



中國農業生態有限公司 China Eco-Farming Limited

(Continued into Bermuda with limited liability) (於百慕達存續之有限公司)
(Stock Code 股份代號: 8166)



2015
Annual Report
年報

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CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. So David Tat Man

Mr. Lai Yick Fung

Mr. Au Yeung Po Leung

(appointed on 2 January 2016)

Independent Non-executive Directors

Mr. Ng Cheuk Fan, Keith

Mr. Yick Ting Fai, Jeffrey

Mr. Zhang Min

AUTHORISED REPRESENTATIVES

Mr. So David Tat Man

Ms. Yip Zodia Wang (resigned on 1 May 2015)

Mr. Lai Yick Fung (appointed on 1 May 2015)

AUDIT COMMITTEE

Mr. Ng Cheuk Fan, Keith (*Chairman*)

Mr. Yick Ting Fai, Jeffrey

Mr. Zhang Min

NOMINATION COMMITTEE

Mr. Zhang Min (*Chairman*)

Mr. Ng Cheuk Fan, Keith

Mr. Yick Ting Fai, Jeffrey

REMUNERATION COMMITTEE

Mr. Yick Ting Fai, Jeffrey (*Chairman*)

Mr. Ng Cheuk Fan, Keith

Mr. Zhang Min

COMPLIANCE OFFICER

Mr. So David Tat Man

COMPANY SECRETARY

Ms. Yip Zodia Wang (resigned on 1 May 2015)

Mr. Lai Yick Fung (appointed on 1 May 2015)

AUDITOR

SHINEWING (HK) CPA Limited

43/F., Lee Garden One,

33 Hysan Avenue,

Causeway Bay,

Hong Kong

董事會

執行董事

蘇達文先生

賴益豐先生

歐陽寶樑先生 (於二零一六年一月二日

獲委任)

獨立非執行董事

吳卓凡先生

易庭暉先生

張民先生

法定代表

蘇達文先生

葉環女士 (於二零一五年五月一日辭任)

賴益豐先生 (於二零一五年五月一日獲委任)

審核委員會

吳卓凡先生 (*主席*)

易庭暉先生

張民先生

提名委員會

張民先生 (*主席*)

吳卓凡先生

易庭暉先生

薪酬委員會

易庭暉先生 (*主席*)

吳卓凡先生

張民先生

監察主任

蘇達文先生

公司秘書

葉環女士 (於二零一五年五月一日辭任)

賴益豐先生 (於二零一五年五月一日獲委任)

核數師

信永中和(香港)會計師事務所有限公司

香港

銅鑼灣

希慎道33號

利園一期43樓

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

25/F, Siu On Centre,
188 Lockhart Road, Wanchai,
Hong Kong

REGISTERED OFFICE

Clarendon House,
2 Church Street,
Hamilton HM 11,
Bermuda

PRINCIPAL SHARE REGISTRAR

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

**HONG KONG BRANCH SHARE REGISTRAR AND
TRANSFER OFFICE**

Union Registrars Limited
A18/F, Asia Orient Tower,
Town Place, 33 Lockhart Road,
Wanchai, Hong Kong
(to be relocated to Suites 3301-04, 33/F., Two Chinachem
Exchange Square, 338 King's Road, North Point,
Hong Kong with effect from 5 April 2016)

PRINCIPAL BANKERS

The Hong Kong and Shanghai Banking
Corporation Limited
Hang Seng Bank Limited
Industrial Bank Co., Ltd

GEM STOCK CODE

8166

WEBSITE ADDRESS

www.aplushk.com/clients/8166chinaeco-farming/index.html

總辦事處及主要營業地點

香港
灣仔駱克道188號
兆安中心25樓

註冊辦事處

Clarendon House,
2 Church Street,
Hamilton HM 11,
Bermuda

股份過戶登記總處

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

香港股份過戶登記分處

聯合證券登記有限公司
香港灣仔
駱克道33號中央廣場
滙漢大廈A18樓
(將自二零一六年四月五日起遷往
香港北角英皇道338號華懋交易廣場
2期33樓3301-04室)

主要往來銀行

香港上海滙豐銀行有限公司

恒生銀行有限公司
興業銀行有限公司

創業板股份代號

8166

網址

www.aplushk.com/clients/8166chinaeco-farming/index.html

PROFILE OF THE DIRECTORS 董事履歷

EXECUTIVE DIRECTORS

Mr. So David Tat Man (“Mr. So”) (蘇達文先生), aged 31, is an executive Director and a director of certain subsidiaries of the Company. Mr. So holds a bachelor degree in surveying from The Hong Kong Polytechnic University and is a member of The Royal Institution of Chartered Surveyors and The Hong Kong Institute of Directors. Mr. So joined the Company as a business development director of a subsidiary of the Company in January 2014. Mr. So started his career in the investment department of Savills (Hong Kong) Limited and then worked in a company that specialized in China property investment prior to joining the Company. He has extensive experience in investment in China and Hong Kong. Mr. So is currently a non-executive director of Chinese Food and Beverage Group Limited (stock code: 8272), a company listed on GEM of the Stock Exchange.

Mr. Lai Yick Fung (“Mr. Lai”) (賴益豐先生), aged 45, is an executive Director and a director of certain subsidiaries of the Company. Mr. Lai joined the Company as a finance director in April 2015 and was appointed as the company secretary of the Company, an authorised representative of the Company pursuant to Rule 5.24 of the GEM Listing Rules in May 2015. Mr. Lai obtained a Master of Science Degree in Financial Management in the University of London and a Bachelor of Arts Degree in Accountancy in Hong Kong Polytechnic University. He is an associate member of The Hong Kong Institute of Certified Public Accountants, The Institute of Chartered Secretaries and Administrators in the United Kingdom, The Hong Kong Institute of Chartered Secretaries and The Taxation Institute of Hong Kong. Mr. Lai had worked for an international accounting firm and a number of listed companies in Hong Kong and the United States as senior management and has over 20 years of experience in auditing, accounting and financial management.

執行董事

蘇達文先生 (「蘇先生」), 31歲, 為執行董事兼本公司若干附屬公司之董事。蘇先生持有香港理工大學測量學學士學位, 並為英國皇家特許測量師學會及香港董事學會之會員。蘇先生於二零一四年一月加入本公司, 擔任本公司一間附屬公司的業務發展總監。加盟本公司前, 蘇先生於第一太平戴維斯(香港)有限公司的投資部開展其事業, 及後於一間專門從事中國物業投資的公司任職。彼於中國及香港投資方面擁有豐富經驗。蘇先生目前為聯交所創業板上市公司華人飲食集團有限公司(股份代號: 8272)的非執行董事。

賴益豐先生 (「賴先生」), 45歲, 為執行董事及本公司若干附屬公司之董事。賴先生於二零一五年四月加入本公司為財務總監, 且於二零一五年五月獲委任為本公司的公司秘書及根據創業板上市規則第5.24條之本公司法定代表。賴先生取得倫敦大學財務管理理學碩士學位及香港理工大學會計學文學學士學位。彼為香港會計師公會、英國特許秘書及行政人員公會、香港特許秘書公會及香港稅務學會之會員。賴先生曾任職於一間國際會計師行, 且於多間香港及美國上市公司擔任高級管理層, 並擁有逾二十年的審計、會計及財務管理經驗。

EXECUTIVE DIRECTORS (continued)

Mr. Au Yeung Po Leung ("Mr. Au Yeung") (歐陽寶樑先生), aged 57, is an executive Director and a director of a subsidiary of the Company. Mr. Au Yeung graduated from the Hong Kong Polytechnic University with a Diploma in Management Studies and he served in a number of business roles for different financial institutions in Hong Kong. Before founding his own business, Mr. Au Yeung was appointed as the Deputy General Manager of the Shougang Fushan Resources Group Limited (stock code: 639), a company listed on the main board of the Stock Exchange, for the period from April 2002 to July 2005 and has over 20 years of experience in banking and financial management.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Ng Cheuk Fan, Keith ("Mr. Ng") (吳卓凡先生), aged 54, is an independent non-executive Director. Mr. Ng is also the chairman of the audit committee and members of the remuneration committee and nomination committee of the Company. Mr. Ng graduated from the University of Alberta, Canada, with a Bachelor's degree in Commerce, majoring in Accounting. He also obtained a Master of Commerce degree in Professional Accounting from the University of New South Wales, Australia and is a Certified Public Accountant in Australia and a member of The Hong Kong Institute of Certified Public Accountants. Mr. Ng has over 20 years of management and accounting experience.

Mr. Ng is currently an executive director of China Fortune Financial Group Limited ("China Fortune") (stock code: 290), a company listed on the Stock Exchange. As at the date of this report, the Company is interested in 97,470,000 shares of China Fortune, while Mr. Ng is not holding any shares of China Fortune. He is also an executive director of U-RIGHT International Holdings Limited ("U-RIGHT") (stock code: 627), a company listed on the Stock Exchange, which received petitions from the Hong Kong Court against the company and its wholly owned subsidiary, Uni-Capital Limited filed by Detusche Bank A.G., Hong Kong Branch on 6 October 2008, before Mr. Ng's tenure of office. The winding-up petition against U-RIGHT was subsequently dismissed pursuant to the order of the Hong Kong Court dated 16 September 2013.

執行董事 (續)

歐陽寶樑先生(「歐陽先生」), 57歲, 為執行董事及本公司一間附屬公司之董事。歐陽先生畢業於香港理工大學, 持有行政管理文憑, 曾於香港多間金融機構擔任數個業務職務。歐陽先生創業前, 於二零零二年四月至二零零五年七月獲首鋼福山資源集團有限公司(股份代號: 639)(一間於聯交所主板上市的公司)委任為副總經理, 彼於銀行及財務管理方面擁有逾二十年的經驗。

獨立非執行董事

吳卓凡先生(「吳先生」), 54歲, 為獨立非執行董事。吳先生亦為本公司審核委員會主席以及薪酬委員會及提名委員會成員。吳先生畢業於加拿大University of Alberta, 並取得商業學學士學位, 主修會計。彼亦於澳洲新南威爾斯大學取得專業會計商業碩士學位, 並為澳洲會計師公會及香港會計師公會會員。吳先生於管理及會計方面擁有超過20年經驗。

吳先生目前為聯交所上市公司中國富強金融集團有限公司(「中國富強」)(股份代號: 290)之執行董事。於本報告日期, 本公司於中國富強的97,470,000股股份中擁有權益, 而吳先生現時並無持有中國富強任何股份。吳先生亦為聯交所上市公司佑威國際控股有限公司(「佑威」)(股份代號: 627)之執行董事。佑威接獲德意志銀行香港分行於二零零八年十月六日(於吳先生任職前)就公司及其全資附屬公司立暉有限公司向香港法院提出的呈請。針對佑威的清盤呈請其後根據香港法院日期為二零一三年九月十六日之法令駁回。

PROFILE OF THE DIRECTORS 董事履歷

INDEPENDENT NON-EXECUTIVE DIRECTORS (continued)

Mr. Yick Ting Fai, Jeffrey (“Mr. Yick”) (易庭暉先生), aged 31, was an independent non-executive Director. Mr. Yick is also the chairman of the remuneration committee and members of the audit committee and nomination committee of the Company. Mr. Yick graduated from The Hong Kong Polytechnic University with a Bachelor of Science degree. He subsequently obtained the Juris Doctor degree as well as the Postgraduate Certificate in Laws (PCLL) from The Chinese University of Hong Kong. Mr. Yick was admitted to practice law as a solicitor in Hong Kong in 2012. He has been a member of The Law Society of Hong Kong since then. Mr. Yick worked in both international and reputable local law firms and is currently working as a solicitor with emphasis on corporate finance practice at a local law firm. Mr. Yick principally engages in Hong Kong listing projects and assists in legal compliance of Hong Kong listed companies.

Mr. Zhang Min (“Mr. Zhang”) (張民先生), aged 58, was appointed as an independent non-executive Director on 23 March 2015. He is also the chairman of the nomination committee, members of the audit committee and remuneration committee of the Company. Mr. Zhang holds a Bachelor of Philosophy Degree from the Beijing Normal College and a Master of Laws Degree from the Renmin University of China.

獨立非執行董事 (續)

易庭暉先生(「易先生」), 31歲, 為獨立非執行董事。易先生亦為本公司薪酬委員會主席以及審核委員會及提名委員會成員。易先生畢業於香港理工大學並獲取理學士學位。彼其後取得香港中文大學之法律博士學位以及法學專業證書(PCLL)。易先生於二零一二年獲准作為律師在香港從事法律事務, 及自此成為香港律師會會員。易先生曾於國際及具聲譽的本地律師事務所任職, 而目前於一間本地律師事務所擔任律師, 專責企業融資事務。易先生主要從事香港上市項目及協助香港上市公司處理有關法律合規事宜。

張民先生(「張先生」), 58歲, 於二零一五年三月二十三日獲委任為獨立非執行董事。張先生亦為本公司提名委員會主席, 以及審核委員會及薪酬委員會成員。張先生持有北京師範大學哲學學士學位及中國人民大學法學碩士學位。

INDEPENDENT NON-EXECUTIVE DIRECTORS (continued)

Mr. Zhang was appointed as a non-executive director of China Fortune on 8 December 2010. He was re-designated and appointed as chairman of the board, executive director and a member of the remuneration committee of China Fortune from 12 April 2011 to 30 June 2014. In addition, Mr. Zhang was an independent non-executive director of Silver Base Group Holdings Limited (stock code: 886), a company listed on the main board of the Stock Exchange, from 28 January 2011 to 1 April 2014. He was also the chief marketing officer of the China Cinda Asset Management Co., Ltd from 28 April 2011 to 31 August 2013 and was the chief executive of China Construction Bank Corporation, Hong Kong Branch, from September 2006 to March 2011 and a director of CCB International (Holdings) Limited and China Construction Bank (Asia) Corporation Limited from August 2006 to March 2011. Both CCB International (Holdings) Limited and China Construction Bank (Asia) Corporation Limited are wholly-owned subsidiaries of China Construction Bank Corporation (stock code: 939) (together with its subsidiaries referred to as the "CCBC Group"), a joint stock company incorporated in the People's Republic of China with limited liability, whose issued shares are listed on the main board of the Stock Exchange. He was the president of the Beijing Banking Association from 2003 to 2005 and the Beijing Investment Institution from 2001 to 2006. Mr. Zhang possesses over 20 years' experience in the banking industry through his work with the CCBC Group.

獨立非執行董事(續)

張先生於二零一零年十二月八日獲委任為中國富強非執行董事，並於二零一一年四月十二日至二零一四年六月三十日期間，獲調任為該公司之董事會主席、執行董事及薪酬委員會成員。此外，自二零一一年一月二十八日至二零一四年四月一月期間，張先生曾擔任聯交所主板上市公司銀基集團控股有限公司（股份代號：886）之獨立非執行董事。自二零一一年四月二十八日至二零一三年八月三十一日期間，彼亦為中國信達資產管理股份有限公司之市場總監，而自二零零六年九月至二零一一年三月期間，彼一直擔任中國建設銀行股份有限公司香港分行行長，並自二零零六年八月至二零一一年三月期間出任建銀國際（控股）有限公司及中國建設銀行（亞洲）股份有限公司董事。建銀國際（控股）有限公司及中國建設銀行（亞洲）股份有限公司均為中國建設銀行股份有限公司（股份代號：939）（連同其附屬公司統稱為「中國建設銀行集團」）之全資附屬公司，而中國建設銀行股份有限公司為於中華人民共和國註冊成立之股份有限公司，且其已發行股份於聯交所主板上市。彼曾於二零零三年至二零零五年期間為北京銀行業協會主席，以及於二零零一年至二零零六年期間為北京投資學會主席。張先生於銀行業擁有超過20年經驗，期間一直於中國建設銀行集團任職。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS OVERVIEW

During the year ended 31 December 2015, the Company and its subsidiaries (collectively, the "Group") was principally engaged in the business of one-stop value chain services, health care services, property investment, trading of ceramic products, consumables and agricultural products and grocery food products.

During the year ended 31 December 2015, the Group recorded revenue (including continuing and discontinued operations) of approximately HK\$66,151,000 (2014: HK\$45,541,000), representing an increase of approximately 45.3% as compared to that of last year. Loss for the year attributable to owners of the Company from continuing and discontinued operations amounted to approximately HK\$59,214,000 (2014: HK\$27,393,000). The basic loss per share of the Company was approximately HK1.61 cents (2014: HK1.15 cents).

The Group had successfully widened the asset base by completing certain acquisition projects during the year, and a positive impact in the consolidated statement of profit or loss and other comprehensive income is expected in the near future. The Group continued to expand its investment portfolios by carefully evaluating different business opportunities in Hong Kong and the PRC with a view to maximise the shareholders value of the Company.

Health Care Services

During the year ended 31 December 2015, the health care service segment reported a revenue of approximately HK\$6,403,000 (2014: HK\$22,154,000), representing a decrease of approximately 71.1% as compared to that of last year.

As disclosed in the Company's announcement dated 15 April 2015, the Group had decided to make a strategic move to cease the health care service business which had been a major component of the Group's revenue. This business segment had recorded sustained loss and given the keen competition in the market, the Group intended to allocate its resources to develop other business opportunities, and hence the decrease in revenue.

業務概覽

截至二零一五年十二月三十一日止年度，本公司及其附屬公司（統稱「本集團」）主要從事提供一站式價值鏈服務、醫療保健服務、物業投資、陶瓷產品、消耗品及農產品及糧油食品貿易之業務。

截至二零一五年十二月三十一日止年度，本集團錄得收益（包括持續及已終止經營業務）約66,151,000港元（二零一四年：45,541,000港元），較去年增加約45.3%。本公司擁有人應佔來自持續及已終止經營業務的本年度虧損約59,214,000港元（二零一四年：27,393,000港元）。本公司每股基本虧損約為1.61港仙（二零一四年：1.15港仙）。

本集團於年內透過完成若干收購項目成功擴闊資產基礎，且預期於不久將來會對綜合損益及其他全面收益表有正面影響。本集團仔細評估於香港及中國的不同商機，以持續拓展其投資組合，從而將本公司股東價值最大化。

醫療保健服務

截至二零一五年十二月三十一日止年度，醫療保健服務分類錄得收益約6,403,000港元（二零一四年：22,154,000港元），較去年同期減少約71.1%。

誠如本公司日期為二零一五年四月十五日的公佈所披露，本集團已決定作出策略性舉措，終止經營曾為本集團主要收益部分的醫療保健服務業務。由於本業務分類已持續錄得虧損，且市場競爭激烈，故本集團擬調配其資源往發展其他商機，因而令收益減少。

BUSINESS OVERVIEW (continued)

Trading of Ceramic Products

The trading of ceramic products has not generated any revenue for the years ended 31 December 2015 and 2014. Due to the sluggish ceramic market and decrease in the product demand, the Board decided to cease this business segment with effect from 30 June 2015. The Group will re-allocate its manpower and resources for exploration of other business opportunities.

Property Investment

During the year ended 31 December 2015, the property investment segment reported revenue of approximately HK\$1,521,000 (2014: HK\$156,000), representing an increase of approximately 875%, as compared with the last year. At 31 December 2015, the Group held properties in the People's Republic of China (PRC), Taiwan and Hong Kong for investment purpose amounted to approximately HK\$201,360,000 (2014: HK\$28,812,000). The recovery of property market in the PRC, particularly in Shenzhen, provided an excellent opportunity for the Group to optimise its investment portfolio by addition and disposal of certain investment properties in the area. As regard Taiwan and Hong Kong, there showed a slowdown in the property market in general and our expansion plan remained prudent in these areas, though we still managed to acquire a property in Tsuen Wan, Hong Kong during the year.

Key performance – data of property investment

Average occupancy level	平均佔用水平
Average monthly rental income per square metre (sq.m)	每平方米(平方米)的 月均租金收入

Definition and calculation: Average occupancy level, being percentage of floor area occupied by tenant. Average monthly rental income per sq.ft. being average rental income charged to tenant per sq. ft. of floor area leased.

業務概覽(續)

陶瓷產品貿易

陶瓷產品貿易於截至二零一五年及二零一四年十二月三十一日止年度尚未產生任何收益。由於陶瓷市場疲弱及產品需求下降，故董事會決定終止本業務分類，自二零一五年六月三十日生效。本集團將重新調配其人手及資源，以開拓其他商機。

物業投資

於截至二零一五年十二月三十一日止年度，物業投資分類錄得收益約1,521,000港元(二零一四年：156,000港元)，較去年增加約875%。於二零一五年十二月三十一日，本集團於中華人民共和國(中國)、台灣及香港持作投資用途的物業約為201,360,000港元(二零一四年：28,812,000港元)。中國(尤其是深圳)的物業市場復蘇為本集團提供絕佳機遇，以增購及出售區內的若干投資物業，從而優化其投資組合。就台灣及香港而言，整體物業市場增長放緩，而本集團於該等地區的擴充計劃仍保持審慎，惟本集團於年內仍在香港荃灣收購一個物業。

關鍵表現 – 物業投資數據

	2015 二零一五年	2014 二零一四年
Average occupancy level	61.4%	8.0%
Average monthly rental income per square metre (sq.m)	HK\$81港元	HK\$16港元

定義及計算：平均佔用水平為租戶所佔用樓面面積的百分比。每平方尺的月均租金收入為按每平方呎出租樓面面積向租戶收取的平均租金收入。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS OVERVIEW (continued)

One-stop Value Chain Services

During the year ended 31 December 2015, the one-stop value chain services segment reported a revenue of approximately HK\$57,235,000 (2014: HK\$18,342,000), representing an increase of approximately 212%, as compared with the last year. The increase in revenue was mainly attributable to the increased marketing efforts of the Company by promoting a variety of products. The Group considers this business segment a significant component of its revenue in the coming year and with more resources allocated to marketing promotion activities, its contribution to the Group will be remarkable.

Key performance – data of one-stop value chain services

Gross profit margin

毛利率

Definition and calculation: Gross profit margin, being percentage of gross profit to segment turnover.

Trading of Consumables and Agricultural Products

During the year ended 31 December 2015, this business segment reported a revenue of approximately HK\$703,000 (2014: HK\$4,889,000). The competition in this business segment is very keen and the Group is cautious in its development and will compare its profitability with other business opportunities carefully.

業務概覽(續)

一站式價值鏈服務

於截至二零一五年十二月三十一日止年度，一站式價值鏈服務分類錄得收益約57,235,000港元(二零一四年：18,342,000港元)，較去年增加約212%。收益增加主要由於本公司為推廣多種產品而加大市場推廣力度所致。本集團認為本業務分類於來年將為收益的重要部分，且透過調配更多資源往市場推廣宣傳活動，其對本集團的貢獻將會更可觀。

關鍵表現—一站式價值鏈服務的數據

	2015 二零一五年	2014 二零一四年
Gross profit margin	2.3%	2.1%

定義及計算：毛利率為毛利佔分類營業額的百分比。

消耗品及農產品貿易

於截至二零一五年十二月三十一日止年度，本業務分類錄得收益約703,000港元(二零一四：4,889,000港元)。本業務分類的競爭非常劇烈，而本集團會審慎發展，並將會仔細比較本業務分類與其他商機的盈利能力。

BUSINESS OVERVIEW (continued)

Trading of Grocery Food Products

The Group commenced the trading of grocery food products segment pursuant to completion of acquisition of YIHE Enterprise Holding Limited as disclosed in the Company's announcement dated 30 November 2015, involving in distribution (i) in the catering channel in Hong Kong for "Mengniu" liquid milk and pasteurized dairy products, including but not limited to pure milk, low fat high calcium milk, "Milk Deluxe", "Fruit Milk Drink", and "Yoyi C" under the "Mengniu" brand; and (ii) in peanut oil, corn oil and canola oil under the "Jinlongyu" brand via supermarkets, convenience stores and small-scale stores in Hong Kong. During the year ended 31 December 2015, this segment reported a revenue of approximately HK\$289,000. After a series of marketing and promotion plans are implemented, it is expected that this segment represents a significant growth momentum in the years ahead.

Environmental Policies and Performance

The Board admits the responsibility to environmental protection. Over the years, the Group has committed to reduce waste and pollution with a view of effective and efficient resources utilisation in the office spaces. Staff are reminded from time to time the Group's direction in this respect.

業務概覽(續)

糧油食品貿易

誠如本公司日期為二零一五年十一月三十日之公佈所披露，本集團完成收購宜合企業控股有限公司並開展糧油食品貿易分類，當中涉及(i)於香港餐飲渠道分銷「蒙牛」液態奶及巴氏奶類產品(包括但不限於「蒙牛」品牌下的純牛奶、高鈣低脂奶、「特侖蘇」、「真果粒」及「優益C」)；及(ii)透過香港的超級市場、便利店及小規模店鋪分銷「金龍魚」品牌下的花生油、粟米油及芥花籽油。於截至二零一五年十二月三十一日止年度，本分類錄得收益約289,000港元。經推行一系列的市場推廣及宣傳計劃後，預期本分類於未來數年將為重要增長動力。

環保政策及表現

董事會承認有責任保護環境。為有效及高效地使用辦公場所的資源，本集團多年來一直承諾減少廢物及污染。員工不時獲提醒本集團在此方面的方針。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS OVERVIEW (continued)

Compliance with the Relevant Laws and Regulations

The Group's main business and operation work within common trade practice environment and the Group endeavours to comply with all legal and regulatory requirements. In relation to the human resources, the Group is committed to comply with the requirements of the applicable laws and regulations, such as the Employment Ordinance, ordinances in relation to discrimination, the Privacy Ordinance and the Minimum Wage Ordinance. The Group also values good conduct of the employees and has set out clear guidelines to prevent bribery and to regulate the acceptance of benefits by the employees. On the corporate level, the Group continuously complies with the requirements under the Rules Governing the Listing of Securities on the Growth Enterprise Market ("GEM Listing Rules") of The Stock Exchange of Hong Kong Limited ("Stock Exchange") and the Securities and Futures Ordinance ("SFO"), such as disclosure of interests, corporate governance, Model Code for Securities Transactions by Directors of the Listed Issuers and "Inside Information" disclosure. The Group employs legal and financial advisers when undergoing acquisitions or other corporate exercises. During the year ended 31 December 2015, there was no material breach of or non-compliance with the applicable laws and rules by the Group.

Relationships with Employees, Customers and Suppliers

The Group recognises importance of retaining talents to ensure the ongoing execution of business plans. The Group has established all-rounded staff policy and guidelines for staff welfare, provide a safe workplace, and support the development of talent. The Group provides incentives to its employees based on their performance. The Group encouraged employees to update their work-related knowledge, skill and attitude by providing training offered by external organisations. During the year ended 31 December 2015, the employee voluntary turnover rate of the Group was kept at a low level. During the year, no violation of labour law was recorded. The key customers of the Group include the long term trading customers and tenants of the investment properties. The key suppliers of the Group are the suppliers of the trading business. The Group has established long term and solid business relationship with the suppliers which ensures stable supply and quality products which meet customers' demand. During the year, there was no material dispute between the Group and the customers/suppliers.

業務概覽(續)

遵守相關法例及法規

本集團主要業務及營運工作於一般商業環境進行，且本集團努力遵循所有法律和監管規定。至於人力資源方面，本集團承諾遵守適用法例及法規的規定，如僱傭條例、有關歧視的條例、私隱條例及最低工資條例。本集團亦重視員工的良好操守，並已制定清晰指引，以防止賄賂及規範僱員接受利益。於企業層面上，本集團持續遵守香港聯合交易所有限公司（「聯交所」）創業板證券上市規則（「創業板上市規則」）以及證券及期貨條例（「證券及期貨條例」）的規定，如權益披露、企業管治、上市發行人董事進行證券交易的標準守則及「內幕消息」披露。本集團進行收購及其他企業活動時，會聘用法律及財務顧問。截至二零一五年十二月三十一日止年度，本集團並無重大違反或不遵守適用法例及規則。

與僱員、顧客及供應商的關係

本集團認同挽留人才的重要性，以確保業務計劃得以持續。本集團已就員工福利建立全面的員工政策及指引，以提供安全的工作環境並支持人才的發展。本集團按照其表現向僱員提供獎勵。本集團透過提供由外部機構舉辦的培訓，鼓勵僱員更新彼等與工作相關的知識、技能及態度。於截至二零一五年十二月三十一日止年度，本集團的員工自願離職率保持於低水平。年內，概無違反勞工法例的紀錄。本集團的主要客戶包括長期貿易客戶及投資物業的租戶。本集團的主要供應商為貿易業務的供應商。本集團與該等供應商已建立長期及穩定的業務關係，此確保可獲得迎合客戶要求的穩定供應及優質產品。年內，本集團與客戶／供應商並無任何重大爭議。

FINANCIAL REVIEW

For the year ended 31 December 2015, the Group recorded a revenue (including continuing and discontinued operations) of approximately HK\$66,151,000 (2014: HK\$45,541,000), representing an increase of approximately 45.3% as compared to that of last year. This increase was mainly attributable to the increase in revenue generated from one-stop value chain services, though partly offset by effect of cessation of health care services during the year.

Cost of sales (including continuing and discontinued operations) for the year under review was approximately HK\$61,917,000 (2014: HK\$39,960,000), representing an increase of approximately 54.9% as compared to that of last year. This increase was due to change of product mix of the Company's business portfolio during the year.

Administrative expenses (including continuing and discontinued operations) for the year under review was approximately HK\$42,519,000 (2014: HK\$36,263,000), representing an increase of approximately 17.3% as compared to that of last year. This increase was mainly due to development and expansion of new business.

Finance costs for the year under review was approximately HK\$4,093,000 (2014: HK\$2,457,000), representing an increase of approximately 66.6% as compared to that of last year. The increase was mainly due to increase in effective interest expense on convertible bonds as compared with last year and the interest paid for the secured bank loan.

The Group recorded a loss for the year attributable to owners of the Company (including continuing and discontinued operations) in the amount of approximately HK\$59,214,000 (2014: HK\$27,393,000). Basic loss per share of the Company (including continuing and discontinued operations) increased from HK1.15 cents for the year ended 31 December 2014 to HK1.61 cents for the year ended 31 December 2015.

財務回顧

截至二零一五年十二月三十一日止年度，本集團錄得收入（包括持續及已終止業務）約為66,151,000港元（二零一四年：45,541,000港元），較去年增加約45.3%。此增長乃主要由於一站式價值鏈服務所產生的收益增加所致，惟被醫療保健服務於年內終止經營之影響部分抵銷。

回顧年度之銷售成本（包括持續及已終止業務）約為61,917,000港元（二零一四年：39,960,000港元），較去年增加約54.9%。此增長乃由於本公司業務組合的產品搭配於年內有所變動。

回顧年度之行政開支（包括持續及已終止業務）約為42,519,000港元（二零一四年：36,263,000港元），較去年增加約17.3%。此增長乃主要由於新業務的發展及擴充所致。

回顧年度內融資成本約為4,093,000港元（二零一四年：2,457,000港元），較去年增加約66.6%。此增長乃主要由於可換股債券的實際利息開支較去年增加及有抵押銀行貸款的已付利息所致。

本集團錄得本公司擁有人應佔本年度虧損（包括持續及已終止業務）金額約為59,214,000港元（二零一四年：27,393,000港元）。本公司每股基本虧損（包括持續及已終止業務）由截至二零一四年十二月三十一日止年度之1.15港仙增加至截至二零一五年十二月三十一日止年度之1.61港仙。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW (continued)

Liquidity and Financial Resources

The Group financed its business operations mainly with its internally generated resources and borrowing during the year under review. At 31 December 2015, the bank balances and cash of the Group was approximately HK\$36,871,000 (2014: HK\$36,995,000).

At 31 December 2015, the net assets of the Group was approximately HK\$273,865,000 (2014: HK\$135,046,000) and the net current assets was approximately HK\$93,758,000 (2014: HK\$60,044,000).

Gearing Ratio

At 31 December 2015, the total liabilities of the Group amounted to approximately HK\$113,534,000 (2014: HK\$29,655,000), which mainly comprised of trade and other payables, interest-bearing bank borrowing, amount due to non-controlling interests, loan from non-controlling interests, liability component of convertible bonds and deferred tax liabilities. These liabilities are denominated in Hong Kong dollars, Renminbi and New Taiwan Dollars.

At 31 December 2015, the Group had total assets of approximately HK\$387,399,000 (2014: HK\$164,701,000). The gearing ratio of the Group, expressed as the ratio of total liabilities to total assets, increased to 0.29 as at 31 December 2015 (2014: 0.18).

Segmental Information

An analysis of the Group's performance for the year ended 31 December 2015 by business segment is set out in note 7 to the consolidated financial statements.

財務回顧(續)

流動資金及財務資源

於回顧年度，本集團主要以內部資源及借款為其業務經營提供資金。於二零一五年十二月三十一日，本集團的銀行結餘及現金約為36,871,000港元（二零一四年：36,995,000港元）。

於二零一五年十二月三十一日，本集團之資產淨值約為273,865,000港元（二零一四年：135,046,000港元）及流動資產淨值約為93,758,000港元（二零一四年：60,044,000港元）。

資產負債比率

於二零一五年十二月三十一日，本集團之負債總額約為113,534,000港元（二零一四年：29,655,000港元），主要包括應付賬款及其他應付款項、計息銀行借貸、應付非控股股東權益款項、非控股股東權益貸款、可換股債券之負債部分及遞延稅項負債。該等負債以港元、人民幣及新台幣計值。

於二零一五年十二月三十一日，本集團之總資產約為387,399,000港元（二零一四年：164,701,000港元）。於二零一五年十二月三十一日，本集團之資產負債比率（以總負債與總資產比率表示）上升至0.29（二零一四年：0.18）。

分類資料

截至二零一五年十二月三十一日止年度，本集團按業務分類劃分之業務表現分析載於綜合財務報表附註7。

FINANCIAL REVIEW (continued)

Employees and Remuneration Policies

As at 31 December 2015, the Group had 44 (2014: 33) total number of full-time employees. Staff costs, including directors' emoluments (including continuing and discontinued operations) of the Company for the year ended 31 December 2015 were approximately HK\$11,560,000 in total (2014: HK\$8,457,000). The Group determines the remuneration and compensation payable to its staff based on individual performance and expertise. Apart from basic remuneration, share options may be granted to eligible employees by reference to the Group's performance as well as individual contribution. Other benefits include retirement schemes.

Capital Structure

As at 31 December 2015, the Company's issued ordinary share capital was HK\$90,574,101.20 divided into 4,528,705,060 shares of HK\$0.02 each ("Shares") (2014: HK\$51,177,301.20 divided into 2,558,865,060 shares).

Fund Raising Activities

Placing of new 800,000,000 shares under specific mandate – successful

On 13 December 2013, the Company and Ping An of China Securities (Hong Kong) Company Limited and FT Securities Limited (collectively, the "Co-Placing Agents") entered into the co-placing agreement, pursuant to which the Company has conditionally agreed to place, through the Co-Placing Agents on a best effort basis a maximum of 800,000,000 placing shares to not fewer than six placees at a placing price of HK\$0.188 per placing share, to be allotted and issued under specific mandate.

財務回顧(續)

僱員及薪酬政策

於二零一五年十二月三十一日，本集團擁有合共44名全職僱員(二零一四年：33名)。本公司截至二零一五年十二月三十一日止年度之員工成本(包括(包括持續及已終止經營業務)董事酬金)合共約11,560,000港元(二零一四年：8,457,000港元)。本集團主要根據僱員之個別表現及專才釐定薪金及報酬。除基本薪金外，可根據本集團之業績以及個別僱員之貢獻向合資格僱員授予購股權。其他福利包括退休計劃。

股本架構

於二零一五年十二月三十一日，本公司已發行普通股本為90,574,101.20港元，分為4,528,705,060股每股面值0.02港元之股份(「股份」)(二零一四年：51,177,301.20港元，分為2,558,865,060股之股份)。

集資活動

根據特別授權配售800,000,000股新股份—成功

於二零一三年十二月十三日，本公司與中國平安證券(香港)有限公司及富通證券有限公司(統稱為「共同配售代理」)訂立共同配售協議，據此本公司已有條件同意透過共同配售代理盡最大努力按配售價每股配售股份0.188港元將根據特別授權予以配發及發行的配售股份向不少於六名承配人配售最多800,000,000股配售股份。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW (continued)

Fund Raising Activities (continued)

Placing of new 800,000,000 shares under specific mandate – successful (continued)

The relevant resolution was passed at the Company's special general meeting on 7 March 2014. The completion of the placing took place on 25 March 2014. The gross proceeds from the placing were approximately HK\$150.4 million and the net proceeds after deducting the placing commission and other related expenses were approximately HK\$145.0 million. The net proceeds from the placing was used as to (i) HK\$20.0 million for settling the cash consideration of the acquisition of a subsidiary, Konson Global Investments Limited; (ii) approximately HK\$59.6 million for general working capital of the Group (including as to approximately HK\$17.6 million for cost of goods sold, approximately HK\$10.6 million for salaries and allowance, approximately HK\$12.0 million for rents, rates and building management fee, and approximately HK\$19.4 million for other operating expenses); (iii) approximately HK\$6.5 million for repayment of the outstanding liabilities of the Company as to approximately HK\$4.3 million loan due to a shareholder, approximately HK\$2.0 million loan due to a former fellow subsidiary of the Company, and approximately HK\$0.2 million for the relevant loan interests; and (iv) approximately HK\$57.5 million for acquisition of investment properties and other investment opportunities; and (v) the remaining balance of approximately HK\$1.4 million for future general working capital of the Company. The placees included 17 individual investors and 7 corporate investors. Further details of the Placing are set out in the announcements of the Company dated 13 December 2013, 7 March 2014 and 25 March 2014 and the circular of the Company dated 19 February 2014.

財務回顧 (續)

集資活動 (續)

根據特別授權配售800,000,000股新股份 – 成功 (續)

有關決議案已於二零一四年三月七日的本公司股東特別大會上獲通過。配售事項於二零一四年三月二十五日完成。配售事項之所得款項總額約為150.4百萬港元。經扣除配售佣金及其他相關開支後，所得款項淨額約145.0百萬港元。配售事項之所得款項淨額用作：(i) 20.0百萬港元用於結清有關收購一間附屬公司康信環球投資有限公司之現金代價；(ii) 約59.6百萬港元用作本集團一般營運資金，包括銷售成本約17.6百萬港元、薪金及津貼約10.6百萬港元、租金、差餉及物業管理費約12.0百萬港元，以及其他經營開支約19.4百萬港元；(iii) 約6.5百萬港元用作償還本公司尚未償還之負債，當中應付本公司一名股東貸款約4.3百萬港元、應付本公司一間前同系附屬公司貸款約2.0百萬港元以及該兩筆之相關貸款利息約0.2百萬港元；(iv) 約57.5百萬港元用作收購投資物業及其他投資機遇；及(v) 餘下約1.4百萬港元用於本公司未來一般營運資金。承配人包括17名個人投資者及7名公司投資者。有關配售事項的更多詳情載於本公司日期為二零一三年十二月十三日、二零一四年三月七日及二零一四年三月二十五日之公佈，以及本公司日期為二零一四年二月十九日之通函。

FINANCIAL REVIEW (continued)

Fund Raising Activities (continued)

Issue of Convertible Bonds II as a consideration of an acquisition

On 13 December 2013, Skyline Top Limited ("Skyline Top"), a wholly-owned subsidiary of the Company and Mr. So Pan entered into a sale and purchase agreement, pursuant to which (i) Mr. So Pan has agreed to sell to Skyline Top, and Skyline Top has agreed to purchase from Mr. So Pan the sale shares of Konson Global Investments Limited; and (ii) Mr. So Pan has agreed to assign to Skyline Top, and Skyline Top has agreed to accept the assignment of, the sale loan at an aggregated consideration of HK\$40,000,000, of which: (i) HK\$20,000,000 shall be satisfied by Skyline Top by cheque or cashier order upon the completion; and (ii) HK\$20,000,000 shall be satisfied by the Skyline Top's procuring of the issue of the convertible bonds ("Convertible Bonds II") at the conversion price of HK\$0.17 (*note*) per conversion share by the Company to Mr. So Pan upon completion.

Upon exercise of conversion rights attaching to the Convertible Bonds II, 117,647,058 (*note*) new shares shall be issued.

The completion of the acquisition involving the issue of convertible bonds as a consideration took place on 31 March 2014.

Further details of the issue of convertible bonds as a consideration of an acquisition are set out in the announcements of the Company dated 13 December 2013, 7 March 2014 and 31 March 2014 and the circular of the Company dated 19 February 2014.

Note: On 2 July 2015, a placing of 629,000,000 new shares of the Company was completed and pursuant to the terms and conditions of the bond instruments of the Convertible Bonds, the conversion price was revised from HK\$0.188 to HK\$0.17. As a result, number of new shares to be issued upon exercise of conversion attaching to the Convertible Bonds was revised from 106,382,978 to 117,647,058.

財務回顧 (續)

集資活動 (續)

發行可換股債券二作為收購代價

於二零一三年十二月十三日，本公司全資附屬公司天際高有限公司（「天際高」）與蘇斌先生訂立買賣協議，據此：(i)蘇斌先生已同意向天際高出售，而天際高已同意自蘇斌先生購買康信環球投資有限公司的銷售股份；及(ii)蘇斌先生已同意向天際高轉讓及天際高已同意接受所轉讓的銷售貸款，總代價為40,000,000港元，其中：(i) 20,000,000港元將由天際高於完成後以支票或本票支付；及(ii) 20,000,000港元將由天際高於完成後通過促使本公司按換股價每股換股股份0.17港元（附註）向蘇斌先生發行可換股債券（「可換股債券二」）支付。

於可換股債券二隨附的兌換權獲行使後，117,647,058股（附註）新股份將予以發行。

涉及發行可換股債券作為代價的收購事項於二零一四年三月三十一日完成。

有關發行可換股債券作為收購代價的更多詳情，載於本公司日期為二零一三年十二月十三日、二零一四年三月七日及二零一四年三月三十一日之公佈，以及本公司日期為二零一四年二月十九日之通函。

附註：於二零一五年七月二日，629,000,000股本公司新股份之配售已完成，且根據可換股債券的債券文據的條款及條件，有關換股價已自0.188港元修訂為0.17港元。因此，可換股債券所附帶兌換獲行使而將予發行的新股份數目自106,382,978股修訂為117,647,058股。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW (continued)

Fund Raising Activities (continued)

Placing of new shares under general mandate - unsuccessful

On 11 February 2015, the Company entered into a placing agreement with the placing agent, pursuant to which the Company conditionally agreed to place, through the placing agent on a best effort basis, a maximum of 448,000,000 new ordinary shares with placing price of HK\$0.2 per placing share in the aggregate nominal value of approximately HK\$89,600,000 to not less than six placees. The maximum net proceeds after deducting the transaction costs are approximately HK\$85,000,000. On 6 March 2015, the Company was informed by the placing agent that the placing had not been successful. Therefore, the placing agreement lapsed and the placing will not proceed. Further details of the placing are set out in the announcements of the Company dated 11 February 2015, 6 March 2015 and 9 March 2015.

Issue of 62,800,000 shares as a consideration of an acquisition

On 12 January 2015, Fujian Seton Investment Co., Ltd. (福建尚同投資有限公司) ("Fujian Seton"), an indirect wholly owned subsidiary of the Company and Mr. Cheung Mong ("Mr. Cheung") entered into a sale and purchase agreement pursuant to which Fujian Seton agreed to acquire and Mr. Cheung agreed to sell a property situated in the PRC at a consideration of RMB10,000,000 (equivalent to approximately HK\$12,560,000) which shall be settled by cash payment or delivery of securities of equivalent value by a third party. The Group intends to hold the property for investment purpose. On the same date, the Company as the assignee and Mr. Cheung, as the assignor entered into the assignment agreement pursuant to which the Company conditionally agreed to accept and Mr. Cheung conditionally agreed to assign the consideration debt at a consideration of HK\$12,560,000 which is equivalent to the acquisition consideration, to be settled by the issuance of 62,800,000 shares by the Company to the Vendor at the issue price of HK\$0.2 each under the general mandate of the Company.

On 22 April 2015, the consideration shares above have been duly allotted and issued to the vendor and completion of the assignment took place on 27 April 2015. Further details of this assignment are set out in the announcement dated 12 January 2015 and 27 April 2015.

財務回顧 (續)

集資活動 (續)

根據一般授權配售新股份—不成功

於二零一五年二月十一日，本公司與配售代理訂立配售協議，據此本公司已有條件同意透過配售代理盡最大努力向不少於六名承配人按配售價每股配售股份0.2港元配售最多448,000,000股總面值約89,600,000港元的新普通股。所得款項最高淨額（經扣除交易成本）約為85,000,000港元。於二零一五年三月六日，本公司獲配售代理告知，配售已告失敗。因此，配售協議失效而配售不會進行。有關配售的更多詳情載列於本公司日期為二零一五年二月十一日、二零一五年三月六日及二零一五年三月九日的公佈內。

發行62,800,000股股份作為收購代價

於二零一五年一月十二日，本公司間接全資附屬公司福建尚同投資有限公司（「福建尚同」）與張望先生（「張先生」）訂立買賣協議，據此福建尚同同意收購而張先生同意出售位於中國的物業，代價為人民幣10,000,000元（相當於約12,560,000港元），該代價將由第三方以現金或交付同等價值的證券償付。本集團計劃持有該物業作投資用途。同日，本公司（作為承讓人）與張先生（作為轉讓人）訂立轉讓協議，據此本公司有條件地同意接受而張先生有條件地同意轉讓代價債務，代價為12,560,000港元，該金額相當於收購事項代價，並將由本公司根據其一般授權以發行價每股0.2港元向賣方發行62,800,000股股份以作償付。

於二零一五年四月二十二日，上述代價股份已正式配發及發行予賣方，而轉讓事項於二零一五年四月二十七日完成。有關該轉讓事項的進一步詳情載於日期為二零一五年一月十二日及二零一五年四月二十七日的公佈。

FINANCIAL REVIEW (continued)

Fund Raising Activities (continued)

Placing of new shares under general mandate - successful

On 15 June 2015, the Company entered into the placing agreement with the placing agent, pursuant to which the Company has conditionally agreed to place, and the placing agent has conditionally agreed to procure, on a best-effort basis, not less than six places for the subscription of up to a maximum of 629,000,000 placing shares at the placing price of HK\$0.20 per placing share under the General Mandate. The completion of the placing took place on 2 July 2015, where a total of 629,000,000 placing shares have been successfully placed by the placing agent to not fewer than six places at the placing price of HK\$0.20 per placing share. The gross proceeds from the placing were approximately HK\$125.8 million and the net proceeds after deducting the placing commission and other selected expenses were approximately HK\$124.4 million. The net proceeds from the placing was used as to (i) approximately HK\$48.0 million for general working capital of the Group; and (ii) approximately HK\$68.5 million for future business development of the Group. Remaining balance of approximately HK\$7.9 million will be used for general working capital of the Group. Further details of the placing are set out in the announcements of the Company dated 16 June 2015 and 2 July 2015.

Issue of Convertible Bond III & Convertible Bond IV as a consideration of an acquisition

On 28 May 2015, Skyline Top Limited and Yardley Wealth Management Limited (“Yardley”) became shareholders (the “JV Partners”) of Delightful Hope Limited (the “JV Company”) for the purpose of the proposed acquisition. The JV Company is owned as to 50% by each of the JV Partners. The directors of the Company considered the JV Company is the subsidiary of the Company in accordance with HKFRS10 *Consolidated Financial Statement*.

Upon formation of JV Company, the JV Partners have agreed to make provision for the management and administration of the JV Company’s affairs, and set out their respective obligations and rights on the terms and conditions set in the shareholders’ agreement (the “Shareholders’ Agreement”).

財務回顧 (續)

集資活動 (續)

根據一般授權配售新股份 – 成功

於二零一五年六月十五日，本公司與配售代理訂立配售協議，據此本公司已有條件地同意配售，而配售代理已有條件地同意盡最大努力促使不少於六名承配人根據一般授權按配售價每股配售股份0.20港元認購最多629,000,000股配售股份。配售事項於二零一五年七月二日完成，合共629,000,000股配售股份已成功由配售代理向不少於六名承配人按配售價每股配售股份0.20港元進行配售。配售事項所得款項總額約為125.8百萬港元，而所得款項淨額（經扣除配售佣金及其他相關支出）約為124.4百萬港元。配售事項所得款項淨額乃按以下方式使用：(i)約48.0百萬港元用作本集團一般營運資本；及(ii)約68.5百萬港元用於本集團之日後業務發展。餘額約7.9百萬港元將用作本集團一般營運資金。有關配售的更多詳情載於本公司日期為二零一五年六月十六日及二零一五年七月二日的公佈。

發行可換股債券三及可換股債券四作為收購代價

於二零一五年五月二十八日，天際高有限公司與溢利財富管理有限公司（「溢利」）就建議收購事項成為希愉有限公司（「合營公司」）的股東（「合營夥伴」）。合營公司由合營夥伴各自擁有50%。本公司董事認為，根據香港財務報告準則第10號綜合財務報表，合營公司為本公司之附屬公司。

待組成合營公司後，合營夥伴已同意就管理合營公司之事務作出規定，並按照股東協議（「股東協議」）所載條款及條件訂明彼等各自的義務及權利。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW (continued)

Fund Raising Activities (continued)

Issue of Convertible Bond III & Convertible Bond IV as a consideration of an acquisition (continued)

On 29 May 2015, the Company, the JV Company, Yardley and Rich Best Asia Limited (the "Vendor") entered into the sale and purchase agreement (the "Sale and Purchase Agreement") pursuant to which (i) the Vendor has agreed to sell and the JV Company has agreed to purchase entire equity interest in China Smart Asia Limited, a subsidiary of Chinese Strategic Holdings Limited ("Chinese Strategic"), which the shares of Chinese Strategic are listed on the GEM of the Stock Exchange (stock code: 8089); and (ii) the Vendor has agreed to assign the JV Company, and the JV Company has agreed to accept the assignment of sale loan at an aggregate consideration of HK\$93,000,000, which shall be settled and discharged by the JV Company in accordance with the time, mode and manner set out under the Sale and Purchase Agreement: (i) forthwith upon the execution of the Sale and Purchase Agreement, the JV Company and Yardley shall jointly and severally pay the sum of HK\$20,000,000 either in cash or by cashier order to Chinese Strategic for and on behalf of the Vendor as deposit (the "Deposit"), and the Deposit shall be applied for part payment of the consideration at completion; (ii) the JV Company and Yardley shall jointly and severally pay a further sum of HK\$26,500,000 either in cash or by cashier order to Chinese Strategic for and on behalf of the Vendor for partial payment of the balance of the consideration at completion; and (iii) the remaining balance of the consideration in the sum of HK\$46,500,000 shall be settled and discharged by the Company's issuance to the Vendor (or any nominee of the Vendor) (i) the convertible bonds ("Convertible Bond-III") in the principal amount of HK\$23,000,000; and (ii) the convertible bonds ("Convertible Bond-IV") in the principal amount of HK\$23,500,000 at completion.

財務回顧 (續)

集資活動 (續)

發行可換股債券三及可換股債券四作為收購代價 (續)

於二零一五年五月二十九日，本公司、合營公司、溢利與Rich Best Asia Limited (「賣方」) 訂立買賣協議 (「買賣協議」)，據此，(i) 賣方已同意出售及合營公司已同意購買華人策略控股有限公司 (「華人策略」，華人策略的股份於聯交所創業板上市 (股份代號：8089)) 之附屬公司華杰亞洲有限公司全部股權；及(ii) 賣方已同意向合營公司轉讓及合營公司已同意接受轉讓銷售貸款，總代價為93,000,000港元，並將由合營公司根據買賣協議所載列的時間、模式及方法結付及清償：(i) 緊隨簽立買賣協議後，合營公司及溢利須共同及個別地以現金或銀行本票向華人策略 (代表賣方) 支付總數20,000,000港元作為按金 (「按金」)，而按金將於完成時用作支付部份代價；(ii) 合營公司及溢利須共同及個別地進一步以現金或銀行本票向華人策略 (代表賣方) 支付總數26,500,000港元，作為於完成時部份支付代價的結餘；(iii) 代價餘額合共為46,500,000港元，須由本公司於完成時向賣方 (或賣方的任何提名人) 發行(i) 本金額為23,000,000港元的可換股債券 (「可換股債券三」)；及(ii) 本金額為23,500,000港元的可換股債券四 (「可換股債券四」) 作結付及清償。

FINANCIAL REVIEW (continued)

Fund Raising Activities (continued)

Issue of Convertible Bond III & Convertible Bond IV as a consideration of an acquisition (continued)

Upon exercise of conversion rights attaching to the Convertible Bond-III & Convertible Bond-IV, 186,000,000 new shares shall be issued.

The completion of the acquisition involving the issue of Convertible Bond-III & Convertible Bond-IV as a part of the consideration took place on 20 August 2015.

Further details of the issue of convertible bonds as a consideration of an acquisition are set out in the announcements of the Company dated 29 May 2015, 20 August 2015 and the circular of the Company dated 27 July 2015.

Significant Investments, Acquisitions and Disposal

Acquisition of property in Taiwan

On 8 September 2014, Top Yield Properties Limited (利高置業有限公司), an indirect wholly-owned subsidiary of the Company, as the assignee, executed the assignment agreement pursuant to which Mr. Wu Chih Kang, as the assignor, assigned all his interest in the property to the assignee at the consideration of NTD92,000,000 (equivalent to approximately HK\$24,196,000) (the "Assignment Agreement"). The property is located at Flat A3, 12th Floor, Block A with two car parking spaces in the building numbered 166 and 167 at Zenith City (「日升月恆」大樓), Lane 235, Jingmaoer Road, Nangang District, Taipei City, Taiwan (the "Taipei Property"). The Taipei Property has an aggregate gross floor area of 2,958 square feet and is for residential use. The Group intends to hold the Taipei Property for investment purpose and will, depending on the then market circumstances, lease out the Taipei Property after completion of the acquisition for rental income. Completion of the acquisition took place on 13 April 2015. Further details of this acquisition and the Assignment Agreement are set out in the announcements of the Company dated 8 September 2014 and 13 April 2015.

財務回顧 (續)

集資活動 (續)

發行可換股債券三及可換股債券四作為收購代價 (續)

可換股債券三及可換股債券四所附帶兌換權獲行使後，186,000,000股新股份將獲發行。

涉及發行可換股債券三及可換股債券四作為部分代價的收購事項於二零一五年八月二十日完成。

有關發行可換股債券作為收購代價的更多詳情載於本公司日期為二零一五年五月二十九日、二零一五年八月二十日的公佈及本公司日期為二零一五年七月二十七日的通函。

重大投資、收購及出售

收購於台灣的物業

於二零一四年九月八日，本公司一間間接全資附屬公司利高置業有限公司（作為承讓人）簽立轉讓協議，據此，吳志剛先生（作為轉讓人）已按代價新台幣92,000,000元（相當於約24,196,000港元）向承讓人轉讓其於該物業的全部權益（「轉讓協議」）。該物業位於台灣台北市南港區經貿段235巷日升月恆大樓A座12樓A3室，連同該大廈內166及167號兩個停車位（「台北物業」）。台北物業的總建築面積合共為2,958平方呎並作住宅用途。本集團計劃持有台北物業作投資用途，並將於收購完成後因應當時市況出租台北物業，賺取租金收入。收購於二零一五年四月十三日完成。有關是項收購及轉讓協議的更多詳情載列於本公司日期為二零一四年九月八日及二零一五年四月十三日之公佈內。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW (continued)

Significant Investments, Acquisitions and Disposal (continued)

Acquisition of property in Shenzhen and its disposal

On 24 December 2014, Chengwang Investment Consulting (Shenzhen) Co., Ltd. (承望投資諮詢(深圳)有限公司), a company of limited liability established in PRC and is wholly-owned subsidiary of the Company (“Chengwang”), and Mr. Tsoi Man Po (“Mr. Tsoi”) entered into the sale and purchase agreement pursuant to which Chengwang agreed to acquire and Mr. Tsoi agreed to sell the property (as defined below) at a consideration of RMB7,000,000 (equivalent to approximately HK\$8,750,000).

The property is located at Unit 9-11B, Block 2, Mangrove West Coast, Mangrove Bay, Binhai Avenue, Nanshan District, Shenzhen, PRC (中國深圳市南山區濱海大道紅樹灣紅樹西岸花園2棟9-11B) (the “Shenzhen Property”). The property has an aggregate gross floor area of 116.33 square metres and is for residential use.

The Group intends to hold the Shenzhen Property for investment purpose and will, depending on the then market circumstances, lease out the Shenzhen Property after completion of the acquisition for rental income. The acquisition is expected to be completed on or before 30 January 2015 (the “Long Stop Date”). As Mr. Tsoi failed to transfer all relevant ownership certificates in relation to the Shenzhen Property from the relevant authorities on or before the Long Stop Date, the agreement regarding the acquisition has been lapsed.

Subsequently, on 21 April 2015, Chengwang and Mr. Tsoi entered into the second sale and purchase agreement pursuant to which Chengwang agreed to acquire and Mr. Tsoi agreed to sell the Shenzhen Property at a consideration of RMB6,200,000 (equivalent to approximately HK\$7,750,000). Completion of acquisition took place on 2 September 2015.

Further details of this acquisition are set out in the announcements of the Company dated 24 December 2014, 21 April 2015 and 2 September 2015.

財務回顧(續)

重大投資、收購及出售(續)

收購於深圳的物業及其出售

於二零一四年十二月二十四日，承望投資諮詢(深圳)有限公司(一間於中國成立的有限公司，且為本公司全資附屬公司(「承望」))與蔡民寶先生(「蔡先生」)訂立買賣協議，據此承望同意收購而蔡先生同意出售該物業(定義見下文)，代價為人民幣7,000,000元(相當於約8,750,000港元)。

該物業位於中國深圳市南山區濱海大道紅樹灣紅樹西岸花園2棟9-11B(「深圳物業」)。該物業的總建築面積合共為116.33平方米並作住宅用途。

本集團計劃持有深圳物業作投資用途，並將於收購完成後因應當時市況出租深圳物業，賺取租金收入。預期收購事項於二零一五年一月三十日(「最後截止日期」)或之前完成。由於蔡先生未能於最後截止日期或之前轉讓自有關當局取得深圳物業的全部相關所有權證，故有關收購事項的協議已失效。

其後，承望與蔡先生於二零一五年四月二十一日訂立第二份買賣協議，據此承望同意收購而蔡先生同意出售深圳物業，代價為人民幣6,200,000元(相當於約7,750,000港元)。收購於二零一五年九月二日完成。

有關是項收購的更多詳情載列於本公司日期為二零一四年十二月二十四日、二零一五年四月二十一日及二零一五年九月二日之公佈內。

FINANCIAL REVIEW (continued)

**Significant Investments, Acquisitions and Disposal
(continued)**

Acquisition of property in Shenzhen and its disposal
(continued)

On 7 December 2015, Chengwang as vendor and Mr. Mai Jian Xun (“Mr. Mai”) as purchaser entered into a sale and purchase agreement pursuant to which Mr. Mai agreed to acquire and Chengwang agreed to sell the Shenzhen Property at a consideration of RMB9,700,000 (equivalent to approximately HK\$11,408,000). Completion of disposal took place on 18 January 2016.

Acquisition of property in Hong Kong

On 13 August 2015, Success Royal Investment Limited (“Success Royal”), a wholly-owned subsidiary of the Company, and Silver Target Corporation Limited (“Silver Target”) entered into a provisional agreement for sale and purchase pursuant to which Success Royal agreed to acquire and Silver Target agreed to sell a property situated at Workshop D1, 8/F., TML Tower, 3 Hoi Shing Road, Tsuen Wan, Hong Kong (the “Tsuen Wan Property”) at a consideration of approximately HK\$8,750,000.

The Group intends to hold the Tsuen Wan Property for investment purpose and will, depending on the then market circumstances, lease out the Tsuen Wan Property after completion of the acquisition for rental income.

Completion of the acquisition of the Tsuen Wan Property took place on 15 October 2015.

