跡象，每年至少須進行一次減值測試。所有其他資產於有跡象顯示可能不能收回資產賬面值時進行減值測試。

當資產賬面值高於其可收回金額時，有關差額即時作為開支確認減值虧損。可收回金額為公允值(反映市場狀況)減去出售成本與使用價值中的較高者。評估使用價值時，估計未來現金流量乃以反映市場目前對金錢時間價值及資產特定風險所作評估的稅前折現率折算至其現值。

就減值評估而言，倘資產未能帶來大致上獨立於其他資產的現金流入，則會就可獨立產生現金流入的最小組別資產(即現金產生單位)釐定可收回金額。因此，部分資產個別進行減值測試，部分則在現金產生單位層面進行測試。其中，商譽會分配至預期可透過相關業務合併的協同效益獲利的現金產生單位，而該等現金產生單位亦即就內部管理而言於本集團內監察商譽的最低層面。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of non-financial assets (Continued)

Impairment losses recognised for cash-generating units, to which goodwill has been allocated, are credited initially to the carrying amount of goodwill. Any remaining impairment loss is charged pro rata to the other assets in the cash generating unit, except that the carrying value of an asset will not be reduced below its individual fair value less cost to sell, or value in use, if determinable.

An impairment loss on goodwill is not reversed in subsequent periods. In respect of other assets, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the asset's recoverable amount and only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised. Impairment losses recognised in an interim period in respect of goodwill are not reversed in a subsequent period. This is the case even if no loss, or a smaller loss, would have been recognised had the impairment been assessed only at the end of the financial year to which the interim period relates.

Film products

Film products are completed films produced by the Group. Film products, less estimated residual value and accumulated amortisation, are amortised in proportion to the estimated projected revenues over their economic beneficial period subject to a maximum of 10 years. Additional amortisation/impairment loss is made if future estimated projected revenues are adversely different from the previous estimation. Estimated projected revenues are reviewed at regular intervals.

3. 重要會計政策(續)

非金融資產減值(續)

就現金產生單位(獲分配商譽者)確認的減值虧損首先計入商譽的賬面值。任何剩餘的減值虧損按比例自現金產生單位的其他資產中扣除，惟資產賬面值不可調減至低於其個別公允值減去銷售成本或使用價值(如可釐定)。

商譽的減值虧損於往後期間不會撥回。就其他資產而言，倘用以釐定資產可收回金額的估計出現有利變動，則撥回減值虧損，惟資產的賬面值不得超過倘並無確認減值虧損而原應釐定的賬面值(經扣除折舊或攤銷)。於中期確認的商譽減值虧損於往後期間不會撥回。即使在中期相關的財政年度末評估減值時原應並無確認虧損或只確認小額虧損，亦不會予以撥回。

影片

影片乃本集團完成製作的電影。影片扣除估計剩餘價值及累計攤銷後，於經濟利益期間(最長為10年)按所佔估計預測收入的比例攤銷。倘未來估計預測收入低於之前估計，則作出額外攤銷/減值虧損。估計預測收入會定期檢討。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Film production in progress

Film production in progress is stated at cost less any impairment losses. Costs include all direct costs associated with the production of films such as direct labour costs, cost of services, facilities and raw materials consumed in the creation of a film. Upon completion, these films under production are reclassified as film products. Film production in progress is accounted for on a film-by-film basis. Impairment losses are made for costs which are in excess of the expected future revenue generated by these films.

Inventories

Inventories are stated at the lower of cost and net realisable value. Costs, including an appropriate portion of fixed and variable overhead expenses, are determined by the weighted average method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

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).

3. 重要會計政策 (續)

在製電影

在製電影按成本減任何減值虧損列賬。成本包括與製作電影相關的所有直接成本，例如直接勞工成本、製作電影時所用的服務、設施及原材料的成本。於完成製作時，在製電影會重新分類為影片。在製電影以每套電影為基準入賬。倘成本超出電影預期產生的未來收益，則會計提減值虧損。

存貨

存貨按成本與可變現淨值的較低者確認。成本(包括固定及浮動間接開支之適當部分)乃按加權平均法計算。可變現淨值指存貨估計售價減所有完成估計成本及銷售所需成本。

撥備

倘本集團因過去事件引致現時的責任(法律或推定)，而本集團很可能須履行該項責任且能可靠地估計該項責任之金額時，則確認撥備。

確認為撥備之金額是於報告期末經計及有關責任之風險及不明朗因素後，對償付現有責任之所需代價之最佳估計。倘撥備使用償付現有責任之估計現金流量計量，則其賬面值為該等現金流量之現值(倘貨幣時間價值的影響屬重大)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

3. 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.

Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument.

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 profit or loss.

Financial assets

Financial assets are classified into the following specified categories: financial assets at fair value through profit or loss (“FVTPL”), held-to-maturity investments, available-for-sale (“AFS”) financial assets and loans and receivables. 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.

3. 重要會計政策(續)

撥備(續)

倘用以償還撥備之部分或全部經濟利益預期將由第三方收回，則當實質上確認將收到償款且應收金額能可靠計量時，應收款項方確認為資產。

金融工具

金融資產及金融負債乃於某集團實體成為工具合同條文的訂約方時確認。

金融資產及金融負債初步按公允值計量。收購或發行金融資產及金融負債(按公允值計入損益之金融資產及金融負債除外)直接應佔的交易成本乃於初步確認時，計入金融資產或金融負債的公允值內或自當中扣除(如適用)。收購按公允值計入損益之金融資產或金融負債直接應佔的交易成本即時於損益中確認。

金融資產

金融資產被分類為下列指定類別：按公允值計入損益之金融資產(「按公允值計入損益之金融資產」)、持有至到期之投資、可供出售(「可供出售」)金融投資及貸款及應收款項。分類視乎金融資產之性質及用途而定，並於首次確認時釐定。以常規方式購買或出售金融資產以交易日期基準確認及終止確認。以常規方式購買或出售是指要求在相關市場中之規則或慣例約定之時間內交付資產之金融資產買賣。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Effective interest method

The effective interest method is a method of calculating the amortised cost of a 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.

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.

3. 重要會計政策 (續)

金融工具 (續)

金融資產 (續)

實際利率法

實際利率法乃計算債務工具的攤銷成本及按有關期間攤分利息收入的方法。實際利率乃將估計日後現金收入(包括已付或已收構成整體實際利率一部分的所有費用及點率、交易成本及其他溢價或折讓)按債務工具的預期年期或(倘合適)較短期間準確折現至初步確認時賬面淨值之利率。

就債務工具而言，收入按實際利率基準確認(惟按公允值計入損益之金融資產除外)。

按公允值計入損益之金融資產

倘金融資產為持作買賣或指定按公允值計入損益，該等金融資產分類為按公允值計入損益之金融資產。

倘若出現下列情況，則金融資產分類為持作買賣：

- 購入之主要目的為於不久將來出售；或
- 於首次確認時，其為本集團聯管理之已識別金融工具組合之一部分，而近期實際具備短期獲利之模式；或
- 其為並非指定及實際作為對沖工具之衍生工具。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

3. 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 incorporates any dividend or interest earned on the financial asset and is included in the consolidated statement of profit or loss and other comprehensive income. Fair value is determined in the manner described in Note 6.

3. 重要會計政策(續)

金融工具(續)

金融資產(續)

按公允值計入損益之金融資產(續)

倘發生以下情況，於初步確認時可指定金融資產(惟持作買賣金融資產除外)按公允值計入損益：

- 該指定消除或大幅減低以其他方式計量或確認可能出現之不一致情況；或
- 金融資產組成金融資產或金融負債組別或兩者之一部分，其受到管理及其表現根據本集團已存檔之風險管理或投資策略以及有關組合按該基準所內部提供之資料，按公允值基準作出評估；或
- 組成含有一項或多項內含衍生工具之合約一部分，以及香港會計準則第39號*金融工具：確認及計量*准許全部合併合約(資產或負債)指定為按公允值計入損益。

按公允值計入損益之金融資產以公允值計量，重新計量所產生的任何損益於損益確認。在損益中確認的收益或虧損淨額包括金融資產賺取的任何股息或利息及計入綜合損益及其他全面收益表。公允值按附註6所述方式釐定。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Held-to-maturity investments

Held-to-maturity investments are non-derivative financial assets with fixed or determinable payments and fixed maturity dates that the Group has the positive intention and ability to hold to maturity other than:

- a) those that the entity upon initial recognition designates as at fair value through profit or loss;
- b) those that the entity designates as available for sale; and
- c) those that meet the definition of loans and receivables.

Subsequent to initial recognition, held-to-maturity investments are measured at amortised cost using the effective interest method less any impairment (see the accounting policy in respect of impairment losses on financial assets below).

AFS financial assets

AFS 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 AFS 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 AFS monetary financial assets relating to interest income calculated using the effective interest method and dividends on AFS equity investments are recognised in profit or loss.

3. 重要會計政策 (續)

金融工具 (續)

金融資產 (續)

持有至到期之投資

持有至到期之投資為擁有固定或可釐定付款及固定到期日，且本集團有明確意向及能力將該等投資持有至到期之非衍生金融資產，惟下列項目除外：

- a) 實體於初次確認時指定為按公允值計入損益的金融資產；
- b) 實體指定為可供出售的金融資產；及
- c) 符合貸款和應收款項的金融資產。

於首次確認後，持有至到期之投資以實際適用利率法計算之攤銷成本減任何減值列賬（見下文金融資產減值虧損的會計政策）。

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非歸類為(a)貸款及應收款項，(b)持有至到期之投資或(c)按公允值計入損益的金融資產的非衍生工具。

本集團分類為可供出售金融資產並於活躍市場上買賣之權益股本及債務證券於各報告期末按其公允值計量。與使用實際利率法計算之利息收入有關之可供出售貨幣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。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

AFS financial assets (Continued)

Other changes in the carrying amount of AFS financial assets are recognised in other comprehensive income and accumulated in equity. When the investment is disposed of or is determined to be impaired, the cumulative gain or loss previously accumulated in equity is reclassified to profit or loss (see the accounting policy in respect of impairment losses on financial assets below).

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

AFS 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 (see the accounting policy in respect of impairment loss on financial assets below).

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Loans and receivables (including trade receivables, deposits and other receivables and cash and bank balances) are measured at amortised cost using the effective interest method, less any impairment.

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

3. 重要會計政策(續)

金融工具(續)

金融資產(續)

可供出售金融資產(續)

可供出售金融資產賬面值之其他變動於其他綜合收入確認並於權益累計。於投資被出售或被釐定為減值時，過往於權益累計之累計收益或虧損會重新分類至損益(見下文有關金融資產減值虧損之會計政策)。

可供出售權益投資之股息在本集團收取股息之權利獲確立時，於損益中確認。

在任何活躍市場並無市場報價及無法可靠的計量公允值之可供出售股本投資及與該等無報價股本投資掛鉤及必須透過交付該等投資進行結算之衍生工具，於各報告期末按成本減任何已識別減值虧損計算(見下文有關金融資產減值虧損之會計政策)。

貸款及應收款項

貸款及應收款項為附帶固定或可釐定付款額、並無活躍市場報價的非衍生性金融資產。貸款及應收款項(包括應收貿易款項、按金及其他應收款項、現金及銀行結餘)採用實際利率法按攤銷成本減任何減值計量。

利息收入按所採納之實際利率確認，惟確認利息屬不重大之短期應收款項則除外。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of reporting period. Financial assets are considered to be impaired when 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 investment have been affected.

For AFS equity investments, a significant or prolonged decline in the fair value of the security below its cost is considered to be objective evidence of impairment.

For all other financial assets, objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- breach of contract, such as a default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

For certain categories of financial assets, such as trade receivables, assets that are assessed not to be impaired individually are, in addition, 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, as well as observable changes in national or local economic conditions that correlate with default on receivables.

3. 重要會計政策(續)

金融工具(續)

金融資產(續)

金融資產的減值

金融資產(按公允值計入損益列賬之金融資產除外)乃於報告期末評估減值跡象。倘有客觀證據證明，金融資產估計未來現金流量於初步確認金融資產後發生之一件或多件事件而受到影響，則金融資產出現減值。

就可供出售股本投資而言，該投資之公允值大幅或長期低於其成本乃被視為減值之客觀證據。

對於所有其他金融資產，減值之客觀證據可包括：

- 發行人或對手方出現重大財政困難；或
- 違約，如未能繳付或延遲償還利息或本金；或
- 借款人有可能破產或進行財務重組；或
- 因財務困難導致該金融資產之活躍市場消失。

就若干類別金融資產(例如應收貿易款項)而言，不會單獨評估作出減值的資產會另外匯集一併評估減值。應收款項組合出現減值的客觀證據包括本集團過往收款經驗、組合內超出平均信貸期的延遲付款數量有所增加及國家或地區經濟狀況出現可能導致應收款項未能償還的明顯變動。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

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 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 (see the accounting policy below).

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. When a trade receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss.

When an AFS financial asset is considered to be impaired, cumulative gains or losses previously recognised in other comprehensive income are reclassified to profit or loss in the period.

3. 重要會計政策(續)

金融工具(續)

金融資產(續)

金融資產的減值(續)

就按攤銷成本列賬之金融資產而言，已確認減值虧損金額為該資產之賬面值與估計未來現金流量以金融資產之原實際利率貼現之現值之間之差額。

就按成本列賬之金融資產而言，減值虧損之金額按該資產之賬面值與估計未來現金流量按類似金融資產現時市場回報率貼現之現值之間之差額計量。該減值虧損不會於其後之期間撥回(見下文會計政策)。

所有金融資產(不包括應收貿易款項)的減值虧損會直接於金融資產的賬面值中作出扣減，惟應收貿易款項的賬面值會透過撥備賬作出扣減。當應收貿易款項被視為不可收回時，其將於撥備賬內撇銷。之前已撇銷的款項如其後收回，將計入撥備賬內。撥備賬內的賬面值變動會於損益中確認。

當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於期間內重新分類至損益。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

3. 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 the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment 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 AFS equity investments, impairment losses previously recognised in profit or loss are not reversed through profit or loss. Any increase in fair value subsequent to an impairment loss is recognised in other comprehensive income and accumulated under equity. In respect of AFS debt investments, impairment losses are subsequently reserved 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 instruments

Classification as debt or equity

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

3. 重要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產的減值 (續)

對於按攤銷成本計量的金融資產而言，倘減值虧損金額於隨後期間有所減少，而有關減少在客觀上與確認減值後發生的事件有關，則先前已確認的減值虧損將透過損益予以撥回，惟該資產於減值被撥回當日的賬面值不得超過未確認減值時之已攤銷成本。

就可供出售股本投資而言，先前在損益中確認之減值虧損不會透過損益撥回。減值虧損出現後公允值之任何增加於其他全面收益中確認並於權益中累計。就可供出售債務投資而言，倘投資之公允值增加能與減值虧損獲確認後發生之事件存有客觀聯繫，則減值虧損其後透過損益撥回。

金融負債及股本工具

分類為債務或股本

集團實體之債務及股本工具根據合約安排內容及金融負債及股本工具釋義分類為金融負債或股本。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

Equity instruments

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

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

Financial liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is either held for trading or it is designated as at FVTPL on initial recognition.

A financial liability is classified as held for trading if:

- it has been acquired principally for the purpose of repurchasing 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.

3. 重要會計政策(續)

金融工具(續)

金融負債及股本工具(續)

股本工具

股本工具乃證明實體資產經扣減其所有負債後剩餘權益之合約。本集團所發行股本工具按已收取所得款項減直接發行成本確認。

本公司購回本身之股本工具於權益直接確認及扣除。購買、出售、發行或註銷本公司本身之股本工具概不會於損益確認收益或虧損。

按公允值計入損益之金融負債

倘金融負債於初步確認時為持作買賣或指定為按公允值計入損益，金融負債被分類為按公允值計入損益。

倘若出現下列情況，則金融負債分類為持作買賣：

- 購入之主要目的為於不久將來購回；或
- 於初步確認時，其為本集團聯合管理之已識別金融工具組合之一部分，而近期實際具備短期獲利之模式；或
- 其為並非指定及實際作為對沖工具之衍生工具。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

Financial liabilities at FVTPL (Continued)

A financial liability other than a financial liability 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 liability 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 liabilities 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 incorporates any interest paid on the financial liability and is included in the consolidated statement of profit or loss and other comprehensive income. Fair value is determined in the manner described in Note 6.

3. 重要會計政策 (續)

金融工具 (續)

金融負債及股本工具 (續)

按公允值計入損益之金融負債 (續)

倘發生以下情況，於初步確認時可指定金融負債（惟持作買賣金融負債除外）按公允值計入損益：

- 該指定消除或大幅減低以其他方式計量或確認可能出現之不一致情況；或
- 金融負債組成金融資產或金融負債組別或兩者之一部分，其受到管理及其表現根據本集團已存檔之風險管理或投資策略以及有關組合按該基準所內部提供之資料，按公允值基準作出評估；或
- 組成含有一項或多項內含衍生工具之合約一部分，以及香港會計準則第39號金融工具：確認及計量准許全部合併合約（資產或負債）指定為按公允值計入損益。

按公允值計入損益之金融資產以公允值計量，重新計量所產生的任何損益於損益確認。在損益中確認的收益或虧損淨額包括就金融負債已付的利息及計入綜合損益及其他全面收益表。公允值按附註6所述方式釐定。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

Bonds and warrants

Bonds are recognised initially at fair value, net of transaction costs incurred, and subsequently measured at amortised cost.

Warrants that are contractually transferable independently of the bonds and entitle the holder to acquire a fixed number of the Company's own equity instruments for a fixed amount of cash are equity instruments. The proceeds (net of transaction costs) allocated to the warrants are recognised in the warrant reserve in equity.

Convertible bonds contain liability and equity components

Convertible bonds that can be converted to equity share capital at the option of the holder, where the number of shares that would be issued on conversion and the value of the consideration that would be received at that time do not vary, are accounted for as compound financial instruments which contain both a liability component and an equity component.

Convertible bonds issued by the Company that contain both financial liability (together with the early redemption option which is closely related to the host liability component) and conversion option components are classified separately into respective liability and equity components on initial recognition in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. Conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is classified as an equity instrument.

3. 重要會計政策(續)

金融工具(續)

金融負債及股本工具(續)

債券及認股權證

債券初步按公允值(經扣除所產生的交易成本)確認,其後則按攤銷成本計量。

合約上可予轉讓的認股權證、獨立於債券及賦予持有人權利以固定金額的現金購入固定數量的本公司股本工具為股本工具。獲分配至認股權證的所得款項(扣除交易成本)於認股權證儲備內確認為權益。

附有負債及權益成份的可換股債券

倘於轉換時將予發行的股份數目及將予收取的代價價值當時並無改變,則可供持有人選擇轉換為股本的可換股債券作為附有負債成份及權益成份的複合財務工具列賬。

本公司發行的可換股債券包括金融負債(連同與主體負債部分密切相關的提早贖回選擇權)及兌換權部分,乃於初步確認時根據合約安排性質及金融負債和股本工具的定義各自分類為各相關負債及權益部分。將以固定金額現金或另一項金融資產交換本公司固定數目的股本工具方式結清的兌換權乃分類為股本工具。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial liabilities and equity instruments (Continued) Convertible bonds contain liability and equity components (Continued)

On initial recognition, the fair value of the liability component is determined using the prevailing market interest rate for similar non-convertible debts (with early redemption option). The difference between the gross proceeds of the issue of the convertible bonds and the fair value assigned to the liability component is allocated to the conversion option that meets the definition of an equity instrument, and is included in equity as convertible bonds equity reserve.

In subsequent periods, the liability component of the convertible bonds is carried at amortised cost using the effective interest method. The equity component, representing the option to convert the liability component into ordinary shares of the Company, will remain in convertible bonds equity reserve until the embedded option is exercised or expired.

When the option is exercised, the convertible bonds equity reserve and the carrying value of the liability component at the time of conversion, are transferred to share capital and share premium as consideration for the shares issued. Where the option remains unexercised at the expiry date, the balance stated in convertible bonds equity reserve will be released to the retained earnings/accumulated losses. No gain or loss is recognised in profit or loss upon conversion or expiration of the option.

Transaction costs that relate to the issue of the convertible bonds are allocated to the liability and equity components in proportion to the allocation of the gross proceeds. Transaction costs relating to the equity component are charged directly to equity. Transaction costs relating to the liability component are included in the carrying amount of the liability portion and amortised over the period of the convertible bonds using the effective interest method.

3. 重要會計政策 (續)

金融工具 (續)

金融負債及股本工具 (續) 附有負債及權益成份的可換股債券 (續)

於初步確認時，負債成份的公允值乃使用類似非可轉換債務（具提早贖回選擇權）的現行市場利率釐定。發行可換股債券的所得款項總額與分配至負債部份的公允值兩者的差額分配至符合股本工具定義的兌換權及計入權益（作為可換股債券權益儲備）。

於往後期間，可換股債券的負債成份按使用實際利率法計算的攤銷成本列賬。權益部分（代表可將負債部分兌換為本公司普通股的選擇權）將保留於可換股債券權益儲備，直至內含兌換權獲行使或屆滿為止。

倘選擇權獲行使，可換股債券權益儲備及負債成份的賬面值於轉換時撥入股本及股份溢價，作為已發行股份的代價。倘選擇權於到期日尚未獲行使，可換股債券權益儲備的結餘將撥往保留盈利／累計虧損。選擇權獲轉換或到期時將不會於損益中確認任何盈虧。

與發行可換股債券有關之交易成本按所得款項總額分配比例分配至負債及權益部分。與權益部分有關之交易成本直接於權益扣除。與負債部分有關之交易成本計入負債部分之賬面值，並於可換股債券期限內按實際利率法攤銷。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

Other financial liabilities

Other financial liabilities (including trade payables, other payables and accruals, bank overdrafts, loan from a related company, loans from a shareholder, finance lease obligation and borrowings) are subsequently measured at amortised cost using the effective interest method.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (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 financial liability, or, where appropriate, a shorter period to the net carrying amount on initial recognition.

Interest expense is recognised on an effective interest basis other than financial liabilities classified as at FVTPL.

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 continues to recognise the asset to the extent of its continuing involvement and recognises an associated liability. 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.

3. 重要會計政策(續)

金融工具(續)

金融負債及股本工具(續)

其他金融負債

其他金融負債(包括應付貿易款項、其他應付款項及應計費用、銀行透支、一間關聯公司的貸款、一名股東的貸款、融資租賃責任及借貸)其後以實際利率法按攤銷成本計量。

實際利率法

實際利率法乃計算金融負債的攤銷成本及按有關期間攤分利息開支的方法。實際利率乃將估計日後現金付款(包括已付或已收構成整體實際利率一部分的所有費用及點率、交易成本及其他溢價或折讓)按金融負債的預期年期或(倘合適)較短期間準確折現至初步確認時賬面淨值之利率。

利息開支乃按實際利率法而非按公允值計入損益之金融負債確認。

終止確認

僅當從資產收取現金流量之合約權利已屆滿，或倘本集團轉讓金融資產及金融資產擁有權之絕大部分風險及回報至另一實體，則終止確認金融資產。倘本集團並無轉讓或保留擁有權之絕大部分風險及回報，並繼續控制該已轉讓資產，則本集團繼續確認資產，惟以其繼續涉及之程度為限，並確認相關負債。倘本集團保留所轉讓金融資產擁有權之絕大部分風險及回報，則本集團繼續確認該項金融資產，亦確認已收取所得款項之有抵押借貸。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Derecognition (Continued)

On 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 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.

