



Evershine Group Holdings Limited
永耀集團控股有限公司

(Incorporated in Hong Kong with limited liability)

(於香港註冊成立之有限公司)

Stock Code 股份代號 : 8022

ANNUAL REPORT

2016

年報





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本報告乃遵照香港聯合交易所有限公司創業板證券上市規則(「創業板上市規則」)而刊載，旨在提供有關永耀集團控股有限公司(「本公司」)的資料；本公司的董事(「董事」)願就本報告的資料共同及個別地承擔全部責任。各董事在作出一切合理查詢後，確認就其所知及所信，本報告所載資料在各重要方面均屬準確完備，沒有誤導或欺詐成分，且並無遺漏任何事項，足以令致本報告或其所載任何陳述產生誤導。

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CORPORATE INFORMATION

公司資料

DIRECTORS

Executive Directors

Mr. Bülent Yenil (Mr. Hung Tat Chi Alan as alternate Director)
Mr. Chan Ming Kei
Mr. Hung Tat Chi Alan
Mr. Ling Ko Yin Jason

Independent Non-executive Directors

Ms. Choy So Yuk, *BBS, JP*
Ms. Lam Yuk Ying, *Elsa*
Mr. Leung Man Chun

COMPANY SECRETARY

Mr. Chan Ming Kei

COMPLIANCE OFFICER

Mr. Chan Ming Kei

AUTHORISED REPRESENTATIVES

Mr. Chan Ming Kei
Mr. Hung Tat Chi Alan

AUDIT COMMITTEE

Mr. Leung Man Chun (*Chairman*)
Ms. Choy So Yuk, *BBS, JP*
Ms. Lam Yuk Ying, *Elsa*

REMUNERATION COMMITTEE

Ms. Choy So Yuk, *BBS, JP* (*Chairlady*)
Ms. Lam Yuk Ying, *Elsa*
Mr. Leung Man Chun

NOMINATION COMMITTEE

Ms. Lam Yuk Ying, *Elsa* (*Chairlady*)
Ms. Choy So Yuk, *BBS, JP*
Mr. Leung Man Chun

AUDITORS

Elite Partners CPA Limited

董事

執行董事

Bülent Yenil先生(洪達智先生為代理董事)
陳銘基先生
洪達智先生
林高然先生

獨立非執行董事

蔡素玉女士，*銅紫荊星章，太平紳士*
林玉英女士
梁文俊先生

公司秘書

陳銘基先生

監察主任

陳銘基先生

法定代表

陳銘基先生
洪達智先生

審核委員會

梁文俊先生(*主席*)
蔡素玉女士，*銅紫荊星章，太平紳士*
林玉英女士

薪酬委員會

蔡素玉女士，*銅紫荊星章，太平紳士*(*主席*)
林玉英女士
梁文俊先生

提名委員會

林玉英女士(*主席*)
蔡素玉女士，*銅紫荊星章，太平紳士*
梁文俊先生

核數師

開元信德會計師事務所有限公司



CORPORATE INFORMATION

公司資料

PRINCIPAL BANKERS

Bank of Communications Co., Ltd. Hong Kong Branch
20 Pedder Street
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主要往來銀行

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香港中環
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STOCK CODE

8022

股份代號

8022

STATEMENT FROM THE BOARD

董事會報告

On behalf of the board of Directors (the “Board”), I hereby present the Group’s annual report for the year ended 31 December 2016.

FINANCIAL HIGHLIGHTS OF 2016 FISCAL YEAR

Revenue of the Group from continuing operations for 2016 was approximately HK\$135,462,000 which increased by 86% as compared to approximately HK\$72,900,000 last year. Compared to the loss for the year of HK\$13,530,000 in 2015, loss for the year of HK\$64,924,000 was recorded. Loss per share in 2016 was approximately 4.49 HK cents, compared to a loss of 1.42 HK cents per share in 2015. The Board does not recommend any dividend payment for 2016.

OVERVIEW FOR 2016 OPERATIONS AND PROSPECTS

While we faced with an undoubtedly challenging year in 2016, the Group continued to focus on our strategy of increasing synergy among the Group’s core businesses and seek new revenue sources and favourable opportunities by ways of acquisitions and capital investments. The volatile economic environment impacted us; nonetheless, the Group has been making every effort to broaden the source of income while also reducing the operating loss.