財務回顧 (續)

重大投資、收購及出售 (續)

收購於深圳的物業及其出售 (續)

於二零一五年十二月七日，承望（作為賣方）與麥建勳先生（「麥先生」）（作為買方）訂立買賣協議，據此，麥先生同意收購而承望同意出售深圳物業，代價為人民幣9,700,000元（相當於約11,408,000港元）。收購於二零一六年一月十八日完成。

收購於香港的物業

於二零一五年八月十三日，本公司全資附屬公司皇家投資有限公司（「皇家投資」）及銀研有限公司（「銀研」）訂立一項臨時買賣協議，據此，皇家投資同意收購及銀研同意出售位於香港荃灣海盛路3號TML廣場8樓D1室的物業（「荃灣物業」），代價約為8,750,000港元。

本集團擬持有荃灣物業作投資用途，並將於完成收購後，視乎當時市況出租荃灣物業，以收取租金收入。

收購荃灣物業於二零一五年十月十五日完成。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW (continued)

Significant Investments, Acquisitions and Disposal (continued)

Subscription of shares under specific mandate and discloseable transaction on acquisition of 10% equity interest of Anhui Damingyuan Tourism Development Company Limited (安徽大明園旅遊發展股份有限公司)

On 19 August 2015, the Company entered into a subscription agreement (the "Subscription Agreement") with Mr. Sun Hui (the "Subscriber"), who is the ultimate beneficial owner of the Anhui Xingguang Investment Group Limited (安徽興光投資集團有限公司) ("Anhui Xingguang"). Pursuant to the Subscription Agreement, the Subscriber has conditionally agreed to subscribe for and the Company has conditionally agreed to allot and issue, on the subscription completion date, in aggregate 250,000,000 subscription shares at a consideration of HK\$37,500,000 at the subscription price of HK\$0.15 per subscription share. The subscription shares shall be allotted and issued under specific mandate.

On the same date, Kingtop Asia Investment Limited ("Kingtop Asia"), an indirect wholly-owned subsidiary of the Company, and Anhui Xingguang entered into a sale and purchase agreement pursuant to which Anhui Xingguang has conditionally agreed to sell, and Kingtop Asia has conditionally agreed to purchase, the sale shares, representing 10% of the equity interest of Anhui Damingyuan Tourism Development Company Limited ("Anhui Damingyuan"). The consideration for the acquisition is RMB30,000,000 (equivalent to approximately HK\$37,500,000), which shall be paid by Kingtop Asia by cash to Anhui Xingguang at acquisition completion.

Anhui Damingyuan is principally engaged in developing a 4A-level resort in Bengbu City Anhui Province, which is still under construction as at the date of this announcement and is expected to be completed by end of 2016.

A special general meeting has been convened and held for the shareholders to approve the issue of the subscription shares under the specific mandate on 28 October 2015 and the relevant resolutions were duly passed.

財務回顧 (續)

重大投資、收購及出售 (續)

根據特別授權認購股份及收購安徽大明園旅遊發展股份有限公司的10%權益的須予披露交易

於二零一五年八月十九日，本公司與孫輝先生（「認購方」，其為安徽興光投資集團有限公司的最終實益擁有人）（「安徽興光」）訂立一份認購協議（「認購協議」）。根據認購協議，於認購完成日期，認購方已有條件認購而本公司已有條件同意按認購價每股認購股份0.15港元配發及發行合共250,000,000股認購股份，代價為37,500,000港元。認購股份乃根據特別授權予以配發及發行。

同日，本公司間接全資附屬公司港亞投資有限公司（「港亞」）與安徽興光訂立買賣協議，據此，安徽興光已有條件同意出售而港亞已有條件同意購買銷售股份，該等銷售股份佔安徽大明園旅遊發展股份有限公司（「安徽大明園」）的10%權益。收購事項的代價為人民幣30,000,000元（相當於約37,500,000港元），其須由港亞於收購事項完成時以現金支付予安徽興光。

安徽大明園主要在安徽省蚌埠市從事4A級景區的開發，於本公佈日期，該文化產業園仍處於在建中，且預期將於二零一六年年底完工。

股東特別大會已於二零一五年十月二十八日召開及舉行，以供股東批准根據特別授權發行認購股份，而相關決議案已獲正式通過。

FINANCIAL REVIEW (continued)

**Significant Investments, Acquisitions and Disposal
(continued)**

Subscription of shares under specific mandate and discloseable transaction on acquisition of 10% equity interest of Anhui Damingyuan Tourism Development Company Limited (安徽大明園旅遊發展股份有限公司) (continued)

As certain conditions of the Subscription Agreement and the sale and purchase agreement have not been fulfilled by the respective long stop dates and the parties failed to agree on further extension thereof, both the Subscription Agreement and the sale and purchase agreement lapsed in December 2015.

For details, please refer to the announcements of the company dated 19 August 2015, 28 October 2015 and 11 December 2015 and the circular of the Company dated 8 October 2015.

Acquisition of 70% of the entire issued share capital of YIHE Enterprise Holding Limited involving issue of consideration shares under general mandate

On 28 October 2015, Fantastic Alliance Investments Limited ("Fantastic Alliance"), a wholly-owned subsidiary of the Company, the Company and Hexin Limited ("Hexin") entered into a sale and purchase agreement, pursuant to which Hexin has agreed to sell, assign and transfer the sale shares to Fantastic Alliance, and Fantastic Alliance has agreed to purchase the sale shares from Hexin. The sale shares represent 70% equity interest in YIHE Enterprise Holding Limited ("YIHE"). The consideration for the acquisition is the sum of up to HK\$68,544,000, which shall be settled and discharged by Fantastic Alliance procuring the Company to allot and issue a maximum of 408,000,000 consideration shares at HK\$0.168 per consideration share. The consideration shares will be issued and allotted under the general mandate approved by the shareholders of the Company on 28 October 2015.

財務回顧 (續)

重大投資、收購及出售 (續)

根據特別授權認購股份及收購安徽大明園旅遊發展股份有限公司的10%權益的須予披露交易 (續)

由於認購協議及買賣協議的若干條件於各自之最後截止日期前未獲達成，而訂約方未能同意進一步延後有關日期，故認購協議及買賣協議均於二零一五年十二月失效。

有關詳情請參閱本公司日期為二零一五年八月十九日、二零一五年十月二十八日及二零一五年十二月十一日的公佈以及本公司日期為二零一五年十月八日的通函。

涉及根據一般授權發行代價股份的收購宜合企業控股有限公司全部已發行股本之70%

於二零一五年十月二十八日，本公司全資附屬公司Fantastic Alliance Investments Limited (「Fantastic Alliance」)、本公司及合欣(香港)有限公司(「合欣」)訂立買賣協議，據此，合欣已同意出售、出讓及轉讓銷售股份予Fantastic Alliance，而Fantastic Alliance已同意自合欣購買銷售股份。銷售股份佔宜合企業控股有限公司(「宜合」)之70%權益。收購事項的代價合共最高為68,544,000港元，將由Fantastic Alliance促使本公司按每股代價股份0.168港元配發及發行最多408,000,000股代價股份而清償及解除。代價股份將根據於二零一五年十月二十八日獲本公司股東批准的一般授權予以發行及配發。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW (continued)

Significant Investments, Acquisitions and Disposal (continued)

Acquisition of 70% of the entire issued share capital of YIHE Enterprise Holding Limited involving issue of consideration shares under general mandate (continued)

Hexin is the sole and beneficial owner of the entire equity interest in YIHE, a company incorporated in the BVI with limited liability, and YIHE is the sole legal and beneficial owner of the entire equity interest in Huge Famous Corporation Limited, a company incorporated in Hong Kong with limited liability. The principal business of Huge Famous Corporation Limited involves the rendering of marketing, logistic and product management and development services for 2 globally renowned brands in Hong Kong, namely, Mengniu (蒙牛) and Jinlongyu (金龍魚).

The acquisition has been completed on 30 November 2015 and 53,040,000 shares, being the first portfolio consideration shares were allotted and issued on 30 November 2015 but the second portfolio consideration shares, third portfolio consideration shares and fourth portfolio consideration shares were yet to be allotted.

Further details of this acquisition are set out in the announcements of the Company dated 28 October 2015 and 30 November 2015.

Save as disclosed above, the Group did not process any significant investment, acquisition or disposals of properties, subsidiaries or associated companies during the year ended 31 December 2015.

Charges on Group's Assets

As at 31 December 2015, the Group had charges on one of its investment properties to obtain a mortgage financing from a bank in Taiwan of NTD41,000,000 (equivalent to approximately HK\$10,436,000) (31 December 2014: nil).

Contingent Liabilities

At 31 December 2015, the Group did not have any significant contingent liabilities (2014: Nil).

財務回顧 (續)

重大投資、收購及出售 (續)

涉及根據一般授權發行代價股份的收購宜合企業控股有限公司全部已發行股本之70% (續)

合欣為宜合(一間於英屬處女群島註冊成立之有限公司)全部股權的唯一法定及實益擁有人,而宜合為銘鵬有限公司(一間於香港註冊成立之有限公司)全部股權的唯一法定及實益擁有人。銘鵬有限公司於香港的主要業務涉及為兩家全球著名品牌(即蒙牛及金龍魚)提供市場推廣、物流、產品管理及開發服務。

收購已於二零一五年十一月三十日完成,而53,040,000股股份(即第一批代價股份)已於二零一五年十一月三十日獲配發及發行,惟第二批代價股份、第三批代價股份及第四批代價股份仍尚未獲配發。

是次收購的更多詳情載於本公司日期為二零一五年十月二十八日及二零一五年十一月三十日的公佈。

除上述披露者外,本集團於截至二零一五年十二月三十一日止年度並無進行任何物業、附屬公司或聯營公司之重大投資、收購或出售。

本集團資產抵押

於二零一五年十二月三十一日,本集團已抵押其中一項投資物業,以自一間台灣的銀行取得按揭融資約新台幣41,000,000元(相當於約10,436,000港元)(二零一四年十二月三十一日:無)。

或然負債

於二零一五年十二月三十一日,本集團並無任何重大或然負債(二零一四年:無)。

FINANCIAL REVIEW (continued)

Capital Commitments

At 31 December 2015, the Group had capital commitment amounting to approximately HK\$1,026,000 (2014: HK\$21,768,000).

Exposure to Fluctuation in Exchange Rates

All of the Group's assets, liabilities and transactions are mainly denominated either in Hong Kong dollars or Renminbi or New Taiwan dollars. The Directors do not consider that the Group is exposed to any material foreign currency exchange risk. Therefore, no hedging devices or other alternative have been implemented.

Events after the Reporting Period

Details are set out in note 46 to the consolidated financial statements.

OUTLOOK AND PROSPECTS

Looking ahead, there remains a broad range of macroeconomic uncertainties and challenges in the global economy, including rebalancing of China's economy, the impact of low commodity prices and ongoing geo-political tensions. The Group will strive to reduce our sensitivity to adverse trends.

Up to date, the Group exercised certain strategic moves by discontinuing the health care services business and trading of ceramic products business which proved to be not profitable. Meanwhile, the Group underwent certain additions of investment properties in both PRC and Hong Kong with a view to enhance rental income.

One-stop value chain services segment is expected to constitute considerable portion of revenue in the coming year, with stable gross margin and relatively low default risk. On the other hand, the Group will spare more resources on marketing effects to promote the trading of grocery food products segment, leveraging the famous brands "Mengniu" and "Jinlongyu" in the market.

財務回顧 (續)

資本承擔

於二零一五年十二月三十一日，本集團的資本承擔為約1,026,000港元（二零一四年：21,768,000港元）。

匯率波動風險

本集團所有資產、負債及交易乃主要以港元或人民幣或新台幣計算。董事認為本集團並無面對任何重大外匯風險。因此，並無採取對沖或其他措施。

報告期後事項

有關詳情載列於綜合財務報表附註46。

展望及前景

展望將來，全球經濟仍存有廣泛的宏觀經濟不明朗因素及挑戰，包括中國經濟的再平衡、商品價格低迷的影響以及地區政局持續緊張。本集團將致力減低其對不利趨勢的敏感度。

直至現時為止，本集團透過終止經營不盈利的醫療保健服務業務及陶瓷產品貿易業務，進行若干策略性舉措。同時，本集團為提高租金收入而於中國及香港進行若干投資物業購置。

一站式價值鏈服務分類保持穩定的毛利率及相對較低違約風險，預期於來年成為收益的重要部分。於另一方面，本集團將騰出更多資源進行市場推廣，憑藉市場上著名品牌「蒙牛」及「金龍魚」宣傳糧油食品貿易分類。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

OUTLOOK AND PROSPECTS (continued)

As disclosed in the Company's announcement dated 4 February 2016, the Group expanded its trading of grocery food products by forming a strategic alliance with Chan Kee Holdings Limited ("Chan Kee"). Leveraging with Chan Kee's strong distribution channel with retailers including big chain supermarkets, the Group is optimistic about the future profitability of this business segment.

During the first half of 2015, the China property market was driven by various policies and gradually recovered from the depressed conditions since 2014, the property market appeared to rebound in the second quarter. Although there remains certain pressure on inventory destocking in some cities and the distribution of transaction volume among cities remained uneven, a general upward trend in the property market was established. Since the end of 2014, the central bank has reduced benchmark interest rates and deposit reserve ratio for a few times, Looking forward, it is expected that monetary policy will remain relatively loose and the property market in China will revive, which will have positive impact on rental income of the Group's properties portfolio.

The Company reiterates its commitment to maximising shareholder value. The Group continues to actively identify investment opportunities and will select projects which align with the Group's investment strategy, namely balance between steady cash flows and fast asset turnover, or which bring synergy to the Group's existing business.

展望及前景(續)

誠如本公司日期為二零一六年二月四日的公佈所披露，本集團透過與陳記集團有限公司(「陳記」)組成策略性聯盟，以擴充其糧油食品貿易。憑藉陳記與零售商(包括大型連鎖超級市場)的強大分銷渠道，本集團對此業務分類的未來盈利能力態度樂觀。

於二零一五年上半年，中國物業市場受到各種政策及由二零一四年起自受壓情況中逐步復蘇所帶動，物業市場於第二季度出現反彈。儘管於部分城市仍然有若干減少庫存的壓力，且各城市的交易量分佈仍然不均，物業市場已出現整體向上趨勢。自二零一四年年末起，中央銀行已多次降低基準利率及存款準備金率。展望將來，預期該貨幣政策將繼續保持寬鬆，且中國物業市場將會復蘇，此將對本集團物業組合的租金收入帶來正面影響。

本公司重申其對最大化股東價值的承擔。本集團繼續積極物色投資機遇，並將挑選與本集團投資策略(即保持穩定現金流及快速資產週轉率的平衡)一致，或為本集團現有業務帶來協同效應的項目。

The Directors present the annual report and audited consolidated financial statements for the year ended 31 December 2015.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The principal activities of its subsidiaries are set out in Note 44 to the consolidated financial statements.

RESULTS AND DIVIDENDS

The results of the Group for the year ended 31 December 2015 are set out in the consolidated statement of profit or loss and other comprehensive income on page 60 of this annual report.

The Directors do not recommend the payment of final dividend for the year ended 31 December 2015 (2014: Nil).

BUSINESS REVIEW

Discussion and analysis of the principal activities of the Group as required by Schedule 5 to the Hong Kong Companies Ordinance can be found in the Management Discussion and Analysis set out on pages 8 to 28 of this annual report. These discussions form part of this Directors' Report.

FINANCIAL SUMMARY

A summary of the published results and assets and liabilities of the Group for the last five financial years is set out on page 234 of this annual report.

PLANT AND EQUIPMENT

Details of movements in plant and equipment of the Group during the year ended 31 December 2015 are set out in Note 16 to the consolidated financial statements.

MAJOR CUSTOMERS AND SUPPLIERS

The largest customer accounted for approximately 63.6% (2014: 33.2%) of the Group's turnover (including continuing and discontinued operations), and the largest supplier accounted for approximately 77.8% (2014: 42.2%) of the Group's cost of sales (including continuing and discontinued operations), for the year ended 31 December 2015. To the best knowledge of the Directors, at no time during the year ended 31 December 2015, any Director or his associates or any shareholder (who owned more than 5% of the Company's issued share capital) has any interest in the above-mentioned customers or suppliers.

董事謹此提呈截至二零一五年十二月三十一日止年度年報及經審核綜合財務報表。

主要業務

本公司為一家投資控股公司。各附屬公司之主要業務載於綜合財務報表附註44。

業績及股息

本集團截至二零一五年十二月三十一日止年度業績載於本年報第60頁之綜合損益及其他全面收益表。

董事並不建議就截至二零一五年十二月三十一日止年度派付末期股息（二零一四年：無）。

業務回顧

香港公司條例附表5所規定的本集團主要業務的討論及分析載於本年報第8頁至第28頁所載的管理層討論及分析。該等討論構成本董事會報告的一部分。

財務概要

本集團於最近五個財政年度之已公佈業績與資產及負債概要載於本年報第234頁。

廠房及設備

本集團截至二零一五年十二月三十一日止年度廠房及設備變動詳情載於綜合財務報表附註16。

主要客戶及供應商

截至二零一五年十二月三十一日止年度，本集團最大客戶之銷售額佔本集團營業額（包括持續及已終止經營業務）約63.6%（二零一四年：33.2%），而最大供應商之採購額佔本集團銷售成本（包括持續及已終止經營業務）約77.8%（二零一四年：42.2%）。就董事所盡悉，截至二零一五年十二月三十一日止年度概無董事、其聯繫人士或擁有本公司已發行股本5%以上之股東於上文披露之客戶或供應商擁有任何權益。

DIRECTORS' REPORT

董事會報告

SHARE CAPITAL

Details of movements during the year ended 31 December 2015 in the share capital of the Company are set out in Note 33 to the consolidated financial statements.

RESERVES

Details of movements in the reserves of the Group are presented in the consolidated statement of changes in equity on page 64 of this annual report.

DISTRIBUTABLE RESERVES

As at 31 December 2015, the Company did not have any reserves available for cash/in special dividend distribution to shareholders of the Company.

CLOSURE OF REGISTER OF MEMBERS

For ascertaining shareholders' right to attend and vote at the forthcoming annual general meeting (the "AGM")

Latest time to lodge transfers	4:00 p.m. on 29 April 2016 (Friday)
Book close date	3 May 2016 (Tuesday) To 4 May 2016 (Wednesday)
Record date	4 May 2016 (Wednesday)
AGM date	4 May 2016 (Wednesday)

In order to qualify for the right to attend and vote at the AGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Union Registrars Limited, at A18/F., Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong (to be relocated to Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong with effect from 5 April 2016) before the above latest time to lodge transfers.

SHARE OPTION SCHEME

The Company has adopted a new share option scheme on 6 May 2011 (the "Share Option Scheme").

股本

本公司之股本於截至二零一五年十二月三十一日止年度變動詳情載於綜合財務報表附註33。

儲備

本集團儲備之變動詳情已於本年報第64頁之綜合權益變動表內呈列。

可供分派儲備

於二零一五年十二月三十一日，本公司概無現金／可用作特別股息分派予本公司股東之任何儲備。

暫停辦理股份過戶登記手續

就確定股東出席應屆股東週年大會（「股東週年大會」）及於會上投票表決的權利

遞交過戶文件以作登記的最後時間	二零一六年四月二十九日 (星期五)下午四時正
暫停辦理股份過戶登記日期	二零一六年五月三日(星期二)至 二零一六年五月四日(星期三)
記錄日期	二零一六年五月四日(星期三)
股東週年大會日期	二零一六年五月四日(星期三)

為符合資格出席股東週年大會的權利及於會上投票表決，所有股份過戶文件連同有關股票須於上述遞交過戶文件以作登記的最後時間前送達本公司之香港股份過戶登記分處聯合證券登記有限公司，地址為香港灣仔駱克道33號中央廣場滙漢大廈A18樓（將自二零一六年四月五日起遷往香港北角英皇道338號華懋交易廣場2期33樓3301-04室）。

購股權計劃

本公司二零一一年五月六日採納一個新購股權計劃（「購股權計劃」）。

SHARE OPTION SCHEME (continued)

The Share Option Scheme will remain in force for a period of 10 years from 6 May 2011 to 5 May 2021, unless terminated otherwise as in accordance with the provisions of the Share Option Scheme. The purpose of the Share Option Scheme is to enable the Group to grant options to eligible participants the Directors may at its absolute discretion select as incentives or rewards for their contribution to the Group. Eligible participants include any employee (whether full-time or part-time, including executive directors, non-executive directors and independent non-executive directors), shareholder, customer, supplier of the Company, any of its subsidiaries or any entity ("Invested Entity") in which the Group holds an equity interest; any person or entity that provides research, development or other technological support, any adviser (professional or otherwise) or consultant to any area of business or business development of the Group or any Invested Entity; and any other group or classes of participants who have contributed or may contribute by way of joint venture, business alliance or other business arrangement to the development and growth of the Group.

The total number of shares issued and which may fall to be issued upon exercise of the options granted under the Share Option Scheme and any other share option scheme of the Group (including both exercised or outstanding options) to each participant in any 12-month period shall not exceed 1% of the issued share capital of the Company for the time being (the "Individual Limit"). Any further grant of options in excess of the Individual Limit in any 12-month period up to and including the date of such further grant shall be subject to the Shareholders' approval in general meeting of the Company. Where any grant of options to a substantial Shareholder or an independent non-executive director of the Company or any of their respective associates, would result in the shares issued and to be issued upon exercise of all options already granted and to be granted (including options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant: (i) representing in aggregate over 0.1% of the shares in issue; and (ii) having an aggregate value, based on the closing price of the shares at the date of each grant, in excess of HK\$5 million; such further grant of options must be approved by the Shareholders in general meeting.

購股權計劃 (續)

購股權計劃將自二零一一年五月六日至二零二一年五月五日之十年期間維持有效，惟根據購股權計劃之規定以其他方式終止者除外。購股權計劃旨在使本集團向董事可能全權決定推選出之合資格參與者授出購股權，作為彼等對本集團所作出貢獻的獎勵或回報。合資格參與者包括本公司、其任何附屬公司或本集團持有股權之任何實體（「投資實體」）之任何僱員（不論全職或兼職與否，並包括執行董事、非執行董事及獨立非執行董事）、股東、客戶、供應商；提供研究、開發或其他技術支援之任何人士或實體；本集團或任何投資實體之任何業務範疇或業務發展之任何顧問（專業人士或其他專業人士）或顧問；及已經或可能藉合資經營、業務聯盟或其他業務安排而對本集團的發展及增長作出貢獻的任何其他組別或類別參與者。

已發行股份總數及因行使根據購股權計劃及本集團任何其他購股權計劃所授出之購股權（包括已獲行使或尚未行使之購股權）而可能於任何十二個月期間內向各名參與者發行的股份總數，不得超逾本公司現時已發行股本之1%（「個人限額」）。倘在截至進一步授出購股權當日（包括該日）止的任何十二個月內，任何進一步授出超逾個人限額之購股權，須於本公司之股東大會取得股東批准。倘向本公司主要股東或獨立非執行董事或彼等各自之任何聯繫人士授予任何購股權，則可能導致有關股份會因行使於截至有關人士獲授購股權當日（包括該日）止十二個月期間內已授予及將授予該人士之所有購股權（包括已行使、已註銷及尚未行使之購股權）而獲發行及將獲發行：(i)合共佔已發行股份0.1%以上；及(ii)按每次授出購股權當日有關股份收市價計算之合共價值超逾5百萬港元；則進一步授出該等購股權須於股東大會上獲股東批准。

DIRECTORS' REPORT

董事會報告

SHARE OPTION SCHEME (continued)

An option may be exercised at any time during a period to be determined and notified by the Directors to each grantee, which period may commence on the date upon which the offer for the grant of options is made but shall end in any event not later than 10 years from the date of grant of the option subject to the provisions for early termination as set out in the Share Option Scheme. Unless otherwise determined by the Directors and stated in the offer of the grant of options to a grantee, there is no minimum period required under the Share Option Scheme for the holding of an option before it can be exercised.

A nominal consideration of HK\$1 is payable on acceptance of the grant of an option. The subscription price for shares under the Share Option Scheme will be a price determined by the Directors, but shall not be less than the higher of (i) the closing price of 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 shares as stated in the Stock Exchange's daily quotations for the five trading days immediately preceding the date of the offer of grant; and (iii) the nominal value of the shares.

At the annual general meeting of the Company held on 6 May 2011, the Company was also authorised to issue up to 242,459,969 shares (i.e. 121,229,984 consolidated shares upon the share consolidation effective on 11 October 2013) upon exercise of all options (excluding, for this purpose, options which have lapsed in accordance with the terms of the Share Option Scheme and any other share option scheme of the Group) to be granted under the Share Option Scheme and any other share option scheme of the Group, being 10% of the shares in issue on 6 May 2011 (the "General Scheme Limit"). The Company may seek separate Shareholders' approval in general meeting to grant options beyond the General Scheme Limit to participants specifically identified by the Company before such approval is sought. Notwithstanding the foregoing, the maximum number of shares to be issued upon the exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option scheme of the Group must not in aggregate exceed 30% of the issued share capital of the Company from time to time.

購股權計劃 (續)

購股權可於董事所決定並知會各承授人之期間內任何時間獲行使，該期間可始於接納授出購股權之提呈日期，惟在任何情況下將不遲於確定提呈要約授出購股權之日起計十年結束（根據載於購股權計劃之提早條款終止購股權者除外）。除非董事另有決定及在提呈授予承授人購股權之要約中列明，購股權計劃並無規定持有至可行使購股權之最短期間。

名義代價1港元須於授出購股權獲接納時支付。根據購股權計劃之股份認購價為由董事釐定之價格，惟不得少於以下三者之最高者：(i)本公司股份於授予購股權日期（須為交易日）在聯交所每日報價表所列之收市價；(ii)本公司股份於授予購股權日期前五個交易日在聯交所每日報價表所列之平均收市價；及(iii)本公司股份面值。

於二零一一年五月六日舉行之本公司股東週年大會上，本公司於根據購股權計劃及本集團任何其他購股權計劃將予授出全部購股權（不包括，就此而言，根據購股權計劃及本集團任何其他購股權計劃條款已失效之購股權）獲行使後，亦獲授權發行最多242,459,969股股份（即股份合併於二零一三年十月十一日生效後之121,229,984股合併股份，亦即於二零一一年五月六日已發行股份之10%（「一般計劃上限」））。本公司於股東大會上亦可尋求股東另行批准，向本公司在尋求該批准前已特別指定之參與者授出超過一般計劃上限之購股權。儘管如上所述，根據購股權計劃及本集團任何其他購股權計劃授出但尚未行使的購股權獲行使後將予發行股份總數最多不得超過本公司不時已發行股本的30%。

SHARE OPTION SCHEME (continued)

During the year ended 31 December 2015, options in respect of 64,750,000 Shares were granted on 13 July 2015 to certain Directors under the Share Option Scheme. Closing price of the Shares immediately before 13 July 2015 was HK\$0.2 per Share. No options were exercised, cancelled or lapsed during the year ended 31 December 2015.

As at 31 December 2015, the number of Shares in respect of which options had been granted and remained outstanding under the Share Option Scheme was 64,750,000 (2014: Nil), representing approximately 1.43% (2014: Nil) of the Company's issued share capital as at that date.

DIRECTORS AND DIRECTORS' SERVICE CONTRACTS

The Directors who held office during the year ended 31 December 2015 were:

Executive Directors

Mr. So David Tat Man

Mr. Lai Yick Fung (appointed on 1 July 2015)

Independent Non-executive Directors

Mr. Ng Cheuk Fan, Keith

Mr. Yick Ting Fai, Jeffrey

Mr. Zhang Min (appointed on 23 March 2015)

Each independent non-executive Director has signed an appointment letter with the Company for a fixed term of two years and may be terminated by not less than three months prior notice in writing served by either party to the other in accordance with the provisions set out in the respective appointment letter.

Each executive Director has entered into a service agreement with the Company for an initial fixed term of two years and will continue thereafter until terminated by not less than six months' notice in writing served by either party to the other in accordance with the provisions set out in the respective service agreement. Each of the executive Directors may receive a discretionary bonus, the amount of which will be determined by the Board at its absolute discretion having regard to the operation results of the Company and performance of the Directors.

購股權計劃 (續)

於截至二零一五年十二月三十一日止年度，有關64,750,000股股份的購股權於二零一五年七月十三日根據購股權計劃獲授予若干董事。緊接二零一五年七月十三日前的股份收市價為每股股份0.2港元。於截至二零一五年十二月三十一日止年度，概無購股權獲行使、被註銷或失效。

於二零一五年十二月三十一日，有關根據購股權計劃授出及尚未行使購股權的股份數目為64,750,000股（二零一四年：無），佔本公司於該日期的已發行股本約1.43%（二零一四年：無）。

董事及董事服務合約

於截至二零一五年十二月三十一日止年度任職的董事為：

執行董事

蘇達文先生

賴益豐先生（於二零一五年七月一日獲委任）

獨立非執行董事

吳卓凡先生

易庭暉先生

張民先生（於二零一五年三月二十三日獲委任）

各獨立非執行董事已與本公司簽署一份委任書，固定任期為兩年，而其中一方根據彼等各自委任書載有之條文向另一方發出不少於三個月之事先書面通知予以終止。

每位執行董事已與本公司簽訂服務協議，初步固定任期為兩年，並將於其後繼續，直至任何一方根據各自的服務協議所載條文向另一方發出不少於六個月的書面通知予以終止為止。各執行董事或可酌情收取花紅，有關金額將由董事會全權酌情按本公司之經營業績及董事的表現而釐定。

DIRECTORS' REPORT

董事會報告

DIRECTORS AND DIRECTORS' SERVICE CONTRACTS (continued)

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

INDEPENDENCE CONFIRMATION

The Company has received, from each of the independent non-executive Directors, namely, Mr. Ng Cheuk Fan, Keith, Mr. Yick Ting Fai, Jeffrey and Mr. Zhang Min, an annual confirmation of their independence pursuant to Rule 5.09 of the GEM Listing Rules and the Company considers all of the independent non-executive Directors are independent.

DIRECTORS' INTERESTS IN CONTRACTS

There was no contract of significance to which the Company or any of its subsidiaries was a party and in which a Director had a material interest, whether directly or indirectly, subsisted during or at the end of the year ended 31 December 2015.

EMOLUMENTS OF DIRECTORS, CHIEF EXECUTIVE AND FIVE HIGHEST PAID INDIVIDUALS

Details of the emoluments of the Directors, chief executive and the five highest paid individuals of the Group are set out in Notes 12 and 13 to the consolidated financial statements, respectively.

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

As at 31 December 2015, the interests and short positions of the Directors or the chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Future Ordinance (the "SFO")) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they have taken or deemed to have under such provisions of the SFO), or which were required to be entered in the register maintained by the Company pursuant to Section 352 of the SFO or which were required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by the Directors, were as follows:

董事及董事服務合約 (續)

本公司概無與任何於股東週年大會上擬膺選連任的董事訂立任何不可於一年內由本公司終止而毋須作出賠償(法定賠償除外)的服務合約。

確認獨立性

本公司已接獲各獨立非執行董事(即吳卓凡先生、易庭暉先生及張民先生)按照創業板上市規則第5.09條發出之獨立性年度確認書,而本公司認為全體獨立非執行董事屬獨立人士。

董事於合約之權益

本公司或其任何附屬公司概無訂立於截至二零一五年十二月三十一日止年度內或年底時仍有效及本公司董事直接或間接擁有重大權益之重大合約。

董事、行政總裁及五位最高薪人士酬金

董事及本集團行政總裁及五位最高薪人士的酬金詳情分別載於綜合財務報表附註12及13。

董事及主要行政人員於本公司或任何相聯法團之股份、相關股份及債券之權益或淡倉

於二零一五年十二月三十一日,本公司董事或主要行政人員擁有根據證券及期貨條例(「證券及期貨條例」)第XV部第7及8分部須知會本公司及聯交所(包括根據證券及期貨條例之該等條文彼等被視為或當作擁有之權益或淡倉)或根據證券及期貨條例第352條須記入本公司存置之股東登記冊之本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份及債券之權益或淡倉,或根據創業板上市規則第5.46條至5.67條有關董事進行證券交易之規定須知會本公司及聯交所之權益或淡倉如下:

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS OR SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATIONS (continued)

Long position in the underlying shares in respect of the share options of the Company (which were regarded as unlisted physically settled equity derivatives) granted under the Share Option Scheme adopted by the Company on 6 May 2011:

董事及主要行政人員於本公司或任何相聯法團之股份、相關股份及債券之權益或淡倉(續)

有關根據本公司於二零一一年五月六日所採納的購股權計劃授出的本公司購股權(其視為非上市以實物交收的股本衍生工具)的相關股東好倉:

Name	Date of grant	Exercise price per Share (HK\$)	Exercisable period	Outstanding as at 1 January 2015 於二零一五年一月一日尚未行使	Granted during the year	Exercised during the year	Lapsed during the year	Outstanding as at 31 December 2015 於二零一五年十二月三十一日尚未行使
姓名	授出日期	每股行使價(港元)	行使期		年內授出	年內行使	年內失效	
So David Tat Man 蘇達文	13 July 2015 二零一五年七月十三日	0.212	14 July 2015 – 13 July 2016 二零一五年七月十四日至 二零一六年七月十三日	-	8,550,000	-	-	8,550,000
			14 July 2016 – 13 July 2017 二零一六年七月十四日至 二零一七年七月十三日	-	12,825,000	-	-	12,825,000
			14 July 2017 – 13 July 2018 二零一七年七月十四日至 二零一八年七月十三日	-	21,375,000	-	-	21,375,000
Lai Yick Fung 賴益豐	13 July 2015 二零一五年七月十三日	0.212	14 July 2015 – 13 July 2016 二零一五年七月十四日至 二零一六年七月十三日	-	2,000,000	-	-	2,000,000
			14 July 2016 – 13 July 2017 二零一六年七月十四日至 二零一七年七月十三日	-	3,000,000	-	-	3,000,000
			14 July 2017 – 13 July 2018 二零一七年七月十四日至 二零一八年七月十三日	-	5,000,000	-	-	5,000,000
Ng Cheuk Fan, Keith 吳卓凡	13 July 2015 二零一五年七月十三日	0.212	14 July 2015 – 13 July 2016 二零一五年七月十四日至 二零一六年七月十三日	-	800,000	-	-	800,000
			14 July 2016 – 13 July 2017 二零一六年七月十四日至 二零一七年七月十三日	-	1,200,000	-	-	1,200,000
			14 July 2017 – 13 July 2018 二零一七年七月十四日至 二零一八年七月十三日	-	2,000,000	-	-	2,000,000
Yick Ting Fai, Jeffrey 易庭輝	13 July 2015 二零一五年七月十三日	0.212	14 July 2015 – 13 July 2016 二零一五年七月十四日至 二零一六年七月十三日	-	800,000	-	-	800,000
			14 July 2016 – 13 July 2017 二零一六年七月十四日至 二零一七年七月十三日	-	1,200,000	-	-	1,200,000
			14 July 2017 – 13 July 2018 二零一七年七月十四日至 二零一八年七月十三日	-	2,000,000	-	-	2,000,000
Zhang Min 張民	13 July 2015 二零一五年七月十三日	0.212	14 July 2015 – 13 July 2016 二零一五年七月十四日至 二零一六年七月十三日	-	800,000	-	-	800,000
			14 July 2016 – 13 July 2017 二零一六年七月十四日至 二零一七年七月十三日	-	1,200,000	-	-	1,200,000
			14 July 2017 – 13 July 2018 二零一七年七月十四日至 二零一八年七月十三日	-	2,000,000	-	-	2,000,000

DIRECTORS' REPORT

董事會報告

DIRECTORS' AND CHIEF EXECUTIVE'S RIGHTS TO ACQUIRE SHARES OR DEBT SECURITIES

Save as disclosed under the section "DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS OR SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATIONS" above, at no time during the Reporting Period, there subsisted arrangements to which the Company or any of its subsidiaries is a party, being arrangements whose subjects are, or one of whose objects is, to enable any of the directors or the chief executive of the Company to acquire benefits by means of the acquisition of shares in, or debt securities (including debentures) of the Company or any other body corporate, and none of the directors of the Company, their spouse or their children under the age of 18, had any right to subscribe for the securities of the Company during the year ended 31 December 2015.

SUBSTANTIAL SHAREHOLDERS

So far as the Directors are aware of and having made due enquiries, as at 31 December 2015, the following parties, other than the Directors or the chief executive of the Company, had interests or short positions directly or indirectly in the shares and underlying shares of the Company disclosed to the Company under the provisions of Division 2 and 3 of Part XV of the SFO or recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO:

Long positions in the shares and underlying shares of the Company:

Name of shareholders 股東名稱	Number of shares of the Company (Corporate Interests) 本公司股份數目 (公司權益)	Number of underlying shares of the Company 本公司相關股份數目	Total 總數	Approximate percentage of the issued share capital 佔已發行股本的概約百分比 (Note 1) (附註1)
So Chi Yuk (Note 2) 蘇智育 (附註2)	–	500,000,000 (Note 2) (附註2)	500,000,000	11.04%
Sino Coronet Limited (Note 2) 中冠有限公司 (附註2)	–	500,000,000 (Note 2) (附註2)	500,000,000	11.04%

董事及主要行政人員購買股份或債務證券的權利

除上文「董事及主要行政人員於本公司或任何相聯法團之股份、相關股份及債券之權益或淡倉」一節所披露者外，於報告期間內任何時間，概無本公司或其任何附屬公司參與訂立的安排，而該等安排的主題為（或該等安排的目標之一是）讓本公司董事或主要行政人員藉購入本公司或任何其他法人團體的股份或債務證券（包括債券）而獲取利益，且本公司任何董事、彼等的配偶或彼等未滿十八歲的子女於截至二零一五年十二月三十一日止年度概無任何權利認購本公司的證券。

主要股東

就董事所知並經作出適當查詢，於二零一五年十二月三十一日，以下人士（本公司董事或主要行政人員除外）於本公司股份及相關股份擁有以下須根據證券及期貨條例第XV部第2及3分部條文向本公司披露或記錄於本公司根據證券及期貨條例第336條存置之登記冊的直接或間接權益或淡倉：

於本公司股份及相關股份之好倉：

SUBSTANTIAL SHAREHOLDERS (continued)
Long positions in the shares and underlying shares of the Company: (continued)

主要股東 (續)
於本公司股份及相關股份之好倉：(續)

Name of shareholders 股東名稱	Number of shares of the Company (Corporate Interests) 本公司股份數目 (公司權益)	Number of underlying shares of the Company 本公司相關股份數目	Total 總數	Approximate percentage of the issued share capital 佔已發行股本的概約百分比 (Note 1) (附註1)
Yardley Finance Limited (Note 3) 溢利財務有限公司 (附註3)	–	500,000,000 (Note 3) (附註3)	500,000,000	11.04%
Chan Kin Sun (Note 3) 陳建新 (附註3)	–	500,000,000 (Note 3) (附註3)	500,000,000	11.04%
Chinese Strategic Holdings Limited (Note 4) 華人策略控股有限公司 (附註4)	411,553,215 (Note 4) (附註4)	186,000,000 (Note 5) (附註5)	597,553,215	13.19%
Rich Best Asia Limited (Note 4) Rich Best Asia Limited (附註4)	411,553,215 (Note 4) (附註4)	186,000,000 (Note 5) (附註5)	597,553,215	13.19%
Top Status International Limited (Note 4) Top Status International Limited (附註4)	318,953,215 (Note 4) (附註4)	–	318,953,215	7.04%

Notes:

- As at 31 December 2015, the Company's issued ordinary share capital was HK\$90,574,101.20 divided into 4,528,705,060 Shares of HK\$0.02 each.
- Sino Coronet Limited ("Sino Coronet"), a company incorporated in the British Virgin Islands with limited liability, is holding convertible bonds (the "First CB") in the principal amount of HK\$10,000,000 which can be converted into 500,000,000 new shares of the Company at conversion price of HK\$0.02 per share. Since Sino Coronet is wholly owned by So Chi Yuk, So Chi Yuk was deemed to be interested in the First CB.

附註：

- 於二零一五年十二月三十一日，本公司已發行普通股股本為90,574,101.20港元，分為4,528,705,060股每股面值0.02港元之股份。
- 中冠有限公司（「中冠」，一間於英屬處女群島註冊成立之有限公司）正持有本金額為10,000,000港元的可換股債券（「第一批可換股債券」），該等債券可按兌換價每股0.02港元兌換為500,000,000股本公司新股份。由於中冠由蘇智育全資擁有，故蘇智育被視為於第一批可換股債券中擁有權益。

DIRECTORS' REPORT

董事會報告

SUBSTANTIAL SHAREHOLDERS (continued)

3. The First CB was pledged to Yardley Finance Limited ("Yardley Finance"), a company incorporated in Hong Kong with limited liability. Since Yardley Finance is wholly-owned by Chan Kin Sun, Chan Kin Sun was deemed to be interested in the First CB.
4. Top Status International Limited ("Top Status"), a company incorporated in the British Virgin Islands with limited liability, is wholly-owned by Rich Best Asia Limited ("Rich Best"), a company incorporated in the British Virgin Islands. Rich Best is in turn wholly-owned by Chinese Strategic Holdings Limited ("Chinese Strategic"), the issued shares of which are listed on the GEM of the Stock Exchange. As at 31 December 2015, of the 411,553,215 shares, 318,953,215 shares were held by Top Status, 49,000,000 shares were held by Fameway Finance Limited (wholly-owned by Rich Best), 1,100,000 shares were held by Winner Performance Limited (wholly-owned by Rich Best), 42,100,000 shares held by Right Magic Limited (wholly-owned by Rich Best) and 400,000 shares held by Sina Winner Investment Limited (wholly-owned by Rich Best). As such, both Chinese Strategic and Rich Best were deemed to be interested in 411,553,215 shares.
5. Rich Best is holding convertible bonds (the "Second CB") in the principal amount of HK\$46,500,000 which can be converted into 186,000,000 new shares of the Company at conversion price of HK\$0.25 per share. Since Rich Best is wholly owned by Chinese Strategic, Chinese Strategic was deemed to be interested in the Second CB.

Save as disclosed above, the Company is not aware of any other person, other than a director or the chief executive of the Company, who held interests or short positions in the shares and underlying shares of the Company as at 31 December 2015 as recorded in the register required to be kept by the Company under Section 336 of the SFO.

主要股東 (續)

3. 第一批可換股債券乃抵押予溢利財務有限公司(「溢利財務」,一間於香港註冊成立之有限公司)。由於溢利財務由陳建新全資擁有,故陳建新被視為於第一批可換股債券中擁有權益。
4. Top Status International Limited(「Top Status」,一間於英屬處女群島註冊成立之有限公司)由Rich Best Asia Limited(「Rich Best」,一間於英屬處女群島註冊成立之有限公司)全資擁有。Rich Best則由華人策略控股有限公司(「華人策略」,其已發行股份於聯交所創業板上上市)全資擁有。於二零一五年十二月三十一日,於411,553,215股股份中,318,953,215股由Top Status持有,49,000,000股由德榮財務有限公司(其由Rich Best全資擁有)持有,1,100,000股由Winner Performance Limited(其由Rich Best全資擁有)持有,42,100,000股由Right Magic Limited(其由Rich Best全資擁有)持有及400,000股由Sina Winner Investment Limited(其由Rich Best全資擁有)持有。因此,華人策略及Rich Best均被視為於411,553,215股股份中擁有權益。
5. Rich Best正持有本金額為46,500,000港元的可換股債券(「第二批可換股債券」),該等債券可按兌換價每股0.25港元兌換為186,000,000股本公司新股份。由於Rich Best由華人策略全資擁有,故華人策略被視為於第二批可換股債券中擁有權益。

除上文披露者外,於二零一五年十二月三十一日,本公司並不知悉有任何其他人士(除本公司董事或行政總裁外)於本公司股份及相關股份中擁有根據證券及期貨條例第336條記錄於本公司存置之登記冊內的權益或淡倉。

REPURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES

During the year ended 31 December 2015, neither the Company, nor any of its subsidiaries had purchased, redeemed or sold any of the Company's listed securities.

RELATED PARTY TRANSACTIONS

Details of the related party transactions during the year ended 31 December 2015 are set out in Note 42 to the consolidated financial statements, certain of which constituted connected transactions that are exempt from the reporting, announcement and independent shareholders' approval requirements of Chapter 20 of the GEM Listing Rules.

COMPETING INTERESTS

None of the Directors or controlling shareholders of the Company or any of their respective associates (as defined in the GEM Listing Rules) had any business or interest that compete with the business of the Group or has or may have any other conflict of interest with the Group during the year ended 31 December 2015.

RETIREMENT BENEFITS SCHEMES

Details of the retirement benefits schemes are set out in Note 39 to the consolidated financial statements.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's Bye-laws although there is no restriction against such under the laws in Bermuda.

CORPORATE GOVERNANCE

Details of the Company's corporate governance practices are set out in the "Corporate Governance Report" section of this report.

購回、贖回或出售上市證券

於截至二零一五年十二月三十一日止年度，本公司或其任何附屬公司並無購買、贖回或出售本公司任何上市證券。

關連人士交易

於截至二零一五年十二月三十一日止年度內之關連人士交易詳情載於綜合財務報表附註42，其中若干構成根據創業板上市規則第20章獲豁免遵守申報、公佈及獨立股東批准之規定的關連交易。

競爭權益

於截至二零一五年十二月三十一日止年度，本公司之董事、控股股東或彼等各自之聯繫人士（定義見創業板上市規則）概無在與本集團業務出現或可能存在任何競爭之業務或權益或可能與本集團有任何其他利益沖突之業務擁有任何權益。

退休福利計劃

退休福利計劃詳情載於綜合財務報表附註39。

優先購買權

儘管百慕達法例並無有關優先購買權之限制，惟本公司之公司細則亦無任何優先購買權規定。

企業管治

有關本公司採納之企業管治常規之資料載於本報告「企業管治報告」一節。

DIRECTORS' REPORT

董事會報告

EMOLUMENT POLICY

The emolument policy of the employees and senior management of the Group is set up by the remuneration committee of the Company on the basis of their merit, qualifications and competence.

The emoluments of the Directors are decided by the remuneration committee of the Company, having regard to market competitiveness, individual performance and achievement.

The Company has adopted a share option scheme as an incentive to Directors and eligible employees, details of the scheme is set out under the section headed "Share Option Scheme" above and also in Note 38 to the consolidated financial statements.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained a sufficient public float as required under the GEM Listing Rules during the year ended 31 December 2015 and up to the date of this report.

AUDIT COMMITTEE

The Company established an audit committee (the "Audit Committee") on 31 July 2001 with written terms of reference in compliance with the GEM Listing Rules. The primary duties of the Audit Committee are to review and supervise the financial reporting process and internal control and risk management systems of the Group. The Audit Committee currently comprises three independent non-executive Directors; namely Mr. Ng Cheuk Fan, Keith (Chairman), Mr. Yick Ting Fai, Jeffrey and Mr. Zhang Min.

The audited financial results of the Group for the year ended 31 December 2015 have been reviewed by the Audit Committee.

薪酬政策

本集團僱員及高級管理層的薪酬政策乃由本公司薪酬委員會根據其長處、資歷及能力訂立。

本公司董事的薪酬由本公司薪酬委員會於考慮到市場競爭力、個人表現及成績後釐定。

本公司已採納購股權計劃，作為對董事及合資格僱員的激勵，有關該計劃的詳情載於上文「購股權計劃」一節及綜合財務報表附註38。

足夠公眾持股量

根據本公司循公開途徑取得的資料並據董事所知，本公司於截至二零一五年十二月三十一日止年度及直至本報告日期，維持創業板上市規則要求的足夠公眾持股量。

審核委員會

本公司於二零零一年七月三十一日成立審核委員會（「審核委員會」）並遵守創業板上市規則訂立書面職權範圍。審核委員會的主要職責為審閱及監督本集團之財務申報程序及內部監控及風險管理系統。審核委員會目前由三名獨立非執行董事（分別為吳卓凡先生（主席）、易庭暉先生及張民先生）組成。

審核委員會已審閱本集團截至二零一五年十二月三十一日止年度之經審核財務業績。

AUDITOR

SHINEWING (HK) CPA Limited (“SHINEWING”) was appointed as auditor of the Company on 18 December 2008 and subsequently re-appointed as auditor of the Company at the last three annual general meetings of the Company held on 16 May 2013, 26 May 2014 and 2 June 2015. The consolidated financial statements for the years ended 31 December 2012, 2013 and 2014 of the Company were audited by SHINEWING. A resolution for the re-appointment of SHINEWING as auditor of the Company will be proposed at the forthcoming AGM.

By Order of the Board
So David Tat Man
Executive Director

Hong Kong, 22 March 2016

核數師

於二零零八年十二月十八日，信永中和（香港）會計師事務所有限公司（「信永中和」）獲委任為本公司核數師，其後二零一三年五月十六日、二零一四年五月二十六日及二零一五年六月二日舉行之本公司上三屆股東週年大會上獲續聘為本公司核數師。本公司截至二零一二年、二零一三年及二零一四年十二月三十一日止年度之綜合財務報表乃由信永中和審核。本公司將於應屆股東週年大會上提呈一項決議案，以續聘信永中和為本公司之核數師。

承董事會命
執行董事
蘇達文

香港，二零一六年三月二十二日

CORPORATE GOVERNANCE REPORT

企業管治報告

INTRODUCTION

The board of Directors (the “Board”) and the management of the Company are committed to the maintenance of good corporate governance practices and procedures.

The corporate governance principles of the Company emphasise a quality Board, sound internal controls, transparency and accountability to all shareholders of the Company.

The Company has complied with the applicable code provisions on Corporate Governance Code and Corporate Governance Report (the “CG Code”) as set out in Appendix 15 to the GEM Listing Rules throughout the year under review except for the following deviation:

The code provision A.2.1 of the Code provides, among others, the roles of chairman and chief executive should be separate and should not be performed by the same individual. Throughout the year ended 31 December 2015, the Company did not appoint a chairman. The Board will keep reviewing the structure of the Board from time to time. If candidate with suitable knowledge, skills and experience is identified, the Company will make appointment to fill the post of chairman as appropriate.

Under code provision A.2.7 of the Code, the chairman of board should at least annually hold meetings with the non-executive directors (including independent non-executive directors) without the executive directors present. As the Company does not have the Chairman, no such meeting was held in this regard for the year ended 31 December 2015.

Under Rule 5.05(1) of the GEM Listing Rules, every board of directors of a listed issuer must include at least three independent non-executive directors. Under Rule 5.28 of the GEM Listing Rules, the audit committee must comprise a minimum of three members. Subsequent to the resignation of Mr. Lau Tin Cheung with effect from 1 January 2015, the number of independent non-executive Directors and audit committee members had fallen below the minimum number required under Rules 5.05(1) and 5.28 of the GEM Listing Rules. On 23 March 2015, the Company appointed Mr. Zhang Min as an independent non-executive Director and a member of the audit committee of the Company. Hence, the requirements under Rules 5.05(1) and 5.28 of the GEM Listing Rules were fulfilled since then.

引言

本公司董事會（「董事會」）及管理層致力維持高水準之企業管治常規及程序。

本公司之企業管治原則著重董事會質量、良好之內部監控以及針對所有本公司股東之透明度和問責性。

本公司於回顧年度內一直遵守創業板上市規則附錄十五所載之企業管治守則及企業管治報告（「企業管治守則」）之適用守則條文，惟下文所述之偏離行為除外：

守則之守則條文第A.2.1規定（其中包括），主席與行政總裁之角色應有區分，並不應由一人同時兼任。於截至二零一五年十二月三十一日止整個年度，本公司並無委任主席。董事會將繼續不時檢討董事會架構。若發現具備適當知識、技能及經驗的人選，本公司將於適當時間作出委任以填補主席之空缺。

守則之守則條文第A.2.7條規定，董事會主席須在執行董事缺席的情況下，最少每年與非執行董事（包括獨立非執行董事）舉行會議。由於本公司並無主席，故截至二零一五年十二月三十一日止年度內並無舉行有關會議。

根據創業板上市規則第5.05(1)條，各上市發行人的董事會必須包括最少三名獨立非執行董事。根據創業板上市規則第5.28條，審核委員會必須由最少三名成員組成。劉天祥先生自二零一五年一月一日起辭任後，獨立非執行董事及審核委員會成員數目均低於創業板上市規則第5.05(1)條及5.28條所規定之最少人數。於二零一五年三月二十三日，本公司委任張民先生為本公司獨立非執行董事及審核委員會成員，故自此已遵守創業板上市規則第5.05(1)條及5.28條之規定。

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the rules set out in Rules 5.48 to 5.67 of the GEM Listing Rules as its code of conduct regarding securities transactions by Directors. Having made specific enquiry of all Directors, the Company was not aware of any non-compliance with the required standard as set out in such code of conduct regarding securities transactions by the Directors throughout the year ended 31 December 2015.

BOARD OF DIRECTORS

The Board currently comprises six Directors, three are executive Directors and three are independent non-executive Directors.

The Board members for the year ended 31 December 2015 and up to the date of this report are:

Executive Directors

Mr. So David Tat Man
Mr. Lai Yick Fung (appointed on 1 July 2015)
Mr. Au Yeung Po Leung (appointed on 2 January 2016)

Independent Non-executive Directors

Mr. Ng Cheuk Fan, Keith
Mr. Yick Ting Fai, Jeffrey
Mr. Zhang Min (appointed on 23 March 2015)

The Directors' biographical information are set out on pages 4 to 7 in this report. All executive Directors have given sufficient time and attention to the affairs of the Group. Each executive Director has sufficient experience to hold the position so as to carry out his duties effectively and efficiently. There is no relationship among the members of the Board.

董事進行證券交易

本公司已採納創業板上市規則第5.48至5.67條所載之規則作為董事進行證券交易之守則。經向所有董事作出具體查詢之後，據本公司所知，截至二零一五年十二月三十一日止年度，董事一直遵守有關董事進行證券交易之操守準則所載之規定標準。

董事會

董事會現時由六名董事組成，三名為執行董事及三名為獨立非執行董事。

於截至二零一五年十二月三十一日止年度及直至本報告日期之董事會成員為：

執行董事

蘇達文先生
賴益豐先生（於二零一五年七月一日獲委任）
歐陽寶樑先生（於二零一六年一月二日獲委任）

獨立非執行董事

吳卓凡先生
易庭暉先生
張民先生（於二零一五年三月二十三日獲委任）

董事履歷詳情載於本報告第4至第7頁。所有執行董事均就本集團事務付出充足時間及心力。每名執行董事均具有其職位所需之足夠經驗，以有效執行彼之職務。董事會成員之間並無關係。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD OF DIRECTORS (continued)

The Company is committed to having a diversity of the Board to complement the Company's corporate strategy. The Company considers that having a Board with diverse culture would assure Directors that their views are heard, their concerns are attended to and they serve in an environment where bias, discrimination and harassment on any matter are not tolerated. The Board has adopted a board diversity policy which sets out the approach to achieve diversity on the Board. Board appointments are based on merit and candidates are considered against objective criteria, having due regard for the benefits of diversity on the Board including, but not limited to, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service.

Throughout the year ended 31 December 2015 except for the period from 1 January 2015 to 22 March 2015, the Board consisted of three independent non-executive Directors who have appropriate and sufficient experience and qualification to carry out their duties so as to protect the interests of the shareholders of the Company. One of the independent non-executive Directors has appropriate professional qualification or accounting or related financial management expertise as required by Rule 5.05(2) of the GEM Listing Rules. Each independent non-executive Director has signed an appointment letter with the Company for an initial fixed term of two years and may be terminated by not less than three months prior notice in writing served by either party to the other or in accordance with the provisions set out in the respective appointment letter.

The Board considers that all of the independent non-executive Directors are independent and have received from each of them the annual confirmation of independence required by Rule 5.09 of the GEM Listing Rules.

The Board is responsible for approving and monitoring of the Group's overall strategies and policies; approving of business plans; evaluating the performance of the Group and overseeing the management. The Board focuses on overall strategies and policies with particular attention paid to the growth and financial performance of the Group.

董事會 (續)

本公司致力推動董事會成員多元化，以配合本公司的企業策略。本公司認為，董事會成員具有多元化文化可確保董事會有聆聽董事的意見、考慮彼等的顧慮及讓彼等在一個於任何事宜亦不容許偏見、歧視及騷擾的環境服務。董事會已採納董事會成員多元化政策，當中載列達致董事會成員多元化的方針。董事會的任命均以用人唯才為原則，並在考慮人選時會以客觀準則顧及董事會成員多元化的利益，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務任期。

於截至二零一五年十二月三十一日止整個年度（自二零一五年一月一日至二零一五年三月二十二日止期間除外），董事會由三名獨立非執行董事組成，彼等皆具備合適資格及充足經驗以執行職務，以保障本公司股東利益。其中一名獨立非執行董事具備創業板上市規則第5.05(2)條所規定的合適專業資格或會計或相關財務管理專業知識。各獨立非執行董事已與本公司簽署一份委任書，初步固定任期為兩年，而其中一方可向另一方發出不少於三個月之事先書面通知或根據彼等各自委任書載有之條文予以終止。

董事會認為所有獨立非執行董事均為獨立人士，並如創業板上市規則第5.09條所規定，接獲彼等各自之獨立性年度確認書。

董事會負責批准及監察本集團之整體策略及政策；批准業務計劃；檢討本集團之表現及監督管理層。董事會著重整體策略及政策，特別關注本集團之增長及財務表現。

BOARD OF DIRECTORS (continued)

The Board delegates day-to-day operations of the Group to the executive Directors and senior management, while reserving certain key matters for its approval. Decisions of the Board are communicated to the management through executive Directors who have attended Board meetings.

The Company has arranged insurance coverage on Directors' and officers' liabilities in respect of any legal actions which may be taken against its Directors and officers in the execution and discharge of their duties or in relation thereto.

BOARD MEETINGS AND DIRECTORS' ATTENDANCE

The Board meets regularly for at least four times a year to review the financial and operating performance of the Group.

Details of the attendance record of each Director at the meetings of the Board and general meetings of the Company are as follows:

董事會 (續)

董事會授權執行董事及高級管理層進行本集團之日常經營，但保留若干重要事務予董事會批准。董事會透過出席董事會會議之執行董事，傳達董事會之決定予管理層。

本公司已為董事及行政人員購買責任保險，保障彼等因履行其職責或相關事宜時可能要承擔的訴訟責任。

董事會會議及董事出席率

董事會至少每年定期舉行四次會議，以審閱本集團財務及營運表現。

各董事於本公司董事會會議及股東大會之出席記錄如下：

		Attendance of 出席	
		Board Meetings 董事會會議	General Meetings 股東大會
Executive Directors		執行董事	
Mr. So David Tat Man	蘇達文先生	19/19	3/3
Mr. Lai Yick Fung (appointed on 1 July 2015)	賴益豐先生 (於二零一五年七月一日獲委任)	8/8	2/2
Mr. Au Yeung Po Leung (appointed on 2 January 2016)	歐陽寶樑先生 (於二零一六年一月二日獲委任)	N/A 不適用	N/A 不適用
Independent Non-executive Directors		獨立非執行董事	
Mr. Ng Cheuk Fan, Keith	吳卓凡先生	19/19	3/3
Mr. Yick Ting Fai, Jeffrey	易庭暉先生	19/19	3/3
Mr. Zhang Min (appointed on 23 March 2015)	張民先生 (於二零一五年三月二十三日獲委任)	15/15	2/2

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BOARD PRACTICES

Apart from the four regular Board meetings of the year ended 31 December 2015, the Board met on other occasions when a board-level decision on a particular matter was required. The Directors received detailed agenda and documents prior to the meetings of the Board to ensure that the Directors were able to make informed decisions regarding the matters discussed in the meetings. All Directors may access the advice, regulatory updates on governance and regulatory matters from professional parties if necessary.

The Company Secretary and the company secretarial team are responsible to take and keep minutes of all Board meetings and committee meetings and ensure compliance with the procedures of the Board meetings and general meetings of the Company. Draft minutes are normally circulated to Directors for comment within a reasonable time after each meeting and the final version is open for Directors' inspection.

TRAINING FOR DIRECTORS

Each newly appointed Director is provided with necessary induction and information to ensure that he/she has a proper understanding of the Company's operations and businesses as well as his/her responsibilities under the relevant statutes, laws, rules and regulations.

The Company provides regular updates and presentations on changes and developments relating to the Group's business and the legislative and regulatory environments to the Directors at the Board meetings. Trainings conducted by professional service provider regarding Listing Rules' updates on corporate governance have been provided to the Directors to ensure a high standard of corporate governance is upheld and that the Directors possess up-to-date information to discharge their duties.

The Directors are committed to complying with Code Provision A.6.5 of the CG Code on Directors' training. All Directors have participated in continuous professional development to develop and refresh their knowledge and skills and provided a record of training they received for the year ended 31 December 2015 to the Company.