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

3. 重要會計政策 (續)

金融工具 (續)

終止確認 (續)

當金融資產全面取消確認時，資產的賬面值與已收及應收代價款項之間的差額，以及已於其他全面收益中確認並於權益中累計之累計收益或虧損，於損益中確認。

於並非全面取消確認金融資產時，本集團將金融資產之過往賬面值在其仍繼續確認部分及不再確認之部分之間，按照該兩者於轉讓日期之相對公允值作出分配。不再確認部分獲分配之賬面值，與就不再確認部分已收取之代價及已於其他全面收益確認時其獲分配之任何累計收益或虧損之總和，兩者間之差額乃於損益內確認。已於其他全面收益確認之累計收益或虧損，乃按繼續確認部分及不再確認部分之相對公允值，在該兩者間作出分配。

本集團僅於其責任已被解除、取消或屆滿時方會終止確認金融負債。終止確認的金融負債的賬面值與已付及應付代價之間的差額於損益中確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Related parties

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

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

or

- (ii) the party is an entity where any of the following conditions applies:
 - (a) the entity and the Group are members of the same group;
 - (b) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
 - (c) the entity and the Group are joint ventures of the same third party;
 - (d) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (e) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
 - (f) the entity is controlled or jointly controlled by a person identified in (i); and
 - (g) a person identified in (i)(a) 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).

3. 重要會計政策(續)

關聯方

倘一方屬下列情況，則視為與本集團有關聯：

- (i) 該方為一名人士家族之成員或近親，而該名人士
 - (a) 控制或共同控制本集團；
 - (b) 對本集團有重大影響；或
 - (c) 為本集團或本公司母公司之主要管理層成員；

或

- (ii) 該方為符合下列任何條件的實體：
 - (a) 該實體與本集團屬同一集團之成員公司；
 - (b) 一間實體為另一實體的聯營公司或合營企業(或另一實體之母公司、附屬公司或同系附屬公司的聯營公司或合營企業)；
 - (c) 實體與本集團均為同一第三方之合營企業；
 - (d) 一間實體為第三方實體之合營企業，而另一實體為該第三方實體之聯營公司；
 - (e) 實體為本集團或與本集團有關聯之實體就僱員利益設立之離職福利計劃；
 - (f) 實體受(i)所識別人士控制或受共同控制；及
 - (g) 於(i)(a)所識別人士對實體有重大影響力或屬該實體(或該實體之母公司)主要管理層成員。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Cash and cash equivalents

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

For the purpose of the consolidated statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, and assets similar in nature to cash, which are not restricted as to use. Bank overdrafts are shown in current liabilities.

Segment reporting

The Group identifies operating segments and prepares segment information based on the regular internal financial information reported to the executive directors for their decisions about resources allocation to the Group's business components and for their review of the performance of those components.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or 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.

3. 重要會計政策(續)

現金及現金等值項目

就綜合現金流量表而言，現金及現金等值項目包括手頭現金及活期存款，購入後一般在三個月內可予兌現及可隨時轉換為已知數額現金且價值變動風險較小之短期高度流動性投資（須應要求償還並構成本集團現金管理及銀行透支之組成部分）。

就綜合財務狀況表而言，現金及現金等值項目包括並無限制用途之手頭及銀行現金（包括定期存款）以及性質與現金相似之資產。銀行透支於流動負債呈列。

分部報告

本集團乃根據定期向執行董事呈報以供彼等就本集團業務成份分配資源及評估該等成份表現之內部財務資料來識別經營分部及編製分部資料。

就財務報告而言，個別重大經營分部不會合併，惟分部間有類似經濟特點及在產品及服務性質、生產過程性質、客戶種類或類別、用作分銷產品或提供服務的方法以及監管環境性質方面相類似則除外。倘並非個別重大的經營分部符合大部分此等標準，則該等經營分部可能會被合併。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in Note 3, management is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and underlying 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 estimates are revised if the revisions affect only that period, or in the period of the revisions and future periods if the revisions affect both current and future periods.

4. 主要會計判斷及不確定性估計之主要來源

在應用附註3所述之本集團會計政策過程中，管理層須對未能從其他途徑即時知悉之資產及負債賬面值作出判斷、估計及假設。該等估計及相關假設乃根據過往經驗及被認為相關之其他因素作出。實際結果或會與該等估計有所不同。

管理層會對該等估計及相關假設持續進行檢討。對會計估計進行修訂時，若修訂會計估計只影響到某一期間，則修訂會計估計會在該段期間確認；若修訂影響到現行修訂期間以及未來期間，則在現行修訂期間以及未來期間確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Key sources of estimation uncertainty

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.

Allowance for and write off of irrecoverable receivables

The Group's management determines the allowance for irrecoverable receivables on a regular basis. A considerable amount of judgement is required in assessing the ultimate realisation of the outstanding receivables. These estimates are based on the credit history of its customers and current market conditions. When the Group's management determines that there are indicators of significant financial difficulties of the debtors such as default or delinquency in payments, allowance for debtors are estimated. The management of the Group reassesses the estimations at the reporting date. When the Group's management determines the debtors are uncollectible, they are written off against the allowance account for debtors. Any amount held in the allowance account in respect of those debtors is reversed.

Depreciation of property, plant and equipment

Property, plant and equipment are depreciated on a straight-line basis over their estimated useful lives, after taking into account their estimated residual value. The Group assesses annually the residual value and the useful lives of the property, plant and equipment. If the expectation differs from the original estimate, such difference will impact the depreciation and the amortisation charge in the period in which such estimate is changed.

4. 主要會計判斷及不確定性估計之主要來源(續)

估計不確定性之主要來源

下文為於報告期間未有重大可能使下個財政年度資產及負債賬面值須作重大調整而與未來有關的主要假設及估計不確定性之其他主要來源。

不能收回的應收款項的撥備及撇銷

本集團的管理層會定期釐定不能收回的應收款項的撥備。於評估未收回的應收款項最終能否變現時須作出大量判斷。此等估計乃以客戶信貸紀錄及現時市況為基礎。倘本集團管理層認定有跡象顯示債務人遇到重大財務困難，如逾期或拖欠還款，則會估計應收賬款的撥備。本集團的管理層於報告日重新評估有關估計。倘本集團管理層認定應收賬款不能收回，則會撇銷應收賬款的撥備賬。有關該等應收賬款的撥備賬內持有的任何金額會予以撥回。

物業、廠房及設備折舊

物業、廠房及設備折舊乃經考慮其估計殘值後，使用直線法按其估計可使用年期計算。本集團每年評估物業、廠房及設備之殘值及可使用年期。倘預期與原先估計有差異，有關差異將影響估計變動期間的折舊及攤銷。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Key sources of estimation uncertainty (Continued)

Impairment of non-financial assets (other than goodwill)

The Group assesses whether there are any indicators of impairment for all non-financial assets at each reporting date. They are tested for impairment when there are indicators that the carrying amounts may not be recoverable. When value in use calculations are undertaken, management estimates the expected future cash flows from the asset or cash-generating unit and determines a suitable discount rate in order to calculate the present value of those cash flows.

Estimated impairment loss on film products and film production in progress

Management regularly reviews the recoverability of the Group's film products and film production in progress with reference to its estimated future revenue less the relevant costs, its intended future use and current market environment. Impairment for estimated irrecoverable amounts are recognised in the consolidated statement of comprehensive income when there is objective evidence that the asset is impaired. In determining whether impairment on film products and film production in progress is required, the Group takes into consideration the present value of future cash flows expected to be received.

4. 主要會計判斷及不確定性估計之主要來源(續)

估計不確定性之主要來源(續)

非金融資產的減值(商譽除外)

本集團會於各報告日評估是否有跡象顯示所有非金融資產出現減值。倘有跡象顯示該等非金融資產的賬面值可能不能收回，則會作出減值測試。管理層會於計算使用價值時估計資產或現金產生單位的預期日後現金流量，並會釐定合適的貼現率以計算該等現金流量的現值。

影片及在製電影的估計減值虧損

管理層定期檢討本集團影片及在製電影的可收回程度，當中參考根據擬定未來用途及當前市場環境估計的未來收入減相關成本。當有客觀憑證顯示資產已減值時，於綜合全面收益表確認估計不可收回金額的減值。於釐定影片及在製電影是否需要減值時，本集團會考慮預期收取的未來現金流量現值。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Key sources of estimation uncertainty (Continued)

Classification between investment properties and owner-occupied properties

The Group determines whether a property qualifies as an investment property, and has developed criteria in making that judgement. Investment property is a property held to earn rentals or for capital appreciation or both. Therefore, the Group considers whether a property generates cash flows largely independently of the other assets held by the Group. Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes. If these portions could be sold separately or leased out separately under a finance lease, the Group accounts for the portions separately. If the portions could not be sold separately, the property is an investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes. Judgement is made on an individual property basis to determine whether ancillary services are so significant that a property does not qualify as an investment property.

Amortisation of film rights

The Group is required to estimate the projected revenue of the film rights based on the shorter of the underlying license period and their useful lives in order to ascertain the amount of amortisation charges for each reporting period. The appropriateness of the amortisation estimate requires the use of judgement and estimates with reference to the prevailing and future market conditions and the expected cash flow pattern of the projected revenue. Changes in these estimates and assumptions could have a material effect on the amortisation expenses.

4. 主要會計判斷及不確定性估計之主要來源(續)

估計不確定性之主要來源(續)

投資物業與業主自用物業的區分

本集團釐定一項物業是否符合資格為投資物業，並對如何判斷訂出一套準則。投資物業為持作賺取租金或資本增值或兼具以上兩種用途的物業。因此，本集團會考慮該物業所產生的現金流量是否基本不受本集團持有的其他資產所影響。某些物業其中的一部分是用以賺取租金或作為資本增值用途而持有的，而另一部分則持有作生產或供應貨品或服務或作為行政用途。如該等部分可獨立出售或按財務租賃獨立出租，本集團會對該等部分獨立記賬。如該等部分不可以獨立出售，該物業只會在其用作生產或供應貨品或服務或作行政用途而持有的部分並不重大時，方算為投資物業。在作出判斷時會獨立考慮每項物業，以決定配套服務是否重大，以致某項物業不符合作為投資物業。

電影版權之攤銷

本集團須估計電影版權於版權期限及其可用年期內(以較短者為準)之預計收入，以確定各報告期間的攤銷費用金額。本集團會參考當時和未來市場狀況以及預計收入之預期現金流量模式對有關攤銷估計的適當性作出判斷及估計。該等估計及假設的改變可能會對攤銷支出產生重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Key sources of estimation uncertainty (Continued)

Estimation of fair value of long-term other receivables

The long-term other receivables represent consideration receivables regarding the construction management agreement with a local government company in the PRC (note 26). The Group estimates the fair value of consideration receivables by determining the fair value of the property transferred based on a qualified professional valuer appraised. The Group also projects the future cash receipt of the consideration receivables based on reliable estimates of future cash flows derived from the repayment terms in accordance with the construction management agreement. The difference between the fair value and actual receipt of the consideration implies a discount rate to reflect the Group's assessment of the uncertainty in the amount and timing of the cash flows. These estimates and projections are determined by the Group's management based on their experience and assessment on current and future market condition.

5. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from 2013.

The capital structure of the Group consists of net debt (which includes trade payables, other payables and accruals, bank overdrafts, loan from a related company, loans from a shareholder, borrowings, finance lease obligation, bonds and convertible bonds net of cash and cash equivalents) and equity attributable to owners of the Company (comprising issued share capital and reserves).

The Group is not subject to any externally imposed capital requirements.

4. 主要會計判斷及不確定性估計之主要來源(續)

估計不確定性之主要來源(續)

長期其他應收款項公允值的估計

長期其他應收款項指與中國地方政府公司(附註26)的工程管理協議所產生之應收款項。本集團根據合資格專業估值師的評估方法估算轉讓物業的公允值以估算應收代價的公允值。同樣，本集團根據可靠的未來現金流量估算，按照工程管理協議的還款期，以預計應收代價之未來現金收入。應收代價的公允值和實際代價收入之間的差異意味著一個貼現率，以反映本集團對現金流量金額和時間的不確定性之評估。這些估算和預測是由本集團管理層根據他們的經驗和對當前和未來的市場狀況之評估所作出。

5. 資本風險管理

本集團管理其資本以確保本集團旗下實體能夠持續經營，同時透過優化債務及權益平衡以盡可能提高股東回報。本集團的整體策略與二零一三年保持不變。

本集團的資本結構由淨債務(包括應付貿易款項、其他應付款項及應計費用、銀行透支、一間關聯公司的貸款、一名股東的貸款、借貸、財務租賃承擔、債券及可換股債券，減現金及現金等值項目)及本公司擁有人應佔權益(包括已發行股本及儲備)組成。

本集團並無受外部施加任何資本規定。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

5. CAPITAL RISK MANAGEMENT (Continued)

Gearing ratio

The Directors review the capital structure regularly. As part of this review, the Directors consider the cost of capital and the risks associated with each class of capital. Based on recommendations of the Directors, the Group will balance its overall capital structure through the payment of dividends, new share issues and share buybacks as well as the issue of new debt.

The gearing ratio at the end of the reporting period was as follows:

5. 資本風險管理(續)

資本負債比率

董事定期審閱資本結構。作為審閱的一部分，董事會考慮資本成本及與各類資本相關的風險。根據董事的建議，本集團會通過支付股息、新股份發行及股份回購以及發行新債務平衡其整體資本結構。

於報告期末的資本負債比率如下：

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Total debts	總債務	488,361	517,458
Total assets	總資產	1,835,642	1,572,053
Gearing ratio	資本負債比率	27%	33%

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

6. FINANCIAL INSTRUMENTS

6. 金融工具

(a) Categories of financial instruments

(a) 金融工具分類

		The Group 本集團	
		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
		Notes 附註	
Financial assets	金融資產		
Loans and receivables	貸款及應收款項		
Non-current assets	非流動資產		
Other receivables	其他應收款項	26	100,947
Current assets	流動資產		
Trade receivables	應收貿易款項	24	3,683
Deposits and other receivables	按金及其他應收款項	26	6,792
Cash and bank balances	現金及銀行結餘	27	8,007
			117,057
Financial liabilities	金融負債		
Amortised cost	攤銷成本		
Trade payables	應付貿易款項	28	45
Other payables and accruals	其他應付款項 及應計費用	29	215,490
Bank overdrafts	銀行透支	27	-
Loan from a related company	一間關聯公司的貸款	30	12,400
Loans from a shareholder	一名股東的貸款	31	-
Borrowings	借貸	33	45,000
Bonds	債券	35	74,182
Convertible bonds	可換股債券	36	367,978
Finance lease obligation	財務租賃承擔	34	17,898
			600,461

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

6. FINANCIAL INSTRUMENTS (Continued)

6. 金融工具(續)

(a) Categories of financial instruments (Continued)

(a) 金融工具分類(續)

		The Company 本公司	
		2014 二零一四年	2013 二零一三年
		HK\$'000 千港元	HK\$'000 千港元
		Notes 附註	
Financial assets	金融資產		
Loans and receivables	貸款及應收款項		
Other receivables	其他應收款項	26	224
Amounts due from subsidiaries	應收附屬公司款項	32	1,110,501
Cash and bank balances	現金及現金等值項目	27	1,341
			1,414,839
Financial liabilities	金融負債		
Amortised cost	攤銷成本		
Other payables and accruals	其他應付款項及應計費用	29	3,042
Amounts due to subsidiaries	應付附屬公司款項	32	349
Loans from a shareholder	一名股東的貸款	31	-
Borrowings	借貸	33	45,000
Bonds	債券	35	74,182
Convertible bonds	可換股債券	36	367,978
			458,723

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

6. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies

The Group is exposed to a variety of financial risks which result from its operating, investing and financing activities. The Group's major financial instruments include trade receivables, deposits and other receivables, cash and bank balances, trade payables, other payables and accrual, bank overdrafts, loan from a related company, loans from a shareholders, borrowings, finance lease obligation, bonds and convertible bonds. Details of these financial instruments are disclosed in the respective notes. The risks associated with these financial instruments and the policies applied by the Group to mitigate these risks are set out below. The directors of the Company manage and monitor these exposures to ensure appropriate measures are implemented in a timely and effective manner.

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 risks

Foreign currency risk

Currency risk refers to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. Several subsidiaries of the Group have foreign currency sales and purchases, which expose the Group to foreign currency risk. Certain trade receivables and payables of the Group are denominated in either RMB or United States Dollars ("US\$"). The Group currently does not have a foreign currency hedging policy as the directors of the Company considered that the volatility of the exchange rates between HK\$, RMB and US\$ is limited. However, the directors of the Company monitor the foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arises.

6. 金融工具(續)

(b) 財務風險管理目標與政策

本集團因經營、投資及融資活動而承受多種財務風險。本集團的主要金融工具包括應收貿易款項、按金及其他應收款項、現金及銀行結餘、應付貿易款項、其他應付款項及應計費用、銀行透支、一間關聯公司的貸款、一名股東的貸款、借貸、融資租賃責任、債券及可換股債券。該等金融工具詳情於各附註披露。下文載列與該等金融工具有關的風險及本集團所用降低該等風險的政策。本公司董事管理及監控該等風險，以確保及時且有效地採取適當措施。

本集團面臨的金融工具風險類型或管理及衡量有關風險的方式並無變動。

市場風險

外國貨幣風險

貨幣風險指金融工具的公允值或未來現金流量因匯率變動而出現波動之風險。本集團若干附屬公司擁有以外幣計值的銷售及採購，故使本集團須承擔外幣風險。本集團若干應收貿易款項及應付貿易款項乃以人民幣或美元計值。由於本公司董事認為港元、人民幣與美元之間的匯率波幅有限，故本集團現時並無外幣對沖政策。然而，本公司董事監察外匯風險，並會於有需要時考慮對沖重大外幣風險。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

6. FINANCIAL INSTRUMENTS (Continued)

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

Market risks (Continued)

Interest rate risk

Interest rate risk relates to the risk that the fair value or cash flows of a financial instrument will fluctuate because of changes in market interest rates. The interest rates and terms of repayment of the loan from a related company, loans from a shareholder and borrowings which are subject to fixed interest rates are disclosed in notes 30, 31 and 33 respectively. The Group currently does not have any interest rate hedging policy, however, the directors monitor interest rate change exposure and will consider hedging significant interest rate change exposure should the need arise.

6. 金融工具(續)

(b) 財務風險管理目標與政策(續)

市場風險(續)

利率風險

利率風險涉及金融工具的公允值或現金流量因市場利率變動而出現波動的風險。一間關聯公司的貸款、一名股東的貸款及借貸的償還利率和年期分別披露於附註30、31及33。本集團現時並無任何利率對沖政策，然而，董事監察利率變動風險，並會於有需要時考慮對沖重大利率變動風險。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

6. FINANCIAL INSTRUMENTS (Continued)

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

Market risks (Continued)

Other price risk

As the Group has no significant investments in financial instruments at fair values, the Group is not exposed to significant price risk.

Credit risk management

Credit risk refers to the risk that the counterparty to a financial instrument would fail to discharge its obligation under the terms of the financial instrument and cause a financial loss to the Group. To minimise the credit risk, management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual trade debt at each reporting date to ensure that adequate impairment losses are made for irrecoverable amounts.

Majority of the Group's bank balances are deposited with banks in Hong Kong and the Group has limited the exposure to any single financial institution. The credit risk on liquid funds is limited because the counterparties are banks with good credit-rating.

Credit risk is concentrated as 51% (2013: 76%) of the total trade receivables are due from the Group's largest customer within film production and distribution segment (2013: film studio, theme park segment and hotel operation). However, the management of the Group closely monitors the progress of collecting the payments from the customers and reviews the overdue balances regularly. In this regard, the directors consider that the Group's credit risk is significantly reduced.

6. 金融工具(續)

(b) 財務風險管理目標與政策(續)

市場風險(續)

其他價格風險

由於本集團並無有關按公允值列賬的金融工具的重大投資，故本集團並無面臨重大價格風險。

信貸風險管理

信貸風險指金融工具對手方未能根據金融工具條款履行彼等的責任，令本集團蒙受財務虧損的風險。為最大限度地降低信貸風險，本集團管理層已指派一組人員負責釐訂信貸限額、審批信貸及其他監控程序，以確保採取跟進措施收回逾期債項。此外，本集團會於各報告日檢討每項個別貿易款項的可收回金額，以確保就不可收回金額所作出的減值虧損已足夠。

本集團的銀行結餘大部分存放於香港的銀行，且本集團已限制倚賴任何單一財務機構的風險。因對手方均為信貸評級良好的銀行，故流動資金的信貸風險極微。

由於應收貿易款項總額有51%（二零一三年：76%）來自本集團電影製作及發行業務分部（二零一三年：影城、主題公園業務分部及酒店經營）的最大客戶，故信貸風險頗為集中。然而，本集團管理層密切監察收回客戶款項的進度，且定期檢討逾期結餘。就此而言，董事認為本集團的信貸風險已大幅降低。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

6. FINANCIAL INSTRUMENTS (Continued)

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

Credit risk management (Continued)

Collateral held as security and other credit enhancements

The Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets.

Liquidity risk management

Liquidity risk relates to the risk that the Group will not be able to meet its obligations associated with its financial liabilities. In the management of liquidity risk, the directors monitor and maintain a level of cash and cash equivalents deemed adequate to finance the Group's operations and to meet its debt obligations as they fall due. The Group finances its working capital requirements mainly by the funds obtained from the issuance of equity instruments.

At the reporting date, the maturity profile of the Group's and the Company's financial liabilities based on contractual undiscounted payments and the earliest date in which the entity can be required to pay were set out below.

Liquidity tables

The following tables detail the Group's remaining contractual maturity for its non-derivative financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay.

6. 金融工具(續)

(b) 財務風險管理目標與政策(續)

信貸風險管理(續)

持作抵押的抵押物及其他信貸增強措施

本集團並無持有任何抵押物或其他信貸增強措施以保障與其金融資產相關的信貸風險。

流動資金風險管理

流動資金風險涉及本集團無力履行與其金融負債有關的責任的風險。管理流動資金風險時，董事監察及維持現金及現金等值項目於足以為本集團營運提供資金及於債務到期時履行有關責任的水平。本集團主要以發行股本工具所獲資金撥資應付其營運資金需要。

於報告日，本集團及本公司金融負債按合約未貼現付款及實體最早可被要求付款的日期劃分的到期情況載列於下文。

流動資金表

下表詳列本集團非衍生金融負債的剩餘合約年期。該等表格乃按未貼現現金流量及本集團最早可被要求付款的日期而編製。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

6. FINANCIAL INSTRUMENTS (Continued)

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

Liquidity risk management (Continued)

Liquidity tables (Continued)

The Company

		Weighted average interest rate	On demand or within 1 year	More than 1 year but less than 5 years	More than 5 years	Total undiscounted cash flows	Carrying amounts
		加權平均利率	按要求或一年內	多於一年但少於五年	多於五年	未貼現現金流量總額	賬面值
		%	HK\$	HK\$	HK\$	HK\$	HK\$
		%	港元	港元	港元	港元	港元
At 31 December 2014	於二零一四年十二月三十一日						
Non-derivative financial liabilities	非衍生金融負債						
Other payables and accruals	其他應付款項及應計費用	-	856	-	-	856	856
Amount due to subsidiaries	應付附屬公司款項	-	339	-	-	339	339
Loans from a shareholder	一名股東的貸款	9.66	48,241	-	-	48,241	44,240
Borrowings	借貸	9.25	115,686	25,232	-	140,918	126,700
Bonds	債券	16.57	84,683	-	-	84,683	79,946
Convertible bonds	可換股債券	16.51	75,614	165,984	-	241,598	206,642
			325,419	191,216	-	516,635	458,723
Financial guaranteed issued	已作出財務擔保						
Corporate guarantee	企業擔保	-	12,400	-	-	-	12,400

		Weighted average interest rate	On demand or within 1 year	More than 1 year but less than 5 years	More than 5 years	Total undiscounted cash flows	Carrying amounts
		加權平均利率	按要求或一年內	多於一年但少於五年	多於五年	未貼現現金流量總額	賬面值
		%	HK\$	HK\$	HK\$	HK\$	HK\$
		%	港元	港元	港元	港元	港元
At 31 December 2013	於二零一三年十二月三十一日						
Non-derivative financial liabilities	非衍生金融負債						
Other payables and accruals	其他應付款項及應計費用	-	3,042	-	-	3,042	3,042
Amount due to subsidiaries	應付附屬公司款項	-	349	-	-	349	349
Borrowings	借貸	9.89	48,384	-	-	48,384	45,000
Bonds	債券	16.57	5,908	84,683	-	90,591	74,182
Convertible bonds	可換股債券	16.51	21,700	495,311	-	517,011	367,978
			79,383	579,994	-	659,377	490,551
Financial guaranteed issued	已作出財務擔保						
Corporate guarantee	企業擔保	-	12,400	-	-	-	12,400

6. 金融工具 (續)

(b) 財務風險管理目標與政策 (續)

信貸風險管理 (續)

流動資金表 (續)

本公司

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

6. FINANCIAL INSTRUMENTS (Continued)

(c) Fair value measurements

The fair value of financial assets and financial liabilities are determined as follows.