The Group is tapping into the properties development and construction market this year with the acquisition of a construction company in the Republic of Turkey (“Turkey”). Taking advantage of the favorable environment of the “One-Belt-One-Road” initiative, along with the strong demand of housing and infrastructure in Turkey, we believe that the business in Turkey will bring visible economic benefits and give the Group the ability to grow substantially.

The Group has also entered into several memorandums of understanding and sales and purchases agreements with various parties regarding the acquisition of various businesses and assets. It demonstrates our efforts on seeking new business opportunities and our striving for maximising the potential benefits to the shareholders.

During the year, the cemetery business in Henan commenced sales of niches and burial plots. The unique market structure in PRC has created a moat for existing company to prevent from new competitors. The cemetery business is expected to continuously contribute steady income to the Group in 2017. We are very excited about the future potential of the cemetery business.

本人謹此代表董事會（「董事會」）提呈本集團截至二零一六年十二月三十一日止年度之年報。

二零一六財政年度財務摘要

於二零一六年，本集團來自持續經營之收益約為135,462,000港元，較去年約72,900,000港元增加86%。與二零一五年錄得年內虧損13,530,000港元相比，本年度錄得年內虧損64,924,000港元。於二零一六年每股虧損約4.49港仙，而二零一五年虧損為每股1.42港仙。董事會不建議派付二零一六年任何股息。

二零一六年業務回顧及前景

儘管二零一六年對我們而言充滿挑戰，惟本集團繼續專注實踐策略，增加本集團核心業務之間之協同效應，並透過收購及資本投資尋求新的收入來源及有利機遇。我們受經濟動蕩影響，然而已致力擴展收入來源，同時減低營運成本。

本集團於今年透過收購一間土耳其共和國（「土耳其」）建築公司，進軍物業開發及建築市場。借助「一帶一路」計劃之有利環境，以及土耳其對房屋及基建之殷切需求，我們相信，土耳其業務將帶來可觀的經濟利益，並使本集團能夠大幅增長。

本集團亦與各訂約方就收購業務及資產訂立多項諒解備忘錄及買賣協議。此舉表現出我們發掘新商機之努力，且竭力為股東創造最大潛在利益。

年內，河南之公墓業務開始銷售骨灰龕位及公墓。中國獨特市場架構保護現有公司避免新競爭對手加入。於二零一七年，預期公墓業務將為本集團帶來穩定收入。公墓業務之未來發展潛力令人鼓舞。



STATEMENT FROM THE BOARD

董事會報告

The Group has also engaged in properties investment and money lending business this year. During the year, we acquired two properties in Wan Chai, Hong Kong. One of the properties has been used as the headoffice and one of the properties has been leased to tenants to earn rental income while we also capture any possible future capital appreciation. On the other hand, our wholly owned subsidiary company Ottoman Evershine Finance Limited, has been granted for a money lender license in Hong Kong under the Money Lenders Ordinance. The Company intends to commence the money lending business as one of its principal businesses. We believe that the business would extend the scope of the Group's existing businesses and broaden the Group's revenue basis, that enhance our profitability.

Looking forward to 2017, the Group is optimistic and will continue to adopt sound and flexible strategies to ensure stable and healthy business growth by leveraging on our strengths and experiences. We will continuously seek and cultivate every investment opportunity, so as to empower them to realise their full potential.

On behalf of the Board, I wish to take this opportunity to express our appreciation to the management and staff of the Group for their guidance and invaluable expertise in guiding the Group through the year's challenges. I would also like to extend my gratitude to all our shareholders for their unswerving belief and continued confidence in Evershine Group Holdings Limited.

On behalf of the Board

Bülent Yenil
Executive Director

Hong Kong, 24 March 2017

今年，本集團亦從物業投資及放債業務。於年內，我們收購了香港灣仔之兩項物業。其中一項物業用作總辦事處，另一項物業則已向租戶出租以賺取租金收入，該等物業令本集團可把握日後可能出現資本增值之機會。另一方面，本集團之全資附屬公司奧斯曼財務有限公司已根據放債人條例獲授香港放債人牌照。本公司有意開展放債業務作為其中一項主要業務。我們相信該業務將擴大本集團之現有業務範圍，擴闊本集團之收益基礎，從而提高我們之盈利能力。

展望二零一七年，本集團保持樂觀態度，並將繼續採取穩健及靈活之策略，憑藉本集團之優勢及經驗，定能確保獲得穩定及健康之業務增長。我們將繼續積極發掘有利之投資機遇，使之發揮全部潛力。

本人謹代表董事會，感謝本集團管理層及員工發揮其領導能力及寶貴知識引領本集團面對本年度之挑戰，並感謝全體股東對永耀集團控股有限公司堅定不移之支持及持續信心。

代表董事會

執行董事
Bülent Yenil

香港，二零一七年三月二十四日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層論述及分析

The board of Directors (the “Board”) of Evershine Group Holdings Limited (the “Company”) herein presents the audited annual results of the Company and its subsidiaries (together, the “Group”) for the financial year ended 31 December 2016 (“Year”).