董事會常規

除截至二零一五年十二月三十一日止年度的四次定期董事會會議外，董事會將於特定事宜需要董事會決定時舉行會議。董事於每次董事會會議前均會獲發待決議之議程項目。董事將於董事會會議舉行前獲得詳細資料文件，以確保董事在知情情況下就會議上討論事項作出決定。如有需要，所有董事均可自專業人士獲得有關管治及監管事宜的意見及條例更新資料。

公司秘書及公司秘書團隊負責撰寫及保存所有董事會會議及委員會會議之紀錄，並負責本公司董事會會議及股東大會程序的合規性。會議紀錄草稿一般會於每次會議後的合理時間內供董事傳閱及批閱，而最終稿則可供董事查詢。

董事培訓

所有新委任的董事均獲提供必要的入職培訓及資料，確保其對本公司的營運及業務以及其於相關法規、法例、規則及條例下的責任有適當程度的了解。

本公司於董事會會議上就有關本集團業務以及立法及監管環境的變動及發展為董事提供定期更新及簡報。董事已獲得專業服務供應商所提供的上市規則企業管治更新之培訓，以確保達致高水平的企業管治且董事掌握最新資料以履行職務。

董事致力遵守企業管治守則內有關董事培訓的守則條文第A.6.5條。全體董事已參與持續專業發展，以發展及更新知識及技能，並已向本公司提供彼等於截至二零一五年十二月三十一日止年度所接受培訓的紀錄。

TRAINING FOR DIRECTORS (continued)

All of the directors of the Company, namely, Mr. So David Tat Man, Mr. Lai Yick Fung (appointed on 1 July 2015), Mr. Ng Cheuk Fan, Keith, Mr. Yick Ting Fai, Jeffrey and Mr. Zhang Min (appointed on 23 March 2015), have either attended seminars organised by external professionals relevant to the business or directors' duties or read professional materials published by regulators or professional bodies for the year ended 31 December 2015.

CHAIRMAN AND CHIEF EXECUTIVE

The positions and roles of chairman of the Board and chief executive of the Company should be held and performed separately by two individuals to ensure their respective independence, accountability and responsibility. During the year ended 31 December 2015, the Company did not appoint a chairman or a chief executive.

The Board will keep reviewing the current structure from time to time. If candidate with suitable knowledge, skills and experience is identified, the Company will make appointment to fill the posts as appropriate.

REMUNERATION OF DIRECTORS

The remuneration committee of the Company (the "Remuneration Committee") had been formed in 2005 pursuant to a resolution passed by the Board. Following the re-domicile of the Company from the Cayman Islands into Bermuda in October 2007, it was re-established pursuant to a resolution passed by the Board on 15 February 2008 and specific terms of reference were adopted. As at the date of this report, the Remuneration Committee comprises three members, all are independent non-executive Directors, namely Mr. Yick Ting Fai, Jeffrey, Mr. Ng Cheuk Fan, Keith and Mr. Zhang Min. Mr. Yick Ting Fai, Jeffrey is the chairman of the Remuneration Committee and Mr. Zhang Min has been appointed as a member of the Remuneration Committee with effect from 23 March 2015.

董事培訓 (續)

截至二零一五年十二月三十一日止年度，本公司全體董事，即蘇達文先生、賴益豐先生（於二零一五年七月一日獲委任）、吳卓凡先生、易庭暉先生及張民先生（於二零一五年三月二十三日獲委任）、已出席由外部專業人員所舉辦有關業務或董事職務的研討會或已閱畢由監管機關或專業團體出版之專業刊物。

主席及行政總裁

董事會主席及本公司行政總裁此等職位應由兩名人士分別擔任，確保彼等各自之獨立性、問責性及負責制。截至二零一五年十二月三十一日止年度，本公司並無委任主席或行政總裁。

董事會將繼續不時檢討目前的架構。若發現具備適當知識、技能及經驗的人選，本公司將於適當時間作出委任以填補以上職位之空缺。

董事薪酬

本公司之薪酬委員會（「薪酬委員會」）於二零零五年根據董事會通過的決議案成立。隨著本公司於二零零七年十月從開曼群島遷冊往百慕達後，薪酬委員會已根據董事會於二零零八年二月十五日通過的決議案重新成立，並採納明確職權範圍。於本報告日期，薪酬委員會由三名成員組成，全部均為獨立非執行董事，包括易庭暉先生、吳卓凡先生及張民先生。易庭暉先生為薪酬委員會主席，而張民先生已獲委任為薪酬委員會成員，自二零一五年三月二十三日起生效。

REMUNERATION OF DIRECTORS (continued)

The role and function written in the terms of reference of the Remuneration Committee are no less exacting terms than the Code. The Remuneration Committee makes recommendations to the Board on the Company's policy and structure for all remuneration of the Directors and senior management and on the establishment of a formal and transparent procedure for developing remuneration policy. The Remuneration Committee also reviews and recommends the Board on its proposals relating to the remuneration of the executive Directors with reference to the Board's corporate goal and objectives. No Directors or any of his/her associates can be involved in deciding his/her own remuneration. Factors such as salaries paid by comparable companies, time commitment and responsibilities of the Directors, employment conditions elsewhere in the Group and desirability of performance-based remuneration are considered by the Remuneration Committee to determine the remuneration package of individual executive Directors including benefits in kind, pension rights and compensation payments including any compensation payable for loss or termination of their office or appointment; or relating to dismissal or removal for misconduct to ensure that it is consistent with contractual terms and is otherwise fair, not excessive, reasonable and appropriate.

Frequency of Meetings and Attendance

For the year ended 31 December 2015, the Remuneration Committee of the Company held three meetings to review the remuneration packages of all Directors and senior management and to advise on remuneration packages of newly appointed Directors. Details of the attendance of the meeting are as follows:

Name of members	成員名稱	Attendance 出席次數
Mr. Yick Ting Fai, Jeffrey (<i>Chairman</i>)	易庭暉先生 (主席)	3/3
Mr. Ng Cheuk Fan, Keith	吳卓凡先生	3/3
Mr. Zhang Min (appointed on 23 March 2015)	張民先生 (於二零一五年三月二十三日獲委任)	2/2

董事薪酬 (續)

薪酬委員會書面職權範圍所載的角色及功能不遜於守則之條款。薪酬委員會就本公司董事及高級管理層所有薪酬之政策及架構以及為發展薪酬政策而成立正式及具透明度的程序向董事會提出建議。薪酬委員會亦就其有關執行董事薪酬 (經參考董事會的企業方針及目的) 的計劃書作出檢討及向董事會提出建議。概無董事或任何其聯繫人可參與決定其本身薪酬。薪酬委員會考慮可資比較公司支付的薪金、董事投放的時間及職責、本集團其他僱用條件及與表現掛鈎薪酬的成效等因素，從而釐定個別執行董事的薪酬待遇，包括非金錢利益、退休金權利及賠償金額 (包括喪失或終止職務或委任的賠償)；或關於因行為失當而解僱或罷免的賠償，以確保該等安排與合約條款一致，若未能與合約條款一致，賠償亦須公平合理及合適，不致過多。

會議次數及出席率

截至二零一五年十二月三十一日止年度，本公司薪酬委員會共召開三次會議，以檢討所有董事及高級管理層的薪酬待遇，並就新委任董事的薪酬待遇提供建議。會議之出席詳情如下：

NOMINATION OF DIRECTORS

The nomination committee of the Company (the "Nomination Committee") had been formed in 2005 pursuant to a resolution passed by the Board. Following the re-domicile of the Company from the Cayman Islands into Bermuda in October 2007, the Nomination Committee was re-established pursuant to a resolution passed by the Board on 15 February 2008 and specific terms of reference were adopted. As at the date of this report, the Nomination Committee comprises three members, of which all of them are independent non-executive Directors, namely, Mr. Ng Cheuk Fan, Keith, Mr. Yick Ting Fai, Jeffrey and Mr. Zhang Min. Mr. Ng Cheuk Fan, Keith was the chairman of the Nomination Committee. On 23 March 2015, Mr. Ng Cheuk Fan, Keith ceased to be the chairman of the Nomination Committee but remains as a member of the Nomination Committee and Mr. Zhang Min was appointed as the chairman of the Nomination Committee, both with effect from 23 March 2015.

The functions of the Nomination Committee are reviewing and supervising the structure, size and composition of the Board, identifying qualified individuals to become members of the Board, assessing the independence of the independent non-executive Directors and making recommendations to the Board on the appointment or re-appointment of Directors and senior management.

Where vacancies on the Board exist, the Nomination Committee will carry out the selection process by making reference to the skills, experience, professional knowledge, personal integrity and time commitments of the proposed candidates, including the independence status in the case of an independent non-executive Director, the Company's needs and other relevant statutory requirements and regulations.

董事之提名

本公司之提名委員會（「提名委員會」）於二零零五年根據本公司董事會通過的決議案成立。隨著本公司於二零零七年十月從開曼群島遷冊往百慕達後，提名委員會已根據董事會於二零零八年二月十五日通過的決議案重新成立，並採納明確職權範圍。於本報告日期，提名委員會由三名成員組成，全部為獨立非執行董事，包括吳卓凡先生、易庭暉先生及張民先生。吳卓凡先生為提名委員會主席。於二零一五年三月二十三日，吳卓凡先生不再擔任提名委員會主席，但留任提名委員會成員，而張民先生獲委任為提名委員會主席，兩者均自二零一五年三月二十三日起生效。

提名委員會之功能為檢討及監督董事會之架構、規模及組成；物色合資格人士出任董事會成員；評估獨立非執行董事之獨立性，以及向董事會就委任及重新委任董事及高級管理層作出推薦建議。

倘董事會出現空缺，提名委員會將因應有關人選之技能、經驗、專業知識、個人誠信及所能付出之時間及其獨立性（倘為獨立非執行董事），以及本公司之需要及其他相關法定規定及規例，以進行甄選程序。

CORPORATE GOVERNANCE REPORT

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NOMINATION OF DIRECTORS (continued)

The Board has also adopted a board diversity policy which sets out the approach to achieve diversity on the Board. Accordingly, selection of candidates to the Board is based on a range of measurable objectives, including but not limited to gender, age, cultural and educational background, professional experience and qualifications, skills, knowledge and length of service, having due regard to the Company's own business model and specific needs from time to time. With the existing Board members coming from a variety of business and professional background, the Company considers that the Board possesses a balance of skills, experience, expertise and diversity of perspectives appropriate to the requirements of the Company's business.

Frequency of Meetings and Attendance

For the year ended 31 December 2015, the Nomination Committee held three meetings to review the composition, size and structure of the Board, to assess the independence of the independent non-executive Directors and to make recommendations to the Board on the appointment of Directors. Details of the attendance of the meetings are as follows:

董事之提名(續)

董事會亦已採納董事會成員多元化的政策，當中載有達致董事會成員多元化的方針。因此，在甄選董事會成員之候選人時，會以多項可計量目標為基準，包括但不限於性別、年齡、文化及教育背景、專業經驗及資歷、技能、知識及服務任期，並應考慮本公司本身的業務模式及不時的具體需要。鑒於現時董事會成員來自不同業務及專業背景，本公司認為，董事會擁有均衡之技能、經驗、專長及多元化觀點，以配合本公司業務所需。

會議次數及出席率

截至二零一五年十二月三十一日止年度，提名委員會共召開三次會議，以檢討董事會的組成、規模及架構，評估獨立非執行董事的獨立性，並就董事之委任向董事會作出建議。會議之出席詳情如下：

Name of members	成員名稱	Attendance 出席次數
Mr. Zhang Min (<i>Chairman</i>) (appointed on 23 March 2015)	張民先生(主席)(於二零一五年三月二十三日獲委任)	2/2
Mr. Ng Cheuk Fan, Keith (acted as Chairman from 1 January 2015 to 23 March 2015)	吳卓凡先生(自二零一五年一月一日至二零一五年三月二十三日擔任主席)	3/3
Mr. Yick Ting Fai, Jeffrey	易庭暉先生	3/3

AUDIT COMMITTEE

The Company established an audit committee (the “Audit Committee”) on 31 July 2001 with written terms of reference in compliance with the GEM Listing Rules. The primary duties of the Audit Committee are to review and supervise the financial reporting process and internal control and risk management systems of the Group. The Audit Committee currently comprises three independent non-executive Directors, namely Mr. Ng Cheuk Fan, Keith (Chairman), Mr. Yick Ting Fai, Jeffrey and Mr. Zhang Min.

The responsibilities of the Audit Committee include making recommendations to the Board on the appointment, reappointment and removal of the external auditors and to approve the remuneration and terms of engagement of the external auditors, and any questions of resignation or dismissal of such auditors; reviewing the quarterly, interim and annual reports and accounts of the Group; and supervising the financial reporting process and effectiveness of internal control and risk management systems of the Group. The Audit Committee had during the year performed such functions and reviewed the unaudited quarterly and interim results and audited annual results for the year ended 31 December 2015.

Frequency of Meetings and Attendance

For the year ended 31 December 2015, the audit committee of the Company held four meetings to review and supervise the financial reporting process, and corporate governance and internal control review and make recommendation to the Board on reappointment of the external auditor. They had, in conjunction with the external auditor of the Company, reviewed the annual results of the Group and recommended to the Board for their consideration and approval. The audit committee of the Company was of the opinion that the preparation of such results complied with the applicable accounting standards and requirements and that adequate disclosures have been made.

審核委員會

本公司於二零零一年七月三十一日成立審核委員會（「審核委員會」）並遵守創業板上市規則訂立書面職權範圍。審核委員會的主要職責為審閱及監督本集團之財務申報程序以及內部監控及風險管理系統。審核委員會目前由三名獨立非執行董事（分別為吳卓凡先生（主席）、易庭暉先生及張民先生）組成。

審核委員會負責就外聘核數師之委聘、續聘及罷免向董事會作出建議，並審批外聘核數師之酬金及聘任條款，以及與該等核數師之辭任或罷免有關之任何事宜；審閱季度報告、中期報告、年報及本集團賬目；以及監察財務申報程序及本集團內部監控及風險管理系統是否有效。審核委員會已於本年度履行其職責並審閱截至二零一五年十二月三十一日止年度之未經審核季度及中期業績及經審核年度業績。

會議次數及出席率

截至二零一五年十二月三十一日止年度，本公司審核委員會已召開四次會議，以檢討及監察財務報告過程、企業管治及內部監控檢討工作以及就續聘外聘核數師向董事會提出建議。彼等連同本公司外聘核數師已審閱本集團的季度、中期及全年業績，並向董事會提出建議以供考慮及批准。本公司審核委員會認為，該等業績之編製乃符合適用會計準則及規定，且已作出足夠披露。

CORPORATE GOVERNANCE REPORT

企業管治報告

AUDIT COMMITTEE (continued)

Frequency of Meetings and Attendance (continued)

Details of the attendance of the Company's audit committee meetings are as follows:

審核委員會(續)

會議次數及出席率(續)

本公司審核委員會會議的出席詳情如下：

Name of members	成員名稱	Attendance 出席次數
Mr. Ng Cheuk Fan, Keith (<i>Chairman</i>)	吳卓凡先生(主席)	4/4
Mr. Yick Ting Fai, Jeffrey	易庭暉先生	4/4
Mr. Zhang Min (appointed on 23 March 2015)	張民先生(於二零一五年三月二十三日獲委任)	4/4

CORPORATE GOVERNANCE FUNCTION

The Board is also responsible for performing the corporate governance duties with its written terms of reference as set out below:

企業管治職能

董事會亦負責履行企業管治職能，其書面職權範圍載列如下：

- | | |
|---|------------------------------------|
| a) to develop and review the Company's policies and practices on corporate governance; | a) 制訂及檢討本公司有關企業管治的政策及常規； |
| b) to review and monitor the training and continuous professional development of Directors and senior management; | b) 檢討及監察董事及高級管理層的培訓及持續專業發展； |
| c) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements; | c) 檢討及監察本公司就法律及監管要求之合規性的政策及常規； |
| d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors; and | d) 制訂、檢討及監察僱員及董事適用的操守守則及合規手冊(如有)；及 |
| e) to review the Company's compliance with the corporate governance code and disclosure in the Corporate Governance Report. | e) 檢討本公司就企業管治常規及企業管治報告中的披露事項之合規性。 |

AUDITORS' REMUNERATION

An amount of approximately HK\$945,000 (2014: approximately HK\$435,000) was charged to the Group's consolidated statement of profit or loss and other comprehensive income for the year ended 31 December 2015. Remuneration to the auditors of the Company, SHINEWING (HK) CPA Limited, amounted to HK\$530,000 and HK\$415,000 respectively for the provision of annual audit services and other audit services for the year ended 31 December 2015. The Group also committed HK\$36,900 to LK Risk Services Limited for the tax compliance work of the Company and certain subsidiaries for the year of assessment 2015/2016. A resolution for re-appointment of SHINEWING (HK) CPA Limited as auditors of the Company will be proposed at the forthcoming annual general meeting. The Board concurs with the views of the Audit Committee in determining the re-appointment of auditors of the Company. There has been no change in auditors in any of the preceding five financial years.

DIRECTORS' AND AUDITORS' RESPONSIBILITIES FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Board acknowledges its responsibility to prepare the Group's account for each financial period to give a true and fair view of the state of affairs of the Group and of the results and cash flows for that period. In preparing the audited consolidated financial statements for the year ended 31 December 2015, the Board has selected suitable accounting policies and applied them consistently; made judgments and estimates that are prudent, fair and reasonable. The Directors are responsible for taking all reasonable and necessary steps to safeguard the assets of the Group and to prevent and detect fraud and other irregularities.

The auditors of the Company acknowledge their responsibilities in the independent auditor's report on the consolidated financial statements of the Group for the year ended 31 December 2015.

核數師酬金

約945,000港元(二零一四年:約435,000港元)列入本集團截至二零一五年十二月三十一日止年度之綜合損益及其他全面收益表。截至二零一五年十二月三十一日止年度,本公司核數師信永中和(香港)會計師事務所有限公司就提供年度審核服務及其他審核服務之酬金分別為530,000港元及415,000港元。本集團已就本公司及若干附屬公司於二零一五/二零一六年的稅務合規工作向華融風險管理有限公司支付36,900港元。本公司將於應屆股東週年大會上提呈一項決議案,以續聘信永中和(香港)會計師事務所有限公司為本公司核數師。董事會決定續聘本公司核數師與審核委員會的意見一致。在任何以往五個財政年度內均並無更換核數師。

董事及核數師對綜合財務報表之責任

董事會肩負於每個財政期間編製本集團賬目之職責,該等賬目可真實公平地反映本集團業務狀況及該期間之業績及現金流量。編製截至二零一五年十二月三十一日止年度之經審核綜合財務報表時,董事會已揀選及貫徹應用合適會計政策;作出審慎、公平及合理之判斷及估計。董事會負責採取一切合理所需步驟保障本集團資產,並且防止及偵查欺詐及其他不正常情況。

本公司之核數師於本集團截至二零一五年十二月三十一日止年度之綜合財務報表之獨立核數師報告內確認彼等所承擔之責任。

CORPORATE GOVERNANCE REPORT

企業管治報告

COMPANY SECRETARY

During the period from 1 January 2015 to 30 April 2015, Ms. Yip Zodia Wang ("Ms. Yip") was the Company Secretary. Ms. Yip is delegated by an external service provider and the primary corporate contact point is Mr. So David Tat Man, an executive Director. Ms. Yip is an associate member of The Institute of Chartered Secretaries and Administrators in the United Kingdom and The Hong Kong Institute of Chartered Secretaries. She has extensive professional experience in company secretarial practice. Ms. Yip resigned as the Company Secretary from 1 May 2015.

On 1 May 2015, Mr. Lai Yick Fung ("Mr. Lai") was appointed as the Company Secretary. Pursuant to Rule 5.15 of the GEM Listing Rules, Mr. Lai has taken no less than 15 hours of relevant professional training during the year ended 31 December 2015.

SHAREHOLDERS' RIGHTS

Right to convene special general meeting

The Directors, on the requisition of shareholder(s) of the Company holding at the date of the 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 rights, by written requisition to the Board or the Company Secretary, to require a special general meeting to be called by the Board for the transaction of any business specified in such requisition.

The requisition must state the purposes of the meeting, and must be signed by the requisitionists and deposited at the registered office of the Company in Bermuda and its principal place of business in Hong Kong for the attention of the Company Secretary.

If the Directors do not within 21 days from the date of the deposit of the requisition proceed duly to convene a meeting, the requisitionists, may themselves convene a meeting, but any meeting so convened shall not be held after the expiration of two months from the said date.

公司秘書

葉環女士（「葉女士」）於二零一五年一月一日至二零一五年四月三十日期間為公司秘書。葉女士由外聘服務商所委派，其主要公司聯絡人為執行董事蘇達文先生。葉女士為英國特許秘書及行政人員公會及香港特許秘書公會會員。彼於公司秘書實務方面擁有豐富的專業經驗。葉女士自二零一五年五月一日起辭任公司秘書。

於二零一五年五月一日，賴益豐先生（「賴先生」）獲委任為公司秘書。根據創業板上市規則第5.15條，賴先生於截至二零一五年十二月三十一日止年度已接受不少於15小時的相關專業訓練。

股東權利

召開股東特別大會之權利

董事於接獲本公司股東之要求，而有關股東於遞交要求當日持有不少於十分之一之本公司繳足股本（其附帶於本公司股東大會上投票之權利），則董事有權於任何時間以書面向董事會或公司秘書要求董事會就有關請求書所載明的任何事項召開股東特別大會。

請求書必須闡明會議目的，且必須由請求人簽署及送交本公司位於百慕達之註冊辦事處及香港主要營業地點，並註明收件人為公司秘書。

如董事在遞交請求書日期起計21天內未有正式召開會議，則該等請求人可自行召開會議，惟按此召開之會議不得於上述日期起計兩個月屆滿後舉行。

SHAREHOLDERS' RIGHTS (continued)

Right to put enquiries to the Board

Shareholders have the right to put enquiries to the Board. All enquiries shall be in writing and sent by post to the head office of the Company in Hong Kong or the registered office in Bermuda, or by e-mail to info@chinaeco-farming.com for the attention of the Company Secretary.

Right to put forward proposals at general meetings

On the requisition in writing of either (i) any number of shareholder(s) of the Company representing not less than one-twentieth of the total voting rights of all the shareholders having at the date of the requisition a right to vote at the meeting to which the requisition relates; or (ii) not less than 100 shareholders, the Company shall, at the expense of the requisitionists: (a) to give to shareholders of the Company entitled to receive notice of the next annual general meeting notice of any resolution which may properly be moved and is intended to be moved at that meeting; (b) to circulate to shareholders entitled to have notice of any general meeting sent to them any statement of not more than one thousand words with respect to the matter referred to in any proposed resolution or the business to be dealt with at that meeting.

The requisition must be signed by the requisitionists and deposited at the head office and principal place of business in Hong Kong of the Company for the attention of the Company Secretary.

股東權利 (續)

向董事會作出查詢的權利

股東有權向董事會作出查詢。所有查詢必需以書面作出，並郵寄至本公司於香港的總辦事處或於百慕達的註冊辦事處，或發送電子郵件至 info@chinaeco-farming.com，並註明收件人為公司秘書。

於股東大會提出議案之權利

在(i)於遞交要求當日持有不少於全體股東(其賦有於要求所涉股東大會上投票之權利)總投票權二十分之一之任何數目本公司股東;或(ii)不少於100名股東以書面方式提出要求下，本公司將會(而有關費用將由請求人承擔): (a)向有權接收下一屆股東週年大會通告之本公司股東發出通知，以告知任何可能於該大會上正式動議並擬於會上動議之決議案; (b)向有權接收任何股東大會通告之股東傳閱任何不超過一千字之陳述書，以告知該大會上任何提呈之決議案所述事宜或將處理之事項。

有關要求必須由請求人簽署，並送達本公司之總辦事處及於香港的主要營業地點，並註明收件人為公司秘書。

CORPORATE GOVERNANCE REPORT

企業管治報告

INVESTORS AND SHAREHOLDERS RELATIONS

The Board recognises the importance of maintaining clear, timely and effective communication with the shareholders of the Company and investors. The Company has disclosed all necessary information to its shareholders and investors in compliance with the GEM Listing Rules. Moreover, the Board maintains close communications with the shareholders and investors of the Company through a number of formal communication channels which include (i) the publication of the Company's latest business developments and financial performance through its annual, interim and quarterly reports, notices, announcements and circulars; (ii) the general meetings providing an opportunity for the shareholders of the Company to raise comments and exchanging views with the Board; and (iii) the Company's website provides an effective communication platform between the Company and its investors.

During the year of 2015, there has been no significant changes in the Company's constitutional documents.

INTERNAL CONTROL

The Board and the Audit Committee have conducted a review of the effectiveness of the Group's internal control system. The internal control system is designed to meet the Group's particular needs and the risks to which it is exposed, and by their nature can only provide reasonable, but not absolute assurance against misstatement or loss.

Procedures have been set up for safeguarding assets against unauthorised use or disposition, controlling over capital expenditure, maintaining proper accounting records and ensuring the reliability of financial information used for business and publication. Qualified management throughout the Group maintains and monitors the internal control system on an ongoing basis.

The Company has engaged an independent professional firm to conduct a review of the effectiveness of the Company's internal controls over business processes of certain subsidiaries of the Group for the period from 1 January 2015 to 31 December 2015. The Board has reviewed its progress during the year ended 31 December 2015 and received its report in March 2016.

投資者及股東關係

董事會認同與本公司股東及投資者保持清楚、及時及有效溝通的重要性。本公司已遵守創業板上市規則，向其股東及投資者披露所有必要資料。此外，董事會透過多種正式溝通渠道（包括(i)通過其年度、中期及季度報告、通告、公佈及通函刊發本公司最新業務發展及財務表現；(ii)舉行股東大會，為本公司股東提供機會向董事會提問及交換意見；及(iii)本公司網站，為本公司及其投資者提供有效的溝通平台），與本公司股東及投資者保持密切的溝通。

於二零一五年度，本公司的憲章文件概無重大變動。

內部監控

董事會及審核委員會已檢討本集團內部監控系統之成效。內部監控系統乃為迎合本集團特別需要及其所面對風險而設，基於其性質，僅可就並無錯誤陳述或損失提供合理但非絕對保證。

本公司已制定程序，保障資產不會在未經授權下使用或處置、控制資本開支、保存完善會計記錄及確保用作業務及刊發之財務資料之可靠性。本集團合資格管理人員按持續基準維持及監察內部監控系統。

本公司已委聘一間獨立專業公司，就二零一五年一月一日至二零一五年十二月三十一日期間本集團若干附屬公司的業務過程對本公司內部監控的有效性進行檢討。董事會已於截至二零一五年十二月三十一日止年度審閱其進度，並於二零一六年三月接獲有關報告。

INTERNAL CONTROL (continued)

The Board considered that the internal control system of the Group is effective and no material deficiencies are noted on the internal control system.

RISK MANAGEMENT

The Board resolved to delegate to the Audit Committee the responsibility of overseeing the Group's risk management. Terms of reference of the Audit Committee had been amended to (i) review the Group's financial controls, internal control and risk management systems; (ii) discuss the risk management and internal control systems with management to ensure that management has performed its duty to have an effective internal control systems; and (iii) to consider major investigation findings on risk management and internal control matters as delegated by the board or on its own initiative and management's response to these findings.

On behalf of the Board

So David Tat Man
Executive Director

Hong Kong, 22 March 2016

內部監控 (續)

董事會認為，本集團內部監控系統屬有效，並無發現內部監控系統有任何重大乏善之處。

風險管理

董事會決議委派審核委員會監督本集團的風險管理。審核委員會的職權範圍已獲修訂為(i) 審閱本集團的財務監控、內部監控及風險管理系統；(ii) 與管理層討論風險管理及內部監控系統，以確保管理層已履行其設立有效的內部監控系統的職責；及(iii) 應董事會的委派或由其主動考慮有關風險管理及內部監控事宜之重要調查結果以及管理層對該等結果的回應。

代表董事會

執行董事
蘇達文

香港，二零一六年三月二十二日

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



SHINEWING (HK) CPA Limited
43/F., Lee Garden One
33 Hysan Avenue
Causeway Bay, Hong Kong

信永中和(香港)
會計師事務所有限公司
香港銅鑼灣
希慎道33號利園一期43樓

TO THE MEMBERS OF CHINA ECO-FARMING LIMITED

(Incorporated in the Cayman Islands and continued into Bermuda with limited liability)

We have audited the consolidated financial statements of China Eco-Farming Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 60 to 233, which comprise the consolidated statement of financial position as at 31 December 2015, 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 of the Company determine is necessary to enable the presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Act, 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.

致中國農業生態有限公司各股東

(於開曼群島註冊成立並於百慕達存續之有限公司)

我們已審核列載於第60至第233頁中國農業生態有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表，當中包括於二零一五年十二月三十一日的綜合財務狀況表，與截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表，以及主要會計政策概要及其他說明附註。

董事就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例的披露規定真實而公平地呈列該等綜合財務報表，以及對貴公司董事釐定就編製並無重大錯誤陳述(無論因欺詐或錯誤)的綜合財務報表而言屬必要的有關內部監控負責。

核數師的責任

我們的責任是根據我們的審核對該等綜合財務報表作出意見，並根據百慕達公司法第90條僅向整體股東報告我們的意見，不應作其他用途。我們概不就本報告的內容，對任何其他人士負責或承擔法律責任。我們已根據香港會計師公會頒佈的香港審計準則進行審核。這些準則要求我們遵守道德規範，並規劃及執行審核，以合理確定綜合財務報表是否不存有任何重大錯誤陳述。

AUDITOR'S RESPONSIBILITY (continued)

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of the 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 of the Company, as well as evaluating the overall presentation of the consolidated financial statements.

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

OPINION

In our opinion, the consolidated financial statements give a true and fair view of the financial position of the Company and its subsidiaries as at 31 December 2015, and of its financial performance and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

SHINEWING (HK) CPA Limited

Certified Public Accountants

Chan Wing Kit

Practising Certificate Number: P03224

Hong Kong
22 March 2016

核數師的責任 (續)

審核涉及執程序以獲取有關綜合財務報表所載金額及披露資料的審核憑證。所選定的程序取決於核數師的判斷，包括評估由於欺詐或錯誤而導致綜合財務報表存有重大錯誤陳述的風險。在評估該等風險時，核數師考慮與該公司編製及真實而公平地呈列綜合財務報表相關的內部監控，以設計適當的審核程序，但並非為對公司的內部監控的成效發表意見。審核亦包括評價董事所採用的會計政策的合適性及所作出的會計估計的合理性，以及評價綜合財務報表的整體呈列方式。

我們相信，我們所獲得的審核憑證能充足和適當地為我們的審核意見提供基礎。

意見

我們認為，綜合財務報表已根據香港財務報告準則真實而公平地反映 貴公司及其附屬公司於二零一五年十二月三十一日的財政狀況及其於截至該日止年度的財務表現及現金流量，並已按照香港公司條例的披露規定妥為編製。

信永中和(香港)會計師事務所有限公司

執業會計師

陳永傑

執業證書號碼：P03224

香港
二零一六年三月二十二日

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 2015

於二零一五年十二月三十一日

		NOTES 附註	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元 (Restated) (經重列)
Continuing operations	持續經營業務			
Revenue	收益	5	59,748	23,387
Cost of sales	銷售成本		(57,032)	(22,892)
Gross profit	毛利		2,716	495
Other gain or loss, net	其他收益或虧損淨額	6	(2,280)	971
Increase in fair value of investment properties, net	投資物業公平值增加淨額	17	2,759	451
Decrease in fair value of financial assets at fair value through profit or loss	按公平值計入損益的金融資產公平值減少		(15,936)	(1,129)
Administrative expenses	行政開支		(39,950)	(27,790)
Share of results of associates	分佔聯營公司業績	20	947	4,047
Finance costs	融資成本	8	(4,093)	(2,457)
Loss before taxation	除稅前虧損		(55,837)	(25,412)
Taxation	稅項	9	(2,863)	(48)
Loss for the year from continuing operations	持續經營業務的本年度虧損		(58,700)	(25,460)
Discontinued operations	已終止經營業務			
Loss for the year from discontinued operations	已終止經營業務的本年度虧損	10	(1,051)	(3,387)
Loss for the year	本年度虧損	11	(59,751)	(28,847)
Other comprehensive expense for the year:	本年度其他全面開支：			
<i>Items that may be reclassified subsequently to profit or loss:</i>	<i>其後可重新分類至損益之項目：</i>			
Exchange differences arising on translating foreign operations	換算海外業務產生之滙兌差額		(7,848)	(165)
Total comprehensive expense for the year	本年度全面開支總額		(67,599)	(29,012)

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 2015

於二零一五年十二月三十一日

	NOTES 附註	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元 (Restated) (經重列)
Loss for the year attributable to owners of the Company	本公司擁有人應佔本年度虧損		
– from continuing operations	– 來自持續經營業務	(58,163)	(24,006)
– from discontinued operations	– 來自已終止經營業務	(1,051)	(3,387)
		(59,214)	(27,393)
Loss for the year attributable to non-controlling interests	非控股股東權益應佔本年度虧損		
– from continuing operations	– 來自持續經營業務	(537)	(1,454)
		(59,751)	(28,847)
Total comprehensive expense for the year attributable to owners of the Company	本公司擁有人應佔本年度全面開支總額		
– from continuing operations	– 來自持續經營業務	(66,007)	(24,191)
– from discontinued operations	– 來自已終止經營業務	(1,051)	(3,387)
		(67,058)	(27,578)
Total comprehensive expense for the year attributable to non-controlling interests	非控股股東權益應佔本年度全面開支總額		
– from continuing operations	– 來自持續經營業務	(541)	(1,434)
		(67,599)	(29,012)
LOSS PER SHARE	每股虧損		
From continuing and discontinued operations:	來自持續及已終止經營業務:		
Basic and diluted (HK cents)	基本及攤薄 (港仙)	(1.61)	(1.15)
From continuing operations:	來自持續經營業務:		
Basic and diluted (HK cents)	基本及攤薄 (港仙)	(1.58)	(1.01)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

At 31 December 2015

於二零一五年十二月三十一日

		NOTES 附註	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Non-current assets	非流動資產			
Plant and equipment	廠房及設備	16	5,087	4,408
Investment properties	投資物業	17	190,070	28,812
Goodwill	商譽	18	18,414	908
Intangible asset	無形資產	19	6,283	–
Interests in associates	於聯營公司之權益	20	44,678	43,731
Available-for-sale investments	可供出售投資	21	–	–
Loan to non-controlling interests	向非控股股東權益 作出貸款	30	–	735
Deposit paid for acquisition of plant and equipment	已付收購廠房及設備之 按金		1,309	–
Deposit paid for acquisition of investment properties	已付收購投資物業之 按金		–	14,113
			265,841	92,707
Current assets	流動資產			
Inventories, finished goods	存貨(製成品)		1,169	934
Trade and other receivables	應收賬款及其他 應收款項	22	9,575	5,896
Loan receivables	應收貸款	23	27,896	5,000
Loan to non-controlling interests	向非控股股東權益 作出貸款	30	735	–
Deposit paid for operating right	已付經營權按金		–	1,200
Financial assets at fair value through profit or loss	按公平值計入損益 之金融資產	24	34,022	21,969
Bank balances and cash	銀行結餘及現金	25	36,871	36,995
			110,268	71,994
Asset classified as held for sale	分類為持作出售之資產	26	11,290	–
			121,558	71,994
Current liabilities	流動負債			
Trade and other payables	應付賬款及其他 應付款項	27	9,977	10,814
Amount due to non-controlling interests	應付非控股股東 權益款項	28	2,012	1,053
Loan from non-controlling interests	非控股股東權益貸款	30	735	–
Bank borrowing	銀行借款	29	9,581	–
Convertible bonds	可換股債券	31	751	–
Contingent consideration payable	應付或然代價	41	4,707	–
Income tax payable	應付所得稅		37	83
			27,800	11,950
Net current assets	流動資產淨額		93,758	60,044
Total assets less current liabilities	總資產減流動負債		359,599	152,751

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

At 31 December 2015

於二零一五年十二月三十一日

		NOTES 附註	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Non-current liabilities	非流動負債			
Convertible bonds	可換股債券	31	53,397	16,970
Loan from non-controlling interests	非控股股東權益貸款	30	–	735
Contingent consideration payable	應付或然代價	41	8,458	–
Deferred tax liabilities	遞延稅項負債	32	23,879	–
			85,734	17,705
Net assets	資產淨額		273,865	135,046
Capital and reserves	資本及儲備			
Share capital	股本	33	90,574	51,177
Reserves	儲備		137,056	85,317
Equity attributable to owners of the Company	本公司擁有人應佔權益		227,630	136,494
Non-controlling interests	非控股股東權益		46,235	(1,448)
Total equity	權益總額		273,865	135,046

The consolidated financial statements on pages 60 to 233 were approved and authorised for issue by the board of directors on 22 March 2016 and are signed on its behalf by:

第60至233頁的綜合財務報表由董事會於二零一六年三月二十二日批准及授權發行，並經下列人士簽署：

So David Tat Man

蘇達文

Director

董事

Lai Yick Fung

賴益豐

Director

董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 December 2015

截至二零一五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									
		Share capital	Share premium	Equity component of convertible bonds	Share options reserve	Translation reserve	Special reserve	Accumulated losses	Total	Non-controlling interests	Total
		股本	股份溢價	可換股債券權益部分	購股權儲備	換算儲備	特別儲備	累計虧損	合計	非控股股東權益	合計
		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
		(Note 33)	(Note 33)	(Note 31)	(Note 38)	(Note 38)	(Note)	(Note)	(Note)	(Note)	(Note)
		(附註33)	(附註33)	(附註31)	(附註38)	(附註38)	(附註)	(附註)	(附註)	(附註)	(附註)
At 1 January 2014	於二零一四年一月一日	35,177	45,729	29,651	-	-	6,026	(106,080)	10,503	(14)	10,489
Loss for the year	本年度虧損	-	-	-	-	-	-	(27,393)	(27,393)	(1,454)	(28,847)
Other comprehensive (expense) income for the year:	本年度其他全面(開支)收入:										
- Exchange differences arising on translating foreign operations	- 換算海外業務所產生的滙兌差額	-	-	-	-	(185)	-	-	(185)	20	(165)
Total comprehensive expense for the year	本年度全面開支總額	-	-	-	-	(185)	-	(27,393)	(27,578)	(1,434)	(29,012)
Placing of new shares (Note 33(b))	配售新股份(附註33(b))	16,000	134,400	-	-	-	-	-	150,400	-	150,400
Transaction costs attributable to placing of new shares	有關配售新股份之交易成本	-	(4,502)	-	-	-	-	-	(4,502)	-	(4,502)
Recognition of equity component of convertible bonds (Note 31)	確認可換股債券權益部分(附註31)	-	-	7,671	-	-	-	-	7,671	-	7,671
At 31 December 2014	於二零一四年十二月三十一日	51,177	175,627	37,322	-	(185)	6,026	(133,473)	136,494	(1,448)	135,046

		Attributable to the owners of the Company 本公司擁有人應佔									
		Share capital	Share premium	Equity component of convertible bonds	Share options reserve	Translation reserve	Special reserve	Accumulated losses	Total	Non-controlling interests	Total
		股本	股份溢價	可換股債券權益部分	購股權儲備	換算儲備	特別儲備	累計虧損	合計	非控股股東權益	合計
		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
		(Note 33)	(Note 33)	(Note 31)	(Note 38)	(Note 38)	(Note)	(Note)	(Note)	(Note)	(Note)
		(附註33)	(附註33)	(附註31)	(附註38)	(附註38)	(附註)	(附註)	(附註)	(附註)	(附註)
At 1 January 2015	於二零一五年一月一日	51,177	175,627	37,322	-	(185)	6,026	(133,473)	136,494	(1,448)	135,046
Loss for the year	本年度虧損	-	-	-	-	-	-	(59,214)	(59,214)	(537)	(59,751)
Other comprehensive expense for the year:	本年度其他全面開支:										
- Exchange differences arising on translating foreign operations	- 換算海外業務所產生的滙兌差額	-	-	-	-	(7,844)	-	-	(7,844)	(4)	(7,848)
Total comprehensive expense for the year	本年度全面開支總額	-	-	-	-	(7,844)	-	(59,214)	(67,058)	(541)	(67,599)
Issue of shares upon conversion of convertible bonds (Note 33(f))	以換可換股債券時發行股份(附註33(f))	24,500	(1,920)	(21,056)	-	-	-	-	1,524	-	1,524
Issue of shares upon acquisition of an investment property (Note 33(c))	收購投資物業時發行股份(附註33(c))	1,256	11,646	-	-	-	-	-	12,902	-	12,902
Placing of new shares (Note 33(d))	配售新股份(附註33(d))	12,580	113,220	-	-	-	-	-	125,800	-	125,800
Transaction costs attributable to placing of new shares	配售新股份應佔交易成本	-	(1,258)	-	-	-	-	-	(1,258)	-	(1,258)
Issue of shares in consideration for the acquisition of a subsidiary (Note 33(e))	作為收購附屬公司的代價而發行股份(附註33(e))	1,061	7,213	-	-	-	-	-	8,274	1,724	9,998
Recognition of equity component of convertible bonds (Note 31)	確認可換股債券權益部分(附註31)	-	-	8,652	-	-	-	-	8,652	-	8,652
Recognition of equity-settled share based payments (Note 38)	確認以權益結算及以股份為基礎的付款(附註38)	-	-	-	2,300	-	-	-	2,300	-	2,300
Capital contribution to a subsidiary (as defined in Note 40(b))	向一間附屬公司作出資本注資(定義見附註40(b))	-	-	-	-	-	-	-	-	46,500	46,500
At 31 December 2015	於二零一五年十二月三十一日	90,574	304,528	24,918	2,300	(8,029)	6,026	(192,687)	227,630	46,235	273,865

Note:

The special reserve represents the difference between the nominal amount of share and share premium of the former subsidiary of the Company and the nominal amount of the Company's shares issued pursuant to a group reorganisation in 2002.

附註:

特別儲備指本公司前附屬公司股份面值及股份溢價與根據二零零二年集團重組而發行的本公司股份面值之間的差額。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2015

截至二零一五年十二月三十一日止年度

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
OPERATING ACTIVITIES	經營業務		
Loss before taxation	除稅前虧損		
– from continuing operations	– 來自持續經營業務	(55,837)	(25,412)
– from discontinued operations	– 來自已終止經營業務	(1,051)	(3,387)
		(56,888)	(28,799)
Adjustments for:	就下列項目作出調整：		
Finance costs	融資成本	4,093	2,457
Depreciation for plant and equipment	廠房及設備折舊	1,260	639
Amortisation of an intangible asset	無形資產攤銷	133	–
Share based payments	以股份為基礎的付款	2,300	–
Increase in fair value of investment properties, net	投資物業公平值增加淨額	(2,759)	(451)
Decrease in fair value of financial asset at fair value through profit or loss	按公平值計入損益之金融資產公平值減少	15,936	1,129
Impairment loss recognised on goodwill	就商譽減值之減值虧損	908	–
Impairment loss recognised on other receivables	就其他應收款項減值之減值虧損	3,515	–
Impairment loss recognised on loan receivables	就應收貸款減值之減值虧損	4,000	–
Loss on disposal of available-for-sale investments	出售可供出售投資之虧損	–	3
Gain on bargain purchase	議價收購收益	(507)	–
Gain on disposal of plant and equipment	出售廠房及設備之收益	–	(140)
Gain on fair value of contingent consideration	或然代價之公平值收益	(999)	–
Share of result of associates	分佔聯營公司業績	(947)	(4,047)
Interest income	利息收入	(1,718)	(355)
Operating cash flows before movements in working capital	計及營運資金變動前之經營現金流量	(31,673)	(29,564)
Decrease in deposit paid for operating right	已付經營權按金減少	1,200	–
Increase in inventories	存貨增加	(235)	(934)
Increase in trade and other receivables	應收賬款及其他應收款項增加	(4,397)	(8,438)
Increase in financial assets at fair value through profit or loss	按公平值計入損益之金融資產增加	(27,989)	(21,874)
(Decrease) increase in trade and other payables	應付賬款及其他應付款項(減少)增加	(10,474)	5,417
Net cash used in operations	業務所用現金淨額	(73,568)	(55,393)
Income tax paid	已付所得稅	(46)	–
NET CASH USED IN OPERATING ACTIVITIES	經營業務所用現金淨額	(73,614)	(55,393)

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
INVESTING ACTIVITIES	投資活動		
Interest received	已收利息	7	355
Loan advance	墊付貸款	(26,896)	–
Purchase of plant and equipment	購買廠房及設備	(1,491)	(4,239)
Purchase of investment properties	購買投資物業	(18,607)	(17,020)
Deposit paid for acquisition of plant and equipment	已付收購廠房及設備之按金	(1,309)	–
Deposit paid for acquisition of investment properties	已付收購投資物業之按金	–	(14,113)
Loan to non-controlling interests	向非控股股東權益作出貸款	–	(735)
Proceeds on disposal of available-for-sale investments	出售可供出售投資的所得款項	–	1
Proceeds on disposal of plant and equipment	出售廠房及設備的所得款項	198	140
Net cash outflow from acquisition of subsidiaries (Note 40)	收購附屬公司的現金流出淨額 (附註40)	(45,793)	(24,213)
NET CASH USED IN INVESTING ACTIVITIES	投資活動所用現金淨額	(93,891)	(59,824)
FINANCING ACTIVITIES	融資活動		
Transaction costs from issue of convertible bonds	發行可換股債券之交易成本	(702)	(352)
Interest paid	已付利息	(2,537)	(2,270)
Advance from non-controlling interests	非控股股東權益之墊款	959	245
Capital contribution by non-controlling interests	非控股股東權益注資	46,500	–
Proceeds from issue of new shares	發行新股份之所得款項	125,800	150,400
Transaction costs from issue of new shares	發行新股份之交易成本	(1,258)	(4,502)
Loan from non-controlling interests	來自非控股股東權益貸款	–	735
Repayment of loan to a former fellow subsidiary	償還前同系附屬公司貸款	–	(2,060)
Repayment of loan to a shareholder	償還股東貸款	–	(4,429)
NET CASH FROM FINANCING ACTIVITIES	融資活動所得現金淨額	168,762	137,767
NET INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等值增加淨額	1,257	22,550
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	年初之現金及現金等值	36,995	14,552
Effect of foreign exchange rate changes	外匯匯率變動之影響	(1,381)	(107)
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR, represented by bank balances and cash	年末之現金及現金等值，以銀行結餘及現金列示	36,871	36,995

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綜合財務報表附註

For the year ended 31 December 2015

截至二零一五年十二月三十一日止年度

1. GENERAL AND BASIS OF PREPARATION

General

China Eco-Farming Limited (the “Company”) was incorporated as an exempted company with limited liability in the Cayman Islands under the Company Law of the Cayman Islands on 30 November 2000.

The shares of the Company were listed on the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) since 5 February 2002.

During the year ended 31 December 2007, the Company re-domiciled from the Cayman Islands into Bermuda by way of de-registration in the Cayman Islands and continuation as an exempted company under the laws of Bermuda. The change of domicile was approved by the shareholders of the Company on 15 October 2007 and the Company was continued into Bermuda with limited liability with effect from 29 October 2007.

The addresses of the registered office is Clarendon House, 2 Church Street, Hamilton HM11, Bermuda and the principal place of business of the Company is 25/F., Siu On Centre, 188 Lockhart Road, Wanchai, Hong Kong. The directors of the Company do not consider any company to be the ultimate holding company and parent company of the Company.

The Company and its subsidiaries (collectively referred to as the “Group”) are principally engaged in the business of one-stop value chain services, property investment, trading of consumables and agricultural products and trading of grocery food products. During the year ended 31 December 2015, the Group was also engaged in the health care services and trading of ceramic products which were discontinued in current year (see note 10).

1. 一般事項及編製基準

一般事項

中國農業生態有限公司(「本公司」)於二零零零年十一月三十日根據開曼群島公司法在開曼群島註冊成立為一間獲豁免有限公司。

本公司股份已於二零零二年二月五日在香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)上市。

於截至二零零七年十二月三十一日止年度，本公司透過於開曼群島取消註冊及根據百慕達法例作為獲豁免公司存續，自開曼群島遷冊至百慕達。遷冊已獲本公司股東於二零零七年十月十五日批准，而本公司已自二零零七年十月二十九日起作為有限公司於百慕達存續。

本公司之註冊辦事處地址為Clarendon House, 2 Church Street, Hamilton HM11, Bermuda，而主要營業地點則為香港灣仔駱克道188號兆安中心25樓。本公司董事並無考慮任何公司將成為本公司的最終控股公司及母公司。

本公司及其附屬公司(統稱「本集團」)主要從事一站式價值鏈服務、物業投資、消耗品及農產品貿易及糧油食品貿易之業務。於截至二零一五年十二月三十一日止年度，本集團亦從事醫療保健服務及陶瓷產品貿易，該等經營業務已於本年內終止(見附註10)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2015

截至二零一五年十二月三十一日止年度

1. GENERAL AND BASIS OF PREPARATION (continued)

General (continued)

The consolidated financial statements are presented in Hong Kong dollars (“HK\$”), which is also the functional currency of the Company. Other than those subsidiaries established in the People’s Republic of China (the “PRC”) and incorporated in Taiwan whose functional currencies are Renminbi (“RMB”) and New Taiwan dollars (“NTD”) respectively, the functional currency of the Company and its subsidiaries is HK\$.

Basis of preparation

The Group has been continuously incurring losses in these years. Nevertheless, the directors of the Company are of the opinion that the Group will have sufficient working capital to meet its operating cash flows as and when they fall due for the next twelve months from the end of the reporting period given that:

- (i) the directors of the Company will continuously review the cost structure of the Group and formulate appropriate cost saving measures to improve the performance and the cash flows of the Group’s operations; and
- (ii) the directors of the Company anticipate that the Group will generate positive cash flows from its operations.

Accordingly, the directors of the Company are of the opinion that it is appropriate to prepare these consolidated financial statements for the year ended 31 December 2015 on a going concern basis. The consolidated financial statements do not include any adjustments relating to the carrying amount and reclassification of assets and liabilities that might be necessary should the Group be unable to continue as a going concern.

1. 一般事項及編製基準 (續)

一般事項 (續)

綜合財務報表以港元(「港元」)呈列，港元亦為本公司之功能貨幣。除該等於中華人民共和國(「中國」)成立及於台灣註冊成立之附屬公司分別以人民幣(「人民幣」)及新台幣(「新台幣」)為功能貨幣外，本公司及其附屬公司之功能貨幣均為港元。

編製基準

本集團於近年來持續產生虧損。儘管如此，本公司董事認為，本集團將有足夠營運資金應付其自報告期末起未來十二個月內到期之經營現金流，此乃基於：

- (i) 本公司將持續審閱本集團的成本結構，並制訂合適的節省成本措施，以改善本集團業務的表現及現金流量；及
- (ii) 本公司董事預期，本集團將自其業務產生正現金流量。

因此，本公司董事認為，按持續經營基準編製截至二零一五年十二月三十一日止年度的該等綜合財務報表乃屬合適。綜合財務報表並不包括倘本集團未能持續經營而可能屬必要的任何有關資產及負債的賬面值及重新分類的調整。

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For the year ended 31 December 2015

截至二零一五年十二月三十一日止年度

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

In the current year, the Group has applied the following new and revised HKFRSs, which include HKFRSs, Hong Kong Accounting Standards (“HKAS(s)”), amendments and interpretations, issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”).

Amendments to Annual Improvements to HKFRSs
HKFRSs 2010 – 2012 Cycle

Amendments to Annual Improvements to HKFRSs
HKFRSs 2011 – 2013 Cycle

Amendments to Defined Benefit Plans: Employee
HKAS 19 Contributions

Except as described below, the application of the new and revised HKFRSs in the current year has had no material impact on the Group’s financial performance and positions for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

Annual Improvements to HKFRSs 2010 – 2012 Cycle

The Annual Improvements to HKFRSs 2010 – 2012 Cycle include a number of amendments to various HKFRSs, which are summarised below.

The amendments to HKFRS 2 (i) change the definitions of ‘vesting condition’ and ‘market condition’; and (ii) add definitions for ‘performance condition’ and ‘service condition’ which were previously included within the definition of ‘vesting condition’. The amendments to HKFRS 2 are effective for share-based payment transactions for which the grant date is on or after 1 July 2014.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）及新香港公司條例

於本年度，本集團已應用下列由香港會計師公會（「香港會計師公會」）頒佈的新訂及經修訂香港財務報告準則，當中包括香港財務報告準則、香港會計準則（「香港會計準則」）、修訂本及詮釋。

香港財務報告準則之 二零一零年至二零一二年
修訂本 週期之香港財務報告準則之年度改進

香港財務報告準則之 二零一一年至二零一三年
修訂本 週期之香港財務報告準則之年度改進

香港會計準則第19號 界定福利計劃：僱員供款
之修訂本

除下文所述者外，於本年度應用新訂及經修訂香港財務報告準則對本集團於本年度及過往年度的財務表現及狀況及／或該等綜合財務報表所載之披露事項並無重大影響。

二零一零年至二零一二年週期之香港財務報告準則之年度改進

二零一零年至二零一二年週期之香港財務報告準則之年度改進包括若干有關香港財務報告準則之多項修訂本，其概述如下。

香港財務報告準則第2號之修訂本(i)更改「歸屬條件」及「市場條件」之定義；及(ii)加入有關「表現條件」及「服務條件」之定義，該等定義早前已獲納入「歸屬條件」之定義。香港財務報告準則第2號之修訂本生效於授出日期為二零一四年七月一日或之後之以股份支付之交易。

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截至二零一五年十二月三十一日止年度

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRS(s)") AND NEW HONG KONG COMPANIES ORDINANCE (continued)

Annual Improvements to HKFRSs 2010 – 2012 Cycle (continued)

The amendments to HKFRS 3 clarify that contingent consideration that is classified as an asset or a liability should be measured at fair value at each reporting date, irrespective of whether the contingent consideration is a financial instrument within the scope of HKFRS 9 or HKAS 39 or a non-financial asset or liability. Changes in fair value (other than measurement period adjustments) should be recognised in profit or loss. The amendments to HKFRS 3 are effective for business combinations for which the acquisition date is on or after 1 July 2014.

The amendments to HKFRS 8 (i) require an entity to disclose the judgments made by management in applying the aggregation criteria to operating segments, including a description of the operating segments aggregated and the economic indicators assessed in determining whether the operating segments have 'similar economic characteristics'; and (ii) clarify that a reconciliation of the total of the reportable segments' assets to the entity's assets should only be provided if the segment assets are regularly provided to the chief operating decision-maker.

The amendments to the basis for conclusions of HKFRS 13 clarify that the issue of HKFRS 13 and consequential amendments to HKAS 39 and HKFRS 9 did not remove the ability to measure short-term receivables and payables with no stated interest rate at their invoice amounts without discounting, if the effect of discounting is immaterial.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）及新香港公司條例（續）

二零一零年至二零一二年週期之香港財務報告準則之年度改進（續）

香港財務報告準則第3號之修訂本闡明，獲分類為資產或負債之或然代價須於各報告日期按公平值計量（不論或然代價屬香港財務報告準則第9號或香港會計準則第39號範圍內之金融工具，或非金融資產或負債）。公平值之變動（除計量期間之調整外）須於損益中確認。香港財務報告準則第3號之修訂本生效於收購日期為二零一四年七月一日或之後之業務合併。

香港財務報告準則第8號之修訂本(i)規定實體須向經營分類應用合算條件時披露管理層作出之判斷，包括在釐定經營分類是否具備「相似之經濟特徵」時所評估已合算經營分類及經濟指標之說明；及(ii)闡明可呈報分類資產總值與實體資產之對賬僅當於定期向主要營運決策人提供分類資產時方會提供。

香港財務報告準則第13號之結論基準之修訂本闡明，頒佈香港財務報告準則第13號以及香港會計準則第39號及香港財務報告準則第9號之後續修訂並無除去計量於發票金額中並無列明利率且並無貼現（倘貼現影響並不重大）之短期應收及應付款項之能力。

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

Annual Improvements to HKFRSs 2010 – 2012 Cycle (continued)

The amendments to HKAS 16 and HKAS 38 remove perceived inconsistencies in the accounting for accumulated depreciation/amortisation when an item of property, plant and equipment or an intangible asset is revalued. The amended standards clarify that the gross carrying amount is adjusted in a manner consistent with the revaluation of the carrying amount of the asset and that accumulated depreciation/amortisation is the difference between the gross carrying amount and the carrying amount after taking into account accumulated impairment losses.

The amendments to HKAS 24 clarify that a management entity providing key management personnel services to a reporting entity is a related party of the reporting entity. Consequently, the reporting entity should disclose as related party transactions the amounts incurred for the service paid or payable to the management entity for the provision of key management personnel services. However, disclosure of the components of such compensation is not required.

The directors of the Company do not consider that the application of the amendments to HKFRSs 2010 – 2012 has had no material impact on the Group’s consolidated financial statements.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）及新香港公司條例（續）

二零一零年至二零一二年週期之香港財務報告準則之年度改進（續）

香港會計準則第16號及香港會計準則第38號之修訂本刪除物業、廠房及設備項目或無形資產獲重新估值時累計折舊／攤銷會計賬目中之已知不一致性。經修訂準則闡明賬面總值乃以與重估資產賬面值相符一致之方式予以調整，而該累計折舊／攤銷乃賬面總值與經計及累計減值虧損後賬面值兩者間之差額。

香港會計準則第24號之修訂本闡明，向呈報實體提供主要管理人員服務之管理實體乃該呈報實體之關連方。因此，該呈報實體須將就提供主要管理人員服務而已付或應付予該管理實體之服務產生之金額，以關連方交易作出披露。然而，有關補償部分則毋須披露。

本公司董事認為，應用二零一零年至二零一二年之香港財務報告準則之修訂本對本集團之綜合財務報表並無重大影響。

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2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRS(s)") AND NEW HONG KONG COMPANIES ORDINANCE (continued)

Annual Improvements to HKFRSs 2011 – 2013 Cycle

The Annual Improvements to HKFRSs 2011 – 2013 Cycle include a number of amendments to various HKFRSs, which are summarised below.

The amendments to HKFRS 3 clarify that the standard does not apply to the accounting for the formation of all types of joint arrangement in the financial statements of the joint arrangement itself.

The amendments to HKFRS 13 clarify that the scope of the portfolio exception for measuring the fair value of a group of financial assets and financial liabilities on a net basis includes all contracts that are within the scope of, and accounted for in accordance with, HKAS 39 or HKFRS 9, even if those contracts do not meet the definitions of financial assets or financial liabilities within HKAS 32.

The amendments to HKAS 40 clarify that HKAS 40 and HKFRS 3 are not mutually exclusive and application of both standards may be required. Consequently, an entity acquiring investment property must determine whether:

- (a) the property meets the definition of investment property in terms of HKAS 40; and
- (b) the transaction meets the definition of a business combination under HKFRS 3.

The amendments are applied prospectively. The directors of the Company consider that the application of the amendments to HKFRSs 2011 – 2013 Cycle has had no material impact on the Group's consolidated financial statements.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）及新香港公司條例（續）

二零一一年至二零一三年週期之香港財務報告準則之年度改進

二零一一年至二零一三年週期之香港財務報告準則之年度改進包括若干香港財務報告準則之多項修訂，其概述如下。

香港財務報告準則第3號之修訂本闡明該準則並不適用於說明合營安排財務報表中所有合營安排類型之構成。

香港財務報告準則第13號之修訂本闡明該組合範圍（除以淨值基準計量一組金融資產及金融負債之公平值外）包括納入香港會計準則第39號或香港財務報告準則第9號範圍及根據香港會計準則第39號或香港財務報告準則第9號說明之所有合約（即使該等合約並不符合香港會計準則第32號對金融資產或金融負債之定義）。

香港會計準則第40號之修訂本闡明香港會計準則第40號及香港財務報告準則第3號並非互相排斥，並可能需要同時應用此等準則，故此，收購投資物業之實體須確定：

- (a) 該物業是否符合香港會計準則第40號對投資物業之定義；及
- (b) 該交易是否符合香港財務報告準則第3號對業務合併之定義。

該等修訂本獲提前應用。本公司董事認為，應用二零一一年至二零一三年週期之香港財務報告準則之修訂本對本集團之綜合財務報表並無重大影響。

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

Part 9 of Hong Kong Companies Ordinance (Cap. 622)

In addition, the annual report requirement of Part 9 “Accounts and Audit” of the Hong Kong Companies Ordinance (Cap. 622) come into operation during the financial year. As a result, there are changes to presentation and disclosure of certain information in the consolidated financial statements.