- The fair values of financial assets and financial liabilities with standard terms and conditions and traded in active markets are determined with reference to quoted market bid and ask prices respectively.
- The fair values of other financial assets and liabilities (excluding described above and derivative instruments) are determined in accordance with generally accepted pricing models based on discounted cash flow analysis.

Fair value measurements recognised in the consolidated and company statements of financial position

At the end of the reporting period, the Group and the Company did not have any assets and liabilities that were measured at the above fair value measurements hierarchy.

During the years ended 31 December 2014 and 2013, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3.

6. 金融工具(續)

(c) 公允值計量

金融資產及金融負債之公允值按以下方式釐定。

- 具備標準條款及條件以及於活躍市場買賣之金融資產及金融負債之公允值乃分別參考所報市場買入價及賣出價釐定。
- 其他金融資產及金融負債(不包括上述類型及衍生工具)之公允值乃按照普遍採納之定價模式(譬如貼現現金流分析)釐定。

於綜合及公司財務狀況表內確認之公允值計量

於報告期末，本集團及本公司並無任何資產及負債按上述公允值計量等級計量。

截至二零一四年及二零一三年十二月三十一日止年度，第一級與第二級之間並無公允值計量之轉撥，亦無轉撥往或轉撥出第三級。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

7. REVENUE/TURNOVER, OTHER INCOME, OTHER LOSSES AND GAINS

Revenue, which is also the Group's turnover, derived from the Group's principal activities recognised during the year is as follows:

7. 收入／營業額、其他收入、其他虧損及收益

年內確認來自本集團主要業務的收入(亦為本集團的營業額)如下:

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Revenue/Turnover	收入／營業額		
Artiste management fee income	藝人管理費收入	1,440	1,663
Hotel room income	酒店房間收入	4,781	698
Food and beverage income	餐飲收入	1,599	-
Entrance fee income	門券收入	2,565	1,250
Films production and licensing income	電影製作及 特許收入	1,269	14,236
Rental income	租金	1,448	581
Sales of goods	貨品銷售	1,259	666
Ancillary services	附設服務	899	-
		15,260	19,094
Other income	其他收入		
Bank interest income	銀行利息收入	310	332
Waiver of interest of convertible bond	豁免可換股債券 利息	7,178	-
Others	其他	292	3,609
		7,780	3,941
Other losses and gains	其他虧損及收益		
Net (losses)/gains on early redemption of convertible bonds	提早贖回可換股債券的淨 (虧損)／收益	(27,556)	1,395

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

8. SEGMENT INFORMATION

The Group manages its businesses by business lines. In a manner consistent with the way in which information is reported internally to the Group's most senior executive management, being the chief operating decision maker ("CODM"), for the purposes of resources allocation and performance assessment, the Group is currently organised into three operating segments. No operating segments have been aggregated to form the following reportable segments.

Films production and distribution – Production and distribution of films and provision and artiste management of management services to artistes

Film studio operation – Operation of film studio

Hotel operation – Operation of hotel

Segment information about the Group's reportable segments is presented below.

8. 分部資料

本集團按業務類別管理其業務。按就資源分配及表現評估目的向本集團最高層行政管理人員(即主要經營決策者(「主要經營決策者」))進行內部資料報告的一致方式,本集團現分成三個經營分部。本集團並無將經營分部合併,以組成下列可呈報分部。

電影製作及發行以及藝人管理 – 製作及發行電影以及向藝人提供管理服務

影城經營 – 經營影城

酒店經營 – 經營酒店

有關本集團可呈報分部的分部資料呈列如下。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

8. SEGMENT INFORMATION (Continued)

Segment revenues and results

The following is an analysis of the Group's revenue/turnover and results by reportable segments:

8. 分部資料(續)

分部收入及業績

以下為按可呈報分部劃分的本集團收入／營業額及業績分析：

		Film production and distribution and artiste management 電影製作及發行以及藝人管理 HK\$'000 千港元	Film studio operation 影城經營 HK\$'000 千港元	Hotel Operation 酒店經營 HK\$'000 千港元	Inter-segment elimination 分部間抵銷 HK\$'000 千港元	Total 總金額 HK\$'000 千港元
Year ended	截至二零一四年					
31 December 2014	十二月三十一日止年度					
Revenue from external customers	來自外界客戶的收入	2,709	4,724	7,827	-	15,260
Inter-segment revenue	分部間收入	-	-	426	(426)	-
Reportable segment revenue	可呈報分部收入	<u>2,709</u>	<u>4,724</u>	<u>8,253</u>	<u>(426)</u>	<u>15,260</u>
Reportable segment loss	可呈報分部虧損	<u>(928)</u>	<u>(2,073)</u>	<u>(19,118)</u>	<u>-</u>	<u>(22,119)</u>
Other income	其他收入					101
Net losses on early redemption of convertible bonds	提早贖回可換股債券的虧損淨額					(27,556)
Unallocated corporation expenses	未分配公司開支					(21,913)
Finance costs	融資成本					(71,502)
Loss before income tax	除所得稅前虧損					<u>(142,989)</u>

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

8. SEGMENT INFORMATION (Continued)

8. 分部資料 (續)

Segment revenues and results (Continued)

分部收入及業績 (續)

		Film production and distribution and artiste management 電影製作及 發行以及 藝人管理	Film studio operation 影城經營	Hotel Operation 酒店經營	Inter- segment elimination 分部間抵銷	Total 總金額
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Year ended	截至二零一三年					
31 December 2013	十二月三十一日					
	止年度					
Revenue from external customers	來自外界客戶 的收入	15,899	2,941	254	–	19,094
Inter-segment revenue	分部間收入	–	–	490	(490)	–
Reportable segment revenue	可呈報分部收入	15,899	2,941	744	(490)	19,094
Reportable segment (loss)/profit	可呈報分部 (虧損)/溢利	(541)	20,729	(11,621)	–	8,567
Other income	其他收入					320
Gain on early redemption of convertible bonds	提早贖回可換股 債券的收益					1,395
Net gains on disposals of subsidiaries	出售附屬公司 的收益淨額					1,520
Unallocated corporation expenses	未分配公司 開支					(8,792)
Finance costs	融資成本					(20,692)
Loss before income tax	除所得稅前虧損					(17,682)

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

8. SEGMENT INFORMATION (Continued)

Segment revenues and results (Continued)

Revenue reported above represents revenue generated from external customers and inter-segment sales during both years.

Segment (loss)/profit represents the (loss)/profit incurred by each segment without allocation of central administration costs including directors' salaries, net (losses)/gains on early redemption of convertible bonds, gain on disposals of subsidiaries, other income, finance costs, income tax expense and unallocated corporate expenses. This is the measure reported to the CODM for the purposes of resource allocation and assessment of segment performance.

8. 分部資料(續)

分部收入及業績(續)

上表呈報的收入指兩個年度內來自外界客戶的收入及分部間的銷售。

分部(虧損)/溢利指各分部產生的(虧損)/溢利，當中並無分配中央行政成本(包括董事薪金、提早贖回可換股債券的(虧損)/收益淨額、出售附屬公司的收益、其他收入、融資成本、所得稅開支及未分配公司開支)。此乃為分配資源及評估分部表現而向主要經營決策者報告的計量方法。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

8. SEGMENT INFORMATION (Continued)

8. 分部資料 (續)

Segment assets and liabilities

分部資產及負債

		Film production and distribution and artiste management 電影製作及發行以及藝人管理 HK\$'000 千港元	Film studio operation 影城經營 HK\$'000 千港元	Hotel Operation 酒店經營 HK\$'000 千港元	Total 總金額 HK\$'000 千港元
At 31 December 2014	於二零一四年十二月三十一日				
Reportable segment assets	可呈報分部資產	<u>13,300</u>	<u>858,067</u>	<u>939,626</u>	<u>1,810,993</u>
Property plant and equipment	物業、廠房及設備				18,129
Cash and cash equivalents	現金及現金等值項目				3,438
Unallocated corporation assets	未分配公司資產				<u>3,082</u>
Consolidated assets	綜合資產				<u>1,835,642</u>
Reportable segment liabilities	可呈報分部負債	<u>(2,223)</u>	<u>(56,634)</u>	<u>(34,671)</u>	<u>(93,528)</u>
Loans from a shareholder	一名股東的貸款				(44,240)
Loan from a related company	一間關聯公司的貸款				(12,400)
Borrowings	借貸				(161,600)
Bonds	債券				(79,946)
Convertible Bonds	可換股債券				(206,642)
Deferred tax liabilities	遞延稅項負債				(159,756)
Provision for income tax	所得稅撥備				(2,951)
Unallocated corporate liabilities	未分配公司負債				<u>(2,105)</u>
Consolidated liabilities	綜合負債				<u>(763,168)</u>
At 31 December 2013	於二零一三年十二月三十一日				
Reportable segment assets	可呈報分部資產	<u>33,372</u>	<u>784,949</u>	<u>732,391</u>	<u>1,550,712</u>
Property plant and equipment	物業、廠房及設備				18,457
Cash and cash equivalents	現金及現金等值項目				1,557
Unallocated corporation assets	未分配公司資產				<u>1,327</u>
Consolidated assets	綜合資產				<u>1,572,053</u>
Reportable segment liabilities	可呈報分部負債	<u>(1,154)</u>	<u>(106,222)</u>	<u>(123,994)</u>	<u>(231,370)</u>
Loan from a related company	一間關聯公司的貸款				(12,400)
Borrowings	借貸				(45,000)
Bonds	債券				(74,182)
Convertible Bonds	可換股債券				(367,978)
Deferred tax liabilities	遞延稅項負債				(125,727)
Provision for income tax	所得稅撥備				(2,951)
Unallocated corporate liabilities	未分配公司負債				<u>(3,027)</u>
Consolidated liabilities	綜合負債				<u>(862,635)</u>

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

8. SEGMENT INFORMATION (Continued)

Segment assets and liabilities (Continued)

For the purposes of monitoring segment performance and allocating resources between segments:

- all assets are allocated to reportable segments other than corporate assets; and
- all liabilities are allocated to reportable segments other than corporate liabilities.

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：

- 除公司資產外，所有資產會分配至各可呈報分部；及
- 除公司負債外，所有負債會分配至各可呈報分部。

		Film production and distribution and artiste management 電影製作及 發行以及 藝人管理 HK\$'000 千港元	Film studio operation 影城經營 HK\$'000 千港元	Hotel Operation 酒店經營 HK\$'000 千港元	Total 總金額 HK\$'000 千港元
At 31 December 2014	於二零一四年十二月三十一日				
Depreciation of property, plant and equipment	物業、廠房及設備折舊	58	533	970	1,561
Amortisation of land lease prepayments	預付土地租賃攤銷	-	-	2,245	2,245
Amortisation of film products	影片攤銷	7,388	-	-	7,388
Change in fair value of investment properties	投資物業公允價值變動	-	(23,698)	-	(23,698)
Addition to non-current assets	非流動資產增加	-	31,520	100,079	131,599
		58	533	970	1,561
At 31 December 2013	於二零一三年十二月三十一日				
Depreciation of property, plant and equipment	物業、廠房及設備折舊	58	345	753	1,156
Amortisation of land lease prepayments	預付土地租賃攤銷	-	-	2,245	2,245
Amortisation of film products	影片攤銷	14,327	-	-	14,327
Change in fair value of investment properties	投資物業公允價值變動	-	(26,173)	-	(26,173)
Addition to non-current assets	非流動資產增加	-	137,620	190,197	327,817
		58	345	753	1,156

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

8. SEGMENT INFORMATION (Continued)

Geographical information

All the Group's revenue and non-current assets are principally attributable to the PRC including Hong Kong (being the place of domicile of the major companies comprising the Group).

The geographical location of customers is based on the location at which the contracts are negotiated and entered with the customers. The total revenue from external customers is mainly sourced from the PRC.

Information about major customers

During the year ended 31 December 2013, included in the revenue arising from provision of film production and distribution and artiste management are revenues of approximately HK\$14,108,000 which arose from film products distribution from the Group's largest customer. No single customers contributed 10% or more to the Group's revenue for the year ended 31 December 2014.

9. FINANCE COSTS

Finance lease charges	財務租賃費用	
Interest on bank overdrafts	銀行透支利息	
Interest on bonds	債券利息	
Interest on convertible bonds	可換股債券利息	
Interest on loans from a shareholder	一名股東貸款的利息	
Interest on loan from a related company	一間關聯公司貸款的利息	
Interest on other borrowings wholly repayable within five years	須於五年內悉數償還的其他借貸利息	
Interest on secured other borrowing wholly repayable within five years	須於五年內悉數償還的其他有抵押借貸利息	
Interest on secured bank borrowings wholly repayable within five years	須於五年內悉數償還的有抵押銀行借貸利息	
Less: amount capitalised in construction in progress	減：在建工程資本化的金額	

The weighted average capitalisation rate of borrowings was 11.31% (2013: 11.81%) per annum for the year.

8. 分部資料 (續)

地區資料

本集團所有收入及非流動資產均主要源自中國(包括香港)(即本集團旗下主要公司所處的地點)。

客戶地域資料乃基於與客戶磋商及簽訂合約的位置而定。來自外部客戶的總收入主要源自中國。

有關主要客戶的資料

截至二零一三年十二月三十一日止年度，提供電影製作及發行以及藝人管理產生的收入包括向本集團最大客戶發行影片所產生的收入約14,108,000港元。截至二零一四年十二月三十一日止年度，並無單一客戶貢獻本集團收入10%或以上。

9. 融資成本

	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
	1,984	1,978
	333	–
	11,673	6,783
	49,545	20,523
	1,710	–
	1,324	1,074
	11,218	3,013
	3,849	–
	173	–
	81,809	33,371
	(10,307)	(12,679)
	71,502	20,692

本年度的加權平均借款資本化比率為每年11.31%(二零一三年：11.81%)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

10. LOSS BEFORE INCOME TAX

10. 除所得稅前虧損

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Loss before income tax is arrived at after charging/(crediting):	除所得稅前虧損已扣除/(計入)下列各項：		
Amortisation of film products	影片攤銷	7,388	14,327
Amortisation of land lease prepayments	預付土地租賃攤銷	2,245	2,245
Auditor's remuneration	核數師酬金	463	610
Costs of inventories recognised as expenses	確認為開支的存貨成本	315	247
Depreciation of property, plant and equipment	物業、廠房及設備折舊	2,517	1,974
Minimum lease payments under operating leases in respect of rented premises	根據經營租賃租借物業的最低租賃付款	2,849	2,689
Rental receivables from investment properties less direct outgoings of approximately HK\$49,000 (2013: Nil)	投資物業應收租金減直接開支約49,000港元(二零一三年：無)	(1,399)	(581)
Employee benefit expenses (including directors' remuneration) (Note 14)	僱員福利開支 (包括董事酬金) (附註14)		
– Salaries and allowances	– 薪金及津貼	24,881	13,395
– Contributions to retirement benefits schemes	– 退休福利計劃供款	3,791	217
		28,672	13,612

11. INCOME TAX EXPENSE

11. 所得稅開支

Income tax recognised in profit or loss

於損益內確認的所得稅

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Deferred tax (Note 37):	遞延稅項(附註37)：		
– Current year	– 本年度	5,924	6,543

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

11. INCOME TAX EXPENSE (Continued)

Income tax recognised in profit or loss (Continued)

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both years. No provision for Hong Kong Profits Tax has been made as there were no assessable profits arising in or derived from Hong Kong for both years.

The People's Republic of China ("PRC") enterprises income tax at 25% has not been provided as the PRC subsidiaries incurred losses for taxation purposes for both years.

Taxation arising in other jurisdiction is calculated at the rates prevailing in the relevant jurisdiction.

The tax charge for the year can be reconciled to loss before tax per the consolidated statement of profit or loss and other comprehensive income as follows:

11. 所得稅開支(續)

於損益內確認的所得稅(續)

於兩個年度內，香港利得稅均按估計應課稅溢利以 16.5% 計算。由於兩個年度內均無在香港產生或獲得任何應課稅溢利，故並無就香港利得稅作出撥備。

由於中華人民共和國(「中國」)附屬公司於兩個年度均錄得稅務虧損，故並無就中國企業所得稅(稅率為 25%) 作出撥備。

於其他司法權區產生的稅項乃按相關司法權區的通用利率計算。

本年度稅項開支可與綜合損益及其他全面收入表的除稅前虧損對賬如下：

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Loss before tax	除稅前虧損	(142,989)	(17,682)
Tax at domestic income tax rate	按國內所得稅稅率計算的稅項	(27,370)	(1,700)
Tax effect of expenses not deductible for tax purpose	不可扣稅開支的稅務影響	17,434	6,147
Tax effect of income not taxable for tax purpose	毋須課稅收入的稅務影響	(271)	(2,948)
Tax effect of unrecognised estimated tax losses	未確認估計稅項虧損的稅務影響	16,131	5,064
Tax effect of temporary difference not recognised	未確認暫時差額的稅務影響	-	(20)
Income tax expense for the year	本年度所得稅開支	5,924	6,543

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

11. INCOME TAX EXPENSE (Continued)

Income tax recognised in other comprehensive income

Deferred tax

Arising on income recognised in other comprehensive income:

Gain on revaluation of properties held for own use

Total income tax recognised in other comprehensive income

遞延稅項

產生自於其他全面

收入確認的收入：
重估持作自用物業的收益

於其他全面收入確認
的所得稅總額

11. 所得稅開支(續)

於其他全面收入確認的所得稅

	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
	28,105	84,853
	28,105	84,853

12. LOSS FOR THE YEAR ATTRIBUTABLE TO THE OWNERS OF THE COMPANY

The consolidated loss attributable to the owners of the Company for the year of approximately HK\$148,913,000 (2013: approximately HK\$20,614,000) includes a loss of approximately HK\$103,868,000 (2013: approximately HK\$26,500,000) which has been dealt with in the financial statements of the Company.

13. LOSS PER SHARE

The calculation of basic loss per share is based on the loss attributable to the owners of the Company of approximately HK\$148,913,000 (2013: approximately HK\$20,614,000) and the weighted average of approximately 1,051,916,000 (2013 (restated): approximately 620,086,000) ordinary shares in issue during the year. Diluted loss per share for loss attributable to the owners of the Company for the years ended 31 December 2014 and 2013 was the same as basic loss per share because the impact of the exercise of the share options, warrants and convertible bonds is anti-dilutive.

12. 本公司擁有人應佔本年度虧損

本年度本公司擁有人應佔綜合虧損約148,913,000港元(二零一三年:約20,614,000港元),包括已於本公司財務報表處理的虧損約103,868,000港元(二零一三年:約26,500,000港元)。

13. 每股虧損

年內,每股基本虧損乃根據本公司擁有人應佔虧損約148,913,000港元(二零一三年:約20,614,000港元)及已發行的普通股的加權平均數約1,051,916,000股(二零一三年(經重列):約620,086,000股)計算。購股權、認股權證及可換股債券的行使具有反攤薄影響,因此,截至二零一四年及二零一三年十二月三十一日止年度本公司擁有人應佔虧損的每股攤薄虧損與每股基本虧損相同。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

14. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS

The emoluments paid or payable to each of the ten (2013: Nine) Directors and the chief executive were as follows:

For the year ended 31 December 2014

14. 董事及高級管理人員薪酬

已付或應付十名(二零一三年：九名)董事及高級管理人員的薪酬如下：

截至二零一四年十二月三十一日止年度

		Contributions to retirement benefits schemes				Total emoluments
		Salaries and other benefits	Share-based payments	retirement benefits schemes		
		薪金及其他福利	以股份為基礎的付款	退休福利計劃供款	總酬金	
		Fees				
		袍金			總酬金	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	
		千港元	千港元	千港元	千港元	
Executive Directors:	執行董事：					
Miss Law Po Yee	羅寶兒小姐	-	685	-	17	702
Ms. Sin Ho Yee	冼灝怡小姐	-	168	-	8	176
Mr. Chow Kai Weng	周啟榮先生	-	550	-	17	567
Non-executive Directors:	非執行董事：					
Mr. Sin Kwok Lam	冼國林先生	-	1,445	-	17	1,462
Mr. Lam Kwok Hing, Wilfred (Note (i))	林國興先生(附註(i))	25	-	-	-	25
Mr. Li Sin Hung, Maxim	李錄洪先生	30	-	-	-	30
Independent non-executive Directors:	獨立非執行董事：					
Mr. Chan Tin Lup, Trevor	陳天立先生	50	-	-	-	50
Mr. Chui Chi Yun, Robert	崔志仁先生	50	-	-	-	50
Prof. Wong Lung Tak, Patrick	黃龍德教授	50	-	-	-	50
Mr. Li Kit Chee (Note (ii))	李傑之先生(附註(ii))	30	-	-	-	30
Total emoluments	總酬金	235	2,848	-	59	3,142

Notes:

(i) Mr. Lam Kwok Hing, Wilfred is resigned on 11 July 2014.

(ii) Mr. Li Kit Chee is appointed on 1 June 2014.

附註：

(i) 林國興先生於二零一四年七月十一日辭任。

(ii) 李傑之先生於二零一四年六月一日獲委任。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

14. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (Continued)

For the year ended 31 December 2013

14. 董事酬金及高級管理人員薪酬(續)

截至二零一三年十二月三十一日止年度

		Fees	Salaries and other benefits	Share-based payments	Contributions to retirement benefits schemes	Total emoluments
		袍金	薪金及其他福利	以股份為基礎的付款	退休福利計劃供款	總酬金
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Executive Directors:	執行董事：					
Miss Law Po Yee	羅寶兒小姐	–	610	–	15	625
Ms. Sin Ho Yee	洗灝怡小姐	–	137	–	7	144
Mr. Chow Kai Weng	周啟榮先生	–	445	–	15	460
Non-executive Directors:	非執行董事：					
Mr. Sin Kwok Lam	冼國林先生	–	1,485	–	15	1,500
Mr. Lam Kwok Hing, Wilfred	林國興先生	50	–	–	–	50
Mr. Li Sin Hung, Maxim	李錦洪先生	30	–	–	–	30
Independent non-executive Directors:	獨立非執行董事：					
Mr. Chan Tin Lup, Trevor	陳天立先生	50	–	–	–	50
Mr. Chui Chi Yun, Robert	崔志仁先生	50	–	–	–	50
Prof. Wong Lung Tak, Patrick	黃龍德教授	50	–	–	–	50
Total emoluments	總酬金	230	2,677	–	52	2,959

Ms. Law Po Yee is also the chief executive of the Company and her emoluments disclosed included those for services rendered by her as the chief executive. There was no arrangement under which a director waived or agreed to waive any remuneration during the years ended 31 December 2014 and 2013.

羅寶兒小姐同時兼任本公司行政總裁，所披露之酬金包括彼作為行政總裁所提供服務的酬金。截至二零一四年及二零一三年十二月三十一日止年度並無任何有關董事放棄或同意放棄任何酬金的安排。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

15. EMPLOYEES' EMOLUMENTS

Of the five individuals with the highest emoluments in the Group, three (2013: three) were Directors of the Company whose emoluments are included in the disclosures in Note 14 above. The emoluments of the remaining two (2013: two) individual were as follows:

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Salaries and other benefits	薪金及其他福利	657	1,210
Retirement benefit costs	退休福利成本	22	30

Their emoluments were within nil to HK\$1,000,000.

15. 僱員薪酬

在本集團五名最高薪酬人士中，三名(二零一三年：三名)為本公司董事，彼等的薪酬已於上文附註14中披露。其餘兩名(二零一三年：兩名)人士的薪酬如下：

	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Salaries and other benefits	657	1,210
Retirement benefit costs	22	30
	679	1,240

彼等的薪酬介乎零至1,000,000港元。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

16. PROPERTY, PLANT AND EQUIPMENT

16. 物業、廠房及設備

		Leasehold land and buildings 租賃土地及 樓宇 HK\$000 千港元	Hotel properties 酒店物業 HK\$000 千港元	Leasehold improvements 租賃物業裝修 HK\$000 千港元	Furniture, fixtures and office equipment 傢俬、裝置及 辦公室設備 HK\$000 千港元	Motor vehicles 汽車 HK\$000 千港元	Film studio 影視城 HK\$000 千港元	Construction in progress (hotel construction) 在建工程 (酒店建設) HK\$000 千港元	Total 總額 HK\$000 千港元
COST	成本								
Balance at 1 January 2013	於二零一三年 一月一日的結餘	15,237	-	1,683	3,617	2,956	-	93,248	116,741
Additions	添置	3,592	-	20	743	153	-	196,051	200,559
Acquisition of a subsidiary (note 46)	收購一間附屬公司 (附註46)	11,778	-	-	-	-	-	-	11,778
Gain on property revaluation	物業重估的收益	-	-	-	-	-	-	339,409	339,409
Effect of foreign currency exchange differences	外匯匯兌差額 的影響	282	-	8	53	45	-	457	845
Balance at 31 December 2013 and 1 January 2014	於二零一三年 十二月三十一日 及二零一四年 一月一日的結餘	30,889	-	1,711	4,413	3,154	-	629,165	669,332
Additions	添置	-	-	-	2,525	708	-	97,557	100,790
Surplus on valuation	估值盈餘	-	-	-	-	-	-	112,420	112,420
Effect of foreign currency exchange differences	外匯匯兌差額 的影響	(333)	-	3	(81)	(38)	-	(7,367)	(7,816)
Transfer from Investment properties (note 17)	轉撥自投資物業 (附註17)	-	-	-	-	-	729,517	-	729,517
Transfer to hotel construction	轉撥至酒店建設	-	831,775	-	-	-	-	(831,775)	-
Balance at 31 December 2014	於二零一四年十二月 三十一日的結餘	30,556	831,775	1,714	6,857	3,824	729,517	-	1,604,243
DEPRECIATION	折舊								
Balance at 1 January 2013	於二零一三年一月一日 的結餘	539	-	1,542	860	880	-	-	3,821
Depreciation expense	折舊開支	814	-	21	689	450	-	-	1,974
Effect of foreign currency exchange differences	外匯匯兌差額 的影響	7	-	2	(24)	13	-	-	(2)
Balance at 31 December 2013 and 1 January 2014	於二零一三年 十二月三十一日及 二零一四年 一月一日的結餘	1,360	-	1,565	1,525	1,343	-	-	5,793
Depreciation expense	折舊開支	1,011	-	22	982	502	-	-	2,517
Effect of foreign currency exchange differences	外匯匯兌差額 的影響	11	-	(6)	(44)	(9)	-	-	(48)
Balance at 31 December 2014	於二零一四年 十二月三十一日的結餘	2,382	-	1,581	2,463	1,836	-	-	8,262
CARRYING AMOUNTS	賬面值								
Balance at 31 December 2014	於二零一四年 十二月三十一日的結餘	28,174	831,775	133	4,394	1,988	729,517	-	1,595,981
Balance at 31 December 2013	於二零一三年 十二月三十一日的結餘	29,529	-	146	2,888	1,811	-	629,165	663,539

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

16. PROPERTY, PLANT AND EQUIPMENT (Continued)

The carrying amount of leasehold land and buildings shown above are situated on:

	2014 二零一四年 HK\$'000 千港元
Land in Hong Kong under medium-term leases	位於香港的中期租賃土地
Land in the PRC under medium-term leases	位於中國的中期租賃土地

On 3 October 2013, the Group decided the change its accounting policy of its construction in progress, representing the hotel constructions of the Group to be held for own use, from cost model to revaluation model, in order for better reflection of the commercial value of hotel constructions in the consolidated financial statements of the Group. The effect of the change is prospective and the Group's construction in progress was valued on 31 December 2013 by RHL Appraisal Limited ("RHL"), a qualified professional valuer who holds a recognised and relevant professional qualification and has recent experience in the location and category of property, plant and equipment being valued. The revaluation surplus (approximately HK\$339,409,000) net of applicable deferred income taxes (approximately HK\$84,853,000) was credited to properties revaluation reserve in the amount of approximately HK\$254,556,000. If the construction in progress had not been revalued, it would have been included in the consolidated financial statements at historical cost of approximately HK\$289,756,000 as at 31 December 2013.

16. 物業、廠房及設備(續)

上文所示租賃土地及樓宇賬面值的分析如下：

	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Land in Hong Kong under medium-term leases	17,102	17,629
Land in the PRC under medium-term leases	11,072	11,900
	28,174	29,529

於二零一三年十月三日，本集團決定將對在建工程(指持作自用的本集團酒店建設)的會計政策由成本模型改為重估模型，目的是於本集團綜合財務報表內更適當地反映酒店建設的商業價值。改變政策的影響乃預期性質，而本集團的在建工程已於二零一三年十二月三十一日由合資格專業估值師永利行評值顧問有限公司(「永利行」)進行估值，該估值師擁有獲認可的相關專業資格及近期對所估物業、廠房及設備的地點和類別的經驗。重估盈餘(約339,409,000港元)扣除適用的遞延所得稅(約84,853,000港元)已計入數額約為254,556,000港元的物業重估儲備。倘在建工程並無進行重估，則二零一三年十二月三十一日原應按歷史成本約289,756,000港元計入綜合財務報表。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

16. PROPERTY, PLANT AND EQUIPMENT (Continued)

During the year ended 31 December 2014, construction in progress have been completed and transferred to Hotel properties. Hotel properties were revaluated on 31 December 2014 by RHL. The revaluation surplus (approximately HK\$112,420,000) net of applicable deferred income taxes (approximately HK\$28,105,000) was credited to properties revaluation reserve in the amount of approximately HK\$84,315,000. If the hotel properties had not been revalued, it would have been included in the consolidated financial statements at historical cost of approximately HK\$387,313,000 as at 31 December 2014.

In estimating the fair value of the Group's construction in progress, the highest and best use of the construction in progress is their current use. The reconciliation of the opening and closing fair value balances is stated in the above table.

16. 物業、廠房及設備 (續)

於截至二零一四年十二月三十一日止年度，在建工程已完成並轉入酒店物業。酒店物業於二零一四年十二月三十一日由永利行重估。重估盈餘(約112,420,000港元)扣除適用的遞延所得稅(約28,105,000港元)已計入數額約為84,315,000港元的物業重估儲備。倘酒店物業並無進行重估，其將按二零一四年十二月三十一日的歷史成本約387,313,000港元計入綜合財務報表。

於估計本集團在建工程的公允值時，在建工程的最高及最佳用途為其現有用途。在建工程的年初公允值及年終結餘的對賬列於上表。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

16. PROPERTY, PLANT AND EQUIPMENT (Continued)

There has been no change to the valuation techniques during the year. The following table gives information about how the fair values of these construction in progress are determined (in particular, the valuation techniques and key inputs used), as well as the fair value hierarchy into which the fair value measurements are categorised (Level 1 to 3) based on the degree to which the key inputs to the fair value measurements is observable.

Element 元素	Fair value hierarchy 公允價值層級	Valuation techniques and key inputs 估值技術及主要輸入數據	Significant unobservable inputs 重大不可觀察輸入數據	Range/Amount 範圍/金額	Sensitivity 敏感度
Construction in progress and Hotel properties 在建工程及酒店物業	Level 3 第三級	Direct comparison method by assuming sales transactions as available in the relevant market (i.e. sales transaction price per hotel room) and taking into account the costs that will be expended to complete the constructions, with significant adjustments for differences in the location and condition of the Group's construction in progress 直接比較法，假設相關市場上有銷售交易（即每間酒店房間的銷售交易價）及考慮完成建設所需耗費的成本，並就本集團在建工程的位置及條件作出重大調整	Discounts on quality of properties 對物業質素的折讓	-10% to 10% -10%至10%	The higher the premiums or discounts, the higher or lower the fair values 溢價或折讓愈高，公允價值愈高或愈低

Certain of the Group's leasehold land and buildings which had an aggregate net book amount at 31 December 2014 of approximately HK\$17,102,000 (2013: HK\$17,629,000) were pledged to obtain banking facilities for overdrafts. At the end of the reporting period, the net carrying amount of film studio held under finance leases of the Group was approximately HK\$11,072,000 (2013: HK\$11,900,000).

16. 物業、廠房及設備(續)

年內，估值技術並無變動。下表提供有關該等在建工程的公允值如何釐定（尤其是所用估值技術及主要輸入數據）的資料，以及有關公允值計量按照公允值計量主要輸入數據的可觀察程度而分類的公允值層級（第一級至第三級）。

本集團於二零一四年十二月三十一日總賬面淨值約為17,102,000港元（二零一三年：17,629,000港元）的若干租賃土地及樓宇已予抵押，以取得透支的銀行融資額度。於報告期末，本集團根據融資租賃持有的影視城之賬面淨值約為11,072,000港元（二零一三年：11,900,000港元）。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

16. PROPERTY, PLANT AND EQUIPMENT 16. 物業、廠房及設備 (續)

(Continued)

The Company		本公司		
		Furniture, fixtures and office equipment 傢俬、裝置及 辦公室設備 HK\$'000 千港元	Motor Vehicles 汽車 HK\$'000 千港元	Total 總額 HK\$'000 千港元
COST	成本			
Balance at 1 January 2013	於二零一三年一月一日的結餘	287	200	487
Additions	添置	24	–	24
Balance at 31 December 2013 and 1 January 2014	於二零一三年十二月三十一日及二零一四年一月一日的結餘	311	200	511
Additions	添置	3	–	3
Balance at 31 December 2014	於二零一四年十二月三十一日的結餘	314	200	514
DEPRECIATION	折舊			
Balance at 1 January 2013	於二零一三年一月一日的結餘	148	200	348
Depreciation expense	折舊開支	61	–	61
Balance at 31 December 2013 and 1 January 2014	於二零一三年十二月三十一日及二零一四年一月一日的結餘	209	200	409
Depreciation expense	折舊開支	60	–	60
Balance at 31 December 2014	於二零一四年十二月三十一日的結餘	269	200	469
CARRYING AMOUNTS	賬面值			
Balance at 31 December 2014	於二零一四年十二月三十一日的結餘	45	–	45
Balance at 31 December 2013	於二零一三年十二月三十一日的結餘	102	–	102

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

17. INVESTMENT PROPERTIES

The Group

The Group's property interests held under operating leases to earn rentals are measured using the fair value model and are classified and accounted for as investment properties.

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Fair value	公允值		
At 1 January	於一月一日	676,576	513,426
Additions	增加	31,437	134,932
Change in fair value	公允值變動	23,698	26,173
Exchange realignment	匯兌調整	(2,194)	2,045
Transfer to properties, plant and equipment	轉撥至物業、廠房及設備	(729,517)	-
At 31 December	於十二月三十一日	-	676,576
Changes in unrealised gains or losses on revaluation of investment properties for the year included in profit or loss	本年度計入損益的重估投資物業未變現收益或虧損的變動	23,698	26,173

The fair value of the Group's investment properties at 31 December 2013 have been arrived at market value basis carried out by RHL, a qualified professional valuer who holds a recognised and relevant professional qualification and has recent experience in the location and category of the investment properties being valued.

During the year ended 31 December 2014, the Group transferred investment properties located in PRC with the fair value of RMB585,000,000 (equivalent to approximately HK\$729,517,000) at 23 December 2014 to property, plant and equipment (see note 16) upon opening for tourists to Film Studio.

17. 投資物業

本集團

本集團為賺取租金而根據經營租賃持有的物業權益採用公允值模型計量，並且作為投資物業分類及入賬。

本集團的投資物業於二零一三年十二月三十一日的公允值由合資格專業估值師永利行按市值基準達致，該估值師擁有獲認可的相關專業資格及近期對所估值投資物業的地點和類別的經驗。

於截至二零一四年十二月三十一日止年度，本集團於影城向遊客開放後，將於二零一四年十二月二十三日公允值為人民幣585,000,000元（相當於約729,517,000港元）位於中國的投資物業轉撥至物業、廠房及設備（見附註16）。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

17. INVESTMENT PROPERTIES (Continued)

The Group (Continued)

In estimating the fair value of the properties, the highest and best use of the properties is their current use.

There has been no change to the valuation techniques during the year ended 31 December 2013. The following table gives information about how the fair values of these investment properties are determined (in particular, the valuation techniques and key inputs used), as well as the fair value hierarchy into which the fair value measurements are categorised (Level 1 to 3) based on the degree to which the key inputs to the fair value measurements is observable.

Element 元素	Fair value hierarchy 公允價值層級	Valuation techniques and key inputs 估值技術及主要輸入數據	Significant unobservable inputs 重大不可觀察輸入數據	Range/Amount 範圍/金額	Sensitivity 敏感度
Buildings 樓宇	Level 3 第三級	Depreciated replacement costs approach (based on current cost of replacement of the improvements, less allowance for physical deterioration and all relevant forms of obsolescence and optimisation) 折舊重置成本法(基於物業裝修目前重置成本, 再按實際損耗及一切相關形式的陳舊及優化作出扣減)	Replacement costs of constructions on the land 土地上建設的重置成本	RMB199,915,000 人民幣 199,915,000元	The higher the costs of constructions, the higher the fair values 建築成本愈高, 公允價值愈高
Land 土地	Level 3 第三級	Market approach (based on the comparable accommodation value sq.ft. observed from the market) 市場法(基於從市場觀察所得的可比較房舍的每平方呎價值)	Discounts on quality of properties 對物業質素的折讓	-2% to -9% -2%至-9%	The higher the discounts, the lower the fair values 折讓愈高, 公允價值愈低

17. 投資物業(續)

本集團(續)

於估計物業的公允價值時, 有關物業的最高及最佳用途為其現有用途。

於截至二零一三年十二月三十一日止年度, 估值技術並無變動。下表提供有關該等投資物業的公允價值如何釐定(尤其是所用估值技術及主要輸入數據)的資料, 以及有關公允價值計量按照公允價值計量主要輸入數據的可觀察程度而分類的公允價值層級(第一級至第三級)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

18. LAND LEASE PREPAYMENT

The Group

The Group's land lease prepayments comprise:	本集團的預付土地租賃包括：
At 1 January	於一月一日
Amortisation during the year	年內攤銷
At 31 December	於十二月三十一日

The land lease prepayments represented the premium recognised when acquiring the land interests in the PRC by operating lease arrangement with the local authority.

18. 預付土地租賃

本集團

2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
82,507	84,752
(2,245)	(2,245)
80,262	82,507

預付土地租賃指在中國通過地方當局以經營租賃安排獲得土地權益時所確認的溢價。

19. INVESTMENTS IN SUBSIDIARIES

The Company

Unlisted shares, at cost	非上市股份，按成本值
Less: Impairment loss recognised in prior years	減：過往年度確認的減值虧損

During the year ended, the directors of the Company considered and reviewed the carrying amount of investment in subsidiaries with reference to the business operated by those subsidiaries and their net assets value. No impairment loss has been identified during the year ended 31 December 2014 and 2013.

19. 附屬公司投資

本公司

2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
26,429	26,429
(25,547)	(25,547)
882	882

於本年度內，本公司董事參考附屬公司所經營業務及其資產淨值考慮和檢討該等附屬公司的投資賬面值。於截至二零一四年及二零一三年十二月三十一日止年度，並無識別減值虧損。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

19. INVESTMENTS IN SUBSIDIARIES 19. 附屬公司投資 (續) (Continued)

Details of the Company's principal subsidiaries at 31 December 2014 are set out as follows:

本公司於二零一四年十二月三十一日的主要附屬公司詳情如下：

Name of subsidiary	Form of business structure	Place of incorporation or registration	Issued and fully paid share capital/ registered capital/paid-up capital 已發行及繳足股本/ 註冊資本/ 實繳資本	Proportion of nominal value of issued capital/ registered capital held by the Company 本公司所持已發行股本面值/註冊資本比例	Principal activities
附屬公司名稱	業務結構形式	註冊成立地點 或註冊地點			主要業務
National Arts Entertainment Limited ("NA Entertainment") 國藝娛樂有限公司(「國藝娛樂」)	Incorporated 註冊成立	Hong Kong 香港	Ordinary shares of HK\$1,500,000 普通股 1,500,000 港元	100% (indirect) (間接)	Provision of management services to artistes in Hong Kong 在香港向藝人提供管理服務
National Arts Entertainment Holdings Limited 國藝娛樂控股有限公司	Incorporated 註冊成立	British Virgin Islands 英屬維京群島	Ordinary shares of US\$192,308 普通股 192,308 美元	100% (direct) (直接)	Investment holding in Hong Kong 在香港進行投資控股
National Arts Production & Promotions Limited 國藝製作及推廣有限公司	Incorporated 註冊成立	Hong Kong 香港	Ordinary share of HK\$1 普通股 1 港元	100% (indirect) (間接)	Provision of promotional performance services in Hong Kong 在香港提供推廣演出服務
National Arts Films Production Limited ("NA Film") 國藝影視製作有限公司 (「國藝影視」)	Incorporated 註冊成立	Hong Kong 香港	Ordinary shares of HK\$1,500,000 普通股 1,500,000 港元	100% (indirect) (間接)	Production and distribution of film in Hong Kong 在香港進行電影發行
Arts Tour Limited 遊藝有限公司	Incorporated 註冊成立	Hong Kong 香港	Ordinary shares of HK\$10,000 普通股 10,000 港元	100% (direct) (直接)	Property investment in Hong Kong 在香港進行物業投資

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

19. INVESTMENTS IN SUBSIDIARIES 19. 附屬公司投資 (續) (Continued)

Name of subsidiary	Form of business structure	Place of incorporation or registration	Issued and fully paid share capital/ registered capital/paid-up capital	Proportion of nominal value of issued capital/ registered capital held by the Company	Principal activities
附屬公司名稱	業務結構形式	註冊成立地點或註冊地點	已發行及繳足股本/註冊資本/實繳資本	本公司所持已發行股本面值/註冊資本比例	主要業務
Glory Max Group Limited	Incorporated 註冊成立	British Virgin Islands 英屬維京群島	Ordinary share of US\$1 普通股 1 美元	100% (direct) (直接)	Investment holding in Hong Kong 在香港進行投資控股
Head Return Limited ("HRL") 嶺盈有限公司 (「嶺盈」)	Incorporated 註冊成立	Hong Kong 香港	Ordinary share of HK\$100 普通股 100 港元	100% (indirect) (間接)	Investment holding in Hong Kong 在香港進行投資控股
Expand Pacific Limited ("EPL") 太平洋拓展有限公司 (「太平洋拓展」)	Incorporated 註冊成立	Hong Kong 香港	Ordinary share of HK\$100 普通股 100 港元	100% (indirect) (間接)	Investment holding in Hong Kong 在香港進行投資控股
佛山市匯星酒店有限公司 Foshansi Huixing Jiudian Co., Ltd*	Wholly foreign owned enterprise ("WFOE") 外商獨資企業	PRC 中國	Paid-up capital of US\$34,085,379 實繳資本 34,085,379 美元	100% (indirect) (間接)	Hotel operation in the PRC 在中國經營酒店
佛山市匯首景區開發有限公司 Foshansi Huishou jing qu kai fa Co., Ltd*	WFOE 外商獨資企業	PRC 中國	Paid-up capital of US\$29,555,380 實繳資本 29,555,380 美元	100% (indirect) (間接)	Property development and operation of film studio and theme park in the PRC 在中國發展物業及經營影視城及主題公園

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

19. INVESTMENTS IN SUBSIDIARIES 19. 附屬公司投資(續) (Continued)

Name of subsidiary	Form of business structure	Place of incorporation or registration	Issued and fully paid share capital/registered capital/paid-up capital	Proportion of nominal value of issued capital/registered capital held by the Company	Principal activities
附屬公司名稱	業務結構形式	註冊成立地點或註冊地點	已發行及繳足股本/註冊資本/實繳資本	本公司所持已發行股本面值/註冊資本比例	主要業務
佛山市御品軒商貿有限公司 Foshanshi Yupinxuan Trading Co., Ltd*	Domestic enterprise 內資企業	PRC 中國	Registered capital of RMB100,000 註冊資本 人民幣100,000元	100% (indirect) (間接)	Retailing of souvenirs in the PRC 在中國零售紀念品
佛山市御品飲食有限公司 Foshanshi Yufu Food & Beverage Co., Ltd*	Domestic enterprise 內資企業	PRC 中國	Registered capital of RMB100,000 註冊資本 人民幣100,000元	100% (indirect) (間接)	Light refreshment restaurant in the PRC 於中國經營輕食餐廳
一譽國藝投資諮詢(深圳)有限公司 National Arts Reputation SZ consulting Co., Ltd*	WFOE 外商獨資企業	PRC 中國	Registered capital of RMB500,000 註冊資本 人民幣500,000元	100% (indirect) (間接)	Inactive 暫無業務
佛山市國藝酒店有限公司 Foshanshi National Arts Hotel Co., Ltd*	WFOE 外商獨資企業	PRC 中國	Registered capital of RMB500,000 註冊資本 人民幣500,000元	100% (indirect) (間接)	Inactive 暫無業務

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

19. INVESTMENTS IN SUBSIDIARIES 19. 附屬公司投資 (續) (Continued)

Name of subsidiary	Form of business structure	Place of incorporation or registration	Issued and fully paid share capital/ registered capital/paid-up capital	Proportion of nominal value of issued capital/ registered capital held by the Company	Principal activities
附屬公司名稱	業務結構形式	註冊成立地點或註冊地點	已發行及繳足股本/註冊資本/實繳資本	本公司所持已發行股本面值/註冊資本比例	主要業務
Rainbow Dragon Corporation Limited 龍虹有限公司	Incorporated 註冊成立	Hong Kong 香港	Ordinary shares of HK\$150 普通股 150 港元	100% (indirect) (間接)	Investment holding in Hong Kong 在香港進行投資控股
Wide Expand Limited 偉澎有限公司	Incorporated 註冊成立	Hong Kong 香港	Ordinary shares of HK\$100 普通股 100 港元	100% (indirect) (間接)	Investment holding in Hong Kong 在香港進行投資控股
Broad Sky Investment Limited 博天投資有限公司	Incorporated 註冊成立	Hong Kong 香港	Ordinary shares of HK\$20 普通股 20 港元	100% (direct) (直接)	Property investment in Hong Kong 在香港進行物業投資
National Arts Film Shooting Base Management Company Limited 國藝影視基地管理有限公司	Incorporated 註冊成立	Hong Kong 香港	Ordinary shares of HK\$10,000 普通股 10,000 港元	100% (indirect) (間接)	Inactive 暫無業務
National Arts Travel Limited 國藝旅遊有限公司	Incorporated 註冊成立	Hong Kong 香港	Ordinary shares of HK\$500,000 普通股 500,000 港元	100% (indirect) (間接)	Inactive 暫無業務
Elegant Motion Enterprise Limited 雅動企業有限公司	Incorporated 註冊成立	British Virgin Islands 英屬維京群島	Ordinary share of US\$1 普通股 1 美元	100% (direct) (直接)	Investment holding in Hong Kong 在香港進行投資控股
Flash Star Holdings Limited 耀星控股有限公司	Incorporated 註冊成立	British Virgin Islands 英屬維京群島	Ordinary share of US\$1 普通股 1 美元	100% (direct) (直接)	Investment holding in Hong Kong 在香港進行投資控股
Wealth Day Enterprise Limited 富日企業有限公司	Incorporated 註冊成立	British Virgin Islands 英屬維京群島	Ordinary share of US\$1 普通股 1 美元	100% (direct) (直接)	Investment holding in Hong Kong 在香港進行投資控股

* For identification only

Note:

None of the subsidiaries had issued any listed securities at the end of the reporting period. The Group had no subsidiaries which have materials non-controlling interests for the years ended 31 December 2014 and 2013.