New and revised HKFRSs in issue but not yet effective

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

HKFRS 9 (2014)	Financial Instruments ²
HKFRS 15	Revenue from Contracts with Customers ²
Amendments to HKFRSs	Annual Improvements to HKFRSs 2012 – 2014 Cycle ¹
Amendments to HKAS 1	Disclosure Initiative ¹
Amendments to HKAS 16 and HKAS 38	Clarification of Acceptable Methods of Depreciation and Amortisation ¹
Amendments to HKAS 16 and HKAS 41	Agriculture: Bearer Plants ¹
Amendments to HKAS 27	Equity Method in Separate Financial Statements ¹
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³
Amendments to HKFRS 10, HKFRS 12 and HKAS 28	Investment Entities: Applying the Consolidation Exception ¹
Amendments to HKFRS 11	Accounting for Acquisitions of Interests in Joint Operations ¹

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）及新香港公司條例（續）

香港公司條例（第622章）第9部

此外，香港公司條例（第622章）第9部「賬目及審計」之年報要求於本財政年度開始實施。因此，綜合財務報表內若干資料的呈列及披露方式會有所變動。

已頒佈但尚未生效的新訂及經修訂香港財務報告準則

本集團並無提早應用以下已頒佈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（二零一四年）	金融工具 ²
香港財務報告準則第15號	客戶合約收入 ²
香港財務報告準則之修訂本	二零一二年至二零一四年週期之香港財務報告準則之年度改進 ¹
香港會計準則第1號之修訂本	披露主動性 ¹
香港會計準則第16號及香港會計準則第38號之修訂本	澄清折舊及攤銷之可接受方法 ¹
香港會計準則第16號及香港會計準則第41號之修訂本	農業：生產性植物 ¹
香港會計準則第27號之修訂本	獨立財務報表之權益法 ¹
香港財務報告準則第10號及香港會計準則第28號之修訂本	投資者與其聯營公司或合營企業之間的資產銷售或投入 ³
香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第28號之修訂本	投資實體：應用綜合入賬的例外情況 ¹
香港財務報告準則第11號之修訂本	收購合資經營業務權益之會計 ¹

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

New and revised HKFRSs in issue but not yet effective (continued)

- ¹ Effective for annual periods beginning on or after 1 January 2016.
- ² Effective for annual periods beginning on or after 1 January 2018.
- ³ Effective date not yet been determined.

The directors of the Company anticipate that, except as described below, the application of other new and revised HKFRSs will have no material impact on the results and the financial position of the Group.

HKFRS 9 (2014) Financial Instruments

HKFRS 9 issued in 2009 introduces new requirements for the classification and measurement of financial assets. HKFRS 9 was amended in 2010 and includes the requirements for the classification and measurement of financial liabilities and for derecognition. In 2013, HKFRS 9 was further amended to bring into effect a substantial overhaul of hedge accounting that will allow entities to better reflect their risk management activities in the financial statements. A finalised version of HKFRS 9 was issued in 2014 to incorporate all the requirements of HKFRS 9 that were issued in previous years with limited amendments to the classification and measurement by introducing a “fair value through other comprehensive income” (“FVTOCI”) measurement category for certain financial assets. The finalised version of HKFRS 9 also introduces an “expected credit loss” model for impairment assessments.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）及新香港公司條例（續）

已頒佈但尚未生效的新訂及經修訂香港財務報告準則（續）

- ¹ 於二零一六年一月一日或之後開始之年度期間生效。
- ² 於二零一八年一月一日或之後開始之年度期間生效。
- ³ 生效日期尚未釐定。

除下文所述者外，本公司董事預期應用其他新訂及經修訂香港財務報告準則不會對本集團的業績及財務狀況構成重大影響。

香港財務報告準則第9號（二零一四年） 金融工具

於二零零九年頒佈之香港財務報告準則第9號引入金融資產分類及計量之新規定。香港財務報告準則第9號其後於二零一零年經修訂，以包括有關分類及計量金融負債及取消確認之規定。於二零一三年，香港財務報告準則第9號獲進一步修訂，以落實對沖會計法之實質性修訂，從而將使實體於財務報表中更能反映風險管理活動。香港財務報告準則第9號的最終版本於二零一四年頒佈，藉就若干金融資產引入「按公平值計入其他全面收益」（「按公平值計入其他全面收益」）的計量類別，以納入過往年度所頒佈香港財務報告準則第9號的全部規定，且對有關分類及計量作出有限修訂。香港財務報告準則第9號的最終版本亦就減值評估引入「預期信貸虧損」模式。

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2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRS(s)”) AND NEW HONG KONG COMPANIES ORDINANCE (continued) HKFRS 9 (2014) Financial Instruments (continued)

Key requirements of HKFRS 9 (2014) are described as follows:

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

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）及新香港公司條例（續）

香港財務報告準則第9號（二零一四年）
金融工具（續）

香港財務報告準則第9號（二零一四年）
之主要規定載述如下：

- 所有屬香港會計準則第39號金融工具：確認及計量範圍內之已確認金融資產其後均須按攤銷成本或公平值計量。具體而言，目的是收取合約現金流量之業務模式內持有之債務投資，及合約現金流量僅為償還本金及尚未償還本金利息之債務投資，一般於其後會計期間結算日按攤銷成本計量。於目的為同時收回合約現金流量及出售金融資產之業務模式中持有之債務工具，以及金融資產的合約性條款令於特定日期產生之現金流量純粹為支付本金及尚未償還本金之利息的債務工具，按公平值計入其他全面收益之方式計量。所有其他債務投資及權益投資均於其後報告期末按公平值計量。此外，根據香港財務報告準則第9號（二零一四年），實體可作出不可撤回之選擇，以於其他全面收益呈列權益投資（並非持作買賣者）公平值之其後變動，一般只有股息收入於損益確認。

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2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRS(s)") AND NEW HONG KONG COMPANIES ORDINANCE (continued)

HKFRS 9 (2014) Financial Instruments (continued)

- With regard to the measurement of financial liabilities designated as at fair value through profit or loss, HKFRS 9 requires that the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is presented in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value of financial liabilities attributable to changes in the financial liabilities' credit risk are not subsequently reclassified to profit or loss. Under HKAS 39, the entire amount of the change in the fair value of the financial liability designated as fair value through profit or loss was presented in profit or loss.
- In the aspect of impairment assessments, the impairment requirements relating to the accounting for an entity's expected credit losses on its financial assets and commitments to extend credit were added. Those requirements eliminate the threshold that was in HKAS 39 for the recognition of credit losses. Under the impairment approach in HKFRS 9 (2014) it is no longer necessary for a credit event to have occurred before credit losses are recognised. Instead, expected credit losses and changes in those expected credit losses should always be accounted for. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition and, consequently, more timely information is provided about expected credit losses.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）及新香港公司條例（續）

香港財務報告準則第9號（二零一四年）金融工具（續）

- 就指定為按公平值計入損益處理之金融負債之計量而言，香港財務報告準則第9號規定該金融負債之信貸風險變動以致該負債公平值變動之金額於其他全面收益內呈列，除非於其他全面收益中確認該負債信貸風險變動影響會導致或擴大損益上之會計錯配。金融負債之信貸風險引致之金融負債公平值變動其後不會重新分類至損益中。根據香港會計準則第39號，指定為按公平值計入損益處理之金融負債之整筆公平值變動金額於損益中呈列。
- 就減值評估而言，加入了有關實體對其金融資產及提供延伸信貸承擔之預期信貸虧損之會計減值規定。該等規定消除了香港會計準則第39號就確認信貸虧損的門檻。根據香港財務報告準則第9號（二零一四年）之減值方法，於確認信貸虧損前毋須已發生信貸事件。反之，實體須一直將預期信貸虧損以及此等預期信貸虧損之變動入賬。於各報告日期對預期信貸虧損之金額進行更新，以反映自初次確認以來信貸風險之變動，並因此提供更適時之預期信貸虧損資料。

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

HKFRS 9 (2014) Financial Instruments (continued)

- HKFRS 9 (2014) introduces a new model which is more closely aligns hedge accounting with risk management activities undertaken by companies when hedging their financial and non-financial risk exposures. As a principle-based approach, HKFRS 9 (2014) looks at whether a risk component can be identified and measured and does not distinguish between financial items and non-financial items. The new model also enables an entity to use information produced internally for risk management purposes as a basis for hedge accounting. Under HKAS 39, it is necessary to exhibit eligibility and compliance with the requirements in HKAS 39 using metrics that are designed solely for accounting purposes. The new model also includes eligibility criteria but these are based on an economic assessment of the strength of the hedging relationship. This can be determined using risk management data. This should reduce the costs of implementation compared with those for HKAS 39 hedge accounting because it reduces the amount of analysis that is required to be undertaken only for accounting purposes.

HKFRS 9 (2014) will become effective for annual periods beginning on or after 1 January 2018 with early application permitted.

The directors of the Company anticipate that the adoption of HKFRS 9 (2014) in the future may have significant impact on amounts reported in respect of the Group’s financial assets and financial liabilities. Regarding the Group’s financial assets and financial liabilities. However, it is not practicable to provide a reasonable estimate of that effect until a detailed review has been completed.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）及新香港公司條例（續）

香港財務報告準則第9號（二零一四年）金融工具（續）

- 香港財務報告準則第9號（二零一四年）引入新模式，允許公司在對沖彼等之金融及非金融風險時更好地利用所進行的風險管理活動調整對沖會計。香港財務報告準則第9號作為一種以原則為基礎的方法，著眼於風險的確認及計量，但並不區分金融項目和非金融項目。新模式亦允許實體利用內部產生的資料進行風險管理作為對沖會計的基準。根據香港會計準則第39號，有必要使用僅用作會計目的量度來展現相對於香港會計準則第39號的合格性及合規性。新模式亦包括合格性標準，但該等標準基於就對沖關係強度進行的經濟評估，此可利用風險管理數據釐定。相較於香港會計準則第39號之對沖會計內容，此應可降低實行成本，因其降低了僅為會計處理所需進行的分析量。

香港財務報告準則第9號（二零一四年）將於二零一八年一月一日或之後開始之年度期間生效，且可允許提前應用。

本公司董事預期日後採納香港財務報告準則第9號（二零一四年）可能對本集團金融資產及金融負債所呈報的金額構成重大影響。有關本集團的金融資產及金融負債。然而，於完成詳細審閱前，對相關影響作出合理估計並不可行。

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

HKFRS 15 Revenue from Contracts with Customers

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. Thus, HKFRS 15 introduces a model that applies to contracts with customers, featuring a contract-based five-step analysis of transactions to determine whether, how much and when revenue is recognised. The five steps are as follows:

- (i) Identify the contract with the customer;
- (ii) Identify the performance obligations in the contract;
- (iii) Determine the transaction price;
- (iv) Allocate the transaction price to the performance obligations; and
- (v) Recognise revenue when (or as) the entity satisfies a performance obligation.

HKFRS 15 also introduces extensive qualitative and quantitative disclosure requirements which aim to enable users of the financial statements to understand the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）及新香港公司條例（續）

香港財務報告準則第15號客戶合約收入

香港財務報告準則第15號的核心原則為實體應確認收益以向客戶描述轉讓已承諾貨品或服務的金額，應為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。故此，香港財務報告準則第15號引入應用於客戶合約收入的模式，當中擁有交易的合約基礎五個步驟分析，以釐定是否須要確認收益，及確認收益的金額及時間。該五個步驟載列如下：

- (i) 識別與客戶之合約；
- (ii) 識別合約內履行之責任；
- (iii) 釐定交易價格；
- (iv) 按履行之責任分配交易價格；及
- (v) 當（或於）實體履行責任時確認收入。

香港財務報告準則第15號亦引入大量定性及定量披露規定，旨在讓財務報表使用者瞭解來自與客戶所訂立合約產生之收益及現金流量之性質、金額、時間及不確定性。

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

HKFRS 15 Revenue from Contracts with Customers (continued)

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.

HKFRS 15 will become effective for annual periods beginning on or after 1 January 2018 with early application permitted. The directors of the Company anticipate that the application of HKFRS 15 in the future may have a material impact on the amounts reported and disclosures made in the Group’s consolidated financial statements. However, it is not practicable to provide a reasonable estimate of that until the Group performs a detailed review has been completed.

Annual Improvement to HKFRSs 2012 – 2014 Cycle

The Annual Improvements to HKFRSs 2012 – 2014 Cycle include a number of amendments to various HKFRSs, which are summarised below.

The amendments to HKFRS 5 clarify that changing from one of the disposal methods (i.e. disposal through sale or disposal through distribution to owners) to the other should not be considered to be a new plan of disposal, rather it is a continuation of the original plan. There is therefore no interruption of the application of the requirements in HKFRS 5. Besides, the amendments also clarify that changing the disposal method does not change the date of classification.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）及新香港公司條例（續）

香港財務報告準則第15號客戶合約收入（續）

於香港財務報告準則第15號生效後，其將取代現時載於香港會計準則第18號收益、香港會計準則第11號建築合約及相關詮釋的收益確認指引。

香港財務報告準則第15號將於二零一八年一月一日或之後開始之年度期間生效，且可提前應用。本公司董事預期日後應用香港財務報告準則第15號，可能對本集團綜合財務報表中已呈報金額及披露構成重大影響。然而，直至本集團完成詳細檢閱前，對其作出合理估計並不可行。

二零一二年至二零一四年週期之香港財務報告準則之年度改進

二零一二年至二零一四年週期之香港財務報告準則之年度改進包括對多項香港財務報告準則作出之修訂，有關修訂概列於下文。

香港財務報告準則第5號之修訂本釐清一種出售方式（如透過出售而出售或透過分派予擁有人出售）轉換成另一種不應被視為一項新出售計劃之方式，而是原計劃之延續。因此，應用香港財務報告準則第5號之規定並未終止。此外，修訂本亦釐清改變出售方式並無改變分類日期。

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2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRS(s)") AND NEW HONG KONG COMPANIES ORDINANCE (continued)

Annual Improvement to HKFRSs 2012 – 2014 Cycle (continued)

The amendments to HKFRS 7 clarify that a servicing contract that includes a fee can constitute continuing involvement in a financial asset. An entity must assess the nature of the fee and arrangement against the guidance for continuing involvement in HKFRS 7 in order to assess whether the additional disclosures for any continuing involvement in a transferred asset that is derecognised in its entirety are required. Besides, the amendments to HKFRS 7 also clarify that disclosures in relation to offsetting financial assets and financial liabilities are not required in the condensed interim financial report, unless the disclosures provide a significant update to the information reported in the most recent annual report.

The amendments to HKAS 19 clarify that the market depth of high quality corporate bonds is assessed based on the currency in which the obligation is denominated, rather than the country where the obligation is located. When there is no deep market for high quality corporate bonds in that currency, government bond rates must be used.

HKAS 34 requires entities to disclose information in the notes to the interim financial statements 'if not disclosed elsewhere in the interim financial report'. The amendments to HKAS 34 clarify that the required interim disclosures must either be in the interim financial statements or incorporated by cross-reference between the interim financial statements and wherever they are included within the greater interim financial report. The other information within the interim financial report must be available to users on the same terms as the interim financial statements and at the same time. If users do not have access to the other information in this manner, then the interim financial report is incomplete.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）及新香港公司條例（續）

二零一二年至二零一四年週期之香港財務報告準則之年度改進（續）

香港財務報告準則第7號之修訂本釐清內含費用之服務合約構成持續參與金融資產。實體須根據香港財務報告準則第7號之持續參與指引評估費用及安排之性質，以評估是否須就持續參與全部終止確認之轉讓資產作出額外披露。此外，香港財務報告準則第7號之修訂本亦釐清簡明中期財務報告並無規定有關抵銷金融資產及金融負債之披露，除非披露包括最近期年報所呈告資料之重大更新。

香港會計準則第19號之修訂本釐清高質量公司債券之市場深度須按債務計值貨幣而非按債務所在國家評估。倘該貨幣之高質量公司債券並無深入市場，則須使用政府債券利率。

香港會計準則第34號於中期財務報表附註披露資料（倘並無於中期財務報告中另行披露）。香港會計準則第34號之修訂本釐清規定之中期披露須於中期財務報表中作出或於中期財務報表之間相互參照後納入且計入更大中期財務報告。中期財務報告之其他資料需按與中期財務報表之相同條款且於相同時間供用戶查閱。倘用戶不可按此等方式查閱其他資料，則中期財務報告視作不完整。

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綜合財務報表附註

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

Annual Improvement to HKFRSs 2012 – 2014 Cycle (continued)

The directors of the Company do not anticipate that the application of the amendments to HKFRSs 2012 – 2014 Cycle will have a material effect on the Group’s consolidated financial statements.

Amendments to HKAS 1 Disclosure Initiative

The amendments clarify that companies should use professional judgement in determining what information as well as where and in what order information is presented in the financial statements. Specifically, an entity should decide, taking into consideration all relevant facts and circumstances, how it aggregates information in the financial statements, which include the notes. An entity does not require to provide a specific disclosure required by a HKFRS if the information resulting from that disclosure is not material. This is the case even if the HKFRS contain a list of specific requirements or describe them as minimum requirements.

Besides, the amendments provide some additional requirements for presenting additional line items, headings and subtotals when their presentation is relevant to an understanding of the entity’s financial position and financial performance respectively. Entities, in which they have investments in associates or joint ventures, are required to present the share of other comprehensive income of associates and joint ventures accounted for using the equity method, separated into the share of items that (i) will not be reclassified subsequently to profit or loss; and (ii) will be reclassified subsequently to profit or loss when specific conditions are met.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）及新香港公司條例（續）

二零一二年至二零一四年週期之香港財務報告準則之年度改進（續）

本公司董事預期應用二零一二年至二零一四年週期之香港財務報告準則之修訂本不會對本集團之綜合財務報表構成重大影響。

香港會計準則第1號披露主動性之修訂本

該修訂本釐清公司應運用專業判斷以決定應在財務報表披露資料的種類，以及資料的呈列章節及排序。特別是，經考慮所有相關事實及情況後，實體應決定其如何總括財務報表內的資料（包括附註）。倘披露有關資料並不重要，則實體無須按香港財務報告準則規定提供具體披露。於此情況下，即使香港財務報告準則載有一系列特定要求或描述彼等為最低要求，實體亦無須作出披露。

此外，當呈列額外項目、標題及小計與了解實體的財務狀況及財務表現有關，則該修訂本就有關呈列提供部分額外規定。於聯營公司或合營企業投資的實體須使用權益法呈列分佔於聯營公司及合營企業的其他全面收益，並獨立呈列分佔(i)其後不會重新分類至損益的項目；及(ii)當符合特定條件時其後將重新分類至損益的項目。

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2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRS(s)") AND NEW HONG KONG COMPANIES ORDINANCE (continued)

Amendments to HKAS 1 Disclosure Initiative (continued)

Furthermore, the amendments clarify that:

- (i) an entity should consider the effect on the understandability and comparability of its financial statements when determining the order of the notes; and
- (ii) significant accounting policies are not required to be disclosed in one note, but instead can be included with related information in other notes.

The amendments will become effective for financial statements with annual periods beginning on or after 1 January 2016. Earlier application is permitted.

The directors of the Company anticipate that the application of amendments to HKAS 1 in the future may have a material impact on the disclosures made in the Group's consolidated financial statements.

Amendments to HKAS 16 and HKAS 38 Clarification of Acceptable Methods of Depreciation and Amortisation

The amendments to HKAS 16 prohibit the use of revenue-based depreciation methods for property, plant and equipment under HKAS 16. The amendments to HKAS 38 introduce a rebuttable presumption that the use of revenue-based amortisation methods for intangible assets is inappropriate. This presumption can be rebutted only in the following limited circumstances:

- (i) when the intangible asset is expressed as a measure of revenue; and
- (ii) when a high correlation between revenue and the consumption of the economic benefits of the intangible assets could be demonstrated.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）及新香港公司條例（續）

香港會計準則第1號披露主動性之修訂本（續）

再者，該修訂本釐清：

- (i) 實體於決定附註的排序時，應考慮對其財務報表的理解及比較性質的影響；及
- (ii) 主要會計政策無須披露於一個附註內，亦可於其他附註中包括相關資料。

該修訂本將於二零一六年一月一日或之後開始之年度期間的財務報表生效，且允許提早應用。

本公司董事預期，日後應用香港會計準則第1號之修訂本可能對本集團綜合財務報表所作出的披露構成重大影響。

香港會計準則第16號及香港會計準則第38號澄清折舊及攤銷之可接受方法之修訂本

香港會計準則第16號之修訂本禁止根據香港會計準則第16號就物業、廠房及設備使用收益基礎折舊方法。香港會計準則第38號之修訂本引入一項可予以推翻的假設，即就無形資產運用收益基礎攤銷法計量乃屬不恰當。此假設僅於下列有限情況下方可予以推翻：

- (i) 當無形資產列示為收益計量；及
- (ii) 當可證實收益與無形資產的經濟利益消耗息息相關。

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綜合財務報表附註

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

Amendments to HKAS 16 and HKAS 38 Clarification of Acceptable Methods of Depreciation and Amortisation (continued)

The amendments to HKAS 16 and HKAS 38 will become effective for financial statements with annual periods beginning on or after 1 January 2016. Earlier application is permitted. The amendments should be applied prospectively.

As the Group uses straight-line method for depreciation of property, plant and equipment and amortisation of an intangible asset, the directors of the Company do not anticipate that the application of the amendments to HKAS 16 and HKAS 38 will have a material impact on the Group’s consolidated financial statements.

Amendments to HKFRS 10 and HKAS 28 Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

The amendments provide guidance on addressing the acknowledged inconsistency between the requirements in HKFRS 10 and those in HKAS 28, in dealing with the sale or contribution of assets between an investor and its joint venture and associate. An investing entity is required to recognise the gain or loss arising from selling or contributing assets that constitutes or contains a business to a joint venture or associate in full. An investing entity is required to recognise the gain or loss arising from selling or contributing assets that does not constitute or contain a business to a joint venture or associate only to the extent of the unrelated investors’ interests in that joint venture or associate.

The effective date of amendments to HKFRS 10 and HKAS 28 has not yet been determined. However, earlier application is permitted. The amendments should be applied prospectively.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）及新香港公司條例（續）

香港會計準則第16號及香港會計準則第38號澄清折舊及攤銷之可接受方法之修訂本（續）

香港會計準則第16號及香港會計準則第38號之修訂本將於二零一六年一月一日或之後開始之年度期間的財務報表生效，且允許提前應用。該等修訂本應預期應用。

由於本集團運用直線法折舊物業、廠房及設備以及無形資產的攤銷，故本公司董事預期應用香港會計準則第16號及香港會計準則第38號之修訂本不會對本集團之綜合財務報表造成重大影響。

香港財務報告準則第10號及香港會計準則第28號之修訂本投資者與其聯營公司或合營公司之間的資產出售或注資

修訂本就解決香港財務報告準則第10號之規定與香港會計準則第28號之公認不一致提供指引，處理投資者與其聯營公司或合資企業之間的資產出售或注資。投資實體須確認構成或全面包括合資企業或聯營公司之銷售或貢獻資產所產生的收益。投資實體須確認並不構成或全面包括合資企業或聯營公司業務之銷售或貢獻資產所產生的收益（僅為非關聯投資者於該合資公司或聯營公司的權益部分）。

香港財務報告準則第10號及香港會計準則第28號之修訂之生效日期尚未釐定，惟獲准提前應用。該等修訂應按未來適用基準應用。

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2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRS(s)") AND NEW HONG KONG COMPANIES ORDINANCE (continued)

Amendments to HKFRS 10 and HKAS 28 Sale or Contribution of Assets between an Investor and its Associate or Joint Venture (continued)

As the Company does not have any sale or contribution of assets with its associates and investment in joint operations, the directors of the Company do not anticipate that the application of the amendments to HKFRS 10 and HKAS 28 will have a material impact on the Group's consolidated financial statements.

Amendments to HKFRS 10, HKFRS 12 and HKAS 28 Investment Entities: Applying the Consolidation Exception

The amendments clarify the requirements when accounting for investment entities as well as provide relief in particular circumstances, which will reduce the costs of applying the standards. Specifically, a parent entity that is a subsidiary of an investment entity is exempted from preparing consolidated financial statements. A parent entity which is also a subsidiary of an investment entity and hold interests in associates and joint ventures is exempted from applying equity method if it meets all the conditions stated in paragraph 4(a) of HKFRS 10.

Besides, the amendments clarify if an investment entity has a subsidiary that is not itself an investment entity and whose main purpose and activities are providing investment-related services that relate to the investment entity's investment activities to the entity or other parties, it should consolidate that subsidiary.

If the subsidiary that provides the investment-related services or activities is itself an investment entity, the investment entity parent should measure that subsidiary at fair value through profit or loss. If an entity that is not itself an investment entity has an interest in an associate or joint venture that is an investment entity, the entity may, when apply the equity method, retain the fair value measurement applied by that investment entity associate or joint venture to the investment entity associate's or joint venture's interests in subsidiaries.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）及新香港公司條例（續）

香港財務報告準則第10號及香港會計準則第28號之修訂本投資者與其聯營公司或合營公司之間的資產出售或注資（續）

由於本公司並無對其聯營公司進行銷售或貢獻資產，亦無投資於合營業務，故本公司董事預期應用香港財務報告準則第10號及香港會計準則第28號之修訂本對本集團綜合財務報表並無重大影響。

香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第28號之修訂投資實體：應用綜合入賬之例外

修訂本闡明對投資實體會計規定以及為特定情況提供寬免，減輕應用有關準則之成本。具體而言，為投資實體之母公司實體獲豁免編製合併財務報表。倘若其符合香港財務報告準則第10號第4(a)段所列之所有情況，則亦為投資實體之附屬公司且於聯營公司及合資企業中擁有權益之母公司實體獲豁免應用權益法。

此外，修訂本闡明，倘投資實體具有其本身並非投資實體之附屬公司且其主要目的及活動為向該實體或其他方提供與投資實體的投資活動相關的投資服務，則其應綜合該附屬公司。

倘提供投資相關服務或活動的附屬公司本身為投資實體，則投資實體母公司應按公允值透過損益計量該附屬公司。倘本身並非投資實體之實體於為投資實體之聯營公司或合資企業中擁有權益，則該實體可於應用權益法時保留該投資實體、聯營公司或合資公司所應用之公允值計量至其於附屬公司的權益。

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

Amendments to HKFRS 10, HKFRS 12 and HKAS 28 Investment Entities: Applying the Consolidation Exception (continued)

Furthermore, if a parent that is an investment entity and has measured all of its subsidiaries at fair value through profit or loss, that investment entity should present the disclosures relating to investment entities required by HKFRS 12 in its financial statements. If an investment entity has consolidated its subsidiary in which the subsidiary itself is not an investment entity and whose main purpose and activities are providing services that relate to the investment activities of its investment entity parent, the disclosure requirements in HKFRS 12 apply to financial statements in which the investment entity consolidates that subsidiary.

The amendments to HKFRS 10, HKFRS 12 and HKAS 28 will become effective for financial statements with annual periods beginning on or after 1 January 2016. Earlier application is permitted.

As the Company does not have any investments in investment entities, the directors of the Company do not anticipate that the application of the amendments to HKFRS 10, HKFRS 12 and HKAS 28 will have a material impact on the Group’s consolidated financial statements

3. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with HKFRSs 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.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）及新香港公司條例（續）

香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第28號之修訂投資實體：應用綜合入賬之例外

此外，倘母公司為投資實體且已按公允價值透過損益計量其所有附屬公司，則該投資實體應於其財務報表中按香港財務報告準則第12號的規定呈列與投資實體有關的披露事項。倘投資實體已綜合其附屬公司，其中附屬公司其本身並非投資實體且其主要目的及活動為提供與其投資實體母公司之投資活動有關的服務，則於綜合該附屬公司之投資實體之財務報表中應用香港財務報告準則第12號規定之披露事項。

香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第28號之修訂將於二零一六年一月一日或之後開始之年度期間之財務報表生效，並獲准提前應用。

由於本公司並無投資於投資實體，故本公司董事預期應用香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第28號之修訂本對本集團綜合財務報表並無重大影響。

3. 重大會計政策

綜合財務報表已根據香港會計師公會頒佈的香港財務報告準則編製。此外，綜合財務報表包括聯交所創業板證券上市規則及香港公司條例所規定之適用披露事項。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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3. SIGNIFICANT ACCOUNTING POLICIES (continued)

The consolidated financial statements have been prepared on the historical cost basis except for investment properties and financial instruments that are measured at fair values, as explained in the accounting policies set out below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

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 in the principal (or most advantageous) market at the measurement date under current market conditions (i.e. an exit price) regardless of whether that price is directly observable or estimated using another valuation technique. Details of fair value measurement are explained in the accounting policies set out below.

The principle accounting policies are set out below.

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (i.e. its subsidiaries). If a subsidiary prepares its financial statements using accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that subsidiary's financial statements in preparing the consolidated financial statements to ensure conformity with the Group's accounting policies.

Control is achieved where the Group has: (i) the power over the investee; (ii) exposure, or rights, to variable returns from its involvement with the investee; and (iii) the ability to use its power over the investee to affect the amount of the Group's returns. When the Group has less than a majority of the voting rights of an investee, power over the investee may be obtained through: (i) a contractual arrangement with other vote holders; (ii) rights arising from other contractual arrangements; (iii) the Group's voting rights and potential voting rights; or (iv) a combination of the above, based on all relevant facts and circumstances.

3. 重大會計政策 (續)

綜合財務報表乃根據過往成本基準編製，惟投資物業及按公平值計量之金融工具（如下文會計政策所闡釋）除外。歷史成本一般按交換貨品及服務之代價之公平值計算。

公平值界定為市場參與者之間於現行市場下於計量日期在主要市場（或最有利之市場）進行之有序交易所出售資產可收取或轉讓負債須支付之價格（即平倉價），不論該價格是否直接觀察或使用另一估值技術估計所得。有關公平值計量的詳情闡述於下文所載會計政策。

主要會計政策載列如下。

綜合基準

綜合財務報表包括本公司及受其控制實體（即附屬公司）之財務報表。倘附屬公司編製其財務報表時使用的會計政策有別於其在綜合財務報表中，就類似交易及於類似情況下之事件所採納者，則附屬公司在編製財務報表時，須對其財務報表作出調整，以確保符合本集團的會計政策。

控制乃指本集團擁有：(i)對被投資方擁有權力；(ii)面對或擁有自其參與被投資方產生之可變回報之風險或權利；及(iii)有能力行使其權力以影響其回報時，即對被投資方擁有控制權。當本集團對於被投資方的投票權少於大多數時，則可基於相關事實及情況透過下列方式對被投資方取得控制權力：(i)與其他投票持有人訂立合約安排；(ii)來自其他合約安排產生的權利；(iii)本集團的投票權及潛在投資權；或(iv)綜合上述各項。

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3. SIGNIFICANT ACCOUNTING POLICIES (continued) Basis of consolidation (continued)

The Company reassess whether it controls an investee if facts and circumstances indicate that there are changes to one or more of these elements of control stated above.

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

Income and expenses of subsidiaries 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 component of other comprehensive income of subsidiaries 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.

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

Business combinations

Businesses combinations are accounted for by applying 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 incurred to effect a business combination are recognised in profit or loss as incurred.

3. 重大會計政策(續) 綜合基準(續)

倘有事實及情況顯示，有一項或以上該等上述控制權元素出現變動，則本公司重新評估其是否對被投資方擁有控制權。

當本集團對附屬公司取得控制權時，則開始將附屬公司綜合入賬，並在本集團對附屬公司失去控制權時終止綜合入賬。

附屬公司收入及開支自本集團取得控制權當日起，計入綜合損益及其他全面收益表，並直至本集團不再控制該附屬公司當日為止。

附屬公司之損益及其他全面收益各個部分乃歸屬於本公司擁有人及非控股股東權益。附屬公司之全面收益總額亦歸屬於本公司擁有人及非控股股東權益，即使此舉可引致非控股股東權益產生虧絀結餘。

有關本集團實體交易涉及集團內公司間之所有資產及負債、權益、收入、開支及現金流量於綜合入賬時悉數對銷。

業務合併

業務合併乃以收購法列賬。於業務合併轉撥之代價按公平值計量，其乃按本集團轉撥之資產、本集團產生之對被收購方前擁有人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平值總和計算。完成業務合併所引致之與收購事項相關之成本於產生時於損益中確認。

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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 deferred tax assets or liabilities arising from the assets acquired and the liabilities assumed in the business combinations are recognised and measured in accordance with HKAS 12 Income Taxes.

Goodwill is measured as the excess of the aggregate of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the Group'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 re-assessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the aggregate 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 gain on bargain purchase.

Non-controlling interests, unless as required by another standards, are measured at acquisition-date fair value except for non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation are measured either at fair value or at the present ownership instruments' proportionate share in the recognised amounts of the acquiree's identifiable net assets on a transaction-by-transaction basis. 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 made 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 at the acquisition date.

3. 重大會計政策 (續) 業務合併 (續)

於收購日期，已收購可識別資產及已承擔負債按其公平值確認，惟業務合併中已收購資產及承擔負債產生的遞延稅項資產或負債根據香港會計準則第12號所得稅確認及計量。

商譽乃以所轉讓代價、任何非控股股東權益於被收購方中所佔金額、及本集團以往持有之被收購方股權之公平值（如有）之總和，超出所收購之可識別資產及所承擔之負債於收購日期的差額計量。倘經重估後，所收購之可識別資產及所承擔負債於收購日期之淨額高於轉讓之代價、任何非控股股東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之公平值（如有）之總和，則差額即時於損益內確認為議價收購。

非控股股東權益（除非因其他準則有所規定）乃按收購日期的公平值計量，惟屬於現時所有權權益並賦予其持有人在清盤時按比例分佔實體淨資產之非控股股東權益成份，方可按逐項交易基準之公平值或以現時之所有權工具按比例分佔被收購方可識別淨資產之已確認金額計量。倘本集團在業務合併中所轉讓代價包括或然代價安排所產生之資產或負債，則或然代價按其於收購日期之公平值計量，並計入作為業務合併中所轉讓部分代價。合資格進行計量期間調整之或然代價公平值變動將會追溯調整，並相應調整商譽。計量期間調整指在「計量期間」（不得超過收購日期起計一年）所得涉及於收購日期已存在事實及情況之新資料而引致之調整。

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3. SIGNIFICANT ACCOUNTING POLICIES (continued) Business combinations (continued)

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. Other contingent consideration that is within the scope of HKAS 39 is measured at fair value at each reporting date, and changes in fair value are recognised in profit or loss in accordance with HKAS 39. Other contingent consideration that is not within the scope of HKAS 39 is measured at fair value at each reporting date and changes in fair value are recognised in profit or loss.

Goodwill

Goodwill arising from a business combination is carried at cost less accumulated impairment losses, if any.

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

A CGU to which goodwill has been allocated is tested for impairment annually or more frequently when there is indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the CGU to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount of the CGU 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.

3. 重大會計政策 (續) 業務合併 (續)

或然代價公平值變動如不符合於計量期間進行調整之資格，則其後續會計處理須視乎或然代價如何分類而定。分類為權益之或然代價於其後報告日期不會重新計量，而其後結算則會在權益中入賬。屬香港會計準則第39號範圍的其他或然代價按各報告日期的公平值計量，而公平值變動乃根據香港會計準則第39號於損益確認。不屬香港會計準則第39號範圍的其他或然代價按各報告日期的公平值計量，公平值變動於損益確認。

商譽

業務合併產生的商譽以成本減任何累計減值虧損（如有）列賬。

就減值測試而言，商譽會分配至預期可從合併的協同效益中獲益的本集團各個現金產生單位（「現金產生單位」）（或現金產生單位組別）。

獲分配商譽的現金產生單位會每年進行減值測試，或於有跡象顯示該單位可能出現減值時經常進行減值測試。就於報告期間因收購產生的商譽而言，獲分配商譽的現金產生單位會於該報告期末前進行減值測試。倘現金產生單位的可收回金額少於其賬面值，則減值虧損會先用作減低任何分配至該單位的商譽的賬面值，其後則按該單位內各項資產賬面值的比例分配至該單位的其他資產。任何商譽減值虧損直接於損益內確認。就商譽確認的減值虧損不會於其後期間撥回。

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3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Goodwill (continued)

The Group's policy for goodwill relating to an associate that included in the carrying amount of the investment is set out in "interests in associates" below.

Interests in associates

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

The Group's interests in associates are accounted for in the consolidated financial statements using the equity method. Under the equity method, interests in associates are initially recognised at cost. The Group's share of the profit or loss and changes in the other comprehensive income of the associates are recognised in profit or loss and other comprehensive income respectively after the date of acquisition. If the Group's share of losses of an associate equals or exceeds its interests in the associate, which determined using the equity method together with any long-term interests that, in substance, form part of the Group's net interests in the associates, the Group discontinues recognising its share of further losses. Additional losses are provided for, and a liability is recognised, only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associates.

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

Interests in associates are accounted for using the equity method from the date on which the investee becomes an associate. On acquisition of the investment, any excess of the cost of acquisition over the Group's share of the net fair value of the identifiable assets and liabilities of the associates are recognised as goodwill and is included in the carrying amount of the investment.

3. 重大會計政策 (續)

商譽 (續)

本集團就聯營公司的商譽入賬為投資賬面值的政策載列於下文「於聯營公司之權益」。

於聯營公司之權益

聯營公司乃本集團對其擁有重大影響力之實體。重大影響力乃參與被投資方之財務及經營政策決策之權力，但並非對該等政策擁有控制權或共同控制權。

本集團於聯營公司之投資在綜合財務報表內採用權益法入賬。根據權益法，於聯營公司之投資初始按成本確認。本集團分佔聯營公司溢利或虧損及其他全面收益之變動於收購日期後分別於損益及其他全面收益內確認。倘本集團分佔聯營公司之虧損相等於或超出其於該聯營公司之權益（其以權益法釐定連同任何長期權益，而該長期權益實質上構成本集團於該聯營公司投資淨額之一部分），則本集團不再繼續確認其分佔之進一步虧損。本集團僅會在其須於代表該聯營公司承擔法律或推定責任，或代其支付款項之情況下，方會就額外虧損作出撥備及確認負債。

倘聯營公司使用的會計政策有別於其就類似交易及於類似情況下之事件所採納者，則在本集團使用聯營公司財務報表時，須透過權益法調整聯營公司之會計政策，以符合本集團之會計政策。

於聯營公司之權益乃自該獲投資公司成為聯營公司當日起使用權益法入賬。於收購投資時，收購成本較本集團分佔該聯營公司的可資識別資產及負債的公平淨值之溢金額會確認為商譽，並計入投資賬面值。

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3. SIGNIFICANT ACCOUNTING POLICIES (continued) Interests in associates (continued)

After application of the equity method, including recognising the associates' losses (if any), the Group determines whether it is necessary to recognise any additional impairment loss with respect to its interests in the associates. Goodwill that forms part of the carrying amount of interests in associates is not separately recognised. The entire carrying amount of the interests (including goodwill) is tested for impairment as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the interests in the associates. Any reversal of that impairment loss is recognised to the extent that the recoverable amount of the investment subsequently increases.

Gains and losses resulting from transactions between the Group and its associates are recognised in consolidated financial statements only to the extent of unrelated investors' interests in the associates. The Group's share in the associates' gains or losses resulting from these transactions is eliminated.

Plant and equipment

Plant and equipment are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Depreciation is recognised so as to allocate the cost of items of plant and equipment over their estimated useful lives using the straight-line method. The estimated useful lives and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

3. 重大會計政策(續)

於聯營公司之權益(續)

應用權益法後並且確認聯營公司之虧損(如有),本集團釐定是否需要就其於聯營公司之權益確認任何額外減值虧損。組成於聯營公司之權益賬面值一部分的商譽並非分開確認。權益的全部賬面值(包括商譽)作為單一資產進行減值測試,方式為比較其可收回金額(使用價值與公平值減出售成本之較高者)與其賬面值。任何已確認減值虧損會構成於聯營公司之權益賬面值之一部分。有關減值虧損之任何撥回於該項投資可收回金額其後增加時確認。

本集團與其聯營公司進行交易產生的收益及虧損,以無關的投資者於聯營公司的權益為限,於綜合財務報表確認。本集團分佔該等交易產生的聯營公司的收益或虧損予以撇除。

廠房及設備

廠房及設備按成本減去隨後之累計折舊及累計減值虧損(倘有)後於綜合財務狀況表入賬。

折舊於其估計可使用年期內以直線法攤銷廠房及設備之成本確認。估計可使用年期及折舊法於各報告期末檢討,估計變動之影響按預先計提之基準入賬。

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3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Plant and equipment (continued)

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

Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation.

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at their fair values. Gains or losses arising from changes in the fair value of investment properties are included in profit or loss for the period in which they arise.

Intangible asset acquired in a business combination

Intangible asset acquired in a business combinations are recognised separately from goodwill and are initially recognised at its fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets with finite useful lives are carried at cost less accumulated amortisation and any accumulated impairment losses (see the accounting policy in respect of impairment losses on tangible and intangible assets below). Amortisation for intangible assets with finite useful lives is recognised on a straight-line basis over their estimated useful lives.

Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are calculated using the first-in, first-out method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

3. 重大會計政策 (續)

廠房及設備 (續)

廠房及設備於出售時或預期持續使用該資產不再帶來未來經濟利益時取消確認。廠房及設備項目之於出售或停用所產生之任何收益或虧損根據銷售所得款項與資產賬面值之差額釐定並於損益中確認。

投資物業

投資物業為持作賺取租金及／或作資本增值之物業。

投資物業初始按成本計算，包括任何直接應佔支出。於初始確認後，投資物業以其公平值計算。投資物業公平值變動產生之損益，已計入其產生期間之損益內。

於業務合併中收購的無形資產

業務合併中收購的無形資產與商譽分開確認，並按其收購日期的公平值初始確認（視為其成本）。

於初始確認後，具有有限可使用年期的無形資產按成本減累計攤銷及任何累計減值虧損列賬（見下文有關有形資產及無形資產減值虧損之會計政策）。具有有限可使用年期的無形資產攤銷於其估計可使用年期限內按直線法確認。

存貨

存貨以成本與可變現淨值兩者中的較低者列賬。存貨成本乃以先進先出法計算。變現淨值指估存貨銷售價減所有估計完成成本及銷售所需成本。

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3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Cash and cash equivalents

Cash and short-term deposits in the consolidated statement of financial position comprise cash at banks and on hand.

For the purpose of the consolidated statement of cash flows, cash and cash equivalents consist of cash as defined above.

Financial instruments

Financial assets and financial liabilities are recognised in the consolidated statement of financial position 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 asset at fair value through profit or loss (“FVTPL”)) 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 FVTPL are recognised immediately in profit or loss.

(i) Financial assets

The Group’s financial assets are classified into one of three categories, including FVTPL, loans and receivables and available-for-sale financial assets. The classification depends on the nature and purpose of the financial assets and is determined at 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. 重大會計政策 (續)

現金及現金等值

綜合財務狀況表中的現金及短期存款包括存放於銀行及自行持有的現金。

就綜合現金流量表而言，現金及現金等值包括上文所界定之現金。

金融工具

金融資產及金融負債乃當集團實體成為該等工具合約條文之訂約方時，在綜合財務狀況表中確認。金融資產及金融負債乃按公平值作初始計算。

因收購或發行金融資產及金融負債（以公平值計入損益之金融資產除外（「按公平值計入損益」））而直接產生之交易成本於首次確認時新增至金融資產或金融負債之公平值或自公平值扣除（如適用）。收購按公平值計入損益之金融資產或金融負債而直接產生之交易成本即時於損益中確認。

(i) 金融資產

本集團將其金融資產劃分為三類，分別為以公平值計入損益之金融資產、貸款及應收款項以及可供出售金融資產。有關分類乃按金融資產的性質及目的，並於初始確認當時釐定。所有從正常渠道買賣之金融資產均以交易日為基準確認及取消確認。從正常渠道買賣乃買賣須於市場規例或慣例設立之期間內交付資產之金融資產。

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3. SIGNIFICANT ACCOUNTING POLICIES (continued) Financial instruments (continued)

(i) 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.

Interest income is recognised on an effective interest basis for debt instruments (other than those financial assets classified as at FVTPL) of which interest income is included in other gain or loss, net.

Financial assets at FVTPL

Financial assets at FVTPL are either held for trading or designated as at FVTPL on initial recognition.

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a 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. 重大會計政策 (續) 金融工具 (續)

(i) 金融資產 (續)

實際利率法

實際利率法乃計算債務工具之攤銷成本及按有關期間攤分利息收入之方法。實際利率指按債務工具之預計可使用年期或較短期間(如適用)內將估計未來現金收入(包括構成實際利率不可或缺部分已付及已收之一切開支、交易成本及其他溢價或折讓)準確貼現至初次確認時之賬面淨值之利率。

利息收入乃就債務工具(該等分類為按公平值計入損益之金融資產除外,其利息收入計入淨收益或虧損中)按實際利率基準確認。

按公平值計入損益之金融資產

按公平值計入損益之金融資產即於首次確認時持作交易或指定為按公平值計入損益之金融資產。

在如下情況,金融資產方可分類為持作交易之金融資產:

- 其已被收購,主要目的乃於近期出售;或
- 於初步確認時,其為本集團共同管理之已識別金融工具組合之一部份並於近期實際具有短期謀利模式;或
- 其為非指定而實際為對沖工具之衍生工具。

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3. SIGNIFICANT ACCOUNTING POLICIES (continued) Financial instruments (continued)

(i) Financial assets (continued)

Financial assets at FVTPL (continued)

A financial asset 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 permits the entire combined contract (asset or liability) to be designated as at FVTPL.

The Group designated its investment in unlisted convertible bond as financial assets at FVTPL, since the conversion right attached with the bond is closely related, no separation between the conversion option and bond component is made.

3. 重大會計政策 (續) 金融工具 (續)

(i) 金融資產 (續)

按公平值計入損益之金融資產 (續)

於首次確認時，在如下情況，指定為按公平值計入損益之金融資產：

- 有關指定撇除或大幅減低計量或確認可能出現不一致之情況；或
- 金融資產構成一組金融資產或金融負債類別之一部分或兩者，並根據本集團既定風險管理或投資策略，按公平值基準管理及評估其表現，而分類資料則按該基準由內部提供；或
- 金融資產組成包含一種或以上嵌入式衍生工具之合約其中部分，而香港會計準則第39號允許整份合併合約（資產或負債）被指定按公平值計入損益。

本集團將其於非上市可換股債券的投資指定為按公平值計入損益的金融資產，此乃由於有關債券所附帶的換股權具緊密關連，而並無分開兌換購股權及債券部分。

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3. SIGNIFICANT ACCOUNTING POLICIES (continued) Financial instruments (continued)

(i) Financial assets (continued)

Financial assets at FVTPL (continued)

Financial assets at FVTPL are measured at fair value, with changes in fair value arising from remeasurement recognised directly in profit or loss in the period in which they arise. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial assets and is included in the "other gain or loss, net", line item in the consolidated statement of profit or loss and other comprehensive income. Fair value is determined in the manner described in note 35(c).

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables (including trade and other receivables, deposit paid for operating right, loan to non-controlling interests, and bank balances and cash) are carried at amortised cost using the effective interest method, less any identified impairment loss (see accounting policy in respect of impairment loss on financial assets below).

3. 重大會計政策 (續) 金融工具 (續)

(i) 金融資產 (續)

按公平值計入損益之金融資產 (續)

按公平值計入損益之金融資產乃按公平值計量，而因重新計量所產生之公平值變動則於產生期內直接於損益確認。於損益確認之淨收入或虧損（不包括任何股息或就金融資產賺取之利息）計入損益及其他全面收益綜合報表中的「其他收益或虧損淨額」。公平值乃按附註35(c)所述之方式釐定。

貸款及應收款項

貸款及應收款項乃並無於活躍市場報價而具有固定或可釐定付款之非衍生金融資產。初次確認後，貸款及應收款項（包括應收賬款及其他應收款項、已付經營權按金、向非控股股東權益作出貸款以及銀行結餘及現金）均採用實際利率法按攤銷成本減去任何已識別減值虧損入賬（請參閱下文有關金融資產減值虧損之會計政策）。

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3. SIGNIFICANT ACCOUNTING POLICIES (continued) Financial instruments (continued)

(i) Financial assets (continued)

Available-for-sale financial assets

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

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

Available-for-sale equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured are measured at cost less any identified impairment losses at the end of the reporting period (see accounting policy in respect of impairment loss on financial assets below).

Impairment loss on financial assets

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

3. 重大會計政策(續) 金融工具(續)

(i) 金融資產(續)

可供出售金融資產

可供出售金融資產為指定或未分類為按公平值計入損益之金融資產、貸款及應收款項或持至到期投資之非衍生工具。

可供出售權益工具的股息會於本集團確立收取股息之權利時在損益中確認。

就並無活躍市場報價且其公平值不能可靠地計量之可供出售權益投資乃於報告期末按成本減任何已識別減值虧損計量(見下文有關金融資產減值虧損之會計政策)。

金融資產減值虧損

金融資產(按公平值計入損益之金融資產除外)於各報告期末評估是否有減值跡象。倘有客觀證據顯示金融資產因於初步確認金融資產後發生之一項或多項事件,金融資產之估計未來現金流量已受到影響時即表示金融資產被視為出現減值。

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3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

(i) Financial assets (continued)

Impairment loss on financial assets (continued)

Objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- breach of contract, such as default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter into 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 and other 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, observable changes in national or local economic conditions that correlate with default on receivables.

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

3. 重大會計政策 (續)

金融工具 (續)

(i) 金融資產 (續)

金融資產減值虧損 (續)

減值之客觀證據可包括：

- 發行人或交易對手出現重大財政困難；或
- 違反合約，如未能繳付或拖欠支付利息或本金；或
- 借款人有可能面臨破產或財務重組；或
- 由於財務困難導致金融資產失去活躍市場。

就若干類別之金融資產（如應收賬款及其他應收款項）而言，評定為並無個別出現減值之資產亦會彙集一併評估減值。應收款項組合之客觀減值證據可包括本集團過往之收款記錄、組合內超逾平均信貸期之拖欠付款的數目增加，以及國家或地區經濟狀況出現明顯變化導致未能償還應收款項。

就按攤銷成本列賬之金融資產而言，已確認減值虧損金額乃資產賬面值與按金融資產原實際利率貼現的估計未來現金流量現值間之差額。

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3. SIGNIFICANT ACCOUNTING POLICIES (continued) Financial instruments (continued)

Impairment loss on financial assets (continued)

(i) Financial assets (continued)

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

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

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

3. 重大會計政策 (續) 金融工具 (續)

金融資產減值虧損 (續)

(i) 金融資產 (續)

就按成本列賬之金融資產而言，減值虧損金額以資產賬面值與估計未來現金流按類似金融資產目前市場回報率貼現之現值兩者的差額計算。有關減值虧損將不會於往後期間撥回。

與所有金融資產有關之減值虧損會直接於金融資產的賬面值中作出扣減，惟貿易及其他應收款項、應收貸款、向非控股股東權益作出貸款及已付經營權按金除外，其賬面值會透過撥備賬作出扣減。撥備賬內之賬面值變動會於損益中確認。當應收賬款或其他應收款項、應收貸款、向非控股股東權益作出貸款及已付經營權按金被視為不可收回時，其將於撥備賬內撇銷。其後重新收回之先前已撇銷款項將計入損益。

就按攤銷成本計量之金融資產而言，倘於往後期間，減值虧損金額減少且能客觀地證明與確認減值虧損後所發生之事件有關，則先前確認之減值虧損會透過損益撥回，惟減值撥回當日之資產賬面值不得超過如無確認減值時的攤銷成本。

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3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

(i) Financial assets (continued)

Impairment loss on financial assets (continued)

Impairment losses on available-for-sale equity investments will not be reversed through profit or loss.

(ii) Financial liabilities and equity instruments

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.

The Group's liabilities are classified into other financial liabilities.

Other financial liabilities

Other financial liabilities including trade and other payables, amount due to non-controlling interests, bank borrowing, loan from non-controlling interests and debt component of convertible bonds, are subsequently measured at amortised cost, using the effective interest method.

3. 重大會計政策 (續)

金融工具 (續)

(i) 金融資產 (續)

金融資產減值虧損 (續)

可供出售權益投資的減值虧損不會於損益中撥回。

(ii) 金融負債及權益投資

債務及集團實體發行之權益工具，乃根據所訂立合約安排之實際內容及金融負債與權益工具之定義分類為金融負債或權益。

本集團之金融負債獲分類為其他金融負債。

其他金融負債

其他金融負債包括應付賬款及其他應付款項、應付非控股股東權益款項、銀行借款、來自非控股股東權益之貸款以及可換股債券的債務部分，有關項目其後以實際利率法按攤銷成本計量。

3. SIGNIFICANT ACCOUNTING POLICIES (continued) Financial instruments (continued)

(ii) Financial liabilities and equity instruments (continued)

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.

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 Company are recorded at the proceeds received, net of direct issue costs.

Convertible bonds contain liability and equity components

Convertible bonds issued by the Company that contain both the liability and conversion option components are classified separately into respective items 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. 重大會計政策 (續) 金融工具 (續)

(ii) 金融負債及權益投資 (續)

實際利率法

實際利率法為計算金融負債之攤銷成本及於有關期間分配利息支出之方法。實際利率法為可準確透過金融負債之預計年期或在較短期間(倘適用)內對估計未來現金付款(包括所有構成實際利率不可或缺部分的一切即場已付或已收費用、交易成本及其他溢價或折讓)進行貼現之利率。

利息開支按實際利率法確認。

權益工具

權益工具為帶有實體資產剩餘權益(經扣除其所有負債)之任何合約。本公司發行之權益工具按已收所得款項扣除直接發行成本記錄。

可換股債券包括負債及權益部分

本公司所發行包括負債及可換股期權部分之可換股債券，乃於初步確認時根據合約安排的實質事項及金融負債及權益工具之定義，被分別分類為相關之項目。以兌換固定金額現金或以固定數目之本公司本身權益工具之其他金融資產結算之可換股期權為股本工具。

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3. SIGNIFICANT ACCOUNTING POLICIES (continued) Financial instruments (continued)

(ii) 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 of similar non-convertible debts. The difference between the gross proceeds of the issue of the convertible bonds and the fair value assigned to the liability component, representing the conversion option for the holder to convert the bonds into equity, is included in equity (equity component of convertible bonds).

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 equity component of convertible bonds until the embedded option is exercised (in which case the balance stated in equity component of convertible bonds will be transferred to share premium). Where the option remains unexercised at the expiry date, the balance stated in equity component of convertible bonds will be released to the 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 in 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. 重大會計政策 (續) 金融工具 (續)

(ii) 金融負債及權益投資 (續)

可換股債券包括負債及權益部分 (續)

於初步確認時，負債部分之公平值乃按類似不可轉換債務之現行市場利率釐定。發行可換股債券之所得款項與轉往負債部分之公平值之差額，即代表可讓持有人將債券兌換為股本權益之認購期權應列入股本（可換股債券權益部分）。

於往後期間，可換股債券之負債部分乃使用實際利率法按攤銷成本列賬。股本部分（即可將負債部分兌換為本公司普通股之期權）將保留於可換股債券權益儲備，直至嵌入式期權獲行使為止（在此情況下，可換股債券權益儲備之結餘將轉移至股份溢價）。倘期權於到期日尚未獲行使，可換股債券權益儲備之結餘將撥至累計虧損。期權兌換或到期時將不會於損益中確認任何盈虧。

發行可換股債券有關之交易成本，按所得款項之分配比例撥往負債及股本部分。股本部分有關之交易成本會直接於股本內扣除。負債部分有關之交易成本計入負債部分之賬面金額，並利用實際利率法於可換股債券期限內予以攤銷。

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3. SIGNIFICANT ACCOUNTING POLICIES (continued) Financial instruments (continued)

(iii) Derecognition

A financial asset is derecognised only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all risks and rewards of ownership of the asset to another entity.

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.

A financial liability is derecognised 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.

Non-current asset held for sale

Non-current asset is classified as held for sale if its carrying amount will be recovered principally through a sale transaction rather than through continuing use. Such classification requires the asset must be available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such asset and its sale is highly probable. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

Non-current asset classified as held for sale is measured at the lower of their previous carrying amount and fair value less costs of disposal.

Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and services rendered in the normal course of business, net of discounts, and sales related taxes, if any.

3. 重大會計政策(續) 金融工具(續)

(iii) 取消確認

當從資產收取現金流量之合約權利屆滿，或金融資產及對該資產所有權之絕大部分風險及回報轉移至其他實體時，方取消確認金融資產。

於整體地取消確認金融資產時，該項資產賬面值，與已收及應收代價及已於其他全面收益及累計權益中確認之累計盈虧之總和間之差額於損益中確認。

當本集團之責任獲解除、註銷或屆滿時，方取消確認金融負債。獲取取消確認之金融負債之賬面值與已付或應付代價間之差額於損益中確認。

持作出售之非流動資產

倘非流動資產之賬面值可透過出售交易收回，而非透過持續使用收回，則分類為持作出售之資產。該項分類規定，僅當出售有關資產之一般及常規條款且其具有很高的出售可能性時，資產方必須可以現狀即時出售。管理層必須承諾有關銷售，而有關銷售須於分類日後一年內合資格確認為一項完整出售。

分類為持作出售之非流動資產乃按該等資產先前的賬面值及公平值之較低者減銷出成本計量。

收益確認

收益乃根據已收或應收代價之公平值計算，並指於一般業務過程中售出貨品及提供服務之應收款項，且已扣除折扣及銷售相關稅項(如有)。

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3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue recognition (continued)

Revenue from the sale of goods is recognised when the goods are delivered and titles have passed, at which time all the following conditions are satisfied:

- the Group has transferred to the buyer the significant risks and rewards of ownership of the goods;
- the Group retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the Group; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Rental income from operating leases is recognised on a straight-line basis over the terms of the relevant lease.

Service income is recognised when services are provided.

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income from a financial asset is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Dividend income from investments is recognised when the shareholders' rights to receive payment have been established.

3. 重大會計政策(續)

收益確認(續)

銷售貨品所得收益於貨品送達且所有權已轉移時，符合下列所有條件時予以確認：

- 本集團已將貨品所有權之絕大部份風險及回報轉移至買方；
- 本集團並無參與一般與已售貨品有關的持續管理，亦無保留一般與已售貨品有關的實際控制權；
- 收益金額可以可靠計量；
- 與交易相關之經濟利益很可能流入本集團；及
- 有關交易所產生或將予產生之成本可以可靠計量。

來自經營租約之租金收入於有關租約年期內以直線法確認。

服務之收益於提供服務時確認。

金融資產產生之利息收入於經濟利益可能將流向本集團及收入金額能可靠地計量時予以確認。金融資產產生之利息收入是參考未償還之本金，按時間及適用之實際利率計算。有關利率乃將金融資產於估計年期預計收取之未來現金準確貼現至該等資產於初步確認時之賬面淨值之利率。

投資產生的股息收入於確認股東之收取股息權利事項時入賬。

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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 lessor

Rental income from operating lease is recognised in profit or loss on a straight-line basis over the term of the relevant lease.

The Group as lessee

Operating lease payments are recognised as an expense on a straight-line basis over the term of the relevant lease.

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded in the respective functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the rates of exchanges 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 on 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 arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period.

3. 重大會計政策 (續)

租約

倘租約條款將所有權之絕大部分風險及回報轉歸承租人所有，有關租約分類為融資租約。所有其他租約列作經營租約。

本集團作為出租人

來自經營租約之租金收入於有關租約年期內以直線法於損益內確認。

本集團作為承租人

經營租約付款於有關租約年期內按直線法被確認開支。

外幣

編製各個別集團實體之財務報表時，以該實體之功能貨幣以外之貨幣（外幣）進行之該等交易乃按交易日現行之匯率以各功能貨幣（即該實體營運所在之主要經濟環境之貨幣）記錄。於報告期末，以外幣計值之貨幣項目乃按結算日之現行匯率重新換算。以外幣計值按公平值列賬之非貨幣項目，按釐定公平值當日之現行匯率重新換算。以外幣計值按歷史成本計量之非貨幣項目不予重新換算。

結算貨幣項目及重新換算貨幣項目所產生之匯兌差額於產生期間內在損益賬中確認。重新換算以公平值列賬之非貨幣項目產生之匯兌差額計入該期間之損益內。

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3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Foreign currencies (continued)

For the purposes of presenting the 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 expenses items are translated at the average exchange rates for the year. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of translation reserves (attributable to non-controlling interests as appropriate).

Goodwill and fair value adjustments on identifiable assets acquired arising on an acquisition of a foreign operation are treated as assets and liabilities of that foreign operation and retranslated 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.

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

Retirement benefits scheme contributions

Payments to the defined contribution plans in Hong Kong, the PRC and Taiwan are recognised as an expense when employees have rendered service entitling them to the contributions.

3. 重大會計政策 (續)

外幣 (續)

就呈報綜合財務報表而言，本集團海外業務之資產及負債使用各報告期末之現行匯率換算為本集團之呈報貨幣（即港元），而其收入及開支項目按該年度之平均匯率換算。產生之匯兌差異（如有）乃於其他全面收入中確認並於權益換算儲備項下累計（按照適用情況歸入非控股股東權益）。

收購海外業務產生的已收購可識別資產的商譽及公平值調整會視為該海外業務的資產及負債，並於各報告期末按現行匯率重新換算。匯兌差額於其他全面收益中確認。

借款成本

直接歸因於收購、建設或生產合資格資產（此為必須經過相當時間方可作其擬定用途或銷售的資產）的借款成本會計入該等資產的成本，直到資產大致可作其擬定用途或銷售為止。

所有其他借款成本於產生期間內在損益中確認。

退休福利計劃供款

香港、中國及台灣的已界定退休福利計劃供款之付款於僱員提供有權收取供款之服務時確認為開支。

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3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Short-term employee benefits

A liability is recognised for benefits accruing to employees in respect of wages and salaries in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

Taxation

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

The tax currently payable is based on taxable profit for the year. Taxable profit differs from loss before taxation as reported in the consolidated statement of profit or loss and other comprehensive income because of income or expense that are taxable or deductible in other years and it further excludes 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 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 difference 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. 重大會計政策(續)

短期僱員福利

與工資及薪金相關之僱員福利於提供有關服務之期間按預期交換有關服務需支付之福利之未折現金額確認為負債。

就短期僱員福利確認之負債乃按預期交換有關服務需支付之福利之未折現金額計算。

稅項

所得稅開支指即期應付稅項及遞延稅項之總和。

即期應付稅項乃按本年度應課稅溢利計算。應課稅溢利與綜合損益表及其他綜合全面收益表中所呈報之除稅前虧損不同，此乃由於不計及其他年度之應課稅或可扣稅收入或開支，亦不計及毋須課稅或不能扣稅之項目。本集團之即期稅項負債乃用於報告期末之前已頒佈或大致頒佈之稅率計算。

遞延稅項乃就綜合財務報表內資產及負債賬面值與計算應課稅溢利所用相應稅基間之暫時差額而確認。遞延稅項負債一般會按所有應課稅暫時差額確認。遞延稅項資產一般會就所有應扣減暫時差額確認，且限於可能出現可動用應扣減暫時差額可對銷應課稅溢利時確認。若因商譽或因業務合併以外原因初步確認其他資產及負債而引致之暫時差額不影響應課稅溢利或會計溢利，則不會確認該等遞延稅項資產及負債。

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3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Taxation (continued)

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, 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 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.

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

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

For the purposes of measuring deferred tax liabilities or 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 properties are depreciable and are held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time, rather than through sale.

Current and deferred tax is recognised in profit or loss. When current tax or deferred tax arises from initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

3. 重大會計政策 (續)

稅項 (續)

與附屬公司及聯營公司的投資相關之應課稅暫時差額確認為遞延稅項負債，惟若本集團可控制暫時差額之撥回而暫時差額於可見將來應不會撥回之情況除外。與該等投資相關之可扣稅暫時差額所產生之遞延稅項資產僅於可能有足夠應課稅溢利可以使用暫時差額之益處且預計於可見將來可以撥回時確認。

於負債可結算或資產可變現之期間內，遞延稅項資產及負債按預期於該期間內可應用之稅率以於報告期末已頒佈或實質上已頒佈之稅率（及稅法）為基準計量。

遞延稅項負債及資產之計量反映稅務影響，可按本集團於報告期末預期之方式以收回或結算其資產及負債之賬面值。

就計量利用公平值模型計量之投資物業之遞延稅項負債或遞延稅項資產而言，該等物業之賬面值乃假設通過銷售全數收回，除非該假設被推翻。當投資物業可予折舊及於業務模式（其業務目標是隨時間而非透過銷售消耗投資物業所包含之絕大部分經濟利益）內持有時，有關假設會被推翻。

即期及遞延稅項於損益中確認。倘即期稅項或遞延稅項產生自業務合併的初步會計，則稅務影響計入業務合併之會計內。

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3. SIGNIFICANT ACCOUNTING POLICIES (continued) Share-based payment transactions

Equity-settled share-based payment transactions

Share options granted to employees

The fair value of services received determined by reference to the fair value of share options granted at the date of grant is expensed on a straight-line basis over the vesting period, with a corresponding increase in equity (share options reserve).

At the end of the reporting period, the Group revises its estimates of the number of options that are expected to ultimately vest. The impact of the revision of the original estimates during the vesting period, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to share options reserve.

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

Impairment losses on tangible assets and intangible assets (other than impairment of goodwill set out in accounting policy of goodwill above)

At the end of the reporting period, the Group reviews the carrying amounts of its tangible and intangible assets with finite useful lives to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the CGU to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual CGU, or otherwise they are allocated to the smallest group of CGUs for which a reasonable and consistent allocation basis can be identified.

3. 重大會計政策 (續)

以股份支付之交易

以股份支付之交易 (以股本結算)

授予僱員之購股權

所獲服務之公平值乃參考購股權於授出日期之公平值釐定，以直線法於歸屬期內確認為開支，並相應增加股本（購股權儲備）。

於報告期末，本集團修訂其預期最終歸屬之購股權數目之估計。歸屬期內，修訂原有估計之影響（如有）於損益確認，以致累計開支反映經修訂估計，並相應調整購股權儲備。

當購股權獲行使時，先前於購股權儲備確認之金額將轉撥至股份溢價。當購股權於歸屬日期後被沒收或於到期日尚未行使時，則先前於購股權儲備確認之金額將轉撥至累計虧損。

有形資產及無形資產之減值虧損載於以上商譽的會計政策之商譽減值除外

於報告期末，本集團審閱其有限可使用年期之有形及無形資產之賬面值，以釐定是否有任何跡象顯示該等資產已出現減值虧損。倘存在任何有關跡象，則估算資產之可收回款項以釐定減值虧損（如有）之程度。倘不能估計單一資產的可收回金額，則本集團會估計其資產所屬現金產生單位之可收回金額。於可識別合理及按一貫分配基準之情況下，企業資產亦會被分配至個別的現金產生單位，否則或會被分配到可合理及按一貫分配基準而識別的最小的現金產生單位中。

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3. SIGNIFICANT ACCOUNTING POLICIES (continued) Impairment losses on tangible assets and intangible assets (other than impairment of goodwill set out in accounting policy of goodwill above) (continued)

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

If the recoverable amount of an asset (or a CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or the CGU) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

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

Fair value measurement

When measuring fair value except for the Group's share-based payment transactions, leasing transaction, net realisable value of inventories and value in use of goodwill for the purpose of impairment assessment, 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.

3. 重大會計政策 (續)

有形資產及無形資產之減值虧損載於
以上商譽的會計政策之商譽減值除外
(續)

可收回金額乃公平值減出售成本和在用價值兩者中較高者。評估在用價值時，採用除稅前折現率將估計未來現金流量折現至現值。該折現率應能反映市場當時所評估的貨幣時間價值和該資產的獨有風險，且估計未來現金流並無作出調整。

倘估計資產（或現金產生單位）之可收回金額少於其賬面值時，則該資產（或現金產生單位）之賬面值會扣減至其可收回金額。任何減值虧損即時於損益確認。

倘其後撥回減值虧損，則資產（或現金產生單位）之賬面值會增加至其可收回金額之經修訂估計，惟所增加之賬面值不可超過倘過往年度並無就該資產（或現金產生單位）確認減值虧損而已釐定之賬面值。減值虧損撥回即時確認為收入。

公平值計量

就計量公平值（本集團以股份支付之交易、租賃交易、存貨之可變現淨值及就減值評估而言使用中之商譽價值除外）時，本集團考慮該等市場參與者於計量日對資產或負債定價時所考慮之資產或負債之特點。

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3. SIGNIFICANT ACCOUNTING POLICIES (continued) Fair value measurement (continued)

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

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs. Specifically, the Group categorised the fair value measurements into three levels, based on the characteristics of inputs, as follow:

- Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

At the end of the reporting period, the Group determines whether transfer occur between levels of the fair value hierarchy for assets and liabilities which are measured at fair value on recurring basis by reviewing their respective fair value measurement.

3. 重大會計政策(續) 公平值計量(續)

非金融資產之公平值計量則參考市場參與者能自最大限度使用該資產達致最佳用途，或將該資產出售予將最大限度使用該資產達致最佳用途的其他市場參與者，所產生的經濟效益。

本集團採納適用於不同情況且具備充分數據以供計量公平值的估值方法，以儘量使用相關可觀察輸入數據及儘量減少使用不可觀察輸入數據。具體而言，本集團根據輸入數據之特點，將公平值計量分類為以下三個等級：

- 第一級 – 相同資產或負債於活躍市場的市場報價（未經調整）。
- 第二級 – 對公平值計量而言屬重大的可直接或間接觀察最低層輸入數據的估值方法。
- 第三級 – 對公平值計量而言屬重大的不可觀察最低層輸入數據的估值方法。

於報告期末，本集團透過審閱按公平值計量的資產及負債的相關公平值計量，以定期釐定該等資產及負債的公平值等級的各級之間有否出現轉撥。

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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, the directors of the Company are 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 associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

Critical judgements in applying accounting policies

The following are the critical judgements, apart from those involving estimations (see below), that the directors of the Company have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised and disclosures made in the consolidated financial statements.

Going concern and liquidity

The assessment of the going concern assumptions involves making judgement by the directors of the Company, at a particular point of time, about the future outcome of events or conditions which are inherently uncertain. Please refer to note 1 in relation to the going concern assumptions adopted by the directors of the Company.

4. 重大會計判斷及估計不確定因素之主要來源

於應用附註3所述的本集團會計政策時，本公司董事須就並非可從其他資料來源輕易獲取之資產及負債賬面值作出判斷、估計及假設。估計及相關假設乃基於過往經驗及被認為屬相關之其他因素。實際結果可能與該等估計有所不同。

估計及相關假設乃按持續基準審閱。對會計估計進行修訂乃於估計修訂期間（倘修訂僅影響該期間）或於修訂期間及未來期間（倘修訂同時影響本期間及未來期間）確認。

應用會計政策之關鍵判斷

以下為本公司董事在應用本集團之會計政策過程中作出之關鍵判斷（除涉及之估計外（見下文）），以及其對綜合財務報表已確認之金額及作出之披露具有最重大之影響。

持續經營及流動資金

持續經營假設的評估涉及由本公司董事於特定時間就本身具有不確定因素的事件或情況的未來結果作出判斷。有關本公司董事所採納的持續經營假設，請參閱附註1。

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

Critical judgements in applying accounting policies (continued)

Acquisition of subsidiaries

The Group determines whether an acquisition of subsidiaries qualifies as acquisition of business in accordance with HKFRS 3 (Revised) Business Combination or acquisition of assets that require judgment. The directors of the Company consider the substance of the acquisition of subsidiaries that constitute a business will be accounted for in accordance with HKFRS 3 (Revised) Business Combination, in case the acquisition of subsidiaries does not constitute a business, it is classified as acquisition of assets. Details of acquisition of subsidiaries by the Group during the year are set out in note 40.

Key sources of estimation uncertainty

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

Impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the value in use of the CGU to which goodwill has been allocated. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than expected, a material impairment loss may arise. As at 31 December 2015, the carrying amount of goodwill is approximately HK\$18,414,000 (31 December 2014: HK\$908,000), net of accumulated impairment loss of HK\$908,000 (31 December 2014: nil). Details of the recoverable amount calculation are disclosed in note 18.

4. 重大會計判斷及估計不確定因素之主要來源 (續)

應用會計政策之關鍵判斷 (續)

收購附屬公司

本集團釐定收購附屬公司是否等同根據香港財務報告準則第3號(經修訂)業務合併或收購資產須要判斷。本公司董事認為，收購附屬公司構成一項業務的內容將根據香港財務報告準則第3號(經修訂)業務合併或收購資產列賬。當收購附屬公司並不構成一項業務，則被分類為資產收購。本集團於年度期間收購附屬公司之詳情載於附註40。

估計不確定因素之主要來源

下文討論於報告期末極可能導致資產與負債賬面值於下一財政年度需要作出重大調整之未來相關重要假設及估計不確定因素之其他主要來源。

商譽之減值

釐定商譽是否減值須對已獲分配商譽之現金產生單位之使用價值作出估計。使用價值計算要求本集團對現金產生單位預期產生的未來現金流量作出估計，亦要合適的貼現率計算現值。倘實際未來現金流量少於預期，則可能產生重大減值虧損。於二零一五年十二月三十一日，商譽之賬面值約為18,414,000港元(二零一四年十二月三十一日：908,000港元)，經扣除累計減值虧損908,000港元(二零一四年十二月三十一日：零)。可收回金額計算的詳情披露於附註18。

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

Key sources of estimation uncertainty (continued)

Estimated impairment loss on interests in associates

The directors of the Company determined whether interests in associates are impaired by reference to an estimation of recoverable amount of investment. The recoverable amount of interests in associates requires the group to estimate the future cash flow expected to arise from the associates and a suitable discount rate including the risk adjustment in order to calculate the present value. The assumption includes management best estimate of the set of economic condition in the future.

As at 31 December 2015, the carrying amount of interests in associates is approximately HK\$44,678,000 (2014: HK\$43,731,000). No impairment loss is recognised in both years.

Allowance for doubtful debts

Allowance for doubtful debts is made based on the assessment of the recoverability of trade and other receivables, and loan receivables. The identification of doubtful debts requires the directors of the Company to make judgement and estimates. A considerable amount of judgement is required in assessing the ultimate realisation of these receivables, including the current creditworthiness, past collection history of each debtor as well as the collateral received by the Group. Where the actual outcome or expectation in future is different from the original estimate, such differences will impact the carrying value of trade and other receivables, and loan receivables and doubtful debt expenses/written back in the period in which the estimate has been changed.

4. 重大會計判斷及估計不確定因素之主要來源 (續)

估計不確定因素之主要來源 (續)

有關於聯營公司之權益之估計減值虧損

當本公司董事釐定於聯營公司之權益是否減值時，須參考投資之估計可收回金額。於聯營公司之權益可收回金額要求集團估計聯營公司預期產生之未來現金流及適當貼現率（包括風險調整），以便計量現值。該假設包括管理層對日後經濟所有條件之最佳估計。

於二零一五年十二月三十一日，於聯營公司之權益賬面值約為44,678,000港元（二零一四年：43,731,000港元）。概無於該兩個年度確認減值虧損。

呆賬撥備

呆賬撥備乃按應收賬款及其他應收款項以及應收貸款的可收回程度評估作出。本公司董事於識別呆賬時需作出判斷及估計。在評估該等應收款項的最終變現時需要作大量判斷，包括目前信譽、各債務人的過往收款紀錄及本集團所收取的抵押品。若實際情況或對未來之預測有別於原有估計，則有關差額將對估計改變期間之應收賬款及其他應收款項以及應收貸款之賬面值以及呆賬開支／回撥構成影響。

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

Key sources of estimation uncertainty (continued)

Allowance for doubtful debts (continued)

As at 31 December 2015, the carrying amounts of trade and other receivables were approximately HK\$1,267,000 (net of allowance for doubtful debts of nil) and HK\$8,308,000 (net of allowance for doubtful debts of approximately HK\$3,515,000) respectively (2014: carrying amount of trade receivables of approximately HK\$888,000 (net of allowance for doubtful debts of nil) and carrying amount of other receivables of approximately HK\$5,008,000 (net of allowance for doubtful debts of approximately HK\$800,000)). Impairment loss on trade and other receivables recognised for the year ended 31 December 2015 amounting to approximately HK\$3,515,000 (2014: nil).

As at 31 December 2015, the carrying amount of loan receivables was approximately HK\$27,896,000 (net of allowance for doubtful debts of approximately HK\$4,000,000) (2014: HK\$5,000,000 (net of allowance for doubtful debts of nil)). Impairment loss on loan receivables recognised for the year ended 31 December 2015 amounting to approximately HK\$4,000,000 (2014: nil).

Fair value of investment properties

Investment properties are carried in the consolidated statement of the financial position at 31 December 2015 at their fair value of approximately HK\$190,070,000 (2014: HK\$28,812,000). The fair value was based on a valuation on these properties conducted by an independent firm of professional valuers using property valuation techniques which involve certain assumptions of market conditions. Favourable or unfavourable changes to these assumptions would result in changes in the fair value of the Group's investment properties and corresponding adjustments to the amount of gain or loss reported in the consolidated statement of profit or loss and other comprehensive income.

4. 重大會計判斷及估計不確定因素之主要來源 (續)

估計不確定因素之主要來源 (續)

呆賬撥備 (續)

於二零一五年十二月三十一日，應收賬款及其他應收款項之賬面值分別約為1,267,000港元（扣除零呆賬撥備）及8,308,000港元（扣除呆賬撥備約3,515,000港元）（二零一四年：應收賬款之賬面值約為888,000港元（扣除零呆賬撥備）及其他應收款項賬面值約5,008,000港元（扣除呆賬撥備約800,000港元））。截至二零一五年十二月三十一日止年度，已確認約3,515,000應收賬款及其他應收款項減值虧損（二零一四年：零）。

於二零一五年十二月三十一日，應收貸款賬面值約為27,896,000港元（經扣除呆賬撥備約4,000,000港元）（二零一四年：5,000,000港元（經扣除呆賬撥備為零））。於截至二零一五年十二月三十一日止年度，已確認應收貸款的減值虧損約為4,000,000港元（二零一四年：零）。

物業投資之公平值

物業投資乃以其公平值約190,070,000港元（二零一四年：28,812,000港元）計入於二零一五年十二月三十一日之綜合財務狀況表。公平值乃基於一間獨立公司之專業估值人士應用物業估值方法（包括若干市場情況之假設）對該等物業所進行的估值而作出。該等假設之有利或不利變動或會對本集團的物業投資之公平值及於綜合損益表及其他全面收入表中呈報之損益賬之相應調整造成變動。

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

Key sources of estimation uncertainty (continued)

Fair value of financial instruments

As described in note 35(c), the directors of the Company use their judgement in selecting an appropriate valuation technique for financial instruments not quoted in an active market. Valuation techniques commonly used by market practitioners are applied. Financial instruments are valued using a discounted cash flow analysis based on assumptions supported, where possible, by observable market prices or rates. The estimation of fair value of unlisted convertible bonds includes some assumptions not supported by observable market prices or rates. The carrying amount of the unlisted convertible bonds designated at FVTPL as at 31 December 2015 is nil (31 December 2014: approximately HK\$5,189,000). Details of the assumptions used are disclosed in note 35(c). The directors of the Company believe that the chosen valuation techniques and assumptions are appropriate in determining the fair value of financial instruments

Fair value of share options

The Binomial model has been used to estimate the fair value of the options. The variables and assumptions used in computing the fair value of the share options are based on the directors' best estimate. The value of an option varies with different variables of certain subjective assumptions.

Fair value of profit guarantee

The directors of the Company use their judgement in selecting an appropriate valuation technique for measuring the fair value of profit guarantee. Details of the assumptions used are disclosed in Note 40(a). The directors believe that the chosen valuation techniques and assumptions are appropriate in determining the fair value of the profit guarantee.

4. 重大會計判斷及估計不確定因素之主要來源 (續)

估計不確定因素之主要來源 (續)

金融工具的公平值

誠如附註35(c)所述，本公司董事按其判斷就並無活躍市場報價的金融工具選取合適的估值方法。是次應用的估值方法乃市場從業員一般使用的估值方法。金融工具乃按（如可能）獲可觀察市場價格或比率支持的假設並使用折讓現金流分析予以估值。非上市可換股債券的公平值的估計包括部分未獲可觀察市場價格或比率支持的假設。於二零一五年十二月三十一日，指定為按公平值計入損益的非上市可換股債券賬面值為零（二零一四年十二月三十一日：約5,189,000港元）。所用假設的詳情乃披露於附註35(c)。本公司董事相信，所選之估計方法及假設就釐定金融工具的公平值乃屬合適。

購股權之公平值

二項式模式已獲採用作估計購股權之公平值。計算購股權公平值所用的變動及假設乃基於董事的最佳估計。購股權的價值會因若干主觀假設的不同變數而有所不同。

溢利保證的公平值

本公司董事按其判斷選取合適的估值方法以計量溢利保證的公平值。有關所用假設的詳情載於附註40(a)。本公司董事相信，所選之估計方法及假設就釐定溢利保證的公平值乃屬合適。

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5. REVENUE

Revenue represents revenue arising on one-stop value chain services, rental income, trading of consumables and agricultural products, and trading of grocery food products for the year. An analysis of the Group's revenue for the year from continuing operations is as follows:

5. 收益

收益指一站式價值鏈服務、租金收入、消耗品及農產品貿易、糧油食品貿易於年內產生的收益。本集團於年內自持續經營業務的收益分析如下：

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元 (Restated) (經重列)
One-stop value chain services	一站式價值鏈服務	57,235	18,342
Rental income (Note)	租金收入(附註)	1,521	156
Trading of consumables and agricultural products	消耗品及農產品貿易	703	4,889
Trading of grocery food products	糧油食品貿易	289	-
		59,748	23,387

Note:

附註：

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Gross rental income	租金收入總額	1,521	156
Less: outgoings (included in cost of sales)	減：支出(計入銷售成本)	(264)	(28)
Net rental income	租金收入淨額	1,257	128

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6. OTHER GAIN OR LOSS, NET

6. 其他收益或虧損淨額

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Continuing operations	持續經營業務		
Gain on disposal of financial assets at FVTPL	出售按公平值計入損益之金融資產收益	3,612	419
Loss on concert project held (Note)	舉辦演唱會項目之虧損(附註)	(2,825)	-
Interest income	利息收入	1,718	355
Other rental income	其他租金收入	3	10
Gain on bargain purchase	議價收購收益	507	-
Gain on fair value of contingent consideration payable	應付或然代價之公平值收益	999	-
Impairment loss recognised on goodwill	就商譽確認之減值虧損	(908)	-
Gain on disposal of plant and equipment	出售廠房及設備的收益	-	140
Loss on disposal of available-for-sale investments	出售可供出售投資的虧損	-	(3)
Dividend income from financial assets at FVTPL	按公平值計入損益之金融資產股息收入	785	17
Impairment loss recognised on other receivables	就其他應收款項確認之減值虧損	(3,515)	-
Impairment loss recognised on loan receivables	就應收貸款確認之減值虧損	(4,000)	-
Sundry income	雜項收入	1,344	33
		(2,280)	971

Note:

On 5 February 2015, the subsidiary of the Company entered into an agreement with an independent third party for holding a concert in the PRC and paid an initial deposit of RMB5,000,000 (equivalent to approximately HK\$6,250,000). The concert had been held on 13 June 2015 and loss of approximately RMB2,260,000 (equivalent to approximately HK\$2,825,000) was resulted.

附註:

於二零一五年二月五日，本公司附屬公司與獨立第三方訂立一項協議，以於中國舉辦演唱會，並支付初始按金人民幣5,000,000元（相當於約6,250,000港元）。該演唱會已於二零一五年六月十三日舉行，並產生虧損約人民幣2,260,000元（相當於約2,825,000港元）。

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7. SEGMENT INFORMATION

The Group's operating segments, based on information reported to the board of directors of the Company, being the chief operating decision maker, for the purposes of resource allocation and assessment of segment performance focus on types of goods or services delivered or provided. No operating segments identified by the chief operating decision maker have been aggregated in arriving at the reportable segments of the Group.

Specifically, the Group's operating and reporting segments under HKFRS 8 are as follows:

- | | | |
|---|---|---|
| 1. One-stop value chain services | – | provision of total solution services including trading, packaging and logistics solutions |
| 1. 一站式價值鏈服務 | – | 提供全套解決方案(包括貿易、包裝及物流解決方案)服務 |
| 2. Property investment | – | generated rental income from operating leases of Group's investment properties |
| 2. 物業投資 | – | 本集團投資物業經營租賃產生的一般租金收入 |
| 3. Trading of consumables and agricultural products | – | trading of consumables and agricultural products |
| 3. 消耗品及農產品貿易 | – | 消耗品及農產品貿易 |
| 4. Trading of grocery food products | – | trading of grocery food products |
| 4. 糧油食品貿易 | – | 糧油食品貿易 |

Upon the acquisition of 70% of the equity interest in YIHE Enterprise Holding Limited ("YIHE"), a company incorporated in the British Virgin Islands (the "BVI"), and its subsidiary (collectively referred to as "YIHE Group") during the year ended 31 December 2015, the Group commenced the trading of grocery food products. As a result, a new segment of trading of grocery food products was added under operating and reporting segments in the current year. Details are set out in note 40(b).

7. 分類資料

根據向本公司董事會(即主要營運決策者)報告的資料,本集團為進行資源分配及分類表現評估劃分的經營分類著重於所交付或提供的貨品或服務的類別。於達致本集團的可呈報分類時,主要營運決策者並無將所識別的經營分類總加。

尤其是,本集團根據香港財務報告準則第8號劃分的經營及可呈報分類如下:

於截至二零一五年十二月三十一日止年度收購宜合企業控股有限公司(「宜合」,一間於英屬處女群島(「英屬處女群島」)註冊成立之公司,連同其附屬公司,統稱為「宜合集團」)之70%權益後,本集團已開展糧油食品貿易。因此,糧油食品貿易此新分類已加入本年度之經營及可呈報分類。有關詳情載於40(b)。

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7. SEGMENT INFORMATION (continued)

Operating segments regarding health care services and trading of ceramic products were discontinued in the current year. The segment information reported on the next pages does not include any amounts for these discontinued operations, details which are described in note 10.

Segment revenues and results

The following is an analysis of the Group's revenue and results from continuing operations by reportable and operating segments:

For the year ended 31 December

7. 分類資料 (續)

有關醫療保健服務及陶瓷產品貿易的經營分類於本年度終止經營。下頁所呈報的分類資料並不包括該等已終止經營業務的任何金額，該等業務詳情載於附註10。

分類收益及業績

以下為本集團按可呈報及經營分類劃分之自持續經營業務收益及業績分析：

截至十二月三十一日止年度

		Continuing operations 持續經營業務									
		One-stop value chain services 一站式價值鏈服務		Property investment 物業投資		Trading of consumables and agricultural products 消耗品及農產品貿易		Trading of grocery food products 糧油產品貿易		Total 總計	
		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
REVENUE	收益										
External sales	對外銷售	57,235	18,342	1,521	156	703	4,889	289	—	59,748	23,387
Segment profit (loss)	分類溢利(虧損)	63	(1,165)	736	(120)	(2,608)	(2,606)	(265)	—	(2,074)	(3,891)
Unallocated corporate other gain or loss, net	未分配公司其他收益或虧損淨額									(1,372)	971
Unallocated corporate expenses	未分配公司開支									(33,309)	(22,953)
Decrease in fair value of financial assets at FVTPL	按公平值計入損益之金融資產公平值減少									(15,936)	(1,129)
Share of results of associates	分佔聯營公司業績									947	4,047
Finance costs	融資成本									(4,093)	(2,457)
Loss before taxation	除稅前虧損									(55,837)	(25,412)

The accounting policies of the operating segments are the same as the Group's accounting policies described in note 3. Segment profit (loss) represents the profit (loss) from each segment without allocation of central administration costs, directors' emoluments, other gain or loss, net, (except for the impairment loss recognised on goodwill), decrease in fair value of financial assets at FVTPL, share of results of associates and finance costs. This is the measure reported to the chief operating decision maker for the purposes of resource allocation and performance assessment.

經營分類的會計政策與附註3所述的本集團會計政策相同。分類溢利/(虧損)指各分類的溢利/(虧損)，不包括分配中央行政成本、董事酬金、其他收益或虧損淨額(就商譽確認之減值虧損除外)、按公平值計入損益之金融資產公平值減少、分佔聯營公司業績及融資成本。此乃向主要營運決策者呈報之方法，以進行資源分配及表現評估。

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7. SEGMENT INFORMATION (continued)

Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by reportable and operating segments:

7. 分類資料 (續)

分類資產及負債

以下為本集團按可呈報及經營分類劃分之資產與負債分析：

		31/12/2015 二零一五年 十二月 三十一日 HK\$'000 千港元	31/12/2014 二零一四年 十二月 三十一日 HK\$'000 千港元 (Restated) (經重列)
Segment assets			
	分類資產		
Continuing operations			
	持續經營業務		
One-stop value chain services	一站式價值鏈服務	2,212	2,929
Property investment	物業投資	205,740	49,667
Trading of consumables and agricultural products	消耗品及農產品貿易	5,434	2,904
Trading of grocery food products	糧油食品貿易	24,954	-
Total segment assets	分類資產總值	238,340	55,500
Assets relating to discontinued operations	有關已終止經營業務之資產	-	2,841
Unallocated corporate assets	未分配公司資產	149,059	106,360
Consolidated assets	綜合資產	387,399	164,701
Segment liabilities			
	分類負債		
Continuing operations			
	持續經營業務		
One-stop value chain services	一站式價值鏈服務	28	732
Property investment	物業投資	6,217	3,917
Trading of consumables and agricultural products	消耗品及農產品貿易	97	432
Trading of grocery food products	糧油食品貿易	287	-
Total segment liabilities	分類負債總額	6,629	5,081
Liabilities relating to discontinued operations	有關已終止經營業務的負債	-	2,870
Unallocated corporate liabilities	未分配公司負債	106,905	21,704
Consolidated liabilities	綜合負債	113,534	29,655

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7. SEGMENT INFORMATION (continued)

Segment assets and liabilities (continued)

For the purposes of monitoring segment performances and allocating resources between segments:

- all assets are allocated to operating segments other than certain plant and equipment, interests in associates, available-for-sale investments, loan to non-controlling interests, certain other receivables, loan receivables, deposit paid for operating right, financial assets at FVTPL, and bank balances and cash; and
- all liabilities are allocated to operating segments other than certain other payables, amount due to non-controlling interests, bank borrowings, income tax payable, loan from non-controlling interests, liability component of convertible bonds, contingent consideration payable and deferred tax liabilities.

7. 分類資料 (續)

分類資產及負債 (續)

就監控各分類表現及向各分類分配資源而言：

- 所有資產均分配至經營分類（於若干廠房及設備、於聯營公司之權益、可供出售投資、向非控股股東權益作出貸款、若干其他應收款項、應收貸款、已付經營權按金、按公平值計入之金融資產，以及銀行結餘及現金除外）；及
- 所有負債已分配至經營分類（若干其他應付款項、應付非控股股東權益款項、銀行借款、應付所得稅、非控股股東權益貸款、可換股債券之負債部分、應付或然代價及遞延稅項負債除外）。

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7. SEGMENT INFORMATION (continued)

Other segment information

7. 分類資料 (續)

其他分類資料

		Continuing operations 持續經營業務											
		One-stop value chain services 一站式價值鏈服務		Property investment 物業投資		Trading of consumables and agricultural products 消耗品及農產品貿易		Trading of grocery food products 糧油產品貿易		Unallocated 未分配		Total 總計	
		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Amounts included in the measure of segment profit or loss or segment assets	於計量分類損益或分類資產時已計入的金額												
Additions to non-current assets (Note)	非流動資產添置 (附註)	-	260	173,613	36,216	11	1,812	24,830	-	756	2,799	199,210	41,087
Increase in fair value of investment properties, net	投資物業公平值增加淨額	-	-	(2,759)	(451)	-	-	-	-	-	-	(2,759)	(451)
Depreciation for plant and equipment	廠房及設備折舊	52	22	230	117	371	142	-	-	567	229	1,220	510
Amortisation of intangible asset	無形資產攤銷	-	-	-	-	-	-	133	-	-	-	133	-
Impairment loss recognised on goodwill	就商譽確認之減值虧損	-	-	908	-	-	-	-	-	-	-	908	-
Amounts regularly provided to chief operating decision maker but not included in the measure of segment profit or loss or segment assets:	定期提供予主要營運決策者但不計入分類損益或分類資產之計量的金額:												
Gain on disposal of financial assets at FVTPL	出售按公平值計入損益之金融資產收益	-	-	-	-	-	-	-	-	(3,612)	(419)	(3,612)	(419)
Loss on concert project held	舉辦演唱會活動之虧損	-	-	-	-	-	-	-	-	2,825	-	2,825	-
Interest income	利息收入	-	-	-	-	-	-	-	-	(1,718)	(355)	(1,718)	(355)
Gain on disposal of plant and equipment	出售廠房及設備之收益	-	-	-	-	-	-	-	-	-	(140)	-	(140)
Loss on disposal of available-for-sale investments	出售可供出售投資的虧損	-	-	-	-	-	-	-	-	-	3	-	3
Dividend income from financial assets at FVTPL	按公平值計入損益之金融資產股息收入	-	-	-	-	-	-	-	-	(785)	(17)	(785)	(17)
Decrease in fair value of financial assets at FVTPL	按公平值計入損益之金融資產公平值減少	-	-	-	-	-	-	-	-	15,936	1,129	15,936	1,129
Gain on bargain purchase	議價購買收益	-	-	-	-	-	-	-	-	(507)	-	(507)	-
Impairment loss recognised on other receivables	就其他應收款項確認之減值虧損	-	-	-	-	-	-	-	-	3,515	-	3,515	-
Impairment loss recognised on loan receivables	就應收款項確認之減值虧損	-	-	-	-	-	-	-	-	4,000	-	4,000	-
Gain on fair value of contingent consideration	或然代價的公平值收益	-	-	-	-	-	-	-	-	(999)	-	(999)	-
Share of results of associates	分佔聯營公司業績	-	-	-	-	-	-	-	-	(947)	(4,047)	(947)	(4,047)
Interests in associates	於聯營公司之權益	-	-	-	-	-	-	-	-	44,678	43,731	44,678	43,731
Finance costs	融資成本	-	-	-	-	-	-	-	-	4,093	2,457	4,093	2,457
Taxation	稅項	-	-	2,885	-	-	48	(22)	-	-	-	2,863	48

Note: Non-current assets excluded those relating to discontinued operations and excluded available-for-sale investments.

附註：非流動資產不包括與已終止經營業務有關之該等資產，亦不包括可供出售投資。

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7. SEGMENT INFORMATION (continued)

Geographical information

Information about the Group's revenue from continuing operations from external customers is presented based on the location of customers. Information about the Group's non-current assets is presented based on the geographical location of the assets.

7. 分類資料 (續)

地區資料

本集團來自外部客戶的持續經營業務所得收益的資料乃按客戶地區呈列。本集團非流動資產乃按資產所在地區呈列。

		Revenue from external customers 來自外部客戶之收益		Non-current assets 非流動資產	
		For the year ended 31 December 截至十二月三十一日止年度		As at 31 December 於十二月三十一日	
		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元 (Restated) (經重列)	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元 (Restated) (經重列)
Hong Kong	香港	58,228	18,534	46,694	12,126
Macau	澳門	-	199	-	-
The PRC	中國	1,365	-	199,195	68,655
Taiwan	台灣	-	4,654	19,952	11,688
The United States of America	美利堅合眾國	155	-	-	-
		59,748	23,387	265,841	92,469

Note:

Non-current assets excluded those relating to discontinued operations and financial instruments.

附註：

非流動資產不包括與已終止經營業務及金融工具有關的該等資產。

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7. SEGMENT INFORMATION (continued)

Information about major customers

Revenue from customers of the corresponding years contributing over 10% of the total revenue of the Group is as follows:

7. 分類資料 (續)

有關主要客戶的資料

相應年度來自客戶之收入佔本集團總收入超過10%之情況如下：

		For the year ended 31 December 截至十二月三十一日止年度	
		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Customer A ¹	客戶A ¹	7,052	15,136
Customer B ¹	客戶B ¹	42,085	–

¹ Revenue from one-stop value chain services segment

¹ 來自一站式價值鏈服務之收益

8. FINANCE COSTS

8. 融資成本

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Continuing operations	持續經營業務		
Interest on bank borrowing	銀行借款利息	146	–
Effective interest expense on convertible bonds (Note 31(d))	可換股債券之實際利息費用 (附註31(d))	3,947	2,364
Interest on loan from a former fellow subsidiary	前同系附屬公司貸款利息	–	29
Interest on loan from a shareholder	股東貸款利息	–	64
		4,093	2,457

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9. TAXATION

9. 稅項

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Continuing operations	持續經營業務		
Current tax:	即期稅項：		
Taiwan Profit-Seeking Enterprise Income Tax	台灣營利事業所得稅	-	48
Deferred tax (note 32):	遞延稅項（附註32）：		
Current year	本年度	2,863	-
		2,863	48

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profits for both years. No Hong Kong Profits Tax is provided for the years ended 31 December 2015 and 2014 as the Group did not have any assessable profit subject to Hong Kong Profits Tax.

香港利得稅根據兩個年度的估計應課稅溢利按16.5%之稅率計算。於截至二零一五年及二零一四年十二月三十一日止年度，由於本集團並無任何須繳納香港利得稅的應課稅溢利，故概無就香港利得稅作出撥備。

Under the Law of the People's Republic of China on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% from 1 January 2008. No EIT is provided for the years ended 31 December 2015 and 2014 as the Group did not derive any assessable profit subject to EIT.

根據中華人民共和國企業所得稅法（「企業所得稅法」）及企業所得稅法實施條例，自二零零八年一月一日起，中國附屬公司的稅率為25%。由於本集團並無產生任何須繳納企業所得稅的應課稅溢利，故概無就截至二零一五年及二零一四年十二月三十一日止年度作出企業所得稅撥備。

The Taiwan Profit-Seeking Enterprise Income Tax is calculated at 17% of the estimated assessable profits for both years. No Profit-Seeking Enterprise Income Tax is provided for the year ended 31 December 2015 as the Group did not derive any assessable profit subject to Profit-Seeking Enterprise Income Tax.

台灣營利事業所得稅已根據該兩個年度的估計應課稅溢利按17%之稅率計算。由於本集團並無產生任何須繳納營利事業所得稅的應課稅溢利，故概無就截至二零一五年十二月三十一日止年度作出營利事業所得稅撥備。

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9. TAXATION (continued)

The taxation for the years can be reconciled to the loss before taxation per the consolidated statement of profit or loss and other comprehensive income as follows:

9. 稅項 (續)

該等年度內稅項與綜合損益及其他全面收益的除稅前虧損的對賬如下：

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元 (Restated) (經重列)
Loss before taxation (from continuing operations)	除稅前虧損 (自持續經營業務)	(55,837)	(25,412)
Tax at the domestic income tax rate of 16.5% (2014: 16.5%)	按國內所得稅率稅率16.5%計算的稅項(二零一四年: 16.5%)	(9,213)	(4,193)
Tax effect of expenses not deductible for tax purpose	不可扣稅開支的稅務影響	8,098	2,163
Tax effect of income not taxable for tax purpose	毋須課稅的收入的稅務影響	(1,999)	(257)
Tax effect of share of results of associates	分佔聯營公司業績的稅務影響	(157)	(668)
Tax effect of temporary difference not recognised	未確認暫時差額之稅務影響	77	-
Tax effect of tax losses not recognised	未確認稅項虧損的稅務影響	7,189	3,137
Utilisation of deductible temporary difference previously not recognised	動用以前未確認之 可扣減暫時差額	(350)	(118)
Utilisation of tax losses previously not recognised	動用以前未確認之稅項虧損	-	(19)
Effect of different tax rates of subsidiaries operating in other jurisdictions	於不同司法權區經營的 附屬公司的不同稅率影響	(782)	3
Taxation for the year (relating to continuing operations)	年內稅項(有關持續經營業務)	2,863	48

Details of deferred taxation are set out in note 32.

有關遞延稅項的詳情載於附註32。

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10. DISCONTINUED OPERATIONS

On 15 April 2015, the Group entered into a termination agreement with the health care operator to terminate the health care service business. As a result, the operating segment of health care services has been ceased by passing a board resolution on 15 April 2015. Details are disclosed in the Company's announcement dated on 15 April 2015.

On 30 June 2015, a board resolution has been passed to discontinue the operating segment regarding trading of ceramic products due to the sluggish ceramic market and the decrease in the product demand of ceramic products.

The loss for the year from the discontinued operations is analysed as follows:

10. 已終止經營業務

於二零一五年四月十五日，本集團與醫療保健營運商訂立終止協議，以終止醫療保健服務業務。因此，醫療保健服務經營分類已於二零一五年四月十五日以通過董事會決議案方式而終止經營。有關詳情披露於本公司日期為二零一五年四月十五日的公佈。

於二零一五年六月三十日，一項董事會決議案獲通過，據此，有關陶瓷產品貿易的經營分類因陶瓷市場疲弱及對陶瓷產品的產品需求下降而終止經營。

已終止經營業務的本年度虧損分析如下：

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Total loss for the year	本年度虧損總額		
– trading of ceramic products	– 陶瓷產品貿易	(2)	(24)
– health care services	– 醫療保健服務	(1,049)	(3,363)
		(1,051)	(3,387)

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10. DISCONTINUED OPERATIONS (continued)

(i) Discontinued operation-health care services

The results of the health care services for the period from 1 January 2015 to 15 April 2015, which have been included in the consolidated statement of profit or loss and other comprehensive income were as follows:

10. 已終止經營業務(續)

(i) 已終止經營業務—醫療保健服務

自二零一五年一月一日至二零一五年四月十五日期間醫療保健服務的業績(其已計入綜合損益及其他全面收益表)如下:

		Period ended 15/4/2015 截至 二零一五年 四月十五日 止期間 HK\$'000 千港元	Year ended 31/12/2014 截至 二零一四年 十二月 三十一 止年度 HK\$'000 千港元
Revenue	收益	6,403	22,154
Cost of sales	銷售成本	(4,885)	(17,068)
Administrative expenses	行政開支	(2,567)	(8,449)
Loss for the period/year	本期間/年度虧損	(1,049)	(3,363)
Loss for the year from discontinued operation included the following:	已終止經營業務的本年度虧損包括以下各項:		
Depreciation for plant and equipment	廠房及設備折舊	40	129
Staff costs	員工成本	195	318
Retirement benefits scheme contributions	退休福利計劃供款	6	16
Minimum lease payments paid under operating leases in respect of office premises	有關辦公場所的經營租賃的已付最低租賃款項	1,866	6,461

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10. DISCONTINUED OPERATIONS (continued)

(i) Discontinued operation-health care services (continued)

During the year, the health care services segment contributed approximately HK\$2,811,000 (2014: HK\$12,632,000) of the Group's net operating cash outflows, paid approximately HK\$118,000 (2014: HK\$452,000) in respect of investing activities and received approximately HK\$144,000 (2014: HK\$14,948,000) in respect of financing activities.

(ii) Discontinued operation-trading of ceramic products

The results of the trading of ceramic products for the period from 1 January 2015 to 30 June 2015, which have been included in the consolidated statement of profit or loss and other comprehensive income were as follows:

		Period ended 30/6/2015 截至 二零一五年 六月三十日 止期間 HK\$'000 千港元	Year ended 31/12/2014 截至 二零一四年 十二月 三十一日 止年度 HK\$'000 千港元
Revenue	收益	-	-
Administrative expenses	行政開支	(2)	(24)
Loss for the period/year	本期間／年度虧損	(2)	(24)

During the year, the trading of ceramic products segment contributed nil to the Group's net operating cash flows, investing activities and financing activities.

10. 已終止經營業務 (續)

(i) 已終止經營業務－醫療保健服務

年內，醫療保健服務分類貢獻本集團經營現金流出淨額約2,811,000港元（二零一四年：12,632,000港元），就投資活動支付約118,000港元（二零一四年：452,000港元）並就融資活動收取約144,000港元（二零一四年：14,948,000港元）。

(ii) 已終止經營業務－陶瓷產品貿易

自二零一五年一月一日至二零一五年六月三十日期間陶瓷產品貿易的業績（其已計入綜合損益及其他全面收益表）如下：

年內，陶瓷產品貿易分類對本集團經營現金流淨額、投資活動及融資活動的貢獻為零。

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11. LOSS FOR THE YEAR

Loss for the year has been arrived at after charging:

11. 本年度虧損

本年度虧損於扣除下列各項後列賬：

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元 (Restated) (經重列)
Continuing operations	持續經營業務		
Directors' and chief executive's emoluments (Note 12)	董事及行政總裁之薪酬 (附註12)	4,910	2,603
Other staff costs (excluding directors' and chief executive's emoluments)	其他員工成本 (不包括董事及行政總裁薪酬)	6,169	5,225
Retirement benefits scheme contributions (excluding directors and chief executive)	退休福利計劃供款 (不包括董事及行政總裁)	280	295
		11,359	8,123
Auditors' remuneration	核數師酬金	550	435
Amount of inventories recognised as an expense	確認為開支之存貨款項	56,807	22,804
Amortisation of an intangible asset	無形資產攤銷	133	-
Depreciation for plant and equipment	廠房及設備折舊	1,220	510
Minimum lease payments paid under operating leases in respect of office premises	有關辦公室物業的經營租賃的已付最低租賃款項	2,113	2,583

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12. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS

The emoluments paid or payable to each of the five (2014: eight) directors and the chief executive (the "Chief Executive") of the Company for the years ended 31 December 2015 and 2014 were as follows:

For the year ended 31 December 2015

12. 董事及行政總裁之酬金

截至二零一五年及二零一四年十二月三十一日止年度向本公司五位董事(二零一四年:八位)及行政總裁(「行政總裁」)各自已付或應付酬金如下:

截至二零一五年十二月三十一日止年度

	Executive directors 執行董事			Independent non-executive directors 獨立非執行董事			Total 總計
	Lai Yick Fung (appointed on 1 July 2015) 賴益豐 (於二零一五年七月一日獲委任)	Au Yeung Po Leung (appointed on 2 January 2016) 歐陽寶樑 (於二零一六年一月二日獲委任)	Zhang Min (appointed on 23 March 2015) 張民 (於二零一五年三月二十三日獲委任)	Ng Cheuk Fan, Keith 吳卓凡	Yick Ting Fai, Jeffrey 易庭輝		
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Emoluments paid or receivable in respect of a person's services as a director, whether of the Company or its subsidiary undertaking:	就該人士擔任本公司或其附屬公司之董事的已付酬金或應收款項:						
- Fees	-	-	-	139	180	180	499
- Other emoluments	1,204	668	-	-	-	-	1,872
- Retirement benefits scheme contributions	18	9	-	-	-	-	27
- Share-based payments	1,519	355	-	142	142	142	2,300
Emoluments paid or receivable in respect of director's other services in connection with the management of the affairs of the Company or its subsidiary undertaking (Note i)	就董事其他與管理本公司或其附屬公司事務有關的服務的已付酬金或應收款項(附註i)						
- Other emoluments	-	207	-	-	-	-	207
- Retirement benefits scheme contributions	-	5	-	-	-	-	5
Total emoluments	2,741	1,244	-	281	322	322	4,910
	酬金總額						

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12. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (continued)

12. 董事及行政總裁之酬金 (續)

For the year ended 31 December 2014

截至二零一四年十二月三十一日止年度

		Executive directors 執行董事			Independent non-executive directors 獨立非執行董事					
		Tsang Chi Hin, Chief Executive (resigned on 1 January 2015) 曾志謙 (行政總裁) (於二零一五年 一月一日 辭任)	Chu Yu Man, Philip (resigned on 1 April 2014)	So David Tat Man (appointed on 1 April 2014)	Cheung Tak Shum (resigned on 1 September 2014)	Lau Tin Cheung (resigned on 1 January 2015)	Tsang Hin Fun Anthony (resigned on 1 September 2014)	Ng Cheuk Fan, Keith (appointed on 1 September 2014)	Yick Ting Fai, Jeffrey (appointed on 1 September 2014)	Total
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Emoluments paid or receivable in respect of a person's services as a director, whether of the Company or its subsidiary undertaking:	就該人士擔任本公司或其附屬公司之董事的已付酬金或應收款項:									
- Fees	-袍金	-	-	-	160	180	120	60	60	580
- Other emoluments	-其他酬金	1,066	244	680	-	-	-	-	-	1,990
- Retirement benefits scheme contributions	-退休福利計劃供款	17	3	13	-	-	-	-	-	33
Total emoluments	酬金總額	1,083	247	693	160	180	120	60	60	2,603

Note:

- (i) The emoluments represent the payments to Lai Yick Fung in respect of his services in connection with the management of the affairs of a subsidiary.

No Chief Executive of the Company for the year ended 31 December 2015 (2014: Mr. Tsang Chi Hin is the Chief Executive of the Company and his emoluments disclosed above include those for services rendered by him as the Chief Executive.)

No director and Chief Executive waived or agreed to waive any emoluments paid by the Group during the two years ended 31 December 2015 and 2014.

During the two years ended 31 December 2015 and 2014, no emoluments were paid by the Group to the directors of the Company as an inducement to join or upon joining the Group or as compensation for loss of office.

附註:

- (i) 酬金指就賴益豐有關管理本集團事務的服務而向其作出之付款。

截至二零一五年十二月三十一日止年度，本公司概無行政總裁（二零一四年：曾志謙先生亦為本公司行政總裁，其所披露的酬金包括彼作為行政總裁提供服務之酬金。）

概無董事或行政總裁放棄或同意放棄本集團於截至二零一五年及二零一四年十二月三十一日止兩個年度支付的任何酬金。

於截至二零一五年及二零一四年十二月三十一日止兩個年度，本集團並無向本公司董事支付任何酬金，作為加入本集團或於加入時之獎勵，或作為離職賠償。

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13. EMPLOYEES' EMOLUMENTS

Of the five individuals with the highest emoluments in the Group, three (2014: two) were directors of the Company whose emoluments are included in the disclosures in note 12 above. The emoluments of the remaining two (2014: three) individuals were as follows:

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Basic salaries and allowances	基本薪金及津貼	1,053	1,424
Retirement benefits scheme contributions	退休福利計劃供款	36	40
		1,089	1,464

The emoluments of each of the above employees were within the band from nil to HK\$1,000,000 during the two years ended 31 December 2015 and 2014.

During the two years ended 31 December 2015 and 2014, no emoluments were paid by the Group to the highest paid individuals (including the directors of the Company and the Chief Executive) as an inducement to join or upon joining the Group or as compensation for loss of office.

14. DIVIDEND

No dividend was paid or proposed during the year ended 31 December 2015, nor has any dividend been proposed since the end of the reporting period (2014: nil).

13. 僱員酬金

本集團五位最高薪酬人士中，三位（二零一四年：兩位）為本公司董事彼等酬金已於上文附註12中披露。其餘兩位（二零一四年：三位）個別人士之酬金如下：

上述每位僱員於截至二零一五年及二零一四年十二月三十一日止兩個年度的薪金均處於零至1,000,000港元的範圍。

於截至二零一五年及二零一四年十二月三十一日止兩個年度內，本集團並無向最高薪酬人士（包括本公司董事及行政總裁）支付任何酬金，作為加入本集團或於加入時之獎勵，或作為離職賠償。

14. 股息

截至二零一五年十二月三十一日止年度概無派付或建議支付任何股息，且自報告期末起亦無建議支付任何股息（二零一四年：無）。

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15. LOSS PER SHARE

For continuing and discontinued operations

The calculation of the basic and diluted loss per share attributable to the owners of the Company is based on the following data:

15. 每股虧損

有關持續及已終止經營業務

本公司擁有人應佔每股基本及攤薄虧損乃基於以下數據計算：

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元 (Restated) (經重列)
Loss	虧損		
Loss for the year attributable to owners of the Company from continuing and discontinued operations	本公司擁有人應佔來自持續及已終止經營業務的本年度虧損	(59,214)	(27,393)
		2015 二零一五年	2014 二零一四年
Number of shares	股份數目		
Weighted average number of ordinary shares for the purpose of basic loss per share	普通股加權平均數 (就每股基本虧損而言)	3,682,030,759	2,376,947,252

Diluted loss per share is same as basic loss per share for the year ended 31 December 2015. The computation of diluted loss per share does not assume the conversion/exercise of the Company's outstanding convertible bonds set out in note 31 and options to subscribe for additional shares set out in note 38 since their conversion/exercise would result in an anti-dilutive effect on the basic loss per share for the year ended 31 December 2015.

Diluted loss per share is same as basic loss per share for the year ended 31 December 2014. The computation of diluted loss per share does not assume the conversion/exercise of the Company's outstanding convertible bonds set out in note 31 since their conversion/exercise would result in an anti-dilutive effect on the basic loss per share for the year ended 31 December 2014.

於截至二零一五年十二月三十一日止年度，每股攤薄虧損與每股基本虧損相同。每股攤薄虧損的計算並不假設附註31所載的本公司尚未行使可換股債券及附註38所載的可認購額外股份的購股權獲兌換／行使，此乃由於該等兌換／行使會對截至二零一五年十二月三十一日止年度的每股基本虧損構成反攤薄影響。

於截至二零一四年十二月三十一日止年度，每股攤薄虧損與每股基本虧損相同。每股攤薄虧損的計算並不假設附註31所載的本公司尚未行使可換股債券獲兌換／行使，此乃由於該等兌換／行使會對截至二零一四年十二月三十一日止年度的每股基本虧損構成反攤薄影響。

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15. LOSS PER SHARE (continued)

From continuing operations

The calculation of the basic and diluted loss per share from continuing operations attributable to the owners of the Company is based on the following data:

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元 (Restated) (經重列)
Loss for the year attributable to owners of the Company from continuing and discontinued operations	本公司擁有人應佔來自持續及已終止經營業務的本年度虧損	(59,214)	(27,393)
Less: Loss for the year from discontinued operations	減：已終止經營業務的本年度虧損	(1,051)	(3,387)
Loss for the purpose of basic and diluted loss per share from continuing operations	持續經營業務虧損 (就每股基本及攤薄虧損而言)	(58,163)	(24,006)

The denominators used are the same as those detailed above for both basic and diluted loss per share.

From discontinued operations

Basic and diluted loss per share for the discontinued operations is HK0.03 cents per share (2014: HK0.14 cents per share), based on the loss for the year from the discontinued operations of approximately HK\$1,051,000 (2014: HK\$3,387,000) and the denominators detailed above for both basic and diluted loss per share.

15. 每股虧損(續)

來自持續經營業務

本公司擁有人應佔持續經營業務的每股基本及攤薄虧損乃基於以下數據計算：

所使用的分母與上述每股基本及攤薄虧損所使用者相同。

來自已終止經營業務

已終止經營業務的每股基本及攤薄虧損為每股0.03港仙(二零一四年：每股0.14港仙)，此乃基於已終止經營業務的本年度虧損約1,051,000港元(二零一四年：3,387,000港元)及上述每股基本及攤薄虧損的分母。

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16. PLANT AND EQUIPMENT

16. 廠房及設備

		Leasehold improvement	Plant and machinery	Furniture, fixtures and equipment	Computer, network and related equipment	Motor vehicles	Total
		租賃物業裝修 HK\$'000 千港元	廠房及機器 HK\$'000 千港元	傢俬、裝置及設備 HK\$'000 千港元	電腦、網絡及相關設備 HK\$'000 千港元	汽車 HK\$'000 千港元	合計 HK\$'000 千港元
COST		成本					
At 1 January 2014	於二零一四年一月一日	2,713	598	683	135	352	4,481
Additions	添置	1,094	-	349	111	2,685	4,239
Arising from acquisition of subsidiaries (note 40(b))	自收購附屬公司產生 (附註40(b))	-	-	-	-	414	414
Disposals	出售	-	-	-	-	(352)	(352)
At 31 December 2014	於二零一四年十二月三十一日	3,807	598	1,032	246	3,099	8,782
Additions	添置	752	-	456	11	272	1,491
Arising from acquisition of subsidiaries (note 40(b))	自收購附屬公司產生 (附註40(b))	-	-	55	11	623	689
Disposals	出售	(2,534)	-	(651)	(33)	-	(3,218)
Exchange adjustment	匯兌調整	-	-	(15)	(1)	(64)	(80)
At 31 December 2015	於二零一五年十二月三十一日	2,025	598	877	234	3,930	7,664
DEPRECIATION		折舊					
At 1 January 2014	於二零一四年一月一日	2,598	598	417	122	352	4,087
Provided for the year	年內撥備	217	-	163	18	241	639
Eliminated on disposals	於出售時撇銷	-	-	-	-	(352)	(352)
At 31 December 2014	於二零一四年十二月三十一日	2,815	598	580	140	241	4,374
Provided for the year	年內撥備	398	-	122	30	710	1,260
Eliminated on disposals	於出售時撇銷	(2,534)	-	(471)	(15)	-	(3,020)
Exchange adjustment	匯兌調整	-	-	(10)	-	(27)	(37)
At 31 December 2015	於二零一五年十二月三十一日	679	598	221	155	924	2,577
CARRYING VALUES		賬面值					
At 31 December 2015	於二零一五年十二月三十一日	1,346	-	656	79	3,006	5,087
At 31 December 2014	於二零一四年十二月三十一日	992	-	452	106	2,858	4,408

The above items of plant and equipment are depreciated over their estimated useful lives using the straight-line basis at the following rates per annum:

Leasehold improvement	Over the term of leases
Plant and machinery	20%
Furniture, fixtures and equipment	20%
Computer, network and related equipment	20%
Motor vehicles	20%

上文所述之廠房及設備項目於其估計可使用年期採用直線法按以下年率折舊：

租賃物業裝修	於租賃期內
廠房及機器	20%
傢俬、裝置及設備	20%
電腦、網絡及相關設備	20%
汽車	20%

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17. INVESTMENT PROPERTIES

17. 投資物業

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
FAIR VALUE	公平值		
At 1 January	於一月一日	28,812	7,580
Additions (note (a))	添置 (附註(a))	55,203	17,020
Arising from acquisition of subsidiaries (note 40(b))	自收購附屬公司產生 (附註40(b))	121,010	3,821
Net increase in fair value recognised in profit or loss	於損益中確認的公平值增加淨額	2,759	451
Reclassified to asset held for sale (Note 26)	重新分類至持作出售資產 (附註26)	(11,290)	-
Exchange adjustment	滙兌調整	(6,424)	(60)
At 31 December	於十二月三十一日	190,070	28,812
Net unrealised gain on property revaluation included in consolidated statement of profit or loss and other comprehensive income	計入綜合損益及其他全面收益表之物業重估未變現收益淨額	2,759	451

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17. INVESTMENT PROPERTIES (continued)

- (a) Included in the additions during the year 2015, an investment property of approximately HK\$12,902,000 was acquired by way of issuance the Company's share. On 12 January 2015, a subsidiary of the Company entered into a sale and purchase agreement with an independent third party for the purchase of investment properties located in the PRC at a consideration of RMB10,000,000, equivalent to approximately HK\$12,560,000 and to be settled by allotment and issuance of 62,800,000 consideration shares at the issue price of HK\$0.2 each. The acquisition has been completed on 27 April 2015. Details are set out in Note 33(c).

The fair value of the above investment properties as at the date of completion and as at 31 December 2015 has been arrived at based on a valuation carried out by Asset Appraisal Limited ("Asset Appraisal"), the independent professional valuer not connected with the Group. The valuation was determined by using income approach (details as explained in note (e)), and the fair value of these properties is approximately RMB10,322,000, equivalent to approximately HK\$12,902,000, as at date of completion. The difference between the par value of the ordinary shares issued and the fair value of the investment properties, is approximately HK\$11,646,000, are recognised as share premium at the acquisition date.

- (b) The fair value of all of the Group's investment properties at 31 December 2015 and 2014 have been arrived at on the basis of a valuation carried out on the respective dates by Asset Appraisal.
- (c) All of the Group's properties interests are held under operating leases to earn rentals or for capital appreciation purposes and are measured using the fair value model and are classified and accounted for as investment properties.