* 僅供識別

附註：

於報告期末，概無附屬公司已發行任何上市證券。截至二零一四年及二零一三年十二月三十一日止年度，本集團並無附屬公司擁有重大非控股權益。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

20. GOODWILL

20. 商譽

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
COST	成本		
Balance at 1 January	於一月一日的結餘	20,456	20,456
ACCUMULATED IMPAIRMENT LOSSES	累計減值虧損		
Balance at 31 December	於十二月三十一日的結餘	(20,456)	(20,456)
CARRYING AMOUNTS	賬面值		
Balance at 31 December	於十二月三十一日的結餘	-	-

Goodwill acquired through business combination during the year ended 31 December 2009 had been allocated to film production and distribution and artiste management cash-generating unit (the "Film CGU"), which is a reportable segment, for impairment testing.

As at 31 December 2014 and 2013, the gross amount of goodwill and its full provision for impairment loss have been written off from the consolidated statement of financial position of the Group.

截至二零零九年十二月三十一日止年度內透過業務合併收購的商譽已分配至電影製作及發行以及藝人管理現金產生單位（「電影現金產生單位」，為可報告分類），以進行減值測試。

於二零一四年及二零一三年十二月三十一日，商譽總金額及其全部減值虧損撥備已於本集團的綜合財務狀況報表內撇銷。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

21. INVESTMENT IN A JOINT VENTURE

Details of the Group's investment in a joint venture are as follows:

	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Unlisted investment, at cost	11,400	9,000
Share of post-acquisition loss and other comprehensive income, net of dividends received	(2,779)	(448)
	8,621	8,552

Details of the Group's joint venture at the end of the reporting period are as follows:

Name of Entity	Form of entity	Place of incorporation	Principal place of operation	Class of shares held	Proportion of nominal value of issued capital held by the Group	Proportion of voting power held	Principal activities
實體名稱	實體形式	註冊成立地點	營運地點	所持股份類別	本集團持有的已發行股本面值比例	所持投票權比例	主要業務
珠海市國藝影院經營管理有限公司	Incorporated 註冊成立	PRC 中國	PRC 中國	Registered capital of HK\$19,000,000 註冊資本 19,000,000港元	60% (indirect) (間接)	60% (indirect) (間接)	Cinema Operation 經營電影院

* For identification only

21. 於合營企業的投資

本集團於合營企業的投資詳情如下：

	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
非上市投資，按成本值	11,400	9,000
分佔收購後虧損及其他全面收入，扣除已收股息	(2,779)	(448)
	8,621	8,552

本集團合營企業於報告期末的詳情如下：

Name of Entity	Form of entity	Place of incorporation	Principal place of operation	Class of shares held	Proportion of nominal value of issued capital held by the Group	Proportion of voting power held	Principal activities
實體名稱	實體形式	註冊成立地點	營運地點	所持股份類別	本集團持有的已發行股本面值比例	所持投票權比例	主要業務
珠海市國藝影院經營管理有限公司	Incorporated 註冊成立	PRC 中國	PRC 中國	Registered capital of HK\$19,000,000 註冊資本 19,000,000港元	60% (indirect) (間接)	60% (indirect) (間接)	Cinema Operation 經營電影院

* 僅供識別

Summarised financial information of the joint venture

Summarised financial information in respect of the Group's joint venture is set out below. The summarised financial information below represents amounts shown in the joint venture's financial statements prepared in accordance with HKFRS.

合營企業財務資料概要

有關本集團合營企業的財務資料概要載列於下文。以下財務資料概要指合營企業根據香港財務報告準則編製的財務報表所示的金額。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

21. INVESTMENT IN A JOINT VENTURE (Continued)

Summarised financial information of the joint venture (Continued)

The joint venture is accounted for using the equity method in these consolidated financial statements.

21. 於合營企業的投資 (續)

合營企業財務資料概要 (續)

合營企業於此等綜合財務報表內使用權益法入賬。

		2014 二零一四年 HK\$000 千港元	2013 二零一三年 HK\$000 千港元
Current assets	流動資產	2,697	710
Non-current assets	非流動資產	18,737	8,192
Current liabilities	流動負債	6,406	472
Non-current liabilities	非流動負債	—	—

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

21. INVESTMENT IN A JOINT VENTURE (Continued)

Summarised financial information of the joint venture (Continued)

The above amounts of assets and liabilities include the following:

21. 於合營企業的投資(續)

合營企業財務資料概要(續)

上述資產及負債金額包括以下項目：

		2014 二零一四年 HK\$000 千港元	2013 二零一三年 HK\$000 千港元
Cash and cash equivalents	現金及現金等值項目	1,933	363
Current financial liabilities (excluding trade and other payables and provisions)	流動金融負債(不包括應付貿易款項及其他應付款項以及撥備)	-	-
Non-current financial liabilities (excluding trade and other payables and provisions)	非流動金融負債(不包括應付貿易款項及其他應付款項以及撥備)	-	-
Revenue	收入	3,967	-
Loss for the year	本年度虧損	(2,331)	(448)
Other comprehensive income for the year	本年度其他全面收入	-	-
Total comprehensive income for the year	本年度全面收入總額	(2,331)	(448)
Dividends received from the joint venture during the year	本年度自合營企業收取的股息	-	-

The above loss for the year include the following:

上述本年度虧損包括以下項目：

		2014 二零一四年 HK\$000 千港元	2013 二零一三年 HK\$000 千港元
Depreciation and amortisation	折舊及攤銷	(98)	-
Interest income	利息收入	10	2
Interest expense	利息開支	-	-
Income tax expense	所得稅開支	(14)	-

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

22. FILM PRODUCTS

22. 影片

		The Group 本集團	
		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Cost:	成本：		
Balance at 1 January	於一月一日的結餘	87,349	65,634
Transfer from film production in progress (Note 23)	轉撥自在製電影(附註23)	12,543	21,715
Balance at 31 December	於十二月三十一日的結餘	99,892	87,349
Accumulated amortisation and impairment losses:	累計攤銷及減值虧損：		
Balance at 1 January	於一月一日的結餘	79,961	65,634
Provided for the year	本年度計提	7,388	14,327
Balance at 31 December	於十二月三十一日的結餘	87,349	79,961
CARRYING AMOUNTS	賬面值		
Balance at 31 December	於十二月三十一日的結餘	12,543	7,388

Amortisation charge of approximately HK\$7,388,000 (2013: approximately HK\$14,327,000) with respect to film rights has been included in cost of film production in the consolidated statement of profit or loss and other comprehensive income.

有關電影版權的攤銷支出約7,388,000港元(二零一三年：約14,327,000港元)已計入綜合損益及其他全面收入表中的電影製作成本。

23. FILM PRODUCTION IN PROGRESS

23. 在製電影

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Balance at 1 January	於一月一日的結餘	8,005	19,398
Additions	添置	4,538	10,322
Transfer to film products (note 22)	轉撥至影片(附註22)	(12,543)	(21,715)
Balance at 31 December	於十二月三十一日的結餘	-	8,005

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

24. TRADE RECEIVABLES

	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Trade receivables	765	3,683

The Group generally allows a credit period from 30 days to 90 days (2013: 30 days to 90 days) to its trade customers. The following is the ageing analysis of trade receivables, net of allowances for bad and doubtful debts, at the reporting date:

	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
0 to 60 days	558	3,228
61 to 90 days	–	73
91 to 180 days	7	382
Over 180 days	200	–
	765	3,683

At 31 December 2014, trade receivables of approximately HK\$558,000 (2013: approximately HK\$3,301,000) were neither past due nor impaired. These balances related to certain customers whom there was no recent history of default.

Included in the balances are debtors with carrying amounts of approximately HK\$207,000 (2013: approximately HK\$382,000) which were past due at the reporting date for which the Group has not provided for impairment loss. Trade receivables that are past due but not impaired relate to a number of customers and the directors are of the opinion that no provision for impairment is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable. The Group does not hold any collateral over these balances.

24. 應收貿易款項

	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Trade receivables	765	3,683

本集團向其貿易客戶提供的信貸期一般為30日至90日(二零一三年: 30日至90日)。應收貿易款項(扣除呆壞賬撥備)於報告日的賬齡分析如下:

	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
0至60日	558	3,228
61至90日	–	73
91至180日	7	382
超逾180日	200	–
	765	3,683

於二零一四年十二月三十一日, 應收貿易款項約558,000港元(二零一三年: 約3,301,000港元)並未逾期且並無減值。該等結餘乃與近期並無逾期還款紀錄的若干客戶有關。

結餘中所包括賬面值為約207,000港元(二零一三年: 約382,000港元)的應收款項於報告日已逾期, 本集團並無為該等結餘作減值虧損撥備。已逾期但並未減值的應收貿易款項涉及若干客戶, 而董事認為由於該等客戶的信貸質素並無重大變動, 該等結餘仍被認為可全數收回, 故無須就該等結餘作減值撥備。本集團並無就該等結餘持有抵押品。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

24. TRADE RECEIVABLES (Continued)

The following is the ageing of trade receivables which are past due but not impaired based on the due date:

	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
1-90 days 1日至90日	7	382
Over 90 days 超過90日	200	-
	207	382

24. 應收貿易款項(續)

根據到期日已逾期但並未減值的應收貿易款項的賬齡如下：

	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
1-90 days 1日至90日	7	382
Over 90 days 超過90日	200	-
	207	382

25. INVENTORIES

	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Food and beverage 餐飲	553	-
Merchandise 商品	1,087	1,164
General operating supplies and others 一般經營物資及其他	2,463	-
	4,103	1,164

25. 存貨

	The Group 本集團	
	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Food and beverage 餐飲	553	-
Merchandise 商品	1,087	1,164
General operating supplies and others 一般經營物資及其他	2,463	-
	4,103	1,164

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

26. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES 26. 預付款項、按金及其他應收款項

		The Group 本集團		The Company 本公司	
		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Non-current assets	非流動資產				
Other receivables (note)	其他應收款項 (附註)	98,386	100,947	-	-
Current assets	流動資產				
Prepayments	預付款項	17,075	4,893	177	494
Rental deposits	租賃押金	2,752	2,297	-	-
Other deposits	其他押金	384	851	65	-
Other receivables	其他應收款項	7,364	3,644	565	224
		27,575	11,685	807	718
		125,961	112,632	807	718

Note:

The amount due from the local government company is repayable in 40 years. As at 31 December 2014, the consideration amount approximately HK\$98,386,000 (2013: HK\$100,947,000) were recognised as other receivables under non-current assets.

附註：

應收地方政府公司的款項償還期為四十年。於二零一四年十二月三十一日，代價金額約98,386,000港元(二零一三年：100,947,000港元)已作為其他應收款項在非流動資產中確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

27. CASH AND BANK BALANCES/BANK OVERDRAFTS

Cash and cash equivalents represent cash at banks and in hand and bank overdrafts.

Cash at banks earn interests at the floating rates based on the daily bank deposits rates. Bank overdrafts carrying interest at market rate which range from 0.75% per annum below HKD Prime Rate to 1% per annum over Hong Kong Inter-bank Offered Rate (2013: Nil).

At 31 December 2014, included in cash and cash equivalents of the Group was approximately HK\$2,554,000 (2013: approximately HK\$1,195,000) of bank balances denominated in RMB placed with banks in the PRC and on hands. Which are not freely convertible into other currencies.

28. TRADE PAYABLES

The Group was granted by its suppliers' credit periods from 30 days to 60 days (2013: 30 days to 60 days). The following is the ageing analysis of trade payables at the reporting date:

27. 現金及現金等值項目／銀行透支

現金及現金等值項目代表銀行及手頭現金以及銀行透支。

銀行現金存款的利息按基於每日銀行存款利率而定的浮動息率計息。銀行透支之年利率按介於港元最優惠利率減0.75%至香港銀行同業拆息加1%(二零一三年：零)的市場利率計息。

於二零一四年十二月三十一日，本集團的現金及現金等值項目包括以人民幣計值及存放於中國多間銀行的銀行結餘及手頭現金約2,554,000港元(二零一三年：約1,195,000港元)。人民幣不可自由兌換為其他貨幣。

28. 應付貿易款項

本集團獲其供應商授予30日至60日(二零一三年：30日至60日)信貸期。應付貿易款項於報告日的賬齡分析如下：

		The Group 本集團	
		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
0 to 30 days	0至30日	71	—
61 to 90 days	61至90日	46	3
91 to 180 days	91至180日	—	1
Over 180 days	超逾180日	41	41
		158	45

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

29. OTHER PAYABLES AND ACCRUALS

29. 其他應付款項及應計費用

		The Group 本集團		The Company 本公司	
		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Accruals	應計費用	11,004	5,005	838	1,109
Receipts in advance	預收款項	272	964	—	—
Other payables (note)	其他應付款項 (附註)	56,426	210,485	18	1,933
		67,702	216,454	856	3,042

Note:

Other payables mainly represented construction costs of film studio and hotel payables to the constructors.

附註：

其他應付款項主要指應付工程承建商有關影城及酒店的工程費用。

30. LOAN FROM A RELATED COMPANY

30. 一間關聯公司的貸款

The Group

Loan from a related company represented short-term interest bearing loans granted to NA Entertainment by First Credit Limited ("First Credit"), of which Mr. Sin Kwok Lam ("Mr. Sin"), a non-executive director of the Company, has significant influence. The loan is interest bearing at 11% (2013: 10% to 12%) per annum, repayable within one year and are secured by a corporate guarantee granted by the Company (note 48).

本集團

一間關聯公司的貸款為由本公司非執行董事洗國林先生(「洗先生」)對其有重大影響力的第一信用財務有限公司(「第一信用」)借予國藝娛樂的短期付息貸款。該貸款年利率為11%(二零一三年：10%至12%)，須於一年內償還並由本公司作企業擔保(附註48)。

31. LOANS FROM A SHAREHOLDER

31. 一名股東的貸款

The Group and The Company

The loans is due to Mr. Sin, which is unsecured, interest bearing at the rates ranging from 8.25% to 13% per annum, repayable on demand.

本集團及本公司

該貸款來自洗先生，為無抵押、按介乎8.25%至13%之年利率計息，並須於要求時償還。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

32. AMOUNTS DUE FROM/TO SUBSIDIARIES

32. 應收／應付附屬公司款項

		The Company 本公司	
		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Amount due from subsidiaries	應收附屬公司款項	1,473,678	1,173,251
Less: provision for impairment	減：減值撥備	(62,750)	(62,750)
		1,410,928	1,110,501

During the year ended 31 December 2014, the directors reviewed the carrying amount of the amounts due from subsidiaries with reference to the business operated by these subsidiaries and their net asset values.

The amounts due from/to subsidiaries are unsecured, interest-free and repayable on demand.

於截至二零一四年十二月三十一日止年度，董事參考附屬公司經營的業務及其資產淨值檢討應收附屬公司款項之賬面值。

有關應收／應付附屬公司款項為無抵押、免息及須於要求時償還。

33. BORROWINGS

33. 借貸

		The Group 本集團		The Company 本公司	
		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Current liabilities	流動負債				
Bank loans	銀行貸款				
– secured (note (a))	– 有抵押(附註(a))	8,500	–	–	–
Other borrowings	其他借貸				
– secured (note (b))	– 有抵押(附註(b))	50,000	–	50,000	–
Other borrowings	其他借貸				
– unsecured (note (c))	– 無抵押(附註(c))	58,100	45,000	58,100	45,000
		116,600	45,000	108,100	45,000
Non-current liabilities	非流動負債				
Other borrowings	其他借貸				
– unsecured (note (c))	– 無抵押(附註(c))	45,000	–	18,600	–
		161,600	45,000	126,700	45,000

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

33. BORROWINGS (Continued)

The Group's borrowings are repayable as follows:

		The Group 本集團		The Company 本公司	
		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Carrying amount repayable:	須於以下期限內償還之賬面值：				
Within one year	一年內	116,600	45,000	108,100	45,000
More than one year, but not exceeding two years	一年以上但不超過兩年	10,000	–	–	–
More than two years, but not more than five years	兩年以上但不超過五年	35,000	–	18,600	–
		161,600	45,000	126,700	45,000

33. 借貸(續)

本集團借貸須於以下日期限內償還：

Notes:

- (a) During the year ended 31 December 2014, the bank loans of the Group were secured by the pledged of the leasehold land and buildings of the Group. The bank loans of the Group bear interest rates at 2.75% (2013: Nil) per annum over Hong Kong Inter-bank Offered Rate and all denominated in HK\$.
- (b) Other borrowings are secured by the share charge over of the entire share capital of certain wholly-owned subsidiaries and interest bearing at the rates 9.5% (2013: Nil) per annum and all denominated in HK\$.
- (c) Other borrowings are unsecured and interest bearing at the rates from ranging from 4% to 15% (2013: 10%) per annum from ten third parties (2013: three) and all denominated in HK\$.

附註：

- (a) 於截至二零一四年十二月三十一日止年度，本集團之銀行貸款由本集團之租賃土地及樓宇作抵押。本集團之銀行貸款按香港銀行同業拆息加2.75%（二零一三年：零）之年利率計息，全部以港元計值。
- (b) 其他借貸由若干全資附屬公司之全部股本的股份押記作擔保，並按年利率9.5%（二零一三年：零）計息，全部以港元計值。
- (c) 其他借貸來自十名（二零一三年：三名）第三方，為無抵押，並按介乎4%至15%（二零一三年：10%）之年利率計息，全部以港元計值。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

34. FINANCE LEASE OBLIGATION

The Group

Future finance lease payments arising from the leasing of investment properties are due as follows:

34. 財務租賃承擔

本集團

因投資物業租賃產生的未來租賃付款如下：

		Minimum lease payment 2014 最低租賃付款 二零一四年 HK\$'000 千港元	Interest 2014 利息 二零一四年 HK\$'000 千港元	Present value 2014 現值 二零一四年 HK\$'000 千港元
Not later than one year	不遲於一年	5,185	1,961	3,224
Later than one year but not later than five years	遲於一年但不遲於五年	7,993	7,802	191
Later than five years	遲於五年	61,732	45,898	15,834
Balance at 31 December 2014	於二零一四年十二月三十一日之結餘	74,910	55,661	19,249
		2013 二零一三年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Not later than one year	不遲於一年	3,412	2,016	1,396
Later than one year but not later than five years	遲於一年但不遲於五年	8,192	8,017	175
Later than five years	遲於五年	63,491	47,164	16,327
Balance at 31 December 2013	於二零一三年十二月三十一日之結餘	75,095	57,197	17,898

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

34. FINANCE LEASE OBLIGATION (Continued)

The Group (Continued)

The present values of future lease payments are analysed as:

	2014 二零一四年 HK\$'000 千港元
Current liabilities	3,224
Non-current liabilities	16,025
	19,249

流動負債
非流動負債

34. 財務租賃承擔 (續)

本集團 (續)

未來租賃付款的現值分析為：

	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
	3,224	1,396
	16,025	16,502
	19,249	17,898

35. BONDS

The Group and The Company

On 23 May 2013, the Company issued the bonds with an aggregate principal amount of HK\$78,775,000 (the "Bonds") at par value in accordance with the conditional placing and underwriting agreement dated 16 April 2013 entered into between the Company and an independent placing agent. The Bonds have a maturity of 2 years from the date of issue and bear coupon interest at 7.5% per annum, accrued daily and payable annually in arrears. A default rate of 12% per annum will be charged on any sum due and payable under the Bonds from the due date to the date of actual payment in full. The Bonds were denominated in HK\$.

35. 債券

本集團及本公司

於二零一三年五月二十三日，本公司根據本公司與一名獨立配售代理於二零一三年四月十六日訂立的有條件配售及包銷協議，按面值發行本金總額為78,775,000港元的債券（「債券」）。債券於發行日期起計兩年到期，每年息率為7.5%，利息每日累計並須每年按期末支付方式付息。倘未能支付債券的任何到期應付金額，須從到期日至實際全數支付日期按每年12%的違約利率支付利息。債券以港元計值。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

35. BONDS (Continued)

The Group and The Company (Continued)

In addition, same amount of unlisted warrants (the "Warrants") were issued (for no additional payment) to the bondholders who are entitled to subscribe in aggregate up to HK\$78,775,000 for the warrant shares at the subscription price of HK\$0.115 per warrant share within 2 years from the date of issue of the Warrants. As a result of the share consolidation announced by the Company on 7 July 2014 ("Share Consolidation") and the rights issue announced by the Company on 4 August 2014 ("Rights Issue") and in accordance with the terms and conditions of the Warrants, adjustment to the subscription price of the Warrants from HK\$0.115 per warrant share to HK\$1.091 per warrant share has become effective. The Warrants are detachable from the Bonds and the Warrants and the Bonds can be transferred separately in whole or in part in minimum amount of HK\$575,000 or integral multiples thereof.

35. 債券 (續)

本集團及本公司 (續)

此外，已向債券持有人發行相同數量的非上市認股權證（「認股權證」）（毋須額外付款），賦予彼等權利於發行認股權證日期起計兩年內，按認購價每股認股權證股份0.115港元認購合共最多78,775,000港元的認股權證股份。由於本公司於二零一四年七月七日公佈之股份合併（「股份合併」）及本公司於二零一四年八月四日公佈之供股（「供股」）以及根據認股權證之條款及條件，認購價由每股認股權證股份0.115港元調整為每股認股權證股份1.091港元已經生效。認股權證可從債券中分離，而認股權證及債券可全部或部分以最低金額575,000港元或其完整倍數予以分開轉讓。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

35. BONDS (Continued)

The Group and The Company (Continued)

The Company may redeem the Bonds (and the Warrants) in whole or in part (in minimum amount of HK\$575,000 or integral multiples thereof), at the principal amount together with interests accrued up to the date of redemption at anytime before maturity. The directors of the Company considered this early redemption option is closely related to the host instrument.

During the year ended 31 December 2013, on initial recognition, the fair value of the Bonds was calculated by discounting future repayments at an estimated discount rate of 12.68%. The transaction costs incurred for issuing the Bonds and Warrants were allocated in proportion to the allocation of the gross proceeds in the amounts of approximately HK\$4,545,000 and HK\$432,000 respectively. Subsequently, interest expense on the Bonds was calculated using the effective interest method by applying an effective interest rate of 16.57% after taking account of transaction costs. The proceeds allocated to the Warrants and recognised in the warrant reserve in equity were approximately HK\$6,831,000.