17. 投資物業 (續)

- (a) 二零一五年的添置中包括以發行本公司股份方式收購一個約12,902,000港元的投資物業。於二零一五年一月十二日，本公司附屬公司與一名獨立第三方訂立買賣協議，以購買位於中國的投資物業，代價為人民幣10,000,000元（相當於約12,560,000港元），並將以按發行價每股0.2港元配發及發行62,800,000股代價股份支付。收購事項已於二零一五年四月二十七日完成。有關詳情載於附註33(c)。

上述投資物業於收購日期及二零一五年十二月三十一日之公平值乃根據中誠達資產評估有限公司（「中誠達」）（與本集團並無關連之獨立專業估值師）所進行之估值達致。有關估值乃採用收入法（詳情於附註(e)闡釋）釐定，而該等物業於完成日期的公平值約為人民幣10,322,000元（相當於約12,902,000港元）。已發行普通股的面值與投資物業公平值之間的差額約為11,646,000港元乃於收購日期確認為股份溢價。

- (b) 本集團於二零一五年及二零一四年十二月三十一日之所有投資物業公平值乃根據中誠達於有關日期所進行之估值達致。
- (c) 本集團之全部物業權益按經營租約持有以賺取租金或作資本升值之用，並按公平值模式計量，並分類為投資物業入賬。

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17. INVESTMENT PROPERTIES (continued)

- (d) The above investment properties are located in Hong Kong, the PRC and Taiwan.
- (e) The fair value of the Group's investment properties as at 31 December 2015 and 2014 was determined based on the income approach, where the market rentals of all lettable units of the properties are assessed and discounted at the market yield expected by investors for this type of properties. The market rentals are assessed by reference to the rentals achieved in the lettable units of the properties as well as other lettings of similar properties in the neighbourhood. The discount rate is determined by reference to the yields derived from analysing the sales transactions of similar commercial properties in the PRC and adjusted to take into account the market expectation from property investors to reflect factors specific to the Group's investment properties. Details of the valuation techniques and assumptions are discussed below.
- (f) There has been no change from the valuation technique used in the prior year. In estimating the fair value of the properties, the highest and best use of the properties is their current use.
- (g) The investment properties located in Taiwan with the fair value of approximately HK\$19,440,000 as at 31 December 2015 (2014: nil), have been pledged to a bank to secure the bank borrowing granted to the Group. Details of bank borrowing are set out in note 29.

17. 投資物業(續)

- (d) 上述投資物業位於香港、中國及台灣。
- (e) 本集團於二零一五年及二零一四年十二月三十一日的投資物業之公平值乃根據收入法釐定，而物業的所有可出租單位的市值租金則以投資者就此類物業所預期的市場收益進行評估及折讓。市值租金乃參考物業的可出租單位以及於附近出租類似物業所收取的租金進行評估。折讓率乃參考分析中國類似商用物業的銷售交易產生的收益，並經計及物業投資者的市場預期作調整後予以釐定，以反映本集團投資物業特定的因素。往年所用的估值方法現時並無改變。有關估值方法及假設的詳情討論於下文。
- (f) 往年所用的估值方法現時並無改變。估計該等物業之公平值時，該等物業最高及最佳用途乃其現時用途。
- (g) 位於台灣及於二零一五年十二月三十一日的公平值約19,440,000港元(二零一四年：零)的投資物業已抵押予銀行，以使本集團獲授銀行借款。有關銀行借款的詳情載於附註29。

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17. INVESTMENT PROPERTIES (continued)

(h) Details of the Group's investment properties and information about the fair value hierarchy as at 31 December 2015 and 31 December 2014 are as follows:

17. 投資物業(續)

(h) 有關本集團於二零一五年及二零一四年十二月三十一日之投資物業以及有關公平值等級資料之詳情如下：

		Fair value as at 31 December	
		於十二月三十一日的公平值	
		2015	2014
		二零一五年	二零一四年
		HK\$'000	HK\$'000
		千港元	千港元
Investment properties located in Hong Kong (categorised as Level 2)	位於香港的投資物業 (分類為第二級別)	17,750	8,350
Investment properties located in the PRC (categorised as Level 2)	位於中國的投資物業 (分類為第二級別)	120,185	20,462
Investment properties located in the PRC (categorised as Level 3)	位於中國的投資物業 (分類為第三級別)	32,695	—
Investment properties located in Taiwan (categorised as Level 3)	位於台灣的投資物業 (分類為第三級別)	19,440	—
		190,070	28,812

There was no transfer between levels of fair value hierarchy during the year.

年內，公平值等級中並無級別間轉撥。

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17. INVESTMENT PROPERTIES (continued)

The following table gives information about how the fair values of the investment properties as at 31 December 2015 and 2014 are determined (in particular, the valuation techniques and inputs used):

17. 投資物業(續)

下表提供投資物業於二零一五年及二零一四年十二月三十一日的公平值之釐定方法的資料(尤其是估值方法及所用輸入數據):

	Fair value hierarchy	Fair value as at 31 December 2015	Valuation technique and key inputs	Significant unobservable inputs	Relationship of key inputs and significant unobservable inputs to fair value
	公平值等級	於二零一五年十二月三十一日的公平值	估值方法及主要輸入數據	未能觀察的重大輸入數據	公平值的主要輸入數據與未能觀察的重大輸入數據之間的關係
Investment Properties located in Hong Kong	Level 2	HK\$17,750,000 (2014: HK\$8,350,000)	Income approach – by reference to capitalised income derived from existing tenancies based on the comparable prevailing market rents and the reversionary potential of the properties	N/A	N/A
位於香港的投資物業	第二級別	17,750,000港元(二零一四年: 8,350,000港元)	收入法—經參考基於可資比較現行市值租金的現有租戶可產生的資本化收入及該等物業的回報潛力	不適用	不適用
Investment Properties located in PRC	Level 2	RMB102,190,000 (Equivalent to approximately HK\$120,185,000) (2014: RMB16,326,000 (Equivalent to approximately HK\$20,462,000))	Income approach – by reference to capitalised income derived from existing tenancies based on the comparable prevailing market rents and the reversionary potential of the properties	N/A	N/A
位於中國的投資物業	第二級別	人民幣102,190,000元(相當於約120,185,000港元)(二零一四年: 人民幣16,326,000元(相當於約20,462,000港元))	收入法—經參考基於可資比較現行市值租金的現有租戶可產生的資本化收入及該等物業的回報潛力	不適用	不適用
Investment Properties located in PRC	Level 3	RMB27,800,000 (Equivalent to approximately HK\$32,695,000) (2014: nil)	Income approach – by reference to capitalised income derived from existing tenancies and the reversionary potential of the properties	Adjusted prevailing market rents	The higher the prevailing market rent, the lower the fair value
位於中國的投資物業	第三級別	人民幣27,800,000元(相當於約32,695,000港元)(二零一四年: 零)	收入法—經參考現有租戶可產生的資本化收入及該等物業的回報潛力	經調整現行市值租金	現行市值租金越高, 則公平值低
Investment Properties located in Taiwan	Level 3	NTD80,000,000 (Equivalent to approximately HK\$19,440,000) (2014: nil)	Income approach – by reference to capitalised income derived from existing tenancies and the reversionary potential of the properties	Adjusted prevailing market rents	The higher the prevailing market rent, the lower the fair value
位於台灣的投資物業	第三級別	新台幣80,000,000元(相當於約19,440,000元)(二零一四年: 零)	收入法—經參考現有租戶可產生的資本化收入及該等物業的回報潛力	經調整現行市值租金	現行市值租金越高, 則公平值越低

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17. INVESTMENT PROPERTIES (continued)

The reconciliation of Level 3 fair value measurements of investment properties on recurring basis is as follows:

17. 投資物業(續)

投資物業第三級公平值計量按經常性基礎之對賬：

		HK\$'000 千港元
At 1 January 2014, 31 December 2014 and 1 January 2015	於二零一四年一月一日、 二零一四年十二月三十一日及 二零一五年一月一日	-
Exchange adjustment	匯兌調整	(2,254)
Additions	添置	45,718
Acquired from acquisition of subsidiary	自收購一間附屬公司所獲得	19,604
Net increase in fair value recognised in profit or loss	於損益確認的公平值增加淨額	357
Reclassified to asset held-for-sale	重新分類為持作出售資產	(11,290)
At 31 December 2015	於二零一五年十二月三十一日	<u>52,135</u>

During the year ended 31 December 2015, the net increase in fair value recognised in profit or loss of approximately HK\$357,000 (2014: nil) are included in increase in fair value of investment properties, net. Included in the net increase in fair value is amount of approximately HK\$3,595,000 (2014: nil) that is attributable to the unrealised losses relating to investment properties held by the Group at the end of the reporting period.

截至二零一五年十二月三十一日止年度，於損益確認的公平值增加淨額約357,000港元(二零一四年：零)乃計入投資物業的公平值增加淨額。歸因於本集團所持投資物業於報告期末的未變現虧損金額約3,595,000港元(二零一四年：零)計入公平值增加淨額。

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18. GOODWILL

18. 商譽

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
COST			
	成本		
At 1 January	於一月一日	908	–
Arising on acquisition of subsidiaries (note 40(b))	自收購附屬公司產生 (附註40(b))	18,414	908
At 31 December	於十二月三十一日	19,322	908
IMPAIRMENT			
	減值		
At 1 January	於一月一日	–	–
Impairment loss recognised during the year	年內確認的減值虧損	(908)	–
At 31 December	於十二月三十一日	(908)	–
CARRYING VALUES			
	賬面值		
At 31 December	於十二月三十一日	18,414	908

Impairment loss is recognised after the assessment of the recoverable amount, being the value in use, made by the directors' of the Company.

For the purposes of impairment testing, goodwill with indefinite useful lives set out above have been allocated to two individual CGUs, comprising one subsidiary in the property investment segment and one subsidiary group in the trading of grocery food products segment. The carrying amounts of goodwill (net of accumulated impairment losses) as at 31 December 2015 allocated to these units are as follows:

減值虧損於本公司董事評估可收回金額(即使用價值)後確認。

為進行減值測試，上文所載具有無限使用期的商譽已獲分配至兩個不同的現金產生單位，包括物業投資分類的一間附屬公司及糧油食品貿易分類的一組附屬公司。於二零一五年十二月三十一日，獲分配至該等單位的商譽賬面值(扣除累計減值虧損)如下：

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18. GOODWILL (continued)

18. 商譽 (續)

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Investment properties – Fujian Seton Investment Co., Ltd (“Fujian Seton”)	投資物業–福建尚同投資有限公司(「福建尚同」)	–	908
Trading of grocery food products – YIHE Group	糧油食品貿易–宜合集團	18,414	–
		18,414	908

During the year ended 31 December 2015, the Group recognised an impairment loss of HK\$908,000 (2014: nil) in relation to goodwill arising on acquisition of Fujian Seton. The operation of Fujian Seton is leasing its investment properties for rental income purpose, the management considers the recoverable amount derived based value in use calculation disposal. The calculation uses cash flow projection based on the expected income to be obtained from the investment properties held by the CGU and the recoverable amount is approximately HK\$18,464,000, which mainly represented the investment properties held by the CGU, accordingly, an impairment loss had been recognised.

The recoverable amount of YIHE Group is approximately HK\$26,528,000 has been determined on the basis of a value in use calculation. The recoverable amount is based on certain similar key assumptions. The value in use calculations use cash flow projections based on financial budgets approved by management covering on a 4-year period, and a discount rate of 12.36%. The cash flows beyond the 4 year period are extrapolated using a steady 2.5% growth rate. The growth rate is based on the general inflation rate for the year 2015. Cash flow projections during the budget period for YIHE Group is also based on the budgeted sales and expected gross margins during the budget period and the inflation during the budget period. Management believes that any reasonably possible change in any of these assumptions would not cause the aggregate carrying amount of YIHE Group to exceed the aggregate recoverable amount of YIHE Group.

截至二零一五年十二月三十一日止年度，本集團就收購福建尚同投資有限公司產生的商譽確認減值虧損908,000港元(二零一四年：零)。福建尚同的業務為出租其投資物業以獲得租金收入，而管理層認為，可收回金額乃按使用價值計算得出。計算使用的現金流量預測基於將自現金產生單位所持投資物業收取的預期收入及可收回金額約18,464,000港元，其主要指現金產生單位所持的投資物業。因此，減值虧損已獲確認。

宜合集團的可收回金額約26,528,000港元已按使用價值計算而釐定。可收回金額按照若干類似關鍵假設。使用價值的計算乃使用基於管理層批准之四年期財政預算的現金流量預測，及折現率12.36%，而超過四年期的現金流量採用穩定增長率2.5%作出推算。現金增長率乃基於二零一五年的一般通脹率。宜合集團於預算期內的現金流量預測亦按照預算期內的預算銷售及預期毛利率以及預算期內的通脹。管理層相信，任何該等假設的任何合理可能變動不會導致宜合集團總賬面值超逾宜合集團可收回總金額。

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19. INTANGIBLE ASSET

19. 無形資產

		HK\$'000 千港元
COST	成本	
At 1 January 2014 and 31 December 2014 and 1 January 2015	於二零一四年一月一日及 二零一四年十二月三十一日及 二零一五年一月一日	—
Acquisition of subsidiaries (note 40(b))	收購附屬公司(附註40(b))	6,416
At 31 December 2015	於二零一五年十二月三十一日	6,416
AMORTISATION	攤銷	
At 1 January 2014 and 31 December 2014 and 1 January 2015	於二零一四年一月一日及 二零一四年十二月三十一日及 二零一五年一月一日	—
Charge for the year	本年度支出	133
At 31 December 2015	於二零一五年十二月三十一日	133
CARRYING VALUES	賬面值	
At 31 December 2015	於二零一五年十二月三十一日	6,283
At 31 December 2014	於二零一四年十二月三十一日	—

In the opinion of the directors of the Company, the franchise has finite useful life and is amortised on a straight-line basis over the 4 years.

本公司董事認為，專營權具有有限使用期，其於四年內按直線法攤銷。

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20. INTERESTS IN ASSOCIATES

20. 於聯營公司之權益

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Cost of unlisted investments in associates	於聯營公司之非上市投資成本	39,684	39,684
Share of post-acquisition results	分佔收購後業績	4,994	4,047
		44,678	43,731

As at 31 December 2015 and 2014, the Group had interests in the following associates:

於二零一五年及二零一四年十二月三十一日，本集團於下列聯營公司中擁有權益：

Name of entity 實體名稱	Form of entity 實體形式	Place of incorporation/ establishment/ operation 註冊成立/成立/ 經營地點	Class of shares held 所持股份之類別	Proportion of ownership interests or participating shares indirectly held by the Group 本集團間接持有之所有權益或參與股份比例		Proportion of voting power held 所持投票權比例		Principal activity 主要業務
				2015 二零一五年	2014 二零一四年	2015 二零一五年	2014 二零一四年	
Direct associates								
FDC Limited (note) 直接聯營公司	Limited Liability	Samoa	Ordinary shares	49%	49%	49%	49%	Inactive
FDC Limited (附註)	有限公司	薩摩亞	普通股	49%	49%	49%	49%	無業務
中合華夏(北京)投資諮詢有限公司 Zhonghe Huaxia (Beijing) Investment Consulting Co., Ltd. ("Beijing HX") (Note 2)	Limited Liability	PRC	Paid up capital	40%	40%	40%	40%	Investment holding
中合華夏(北京)投資諮詢有限公司 (「北京華夏」)(附註2)	有限公司	中國	繳足資本	40%	40%	40%	40%	投資控股
Indirect associates								
間接聯營公司								
中合新農(北京)投資有限公司 Zhonghe Xinnong (Beijing) Investment Co., Ltd. ("Beijing XN") (Note 2)	Limited Liability	PRC	Paid up capital	22% (Note 3)	22% (Note 3)	22%	22%	Investment holding
中合新農(北京)投資有限公司 (「北京新農」)(附註2)	有限公司	中國	繳足資本	22% (附註3)	22% (附註3)	22%	22%	投資控股
扶余中合新農市場置業有限公司 Fuyu Zhonghe Xinnong Market Real Estate Co., Ltd. ("Fuyu") (Note 2)	Limited Liability	PRC	Paid up capital	22% (Note 3)	22% (Note 3)	22%	22%	Properties development
扶余中合新農市場置業有限公司 (「扶余」)(附註2)	有限公司	中國	繳足資本	22% (附註3)	22% (附註3)	22%	22%	物業發展

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20. INTERESTS IN ASSOCIATES (continued)

Notes:

1. FDC Limited was inactive since its incorporation, the carrying amount attributable to the Group is not significant.
2. The English translation of the company name is for identification purpose only. The official names of these companies are in Chinese.
3. Fuyu is wholly owned by Beijing XN and 55% shareholding of Beijing XN is owned by Beijing HX, accordingly, the Group effectively holds 22% equity interest in Beijing XN and Fuyu.

The summarised financial information in respect of the material associate of the Group and is accounted for using equity method is set out below:

20. 於聯營公司之權益 (續)

附註:

1. FDC Limited自註冊成立以來並無業務，而本集團應佔賬面值並不重大。
2. 公司名稱的英文翻譯乃僅供識別。該等公司的官方名稱均以中文列示。
3. 扶余由北京新農全資擁有，而北京新農則由北京華夏擁有55%，故本集團實際持有北京新農及扶余的22%權益。

本集團按權益法入賬的主要聯營公司的財務資料概要載列如下：

		31 December 2015 二零一五年 十二月 三十一日 HK\$'000 千港元	31 December 2014 二零一四年 十二月 三十一日 HK\$'000 千港元
Beijing HX and its subsidiaries	北京華夏及其附屬公司		
Current assets	流動資產	303,129	273,950
Non-current assets	非流動資產	458	8,217
Current liabilities	流動負債	(115,074)	(93,426)
Non-current liabilities	非流動負債	(11,746)	(12,775)
Non-controlling interests	非控股股東權益	(67,209)	(68,776)
Net assets	資產淨值	109,558	107,190

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20. INTERESTS IN ASSOCIATES (continued)

20. 於聯營公司之權益 (續)

		Year ended 31 December 2015 截至 二零一五年 十二月 三十一日 止年度 HK\$'000 千港元	From 1 April 2014 to 31 December 2014 自二零一四年 四月一日至 二零一四年 十二月 三十一日 止年度 HK\$'000 千港元
Revenue	收益	24,746	101,552
Profit for the year/period and total comprehensive income for the year/period	本年度／期間溢利及 本年度／期間全面收益總額	2,367	10,118

The reconciliation of the summarised financial information presented above to the carrying amount of the interests in associate is set out below:

上文呈列財務資料概要與於聯營公司之權益賬面值之對賬載列如下：

		31 December 2015 二零一五年 十二月 三十一日 止年度 HK\$'000 千港元	31 December 2014 二零一四年 十二月 三十一日 止年度 HK\$'000 千港元
Net assets of the associate attributable to the Group	本集團應佔聯營公司的 資產淨值	109,558	107,190
Proportion of the Group's 40% ownership interest in Beijing HX	本集團於北京華夏之 40%所有權權益比例	43,823	42,876
Goodwill	商譽	855	855
Carrying amount of the Group's interest in Beijing HX	本集團於北京華夏之 權益賬面值	44,678	43,731

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21. AVAILABLE-FOR-SALE INVESTMENTS

21. 可供出售投資

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Unlisted equity investments – cost (Note)	非上市股本投資—成本 (附註)	500	500
Less: Accumulated impairment loss	減：累計減值虧損	(500)	(500)
		—	—

Note:

The unlisted equity investments represent investment in unlisted equity securities issued by a private entity incorporated in Hong Kong. They are measured at cost less accumulated impairment losses at the end of the reporting period because the range of reasonable fair value estimates is so significant that the directors of the Company are of the opinion that its fair value cannot be measured reliably.

附註：

非上市股本投資指於一間於香港註冊成立的私營實體發行的非上市股本證券之投資，其按成本值減報告期末的累計減值虧損計量，此乃由於合理公平值估計的範圍非常大，故本公司董事認為其公平值未能可靠計量。

22. TRADE AND OTHER RECEIVABLES

22. 應收賬款及其他應收款項

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Trade receivables	應收賬款	1,267	888
Deposit and other receivables (Note 1)	按金及其他應收款項(附註1)	11,284	5,338
Less: allowance for doubtful debts	減：呆賬撥備	(3,515)	(800)
		7,769	4,538
Prepayments	預付款項	539	470
		9,575	5,896

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22. TRADE AND OTHER RECEIVABLES (continued)

The Group does not hold any collateral over the trade and other receivables.

Note:

- As at 31 December 2014, included in the deposit and other receivables is a refundable deposit of HK\$1,980,000 paid for the acquisition of 51% equity interest in an entity incorporated in Taiwan from an independent third party. The project investment period as stated in the contract had been lapsed during May 2015, but the Group could not obtain the refund from the potential investee. Full impairment is made during the year ended 31 December 2015.
- The credit period granted to the Group's trade customers generally ranges from 0 days to 90 days (2014: 0 days to 90 days). The ageing analysis of trade receivables presented based on the invoice dates, which approximates the respective revenues recognition dates, at the end of the reporting period, which is as follows:

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
0 to 30 days	0至30日	1,215	888
31 to 90 days	31至90日	52	-
		1,267	888

As at 31 December 2015, included in the Group's trade receivables balance were debtors with aggregate carrying amount of approximately HK\$52,000 (2014: nil) which were past due at the end of the reporting period for which the Group had not provided for impairment loss.

22. 應收賬款及其他應收款項

本集團並無就應收賬款及其他應收款項持有任何抵押品。

附註：

- 於二零一四年十二月三十一日，按金及其他應收款項包括向一名獨立第三方收購於台灣註冊成立的實體51%股權的可退回按金1,980,000港元。合約訂明的項目投資期已於二零一五年五月失效，惟本集團未自潛在獲投資公司取回退款。於截至二零一五年十二月三十一日止年度，已作出全數減值。
- 本集團授予貿易客戶之信貸期一般介乎0日至90日（二零一四年：0日至90日）。應收賬款於報告期末根據發票日期（與相關收入確認日期相若）所呈報之賬齡分析如下：

於二零一五年十二月三十一日，本集團之應收賬款結餘包括賬面總值約52,000港元（二零一四年：無）之債權，有關債權將於報告期末逾期，本集團尚未就該等賬款作出減值虧損撥備。

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22. TRADE AND OTHER RECEIVABLES (continued)

Note: (continued)

3. The ageing analysis of trade receivables which are past due but not impaired is as follows:

0 to 30 days	0至30日
Trade receivables that were past due but not impaired relate to independent customers that have a good track record with the Group. Based on past experience and the financial standings of these customers, the directors of the Company believe that no impairment allowance is necessary in respect of these balances as there have not been a significant change in credit quality and the balances are still considered fully recoverable.	
The Group's neither past due nor impaired trade receivables mainly represent sales made to creditworthy customers for whom there was no recent history of default.	

4. The movement in the allowance for impairment of deposit and other receivables is set out below:

At the beginning of the financial year	財政年度初
Impairment losses recognised on deposit and other receivables	就按金及其他應收款項確認之減值虧損
Release on de-registration of a subsidiary	一間附屬公司終止註冊時解除
At the end of the financial year	財政年度末

22. 應收賬款及其他應收款項 (續)

附註：(續)

3. 已逾期但未減值之應收賬款賬齡分析如下：

2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
52	-

已逾期但未減值之應收賬款與多名在本集團內擁有良好往績記錄之獨立客戶有關。根據過往經驗及該等客戶之財務狀況，本公司董事相信由於該等結餘並無令信貸質素產生重大變動及仍可悉數收回，故毋須就此作出減值虧損撥備。

本集團並無逾期及並無減值之應收賬款主要指向近期並無拖欠記錄、信譽良好之客戶作出之銷售額。

4. 按金及其他應收款項之減值撥備變動載列如下：

2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
800	800
3,515	-
(800)	-
3,515	800

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22. TRADE AND OTHER RECEIVABLES (continued)

Note: (continued)

4. (continued)

Included in the allowance for impairment of deposit and other receivables are individually impaired other receivables with an aggregate balance of approximately HK\$3,515,000 (2014: HK\$800,000). The individually impaired other receivables are recognised based on the credit history and the financial condition of its debtors or counterparties, such as financial difficulties or default in payments, and current market conditions.

5. The Group's deposit and other receivables that are denominated in currencies other than the functional currencies of the relevant group entities are set out below:

22. 應收賬款及其他應收款項 (續)

附註: (續)

4. (續)

結餘總額約為3,515,000港元(二零一四年: 800,000港元)之個別已減值其他應收款項已計入按金及其他應收款項之減值撥備。各項已減值其他應收款項已根據債務人或交易對手的信用歷史及財務狀況(例如財務困難或付款違約)及目前市況予以確認。

5. 本集團以相關集團實體之功能貨幣以外的貨幣列值的按金及其他應收款項載列如下:

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
RMB	人民幣	674	3,232
NTD	新台幣	558	272

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23. LOAN RECEIVABLES

23. 應收貸款

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Fixed-rate loan receivables	固定利率的應收貸款		
– Secured	– 有抵押	27,896	5,000
– Unsecured	– 無抵押	4,000	–
		31,896	5,000
Less: allowance for doubtful debts	減：呆賬撥備	(4,000)	–
		27,896	5,000
Analysed as	獲分析為		
Current assets (within one year)	流動資產（一年內）	27,896	5,000

Notes:

附註：

- | | |
|--|--|
| (a) The secured loan receivables were neither past due nor impaired as of the end of the reporting period. | (a) 於報告期末，有抵押應收貸款並非過期或減值。 |
| (b) The loan receivables are entered into with independent third parties with contractual maturity within three months to one year (2014: one year). The Group seeks to maintain tight control over its loan receivables in order to minimise credit risk by reviewing the borrowers' financial positions. | (b) 應收貸款乃與獨立第三方訂立，合約期為三個月至一年（二零一四年：一年）。本集團透過審閱借款人的財政狀況，致力維持對其應收貸款的嚴格監控，以將信貸風險降至最低。 |
| (c) The secured loan receivables are secured by the unlisted shares or properties of the borrowers. | (c) 有抵押應收貸款乃以借款人之非上市股份或物業作抵押。 |
| (d) As at 31 December 2015, the current fair value of collateral held by the Group is approximately HK\$39,737,000 (2014: HK\$9,400,000). | (d) 於二零一五年十二月三十一日，本集團持有的抵押品現時公平值約為39,737,000港元（二零一四年：9,400,000港元）。 |
| (e) The ranges of effective interest rates (which are equal to contractual interest rates) on the Group's loan receivables are as follows: | (e) 本集團應收款項的實際利率（其等同於合約利率）之範圍如下： |

		2015 二零一五年	2014 二零一四年
Effective interest rate:	實際利率：		
Fixed-rate loan receivables	固定利率的應收貸款	8% – 18%	8%

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23. LOAN RECEIVABLES (continued)

Notes: (continued)

- (f) The Group's loan receivables that are denominated in currencies other than the functional currencies of the relevant group entities are set out below:

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
RMB	人民幣	16,996	-

- (g) The movement in the allowance for impairment of loan receivables is set out below:

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
At the beginning of the financial year	財政年度初	-	-
Impairment losses recognised on loan receivables	就應收貸款確認之減值虧損	4,000	-
At the end of the financial year	財政年度末	4,000	-

Included in the allowance for impairment of loan receivables are individually impaired loan receivables with an aggregate balance of approximately HK\$4,000,000 (2014: nil). The individually impaired loan receivables are recognised based on the credit history and the financial condition of its debtors or counterparties, such as financial difficulties or default in payments, and current market conditions.

23. 應收貸款 (續)

附註: (續)

- (f) 以相關集團實體功能貨幣以外貨幣列值的本集團應收貸款載列如下:

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
RMB	人民幣	16,996	-

- (g) 應收貸款減值撥備之變動載列如下:

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
At the beginning of the financial year	財政年度初	-	-
Impairment losses recognised on loan receivables	就應收貸款確認之減值虧損	4,000	-
At the end of the financial year	財政年度末	4,000	-

應收貸款減值撥備已計入結餘總額約4,000,000港元(二零一四年:零)的個別已減值應收貸款。個別已減值應收貸款已根據債務人或交易對手的信用歷史及財務狀況(例如財務困難或付款違約)及目前市況予以確認。

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24. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

24. 按公平值計入損益之金融資產

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Listed securities:	上市證券：		
– Equity securities listed in Hong Kong, at fair value	– 於香港上市之股本證券，按公平值	34,022	16,780
Debt securities:	債務證券：		
– Unlisted convertible bond	– 非上市可換股債券	–	5,189
		34,022	21,969

On 8 October 2014, the Group invested in an unlisted convertible bond issued by a private company incorporated in Taiwan, with principal of NTD20,000,000 (equivalent to HK\$5,189,000) carrying interest at 16% per annum and with maturity in 2017. The unlisted convertible bond enables the Group to convert the bond into the shares of a wholly-owned subsidiary of the issuer.

The convertible bond is unsecured, transferrable and the Group can request the redemption from the issuer at anytime starting from the sixth months after the date of issue, subject to the approval from the issuer. Upon the exercise of conversion rights, the Group could hold 16.67% equity interest in that wholly-owned subsidiary of the issuer.

During the year ended 31 December 2015, the Group recognised a fair value loss of approximately HK\$5,189,000 (2014: nil) in relation to unlisted convertible bond.

For the valuation method of the financial asset at FVTPL, please refer to note 35(c).

於二零一四年十月八日，本集團投資於一間於台灣註冊成立私人公司所發行的非上市可換股債券，該債券本金額為新台幣20,000,000元（相當於5,189,000港元），按年息率16%計息並於二零一七年到期。非上市可換股債券使本集團可兌換債券為發行人全資附屬公司的股份。

可換股債券乃無抵押、可轉讓，且本集團可於發行日期起計六個月內隨時要求發行人贖回，惟須待發行人批准。於行使換股權後，本集團可持有發行人的該間全資附屬公司的16.67%權益。

截至二零一五年十二月三十一日，本集團就非上市可換股債券確認公平值虧損約5,189,000港元（二零一四年：零）。

就有關按公平值計入損益之金融資產的估值方法，請參閱附註35(c)。

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25. BANK BALANCES AND CASH

Bank balances carry interest at floating rates based on daily bank deposit rates.

The Group's bank balances and cash that are denominated in currencies other than the functional currencies of the relevant group entities are set out below:

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
RMB	人民幣	5,138	871
NTD	新台幣	1,061	1,822

26. ASSET CLASSIFIED AS HELD FOR SALE

On 7 December 2015, the Group entered and signed a sales and purchase agreement with an independent third party to dispose of one of the investment properties with fair value of year ended amounted to approximately RMB9,700,000 (equivalent to approximately HK\$11,408,000) as at 31 December 2015. The sales proceed is amounted to RMB9,700,000. Deposit of approximately RMB2,800,000 (equivalent to HK\$3,293,000) has been received and included in trade and other payable as at 31 December 2015. Such property was classified as asset held for sale in the consolidated statement of financial position.

The transaction was subsequently completed on 18 January 2016. Details are set out in note 46.

25. 銀行結餘及現金

銀行結餘利率根據每日銀行活期存款利率而變動。

本集團以相關集團實體之功能貨幣以外的貨幣列值的銀行結餘及現金載列如下：

26. 分類為持作出售之資產

於二零一五年，其中一個於二零一五年購入的投資物業已售予一名獨立第三方。於二零一五年十二月七日，本集團與一名獨立第三方訂立及簽署一項買賣協議，以出售本集團所持其中一個位於中國的投資物業（其於二零一五年十二月三十一日的公平值約為人民幣9,700,000元（相當於約11,408,000港元））。出售所得款項約為人民幣9,700,000元。於二零一五年十二月三十一日，已收取按金約人民幣2,800,000元（相當於3,293,000港元）並計入應付賬款及其他應付款項。該物業已分類為於綜合財務狀況表中的持作出售之資產。

有關交易其後於二零一六年一月十八日完成。有關詳情載於附註46。

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27. TRADE AND OTHER PAYABLES

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Trade payables	應付賬款	291	729
Other payables	其他應付款項	9,686	9,722
Deferred revenue	遞延收益	-	363
		9,977	10,814

The following is an aged analysis of trade payables presented based on the invoice date at the end of the reporting period.

27. 應付賬款及其他應付款項

下表為於報告期末根據發票日期呈報之應付賬款之賬齡分析。

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
0 to 30 days	0至30日	291	729

The average credit period on purchases of goods is 14 days (2014:14 days). The Group has financial risk management policies in place to ensure that all payables are settled within the credit time frame.

購買貨品之平均信貸期為14日(二零一四年:14日)。本集團設有金融風險管理政策,以確保所有應付賬款於信貸期內結清。

The Group's trade and other payables that are denominated in currencies other than the functional currencies of the relevant group entities are set out below:

本集團以相關集團實體之功能貨幣以外的貨幣列值的貿易及其他應付款項載列如下:

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
RMB	人民幣	6,292	1,543
NTD	新台幣	172	385

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28. AMOUNT DUE TO NON-CONTROLLING INTERESTS

The amount is unsecured, non-interest bearing and repayable on demand.

28. 應付非控股股東權益款項

有關款項乃無抵押、免息及須按要求償還。

29. BANK BORROWING

29. 銀行借款

		2015 HK\$'000 千港元	2014 HK\$'000 千港元
Bank borrowing, secured	銀行借款·有抵押	9,581	—
Carrying amount of borrowings that is not repayable within one year from the end of the reporting period but contain a repayment on demand clause (shown under current liabilities)	毋須於報告期末起一年內償還但載有按要求償還條款之借款賬面值(列示於流動負債)	9,581	—
Less: Amounts shown under current liabilities	減: 列示於流動負債的款項	(9,581)	—
Amounts shown under non-current liabilities	列示於非流動負債的款項	—	—

At 31 December 2015, the secured bank borrowing is secured by a mortgage over an investment property of the Company located in Taiwan with carrying amount of NTD80,000,000, equivalent to approximately HK\$19,440,000 as disclosed in Note 17. The bank borrowing carried a saving deposit rate plus a fixed spread of 0.62% in the first year, 0.87% in the second year and 0.97% from the third to fifteen year.

誠如附註17所披露，於二零一五年十二月三十一日，有抵押銀行借款乃以本公司位於台灣而賬面值為新台幣80,000,000元(相當於約19,440,000港元)作按揭抵押。銀行借款乃按儲蓄存款利率加固定息差計息，首年為0.62%，第二年為0.87%及第三至十五年為0.97%。

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30. LOANS FROM/TO NON-CONTROLLING INTERESTS

During the year ended 31 December 2014, the non-wholly owned subsidiary of the Company, Global Brands Management Limited (“GBM”) entered into a shareholder’s agreement with its shareholders, in which the loan amount of HK\$735,000 was borne by the non-controlling shareholder of GBM. Such loan is unsecured, interest-free and repayable on 22 December 2016. As a part of the agreement, the Group granted a loan to the non-controlling shareholder of GBM for the purpose of such transaction, with the same term as the loan advance to GBM by the non-controlling shareholder of GBM. Accordingly, such borrowing and lending amount is classified as current asset and liabilities (2014: non-current assets and liabilities) on the consolidated statement of financial position as at 31 December 2015.

The amounts were unsecured and non-interest bearing.

31. CONVERTIBLE BONDS (“CBS”)

(a) Convertible bonds I

On 30 April 2013, the Company issued convertible bonds (the “CB-I”) in a principal amount of HK\$34,500,000 with interest bearing at 5% per annum to Top Status. The CB-I will mature on 31 December 2016 (the “Maturity Date”). The CB-I entitled the holder to convert the CB-I in full or in part (in multiples of HK\$500,000) into the ordinary shares of the Company at any time on or after the date of issue of the CB-I up to fifth business day prior to the Maturity Date at an initial conversion price of HK\$0.01 per share, subject to adjustment provisions which are standard terms for convertible securities of similar type. If the CB-I had not been converted by bondholder, it would be converted on Maturity Date by the holder.

30. 來自／向非控股股東權益作出之貸款

於截至二零一四年十二月三十一日止年度，本公司非全資附屬公司環球品牌管理有限公司（「環球品牌管理」）與其股東訂立一項股東協議，其中貸款額的735,000港元由環球品牌管理的非控股股東承擔。該筆貸款為無抵押、免息及須於二零一六年十二月二十二日償還。作為協議部份，本集團就此交易向環球品牌管理的非控股股東授出一筆貸款，而條款與環球品牌管理的非控股股東借予環球品牌管理的款項相同。因此，是次借貸金額乃於二零一五年十二月三十一日的綜合財務狀況表中分類為流動資產及負債（二零一四年：非流動資產及負債）。

有關款項為無抵押及免息。

31. 可換股債券（「可換股債券」）

(a) 可換股債券一

本公司於二零一三年四月三十日向Top Status發行本金額為34,500,000港元及按年利率5%計息的可換股債券（「可換股債券一」）。可換股債券一將於二零一六年十二月三十一日（「到期日」）到期。可換股債券一賦予持有人權利於可換股債券一發行日期起直至到期日前第五個營業日任何時間按初步轉股價每股0.01港元將所有或部分（須為500,000港元之倍數）之可換股債券一兌換為本公司普通股，惟須符合調整條文（其為相似類型的可換股證券之標準條款）。倘可換股債券一未獲債券持有人兌換，則其會於到期日由持有人兌換。

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31. CONVERTIBLE BONDS (“CBS”) (continued)

(a) Convertible bonds I (continued)

On January 2014, Top Status transferred the 2013 CBs to Sino Coronet Limited, which is a connected party of Top Status.

Transaction costs directly attributable to issue of the CB-I amounted to approximately HK\$585,000 are allocated to liability and equity components on initial recognition.

The CB-I contained the following components that are required to be separately accounted for:

- (i) Liability component for the CB-I represents the present value of the contractually determined stream of future cash flows discounted at the rate of interest at the date of issue with reference to the market rate for instruments of comparable credit status taking into account the credit risk of the Company as well as the amount of the CB-I without conversion option, plus allocated transaction costs. The effective interest rate of the liability component is 19.49%.
- (ii) Equity component represents the difference between the gross proceeds of the issue of the CB-I and the fair values assigned to the liability components less allocated transaction costs.

On 11 October 2013, as a result of the Company’s share consolidation, the conversion price of the 2013 CBs was adjusted to HK\$0.02 per share.

31. 可換股債券（「可換股債券」） （續）

(a) 可換股債券一（續）

於二零一四年一月，Top Status向其關連方中冠有限公司轉讓二零一三年可換股債券。

發行可換股債券一應佔交易成本約585,000港元於初始確認時分配至負債及權益部分。

可換股債券一包含以下須獨立入賬之部分：

- (i) 可換股債券一之負債部分指按發行日之利率貼現之合約釐定未來現金流現值，當中經參考信貸狀況可資比較的工具之市場利率，並計及本公司之信貸風險以及並無換股權的可換股債券一數目，再加上獲分配交易成本。負債部分之實際利率為19.49%。
- (ii) 權益部分指發行可換股債券一之總收益與分配予負債部分之公平值之差額減已分攤交易成本。

於二零一三年十月十一日，由於本公司進行股份合併，故二零一三年之可換股債券之換股價獲調整為每股0.02港元。

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31. CONVERTIBLE BONDS (“CBS”) (continued)

(a) Convertible bonds I (continued)

During the year ended 31 December 2015, 1,225,000,000 (2014: nil) ordinary shares of the Company were converted as a result of the conversion of CB-I (Note 33(f)). As at year ended 31 December 2015, the CB-I with principal amount of HK\$10,000,000 (2014: HK\$34,500,000) are remain outstanding.

(b) Convertible bonds II

On 13 December 2013, Skyline Top Limited (“Skyline Top”), a wholly-owned subsidiary of the Company and Mr. So Pan entered into a sale and purchase agreement, pursuant to which (i) Mr. So Pan has agreed to sell to Skyline Top, and Skyline Top has agreed to purchase from Mr. So Pan the sale shares of Konson Global Investments Limited (“Konson”); and (ii) Mr. So Pan has agreed to assign to Skyline Top, and Skyline Top has agreed to accept the assignment of, the sale loan at an aggregated consideration of HK\$40,000,000, of which: (i) HK\$20,000,000 shall be satisfied by Skyline Top by cheque or cashier order upon the completion; and (ii) HK\$20,000,000 shall be satisfied by the Skyline Top’s procuring of the issue of the convertible bonds (“CB-II”) at the conversion price of HK\$0.17 (note) per conversion share by the Company to Mr. So Pan upon completion.

Upon exercise of conversion rights attaching to the CB-II, 106,382,978 new shares shall be issued.

The completion of the acquisition involving the issue of CB-II as a consideration took place on 31 March 2014. Details of acquisition were disclosed in note 40(a).

31. 可換股債券（「可換股債券」） （續）

(a) 可換股債券一（續）

於截至二零一五年十二月三十一日止年度，由於可換股債券一獲轉換（附註33(f)），故1,225,000,000股（二零一四年：無）本公司普通股已獲轉換。於截至二零一五年十二月三十一日止年度，可換股債券一的本金額10,000,000港元（二零一四年：34,500,000港元）仍未獲贖回。

(b) 可換股債券二

於二零一三年十二月十三日，本公司全資附屬公司天際高有限公司（「天際高」）與蘇斌先生訂立買賣協議，據此，(i)蘇斌先生已同意向天際高出售，而天際高已同意自蘇斌先生購買康信環球投資有限公司（「康信」）的銷售股份；及(ii)蘇斌先生已同意向天際高轉讓及天際高已同意接受所轉讓的銷售貸款，總代價為40,000,000港元，其中：(i) 20,000,000港元將由天際高於完成後以支票或本票支付；及(ii) 20,000,000港元將由天際高於完成後通過促使本公司按換股價每股換股股份0.17（附註）港元向蘇斌先生發行可換股債券（「可換股債券二」）支付。

於可換股債券二隨附的兌換權獲行使後，106,382,978股新股份將予以發行。

涉及發行可換股債券二作為代價的收購事項於二零一四年三月三十一日完成。有關收購的詳情披露於附註40(a)。

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31. CONVERTIBLE BONDS (“CBS”) (continued)

(b) Convertible bonds II (continued)

Transaction costs directly attributable to issue of the CB-II amounted to approximately HK\$352,000 is allocated to liability and equity components on initial recognition.

As disclosed in the Company’s circular dated 19 February 2014 (the “Circular”), the principal terms of the CB-II are as follows:

Principal amount of the CB-II: HK\$20 million
可換股債券二之本金額： 20百萬港元

Authorised denomination: HK\$100,000 each and integral multiples thereof
法定面額： 每份100,000港元及其整數倍

Conversion price: HK\$0.17
換股價： 0.17港元

Interest: 3% per annum
利息： 每年3%

Maturity date: 31 December 2017
到期日： 二零一七年十二月三十一日

Conversion and transferability: Without prejudice to any condition under the bond instrument, there shall not be any transfer, conversion or redemption of any principal amount of the CB-II during the Restricted Period (as defined in the Circular), and further, the bondholder shall not, and shall not seek to, transfer, convert or redeem any principal amount of the CB-II during the Restricted Period.

轉換及可轉讓性：在不影響債券文據任何條件之情況下，不可於受限制期間（定義見該通函）進行可換股債券二任何本金額之任何轉讓、轉換或贖回；再者，債券持有人不可及不可尋求於受限制期間轉讓、轉換或贖回可換股債券二之任何本金額。

Note:

As a result of the placing of 629,000,000 shares completed on 2 July 2015, the conversion price of the CB-II was adjusted from HK\$0.188 to HK\$0.17 per share.

31. 可換股債券（「可換股債券」） （續）

(b) 可換股債券二（續）

發行可換股債券二的直接應佔交易成本約352,000港元乃於初始確認時分配至負債及權益部分。

誠如本公司日期為二零一四年二月十九日之通函（「該通函」）所披露，可換股債券二之主要條款如下：

附註：

由於有關629,000,000股股份之配售於二零一五年七月二日完成，故可換股債券之換股價由每股0.188港元調整至0.17港元。

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31. CONVERTIBLE BONDS (“CBS”) (continued)

(b) Convertible bonds II (continued)

Conversion

No conversion of the CB-II or of the Valid Principal Amount (as defined in the Circular), whichever shall be appropriate, shall take place prior to the expiration of the Restricted Period or prior to the happening of the Specific Event (as defined in the Circular) (as the Company may determine in its sole and absolute discretion).

Prior to the expiration of the Restricted Period or prior to the happening of the Specific Event (as the Company may determine in its sole and absolute discretion), the Company shall not, and shall not have to, recognise, accept, agree or register any conversion of any principal amount of the CB-II. In any event, the Company shall not, and shall not have to, recognise, accept, agree or register any conversion of any Cancelled Principal Amount (as defined in the Circular), and the bondholder shall not have any recourse whatsoever against the Company. The Company shall, and shall only have to, recognise, accept, agree or register any conversion of any Valid Principal Amount, and the Company shall have sole and absolute discretion in determining any or all issues on, over or concerning conversion of the CB-II.

Subject to conditions under the bond instrument, during the conversion period, bondholder shall have the right to convert the whole or any part (in multiples of HK\$100,000) of the Valid Principal amount, whichever shall be appropriate, into such number of conversion shares as will be determined by dividing the principal amount of the CB-II to be converted by the conversion price (subject to adjustment) in effect on the date of conversion.

31. 可換股債券（「可換股債券」） （續）

(b) 可換股債券二（續）

轉換

受限制期間屆滿前或特定事件（定義見該通函）發生前（本公司可全權酌情釐定），概不得進行可換股債券二或其有效本金額（定義見該通函）之轉換。

於受限制期間屆滿前或特定事件發生前（本公司可全權酌情釐定），本公司不得且不會承認、接受、同意或登記可換股債券二任何本金額之任何轉換。在任何情況下，本公司不得且不會承認、接受、同意或登記任何已註銷本金額（定義見該通函）之任何轉換，而債券持有人對本公司並無任何追索權。本公司會且僅會承認、接受、同意或登記任何有效本金額之任何轉換，而本公司須有唯一及絕對酌情權決定有關、關於或涉及可換股債券二轉換之任何或全部事宜。

在債券文據項下各項條件之規限下，於換股期內，債券持有人有權將有效本金額之全部或任何部份（100,000港元的倍數）（如適用）轉換為該等數目之換股股份，而有關數目將透過擬進行轉換之可換股債券二之本金額除以轉換日期生效之換股價（可予調整）進行確定。

31. CONVERTIBLE BONDS (“CBS”) (continued)

(b) Convertible bonds II (continued)

Redemption

Redemption at maturity shall only be limited and applicable to the Valid Principal Amount. The Cancelled Principal Amount cannot, and shall not, be redeemed whatsoever. Subject to this as well as other conditions in the bond instrument, the Valid Principal Amount which has not been redeemed or converted in accordance with the conditions under the bond instrument by the maturity date, shall, at the sole and absolute discretion of the Company (and regardless of whether or not the bondholder concerned have requested for conversion of any principal amount of the CB-II into conversion shares) but subject to shareholders’ approval (if required) as well as compliance with the GEM Listing Rules and/or requirements of regulatory authorities, either be redeemed by the Company on the maturity date at a redemption amount equal to 100% of Valid Principal Amount or such part thereof which is outstanding at that juncture, or be converted into conversion shares. For any avoidance of doubt, the Company shall not, and shall not be required to, redeem the Cancelled Principal Amount (as defined above) or any part thereof, and the bondholder shall not have any recourse or right of action whatsoever against the Company.

Further details of the issue of CB-II as a consideration of an acquisition are set out in the announcements of the Company dated 13 December 2013, 7 March 2014 and 31 March 2014 and the circular of the Company dated 19 February 2014.

31. 可換股債券（「可換股債券」）
（續）

(b) 可換股債券二（續）

贖回

於到期日之贖回須僅限於及適用於有效本金額。已註銷本金額不會且不應被贖回。在本條及債券文據之其他條件的規限下，於到期日前尚未根據債券文據之條件贖回或轉換之有效本金額，須經本公司全權酌情（及不論債券持有人是否已要求將可換股債券二之任何本金額轉換為轉換股份）但須經股東批准（如需要）並遵守創業板上市規則及／或監管機構規定，由本公司於到期日按相等於有效本金額之100%或當時尚未償還之部份本金額進行贖回，或將其轉換成換股股份。為免生疑，本公司不會亦毋須贖回已註銷本金額（定義見上文）或其任何部份，而債券持有人對本公司並無任何追索權或起訴權。

有關發行可換股債券二作為收購代價的更多詳情，載於本公司日期為二零一三年十二月十三日、二零一四年三月七日及二零一四年三月三十一日之公佈，以及本公司日期為二零一四年二月十九日之通函。

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31. CONVERTIBLE BONDS (“CBS”) (continued)

(b) Convertible bonds II (continued)

Redemption (continued)

The CB-II contains the following components that are required to be separately accounted for:

- (i) Liability component for the CB-II represents the present value of the contractually determined stream of future cash flows discounted at the rate of interest at the date of issue with reference to the market rate for instruments of comparable credit status taking into account the credit risk of the Company as well as the amount of the CB-II without conversion option, plus allocated transaction costs. The effective interest rate of the liability component is 17.37%.
- (ii) Equity component represents the difference between the fair value of the issue of the CB-II and the fair values assigned to the liability components less allocated transaction costs.

No conversion and redemption has been made during the year ended 31 December 2015 (2014: nil).

31. 可換股債券（「可換股債券」） （續）

(b) 可換股債券二（續）

贖回（續）

可換股債券二包含以下須獨立入賬之部分：

- (i) 可換股債券二之負債部分指按發行日之利率貼現之合約釐定未來現金流現值，當中經參考信貸狀況可資比較的工具之市場利率，並計及本公司之信貸風險以及並無換股權的可換股債券二數目，再加上獲分配交易成本。負債部分之實際利率為17.37%。
- (ii) 權益部分指發行可換股債券二之公平值與分配予負債部分之公平值之差額減已分攤交易成本。

於截至二零一五年十二月三十一日止年度，概無作出轉換及贖回（二零一四年：無）。

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31. CONVERTIBLE BONDS (“CBS”) (continued)

(c) Convertible bonds III and Convertible bonds IV

On 29 May 2015, Delightful Hope Limited (“Delightful Hope”), a subsidiary of the Company, Yardley Wealth Management Limited (“Yardley”), the non-controlling shareholder of Delightful Hope, and Rich Best Asia Limited, an entity owned by the shareholder of Company entered into a sale and purchase agreement pursuant to which Rich Best Asia Limited (“Rich Best Asia”) has agreed to sell and Delightful Hope has agreed to purchase 1 ordinary share in China Smart Asia Limited, which representing 100% equity interest, at a consideration of HK\$93,000,000, which shall be settled and discharged by Delightful Hope in accordance with the time, mode and manner set out under the sale and purchase agreement.

The aggregated consideration of HK\$93,000,000, of which (i) HK\$46,500,000 shall be satisfied by Delightful Hope and Yardley by cash or cashier order upon the completion of acquisition; and (ii) the remaining balance of the consideration in the sum of HK\$46,500,000 shall be settled and discharged by the issuance of the Company’s convertible bonds to the Chinese Strategic Holdings Limited, the ultimate holding company of Rich Best Asia, and as follows, (i) the Convertible bonds A (“CB-III”) in the principal amount of HK\$23,000,000; and (ii) the Convertible bonds B (“CB-IV”) in the principal amount of HK\$23,500,000 upon the completion of acquisition.

Upon exercise of conversion rights attaching to the CB-III and CB-IV, 92,000,000 and 94,000,000 new shares shall be issued.

31. 可換股債券（「可換股債券」） （續）

(c) 可換股債券三及可換股債券四

於二零一五年五月二十九日，本公司附屬公司希愉有限公司（「希愉」）、希愉的非控股股東溢利財富管理有限公司（「溢利」）與本集團股東擁有的實體Rich Best Asia Limited訂立買賣協議，據此，Rich Best Asia Limited（「Rich Best Asia」）已同意出售，而希愉已同意購買華杰亞洲有限公司的1股普通股，代價為93,000,000港元，並將由希愉根據買賣協議所載列的時間、模式及方法結付及清償。

總代價為93,000,000港元，其中 (i) 46,500,000港元須由希愉及溢利於收購事項完成後以現金或銀行本票支付；及(ii)代價餘額合共為46,500,000港元，須由本公司於收購事項完成時向Rich Best Asia最終控股公司華人策略控股有限公司發行(i)本金額為23,000,000港元的可換股債券（「可換股債券三」）；及(ii)本金額為23,500,000港元的可換股債券四（「可換股債券四」）作結付及清償。

於可換股債券三及可換股債券四附帶之換股權獲行使後，92,000,000股及94,000,000股新股份將予以發行。

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31. CONVERTIBLE BONDS (“CBS”) (continued)

(c) Convertible bonds III and Convertible bonds IV (continued)

The completion of the acquisition involving the issue of CB-III and CB-IV as a consideration took place on 20 August 2015. Details of acquisition were disclosed in note 40(b).

Transaction costs directly attributable to issue of the CB-III and CB-IV amounted to approximately HK\$702,000 are allocated to liability and equity components on initial recognition.

As disclosed in the Company’s circular dated 27 July 2015 (the “Circular-II”), the principal terms of the CB-III and CB-IV are as follows:

	CB-III 可換股債券三	CB-IV 可換股債券四
Principal amount: 本金額：	HK\$23 million 23百萬港元	HK\$23.5 million 23.5百萬港元
Conversion price: 換股價：	HK\$0.25 0.25港元	HK\$0.25 0.25港元
Interest: 利息：	The Convertible Bonds shall not bear any interest. 可換股債券並無任何利息。	The Convertible Bonds shall not bear any interest. 可換股債券並無任何利息。
Maturity date: 到期日：	31 March 2017 二零一七年三月三十一日	30 September 2018 二零一八年九月三十日

31. 可換股債券（「可換股債券」） （續）

(c) 可換股債券三及可換股債券四 （續）

涉及發行可換股債券三及可換股債券四作為代價的收購事項於二零一五年八月二十日完成。有關收購事項的詳情披露於附註40(b)。

發行可換股債券三及可換股債券四應佔直接交易成本約702,000港元於初始確認時分配至負債及權益部分。

誠如本公司日期為二零一五年七月二十七日之通函（「通函二」）所披露，可換股債券三及可換股債券四的主要條款如下：

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31. CONVERTIBLE BONDS (“CBS”) (continued)

(c) Convertible bonds III and Convertible bonds IV (continued)

31. 可換股債券（「可換股債券」） （續）

(c) 可換股債券三及可換股債券四 （續）

CB-III

可換股債券三

CB-IV

可換股債券四

Transferability:

Subject to compliance with the GEM Listing Rules and regulatory requirements, the convertible bonds may be transferred to any person provided that where the convertible bonds is intended to be transferred to a connected person (as defined in the GEM Listing Rules) (other than the associates of the holders of the convertible bonds), such transfer shall comply with the requirements under the GEM Listing Rules and/or requirements imposed by the Stock Exchange, if any. Any transfer of the convertible bonds shall be in respect of the whole or any part (in multiples of HK\$500,000) of the outstanding principal amount of the convertible bonds.

可轉讓性：

於遵守創業板上市規則及監管規定的情況下，可換股債券可轉讓予任何人士，惟倘可換股債券擬轉讓予一名關連人士（定義見創業板上市規則）（可換股債券持有人之聯繫人除外），有關轉讓須符合創業板上市規則之規定及／或聯交所施加之規定（如有）。可換股債券之任何轉讓須為可換股債券尚未贖回本金額的全部或任何部分（500,000港元之倍數）。

Conversion

Each holder of the CB-III and CB-IV shall have the right, exercisable during the Conversion Period (as defined in the Circular-II) to convert the whole or any part (in multiples of HK\$500,000) of the outstanding principal amount of the CB-III and CB-IV held by such holder of CB-III and CB-IV into such number of conversion shares as will be determined by dividing the principal amount of the CB-III and CB-IV to be converted by the conversion price in effect on the date of conversion. No fraction of a Share shall be issued on conversion of the CB-III and CB-IV. The Company shall pay a cash amount in HK\$ equal to such amount of CB-III and CB-IV that are not converted.

轉換

每位可換股債券三及可換股債券四持有人有權於換股期（定義見通函二）將該名可換股債券三及可換股債券四持有人持有的可換股債券三及可換股債券四的全部或任何部分（500,000港元之倍數）尚未贖回本金額轉換為一定數目的換股股份，該數目會按將予轉換的可換股債券三及可換股債券四本金額除以轉換當日有效的換股價釐定。概不得就轉換可換股債券三及可換股債券四而發行碎股。本公司須以港元支付相等於未獲轉換之可換股債券三及可換股債券四金額之現金金額。

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31. CONVERTIBLE BONDS (“CBS”) (continued)

(c) Convertible bonds III and Convertible bonds IV (continued)

Redemption

All CB-III and CB-IV which have not been redeemed or converted in accordance with the terms and conditions of the CB-III and CB-IV instruments by their maturity dates shall be redeemed by the Company on their maturity dates at a redemption amount equal to 100% of the principal amount of such CB-III and CB-IV.

The CB-III & CB-IV contains the following components that are required to be separately accounted for:

- (i) Liability component for the CB-III & CB-IV represents the present value of the contractually determined stream of future cash flows discounted at the rate of interest at the date of issue with reference to the market rate for instruments of comparable credit status taking into account the credit risk of the Company as well as the amount of the CB-III & CB-IV without conversion option, plus allocated transaction costs. The effective interest rate of the liability component for CB-III and CB-IV is 8.82% and 9.27%, respectively.
- (ii) Equity component represents the difference between the fair values of the CB-III & CB-IV and the fair values assigned to the liability components less allocated transaction costs. The fair values of the entire CB-III & CB-IV is HK\$23,000,000 and HK\$23,500,000 respectively, are valued by Asset Appraisal.

31. 可換股債券（「可換股債券」） （續）

(c) 可換股債券三及可換股債券四 （續）

贖回

所有於到期日前尚未根據該等可換股債券三及可換股債券四文據之條款及條件贖回或轉換之可換股債券三及可換股債券四須由本公司於該等到期日按相等於該等可換股債券三及可換股債券四本金額100%之贖回金額由本公司贖回。

可換股債券三及可換股債券四包含以下須獨立入賬之部分：

- (i) 可換股債券三及可換股債券四之負債部分指按發行日之利率貼現之合約釐定未來現金流現值，當中經參考信貸狀況可資比較的工具之市場利率，並計及本公司之信貸風險以及並無換股權的可換股債券三及可換股債券四數目，再加上獲分配交易成本。可換股債券三及可換股債券四負債部分之實際利率分別為8.82%及9.27%。
- (ii) 權益部分指可換股債券三及可換股債券四之公平值與分配予負債部分之公平值之差額減已分攤交易成本。可換股債券三及可換股債券四的全部公平值分別為23,000,000港元及23,500,000港元乃由中誠達所估值。

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31. CONVERTIBLE BONDS (“CBS”) (continued)

(d) The movements of the CBs are set out below:

31. 可換股債券（「可換股債券」） （續）

(d) 可換股債券之變動載列如下：

		Liability component 負債部分 HK\$'000 千港元	Equity component 權益部分 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2014	於二零一四年一月一日	4,806	29,651	34,457
Interest paid	已付利息	(2,177)	–	(2,177)
Issue of CB-II	發行可換股債券二	11,977	7,671	19,648
Effective interest expense (Note 8)	實際利息支出（附註8）	2,364	–	2,364
At 31 December 2014	於二零一四年 十二月三十一日	16,970	37,322	54,292
Interest paid	已付利息	(2,391)	–	(2,391)
Conversion of CB-I	兌換可換股債券一	(1,524)	(21,056)	(22,580)
Issue of CB-III and CB-IV	發行可換股債券三及 可換股債券四	37,146	8,652	45,798
Effective interest expense (Note 8)	實際利息支出（附註8）	3,947	–	3,947
At 31 December 2015	於二零一五年 十二月三十一日	54,148	24,918	79,066
			Liability component 負債部分 HK\$'000 千港元	
Classification of convertible bonds:	可換股債券之分類：			
Current	即期			751
Non-current	非即期			53,397
				54,148

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32. DEFERRED TAXATION

The followings are the major deferred tax liabilities (assets) recognised and movements thereon during the current and prior reporting periods:

		Accelerated tax depreciation	Fair value changes of investment properties	Total
		加速稅項折舊	投資物業的 公平值變動	總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 January and 31 December 2014	於二零一四年一月一日及 十二月三十一日	-	-	-
Arising from acquisition of subsidiary (Note 40(b))	自收購附屬公司產生(附註40(b))	1,059	19,957	21,016
(Credited) charged to consolidated statement of profit or loss and other comprehensive income for the year	年度綜合損益及其他全面收益表 (抵免)支出	(22)	2,885	2,863
At 31 December 2015	於二零一五年十二月三十一日	1,037	22,842	23,879

At the end of the reporting period, the Group has unused tax losses of approximately HK\$125,461,000 (2014: HK\$81,892,000) available for offsetting against future profits. No deferred tax has been recognised in respect of such losses (2014: nil) due to the unpredictability of future profit streams. The losses may be carried forward indefinitely.

At the end of the reporting period, the Group has deductible temporary differences of approximately HK\$664,000 (2014: HK\$2,312,000). No deferred tax asset has been recognised in respect of such deductible temporary difference as it is not probable that taxable profit will be available against which the deductible temporary differences can be utilised.