35. 債券(續)

本集團及本公司(續)

本公司可於到期前任何時候按本金額連同直至贖回日期為止的應計利息，贖回全部或部分債券(及認股權證)(最低金額須為575,000港元或其完整倍數)。本公司董事認為，此項提早贖回選擇權與主工具具有密切關係。

於截至二零一三年十二月三十一日止年度，於初步確認時，債券的公允值按12.68%的估計折現率折算未來還款額而計算。發行債券及認股權證產生的交易成本已按照所分配的所得款項總額比例進行分配，分別約為4,545,000港元及432,000港元。其後，債券於考慮交易成本後，使用實際利率法按16.57%的實際利率計算利息支出。分配至認股權證及於認股權證儲備內確認為權益的所得款項約為6,831,000港元。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

35. BONDS (Continued)

The Group and The Company (Continued)

The movement for the period on the Bonds was as follows:

35. 債券 (續)

本集團及本公司 (續)

本期間內債券的變動如下：

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Balance at 1 January	於一月一日之結餘	74,182	-
Fair value of liability components on initial recognition	初步確認時負債部分的公允值	-	71,944
Transaction cost allocated to the liability component	分配至負債部分的交易成本	-	(4,545)
Interest expense (note 9)	利息支出(附註9)	11,673	6,783
Interest paid during the year	年內已付利息	(5,909)	-
Balance at 31 December	於十二月三十一日之結餘	79,946	74,182
Carrying amount repayable within one year	須於一年內償還之賬面值	79,946	-
More than one year but not exceeding two years	一年以上但不超過兩年	-	74,182
		79,946	74,182

The fair value of Bonds amounted to approximately HK\$79,635,000. The fair values of the Bonds is calculated using cash flows discounted at rate on the borrowings rate of 16.73% and are within level 2 of the fair value hierarchy.

債券之公允值約為79,635,000港元。債券之公允值乃採用按借貸利率16.73%貼現之現金流量計算，並列入公允值等級第二級。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

36. CONVERTIBLE BONDS

The Group and The Company

CB3

On 23 May 2013, the Company issued convertible bonds with an aggregate principal amount of HK\$92,000,000 ("CB3") at par value in accordance with the conditional placing and underwriting agreement dated 16 April 2013 entered into between the Company and an independent placing agent. The CB3 has a maturity of 2 years from the date of issue and bears coupon interest at 7.5% per annum, accrued daily and payable annually in arrears. A default rate of 12% per annum will be charged on any sum due and payable under the CB3 from the due date to the date of actual payment in full. The CB3 was denominated in HK\$.

The conversion price of the CB3, subject to the anti-dilution usual adjustments, is HK\$0.115 per conversion share. As a result of the Share Consolidation and the Rights Issue and in accordance with the terms and conditions of the CB3, adjustment to the conversion price of CB3 from HK\$0.115 per conversion share to HK\$1.091 per conversion share has become effective. The outstanding principal amount of the CB3 can be converted in whole or any part (in minimum amount of HK\$575,000 or an integral multiple thereof) into conversion shares from the date of issue of the CB3 up to and including the date falling on the 7th day immediately prior to the maturity date.

The Company may redeem the CB3 in whole or in part (in minimum amount of HK\$575,000 or integral multiples thereof), at the principal amount together with interests accrued up to the date of redemption at anytime before maturity. The directors of the Company considered this early redemption option is closely related to the host liability component and is not accounted for separately. CB3 therefore contains liability and equity components.

36. 可換股債券

本集團及本公司

第三批可換股債券

於二零一三年五月二十三日，本公司根據本公司與一名獨立配售代理於二零一三年四月十六日訂立的有條件配售及包銷協議，按面值發行本金總額為92,000,000港元的可換股債券（「第三批可換股債券」）。第三批可換股債券於發行日期起計兩年到期，每年息率為7.5%，利息每日累計並須每年按期末支付方式付息。倘未能支付第三批可換股債券的任何到期應付金額，須從到期日至實際全數支付日期按每年12%的違約利率支付利息。第三批可換股債券以港元計值。

第三批可換股債券的兌換價為每股兌換股份0.115港元，惟須受一般反攤薄調整所規限。由於股份合併及供股以及根據第三批可換股債券之條款及條件，第三批可換股債券的兌換價由每股兌換股份0.115港元調整為每股兌換股份1.091港元已經生效。自第三批可換股債券發行日期起至緊接可換股債券到期日前第七日（包括該日）期間，第三批可換股債券的未償還本金額（最低金額須為575,000港元或其完整倍數）可全部或部分轉換成兌換股份。

本公司可於到期前任何時候按本金額連同直至贖回日期為止的應計利息，贖回全部或部分第三批可換股債券（最低金額須為575,000港元或其完整倍數）。本公司董事認為，此項提早贖回選擇權與主負債部分具有密切關係及不分開入賬。因此，第三批可換股債券包含負債及權益部分。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

36. CONVERTIBLE BONDS (Continued)

The Group and The Company (Continued)

CB3 (Continued)

The fair value of the liability component of the CB3 was estimated at the issuance date using an equivalent market interest rate for a similar bond with call option. The residual amount (being the difference between the net proceeds of issuance of the CB3 and the fair value of the liability component) is assigned as the equity component and is included in equity heading convertible bond equity reserve. The liability component is subsequently measured at amortised cost.

During the year ended 31 December 2013, on initial recognition, the fair value of the liability component of the CB3 was calculated using future repayments discounted at an estimated discount rate of 12.68%. The transaction costs incurred for the issuance of the CB3 were allocated into the liability component and the equity component of approximately HK\$5,270,000 and HK\$500,000 respectively in proportion to the allocation of the gross proceeds. Subsequently, interest expense on the CB3 is calculated using the effective interest method by applying effective interest rate of 16.53%. On initial recognition, the amount of equity component of CB3 was approximately HK\$7,978,000.

In October and November 2013, CB3 with aggregate principal amounts of HK\$8,050,000 were converted into 70,000,000 ordinary shares of the Company in total at a conversion price of HK\$0.115 each. As at 31 December 2013, the outstanding principal amount of the CB3 is HK\$83,950,000.

36. 可換股債券 (續)

本集團及本公司 (續)

第三批可換股債券 (續)

第三批可換股債券負債部分乃於發行日採用含有認購期權的同類債券的同等市場利率而估計其公允值。剩餘金額(即發行第三批可換股債券的所得款項淨額與負債部分的公允值間的差額)被指定為權益部分及計入可換股債券權益儲備項下的權益內。負債部分其後按攤銷成本計量。

於截至二零一三年十二月三十一日止年度，於初步確認時，第三批可換股債券負債部分的公允值按12.68%的估計折現率折算未來還款額而計算。發行第三批可換股債券產生的交易成本已按照所分配的所得款項總額比例分配於負債部分及權益部分，金額分別約為5,270,000港元及500,000港元。其後，第三批可換股債券使用實際利率法按16.53%的實際利率計算利息支出。於初步確認時，第三批可換股債券權益部分的數額約為7,978,000港元。

於二零一三年十月及十一月，本金總額為8,050,000港元的第三批可換股債券按兌換價每股0.115港元被轉換為本公司合共70,000,000股普通股。於二零一三年十二月三十一日，第三批可換股債券的未償還本金額為83,950,000港元。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

36. CONVERTIBLE BONDS (Continued)

The Group and The Company (Continued)

CB3 (Continued)

In August 2014, the Company has early redeemed the CB3 with aggregate principal amounts of approximately HK\$19,550,000 by cash at approximately HK\$19,944,000 (being the principal amount of approximately HK\$19,550,000 and accrued interests of approximately HK\$394,000). A loss on redemption of the CB3 of approximately HK\$2,304,000, which represented the difference between the redemption price allocated to liability component of the CB3 and the carrying amount of the liability component of the CB3 at the redemption date, has been credited to the consolidated statement of comprehensive income for the year ended 31 December 2014. The CB3 was valued at the redemption date by a qualified professional valuer. The fair values of the liability component and the equity component of the redeemed CB3 at redemption date were derived by means of the same method used at issuance date.

CB4

As part of the consideration of the acquisition of remaining equity interests in HRL and EPL as detailed in note 47, the Company issued convertible bonds with an aggregate principal amount of HK\$420,000,000 ("CB4") on 2 October 2013. The CB4 has a maturity of 3 years from the date of issue and bears coupon interest at 4% per annum, accrued daily and payable annually in arrears. A default rate of 8% per annum will be charged on any sum due and payable under the CB4 from the due date to the date of actual payment in full. The CB4 was denominated in HK\$.

36. 可換股債券 (續)

本集團及本公司 (續)

第三批可換股債券 (續)

於二零一四年八月，本公司以現金約19,944,000港元(即本金額約19,550,000港元及累計利息約394,000港元)，提早贖回本金總額約為19,550,000港元的第三批可換股債券。截至二零一四年十二月三十一日止年度的綜合全面收益表內已計入第三批可換股債券的贖回虧損約2,304,000港元，相當於分配予第三批可換股債券負債部分的贖回價與第三批可換股債券負債部分於贖回日期的賬面值的差額。第三批可換股債券已於贖回日期由合資格專業估值師進行估值。已贖回第三批可換股債券負債部分及權益部分於贖回日期的公允值乃透過於發行日期所採用的相同方法達致。

第四批可換股債券

作為收購嶺盈及太平洋拓展(詳情見附註47)其餘股本權益的部分代價，本公司於二零一三年十月二日發行本金總額為420,000,000港元的可換股債券(「第四批可換股債券」)。第四批可換股債券於發行日期起計三年到期，每年息率為4%，利息每日累計並須每年按期末支付方式付息。倘未能支付第四批可換股債券的任何到期應付金額，須從到期日至實際全數支付日期按每年8%的違約利率支付利息。第四批可換股債券以港元計值。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

36. CONVERTIBLE BONDS (Continued)

The Group and The Company (Continued)

CB4 (Continued)

The conversion price of the CB4, subject to the anti-dilution usual adjustments, is HK\$0.112 per conversion share. As a result of the Share Consolidation and the Rights Issue and in accordance with the terms and conditions of the CB4, adjustment to the conversion price of the CB4 from HK\$0.112 per conversion share to HK\$1.063 per conversion share has become effective. The outstanding principal amount of the CB4 can be converted in whole or any part (in minimum amount of HK\$420,000 or an integral multiple thereof) into conversion shares from the date of issue of the CB4 up to and including the date falling on the 7th day immediately prior to the maturity date.

The holder of the CB4 shall be entitled to request the Company to pay interest to it (wholly or partly) by way of allotment and issuance of new shares of the Company at the conversion price on the due day of the interest payment in lieu of payment by cash. Such interest conversion arrangement is only applicable to the 4% per annum interest payment and is not applicable to the 8% default interest payment. The Company may redeem the CB4 at any time prior to the maturity date in whole or any part (in minimum amount of HK\$420,000 or an integral multiple thereof) at the principal amount of such CB4 thereof plus interest accrued thereon up to the actual date of redemption.

The CB4 has been valued at the issuance date by a qualified professional valuer. The directors of the Company considered the interest conversion option due to interest conversion arrangement embedded in the CB4 meets the definition of equity instruments of the Company, and therefore is classified as equity and presented separately from the liability components of the CB4. The directors of the Company also considered the early redemption option embedded in the CB4 is closely related to the host liability component and therefore is not accounted for separately. Accordingly, CB4 contains liability and equity components.

36. 可換股債券(續)

本集團及本公司(續)

第四批可換股債券(續)

第四批可換股債券的兌換價為每股兌換股份0.112港元，惟須受一般反攤薄調整所規限。由於股份合併及供股以及根據第四批可換股債券之條款及條件，第四批可換股債券的兌換價由每股兌換股份0.112港元調整為每股兌換股份1.063港元已經生效。自第四批可換股債券發行日期起至緊接到期日前第七日(包括該日)期間，第四批可換股債券的未償還本金額(最低金額須為420,000港元或其完整倍數)可全部或部分轉換成兌換股份。

第四批可換股債券的持有人有權向本公司要求按付息到期日的兌換價透過配發及發行本公司的新股份來向其支付利息(全部或部分)以代替現金付款。此利息兌換安排只適用於按年利率4%支付的利息及不適用8%的違約利息。本公司可於到期前任何時候按第四批可換股債券的本金額連同直至實際贖回日期為止的應計利息，贖回全部或部分第四批可換股債券(最低金額須為420,000港元或其完整倍數)。

第四批可換股債券已於發行日期由合資格專業估值師進行估值。本公司董事認為，第四批可換股債券內含的利息換股安排下的利息換股權符合本公司股本工具的定義，故歸類為權益及與第四批可換股債券的負債部分分開呈列。本公司董事亦認為，第四批可換股債券內含的提早贖回選擇權與主負債部分具有密切關係，故此並不分開入賬。因此，第四批可換股債券含有負債及權益部分。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

36. CONVERTIBLE BONDS (Continued)

The Group and The Company (Continued)

CB4 (Continued)

The fair value of the liability component of the CB4 was estimated at the issuance date using an equivalent market interest rate for a similar bond with call option. The residual amount (being the difference between the fair value of the CB4 at issuance date and the fair value of the liability component on initial recognition) is assigned as the equity component and is included in equity heading convertible bond equity reserve. The liability component is subsequently measured at amortised cost.

During the year ended 31 December 2013, on initial recognition, the fair value of the liability component of the CB4 was calculated using future repayments discounted at an estimated discount rate of 15.63%. Subsequently, interest expense on the CB4 is calculated using the effective interest method by applying effective interest rate of 16.47%. On initial recognition, the amount of equity component of CB4 was approximately HK\$120,540,000.

36. 可換股債券 (續)

本集團及本公司 (續)

第四批可換股債券 (續)

第四批可換股債券負債部分的公允值已於發行日期採用附有認購期權的同類債券的同等市場利率進行估計。剩餘金額(即第四批可換股債券於發行日期的公允值與負債部分於初步確認時的公允值的差額)指派為權益部分及計入可換股債券權益儲備的權益項下。負債部分其後按攤銷成本計量。

於截至二零一三年十二月三十一日止年度，於初步確認時，第四批可換股債券負債部分的公允值乃按15.63%的估計折算率折現未來還款而計算。其後，第四批可換股債券的利息開支應用16.47%的實際利率，採用實際利率法計算。於初步確認時，第四批可換股債券權益部分的金額約為120,540,000港元。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

36. CONVERTIBLE BONDS (Continued)

The Group and The Company (Continued)

CB4 (Continued)

In October and November 2013, the Company has early redeemed the CB4 with aggregate principal amounts of approximately HK\$44,940,000 by cash at approximately HK\$45,091,000 (being the principal amount of approximately HK\$44,940,000 and accrued interests of approximately HK\$151,000). A gain on redemption of the CB4 of approximately HK\$1,395,000. In August 2014, the Company has early redeemed the CB4 with aggregate principal amounts of approximately HK\$215,460,000 by cash at approximately HK\$208,996,000 which Mr. Sin offered to waive the accrued interest up to the date of repayment and to provide a discount of 3% on the principal amount). A loss on redemption of the CB4 of approximately HK\$25,252,000, which represented the difference between the redemption price allocated to liability component of the CB4 and the carrying amount of the liability component of the CB4 at the redemption date, has been credited to the consolidated statement of comprehensive income for the year ended 31 December 2013 and 2014. The CB4 was valued at the redemption date by a qualified professional valuer. The fair values of the liability component and the equity component of the redeemed CB4 at redemption date were derived by means of the same method used at issuance date.

Included in CB4 are amounts of approximately HK\$40,602,000 and HK\$33,589,000 due to Mr. Sin and Miss Law Po Yee, the director of the Company respectively.

36. 可換股債券(續)

本集團及本公司(續)

第四批可換股債券(續)

於二零一三年十月及十一月，本公司以現金約45,091,000港元(即本金額約44,940,000港元及累計利息約151,000港元)提早贖回本金總額約為44,940,000港元的第四批可換股債券。贖回第四批可換股債券之收益約為1,395,000港元。於二零一四年八月，本公司以現金約208,996,000港元(其中冼先生豁免截至償還日期止的累計利息及提供本金額3%的折扣)提早贖回本金總額約215,460,000港元的第四批可換股債券。截至二零一三年及二零一四年十二月三十一日止年度的綜合全面收益表內已計入第四批可換股債券的贖回虧損約25,252,000港元，相當於分配予第四批可換股債券負債部分的贖回價與第四批可換股債券負債部分於贖回日期的賬面值的差額。第四批可換股債券已於贖回日期由合資格專業估值師進行估值。已贖回第四批可換股債券負債部分及權益部分於贖回日期的公允值乃透過於發行日期所採用的相同方法達致。

第四批可換股債券包括分別應付本公司董事冼先生及羅寶兒小姐的款項40,602,000港元及33,589,000港元。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

36. CONVERTIBLE BONDS (Continued)

The Group and The Company (Continued)

CB4 (Continued)

The movement of the liability components of the convertible bonds recognised in the statement of financial position are as follows:

36. 可換股債券(續)

本集團及本公司(續)

第四批可換股債券(續)

已於財務狀況報表確認的可換股債券負債部分的變動如下:

		CB3	CB4	Total
		第三批	第四批	總計
		可換股債券	可換股債券	總計
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Balance at 1 January 2013	於二零一三年 一月一日之結餘	-	-	-
Fair value of liability components on initial recognition	負債部分於初步確認時 的公允值	84,022	309,656	393,678
Transaction cost allocated to the liability component	分配予負債部分 的交易成本	(5,270)	-	(5,270)
Effective interest expenses (note 9)	實際利息開支(附註9)	7,909	12,614	20,523
Converted into ordinary shares	兌換為普通股	(7,365)	-	(7,365)
Early redemption during the year	年內提早贖回	-	(33,588)	(33,588)
Balance at 31 December 2013	於二零一三年 十二月三十一日之結餘	79,296	288,682	367,978
Effective interest expenses (note 9)	實際利息開支(附註9)	10,939	38,606	49,545
Early redemption during the year	年內提早贖回	(17,557)	(173,466)	(191,023)
Waiver of interest of convertible bond	豁免可換股債券利息	-	(7,178)	(7,178)
Interest paid during the year	年內已付利息	(6,296)	(6,384)	(12,680)
Balance at 31 December 2014	於二零一四年 十二月三十一日之結餘	66,382	140,260	206,642
		CB3	CB4	Total
		第三批	第四批	總計
Carrying amount repayable	須於下列期間 償還之賬面值	可換股債券	可換股債券	總計
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Within one year	一年內	66,382	-	66,382
More than one year but not exceeding two years	一年以上但不超過兩年	-	140,260	140,260
		66,382	140,260	206,642

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

36. CONVERTIBLE BONDS (Continued)

The Group and The Company (Continued)

CB4 (Continued)

The fair values of the liability components of CB3 and CB4 at 31 December 2014 amounted to approximately HK\$67,338,000 and approximately HK\$150,023,000 respectively. The fair values of the liability components of CB3 and CB4 are calculated using cash flows discounted at rate based on the borrowings rate of 7.09% and 8.16% respectively and are within level 2 of the fair value hierarchy.

36. 可換股債券(續)

本集團及本公司(續)

第四批可換股債券(續)

於二零一四年十二月三十一日第三批可換股債券及第四批可換股債券負債部分的公允值分別約為67,338,000港元及150,023,000港元。第三批可換股債券及第四批可換股債券負債部分的公允值乃分別採用基於借貸利率的貼現率7.09%及8.16%貼現的現金流量計算，並列入公允值等級的第二級。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

37. DEFERRED TAX LIABILITIES

The Group and The Company (Continued)

The Group

Deferred taxation is calculated in full on temporary differences under the liability method using the tax rates applicable in the tax jurisdiction concerned.

The following are the deferred tax liabilities recognised by the Group and movements thereon during the year.

37. 遞延稅項負債

本集團及本公司(續)

本集團

遞延稅項採用負債法就短暫性差異按適用於相關稅收司法權區的稅率而作全數撥備。

下列為本集團已確認的遞延稅項負債及其於年內的變動。

		Change in fair value of investment properties 投資物業之 公允值變動 HK\$'000 千港元	Revaluation of properties 物業重估 HK\$'000 千港元	Total 總額 HK\$'000 千港元
At 1 January 2013	於二零一三年一月一日	34,331	-	34,331
Charged to profit or loss for the year	於本年度損益內扣除	6,543	-	6,543
Charged to properties revaluation reserve	於物業重估儲備內扣除	-	84,853	84,853
At 31 December 2013 and 1 January 2014	於二零一三年十二月三十一日及二零一四年一月一日	40,874	84,853	125,727
Charged to profit or loss for the year	於本年度損益內扣除	5,924	-	5,924
Transfer to Revaluation of properties	轉撥至物業重估	(46,798)	46,798	-
Charged to properties revaluation reserve	於物業重估儲備內扣除	-	28,105	28,105
At 31 December 2014	於二零一四年十二月三十一日	-	159,756	159,756

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

37. DEFERRED TAX LIABILITIES (Continued)

The Group and The Company

At the end of the reporting period, the Group has estimated unused tax losses of approximately HK\$ 248,933,000 (2013: approximately HK\$167,374,000) available for offsetting against future profits of the companies in which the losses arose. Included in the estimated unused tax losses are losses of approximately HK\$36,649,000 (2013: approximately HK\$25,714,000) that will expire within 5 years. Other estimated unused tax losses of approximately HK\$212,284,000 (2013: approximately HK\$141,660,000) may be carried forward indefinitely. No deferred tax asset has been recognised in respect of these estimated unused tax losses due to unpredictability of future profit streams.

37. 遞延稅項負債(續)

本集團及本公司

於報告期末，本集團有估計未動用稅項虧損約248,933,000港元(二零一三年：約167,374,000港元)，可用作抵銷產生虧損的公司之未來溢利。估計未動用稅項虧損中有虧損約36,649,000港元(二零一三年：約25,714,000港元)將於五年內屆期。其他估計未動用虧損約212,284,000港元(二零一三年：約141,660,000港元)可無限期轉結。由於未來溢利難以預測，故並無就稅項虧損確認遞延稅項資產。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

38. SHARE CAPITAL

38. 股本

		Number of Shares 股份數目		Share Capital 股本	
		2014 二零一四年 '000 千股	2013 二零一三年 '000 千股	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Ordinary shares of HK\$0.10 each (2013:HK\$0.01 each)	每股面值 0.01 港元 (二零一三年： 每股面值0.01 港元)的普通股				
Authorised:	法定：				
At 1 January	於一月一日	60,000,000	60,000,000	600,000	600,000
Share Consolidation (note (b))	股份合併 (附註(b))	(54,000,000)	—	(540,000)	—
31 December	於十二月三十一日	6,000,000	60,000,000	60,000	600,000
Issued and fully paid:	已發行及繳足：				
At 1 January	於一月一日	4,126,270	4,056,270	41,262	40,562
Shares issued under upon conversion of convertible bonds (note (a))	兌換可換股債券所 發行的股份 (附註(a))	—	70,000	—	700
Share Consolidation (note (b))	股份合併(附註(b))	(3,713,643)	—	—	—
Shares issued under Rights Issue (note (c))	根據供股發行股份 (附註(c))	2,475,762	—	247,577	—
31 December	於十二月三十一日	2,888,389	4,126,270	288,839	41,262

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

38. SHARE CAPITAL (Continued)

Notes:

- (a) During the year ended 2013, a total of 70,000,000 ordinary shares of the Company of HK\$0.01 each were issued upon conversion of the CB3 (note 36). In October and November 2013, CB3 with aggregate principal amounts of HK\$8,050,000 were converted into 70,000,000 ordinary shares of the Company in total at a conversion price of HK\$0.115 each, resulting in an increase in share capital and share premium of the Group of approximately HK\$700,000 and approximately HK\$7,319,000 respectively.
- (b) By a special resolution dated 4 July 2014, authorised share capital of the Company for ordinary share of HK\$0.01 each was consolidated on the basis of every ten into one from 60,000,000,000 ordinary shares of HK\$0.01 each to 6,000,000,000 ordinary shares of HK\$0.10 each. The issued share capital was consolidated on the basis of ten into one from approximately 4,126,270,000 ordinary shares of HK\$0.01 each to approximately 412,627,000 ordinary shares of HK\$0.10 each.
- (c) On 5 August 2014, 2,475,762,414 rights shares were issued at the subscription price of HK\$0.188 per rights share, resulting in an increase in share capital and share premium of the Group of approximately HK\$247,576,000 and approximately HK\$217,867,000 respectively.