32. 遞延稅項

以下為本報告期間及過往報告期間主要已確認遞延稅項負債(資產)及有關變動:

於報告期末，本集團擁有可用作抵銷未來溢利的尚未動用稅項虧損約125,461,000港元(二零一四年: 81,892,000港元)。由於未能預測未來溢利流，故概無遞延稅項已就該等虧損(二零一四年: 零)予以確認。虧損可無限期地結轉。

於報告期末，本集團的可扣減暫時差額約為664,000港元(二零一四年: 2,312,000港元)。由於不大可能有應課稅溢利可動用與可扣減暫時差額抵銷，故並無就可扣減暫時差額確認遞延稅項資產。

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33. SHARE CAPITAL

33. 股本

		Nominal value per share 每股面值 HK\$ 港元	Number of shares 股份數目	Amount 金額 HK\$'000 千港元
Authorised ordinary shares:	法定普通股：			
At 1 January 2014	二零一四年一月一日	0.02	4,130,434,785	82,609
Increase in authorised shares (Note a)	法定股份增加(附註a)	0.02	5,000,000,000	100,000
At 31 December 2014 and 1 January 2015 and 31 December 2015	於二零一四年十二月 三十一日及二零一五年 一月一日及二零一五年 十二月三十一日	0.02	9,130,434,785	182,609
Issued and fully paid ordinary shares:	已發行及已繳足普通股：			
At 1 January 2014	於二零一四年一月一日	0.02	1,758,865,060	35,177
Placing of new shares (Note b)	配售新股(附註b)	0.02	800,000,000	16,000
At 31 December 2014 and 1 January 2015	二零一四年十二月三十一日及 二零一五年一月一日	0.02	2,558,865,060	51,177
Issue of shares upon acquisition of an investment property (Note c)	收購一項投資物業後 發行股份(附註c)	0.02	62,800,000	1,256
Placing of new shares (Note d)	配售新股(附註d)	0.02	629,000,000	12,580
Issue of shares in consideration for the acquisition of a subsidiary (Note e)	發行股份作為收購一間 附屬公司之代價 (附註e)	0.02	53,040,000	1,061
Issue of shares upon conversion of convertible bonds (Note f)	可換股債券獲兌換 而發行股份(附註f)	0.02	1,225,000,000	24,500
At 31 December 2015	二零一五年十二月三十一日	0.02	4,528,705,060	90,574
Authorised convertible preference shares:	法定可換股優先股：			
At 1 January 2014, 31 December 2014 and 31 December 2015 (Note a)	於二零一四年一月一日、 二零一四年十二月三十一日及 二零一五年十二月三十一日 (附註a)	0.1	173,913,043	17,391
Issued and fully paid convertible preference shares:	已發行及已繳足的可換股優先股：			
At 1 January 2014, 31 December 2014 and 31 December 2015	於二零一四年一月一日、 二零一四年十二月三十一日及 二零一五年十二月三十一日	0.1	-	-

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33. SHARE CAPITAL (continued)

Notes:

- (a) At the extraordinary general meeting of the Company held on 7 March 2014, special resolution was passed to increase the authorised share capital of the Company to HK\$100,000,000 consisting of (i) HK\$82,608,696 divided into 4,130,434,785 ordinary shares with par value of HK\$0.02 each, of which 1,758,865,060 ordinary shares have been issued and allotted as fully paid or credited as fully paid; and (ii) HK\$17,391,304 being the nominal value of the convertible preference shares of the Company, to HK\$200,000,000 (divided into 9,130,434,785 ordinary shares and 173,913,043 convertible preference shares of the Company at par values of HK\$0.02 and HK\$0.10 respectively) by the creation of an additional 5,000,000,000 authorised ordinary shares of HK\$0.02 each.
- (b) On 13 December 2013, the Company and Ping An of China Securities (Hong Kong) Company Limited and FT Securities Limited (collectively, the "Co-Placing Agents") entered into the co-placing agreement, pursuant to which the Company has conditionally agreed to place, through the Co-Placing Agents on a best effort basis a maximum of 800,000,000 placing shares of the Company at a placing price of HK\$0.188 per placing share (the "2014 Placing").

The gross proceeds from the 2014 Placing were HK\$150,400,000. The net proceeds after deducting the placing commission and other related expenses were approximately HK\$145,000,000. The relevant resolution was passed at the Company's special general meeting on 7 March 2014. The completion of the 2014 Placing took place on 25 March 2014. Further details of the 2014 Placing are set out in the Company's announcements dated 13 December 2013, 7 March 2014 and 25 March 2014 and the circular of the Company dated 19 February 2014.

33. 股本 (續)

附註：

- (a) 於本公司在二零一四年三月七日舉行的股東特別大會上，一項特別決議案獲通過，藉此透過增發5,000,000,000股每股面值0.02港元的法定普通股，將本公司法定股本由100,000,000港元（當中包括(i) 82,608,696港元，分為4,130,434,785股每股面值為0.02港元的普通股（其中1,758,865,060股普通股為已發行及配發之繳足或入賬列為繳足之股份）；及(ii)本公司可換股優先股面值17,391,304港元）增至200,000,000港元（分為9,130,434,785股普通股及173,913,043股本公司可換股優先股份，面值分別為0.02港元及0.10港元）。
- (b) 於二零一三年十二月十三日，本公司與中國平安證券（香港）有限公司及富通證券有限公司（統稱為「共同配售代理」）訂立共同配售協議，據此本公司已有條件同意透過共同配售代理盡最大努力按配售價每股配售股份0.188港元配售最多800,000,000股配售股份（「二零一四年配售事項」）。

二零一四年配售事項之所得款項總額約為150,400,000港元。經扣除配售佣金及其他相關開支後，所得款項淨額約為145,000,000港元。有關決議案已於二零一四年三月七日的本公司股東特別大會上獲通過。二零一四年配售事項於二零一四年三月二十五完成。有關二零一四年配售事項的更多詳情載於本公司日期為二零一三年十二月十三日、二零一四年三月七日及二零一四年三月二十五日之公佈，以及本公司日期為二零一四年二月十九日之通函。

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33. SHARE CAPITAL (continued)

Notes: (continued)

- (c) On 12 January 2015, a subsidiary of the Company entered into a sale and purchase agreement with an independent third party for the purchase of an investment property located in the PRC at consideration of RMB10,322,000, equivalent to approximately HK\$12,902,000 and was settled by allotment and issuance of 62,800,000 ordinary shares HK\$0.02 each of the Company at a market price of HK\$0.222 per share. Details of the acquisition are set in note 17(a).
- (d) On 15 June 2015, the Company and Sun International Securities Limited (the "Placing Agent") entered into the placing agreement, pursuant to which the Company has conditionally agreed to place, through the Placing Agent on a best effort basis a maximum of 629,000,000 ordinary shares of the Company at a placing price of HK\$0.2 per placing share (the "2015 Placing").

The gross proceeds from the 2015 Placing were HK\$125,800,000. The net proceeds after deducting the placing commission and other related expenses were approximately HK\$124,542,000. The relevant resolution was passed at the Company's special general meeting on 15 June 2015. The completion of the 2015 Placing took place on 2 July 2015. Further details of the 2015 Placing are set out in the Company's announcements dated 15 June 2015 and 2 July 2015.

33. 股本 (續)

附註: (續)

- (c) 於二零一五年一月十二日,本公司附屬公司與一名獨立第三方訂立買賣協議,藉以購買一項位於中國的投資物業,代價約為人民幣10,322,000元(相當於約12,902,000港元),並以按市價每股0.222港元配發及發行62,800,000股本公司每股面值為0.02港元的普通股以作償付。有關收購事項的詳情載於附註17(a)。
- (d) 於二零一五年六月十五日,本公司與太陽國際證券有限公司(「配售代理」)訂立配售協議,據此本公司已有條件地同意透過共同配售代理盡最大努力按配售價每股配發股份0.2港元配發最多629,000,000股本公司普通股(「二零一五年配售事項」)。

二零一五年配售事項的所得款項總額為125,800,000港元。經扣除配售佣金及其他相關開支後,所得款項淨額約為124,542,000港元。相關決議案於二零一五年六月十五日的本公司股東特別大會上獲通過。二零一五年配售事項於二零一五年七月二日完成。有關二零一五年配售事項的詳情載於本公司日期為二零一五年六月十五日及二零一五年七月二日之公佈。

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33. SHARE CAPITAL (continued)

Notes: (continued)

- (e) On 28 October 2015, Fantastic Alliance Investments Limited ("Fantastic Alliance"), a subsidiary of the Company, the Company and Hexin Limited ("Hexin") entered into a sale and purchase agreement pursuant to which Hexin has agreed to sell and Fantastic Alliance has agreed to purchase 35,000 ordinary share in YIHE, representing 70% of the entire issued share capital, at a consideration in the sum of up to HK\$68,544,000, which shall be settled and discharged by allotment and issuance of consideration shares at the price of HK\$0.168 per consideration share (i.e. 408,000,000 ordinary shares to be issued upon the condition as stated in the sale and purchase agreement have been satisfied).

During the year ended 31 December 2015, 53,040,000 shares of the Company with par value of HK\$0.02 each were issued at a market price of HK\$0.156 per share. Details of acquisition were disclosed in note 40(b).

- (f) During the year ended 31 December 2015, CB-I with principal amount of HK\$24,500,000 was converted into 1,225,000,000 ordinary shares of the Company at par at the conversion price of HK\$0.02 per ordinary share.
- (g) All new shares rank pari passu with other shares in issue in all respects.

33. 股本 (續)

附註：(續)

- (e) 於二零一五年十月二十八日，本公司附屬公司Fantastic Alliance Investments Limited (「Fantastic Alliance」)、本公司及合欣(香港)有限公司(「合欣」)訂立買賣協議，據此，合欣已同意出售而Fantastic Alliance已同意購買35,000股宜合的普通股(佔全部已發行股本之70%)，代價合共最高為68,544,000港元，將以按每股代價股份0.168港元配發及發行代價股份(即於買賣協議所載條件獲達成後予以發行408,000,000股普通股)而清償及解除。

截至二零一五年十二月三十一日止年度，53,040,000股本公司每股面值為0.2港元之股份已按每股0.156港元之市價發行。有關收購事項的詳情披露於附註40(b)。

- (f) 截至二零一五年十二月三十一日止年度，本金額為24,500,000港元的可換股債券已按換股價每股普通股0.02港元兌換為1,225,000,000股本公司普通股。
- (g) 所有新股份於所有方面均與其他已發行股份享有同等地位。

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34. CAPITAL RISK MANAGEMENT

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

The capital structure of the Group consists of net debts, which includes loan from non-controlling interests and the liability component of convertible bonds as disclosed in notes 30 and 31 respectively, and bank borrowing as disclosed in note 29, net of cash and cash equivalents and equity attributable to owners of the Company, comprising issued share capital and reserves.

The directors of the Company review the capital structure on a regular basis. As part of this review, the directors of the Company consider the cost of capital and the risks associated with each class of capital. Based on the recommendations of the directors of the Company, the Group will balance its overall capital structure through the new share issues as well as the issue of new debt or the redemption of existing debts.

34. 資本風險管理

本集團管理其資本乃為確保本集團實體將可持續經營，並透過債務及權益之優化，為股東帶來最大回報。本集團之整體策略與去年相比仍維持不變。

本集團之資本架構分別由債務淨額（包括來自非控股股東權益的貸款及可換股債券的負債部分（分別於附註30及31披露）及銀行借款（於附註29披露））、並經扣除現金及現金等值以及本公司擁有人應佔權益，包括已發行股本及儲備。

本公司董事定期檢討其資本架構。是次檢討之其中一部分為本公司董事考慮資金成本及與各項資金類別相關之風險。根據本公司董事之推薦意見，本集團將透過發行新股發行及新增債務，或贖回現有債務而平衡其整體資本結構。

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35. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

35. 金融工具

(a) 金融工具之類別

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Financial assets	金融資產		
Loans and receivables (including cash and cash equivalents)	貸款及應收款項 (包括現金及現金等值)	73,542	49,356
Financial assets at FVTPL – held-for-trading – designated as at FVTPL	按公平值計入損益之金融資產 – 持作買賣 – 指定為按公平值計入損益	34,022 –	16,780 5,189
		34,022	21,969
Financial liabilities	金融負債		
Financial liabilities at FVTPL – contingent consideration payable	按公平值計入損益的公融負債 – 應付或然代價	13,165	–
Other financial liabilities (at amortised cost)	其他金融負債 (按攤銷成本列值)	76,453	29,572

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35. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies

The Group's major financial instruments include available-for-sale investments, loan to non-controlling interests, trade and other receivables, loan receivables, financial assets at FVTPL, bank balances and cash, trade and other payables, amount due to non-controlling interests, bank borrowing and convertible bonds. Details of the financial instruments are disclosed in respective notes. The risks associated with these financial instruments of includes market risk (currency risk, interest rate risk and price risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The directors of the Company manage and monitor these exposures to ensure appropriate measures are implemented on a timely and effective manner.

35. 金融工具 (續)

(b) 金融風險管理目標及政策

本集團的主要金融工具包括可供出售投資、向非控股股東權益作出貸款、應收賬款及其他應收賬款、應收貸款、按公平值計入損益的金融資產、銀行結餘及現金、應付賬款及其他應付款項、應付非控股股東權益款項、銀行借款及可換股債券。有關金融工具的詳情披露於相關附註。與該等金融工具相關之金融風險包括市場風險（貨幣風險、利率風險及其他價格風險）、信貸風險及流動資金風險。有關如何減輕該等風險之政策載於下文。本公司董事對該等風險進行管理及監控，以確保及時有效地實施適當之措施。

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35. FINANCIAL INSTRUMENTS (continued)

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

Market risk

(i) *Currency risk*

The Group has certain subsidiaries operate in the PRC and Taiwan, and the functional currency of these subsidiaries established in the PRC and Taiwan are RMB and NTD respectively. The RMB is not freely convertible into other currencies however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through authorised banks to conduct foreign exchange business.

The Group currently does not have a foreign currency hedging policy. However, management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

35. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

市場風險

(i) *貨幣風險*

本集團有若干附屬公司於中國及台灣經營，而該等於中國及台灣成立的附屬公司之功能貨幣分別為人民幣及新台幣。人民幣不能自由兌換成其他貨幣。然而，根據中國內地《外匯管理條例》及《結匯、售匯及付匯管理規定》，本集團可透過獲授權經營外匯業務之銀行將人民幣兌換成其他貨幣。

本集團目前並無外幣對沖政策。然而，管理層會監察外匯風險，並會於有需要時考慮對沖重大外幣風險。

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35. FINANCIAL INSTRUMENTS (continued)

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

Market risk (continued)

(i) Currency risk (continued)

The carrying amounts of the Group's foreign currency denominated monetary assets, including bank balances and other receivables, and monetary liabilities including trade and other payables at the end of the reporting period are as follows:

		Assets 資產		Liabilities 負債	
		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
RMB	人民幣	19,860	-	-	-
NTD	新台幣	-	11,411	46	2,902
EUR	歐元	4,596	-	-	-

The Group is mainly exposed to RMB, NTD and EUR.

本集團主要面臨人民幣、新台幣及歐元的風險。

35. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

市場風險 (續)

(i) 貨幣風險 (續)

本集團以外幣為單位的貨幣性資產 (包括銀行結餘及其他應收款項) 及貨幣性負債 (包括應付賬款及其他應付款項) 於報告期末之賬面值如下:

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35. FINANCIAL INSTRUMENTS (continued)

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

Market risk (continued)

(i) Currency risk (continued)

The following table details the Group's sensitivity to a 5% (2014: 5%) change in Hong Kong dollars against the respective foreign currencies. 5% (2014:5%) is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items, and adjusts their translation at the end of the reporting period for a 5% (2014: 5%) change in foreign currency rates. A positive number below indicates a decrease in post-tax loss where Hong Kong dollars weaken against the respective foreign currencies. For a 5% (2014: 5%) strengthening of Hong Kong dollars against the relevant currency, there would be an equal and opposite impact on the post-tax loss and the balances below would be negative.

35. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

市場風險 (續)

(i) 貨幣風險 (續)

下表詳列本集團對港元兌相關外幣的匯率升值5% (二零一四年: 5%) 的敏感度。該5%波動乃向集團內部的主要管理人員匯報外幣風險時所使用的比率, 並代表管理層對外幣匯率可能出現合理變動的評估。敏感度分析僅包括以外幣計值之尚未支付貨幣項目, 並於報告期末時以外幣匯率變數5% (二零一四年: 5%) 作匯兌調整。下文正數數字反映港元兌有關外幣貶值時, 稅後虧損則會減少。倘港元兌相關貨幣的匯率升值5% (二零一四年: 5%), 則會對除稅後虧損構成同等及相反的影響, 而下列結餘將會負數。

	RMB impact		NTD impact		EUR impact	
	人民幣影響		新台幣影響		歐元影響	
	2015	2014	2015	2014	2015	2014
	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
Decrease in post-tax loss 除稅後虧損減少	829	-	(2)	355	192	-

35. FINANCIAL INSTRUMENTS (continued)

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

Market risk (continued)

(ii) Interest rate risk

The Group is exposed to fair value interest rate risk in relation to fixed-rate loan receivables and the liability component of convertible bonds as set out in Notes 23 and 31, respectively. The Group is also exposed to cash flow interest rate risk in relation to its variable-rate bank balances as detailed in Note 25 and bank borrowing as detailed in Note 29. The Group currently does not have an interest rate hedging policy. However, the management monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arise.

For both 2014 and 2015, in view of the prevailing market saving interest rate for bank balance is low, in the opinion of the directors, the Group's exposures to interest rates risk are minimal, therefore no sensitivity analysis is presented.

Sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to interest rates for the bank borrowing at the end of the reporting period. The analysis is prepared assuming the bank borrowing outstanding at the end of the reporting period were outstanding for the whole year. A 100 basis point (2014: N/A) increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

35. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

市場風險 (續)

(ii) 利率風險

本集團就分別於附註23及31所載定息應收貸款及可換股債券的負債部分面臨公平值利率風險。本集團亦就其於附註25詳述之浮息銀行結餘及附註29詳述之銀行借款面臨現金流利率風險。本集團目前並無利率對沖政策。然而，管理層會監察利率風險，並會於有需要時考慮對沖重大利率風險。

於二零一四年及二零一五年，鑑於銀行結餘的現行市場儲蓄利率低，故董事認為，本集團面臨的利率風險極微，故並無呈列敏感度分析。

敏感度分析

以下敏感度分析乃根據銀行借款於報告期末的利率風險釐定。有關分析乃假設於報告期末未償還的銀行借款在整個年度均未償還而編製。上升或下降100個基點乃用於向主要管理人員內部匯報利率風險(二零一四年：不適用)，並代表管理層對利率合理可能變動作出的評估。

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35. FINANCIAL INSTRUMENTS (continued)

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

Market risk (continued)

(ii) Interest rate risk (continued)

Sensitivity analysis (continued)

If interest rates had been 100 basis points higher/lower and all other variables were held constant, the Group's post-tax loss for the year ended 31 December 2015 would increase/decrease by approximately HK\$79,000. This is mainly attributable to the Group's exposure to interest rates on its variable-rate bank borrowings.

(iii) Price risk

The Group is exposed to price risk through its held for trading investments. The management manages this exposure by maintaining the investment with appropriate risk level. In addition, price risk was monitored by the management of the Group who will consider hedging the risk exposure should the need arise.

If the price of respective equity instruments held had been 10% (2014: 10%) higher/lower:

- Post-tax loss for the year would decrease/increase by approximately HK\$2,841,000 (2014: HK\$1,834,000) as a result of the changes in fair value of held for trading investments.

The Group's sensitivity to held-for-trading investments has not changed significantly from the prior year.

35. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

市場風險 (續)

(ii) 利率風險 (續)

敏感度分析 (續)

倘利率上升/下降100個基點，而所有其他變數維持不變，則本集團截至二零一五年十二月三十一日止年度的除稅後虧損將增加/減少約79,000港元。此乃主要來自本集團就其浮息銀行借款面臨的利率風險。

(iii) 價格風險

本集團通過其持作買賣之投資面臨價格風險。管理層通過維持適當風險水平的投資管理該風險。此外，價格風險由本集團管理層監察，其將於需要時考慮對沖價格風險。

倘所持相關股本證券之價格高於/低於10% (二零一四年：10%)：

- 由於持作買賣投資之公平值有所變動，故本年度除稅後虧損將減少/增加約2,841,000港元 (二零一四年：1,834,000港元)。

本集團對持作買賣投資之敏感度與去年比較並無重大變動。

35. FINANCIAL INSTRUMENTS (continued)

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

Credit risk

As at 31 December 2015, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties is arising from the carrying amount of the respective recognised financial assets, mainly deposit paid for operating right, trade and other receivables and bank balances, as stated in the consolidated statement of financial position.

For trade and other receivables, in order to minimise the credit risk, the management of the Company 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 (including trade and other receivables). In addition, the Group reviews the recoverable amount of each individual trade debt at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

For loan receivables, the Group's management manages and analyses the credit risk for each of their new and existing customers before standard payment terms and conditions are offered. The management assesses the collateral and credit quality of each customer based on customer's background information, financial position, past experience and relevant factors. The Group also reviews from time to time the financial position of the customers.

35. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

信貸風險

誠如綜合財務狀況表所述，於二零一五年十二月三十一日，本集團由於對手方未能履行責任而面臨將導致本集團財務虧損之最大風險乃由各已確認金融資產（主要為已付經營權按金、應收賬款及其他應收款項以及銀行結餘）之賬面值而產生。

就應收賬款及其他應收款項而言，為將信貸風險降至最低，本公司管理層已授權一支團隊負責確定信貸限額、信貸審批及其他監管程序，以確保採取後續程序以收回逾期債務（包括應收賬款及其他應收款項）。此外，本集團於每一報告期期末審查每項個別貿易債務之可收回金額以確保就不可收回金額作出適當減值虧損。就此而言，本公司董事認為，本集團信貸風險已大幅降低。

就應收貸款而言，於提供標準支付條款及條件之前，本集團管理層會管理及分析新增及現有客戶各自的信貸風險。管理層基於客戶的背景資料、財務狀況、過往經驗及相關因素評估各個客戶的抵押及信貸質素。本集團亦會不時檢討客戶的財務狀況。

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35. FINANCIAL INSTRUMENTS (continued)

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

Credit risk (continued)

As at 31 December 2015, the Group's concentration of credit risk by geographical locations is mainly in Hong Kong, which accounted for 100% (2014: 100%) of the total trade receivables.

As at 31 December 2015, the Group has concentration of credit risk as 80% (2014: 80%) and 96% (2014: 100%) of the total trade receivables were due from the Group's largest customer and five largest customers respectively, all within one-stop value chain services (2014: all within the health care services and one-stop value chain services).

As at 31 December 2015, the Group has concentration of credit risk as 23% (2014: 100%) and 83% (2014: 100%) of the total loan receivables were due from the Group's largest borrower and five largest borrowers respectively.

35. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

信貸風險 (續)

於二零一五年十二月三十一日，本集團按地區劃分的信貸風險主要集中在於香港，佔應收賬款總額的100% (二零一四年：100%)。

於二零一五年十二月三十一日，由於本集團最大客戶及五大客戶 (均屬於醫療保健服務分類及一站式價值鏈服務 (二零一四年：均屬於醫療保健服務及一站式價值鏈服務)) 分別結欠應收賬款總額之80% (二零一四年：80%) 及96% (二零一四年：100%)，故本集團面臨集中信貸風險。

於二零一五年十二月三十一日，由於本集團最大借款人及五大借款人分別結欠應收貸款總額之23% (二零一四年：100%) 及83% (二零一四年：100%)，故本集團面臨集中信貸風險。

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35. FINANCIAL INSTRUMENTS (continued)

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

Credit risk (continued)

However, the directors of the Company consider the credit risk is under control since the directors of the Company exercise due care in granting credit and check the financial background of these debtors on a regular basis.

The credit risk on liquid funds is limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies.

For the credit risk on the deposit paid for operating right, the directors of the Company considered that the credit risk is minimal.

Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the directors of the Company to finance the Group's operations and mitigate the effects of fluctuations in cash flows.

The Group is exposed to liquidity risk as the Group had continuously incurring operating losses. The liquidity of the Group primarily depends on the future funding being available and the ability of the Group to meet its financial obligations as they fall due. Details of which are set out in Note 2.

35. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

信貸風險 (續)

然而，本公司董事認為信貸風險乃受到控制，此乃由於本公司董事審慎授出信貸，並定期檢查該等債務人的財政背景。

由於對手方為國際信貸評級機構授予較高信貸評級之銀行，故流動資金信貸風險有限。

就經營權已付的按金的信貸風險而言，本公司董事認為，信貸風險甚微。

流動資金風險

在流動資金風險管理方面，本集團監管及維持本公司董事認為屬適當之現金及現金等值水平，以為本集團營運提供資金，並減輕現金流波動之影響。

由於本集團持續錄得經營虧損，故本集團面臨流動資金風險。本集團的流動資金主要取決於未來可得的資金以及本集團於到期時履行其財務責任的能力。有關詳情載於附註2。

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35. FINANCIAL INSTRUMENTS (continued)

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

Liquidity risk (continued)

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. Specifically, bank loans with a repayment on demand clause are included in the earliest time band regardless of the probability of the banks choosing to exercise their rights. The maturity dates for other non-derivative financial liabilities are based on the agreed repayment dates.

The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate curve at the end of the reporting period.

35. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

流動資金風險 (續)

下表詳列本集團非衍生金融負債之餘下合約期限。該表乃根據金融負債之非折現現金流基於本集團可能須予以支付之最早日期制訂。具體而言，具有按要還款條文的銀行貸款乃計入最早時間範圍，而不論銀行選擇行使其權利的可能性。其他非衍生金融負債的到期日乃基於協定償還日期。

該表包括利息及現金流量本金額兩者。倘利息流量按浮息計量，則未折現金額按報告期末之利率計算。

		Within 1 year or on demand 一年內或 按要還	More than one year less than two years 多於一年 但少於兩年	More than two years less than five years 多於兩年 但少於五年	Total undiscounted cash flows 非貼現 現金流總額	Carrying amounts 賬面值
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
2015	二零一五年					
Non-derivative financial liabilities	非衍生金融負債					
Trade and other payables	應付賬款及其他應付款項	9,977	-	-	9,977	9,977
Amount due to non-controlling interests	應付非控股股東權益款項	2,012	-	-	2,012	2,012
Loan from non-controlling interests	非控股股東權益貸款	735	-	-	735	735
Bank borrowing	銀行借款	12,777	-	-	12,777	9,581
Convertible bonds	可換股債券	1,521	43,600	23,500	68,621	54,148
		27,022	43,600	23,500	94,122	76,453

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35. FINANCIAL INSTRUMENTS (continued)

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

Liquidity risk (continued)

Bank borrowings with a repayment on demand clause are included in the “within 1 year or on demand” time band in the above maturity analysis. As at 31 December 2015 and 2014, the aggregate undiscounted principle amounts of the bank borrowing amounted to approximately HK\$9,581,000 and nil respectively. Taking into account the Group’s financial position, the directors of the Company do not believe that it is probable that the bank will exercise their discretionary rights to demand immediate repaid. The directors of the Company believe that such bank borrowings will be settled by in accordance with the scheduled repayment dates set out in the loans agreements. At that time, the aggregate principal and interest cash outflows will amount to approximately HK\$12,777,000 (2014: nil).

35. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

流動資金風險 (續)

訂有按要求還款條文的銀行借款計入上述到期分析的「一年內或按要求」的時間範圍。於二零一五年及二零一四年十二月三十一日，銀行借款的未貼現本金總額分別約為9,581,000港元及零。經考慮本集團的財務狀況，本公司董事並不相信，銀行將行使其酬情權要求即時還款。本公司董事相信，該等銀行借款可按照貸款協議所載的已訂還款日期清償。屆時，本金總額及利息現金流出將約為12,777,000港元（二零一四年：零）。

		Within 1 year or on demand 一年內或 按要求償還 HK\$'000 千港元	More than one year less than two years 多於一年 但少於兩年 HK\$'000 千港元	More than two years less than five years 多於兩年 但少於五年 HK\$'000 千港元	Total undiscounted cash flows 非貼現 現金流總額 HK\$'000 千港元	Carrying amounts 賬面值 HK\$'000 千港元
2014	二零一四年					
Non-derivative financial liabilities	非衍生金融負債					
Trade and other payables	應付賬款及其他應付款項	10,814	-	-	10,814	10,814
Amount due to non-controlling interests	應付非控股股東權益款項	1,053	-	-	1,053	1,053
Loan from non-controlling interests	非控股股東權益貸款	-	735	-	735	735
Convertible bonds	可換股債券	2,325	3,487	20,600	26,412	16,970
		<u>14,192</u>	<u>4,222</u>	<u>20,600</u>	<u>39,014</u>	<u>29,572</u>

The amounts included above for variable interest rate instruments for non-derivative financial liabilities are subject to change if changes in variable interest rates differ to those estimates of interest rates determined at the end of the reporting period.

倘浮動利率變動與於報告期末所釐定的估計利率有所不同，則上文所載有關非衍生金融負債的浮動利率工具的金額會予以更改。

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35. FINANCIAL INSTRUMENTS (continued)

(c) Fair value measurements of financial instruments

This note provides information about how the Group determines fair values of various financial instruments.

(i) Fair value of the Group's financial instruments that are measured at fair value on a recurring basis

35. 金融工具 (續)

(c) 金融工具的公平值計量

本附註提供有關本集團為其金融工具釐定公平值的方法之資料。

(i) 本集團定期計量公平值的金融工具之公平值

Financial assets	Fair value as at 31 December 2015	Fair value hierarchy	Valuation technique(s) and key inputs	Significant unobservable inputs	Relationship of key inputs and significant unobservable inputs to fair value
金融資產	於二零一五年十二月三十一日的公平值	公平值等級	估值技巧及主要輸入數據	未能觀察的重大輸入數據	公平值的主要輸入數據與未能觀察的重大輸入數據之間的關係
Listed equity securities					
上市股本證券					
Held-for-trading non-derivative financial assets classified as FVTPL in the consolidated statement of financial position	HK\$34,022,000 (2014: HK\$16,780,000)	Level 1	Quoted bid prices in an active market	N/A	N/A
於綜合財務狀況表中分類為按公平值計入損益之金融資產之持作買賣非衍生金融資產	34,022,000港元 (二零一四年： 16,780,000港元)	第一級	於活躍市場的報價	不適用	不適用

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35. FINANCIAL INSTRUMENTS (continued)

(c) Fair value measurements of financial instruments (continued)

(i) Fair value of the Group's financial instruments that are measured at fair value on a recurring basis (continued)

35. 金融工具 (續)

(c) 金融工具的公平值計量 (續)

(i) 本集團定期計量公平值的金融工具之公平值 (續)

Financial assets	Fair value as at 31 December 2015	Fair value hierarchy	Valuation technique(s) and key inputs	Significant unobservable inputs	Relationship of key inputs and significant unobservable inputs to fair value
金融資產	於二零一五年十二月三十一日的公平值	公平值等級	估值技巧及主要輸入數據	未能觀察的重大輸入數據	公平值的主要輸入數據與未能觀察的重大輸入數據之間的關係
Unlisted debt securities					
非上市債務證券					
Designated as financial assets at FVTPL	HK\$nil (2014: HK\$5,189,000)	Level 3	Discounted cash flow model for the component by reference to the expected cash inflow upon the maturity of the bond (note) (2014: Using Binomial Option Pricing model: by reference to the face value of the bond and its coupon rate and the quoted price of listed equity within the same industry and the market interest rate for determination of option value. The discount rate adopted is ranged from (2014: 12.49% to 16.16%) and discounted cash flow model for the bond component by reference to the expected cash inflow upon the maturity of the bond.)	Expected cash flows (2014: Long term revenue growth rate, taking into account management's experience and knowledge of market conditions of the specific industries)	The lesser the expected cash flows, the lower the fair value (2014: The higher the long term revenue growth rate, the higher the fair value)
指定為按公平值計入損益之金融資產	零港元 (二零一四年: 5,189,000港元)	第三級	該部分的已貼現現金流模式，乃經參考債券到期時的預期現金流入。(附註)(二零一四年:採用二項式期權定價模型;經參考債券的面值及其息率、業內同行上股票報價及用於釐訂期權價值的市場利率。所採納的折現率介乎(二零一四年: 12.49%至16.16%)及以貼現現金流模式對於債券部分參考於債券到期後之預期現金流入。)	預期現金流(二零一四年:長期收入成長率,考慮到管理層對於特定行業的市場情況的經驗及知識)	預期現金流越少,則公平值越低(二零一四年:長期收入成長率越高則公平值越高。)

Note: Due to the convertible bond issuer is suffered from a significant financial difficulty and there is no forecast cash flow to enable the application of Binomial Option Pricing model with reference to discounted cash flow model. Accordingly, the adjusted net assets method is adopted.

附註: 由於可換股債券發行人出現重大財務困難,且概無現金流量預測可應用於經參考經貼現現金流模式的二項式期權定價模式。因此,經調整淨資產法已獲採納。

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35. FINANCIAL INSTRUMENTS (continued)

(c) Fair value measurements of financial instruments (continued)

(i) Fair value of the Group's financial instruments that are measured at fair value on a recurring basis (continued)

As at 31 December 2015, the management of the Group anticipated that, based on the expected business operation level of Fuyu, the probability of the triggering event to happen for the year ending 31 December 2016 would be low, besides, the fair value of the Profit Guarantee as at 31 December 2015 has been performed by the valuer not connected with the Group, the fair value of the Profit Guarantee as at 31 December 2015 is nil (2014: nil). The fair value estimates are based on the actual profit in the past and profit forecast in 2016. This is a level 3 fair value measurement.

During the year ended 31 December 2015, a contingent consideration was incurred upon acquisition of YIHE Group (Note 40(b)). The fair value of the contingent consideration arrangement of approximately HK\$14,164,000 as at completion of acquisition was estimated by applying the income approach. The fair value estimates are based on the volatility of the Company's shares ranged from 36.8% to 41.3% and assumed that YIHE has reached the net profit of less than HK\$7,000,000 for each of the three years ending 31 December 2016, 2017 and 2018 respectively. This is a level 3 fair value measurement.

35. 金融工具 (續)

(c) 金融工具的公平值計量 (續)

(i) 本集團定期計量公平值的金融工具之公平值 (續)

於二零一五年十二月三十一日，本集團管理層預期，根據扶余的預期業務經營水平，於截至二零一六年十二月三十一日止年度發生觸發事件之概率較低。此外，於二零一五年十二月三十一日之溢利保證公平值已由與本集團概無關連的估值師進行估值，於二零一五年十二月三十一日，溢利保證公平值為零（二零一四年：零）。公平值估計乃基於過往實際溢利及二零一六年的溢利預測。此乃第三級別的公平值計量。

於截至二零一五年十二月三十一日止年度，收購宜合集團（附註40(b)）產生或然代價。或然代價安排於收購完成時的公平值約14,164,000港元乃採用收入法估計。公平值估計乃基於本公司股份介乎36.8%至41.3%的波幅並假設宜合於截至二零一六年、二零一七年及二零一八年十二月三十一日止三個年度各年的純利分別少於7,000,000港元。此為第三級別公平值計量。

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35. FINANCIAL INSTRUMENTS (continued)

(c) Fair value measurements of financial instruments (continued)

(i) Fair value of the Group's financial instruments that are measured at fair value on a recurring basis (continued)

As at 31 December 2015, there was a gain on fair value of contingent consideration of approximately HK\$999,000 recognised in profit or loss for the contingent consideration arrangement, as the price per share of the Company's share has been decreased as at 31 December 2015. The fair value of the contingent consideration as at 31 December 2015 is approximately HK\$13,165,000 (2014: nil).

Note: There were no transfers between levels of fair value hierarchy in the current reporting period.

Reconciliation of Level 3 fair value measurements of financial instruments on recurring basis:

35. 金融工具(續)

(c) 金融工具的公平值計量(續)

(i) 本集團定期計量公平值的金融工具之公平值(續)

於二零一五年十二月三十一日，由於本公司股份之每股價格於二零一五年十二月三十一日已有所下跌，故就或然代價安排於損益中確認或然代價之公平值收益約999,000港元。或然代價的公平值於二零一五年十二月三十一日約為13,165,000港元(二零一四：零)。

附註：於本報告期間，公平值計量級別之間並無轉撥。

金融工具第三級公平值計量按經常性基礎之對賬：

		Unlisted debt securities 非上市 債務證券 HK\$'000 千港元	Contingent consideration payable 應付或 然代價 HK\$'000 千港元
At 1 January 2014	於二零一四年一月一日	-	-
Purchases	購買	5,189	-
At 31 January 2014	於二零一四年一月三十一日	5,189	-
Additions	添置	-	(14,164)
Total loss:	總虧損：		
- In profit or loss	- 於損益	(5,189)	999
At 31 December 2015	於二零一五年十二月三十一日	-	13,165

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35. FINANCIAL INSTRUMENTS (continued)

(c) Fair value measurements of financial instruments (continued)

(ii) The directors of the Company consider that the carrying amounts of other financial assets and financial liabilities recognised in the consolidated financial statements approximate their fair values due to the short-term maturity or the impact of discounting was not significant.

36. OPERATING LEASE COMMITMENTS

Commitments under operating lease

The Group as lessee

At the end of the reporting period, the Group had commitments for future minimum lease payments under non-cancellable operating leases which fall due as follows:

35. 金融工具 (續)

(c) 金融工具的公平值計量 (續)

(ii) 本公司董事認為於綜合財務報表中確認的其他金融資產及金融負債之賬面值與其公平值相若，此乃由於其於短期到期及貼現影響並不重大。

36. 經營租約承擔

經營租約項下之承擔

本集團作為承租人

於報告期末，本集團根據於以下期間到期之不可撤銷經營租約於未來之最低租金款項承擔如下：

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元 (Restated) (經重列)
Within one year	一年內	1,968	1,848
In the second to fifth year inclusive	第二至第五年 (包括首尾兩年)	1,116	2,298
		3,084	4,146

Operating lease payments represent rentals payable by the Group for certain of its office premises. Leases are negotiated for terms of one to two years (2014: one to two years) and rentals are fixed over the terms of the leases.

經營租約支付款項指本集團就其若干辦公室物業應付之租金。租約議定期限為一至兩年 (二零一四年：一年至兩年)，而租金於租期內固定不變。

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36. OPERATING LEASE COMMITMENTS (continued) Commitments under operating lease (continued)

The Group as lessor

Property rental income earned during the year was approximately HK\$1,521,000 (2014: HK\$156,000). The properties generated annualised rental yields of 2.2% (2014: 1.9%) on an on-going basis. The properties leased out have committed tenants for the next year.

At the end of the reporting period, the Group had contracted with tenants for the following future minimum lease payments:

36. 經營租約承擔 (續) 經營租約項下之承擔 (續)

本集團作為出租人

年內，所賺得之物業租賃收入約為1,521,000港元(二零一四年：156,000港元)。該等物業持續貢獻2.2%(二零一四年：1.9%)之年度租賃回報率。已出租物業於未來一年均有租戶。

於報告期末，本集團已就下列日後最低租金款項與租戶訂約：

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元 (Restated) (經重列)
Within one year	一年內	3,083	143
In the second to fifth year inclusive	第二至第五年(包括首尾兩年)	2,954	-
		6,037	143

37. CAPITAL COMMITMENTS

37. 資本承擔

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Capital expenditure in respect of the acquisition of plant and equipment contracted for but not provided in the consolidated financial statements	有關已訂約但未於綜合財務報表中撥備的收購廠房及設備的資本開支	1,026	-
Capital expenditure in respect of the acquisition of investment properties contracted for but not provided in the consolidated financial statements	有關已訂約但未於綜合財務報表中撥備的收購投資物業的資本開支	-	21,768

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38. SHARE OPTIONS

The Company has adopted a share option scheme on 24 January 2002 (the "Scheme 2002"). Pursuant to an ordinary resolution passed at the annual general meeting of the Company held on 6 May 2011, the Scheme 2002 was terminated and a new share option scheme (the "Scheme 2011") was adopted.

Under the Scheme 2002, the Company may only grant share options to the directors of the Company or any person who is an employee of members of the Group or any entity in which the Group holds any equity interests. However, the Scheme 2011 provides a broadened basis of and scope of eligible participation and enables the Group to reward the employees, the directors of the Company and other selected participants for their contributions to the Group. The Scheme 2002 was expired on 23 January 2012 and the directors of the Company consider that it is appropriate to adopt the new scheme.

The purpose of the Scheme 2002 and Scheme 2011 is to enable the Company to grant options to selected employees to subscribe for shares of the Company as incentives or rewards for their contributions to the Group. The board of directors of the Company may, at its discretion, invite any full-time or part-time employees of the Company or any member of the Group, including any executive and non-executive directors of the Company, advisors, consultants of the Company or any subsidiary of the Company to take up options to subscribe for shares of the Company. The total number of shares of the Company available for issue under the Scheme 2002 and Scheme 2011 was initially 10% of the issued share capital as at the date of adoption of the Share Option Scheme.

38. 購股權

本公司於二零零二年一月二十四日採納購股權計劃（「二零零二年計劃」）。根據於本公司在二零一一年五月六日舉行股東週年大會上通過的普通決議案，二零零二年計劃已終止，而新購股權計劃（「二零一一年計劃」）已獲採納。

根據二零零二年計劃，本公司僅可向本集團成員公司或本集團持有權益的實體之本公司董事或任何僱員授出購股權。然而，二零一一年計劃為合資格參與提供更廣泛的基礎及範圍，使本集團可獎勵本公司僱員、董事及其他經選定參與者，以表揚彼等對本集團的貢獻。二零零二年計劃已於二零一二年一月二十三日屆滿，而本公司董事認為採納新計劃乃屬合適。

二零零二年計劃及二零一一年計劃旨在讓本公司授出可認購本公司股份之購股權予經甄選僱員，以作為彼等對本集團作出貢獻之獎勵或報酬。本公司董事會可酌情邀請本公司或本集團任何成員公司之任何全職或兼職僱員（包括任何本公司執行董事及非執行董事、本公司或本公司任何附屬公司之顧問、諮詢人）接納購股權，以認購本公司股份。本公司根據二零零二年計劃及二零一一年計劃可予發行之股份總數初步佔於採納購股權計劃當日之已發行股本10%。

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38. SHARE OPTIONS (continued)

The total number of shares of the Company available for issue under the Scheme 2002 and Scheme 2011 (including both exercised and outstanding options) in any 12-month period must not exceed 1% of the shares of the Company in issue from time to time. An option may be exercised at any time during a period to be determined and notified by the Board to each participant. Upon acceptance of the option, the employee should pay HK\$1.00 to the Company by way of consideration for the grant. The subscription price for the shares of the Company will be a price to be determined by the Board and will be the highest of (i) the closing price of the shares on the GEM as stated on the Stock Exchange's daily quotations sheet on the date of granting of the options; (ii) the average closing price of the shares on the GEM as stated on the Stock Exchange's daily quotations sheet for the five trading days immediately preceding the date of granting of the options; and (iii) the nominal value of a share.

During the year ended 31 December 2015, 64,750,000 (2014: nil) share options had been granted under the Scheme 2011. The Group recognised the total expense of approximately HK\$2,300,000 for the year ended 31 December 2015 (2014: nil) in relations to share options granted by the Company.

38. 購股權 (續)

根據二零零二年計劃及二零一一年計劃 (包括已行使及尚未行使的購股權) 而可予發行的本公司股份總數, 於任何12個月期間不得超過本公司不時已發行股份1%。購股權可於董事會釐定並知會各參與者之期限內隨時行使。在接納購股權時, 僱員須向本公司支付1.00港元作為獲授購股權之代價。本公司股份之認購價將由董事會釐定, 並將為: (i) 股份於購股權授出當日在聯交所每日報價表上所列於創業板之收市價; (ii) 股份於緊接購股權授出當日前五個交易日在聯交所每日報價表上所列於創業板之平均收市價; 及(iii) 股份面值三者中最高者。

本公司於截至二零一五年十二月三十一日止年度內根據二零一一年計劃授出64,750,000份購股權 (二零一四年: 無)。本集團就本公司授出的購股權於截至二零一五年十二月三十一日止年度確認開支總額約2,300,000港元 (二零一四年: 零)。

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38. SHARE OPTIONS (continued)

Details of specific categories of options are as follows:

	Date of grant 授出日期	Exercise period 行使期	Exercise price 行使價 HK\$ 港元
Scheme 2011 二零一一年計劃	13/7/2015 二零一五年七月十三日	14/7/2015-13/7/2016 二零一五年七月十四日至 二零一六年七月十三日	0.212
Scheme 2011 二零一一年計劃	13/7/2015 二零一五年七月十三日	14/7/2016-13/7/2017 二零一六年七月十四日至 二零一七年七月十三日	0.212
Scheme 2011 二零一一年計劃	13/7/2015 二零一五年七月十三日	14/7/2017-13/7/2018 二零一七年七月十四日至 二零一八年七月十三日	0.212

The following table discloses movements of the Company's share options held by the directors of the Company during the year:

38. 購股權 (續)

特定購股權類別詳情如下：

下表披露年內本公司董事所持本公司購股權之變動：

	Outstanding at 1/1/2015 於二零一五年 一月一日 尚未行使	Granted during year 年內授出	Outstanding at 31/12/2015 於二零一五年 十二月三十一日 尚未行使
Directors 董事	–	64,750,000	64,750,000
Exercisable at the end of the year 於本年度末可行使	–	–	12,950,000
Weighted average exercise price 加權平均行使價	–	HK\$0.212港元	HK\$0.212港元

During the year ended 31 December 2015, options were granted on 13 July 2015 (2014: nil). The estimated fair value of the options granted at grant date is approximately HK\$5,991,000. During the year ended 31 December 2015, amount of approximately HK\$2,300,000 had been recognised in equity.

截至二零一五年十二月三十一日止年度，購股權於二零一五年七月十三日獲授出（二零一四年：無）。授出當日的購股權之估計公平值約為5,991,000港元。截至二零一五年十二月三十一日止年度，為數約2,300,000港元的款項已於權益中確認。

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38. SHARE OPTIONS (continued)

The fair value was calculated using the Binomial model. The inputs into the model were as follows:

38. 購股權 (續)

公平值乃按二項式模式計算。該模式的輸入數據如下：

		2015 二零一五年 HK\$'000 千港元
Maturity date: 13/7/2016	到期日：二零一六年七月十三日	
Weighted average share price	加權平均股價	HK\$0.212港元
Exercise price	行使價	HK\$0.212港元
Expected volatility	預期波幅	66.21%
Expected life	預期使用期	1 year 年
Risk-free rate	無風險利率	0.087%
Expected dividend yield	預期股息回報率	Nil 零
Maturity date: 13/7/2017	到期日：二零一七年七月十三日	
Weighted average share price	加權平均股價	HK\$0.212港元
Exercise price	行使價	HK\$0.212港元
Expected volatility	預期波幅	67.07%
Expected life	預期使用期	2 years
Risk-free rate	無風險利率	0.354%
Expected dividend yield	預期股息回報率	Nil 零
Maturity date: 13/7/2018	到期日：二零一八年七月十三日	
Weighted average share price	加權平均股價	HK\$0.212港元
Exercise price	行使價	HK\$0.212港元
Expected volatility	預期波幅	87.22%
Expected life	預期使用期	3 years 年
Risk-free rate	無風險利率	0.699%
Expected dividend yield	預期股息回報率	Nil 零

Expected volatility was determined by using the historical volatility of the Company's share price over the previous 4 years. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations.

The Binomial model has been used to estimate the fair value of the options. The variables and assumptions used in computing the fair value of the share options are based on the directors' best estimate. The value of an option varies with different variables of certain subjective assumptions.

預期波幅乃採用本公司股價於過往四年之歷史波幅予以釐定。該模式採用之預期可使用年期已根據管理層之最佳估計並就不可轉讓性、行使限制及行為代價之影響作出調整。

二項式模式已獲採用作估計購股權之公平值。計算購股權公平值所用的變動及假設乃基於董事的最佳估計。購股權的價值會因若干主觀假設的不同變數而有所不同。

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39. RETIREMENT BENEFITS SCHEMES

The Group operates a MPF for all qualifying employees in Hong Kong. The assets of the schemes are held separately from those of the Group, in funds under the control of trustees. The Group contributes 5% of relevant payroll costs capped at HK\$1,500 (HK\$1,250 prior to June 2014) per month to MPF, in which the contribution is matched by employees.

Pursuant to the regulation of the relevant authorities in the PRC, the subsidiaries of the Group in this country participate in respective government retirement benefit schemes (the "Schemes") whereby the subsidiaries are required to contribute to the Schemes to fund the retirement benefits of the eligible employees. Contribution made to the Schemes is calculated base on the certain percentages of the applicable payroll costs as stipulated under the requirements in the PRC. The relevant authorities of the PRC are responsible for the entire pension obligations payable to the retired employees. The only obligation of the Group with respect to the Schemes is to pay the ongoing required contribution under the Schemes.

Under the Labor Pension Act of Taiwan, Employees may choose a scheme where the rate of contribution by an employer should not be less than 6% of the employees' monthly salaries and the employees may also voluntarily contribute up to 6% of the monthly salaries to the provision fund account under the Labor Pension Act of Taiwan.

The total expense recognised in consolidated statement of profit or loss and other comprehensive income of approximately HK\$318,000 (2014: HK\$344,000) represents contribution payable to MPF and the Schemes by the Group in respect of the current financial year.

39. 退休福利計劃

本集團為所有於香港的合資格僱員經營強積金。該等計劃的資產乃由受託人控制的資金，與本集團資產分開持有。本公司按相關工資成本的5%供款予強積金（上限為每月1,500港元）（於二零一四年六月前為1,250港元），而僱員亦會作出相應供款。

根據中國有關當局之規例，本集團於該國家之附屬公司參與各項政府退休福利計劃（「該等計劃」），據此有關附屬公司須向該等計劃支付供款，以撥付合資格僱員之退休福利。向該等計劃作出之供款乃按照中國規例所訂明適用薪酬成本之若干百分比計算。中國有關當局負責向退休僱員支付應付之全數退休福利。本集團就該等計劃之責任僅為根據該等計劃持續支付所需供款。

根據台灣勞工退休金條例，僱員可選擇僱主供款比率不少於僱員月薪6%之計劃，亦可根據台灣勞工退休金條例自願向勞退準備金賬戶供款最高達月薪之6%。

於綜合損益及其他全面收益確認的開支總額約318,000港元（二零一四年：344,000港元）指本集團於本財政年度應付的強積金供款。

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40. ACQUISITION OF SUBSIDIARIES

(a) Acquisition of an asset in a subsidiary

For the year ended 31 December 2014

Konson

On 31 March 2014, Skyline Top acquired 100% equity interest in Konson and accepted the assignment of the amount due to a former shareholder. Konson is the sole legal and beneficial owner of the entire issued share capital in Union World International Group Holdings Limited ("Union World"), Union World holds 40% of the equity interest in Beijing HX; Beijing HX holds 55% of the equity interest in Beijing XN, and Beijing XN is the sole legal and beneficial owner of the entire equity interest in the Fuyu (collectively known as the "Konson Group"). The principal activities of Konson and the Konson Group and the details of this transaction are disclosed in the Circular of the Company dated 19 February 2014.

Since the principal asset of the Konson Group comprises only interests in associates, which principal activities of the associate is property development in the PRC, cash and bank balances, accruals and amount due to a former shareholder. In the opinion of the directors, the acquisition of the Konson Group is not considered as an acquisition of business under HKFRS 3 (Revised) Business Combination through acquisition of subsidiaries.

40. 收購附屬公司

(a) 收購一間附屬公司的資產於

截至二零一四年十二月三十一日止年度

康信

於二零一四年三月三十一日，天際高收購康信的100%權益及接納應付前股東款項之轉讓。康信為聯和國際控股有限公司（「聯和」）全部已發行股本之唯一法定及實益擁有人，而聯和於北京華夏持有40%的股權；北京華夏於北京新農持有55%的股權，而北京新農為扶余全部股權之唯一法定及實益擁有人（統稱為「康信集團」）。康信與康信集團的主要活動及是次交易的詳情披露於本公司日期為二零一四年二月十九日的通函。

由於康信集團的主要資產僅包括一間於中國的聯營公司的權益（該聯營公司的主要業務為物業開發）、現金及銀行結餘、應計款項以及應付前股東款項，因此，董事認為，收購康信集團並不視為香港財務報告準則第3號（經修訂）業務合併項下透過收購附屬公司的業務合併。

HK\$'000

千港元

Consideration transferred:

已轉讓代價：

Cash	現金	20,000
Issue of CB-II, at fair value (Note 1 and 2)	發行可換股債券二，按公平值 (附註1及2)	20,000
Total	總計	40,000

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40. ACQUISITION OF SUBSIDIARIES (continued)

(a) Acquisition of an asset in a subsidiary (continued)

Konson (continued)

The identifiable assets and liabilities of the Konson Group recognised as at the date of acquisition were as follows:

		HK\$'000 千港元
Net assets acquired:	所收購淨資產：	
Interests in associates	於聯營公司的權益	39,684
Bank balances and cash	銀行結餘及現金	331
Accruals	應計費用	(15)
Amount due to a former shareholder	應付一名前股東的款項	(9,641)
		<hr/>
		30,359
Add: Amount due to a former shareholder assigned to the Group	加：本集團所轉讓的 應付一名前股東的款項	9,641
		<hr/>
		40,000

Note 1: The fair value of CB-II at completion date was valued by using Binomial Option Pricing model which the Company's share price and share price's volatility are the key input to the valuation.

40. 收購附屬公司(續)

(a) 收購一間附屬公司的資產(續)

康信(續)

康信集團於收購日期確認的可識別資產及負債如下：

附註1：可換股債券二於完成日期的公平值乃採用二項式期權定價模型作估值，而估值當中本公司的股價及股價波動率為主要輸入數據。

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40. ACQUISITION OF SUBSIDIARIES (continued) (a) Acquisition of an asset in a subsidiary (continued)

Konson (continued)

Note 2: As part of the acquisition condition, the vendor, Mr. So Pan granted a profit guarantee ("Profit Guarantee") to the Group in respect of the financial performance of Fuyu. As stipulated in the agreement with Mr. So, if Fuyu fails to meet the accumulated profit before tax amount of HK\$80,000,000 from 31 March 2014 to 31 December 2016, the principal amount of convertible bonds issued by the Company would be reduced proportionately in accordance with the agreement. As at 31 December 2014 and 2015, the management of the Group anticipated that, based on the expected business operation level of Fuyu, the probability of the triggering event to happen for the year ending 31 December 2016 would be low, besides, the fair value of the Profit Guarantee as at 31 December 2015 had been performed by the valuer, Asset Appraisal, not connected with the Group, the fair value of the Profit Guarantee as at 31 December 2015 is nil (2014: nil).

Net cash outflow in acquisition of
the Konson Group:
Cash consideration paid
Less: Bank balances and
cash acquired

40. 收購附屬公司 (續)

(a) 於截至二零一四年十二月三十一日止年度收購一間附屬公司的資產 (續)

康信 (續)

附註2： 作為收購的部份條件，賣方蘇斌先生就扶余的財務表現向本集團授出溢利保證（「溢利保證」）。誠如與蘇先生訂立的協議所列明，倘扶余由二零一四年三月三十一日至二零一六年十二月三十一日期間未能達到除稅前累計溢利80,000,000港元，則本公司發行的可換股債券本金額將根據協議按比例減少。於二零一四年及二零一五年十二月三十一日，本集團管理層預期，根據扶余的預期業務經營水平，於截至二零一六年十二月三十一日止年度發生觸發事件之概率較低。此外，於二零一五年十二月三十一日之溢利保證公平值已由與本集團概無關連的估值師中誠達進行估值，於二零一五年十二月三十一日，溢利保證公平值為零（二零一四年：零）。

收購康信集團的現金流出淨額：

已付現金代價	(20,000)
減：銀行結餘及所收購現金	331
	<hr/>
	(19,669)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

40. ACQUISITION OF SUBSIDIARIES (continued)

(a) Acquisition of an asset in a subsidiary (continued)

Konson (continued)

Transaction cost directly attributable to the acquisition of Konson Group amounted to approximately HK\$704,000, in which HK\$352,000 had been recognised as transaction cost directly attributable to the issuance of CB-II as disclosed in note 31(b), and the remaining HK\$352,000 have been recognised as an expense in the current year, within administrative expenses in the consolidated statement of profit or loss and other comprehensive income.

(b) Acquisition of a business

For the year ended 31 December 2015

(i) *China Smart Asia Limited ("Smart Asia")*

On 28 May 2015, Skyline Top Limited ("Skyline"), a wholly-owned subsidiary of the Company, and Yardley (collectively "JV Partners") established Delightful Hope for the purpose of the acquisition of Smart Asia. Delightful Hope is owned as to 50% by each of the JV Partners.

On 29 May 2015, Delightful Hope, Yardley and Rich Best Asia, the subsidiary of Chinese Strategic, which is one of the non-controlling shareholders of the Company, entered into a sale and purchase agreement pursuant to which Rich Best Asia has agreed to sell and Delightful Hope has agreed to purchase 1 ordinary share of 100% equity interest in Smart Asia at a consideration of HK\$93,000,000, which shall be settled and discharged by Delightful Hope in accordance with the time, mode and manner set out under the sale and purchase agreement.

40. 收購附屬公司 (續)

(a) 於截至二零一四年十二月三十一日止年度收購一間附屬公司的資產 (續)

康信 (續)

收購康信集團直接應佔之交易成本付款約為704,000港元，當中352,000港元獲確認為發行可換股債券二直接應佔之交易成本（如附註31(b)所披露），而餘下352,000港元已於本年度獲確認為開支，歸屬於綜合損益及其他全面收益表中的行政開支內。

(b) 收購業務

截至二零一五年十二月三十一日止年度

(i) *華杰亞洲有限公司 ("華杰")*

於二零一五年五月二十八日，天際高有限公司（本公司全資附屬公司，「天際」）與溢利（統稱為「合營夥伴」）就收購華杰成立希愉。希愉由合營夥伴各自擁有50%權益。

於二零一五年五月二十九日，希愉、溢利及Rich Best Asia（華人策略之附屬公司，而華人策略為本公司其中一名非控股股東）訂立買賣協議，據此Rich Best Asia同意出售及希愉同意購買華杰全部股權之1股普通股，代價為93,000,000港元，須由希愉根據買賣協議所載時間、模式及方式結付及清償。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2015

截至二零一五年十二月三十一日止年度

40. ACQUISITION OF SUBSIDIARIES (CONTINUED)

(b) Acquisition of a business (continued)

(i) *China Smart Asia Limited ("Smart Asia") (continued)*

The aggregate consideration of HK\$93,000,000, of which (i) HK\$46,500,000 shall be satisfied by Yardley by cash or cashier order upon the completion and (ii) the remaining balance of the consideration in the sum of HK\$46,500,000 shall be settled and discharged by the Company's issuance to the Chinese Strategic (i) the CB-III in the principal amount of HK\$23,000,000; and (ii) the CB-IV in the principal amount of HK\$23,500,000 at completion.

This acquisition has been accounted for using the acquisition method. The amount of gain on bargain purchase arising as a result of the acquisition was approximately HK507,000. Delightful Hope is principally engaged in property investment and has acquired Smart Asia so as to continue the expansion of the Group's property investment.

40. 收購附屬公司(續)

(b) 收購業務(續)

(i) 華杰亞洲有限公司(「華杰」)(續)

代價合共為93,000,000港元，其中(i) 46,500,000港元須於完成時由溢利以現金或銀行本票支付及(ii)代價餘額46,500,000港元須於完成時由本公司向華人策略發行(i)本金額為23,000,000港元之可換股債券三；及(ii)本金額為23,500,000港元之可換股債券四而結付及清償。

此項收購已按收購法入賬。因收購事項產生的議價收購收益約為507,000港元。希愉主要從事物業投資並已收購華杰，以持續擴充本集團物業投資。

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綜合財務報表附註

For the year ended 31 December 2015

截至二零一五年十二月三十一日止年度

40. ACQUISITION OF SUBSIDIARIES (CONTINUED)

(b) Acquisition of a business (continued)

(i) *China Smart Asia Limited ("Smart Asia") (continued)*

Details of the acquisition are set out in the announcements of the Company dated 29 May 2015 and circular of the Company dated 27 July 2015.