38. 股本 (續)

附註：

- (a) 於二零一三年，於第三批可換股債券獲兌換時已發行本公司合共70,000,000股每股面值0.01港元的普通股(附註36)。於二零一三年十月及十一月，本金總額為8,050,000港元的第三批可換股債券已按兌換價每股0.115港元兌換為本公司合共70,000,000股普通股，導致本集團股本及股份溢價分別增加約700,000港元及約7,319,000港元。
- (b) 根據日期為二零一四年七月四日之特別決議案，本公司每股面值0.01港元之普通股法定股本已按每十股合併為一股的基準進行合併，由60,000,000,000股每股面值0.01港元之普通股合併為6,000,000,000股每股面值0.10港元之普通股。已發行股本已按每十股合併為一股的基準進行合併，由約4,126,270,000股每股面值0.01港元之普通股合併約為412,627,000股每股面值0.10港元之普通股。
- (c) 於二零一四年八月五日，2,475,762,414股供股股份已按認購價每股供股股份0.188港元獲發行，導致本集團之股本及股份溢價分別增加約247,576,000港元及約217,867,000港元。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

39. RESERVES

The Group

The amount of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity on page 56 of the consolidated financial statements.

The special reserve represents the difference between the nominal value of the shares of the acquired subsidiaries and the nominal value of the shares of the Company issued in exchange for the shares of the acquired subsidiaries under the reorganisation.

The contributed surplus account was designated by the Company within the meaning of the Companies Act 1981 of Bermuda which represented (i) the entire amounts standing to the credit balance of the share premium account of the Company as at 30 June 2010; (ii) the transfer of the share premium arising from capital reduction on 29 September 2010; and (iii) the offset with the accumulated losses in full up to 31 December 2010.

39. 儲備

本集團

本集團本年度及過往年度的儲備數額及儲備變動於綜合財務報表第56頁的綜合權益變動表內呈列。

特別儲備指所收購附屬公司股份的面值與本公司於重組時為換取所收購附屬公司股份而發行的股份的面值兩者的差額。

本公司所指定的實繳盈餘賬(定義見百慕達一九八一年公司法)指(i)本公司股份溢價賬於二零一零年六月三十日的進賬全額結餘; (ii)因二零一零年九月二十九日股本削減所產生股份溢價的轉撥; 及(iii)悉數抵銷直至二零一零年十二月三十一日的累計虧損。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

39. RESERVES (Continued)

The Company

39. 儲備 (續)

本公司

		Share premium	Capital reserve	Convertible bonds equity reserve	Warrant reserve	Contributed surplus	Share options reserve	Accumulated losses	Total
		股份溢價	資本儲備	可換股債券權益儲備	認股權證儲備	實繳盈餘	購股權儲備	累計虧損	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
The Company	本公司								
Balance at 1 January 2013	於二零一三年一月一日								
	之結餘	412,074	(25)	-	-	76,471	26,229	(34,441)	480,308
Issue of convertible bond (note 36)	發行可換股債券(附註36)	-	-	128,518	-	-	-	-	128,518
Transaction costs of equity component of convertible bond (note 36)	可換股債券權益部分之交易成本(附註36)	-	-	(500)	-	-	-	-	(500)
Shares issued upon conversion of convertible bond	兌換可換股債券所發行股份	7,319	-	(654)	-	-	-	-	6,665
Redemption of convertible bonds (note 36)	贖回可換股債券(附註36)	-	-	(12,898)	-	-	-	-	(12,898)
Issue of warrants (note 35)	發行認股權證(附註35)	-	-	-	6,831	-	-	-	6,831
Transaction costs of issuance of warrants (note 35)	發行認購權證之交易成本(附註35)	-	-	-	(432)	-	-	-	(432)
Shares issue expenses	股份發行開支	(261)	-	-	-	-	-	-	(261)
Loss for the year	本年度虧損	-	-	-	-	-	-	(26,500)	(26,500)
Balance at 31 December 2013	於二零一三年十二月三十一日之結餘	419,132	(25)	114,466	6,399	76,471	26,229	(60,941)	581,731
Issue of ordinary shares by Rights Issue (note 38)	通過供股發行普通股(附註38)	217,867	-	-	-	-	-	-	217,867
Early redemption of convertible bonds	提早贖回可換股債券	-	-	(63,426)	-	-	-	53,065	(10,361)
Transaction costs attribute to Rights Issue expenses	供股開支產生的交易成本	(16,988)	-	-	-	-	-	-	(16,988)
Loss for the year	本年度虧損	-	-	-	-	-	-	(103,868)	(103,868)
Balance at 31 December 2014	於二零一四年十二月三十一日之結餘	620,011	(25)	51,040	6,399	76,471	26,229	(111,744)	668,381

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

39. RESERVES (Continued)

The Company (Continued)

The contributed surplus of the Company arose as a result of capital reorganisation and represents the entire amounts standing to the credit of the share premium account of the Company as at 30 June 2010 and the credits arising from capital reduction for eliminating or setting off the accumulated losses of the Company from time to time. Under the Companies Act 1981 of Bermuda, the contributed surplus account of the Company is available for distribution. However, the Company cannot declare or pay dividend, or make a distribution out of the contributed surplus, if there are reasonable grounds for believing that: (i) it is, or would after the payment be, unable to pay its liabilities as they become due; or (ii) the realisable value of its assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium accounts.

The capital reserve of the Company arose as a result of the reorganisation and represents the excess of the combined net assets of the subsidiaries acquired over the nominal value of the share capital of the Company issued in exchange thereof.

39. 儲備(續)

本公司(續)

本公司的實繳盈餘乃因股本重組而產生，即本公司於二零一零年六月三十日的股份溢價賬的進賬全額及股本削減所產生進賬，用以消除或對銷本公司不時的累計虧損。根據百慕達一九八一年公司法，本公司的實繳盈餘賬可供分派。然而，倘有合理理據相信：(i) 本公司不能或於自實繳盈餘中宣派或派付股息或作出分派後不能支付其到期負債；或(ii) 本公司資產的可變現價值會因而少於其負債及其已發行股本與股份溢價賬的總和，則本公司不得自實繳盈餘中宣派或派付股息或作出分派。

本公司的資本儲備乃因重組而產生，即所收購附屬公司的合併資產淨值高出本公司作為代價而發行的股本面值的部分。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

40. OPERATING LEASE COMMITMENTS

At the end of the reporting period, the Group had commitments for future minimum lease payments under non-cancellable operating leases which approximately fall due as follows:

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Within one year	· 一年內	2,767	2,721
In the second to fifth years inclusive	· 第二至第五年(包括首尾兩年)	8,820	8,741
Over five years	· 超過五年	58,935	62,461
		70,522	73,923

The HRL Group (as defined in note 47) leased three pieces of land located near Xiqiao mountain in Foshan, the PRC, under operating leases of 20 years commencing from 3 October 2010 and renewable for another 20 years automatically. One piece of land had been leased since 2010 and recognised as finance lease obligation in 2011 as disclosed in note 34. One piece of land had been leased since 2011 and terminated during the year ended 31 December 2013. The Group also leased a property under operating leases which are run for an initial period of five years. None of these leases include contingent rentals.

40. 經營租賃承擔

於報告期末，本集團根據不可撤銷經營租賃有以下未來的最低租賃付款承擔，到期情況如下：

	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
	2,767	2,721
	8,820	8,741
	58,935	62,461
	70,522	73,923

嶺盈集團(定義見附註47)根據經營租賃出租鄰近中國佛山西樵山的三幅土地，由二零一零年十月三日起為期二十年，可自動續租二十年。誠如附註34所披露，其中一幅土地自二零一零年起已出租及於二零一一年確認為財務租賃承擔。其中一幅土地自二零一一年起已出租及於截至二零一三年十二月三十一日止年度內終止租賃。本集團亦根據經營租賃出租一項物業，該項租賃初步為期五年。該等租賃概不包含或然租金。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

41. CAPITAL COMMITMENTS

41. 資本承擔

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Contracted but not provided for:			
	已訂約但未撥備：		
Construction of properties (note (a))	物業建設(附註(a))	3,068	32,909
Formation of a joint venture (note (b))	成立合營企業(附註(b))	-	2,400
		3,068	35,309
Authorised but not contracted for:			
	已批准但未訂約：		
Construction of properties (note (a))	物業建設(附註(a))	79,466	158,752

Notes:

- (a) Capital commitment for construction in properties related to capital commitment for construction of film studio and hotel in Foshan, the PRC. The authorised amount was approved by the directors of the Company according to the land lease agreements signed between the Group and the local authority in Foshan, the PRC, in relation to the leasing of lands for development of tourism and related entertainment business and hotel operations as disclosed in note 49.
- (b) On 17 December 2012, one of the subsidiaries of the Company, NA Films, entered into a joint venture agreement (the "JV agreement") with an independent third party to establish a joint venture for the development of cinema business. According to the JV agreement, the registered capital of the joint venture to be injected will be HK\$19,000,000 in which 60% will be held by NA Films. The amount of HK\$11,400,000, representing the capital of the joint venture to be injected by NA Films, is thus shown as capital commitment of the Group as at 31 December 2012. During the year ended 2013, the capital of the joint venture of HK\$9,000,000 has been injected by NA Film. The remaining capital commitment is therefore HK\$2,400,000 as at 31 December 2013. The remaining balance of HK\$2,400,000 was paid on 9 May 2014.

附註：

- (a) 物業建設的資本承擔是關於在中國佛山興建影視城及酒店的資本承擔。根據於附註49披露之本集團與中國佛山市地方政府所簽訂的土地租賃協議(內容有關租賃土地以發展旅遊業及相關娛樂業務和酒店經營)，有關授權金額已由本公司董事批准。
- (b) 於二零一二年十二月十七日，本公司其中一間附屬公司國藝影視與獨立第三方簽訂合營企業協議(「合營協議」)，並為發展電影業務而成立一間合營企業。根據合營協議，合營企業將獲注入註冊資本19,000,000港元，國藝影視將持有當中的60%。因此，於二零一二年十二月三十一日列示為本集團資本承擔的金額11,400,000港元相當於國藝影視將注入合營企業的資本。截至二零一三年止年度，國藝影視已向合營企業注入資本9,000,000港元。因此，於二零一三年十二月三十一日的剩餘資本承擔為2,400,000港元。餘額2,400,000港元已於二零一四年五月九日支付。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

42. RETIREMENT BENEFIT PLANS

The Group participates in employee social security plans as required by the regulations in the PRC. The Group also participates in the Mandatory Provident Fund scheme to which all qualified employees of the Group in Hong Kong are entitled. The assets of the retirement benefit schemes are held, separately from those of the Group, in funds under the control of the trustees. The employees of the subsidiaries in the PRC are members of social security schemes operated by the relevant local government authorities. The pension plans are funded by payments from employees and by the relevant group companies. The amounts charged to the consolidated statement of profit or loss and other comprehensive income represent contributions payable by the Group at the specified rates according to the respective plans. The only obligation of the Group in respect of the retirement benefit schemes is to make the specified contributions.

43. SHARE-BASED PAYMENT TRANSACTIONS

As at 31 December 2014, the Group had share options schemes for employee compensation as set out below.

(a) Post initial public offering share option scheme

The post initial public offering share option scheme ("Post-IPO Option Scheme") was conditionally approved by a resolution of the sole shareholder dated 22 July 2002 (the "Effective Date"). Major terms of this scheme are summarised as follows:

- (i) The Post-IPO Option Scheme enables the Company to grant share options to selected persons as incentives or rewards for their contribution to the Group.

42. 退休福利計劃

本集團根據中國法規之規定參與僱員社會保障計劃。本集團亦參與適用於本集團於香港之所有合資格僱員之強制性公積金計劃。退休福利計劃之資產與本集團之資產由信託人所控制之基金分開持有。於中國附屬公司之僱員為有關當地政府機構經辦之社會保險計劃之成員。退休計劃之資金來源為僱員及相關集團公司之供款。於綜合損益及其他全面收益表入賬之金額為本集團根據各計劃按特定比率應付之供款。本集團有關退休福利計劃之唯一責任為作出特定供款。

43. 以股份為基準的付款交易

於二零一四年十二月三十一日，本集團有下列為僱員報酬而設的購股權計劃。

(a) 首次公開招股後購股權計劃

首次公開招股後購股權計劃（「首次公開招股後購股權計劃」）經二零零二年七月二十二日（「生效日」）唯一股東的決議案有條件地批准。該計劃的主要條款概述如下：

- (i) 首次公開招股後購股權計劃讓本公司向經挑選的人士授出購股權，作為彼等對本集團作出貢獻的獎勵或回報。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

43. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

(a) Post initial public offering share option scheme (Continued)

- (ii) The participants of the Post-IPO Option Scheme include any employee, director, advisor and consultant, supplier, customer and shareholder of any member of the Group as well as any provider of financial assistance to any member of the Group.
- (iii) HK\$1 is payable by the grantee to the Company on acceptance of the share option offer. The share option offer will be offered for acceptance for a period of 14 days from the date on which the offer is granted.
- (iv) Share options may be granted on such terms and conditions in relation to their vesting, exercise or otherwise as the board of directors of the Company may determine, provided such terms and conditions shall not be inconsistent with any other terms and conditions of the Post-IPO Option Scheme. The grantees are not required to hold any share options or any shares allotted pursuant to any share options for any minimum period.
- (v) The subscription price for the shares under the Post-IPO Option Scheme will be determined by the board of directors of the Company and notified to each grantee and will be at least the highest of (a) the closing price of the shares as stated in the Stock Exchange's daily quotations sheet on the date of grant of the share option, which must be a business day, (b) the average closing price of the shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of grant and (c) the nominal value of a share.

43. 以股份為基準的付款交易 (續)

(a) 首次公開招股後購股權計劃 (續)

- (ii) 首次公開招股後購股權計劃參與者包括本集團任何成員公司的任何僱員、董事、顧問及專業顧問、供應商、客戶及股東，以及向本集團任何成員公司提供財政資助的人士。
- (iii) 承授人於接納購股權建議時須向本公司支付1港元。購股權建議將可於授出建議日期起計14天內予以接納。
- (iv) 購股權可根據可由本公司董事會釐定有關購股權的轉歸、行使或其他方面的條款及條件而授出，惟該等條款及條件必須與首次公開招股後購股權計劃的任何其他條款及條件一致。承授人無須按任何規定的最短持有期持有任何購股權或根據任何購股權所配發的股份。
- (v) 根據首次公開招股後購股權計劃認購股份的認購價，將由本公司董事會釐定並知會各承授人，而該價格最少須為以下三者的最高者：(a)於購股權授出日期(必須為營業日)股份於聯交所每日報價表所報收市價；(b)緊接授出日期前五個營業日股份於聯交所每日報價表所報平均收市價；及(c)股份面值。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

43. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

(a) Post initial public offering share option scheme (Continued)

- (vi) The limit on the number of shares which may be issued upon exercise of all outstanding share options granted and yet to be exercised under the Post-IPO Option Scheme and other share option schemes must not exceed 30% of the shares in issue from time to time.
- (vii) The total number of shares which may be issued upon exercise of all share options to be granted under the Post-IPO Option Scheme and any other share option schemes must not in aggregate exceed 10% of the shares in issue as at 17 October 2002, amounting to 49,219,623 shares (the "Scheme Mandate Limit"). The Company may renew the Scheme Mandate Limit at any time subject to prior shareholders' approval. However, the Scheme Mandate Limit as renewed must not exceed 10% of the shares in issue as at the date of the aforesaid shareholders' approval.
- (viii) The total number of shares issued and to be issued upon exercise of the share options granted under the Post-IPO Option Scheme to each grantee (including both exercised and outstanding options) in any 12-month period must not exceed 1% of the shares in issue from time to time. Any further grant of share options to such grantee which would result in the shares issued and to be issued upon exercise of all share options granted and to be granted to such grantee (including exercised, cancelled and outstanding options) in the 12-month period up to and including the date of such further grant representing in aggregate over 1% of the shares in issue, must be subject to shareholders' approval with such grantee and his associates abstaining from voting.

43. 以股份為基準的付款交易 (續)

(a) 首次公開招股後購股權計劃 (續)

- (vi) 因根據首次公開招股後購股權計劃及其他購股權計劃已授出惟尚未行使的所有發行在外購股權獲行使而可能發行的股份數目，最多不得超過不時已發行股份的30%。
- (vii) 因根據首次公開招股後購股權計劃及任何其他購股權計劃而授出的所有購股權獲行使而可能發行的股份總數，合共不得超過二零零二年十月十七日已發行股份的10% (即49,219,623股) (「計劃授權限額」)。本公司於事先取得股東批准後，可隨時更新計劃授權限額。然而，更新後的計劃授權限額不得超逾上文所述股東批准當日已發行股份的10%。
- (viii) 於任何十二個月期間因根據首次公開招股後購股權計劃向每名承授人授出的購股權 (包括已行使及尚未行使的購股權) 獲行使而發行及將予發行的股份總數，不得超逾不時已發行股份的1%。倘向該名承授人進一步授出購股權將導致於截至該項進一步授出日期前十二個月期間 (包括該日) 因已授予及將授予該名承授人的所有購股權 (包括已行使、已註銷及尚未行使的購股權) 獲行使而發行及將予發行的股份合共佔已發行股份1%以上，則必須由股東批准，而該名承授人及其聯繫人士須放棄投票。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

43. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

(a) Post initial public offering share option scheme (Continued)

- (ix) A share option may be exercised in accordance with the terms of the Post-IPO Option Scheme at any time during the period notified by the board of directors of the Company to each grantee provided that the period within which the share option must be exercised shall not be more than 10 years from the date of grant of the share option.
- (x) The Post-IPO Option Scheme remains valid for a period of 10 years commencing on the Effective Date. In addition, the Company may, by ordinary resolution in general meeting or the board of directors of the Company may at any time terminate the operation of the Post-IPO Option Scheme. Share options which are granted during the life of the Post-IPO Option Scheme may continue to be exercisable in accordance with their terms of issue.

Pursuant to a special resolution passed in the extraordinary general meeting of the Company, the Post-IPO Option Scheme was terminated on 29 September 2010.

43. 以股份為基準的付款交易 (續)

(a) 首次公開招股後購股權計劃 (續)

- (ix) 購股權可於由本公司董事會通知各承授人的期間內隨時根據首次公開招股後購股權計劃的條款而行使，惟行使購股權的期間不得長於由購股權授出日期起計十年。
- (x) 首次公開招股後購股權計劃由生效日起計十年內有效。此外，本公司可透過在股東大會通過普通決議案或可由本公司董事會隨時終止首次公開招股後購股權計劃的運作。於首次公開招股後購股權計劃有效期內授出的購股權可根據彼等的發行條款繼續予以行使。

根據於本公司股東特別大會上通過的特別決議案，首次公開招股後購股權計劃已於二零一零年九月二十九日終止。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

43. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

(b) New share option scheme

Pursuant to a special resolution passed in the extraordinary general meeting of the Company, a new share option scheme (the “New Scheme”) was approved on 29 September 2010. Major terms of this scheme are summarised as follows:

- (i) The purpose of the New Scheme is to attract and retain the best available personnel, to provide additional incentive to selected person and to promote the success of the business of the Group;
- (ii) The participants of the New Scheme include any employee of the Company or any subsidiary of the Company, a director, a shareholder, a supplier, a customer or any subsidiary of the Company; an agent, adviser, consultant, strategist, contractor, sub-contractor, expert or entity that provides research, development or other technological support or any valuable services to Company or any of its subsidiary; a holder of any securities issued by Company or any of its subsidiary;
- (iii) HK\$1 is payable by the grantee to the Company on acceptance of the share option offer. The share option offer will be offered for acceptance for a period of 14 days from the date on which the offer is granted;

43. 以股份為基準的付款交易 (續)

(b) 新購股權計劃

根據於本公司股東特別大會上通過的特別決議案，一項新購股權計劃(「新計劃」)已於二零一零年九月二十九日獲批准。此計劃的主要條款概述如下：

- (i) 新計劃旨在吸引及挽留最優秀的人才、向經甄選人士提供額外獎勵，以及推動本集團業務成功；
- (ii) 新計劃的參與者包括本公司或其任何附屬公司的任何僱員、董事、股東、供應商、客戶或本公司任何附屬公司；向本公司或其任何附屬公司提供研發或其他技術支援或任何有價值服務的代理、顧問、專業顧問、策略師、承辦商、分承辦商、專家或實體；本公司或其任何附屬公司發行的任何證券的持有人；
- (iii) 承授人於接納購股權建議時須向本公司支付1港元。購股權建議將可於授出建議日期起計14天內予以接納；

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

43. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

(b) New share option scheme (Continued)

- (iv) No offer of a New Share Option which is capable of or open for acceptance shall be made after the expiry of the exercise period pursuant to the New Scheme;
- (v) The subscription price for the share under the New Scheme will be determined by the Board in its absolute discretion at the time of making the offer of grant of a new share option but in any case the subscription price must be at least the higher of (i) the closing price of the shares as stated in the Stock Exchange's daily quotations sheet on the date of the offer of grant, which must be a Business Day; (ii) the average closing price of the shares as stated in the Stock Exchange's daily quotations sheets for the five Business Day immediately preceding the date of the offer of grant; and (iii) the nominal value of the shares;
- (vi) The total number of shares which may be issued upon exercise of all share options to be granted under the New Scheme and any other schemes in aggregate not exceeding 10 per cent of the issued share capital of the Company as at 14 May 2013 (2012: 29 June 2012), amounting to 4,056,270,695 (2012: 808,254,139 before the right issue of the Company in December 2012) shares (the "Scheme Mandate Limit"). The Company may renew the Scheme Mandate Limit at any time subject to the approval of the Shareholders in general meeting provided that such renewed limit shall not exceed 10 per cent of the Shares in issue as at the date of approval of such limit;

43. 以股份為基準的付款交易 (續)

(b) 新購股權計劃 (續)

- (iv) 根據新計劃，不得於行使期屆滿後提呈可獲接納或可供接納的新購股權；
- (v) 新計劃下的股份認購價將由董事會於提呈授出新購股權時全權酌情釐定，惟認購價無論如何最少須為下列三者中的較高者：(i) 股份於提呈授出日期（必須為營業日）在聯交所每日報價表所報的收市價；(ii) 股份於緊接提呈授出日期前五個營業日在聯交所每日報價表所報的平均收市價；及(iii) 股份面值；
- (vi) 根據新計劃及任何其他計劃將予授出的所有購股權獲行使而可予發行的股份總數，合共不得超過本公司於二零一三年五月十四日（二零一二年：二零一二年六月二十九日）已發行股本的10%（即4,056,270,695股（二零一二年：808,254,139股（本公司於二零一二年十二月進行供股前））（「計劃授權限額」）。本公司可在股東大會徵求股東批准隨時更新計劃授權限額，惟經更新限額不得超過於批准該限額日期已發行股份的10%；

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

43. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

(b) New share option scheme (Continued)

- (vii) The total number of New Shares issued and to be issued upon the exercise of the New Share Options granted to each grantee (including exercised, cancelled and outstanding Share Options) in any 12 month period shall not exceed 1 per cent of the relevant class of securities of the Company in issue. Further New Share Options may be granted to such grantee, which, if exercised, would result in such grantee becoming entitled to subscribe for New Shares in excess of the limit, by obtaining approval of the Shareholders in general meeting with such grantee and his associate(s) abstaining from voting;
- (viii) The share options may be exercised in whole or in part by the Participant at any time during the exercise period, i.e. not exceed 10 years from the date of grant of the relevant New Share Options pursuant to the New Scheme, by delivering to the Company a notice duly signed in a form approved by the Board (together with payment of the exercise price in full in respect of each New Share to be subscribed for) and delivery of the New Share Option certificate for amendment or cancellation; and
- (ix) The New Scheme will remain in force for a period of 10 years commencing on the date on which the New Scheme becomes unconditional. The Board may amend any of the provisions of the New Scheme or withdraw or otherwise terminate the New Scheme at any time but no alterations shall be made to the advantage of any Participant unless approved by the Shareholders in general meeting. All New Share Options granted prior to such termination and not then exercised shall continue to be valid and exercisable subject to and in accordance with the terms of the New Scheme.

43. 以股份為基準的付款交易 (續)

(b) 新購股權計劃 (續)

- (vii) 於任何十二個月期間向每名承授人授出的新購股權(包括已行使、已註銷及尚未行使購股權)獲行使時已經及將予發行的新股份總數,不得超過本公司相關類別已發行證券的1%。倘向一名承授人進一步授出新購股權,而該等新購股權獲行使時將導致該名承授人有權認購超過此限額的新股份,則須於股東大會取得股東批准,該名承授人及其聯繫人士必須放棄投票;
- (viii) 參與者可於行使期(即根據新計劃授出相關新購股權的日期起計不超過10年)內,隨時透過向本公司送交已按董事會批准的形式妥為簽署的通知(連同就將予認購的每股新股份支付的全數行使價款項),並送交新購股權證書以供修訂或註銷,以行使全部或部分購股權;及
- (ix) 新計劃於新計劃成為無條件之日起計10年內有效。董事會可隨時修訂新計劃的任何條文,或撤回或以其他方式終止新計劃,惟除非經股東於股東大會上批准,否則不得作出任何有利於任何參與者的修訂。所有有關終止前已授出但當時尚未行使的新購股權將繼續有效,並受限於新計劃的條款及可根據該等條款行使。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

43. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

(b) New share option scheme (Continued)

No share option was granted during the years ended 31 December 2014 and 2013.

The following table discloses movements of the Company's share options held by the directors, employees as well as advisors and consultants.

43. 以股份為基準的付款交易 (續)

(b) 新購股權計劃 (續)

截至二零一四年及二零一三年十二月三十一日止年度，概無授出任何購股權。

下表披露董事、僱員以及顧問及專業顧問所持本公司購股權的變動。

Option type	購股權類別	Number of share option 購股權數目					Outstanding at 31 December 2014 於二零一四年 十二月三十一日 尚未行使	
		Outstanding at 1 January 2014 於二零一四年 一月一日尚未行使	Granted during the year 於年內授出	Lapsed/ expired during the year Note (c) 於年內失效/ 屆滿 附註(c)	Exercise during the year 於年內行使	Adjusted upon share consolidation Note (d) 於股份 合併後調整 附註(d)		Adjusted upon Right Issue Note (e) 因供股調整 附註(e)
Post-IPO Option Scheme	首次公開招股後購股權計劃	124,255,233	-	-	-	(111,829,712)	459,742	12,885,263
New Scheme	新計劃	104,022,000	-	-	-	(93,619,808)	384,870	10,787,062
		<u>228,277,233</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(205,449,520)</u>	<u>844,612</u>	<u>23,672,325</u>
Exercisable at the end of the year	於年末可行使	<u>228,277,233</u>						<u>23,672,325</u>
Weighted average exercise price	加權平均行使價	HK\$0.52 港元	-	-	-	-	-	HK\$5.18 港元

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

43. SHARE-BASED PAYMENT TRANSACTIONS 43. 以股份為基準的付款交易 (續) (Continued)

(b) New share option scheme (Continued)

Option type	購股權類別	Number of share option 購股權數目					
		Outstanding at 1 January 2013 於二零一三年 一月一日尚未行使	Granted during the year 於年內授出	Lapsed/ expired during the year Note (c) 於年內失效/ 屆滿 附註(c)	Exercise during the year 於年內行使	Adjusted upon right issue Note (e) 因供股調整 附註(e)	Outstanding at 31 December 2013 於二零一三年 十二月三十一日 尚未行使
Post-IPO Option Scheme	首次公開招股後購股權計劃	124,255,233	-	-	-	-	124,255,234
New Scheme	新計劃	104,022,000	-	-	-	-	104,022,000
		<u>228,277,233</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>228,277,233</u>
Exercisable at the end of the year	於年末可行使	<u>228,277,233</u>					<u>228,277,233</u>
Weighted average exercise price	加權平均行使價	<u>HK\$0.52港元</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>HK\$0.52港元</u>

Notes:

- (a) The exercise price of options outstanding at the end of the year ranged between HK\$3.00 and HK\$7.90 (2013: HK\$0.30 and HK\$0.79) and their weighted average remaining contractual life was 5.8 years (2013: 6.8 years).
- (b) No options were exercised during the years ended 31 December 2014 and 2013.
- (c) No options were lapsed or expired when the employee resigned and left the Group.

附註：

- (a) 於年末未行使購股權的行使價介乎3.00港元至7.90港元(二零一三年：介乎0.30港元至0.79港元)，其加權平均剩餘合約期為5.8年(二零一三年：6.8年)。
- (b) 截至二零一四年及二零一三年十二月三十一日止年度概無購股權獲行使。
- (c) 概無購股權於僱員辭職及離開本集團時失效或屆滿。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

43. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

(b) New share option scheme (Continued)

Notes: (Continued)

- (d) As a result of the Share Consolidation, the numbers of share options and their exercise prices have been adjusted.
- (e) As a result of the Rights Issue, the numbers of share options and their exercise prices have been adjusted.

At 31 December 2014, the number of shares of which options had been granted and remained outstanding under the share option scheme was 23,672,325 (2013: 228,277,233) representing approximately 0.82% (2013: 5.5%) of the Company's issued shares capital at that date.

During the year, no share-based payment was recognised in the consolidated statement of profit or loss and comprehensive income in relation to share options granted to the directors and employees by the Company, with a corresponding adjustment in the Company's share option reserve.

44. RELATED PARTY TRANSACTIONS

Details of balances with related parties are set out in the statements of financial position and respective notes. Save as those disclosed elsewhere in these financial statements, the Group has also entered into the following transactions with related parties:

Interest paid to a related company	已付一間關聯公司利息
Interest paid to a shareholder	已付一名股東利息

Compensation of key management personnel

The directors of the Group consider that they are the only key management personnel of the Group and details of their compensation are set out in note 14.

43. 以股份為基準的付款交易 (續)

(b) 新購股權計劃 (續)

附註：(續)

- (d) 由於進行股份合併，購股權數目和行使價已相應調整。
- (e) 由於進行供股，購股權數目和行使價已相應調整。

於二零一四年十二月三十一日，有關根據購股權計劃已授出但尚未行使購股權之股份數目為23,672,325股(二零一三年：228,277,233股)，佔本公司於該日已發行股本約0.82%(二零一三年：5.5%)。

年內，並無就本公司授予董事及僱員之購股權於綜合損益及全面收益表確認以股份為基準之付款，同時於本公司的購股權儲備確認相應的調整。

44. 關聯方交易

與關聯方之結餘詳情載於財務狀況表及相關附註。除此等財務報表其他地方所披露外，本集團還與關聯方訂立下列交易：

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Interest paid to a related company	已付一間關聯公司利息	1,324	1,074
Interest paid to a shareholder	已付一名股東利息	1,710	—

主要管理人員的報酬

本集團董事認為，彼等為本集團之主要管理人員，彼等的酬金詳情載於附註14。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

45. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOW 45. 綜合現金流量表附註

Disposals of subsidiaries

出售附屬公司

		Dormant subsidiaries 無業務 附屬公司 HK\$'000
For the year ended 31 December 2013	截至二零一三年十二月三十一日止年度	千港元
Net liabilities disposed of:	所出售負債淨額：	
Other payables and accruals	其他應付款項及應計費用	(1,520)
Gain on disposal of subsidiaries	出售附屬公司的收益	1,520
Consideration satisfied by cash	以現金償付的代價	-
Net cash flow in respect of the disposals of subsidiaries	出售附屬公司的淨現金流	-

Construction costs payable

應付工程費用

As at 31 December 2014, amounted to Nil (2013: approximately HK\$105,716,000) and Nil (2013: approximately HK\$70,682,000) of additions to construction in progress and investment properties respectively have not yet been paid and recorded under "Other payable and accruals" in the consolidated statement of financial position.

於二零一四年十二月三十一日，有關未付的在建工程及投資物業分別增加零(二零一三年：約105,716,000港元)及零(二零一三年：約70,682,000港元)，已於綜合財務狀況報表的「其他應付款項及應計費用」內確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

46. ACQUISITION OF ASSETS AND LIABILITIES THROUGH ACQUISITION OF A SUBSIDIARY

On 18 April 2013, the Company acquired 100% equity interests of Broad Sky Investment Limited (“Broad Sky”) from an independent third party, at a cash consideration of HK\$11,774,000. Broad Sky is incorporated in Hong Kong which has no business activities since incorporation and only held a vacant office premise in Hong Kong.

The acquisition was accounted for as acquisition of assets and liabilities. The difference between the net cash consideration paid and the carrying amount of assets and liabilities of Broad Sky at the date of acquisition represented the additional fair value of the leasehold land and building acquired by the Company.

The assets and liabilities acquired and the breakdown of consideration paid are as follows:

46. 通過收購附屬公司獲得的資產和負債

於二零一三年四月十八日，本公司向一名獨立第三方收購博天投資有限公司（「博天」）的100%股本權益，現金代價為11,774,000港元。博天於香港註冊成立，自註冊成立以來並無業務活動，僅持有香港一個空置辦公室物業。

收購作為收購資產及負債入賬。已付淨現金代價與博天的資產和負債於收購日期的賬面值的差額，相當於本公司所收購租賃土地及樓宇的額外公允值。

已收購資產和負債及已付代價的明細資料如下：

		Fair value at acquisition date 於收購日期 的公允值 HK\$'000 千港元	Broad Sky's carrying amount 博天的 賬面值 HK\$'000 千港元
The assets and liabilities arising from the acquisition are as follows:	因收購產生的資產及負債如下：		
Leasehold land and building (note 16)	租賃土地及樓宇(附註16)	11,778	9,715
Accruals	應計費用	(4)	(4)
Amount due to shareholder (note)	應付股東款項(附註)	(10,901)	(10,901)
Net assets/(liabilities)	淨資產/(負債)	<u>873</u>	<u>(1,190)</u>
Total consideration paid in cash (cash outflow on acquisition)	已以現金支付的總代價(收購的現金流出)	11,774	
Less: amount due from Broad Sky (note)	減：應收博天款項(附註)	(10,901)	
Net consideration for acquisition	收購的淨代價	<u>873</u>	

Note: Upon the completion of the acquisition, the amount due by Broad Sky to the vendor would be assigned to the Company.

附註：於完成收購後，博天應付賣方之款項將轉予本公司。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

47. CHANGES IN OWNERSHIP INTERESTS IN SUBSIDIARIES WITHOUT CHANGE OF CONTROL

On 28 February 2011, the Group has obtained 51% equity interests of each of HRL and EPL, which together with their respective subsidiaries, became subsidiaries of the Group.

On 28 June 2013, the sale and purchase agreement (the "Acquisition Agreement") entered into between the Company, Glory Max Group Limited (a wholly-owned subsidiary of the Company, the "Purchaser") and Mr. Sin Kwok Lam (a non-executive director, chairman and a substantial shareholder of the Company, the "Vendor") (as supplemented by the supplemental agreement dated 9 July 2013). Pursuant to the Acquisition Agreement, the Purchaser conditionally agreed to acquire (i) 49% of the entire issued share capital of each of HRL and EPL and (ii) the loans made to HRL and EPL by the Vendor as at the date of completion of the acquisition from the Vendor at an aggregate consideration of HK\$550,000,000, which will be satisfied partly by cash of HK\$130,000,000 and partly by the Company's issue of the convertible bonds of HK\$420,000,000 (CB4 in note 36) to the Vendor (the "Acquisitions").

The Proposed Acquisition was completed on 4 October 2013 and resulted in an increase in equity interests of 49% in HRL and EPL, which constituted a change in the Group's ownership interest in a subsidiary that does not result in a change of control. According to HKFRS 10, the Acquisition is accounted for as an equity transaction. Any difference between the amount by which non-controlling interests are adjusted and the fair value of the consideration paid is recognised directly in equity attributable to owners of the Company.

47. 並無失去控制權的附屬公司所有權權益變動

於二零一一年二月二十八日，本集團已取得嶺盈及太平洋拓展各51%股本權益，該兩間公司連同彼等各自的附屬公司已成為本集團的附屬公司。

於二零一三年六月二十八日，本公司、Glory Max Group Limited (本公司全資附屬公司，「買方」)與冼國林先生(本公司非執行董事、主席兼主要股東，「賣方」)訂立買賣協議(「收購協議」)(經日期為二零一三年七月九日的補充協議所補充)。根據收購協議，買方有條件地同意向賣方收購(i)嶺盈及太平洋拓展各自全部已發行股本的49%及(ii)賣方於完成收購當日向嶺盈及太平洋拓展作出的貸款，總代價為550,000,000港元。總代價將以現金130,000,000港元及本公司向賣方發行420,000,000港元的可換股債券(附註36的第四批可換股債券)而償付(「收購事項」)。

建議收購事項已於二零一三年十月四日完成，導致於嶺盈及太平洋拓展的股本權益增加49%，此舉構成本集團於並無失去控制權的附屬公司的所有權權益變動。根據香港財務報告準則第10號，收購事項作為股本交易入賬。經調整的非控股權益金額與已付代價公允值之間的任何差額，於本公司擁有人應佔權益直接確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

47. CHANGES IN OWNERSHIP INTERESTS IN SUBSIDIARIES WITHOUT CHANGE OF CONTROL (Continued)

The effect of the changes in the ownership interests in HRL and EPL is summarised as follows:

47. 並無失去控制權的附屬公司所有權權益變動(續)

於嶺盈及太平洋拓展所有權權益變動的影響概述如下：

		HK\$'000 千港元
Fair value of consideration paid	已付代價的公允值	
– Cash consideration	– 現金代價	130,000
– CB4	– 第四批可換股債券	430,196
		560,196
Add: Transaction costs paid for the Acquisition	加：就收購事項已付的交易成本	2,644
Less: Settlement of loans (note)	減：償付貸款(附註)	(110,151)
Consideration satisfied by cash	以現金償付的代價	452,689
Carrying amount of non-controlling interests acquired	已收購非控股股權的賬面值	221,606
Excess consideration paid over carrying amount	已付高於賬面值的代價	231,083

Note:

According to the Acquisition Agreement, the loans made by the Vendor to HRL and EPL amounted to approximately HK\$110,151,000 at the date of Acquisition will be transferred by the Vendor to the Purchaser at the time when the Acquisition completed.

附註：

根據收購協議，賣方於收購事項當日向嶺盈及太平洋拓展作出的貸款約110,151,000港元，將於完成收購事項時由賣方轉讓予買方。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

47. CHANGES IN OWNERSHIP INTERESTS IN SUBSIDIARIES WITHOUT CHANGE OF CONTROL (Continued)

Summarised financial information in relation to the non-controlling interests of HRL and its subsidiaries (the “HRL Group”) and EPL and its subsidiaries (the “EPL Group”), before intra-group eliminations, is presented below:

47. 並無失去控制權的附屬公司所有權權益變動 (續)

下文呈列有關嶺盈及其附屬公司(「嶺盈集團」)以及太平洋拓展及其附屬公司(「太平洋拓展集團」)非控股權益(扣除集團間抵銷之前)的財務資料概要：

		For the period from 1 January 2013 to 4 October 2013 (the Acquisition date) 二零一三年一月一日 至二零一三年十月四日 (收購日期)期間 HK\$'000 千港元
HRL Group	嶺盈集團	
Revenue	收入	2,425
Profit for the year	年度溢利	2,085
Total comprehensive income	全面收入總額	5,292
Profit allocated to NCI	分配予非控股權益的溢利	1,022
Cash flows from operating activities	經營活動的現金流量	(37,389)
Cash flows from investing activities	投資活動的現金流量	(21,300)
Cash flows from financing activities	融資活動的現金流量	49,953
Net cash outflows	現金流出淨額	(8,736)
EPL Group	太平洋拓展集團	
Revenue	收入	465
Loss for the year	年度虧損	(9,454)
Total comprehensive expense	全面開支總額	(6,751)
Loss allocated to NCI	分配予非控股權益的虧損	(4,633)
Cash flows from operating activities	經營活動的現金流量	(73,377)
Cash flows from investing activities	投資活動的現金流量	(51,386)
Cash flows from financing activities	融資活動的現金流量	102,284
Net cash outflows	現金流出淨額	(22,479)

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

48. FINANCIAL GUARANTEE CONTRACT

At 31 December 2014, the Company had corporate guarantee of HK\$12,400,000 (2013: HK\$12,400,000) given to a related company to secure loans to NA Entertainment, an indirectly wholly-owned subsidiary of the Company.

49. CONTINGENT LIABILITIES

According to the land lease agreements signed between the Group and the local authority in Foshan, the PRC, in relation to the leasing of lands for development of tourism and related entertainment business and hotel operations, the Group shall invest no less than RMB600 million for the projects or the Group is liable to pay RMB8 million as damages to the local authority. The completion of constructions and commencement of operations of the projects shall be within three and four years respectively from the signing of the lease agreements. The directors of the Company are of the opinion that the conditions set in the leasing agreements could be achieved and no provision for liability is necessary.

48. 財務擔保合約

於二零一四年十二月三十一日，本公司向一間關聯公司作出金額為12,400,000港元(二零一三年：12,400,000港元)的企業擔保，作為國藝影視(本公司間接全資附屬公司)獲授貸款的擔保。

49. 或然負債

根據本集團與中國佛山市地方機關簽訂的土地租賃協議(內容涉及租賃土地以發展旅遊業以及相關娛樂及酒店業務)，本集團須向項目作出不少於人民幣600,000,000元的投資，或本集團須向地方機關支付人民幣8,000,000元作為賠償金。項目須分別於簽訂租賃協議日期起計三年及四年內竣工及投入營運。本公司董事認為應可達成租賃協議所載的條件，因此毋須就負債作出撥備。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

50. EVENT AFTER THE REPORTING DATE

- (a) Subsequent to 31 December 2014, certain bank loan facilities were secured by leasehold buildings with book amount of approximately HK\$15,160,000 and a corporate guarantee granted by the Company. Such bank loan facilities amounted to approximately HK\$17,000,000 were utilised to the extent of approximately HK\$16,940,000.
- (b) Subsequent to 31 December 2014, certain other borrowing facilities were secured by the share charge over of the entire share capital of direct or indirect certain wholly-owned subsidiaries of the Company. Such other borrowing facilities amounted to approximately HK\$200,000,000 were utilised to the extent of approximately HK\$110,000,000.
- (c) On 22 December 2014, Elegant Motion Enterprise Limited, a direct wholly-owned subsidiary of the Company entered into the sale and purchase agreement (the "S&P Agreement") with Mr. Sin (the "Vendor") for the sale and purchase of the entire issued share capital of Lux Unicorn Limited (the "Target Company") and the loans. Pursuant to the S&P Agreement, the Vendor has conditionally agreed to sell and the Company has conditionally agreed to purchase the entire issued share capital of the Target Company at a aggregate consideration of HK\$400,000,000. The special general meeting of Company to be held on 10 April 2015 to consider and approve the transaction. At the date of approval of these consolidated financial statements, the transaction has not yet been completed. Further details of such are set out in the announcement of the Company dated 22 December 2014 and the investment circular of the Company dated 23 March 2015.

50. 報告日後事項

- (a) 於二零一四年十二月三十一日後，若干銀行貸款融資乃由賬面值約15,160,000港元之租賃樓宇及本公司授出的企業擔保作擔保。該等銀行貸款融資約為17,000,000港元，其中已動用約16,940,000港元。
- (b) 於二零一四年十二月三十一日後，若干其他貸款融資由本公司若干直接或間接全資附屬公司的全部股本抵押作擔保。該等其他貸款融資共計約200,000,000港元，其中約110,000,000港元已經動用。
- (c) 於二零一四年十二月二十二日，本公司直接全資附屬公司雅動企業有限公司與冼先生(「賣方」)就買賣盛麟有限公司(「目標公司」)全部已發行股本及該貸款訂立買賣協議(「買賣協議」)。根據買賣協議，賣方已有條件同意出售及本公司已有條件同意購買目標公司全部已發行股本，總代價為400,000,000港元。本公司將於二零一五年四月十日舉行股東特別大會以考慮及批准有關交易。於此綜合財務報表批准日期，有關交易尚未完成。有關進一步詳情載於本公司日期為二零一四年十二月二十二日之公佈及本公司日期為二零一五年三月二十三日之投資通函。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

51. COMPARATIVE FIGURES

For comparative purposes, certain figures have been reclassified to conform with current year presentation to align with the consolidated financial statements presentation of the Group.

52. DIVIDEND

No dividend has been proposed or declared by the directors for the year ended 31 December 2014 (2013: Nil).

53. APPROVAL OF FINANCIAL STATEMENTS

The consolidated financial statements for the year ended 31 December 2014 were approved for issue by the board of directors on 27 March 2015.

51. 比較數據

為進行比較，若干數據已重新分類以與本年度之呈列一致，以使本集團的綜合財務報表呈列貫徹一致。

52. 股息

董事並無就截至二零一四年十二月三十一日止年度擬派或宣派任何股息(二零一三年：無)。

53. 批准財務報表

截至二零一四年十二月三十一日止年度的綜合財務報表已於二零一五年三月二十七日獲董事會批准發佈。

Financial Summary

財務摘要

A summary of the financial results and the assets, liabilities and equity of the Group for the last five financial years, as extracted from the published audited consolidated financial statements, is set out below. This summary does not form part of the audited consolidated financial statements.

下文載列本集團於過去五個財政年度的財務業績及資產、負債與權益概要，乃摘錄自己刊發的經審核綜合財務報表。此概要並非經審核綜合財務報表的一部分。

FINANCIAL RESULTS

財務業績

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Revenue/Turnover	收入／營業額					
– Continuing operations	– 持續經營業務	15,260	19,094	6,789	16,116	10,505
– Discontinued operations	– 已終止經營業務	–	–	–	–	375
Revenue/Turnover	收入／營業額	15,206	19,094	6,789	16,116	10,880
(Loss)/Profit before income tax	除所得稅前 (虧損)／溢利	(142,989)	(17,682)	2,897	61,411	(36,407)
Income tax expense	所得稅開支	(5,924)	(6,543)	(4,938)	(32,344)	–
(Loss)/Profit for the year	本年度 (虧損)／溢利	(148,913)	(24,225)	(2,041)	29,067	(36,407)
Attributable to:	下列各項應佔：					
Owners of the Company	本公司擁有人	(148,913)	(20,614)	(12,917)	(11,410)	(36,407)
Non-controlling interests	非控股權益	–	(3,611)	10,876	40,477	–
		(148,913)	(24,225)	(2,041)	29,067	(36,407)

ASSETS, LIABILITIES AND EQUITY

資產、負債及權益

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Total assets	資產總值	1,835,642	1,572,053	1,007,741	671,309	231,586
Total liabilities	負債總額	(763,168)	(862,635)	(213,926)	(171,248)	(13,092)
		1,072,474	709,418	793,815	500,061	218,494
Equity attributable to the owners of the Company	本公司擁有人 應佔權益	1,072,474	709,418	571,494	289,356	218,494
Non-controlling interests	非控股權益	–	–	222,321	210,705	–
		1,072,474	709,418	793,815	500,061	218,494



National Arts Entertainment and Culture-Group Limited
國藝娛樂文化集團有限公司