40. 收購附屬公司(續)

(b) 收購業務(續)

i) 華杰亞洲有限公司(「華杰」)(續)

有關收購事項的詳情載於本公司日期為二零一五年五月二十九日的公佈及本公司日期為二零一五年七月二十七日的通函。

HK\$'000
千港元

Consideration transferred:	已轉讓代價:	
Cash	現金	46,500
Issue of CB-III, at fair value (Note 31(c))	發行可換股債券二， 按公平值(附註31(c))	23,000
Issue of CB-IV, at fair value (Note 31(c))	發行可換股債券四， 按公平值(附註31(c))	23,500
		<hr/>
		93,000

The fair value of CB-III and IV at completion date was valued by Asset Appraisal using Binomial Option Pricing model which the Company's share price and share price's volatility are the key input to the valuation.

可換股債券三及四於完成日期的公平值乃由中誠達使用二項式期權定價模型進行估值，本公司股價及股價波動為估值的重要輸入數據。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2015

截至二零一五年十二月三十一日止年度

40. ACQUISITION OF SUBSIDIARIES (CONTINUED)

(b) Acquisition of a business (continued)

(i) *China Smart Asia Limited ("Smart Asia") (continued)*

Acquisition-related costs amounting to approximately HK\$700,000 have been excluded from the consideration transferred and have been recognized as an expenses in the current year, within the administrative expenses in the consolidated statement of profit or loss and other comprehensive income.

The fair values of the identifiable assets and liabilities of Smart Asia recognised as at the date of acquisition were as follows:

		Fair value recognised on acquisition
		收購時 產生的 公平值
		HK\$'000
		千港元
Plant and equipment	廠房及設備	689
Investment properties	投資物業	121,010
Trade and other receivables	應收賬款及其他應收款項	665
Bank balances and cash	銀行結餘及現金	707
Trade and other payables	應付賬款及其他應付款項	(9,607)
Deferred tax liabilities	遞延稅項負債	(19,957)
Net assets	淨資產	93,507

The fair value of trade and other receivables at the date of acquisition amounted to approximately HK\$665,000. The gross contractual amounts of those trade and other receivables acquires amounted to approximately HK\$9,993,000 at the date of acquisition. The best estimate at acquisition date of the contractual cash flows not expected to be collected amounted to approximately HK\$9,268,000.

40. 收購附屬公司 (續)

(b) 收購業務 (續)

(i) 華杰亞洲有限公司 (「華杰」) (續)

與收購事項相關的成本約700,000港元已排除於已轉讓代價，並已於綜合損益及其他全面收益表的行政開支中確認為本年度開支。

華杰於收購日期確認的可識別資產及負債公平值如下：

		Fair value recognised on acquisition
		收購時 產生的 公平值
		HK\$'000
		千港元
Plant and equipment	廠房及設備	689
Investment properties	投資物業	121,010
Trade and other receivables	應收賬款及其他應收款項	665
Bank balances and cash	銀行結餘及現金	707
Trade and other payables	應付賬款及其他應付款項	(9,607)
Deferred tax liabilities	遞延稅項負債	(19,957)
Net assets	淨資產	93,507

應收賬款及其他應收款項於收購日期之公平值約為665,000港元。於收購日期，該等應收賬款及其他應收款項的總合約金額約為9,993,000港元。有關於收購日期預期不會收回的合約現金流之最佳估計約為9,268,000港元。

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綜合財務報表附註

For the year ended 31 December 2015

截至二零一五年十二月三十一日止年度

40. ACQUISITION OF SUBSIDIARIES (CONTINUED)

(b) Acquisition of a business (continued)

(i) *China Smart Asia Limited ("Smart Asia") (continued)*

Gain on bargain purchase arising on acquisition

		HK\$'000 千港元
Consideration transferred	已轉讓代價	93,000
Less: net assets acquired	減：所收購淨資產	(93,507)
Gain on bargain purchase arising on acquisition	收購產生的議價購買收益	507

None of the gain on bargain purchase arising on the acquisitions is expected to be taxable for tax purposes.

概無收購事項產生的議價購買收益預期就稅務而言為應課稅。

		HK\$'000 千港元
Net cash outflow in acquisition of Smart Asia	收購華杰的現金流出淨額	
Cash consideration	現金代價	46,500
Less: Bank balances and cash acquired	減：銀行結餘及所收購現金	(707)
		45,793

Included in the loss for the year was approximately HK\$85,000 attributable to the additional business generated by Smart Asia. Revenue for the year includes approximately HK\$982,000 generated from Smart Asia.

年度虧損包括華杰就新增業務所產生的約85,000港元。年度收入包括華杰所產生的約982,000港元。

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For the year ended 31 December 2015

截至二零一五年十二月三十一日止年度

40. ACQUISITION OF SUBSIDIARIES (CONTINUED)

(b) Acquisition of a business (continued)

(i) *China Smart Asia Limited ("Smart Asia") (continued)*

Had the acquisition been completed on 1 January 2015, total revenue of the Group for the year would have been approximately HK\$67,718,000, and loss for the year would have been approximately HK\$71,341,000. The pro forma information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 January 2015, nor is it intended to be a projection of future results.

(ii) *YIHE Group*

On 28 October 2015, Fantastic Alliance, a subsidiary of the Company, the Company and Hexin entered into a sale and purchase agreement pursuant to which the Hexin has agreed to sell and the Fantastic Alliance has agreed to purchase 35,000 ordinary shares in YIHE, representing 70% of the entire issued share capital of YIHE, at a consideration in the sum of up to HK\$68,544,000, which shall be settled and discharged by Fantastic Alliance procuring the Company to allot and issue the consideration shares at the price of HK\$0.168 per consideration share (i.e. 408,000,000 to be issued upon the condition as stated in the sale and purchase agreement have been satisfied), and the consideration shares shall be allotted and issued by the Company to Hexin in accordance with the time, mode and manner set out under the sale and purchase agreement (the "Acquisition").

40. 收購附屬公司 (續)

(b) 收購業務 (續)

(i) *華杰亞洲有限公司 ("華杰") (續)*

倘收購於二零一五年一月一日完成，則本集團年度總收益約為67,718,000港元，而年度虧損約為71,341,000港元。備考資料乃僅供說明用途，且不一定為若收購事項於二零一五年一月一日完成而本集團實際應能實現之收益及經營業績之指標，亦無意作為未來業績之預測。

(ii) *宜合集團*

於二零一五年十月二十八日，Fantastic Alliance (本公司附屬公司)、本公司及合欣訂立買賣協議，據此合欣同意出售及Fantastic Alliance同意購買宜合35,000股普通股 (相當於宜合全部已發行股本的70%)，代價合共最高為68,544,000港元，將由Fantastic Alliance促使本公司按每股代價股份0.168港元配發及發行代價股份 (即買賣協議所列條件獲達成後將予發行的408,000,000股) 而清償及解除，而代價股份須由本公司根據買賣協議所載時間、模式及方式配發及發行予合欣 (「收購事項」)。

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截至二零一五年十二月三十一日止年度

40. ACQUISITION OF SUBSIDIARIES (CONTINUED)

(b) Acquisition of a business (continued)

(ii) YIHE Group (continued)

Details of the Acquisition are set out in the announcement of the Company dated 28 October 2015. In accordance with the sale and purchase agreement, the settlement of purchase consideration is divided into forth tranches, 53,040,000 shares will be issued upon the completion of sale and purchase agreement, and maximum 118,320,000 shares will be issued at each year during the second to forth anniversary financial years of YIHE Group upon the fulfillment of the level of net profit as prescribed in the sale and purchase agreement.

40. 收購附屬公司(續)

(b) 收購業務(續)

(ii) 宜合集團(續)

有關收購事項的詳情載於本公司日期為二零一五年十月二十八日的公佈。根據買賣協議，購買代價分為四批來償付，於買賣協議完成時將予發行53,040,000股股份，及於買賣協議所指定之純利水平獲達成後，於宜合集團第二至第四週年財政年度每年將予發行最多118,320,000股股份。

HK\$'000
千港元

Consideration transferred:	已轉讓代價:	
53,040,000 shares at a price of HK\$0.156 at completion date	於完成日期按每股0.156港元之價格發行53,040,000股股份	8,274
Contingent consideration arrangement (note)	或然代價安排(附註)	14,164
		<hr/>
		22,438

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綜合財務報表附註

For the year ended 31 December 2015

截至二零一五年十二月三十一日止年度

40. ACQUISITION OF SUBSIDIARIES (CONTINUED)

(b) Acquisition of a business (continued)

(ii) YIHE Group (continued)

Note:

The contingent consideration arrangement has the following requirements:

- (i) the Group will allot and issue the 118,320,000 Company's shares to the Hexin if the net profit of YIHE Group for the year ending 31 December 2016 is higher than HK\$7,000,000 or if the net profit of the YIHE Group is less than HK\$7,000,000, the shares to be allotted and issued will be reduced on a pro-rata basis. No allotment and issuance will take place if the YIHE Group suffers loss for the year ending 31 December 2016.
- (ii) the Group will allot and issue the 118,320,000 Company's shares to the Hexin if the net profit of YIHE Group for the year ending 31 December 2017 is higher than HK\$7,000,000 or if the net profit of the YIHE Group is less than HK\$7,000,000, the shares to be allotted and issued will be reduced on a pro-rata basis. No allotment and issuance will take place if the YIHE Group suffers loss for the year ending 31 December 2017.

40. 收購附屬公司(續)

(b) 收購業務(續)

(ii) 宜合集團(續)

附註:

或然代價安排具有以下規定:

- (i) 倘宜合集團於截至二零一六年十二月三十一日止年度之純利分別高於7,000,000港元或倘宜合集團之純利少於7,000,000港元,本集團將配發及發行118,320,000股本公司股份予合欣,將予配發及發行之股份將按比例調減。倘宜合集團於截至二零一六年十二月三十一日止年度蒙受虧損,概無配發及發行股份。
- (ii) 倘宜合集團於截至二零一七年十二月三十一日止年度之純利高於7,000,000港元或倘宜合集團之純利少於7,000,000港元,本集團將配發及發行118,320,000股本公司股份予合欣,將予配發及發行之股份將按比例調減。倘宜合集團於截至二零一七年十二月三十一日止年度蒙受虧損,概無配發及發行股份。

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For the year ended 31 December 2015

截至二零一五年十二月三十一日止年度

40. ACQUISITION OF SUBSIDIARIES (CONTINUED)

(b) Acquisition of a business (continued)

(ii) YIHE Group (continued)

Note: (continued)

- (iii) the Group will allot and issue the 118,320,000 Company's shares to the Hexin if the net profit of the YIHE Group for the year ending 31 December 2016, 31 December 2017 and 31 December 2018 respectively is higher than HK\$7,000,000 or if the net profit of the YIHE Group is less than HK\$7,000,000, the shares to be allotted and issued will be reduced on a pro-rata basis. No allotment and issuance will take place if the YIHE Group suffers loss for the year ending 31 December 2018.

40. 收購附屬公司(續)

(b) 收購業務(續)

(ii) 宜合集團(續)

附註:(續)

- (iii) 倘宜合集團於截至二零一六年十二月三十一日、二零一七年十二月三十一日及二零一八年十二月三十一日止年度之純利高於7,000,000港元或倘宜合集團之純利少於7,000,000港元，本集團將配發及發行118,320,000股本公司股份予合欣，將予配發及發行之股份將按比例調減。倘宜合集團於截至二零一八年十二月三十一日止年度蒙受虧損，概無配發及發行股份。

HK\$'000
千港元

Classification of contingent consideration payable as at completion of the acquisition	於收購事項完成時之應付或然代價之分類	
Current	即期	5,065
Non-current	非即期	9,099
		<hr/>
		14,164

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綜合財務報表附註

For the year ended 31 December 2015

截至二零一五年十二月三十一日止年度

40. ACQUISITION OF SUBSIDIARIES (CONTINUED)

(b) Acquisition of a business (continued)

(ii) YIHE Group (continued)

Details of calculation of contingent consideration payable are set out in note 41.

The fair values of identifiable assets acquired and liabilities of the YIHE Group recognised as at the date of acquisition were as follows:

		HK\$'000 千港元
Intangible assets	無形資產	6,416
Trade and other receivables	應收賬款及其他應收款項	421
Trade and other payables	應付賬款及其他應付款項	(30)
Deferred tax liabilities	遞延稅項負債	(1,059)
Net assets	淨資產	<u>5,748</u>

The fair value of trade and other receivables at the date of acquisition amounted to approximately HK\$421,000. The gross contractual amounts of those trade and other receivables acquired amounted to approximately HK\$421,000 at the date of acquisition.

40. 收購附屬公司(續)

(b) 收購業務(續)

(ii) 宜合集團(續)

有關應付或然代價之計算的詳情載於附註41。

宜合集團的可資識別所收購資產及負債於收購日期確認之公平值如下：

應收賬款及其他應收款項於收購日期之公平值約為421,000港元。於收購日期，該等應收賬款及其他應收款項的總合約金額約為421,000港元。

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綜合財務報表附註

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截至二零一五年十二月三十一日止年度

40. ACQUISITION OF SUBSIDIARIES (CONTINUED)

(b) Acquisition of a business (continued)

(ii) YIHE Group (continued)

Goodwill arising on acquisition:

		HK\$'000 千港元
Consideration transferred	已轉讓代價	22,438
Plus: non-controlling interests (30% in YIHE)	加：非控股股東權益 (於宜合擁有30%)	1,724
Less: net assets acquired	減：所收購淨資產	(5,748)
		<u>18,414</u>

The non-controlling interests in YIHE Group recognised at acquisition date was measured by their proportionate share of net assets acquired.

Goodwill arose in the acquisition of YIHE Group because the cost of combination included a control premium. In addition, the consideration paid for the combination effectively included amounts in relation to the benefits of expected synergies, revenue growth and future market development and the assembled workforce of YIHE Group. These benefits are not recognised separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets

40. 收購附屬公司(續)

(b) 收購業務(續)

(ii) 宜合集團(續)

收購產生的商譽：

	HK\$'000 千港元
於收購日期確認的宜合集團非控股股東權益按彼等分佔所收購淨資產的比例計量。	
收購宜合集團產生的商譽乃因合併成本包括控股溢價。此外，就合併支付的代價實際上包括與宜合集團的預期協同效應、收益增長及未來市場發展及裝配工人所帶來的利益有關的金額。該等利益並無與商譽分開確認，乃由於該等利益並不符合可識別無形資產的確認標準。	

Net cash outflow on
acquisition of YIHE Group

收購宜合集團的現金流出淨額

HK\$'000
千港元

—

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40. ACQUISITION OF SUBSIDIARIES (CONTINUED)

(b) Acquisition of a business (continued)

(ii) *YIHE Group (continued)*

Included in the loss for the year was approximately HK\$398,000 attributable to the additional business generated by the YIHE Group. Revenue for the year includes approximately HK\$289,000 generated from YIHE Group.

Had the acquisition been completed on 1 January 2015, total revenue of the Group for the year would have been approximately HK\$66,181,000, and loss for the year would have been approximately HK\$60,264,000. The pro forma information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 January 2015, nor is it intended to be a projection of future results.

40. 收購附屬公司(續)

(b) 收購業務(續)

(ii) *宜合集團(續)*

年度虧損包括宜合集團就新增業務所產生的約398,000港元。年度收入包括宜合集團所產生的約289,000港元。

倘收購於二零一五年一月一日完成，則本集團年度總收益約為66,181,000港元，而年度虧損約為60,264,000港元。備考資料乃僅供說明用途，且不一定為若收購事項於二零一五年一月一日完成而本集團實際應能實現之收益及經營業績之指標，亦無意作為未來業績之預測。

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40. ACQUISITION OF SUBSIDIARIES (CONTINUED)

(b) Acquisition of a business (continued)

For the year ended 31 December 2014

(i) Fujian Seton

On 4 November 2014, Ye Lei Investment Consulting (Shenzhen) Co., Ltd. (燁磊投資諮詢(深圳)有限公司), was a wholly-owned subsidiary of the Company (the "Purchaser"), and Shenzhen Seton Investment Co., Ltd., a company incorporated in PRC with limited liability and Ms. Liu Shu Feng (collectively, the "Vendors") entered into share transfer agreements pursuant to which the Purchaser agreed to acquire and the Vendors agreed to sell the entire equity interest in Fujian Seton Investment Co., Ltd. (福建尚同投資有限公司), a company incorporated in PRC with limited liability, at an aggregate consideration of RMB3,600,000 (equivalent to HK\$4,597,200) (the "Acquisition").

Details of the Acquisition were set out in the announcement of the Company dated 4 November 2014.

40. 收購附屬公司(續)

(b) 收購業務(續)

截至二零一四年十二月三十一日止年度

(i) 福建尚同

於二零一四年十一月四日,燁磊投資諮詢(深圳)有限公司(本公司的全資附屬公司)(「買方」)與深圳市尚同投資有限公司(一間於中國註冊成立之公司)及劉書風女士(統稱為「賣方」)訂立股份轉讓協議,據此,買方同意收購及賣方同意出售福建尚同投資有限公司(一間於中國註冊成立之有限公司)的全部權益,總代價為人民幣3,600,000元(相當於4,597,200港元)(「收購事項」)。

有關收購事項的詳情載於本公司日期為二零一四年十一月四日的公佈。

HK\$'000
千港元

Consideration transferred: 已轉讓代價:

Cash

現金

4,597

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40. ACQUISITION OF SUBSIDIARIES (CONTINUED)

(b) Acquisition of a business (continued)

For the year ended 31 December 2014

(continued)

(i) Fujian Seton (continued)

The fair values of the identifiable assets and liabilities of Fujian Seton recognised as at the date of acquisition were as follows:

		Fair value recognised on acquisition
		收購時 產生的 公平值
		HK\$'000 千港元
Plant and equipments	廠房及設備	414
Investment properties	投資物業	3,821
Bank balances and cash	銀行結餘及現金	53
Other receivables and prepayment	其他應收款項及預付款項	136
Accruals and other payables	應計費用及其他應付款項	(735)
Net assets	淨資產	3,689
Goodwill arising on acquisition	收購產生的商譽	908

None of the goodwill arising on the acquisitions was expected to be deductible for tax purpose.

Goodwill arose in the acquisition of Fujian Seton because the cost of the combination included the future market development and the assembled workforce of Fujian Seton. These benefits are not recognised separately from goodwill because they did not meet the recognition criteria for identifiable intangible assets.

40. 收購附屬公司(續)

(b) 收購業務(續)

截至二零一四年十二月三十一日

止年度(續)

(i) 福建尚同(續)

福建尚同於收購日期確認的可識別資產及負債的公平值如下：

		Fair value recognised on acquisition
		收購時 產生的 公平值
		HK\$'000 千港元
Plant and equipments	廠房及設備	414
Investment properties	投資物業	3,821
Bank balances and cash	銀行結餘及現金	53
Other receivables and prepayment	其他應收款項及預付款項	136
Accruals and other payables	應計費用及其他應付款項	(735)
Net assets	淨資產	3,689
Goodwill arising on acquisition	收購產生的商譽	908

概無自收購產生的商譽預期將為可扣減稅項。

收購福建尚同產生商譽，此乃由於合併成本包括未來市場發展及福建尚同的現有員工。該等利益不會與商譽獨立確認，此乃由於有關利益並未符合可資識別無形資產的確認準則。

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40. ACQUISITION OF SUBSIDIARIES (CONTINUED)

(b) Acquisition of a business (continued)

For the year ended 31 December 2014

(continued)

(i) Fujian Seton (continued)

40. 收購附屬公司 (續)

(b) 收購業務 (續)

截至二零一四年十二月三十一日

止年度 (續)

(i) 福建尚同 (續)

HK\$'000

千港元

Net cash outflow in acquisition of Fujian Seton:	收購福建尚同的現金流出淨額：	
Cash consideration	現金代價	(4,597)
Less: Bank balances and cash acquired	減：銀行結餘及所收購現金	53
		<u>(4,544)</u>

Included in the loss for the year was approximately HK\$212,000 attributable to the additional business generated by Fujian Seton. Revenue for the year includes approximately HK\$40,000 generated from Fujian Seton.

年度虧損包括福建尚同就新增業務所產生的約212,000港元。年度收入包括福建尚同所產生的約40,000港元。

Had the acquisition been completed on 1 January 2014, total revenue of the Group for the year would have been approximately HK\$45,542,000, and loss for the year would have been approximately HK\$29,519,000. The pro forma information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 January 2014, nor is it intended to be a projection of future results.

倘收購於二零一四年一月一日完成，則本集團年度總收益約為45,542,000港元，而年度虧損約為29,519,000港元。備考資料乃僅供說明用途，且不一定為若收購事項於二零一四年一月一日完成而本集團實際應能實現之收益及經營業績之指標，亦無意作為未來業績之預測。

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41. CONTINGENT CONSIDERATION PAYABLE

The contingent consideration arrangement has the following requirements:

- (i) the Group will allot and issue the 118,320,000 Company's shares to Hexin if the net profit of YIHE Group for the year ending 31 December 2016 is higher than HK\$7,000,000 or if the net profit of the YIHE Group is less than HK\$7,000,000, the shares to be allotted and issued will be reduced on a pro-rata basis. No allotment and issuance will take place if the YIHE Group suffers loss for the year ending 31 December 2016.
- (ii) the Group will allot and issue the 118,320,000 Company's shares to Hexin if the net profit of the YIHE Group for the year ending 31 December 2017 is higher than HK\$7,000,000 or if the net profit of the YIHE Group is less than HK\$7,000,000, the shares to be allotted and issued will be reduced on a pro-rata basis. No allotment and issuance will take place if the YIHE Group suffers loss for the year ending 31 December 2017.
- (iii) the Group will allot and issue the 118,320,000 Company's shares to Hexin if the net profit of the YIHE Group for the year ending 31 December 2016, 31 December 2017 and 31 December 2018 respectively is higher than HK\$7,000,000 or if the net profit of the YIHE Group is less than HK\$7,000,000, the shares to be allotted and issued will be reduced on a pro-rata basis. No allotment and issuance will take place if the YIHE Group suffers loss for the year ending 31 December 2018.

41. 應付或然代價

或然代價安排具有以下規定：

- (i) 倘宜合集團於截至二零一六年十二月三十一日止年度之純利高於7,000,000港元或倘宜合集團之純利少於7,000,000港元，則本集團會配發及發行118,320,000股本公司股份予合欣，而將予配發及發行之股份將按比例減少。倘宜合集團於截至二零一六年十二月三十一日止年度錄得虧損，則配發及發行不會進行。
- (ii) 倘宜合集團於截至二零一七年十二月三十一日止年度之純利高於7,000,000港元或倘宜合集團之純利少於7,000,000港元，則本集團會配發及發行118,320,000股本公司股份予合欣，而將予配發及發行之股份將按比例減少。倘宜合集團於截至二零一七年十二月三十一日止年度錄得虧損，則配發及發行不會進行。
- (iii) 倘宜合集團分別於截至二零一六年十二月三十一日、二零一七年十二月三十一日、二零一八年十二月三十一日止年度之純利高於7,000,000港元或倘宜合集團之純利少於7,000,000港元，則本集團會配發及發行118,320,000股本公司股份予合欣，而將予配發及發行之股份將按比例減少。倘宜合集團於截至二零一八年十二月三十一日止年度錄得虧損，則配發及發行不會進行。

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41. CONTINGENT CONSIDERATION PAYABLE (continued)

The fair value of the contingent consideration arrangement of approximately HK\$14,164,000 was estimated by applying the income approach. The fair value estimates are based on the volatility of the Company's shares ranged from 36.8% to 41.3% and assumed that the YIHE Group has reached the net profit of less than HK\$7,000,000 for each of the three years ending 31 December 2016, 2017 and 2018 respectively. This is classified as a level 3 fair value measurement.

As of 31 December 2015, there was a decrease in contingent consideration payable of approximately HK\$999,000 recognised in profit or loss, as the price per share of the Company's has been decreased as at 31 December 2015 compared with the value at the date of completion. The carrying amount of contingent consideration payable is approximately HK\$13,165,000 as at 31 December 2015.

41. 應付或然代價(續)

或然代價安排的公平值約14,164,000港元乃採用收入法估計。公平值估計乃基於本公司股份介乎36.8%至41.3%的波幅並假設宜合集團於截至二零一六年、二零一七年及二零一八年十二月三十一日止三個年度各年的純利少於7,000,000港元。此獲分類為第三級別公平值計量。

於二零一五年十二月三十一日，由於本公司股份之每股價格於二零一五年十二月三十一日已較完成日期價值有所下跌，故應付或然代價於損益中確認減少約999,000港元。應付或然代價賬面值於二零一五年十二月三十一日約為13,165,000港元。

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42. RELATED PARTY TRANSACTIONS

(a) Save as disclosed elsewhere in the consolidated financial statements, the Group has entered into the following significant transactions with related parties during the year:

公司名稱	交易性質	2015 HK\$'000 千港元	2014 HK\$'000 千港元
Top Status (Note 1) Top Status (附註1)	Loan interest expense paid 已付貸款利息支出	–	64
Sino Coronet Limited (Note 2) 中冠有限公司 (附註2)	CB-I interest expense paid 已付可換股債券1利息支出	265	719
Luck Bloom (Note 3) Luck Bloom (附註3)	Loan interest expense paid 已付貸款利息支出	–	29
Bright Kingdom International Limited (Note 4) 皇輝國際有限公司 (附註4)	Consultancy fee paid 已付顧問費用	600	527
Wonderful Future Investments Limited (Note 5) 浩特投資有限公司 (附註5)	Purchase of plant and equipment 購買廠房及設備	–	260
East Grand Limited (Note 6) 盛東有限公司 (附註6)	Purchase of plant and equipment 購買廠房及設備	–	980

Note 1: Top Status is the shareholder of the Company.

附註1: Top Status為本公司股東。

Note 2: The beneficial owner of Sino Coronet Limited is connected to a director of the Company.

附註2: 中冠有限公司的實益擁有人與本公司一名董事有關連。

Note 3: Luck Bloom is the former fellow subsidiary of the Company.

附註3: Luck Bloom為本公司同系附屬公司。

Note 4: Bright Kingdom International Limited is connected with the director of the Company.

附註4: 皇輝國際有限公司與本公司董事有關連。

Note 5: Wonderful Future Investments Limited is connected with the director of the Company.

附註5: 浩特投資有限公司與本公司董事有關連。

Note 6: East Grand Limited is connected with the director of the Company.

附註6: 盛東有限公司與本公司董事有關連。

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42. RELATED PARTY TRANSACTIONS (continued)

(b) Compensation of key management personnel

The remuneration of directors of the Company and other members of key management during the year was as follows:

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Short-term benefits	短期福利	6,682	4,827
Post-employment benefits	僱用期後福利	96	100
		6,778	4,927

The remuneration of directors of the Company and other members of key management is determined by the remuneration committee having regard to the performance of individuals and market trends.

42. 關連人士交易 (續)

(b) 主要管理人員薪酬

年內本公司董事及主要管理層其他成員之薪酬如下：

本公司董事及主要管理層之其他成員之薪酬乃由薪酬委員會根據個別人士的表現及市場趨勢而釐定。

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43. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

43. 本公司財務狀況表

	Notes 附註	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Non-current asset	非流動資產		
Investments in subsidiaries	於附屬公司之投資	135	135
Current assets	流動資產		
Other receivables	其他應收款項	325	317
Amounts due from subsidiaries	應收附屬公司款項	126,101	15,120
Bank balances and cash	銀行結餘及現金	22,653	25,010
		149,079	40,447
Current liabilities	流動負債		
Other payables	其他應付款項	1,777	1,306
Amounts due to subsidiaries	應付附屬公司款項	14,099	15,268
Convertible bonds	可換股債券	751	–
		16,627	16,574
Net current assets	流動資產淨額	132,452	23,873
Total assets less current liabilities	總資產減流動負債	132,587	24,008
Non-current liability	非流動負債		
Convertible bonds	可換股債券	53,397	16,970
Net assets	淨資產	79,190	7,038
Capital and reserves	資本及儲備		
Share capital	股本	90,574	51,177
Reserves	儲備	(11,384)	(44,139)
Total equity	總權益	79,190	7,038

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43. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (continued)

(a) Reserves

		Share premium	Equity component of convertible bonds	Share option reserve	Special reserve	Accumulated losses	Total
		股份溢價 HK\$'000 千港元	可換股債券 權益部分 HK\$'000 千港元 (Note 31) (附註31)	購股權儲備 HK\$'000 千港元 (Note 38) (附註38)	特別儲備 HK\$'000 千港元	累計虧損 HK\$'000 千港元	合計 HK\$'000 千港元
At 1 January 2014	於二零一四年一月一日	45,729	29,651	-	28,769	(162,947)	(58,798)
Loss for the year, representing total comprehensive expense for the year	本年度虧損·即為本年度全面開支總額	-	-	-	-	(122,910)	(122,910)
Placing of new shares (Note 33(b))	配售新股(附註33(b))	134,400	-	-	-	-	134,400
Transaction costs attributable to placing of new shares	配售新股之交易成本	(4,502)	-	-	-	-	(4,502)
Recognition of equity component of convertible bonds (Note 31)	確認可換股債券之權益部分(附註31)	-	7,671	-	-	-	7,671
At 31 December 2014	於二零一四年十二月三十一日	175,627	37,322	-	28,769	(285,857)	(44,139)
At 1 January 2015	於二零一五年一月一日	175,627	37,322	-	28,769	(285,857)	(44,139)
Loss for the year, representing total comprehensive expense for the year	本年度虧損·即為本年度全面開支總額	-	-	-	-	(86,042)	(86,042)
Issue of shares upon conversion of convertible bonds (note 33(f))	兌換可換股債券後發行股份(附註33(f))	(1,920)	(21,056)	-	-	-	(22,976)
Issue of shares upon acquisition of the investment property (note 33(c))	收購投資物業後發行股份(附註33(c))	11,646	-	-	-	-	11,646
Placing of new shares (note 33(d))	配售新股(附註33(d))	113,220	-	-	-	-	113,220
Transaction costs attributable to placing of new shares	配售新股之交易成本	(1,258)	-	-	-	-	(1,258)
Issue of shares in consideration for the acquisition of subsidiaries (note 33(e))	發行股份作為收購附屬公司的代價(附註33(e))	7,213	-	-	-	-	7,213
Recognition of equity component of convertible bonds (note 31)	確認可換股債券之權益部分(附註31)	-	8,652	-	-	-	8,652
Recognition of equity-settled share based payments (note 38)	確認以權益結算及以股份為基礎的付款(附註38)	-	-	2,300	-	-	2,300
At 31 December 2015	於二零一五年十二月三十一日	304,528	24,918	2,300	28,769	(371,899)	(11,384)

The Company has no distribution reserves as at 31 December 2015 and 2014.

43. 本公司財務狀況表(續)

(a) 儲備

於二零一五年及二零一四年十二月三十一日，本公司概無可分派儲備。

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44. PARTICULARS OF SUBSIDIARIES

44. 附屬公司詳情 (續)

Name of subsidiary 附屬公司名稱	Legal form of entity 實體法定形式	Place of incorporation/ operations 註冊成立/營業地點	Issued and fully paid share capital 已發行及繳足股本	Proportion ownership interest held by the Company 本公司持有所有權權益比例				Principal Activities 主要業務
				Directly 直接		Indirectly 間接		
				2015 二零一五年	2014 二零一四年	2015 二零一五年	2014 二零一四年	
Kama Business Holdings Limited	Limited liability	BVI	Ordinary shares of US\$1	100%	100%	-	-	One-stop value chain services
Kama Business Holdings Limited	有限責任公司	英屬處女群島	1美元之普通股					一站式價值鏈服務
Anson Development Limited	Limited liability	Hong Kong	Ordinary shares of HK\$100	100%	100%	-	-	Group administration
英順發展有限公司	有限責任公司	香港	100港元之普通股					集團管理
Hoi Fan Investment Limited	Limited liability	BVI	Ordinary shares of US\$1	-	-	100%	100%	Inactive (note 4)
凱帆投資有限公司	有限責任公司	英屬處女群島	1美元之普通股					暫無業務 (附註4)
Goodlink Corporation Limited	Limited liability	Hong Kong	Ordinary shares of HK\$1	-	-	100%	100%	One-stop value chain services
緯佳有限公司	有限責任公司	香港	1港元之普通股					一站式價值鏈服務
Golden Jack Development Limited	Limited liability	BVI	Ordinary share of US\$1	-	100%	-	-	Inactive
Golden Jack Development Limited	有限責任公司	英屬處女群島	1美元之普通股					暫無業務
Grand Protection Holdings Limited	Limited liability	BVI	Ordinary share of US\$1	100%	100%	-	-	Investment holding
宏保控股有限公司	有限責任公司	英屬處女群島	1美元之普通股					投資控股
Alpaco Company Limited	Limited liability	BVI	Ordinary share of US\$1	-	-	100%	100%	Property holding
Alpaco Company Limited	有限責任公司	英屬處女群島	1美元之普通股					持有物業
Kaley Development Limited	Limited liability	BVI	Ordinary share of US\$1	-	-	100%	100%	Inactive (note 3)
嘉禮發展有限公司	有限責任公司	英屬處女群島	1美元之普通股					暫無業務 (附註3)
Cyberpress Limited	Limited liability	Hong Kong	Ordinary shares of HK\$100	-	-	100%	100%	Inactive (note 3)
丰柏有限公司	有限責任公司	香港	100港元之普通股					暫無業務 (附註3)
Elite Rising Holdings Limited	Limited liability	BVI	Ordinary shares of US\$1	-	100%	-	-	Inactive (note 4)
Elite Rising Holdings Limited	有限責任公司	英屬處女群島	1美元之普通股					暫無業務 (附註4)
Prima Target Limited	Limited liability	BVI	Ordinary shares of US\$1	-	-	-	100%	Inactive (note 4)
Prima Target Limited	有限責任公司	英屬處女群島	1美元之普通股					暫無業務 (附註4)

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44. PARTICULARS OF SUBSIDIARIES (continued)

44. 附屬公司詳情 (續)

Name of subsidiary 附屬公司名稱	Legal form of entity 實體法定形式	Place of incorporation/ operations 註冊成立/營業地點	Issued and fully paid share capital 已發行及繳足股本	Proportion ownership interest held by the Company 本公司持有所有權權益比例				Principal Activities 主要業務
				Directly 直接		Indirectly 間接		
				2015 二零一五年	2014 二零一四年	2015 二零一五年	2014 二零一四年	
Jade Cedar Enterprises Limited	Limited liability	BVI	Ordinary shares of US\$1	-	100%	-	-	Inactive (note 4)
Jade Cedar Enterprises Limited	有限責任公司	英屬處女群島	1美元之普通股					暫無業務(附註4)
Wide Graceful Holdings Limited	Limited liability	BVI	Ordinary shares of US\$1	100%	100%	-	-	Investment holding
Wide Graceful Holdings Limited	有限責任公司	英屬處女群島	1美元之普通股					投資控股
Joy Gold Trading Enterprises Limited	Limited liability	BVI	Ordinary shares of US\$1	100%	100%	-	-	Investment holding
樂金貿易企業有限公司	有限責任公司	英屬處女群島	1美元之普通股					投資控股
Ever Chance Management Limited	Limited liability	Hong Kong	Ordinary shares of HK\$10,000	-	-	100%	100%	Group administration
恒運管理有限公司	有限責任公司	香港	港元10,000之普通股					集團管理
King Health Trading Limited	Limited liability	Hong Kong	Ordinary shares of HK\$1	-	-	100%	100%	Trading of consumables and agricultural products
健盈貿易有限公司	有限責任公司	香港	1港元之普通股					消耗品及農產品貿易
Ease Chance Investment Limited	Limited liability	Hong Kong	Ordinary shares of HK\$10,000	-	-	100%	100%	Investment holding
連宜投資有限公司	有限責任公司	香港	10,000港元之普通股					投資控股
Sky Success International Investments Limited	Limited liability	Hong Kong	Ordinary shares of HK\$100	-	-	100%	100%	Investment holding
天昇國際投資有限公司	有限責任公司	香港	100港元之普通股					投資控股
Skyline Best Limited	Limited liability	BVI	Ordinary share of US\$1	100%	100%	-	-	Investment holding
天際佳有限公司	有限責任公司	英屬處女群島	1美元之普通股					投資控股
Wise Success Holdings Limited	Limited liability	BVI	Ordinary share of US\$50,000	-	-	100%	100%	Investment holding
Wise Success Holdings Limited	有限責任公司	英屬處女群島	50,000美元之普通股					投資控股
King Noble Holdings Limited	Limited liability	BVI	Ordinary share of US\$50,000	-	-	100%	100%	Investment holding
King Noble Holdings Limited	有限責任公司	英屬處女群島	50,000美元之普通股					投資控股
Fine Champion Holdings Limited	Limited liability	BVI	Ordinary share of US\$50,000	-	-	100%	100%	Investment holding
Fine Champion Holdings Limited	有限責任公司	英屬處女群島	50,000美元之普通股					投資控股
On Good Investment Limited	Limited liability	Hong Kong	Ordinary share of HK\$10,000	-	-	100%	100%	Investment holding
健安投資有限公司	有限責任公司	香港	10,000港元之普通股					投資控股
Glory Delights Investment Limited	Limited liability	Hong Kong	Ordinary share of HK\$10,000	-	-	100%	100%	Investment holding
榮升投資有限公司	有限責任公司	香港	10,000港元之普通股					投資控股

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44. PARTICULARS OF SUBSIDIARIES (continued)

44. 附屬公司詳情 (續)

Name of subsidiary 附屬公司名稱	Legal form of entity 實體法定形式	Place of incorporation/ operations 註冊成立/營業地點	Issued and fully paid share capital 已發行及繳足股本	Proportion ownership interest held by the Company 本公司持有所有權權益比例				Principal Activities 主要業務
				Directly 直接		Indirectly 間接		
				2015 二零一五年	2014 二零一四年	2015 二零一五年	2014 二零一四年	
Total Famous Investment Limited 全榮投資有限公司	Limited liability 有限責任公司	Hong Kong 香港	Ordinary share of HK\$10,000 10,000港元之普通股	-	-	100%	100%	Investment holding 投資控股
All Ready Holdings Limited All Ready Holdings Limited	Limited liability 有限責任公司	BVI 英屬處女群島	Ordinary shares of US\$1 1美元之普通股	100%	100%	-	-	Investment holding 投資控股
Luster Shine Limited Luster Shine Limited	Limited liability 有限責任公司	BVI 英屬處女群島	Ordinary shares of US\$1 1美元之普通股	100%	100%	-	-	Investment holding 投資控股
Skyline Top Limited 天際高有限公司	Limited liability 有限責任公司	BVI 英屬處女群島	Ordinary shares of US\$1 1美元之普通股	100%	100%	-	-	Investment holding 投資控股
Great Hero Global Limited 偉雄環球有限公司	Limited liability 有限責任公司	BVI 英屬處女群島	Ordinary shares of US\$1 1美元之普通股	100%	100%	-	-	Investment holding 投資控股
Global Brands Management Limited 環球品牌管理有限公司	Limited liability 有限責任公司	Hong Kong 香港	Ordinary shares of HK\$500,000 500,000港元之 普通股	-	-	51%	51%	Brands management 品牌管理
Splendor Health Holdings Limited 彩健控股有限公司	Limited liability 有限責任公司	BVI 英屬處女群島	Ordinary shares of US\$1 1美元之普通股	100%	100%	-	-	Investment holding 投資控股
Konson Global Investments Limited 康信環球投資有限公司	Limited liability 有限責任公司	BVI 英屬處女群島	Ordinary shares of US\$50,000 50,000美元之普通股	-	-	100%	100%	Investment holding 投資控股
Union World International Group Holdings Limited 聯和國際控股有限公司	Limited liability 有限責任公司	Hong Kong 香港	Ordinary shares of HK\$10,000 10,000港元之普通股	-	-	100%	100%	Investment holding 投資控股
Top Yield Properties Limited 利高置業有限公司	Limited liability 有限責任公司	Hong Kong 香港	Ordinary shares of HK\$1 1港元之普通股	-	-	100%	100%	Property holding 持有物業
香港商利高置業有限公司 台北分公司	Limited liability	Taiwan	Ordinary shares of NTD 1,000,000	-	-	100%	100%	Property holding
香港商利高置業有限公司 台北分公司	Limited liability	Taiwan	Ordinary shares of 新台幣1,000,000元 之普通股	-	-	100%	100%	Property holding
福建尚同投資有限公司 福建尚同投資有限公司	Limited liability 有限責任公司	PRC 中國	Paid up capital of RMB10,000,000 人民幣10,000,000元 之繳足資本	-	-	100%	100%	Property holding 持有物業

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44. PARTICULARS OF SUBSIDIARIES (continued)

44. 附屬公司詳情 (續)

Name of subsidiary 附屬公司名稱	Legal form of entity 實體法定形式	Place of incorporation/ operations 註冊成立/營業地點	Issued and fully paid share capital 已發行及繳足股本	Proportion ownership interest held by the Company 本公司持有所有權權益比例				Principal Activities 主要業務
				Directly 直接		Indirectly 間接		
				2015 二零一五年	2014 二零一四年	2015 二零一五年	2014 二零一四年	
燊磊投資諮詢(深圳)有限公司	Limited liability	PRC	Paid up capital of RMB3,283,453 (2014: RMB1,706,473)	-	-	100%	100%	Investment holding
燊磊投資諮詢(深圳)有限公司	有限責任公司	中國	人民幣3,283,453元之繳足資本 (二零一四年: 人民幣1,706,473元)					投資控股
旭堯投資諮詢(深圳)有限公司	Limited liability	PRC	Paid up capital of RMB100,000	-	-	100%	100%	Property holding
旭堯投資諮詢(深圳)有限公司	有限責任公司	中國	人民幣100,000元之繳足資本					持有物業
承望投資諮詢(深圳)有限公司	Limited liability	PRC	Paid up capital of RMB100,000	-	-	100%	100%	Property holding
承望投資諮詢(深圳)有限公司	有限責任公司	中國	人民幣100,000元之繳足資本					持有物業
台灣農業生態科技開發股份有限公司	Limited liability	Taiwan	Ordinary shares of NTD 10,000,000	-	-	59.75%	59.75%	Trading of agricultural products
台灣農業生態科技開發股份有限公司	有限責任公司	台灣	新台幣10,000,000元之普通股					農產品交易
Delightful Hope Limited (note 1, 2)	Limited liability	BVI	Ordinary share of US\$100	-	-	50%	-	Investment holding
希愉有限公司 (附註1, 2)	有限責任公司	英屬處女群島	100美元之普通股					投資控股
China Smart Asia Limited (note 1, 2)	Limited liability	Hong Kong	Ordinary shares of HK\$1	-	-	50%	-	Investment holding
華杰亞洲有限公司 (附註1, 2)	有限責任公司	香港	1港元之普通股					投資控股
Shenzhen Shengshi Fuqiang Technology Co., Ltd (note 1, 2)	Limited liability	PRC	Ordinary shares of US\$5,000,000	-	-	50%	-	Property Holding
深圳市盛世富強科技有限公司 (附註1, 2)	有限責任公司	中國	5,000,000美元之普通股					持有物業
Main supreme Limited (note 1)	Limited liability	BVI	Ordinary shares of US\$1	100%	-	-	-	Inactive
Main supreme Limited (附註1)	有限責任公司	英屬處女群島	1美元之普通股					暫無業務
Far Eastern Finance Limited (note 1)	Limited liability	Hong Kong	Ordinary shares of HK\$10,000	-	-	100%	-	Inactive
遠東財務有限公司(附註1)	有限責任公司	香港	10,000港元之普通股					暫無業務
Harmony Alliance Holdings Limited (note 1)	Limited liability	BVI	Ordinary shares of US\$1	100%	-	-	-	Inactive
Harmony Alliance Holdings Limited (附註1)	有限責任公司	英屬處女群島	1美元之普通股					暫無業務
Kingtop Asia Investment Limited (note 1)	Limited liability	Hong Kong	Ordinary shares of HK\$1	-	-	100%	-	Inactive
港亞投資有限公司(附註1)	有限責任公司	香港	1港元之普通股					暫無業務
Glory Luck Holdings Limited (note 1)	Limited liability	Hong Kong	Ordinary shares of HK\$10,000	-	-	51%	-	Inactive
朗運集團有限公司(附註1)	有限責任公司	香港	10,000港元之普通股					暫無業務

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44. PARTICULARS OF SUBSIDIARIES (continued)

44. 附屬公司詳情 (續)

Name of subsidiary 附屬公司名稱	Legal form of entity 實體法定形式	Place of incorporation/ operations 註冊成立/營業地點	Issued and fully paid share capital 已發行及繳足股本	Proportion ownership interest held by the Company 本公司持有所有權權益比例				Principal Activities 主要業務
				Directly 直接		Indirectly 間接		
				2015 二零一五年	2014 二零一四年	2015 二零一五年	2014 二零一四年	
Gold Goal International Limited (note 1)	Limited liability	BVI	Ordinary shares of US\$1	100%	-	-	-	Inactive
Gold Goal International Limited (附註1)	有限責任公司	英屬處女群島	1美元之普通股					暫無業務
Success Royal Investment Limited (note 1)	Limited liability	Hong Kong	Ordinary shares of HK\$1	-	-	100%	-	Inactive
皇家投資有限公司(附註1)	有限責任公司	香港	1港元之普通股					暫無業務
Fantastic Alliance Investments Limited (note 1)	Limited liability	BVI	Ordinary shares of US\$1	100%	-	-	-	Inactive
Fantastic Alliance Investments Limited (附註1)	有限責任公司	英屬處女群島	1美元之普通股					暫無業務
Sino Eco Green Limited (note 1)	Limited liability	Hong Kong	Ordinary shares of HK\$1	-	-	100%	-	Inactive
中綠環保有限公司(附註1)	有限責任公司	香港	1港元之普通股					暫無業務
YIHE Enterprise Holding Limited (note 1)	Limited liability	BVI	Ordinary shares of US\$50,000	-	-	70%	-	Inactive
宜合企業控股有限公司(附註1)	有限責任公司	英屬處女群島	50,000美元之普通股					暫無業務
Huge Famous Corporation Limited (note 1)	Limited liability	Hong Kong	Ordinary shares of HK\$1	-	-	70%	-	Inactive
銘麟有限公司(附註1)	有限責任公司	香港	1港元之普通股					暫無業務
Maxford Wealth Limited (note 1)	Limited liability	BVI	Ordinary shares of US\$1	100%	-	-	-	Inactive
Maxford Wealth Limited (附註1)	有限責任公司	英屬處女群島	1美元之普通股					暫無業務
Kingview Master Limited (note 1)	Limited liability	BVI	Ordinary shares of US\$1	100%	-	-	-	Inactive
Kingview Master Limited (附註1)	有限責任公司	英屬處女群島	1美元之普通股					暫無業務

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44. PARTICULARS OF SUBSIDIARIES (continued)

None of the subsidiaries has issued any debt securities at the end of both years.

Notes:

1. Being the subsidiaries acquired or incorporated during the year ended 31 December 2015. For acquisition of subsidiaries, details are disclosed in note 40.
2. The Group owns 50% equity shares in Delightful Hope, Smart Asia and Shenzhen Shengshi Fuqiang Technology Co., Limited (the "Delightful Hope Group"). However, the Group is able to exercise the control over the board of directors of the Delightful Hope Group as the Group is able to appoint 2 out of 3 directors of Delightful Hope through the shareholder's agreement. Accordingly, they are classified as subsidiaries.
3. The subsidiaries were inactive and classified as discontinued operations during the year ended 31 December 2015. Details are set out in note 10.
4. During the year ended 31 December 2015, the subsidiary was de-registered.

44. 附屬公司詳情 (續)

於該兩個年度末，概無附屬公司已發行任何債務證券。

附註：

1. 截至二零一五年十二月三十一日止年度收購或註冊成立的附屬公司。有關收購附屬公司的詳情披露於附註40。
2. 本集團於希愉、華杰及深圳市盛世富強科技有限公司(「希愉集團」)擁有50%股權。然而，由於本集團能夠通過股東協議委任三名董事中的兩名董事，故本集團有能力對希愉集團之董事會行使控制權。因此，其獲分類為附屬公司。
3. 於截至二零一五年十二月三十一日止年度，該等附屬公司暫無業務，並獲分類為已終止經營業務。有關詳情載於附註10。
4. 截至二零一五年十二月三十一日止年度，該附屬公司已取消註冊。

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45. MAJOR NON-CASH TRANSACTIONS

- (a) During the year ended 31 December 2015, convertible bonds incurred an imputed interest of approximately HK\$3,947,000 (2014: HK\$2,364,000).
- (b) During the year ended 31 December 2014, CB-II in the principal amount of HK\$20,000,000 was issued by the Company to acquire a subsidiary, Konson Group, as partial settlement. Details are disclosed in note 31.
- (c) During the year ended 31 December 2015, CB-III and CB-IV in the principal amount of HK\$46,500,000 were issued by the Company to acquire a subsidiary, Smart Asia, as partial settlement. Details are disclosed in note 31.
- (d) During the year ended 31 December 2015, 53,040,000 shares of the Company with par value of HK\$0.02 each were issued to acquire a subsidiary, YIHE, as partial settlement. Details are disclosed in note 40.
- (e) During the year ended 31 December 2015, a subsidiary of the Company entered into a sale and purchase agreement with an independent third party for the purchase of an investment property located in the PRC with fair value of RMB10,322,000, equivalent to approximately HK\$12,902,000 and was settled by allotment and issuance of 62,800,000 ordinary shares. Details of the acquisition are set in note 17(a).
- (f) During the year, the Group entered into a mortgage loan arrangement with a bank in respect of the investment property located in Taiwan with a total borrowing amount of approximately HK\$9,581,000.

45. 主要非現金交易

- (a) 截至二零一五年十二月三十一日止年度，可換股債券產生應計利息約3,947,000港元（二零一四年：2,364,000港元）。
- (b) 截至二零一四年十二月三十一日止年度，本公司發行本金額為20,000,000港元之可換股債券二乃為收購一間附屬公司康信集團而發行，作為部分償付。詳情披露於附註31。
- (c) 截至二零一五年十二月三十一日止年度，本公司發行本金額為46,500,000港元之可換股債券三乃為收購一間附屬公司華杰而發行，作為部分償付。詳情披露於附註31。
- (d) 截至二零一五年十二月三十一日止年度，本公司為收購一間附屬公司宜合而發行每股面值0.02港元之53,040,000股股份，作為部分償付。詳情披露於附註40。
- (e) 截至二零一五年十二月三十一日止年度，本公司附屬公司與一名獨立第三方訂立買賣協議，以購買一項位於中國的投資物業，（其公平值為人民幣10,322,000元（相當於約12,902,000港元）），並以配發及發行62,800,000股本公司普通股支付。有關收購事項的詳情載於附註17(a)。
- (f) 年內，本集團就位於台灣的投資物業與銀行訂立按揭貸款安排，借款總額約為9,581,000港元。

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For the year ended 31 December 2015

截至二零一五年十二月三十一日止年度

46. EVENTS AFTER THE REPORTING PERIOD

Formation of Right Ocean Asia Limited

On 4 February 2016, Maxford Wealth Limited ("Maxford Wealth"), a wholly-owned subsidiary of the Company, entered into a joint venture agreement (the "JV Agreement") with (i) the non-controlling shareholder (the "Shareholder") of Right Ocean Asia Limited ("Right Ocean"), an indirect non-wholly owned subsidiary of the Company established after year and date, (ii) spouse of the Shareholder as a guarantor and (iii) Right Ocean, in which the Shareholder shall procure Chan Kee Holdings Limited ("Chan Kee") to enter into (i) the sole distributorship agreement for the sole and exclusive distributorship to Right Ocean for the sale and distribution of the food products in Hong Kong, Macau and Taiwan; and (ii) trademark license agreement with the Company by which a license will be granted to the Company to utilise the trademark for the purpose of distribution and sales in Hong Kong, Macau and Taiwan.

In the meantime, a shareholder loan agreement was entered between Maxford Wealth and Right Ocean, pursuant to which Maxford Wealth has agreed to lend a loan of HK\$11,000,000 to Right Ocean, with a fixed interest rate of 5% per annum and repayable on demand.

Another loan agreement was entered between Right Ocean and Chan Kee, pursuant to which Right Ocean has agreed to lend a loan of HK\$6,000,000 to the trademark owner, Chan Kee, with his personal guarantee, an interest rate of 7% per annum, repayable within 36 months after drawdown for business operation.

Details are set out in the announcement of the Company's announcement dated 4 February 2016.

46. 報告期後事項

成立威海亞洲有限公司

於二零一六年二月四日，Maxford Wealth Limited（本公司全資附屬公司，「Maxford Wealth」）與(i)威海亞洲有限公司（「威海」）（本公司於年結日後成立的間接非全資附屬公司）之非控股股東（「股東」）；(ii)股東之配偶（作為擔保人）及(iii)威海訂立合營協議（「合營協議」），據此股東須促使陳記集團有限公司（「陳記」）與本公司訂立(i)單一分銷權協議以就於香港、澳門及台灣銷售及分銷食品向威海單一及獨家分銷；及(ii)商標特許權協議，據此就於香港、澳門及台灣分銷及銷售向本公司授出使用商標之特許權。

同時，Maxford Wealth與威海訂立股東貸款協議，據此Maxford Wealth同意向威海借出貸款11,000,000港元，固定年利率為5%，且須按要求償還。

威海與陳記訂立另一份貸款協議，據此威海已同意向商標擁有人陳記借出一筆具有個人擔保之貸款6,000,000港元，年利率為7%，且須於為業務經營而支取後36個月內償還。

詳情載於本公司日期為二零一六年二月四日之公佈。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2015

截至二零一五年十二月三十一日止年度

46. EVENTS AFTER THE REPORTING PERIOD (continued)

Disposal of an investment property

As disclosed in note 26, the Group entered and signed a sales and purchases agreement with an independent third party to dispose one of the investment properties held by the Group and located in the PRC with fair value of RMB9,700,000 (equivalent to approximately HK\$11,408,000 as at 31 December 2015). The sales proceed is amounted to RMB9,700,000 (equivalent to approximately HK\$11,408,000) while the sale less cost of disposal is amounted to RMB9,600,000 (equivalent to approximately HK\$11,290,000). Deposit of approximately RMB2,800,000 (equivalent to approximately HK\$3,293,000) has been received and included in trade and other payable as at 31 December 2015. Details are set out in note 26.

47. COMPARATIVE FIGURES

As a result of the retrospective adjustment of the discontinued operations during the year, certain comparative figures have been restated to conform with the current year's presentation.

46. 報告期後事項 (續)

出售投資物業

誠如附註26所披露，本集團與一名獨立第三方訂立及簽署買賣協議，以出售本集團所持其中一個位於中國的投資物業，該物業於二零一五年十二月三十一日的公平值為人民幣9,700,000元（相當於約11,408,000港元）。出售所得款項為人民幣9,700,000元（相當於約11,408,000港元），而銷售減出售成本為人民幣9,600,000元（相當於約11,290,000港元）。於二零一五年十二月三十一日，已收取約人民幣2,800,000元（相當於約3,293,000港元）之按金並計入應付賬款及其他應付款項。有關詳情載於附註26。

47. 比較數字

由於年內對已終止業務作出追溯調整，故重列若干比較數字以符合本年度的呈列方式。

FINANCIAL SUMMARY 財務概要

The following is a summary of the published results and assets and liabilities of the Group for the last five financial years prepared on the basis set out in the notes below.

以下為按下列附註所載基準編製的本集團過往五個財政年度之已刊發業績及資產與負債的概要。

		Year ended 31 December 截至十二月三十一日止年度				
		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Continuing operations	持續經營業務					
Turnover	營業額	59,748	45,541	19,194	20,798	27,223
Profit (Loss) before taxation	除稅前溢利(虧損)	(55,837)	(28,799)	(25,745)	(21,046)	(12,636)
Taxation	稅項	(2,863)	(48)	(15)	-	(22)
Profit (Loss) after tax from continuing operations	來自持續經營業務的除稅後溢利(虧損)	(58,700)	(28,847)	(25,760)	(21,046)	(12,658)
Discontinued operations	已終止經營業務					
Profit (Loss) after tax from discontinued operations	來自已終止經營業務的除稅後溢利(虧損)	(1,051)	-	-	-	-
Profit (Loss) for the year	年內溢利(虧損)	(59,751)	(28,847)	(25,760)	(21,046)	(12,658)
Non-controlling interests	非控股股東權益	537	1,454	14	-	-
Profit (Loss) attributable to equity shareholders of the Company	本公司權益持有人應佔溢利(虧損)	(59,214)	(27,393)	(25,746)	(21,046)	(12,658)

ASSETS, LIABILITIES AND NON-CONTROLLING INTERESTS

資產、負債及非控股股東權益

		Year ended 31 December 截至十二月三十一日止年度				
		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Total asset	總資產	387,399	164,701	27,276	13,700	20,592
Total liabilities	總負債	(113,534)	(29,655)	(16,787)	(31,098)	(38,019)
Non-controlling interest	非控股股東權益	(46,235)	1,448	14	-	-
Equity attributable to owners of the Company	本公司擁有人應佔權益	227,630	136,494	10,503	(17,398)	(17,427)

The summary above does not form part of the audited financial statements.

以上概要並不構成已審核財務報表的一部分。

INVESTMENT PROPERTY

投資物業

At 31 December 2015

於二零一五年十二月三十一日

Location 地點	Type 種類	Lease Term 租賃期	Effective held 實際持有
Hong Kong			
香港			
Flat C, 29/F, Tower 3, Sky Tower, No. 38 Sung Wong Toi Road, To Kwa Wan, Kowloon, Hong Kong, together with a car-parking space No. R206 on the second floor of the same building	Residential	long-term lease	100%
香港九龍土瓜灣 宋皇臺道38號 傲雲峰3座29樓C室 連同位於該樓宇二樓的停車位 (編號R206)	住宅	長期	100%
Unit 8D, TML Tower, 3 Hoi Shing Road, Tsuen Wan, New Territories, Hong Kong	Industrial	medium-term lease	100%
香港新界荃灣海盛路3號TML廣場8D室	工業	中期	100%
PRC			
中國			
Unit 12F, 12th Floor, Block A, EPI Residences, Futian District, Shenzhen, PRC	Residential	medium-term lease	100%
中國深圳市福田區 東海國際中心二期B區 第12層A座12F號房	住宅	中期	100%
Fulong Garden, Houhai Village, Baiqi Country, Quanzhou Taiwanese Impediment Zone, Fujian Province comprising flats 3005 to 3012 of commercial and residential building No.1 and flat 2905 of commercial and residential building No.3	Commercial and Residential	long-term lease	100%
中國福建省泉州台商投資區 百崎鄉後海村福隆花園1號商住樓 3005至3012號單位及 3號商住樓2905號單位	商住	長期	100%

INVESTMENT PROPERTY

投資物業

At 31 December 2015

於二零一五年十二月三十一日

Location 地點	Type 種類	Lease Term 租賃期	Effective held 實際持有
Room 9-11B, Block 2, Mangrove West Coast, Binhai Avenue, Nanshan District, Shenzhen City, Guangdong Province, PRC 中國深圳市南山區 濱海大道紅樹灣紅樹西岸花園 2棟9-11B	Residential 住宅	long-term 長期	100% 100%
Shop Nos. A-02 to A-04, Block 2, Hechang Garden, Southeast of the junction of Tian'an Road and Fengze Street, Fengze District, Quanzhou City, Fujian Province, PRC. 中國福建省泉州市豐澤區 田安路與豐澤街交叉口東南側 和昌花苑2號樓A-02、A-03及A-04	Commercial 商業	long-term 長期	100% 100%
Unit 104, Block 4, Shijimingzhu, No.245 Hualin Road, Chayuan Sub-district, Jin'an District, Fuzhou City, Fujian Province, PRC. 中國福建省福州市晉安區 茶園街道華林路245號 世紀明珠4樓104單元	Residential 住宅	long-term 長期	100% 100%
Suites A to H on the 33rd Floor of Shidai-Caifu Building, Futian District, Shenzhen City, Guangdong Province, the PRC 中國廣東省深圳市福田區 時代財富大廈33樓A至H室	Commercial 商業	medium-term lease 中期	50% 50%
House on Land Lot No. G17102-16 Shuitousha Village, Nanao Town, Longgang District, Shenzhen City, Guangdong Province, the PRC 中國廣東省深圳市龍崗區 南澳鎮水頭沙村 G17102-16宗地號之別墅	Residential 住宅	medium-term lease 中期	50% 50%
Taiwan 台灣			
Flat A3, 12th Floor, Block A with two car parking spaces in the building numbered 166 and 167 at Zenith City, Lane 235, Jingmaoer Road, Nangang District, Taipei City, Taiwan 台北市南港區經貿段235巷日升月恆大樓 A棟A3戶12樓連地下2個166、167車位	Residential 住宅	free hold 永久	100%



中國農業生態有限公司
China Eco-Farming Limited