BUSINESS REVIEW

For the Year, the Group engaged in travel agency business, trading business, mobile application business, properties development and investment business, cemetery business, money lending business and marketing and advertising business. Details of the associate company and the principal subsidiaries of the Group are disclosed in Notes 18 and 39 to the consolidated financial statements.

During the Year, the Group recorded revenue from continuing operations of approximately HK\$135,462,000 (2015: approximately HK\$72,900,000). The increase in revenue was mainly attributable to the increase in trading of commodities during the Year. The Group’s loss attributable to shareholders increased to approximately HK\$65,399,000 for the Year (2015: approximately HK\$11,996,000). Such increase of the loss was attributable to (i) the increase of certain operating expenses including depreciation expenses of office premises, staff costs and rental expenses of approximately HK\$4,784,000; (ii) the increase of impairment loss on intangible assets and goodwill of approximately HK\$24,689,000; (iii) the increase of finance costs of approximately HK\$10,813,000; and (iv) the decrease of gain on disposal of subsidiaries of approximately HK\$15,949,000.

Travel Agency Business

The financial results of the travel agency business has dropped drastically due to slower economy and strong competition. During the Year, the revenue contributed from the travel agency segment was approximately HK\$19,358,000 (2015: approximately HK\$40,348,000). The operating cost has been increasing as a result the business is unprofitable. The Group has entered into a memorandum of understanding with an independent party for the possible disposal of the travel agency business at the end of 2015.

Mobile Application Business

During the Year, the revenue contributed from the mobile application business was approximately HK\$86,000 (2015: approximately HK\$2,103,000). The current mobile application business including a mobile game application of the name “Ninja in Barrel” and a mobile application named “Patalogue”. Due to continuous changing of market practices in terms of payment gateway integration, mobile application publishing and market acceptance, the performance of this business was lower than expected. The Group also considered that without full support from a software solution team and software publication team, the existing two products are hardly remain competitive in the market.

永耀集團控股有限公司(「本公司」)董事會(「董事會」)謹此提呈本公司及其附屬公司(統稱「本集團」)截至二零一六年十二月三十一日止財政年度(「年內」)之經審核年度業績。

業務回顧

本年度，本集團從事旅遊代理業務、貿易業務、手機應用程式業務、物業開發及投資業務、公墓業務、放債業務及市場推廣及廣告業務。有關本集團聯營公司及主要附屬公司之詳情於綜合財務報表附註18及39披露。

年內，本集團錄得來自持續經營業務之收益約135,462,000港元(二零一五年：約72,900,000港元)。收益增加主要由於年內商品貿易增加所致。年內股東應佔本集團虧損增加約65,399,000港元(二零一五年：約11,996,000港元)。有關虧損增加乃由於(i)若干營運開支(包括辦公室物業折舊開支、員工成本及租賃開支)增加約4,784,000港元；(ii)無形資產及商譽之減值虧損增加約24,689,000港元；(iii)融資成本增加約10,813,000港元；及(iv)出售附屬公司之收益下跌約15,949,000港元。

旅遊代理業務

由於經濟增長放緩及競爭激烈，旅遊代理業務之財務業績大幅下跌。年內，旅遊代理分部貢獻之收益約為19,358,000港元(二零一五年：約40,348,000港元)。由於經營成本持續上升，導致該業務無利可圖。本集團已於二零一五年末就可能出售旅遊代理業務與獨立方訂立諒解備忘錄。

手機應用程式業務

年內，手機應用程式業務貢獻之收益約為86,000港元(二零一五年：約2,103,000港元)。現有手機應用程式業務包括名為「木桶忍者」之手機遊戲應用程式及名為「派得樂」之手機應用程式。由於支付平台整合、手機應用程式發佈及市場接納方面之市場慣例不斷變化，因此本業務之表現遜於預期。本集團亦認為，缺乏軟件解決方案團隊及軟件發佈團隊之全力支持，現有兩件產品難以在市場上保持競爭力。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層論述及分析

With reference to the valuation reports issued by an independent external valuer, the Directors have made a further impairment loss of approximately HK\$10,997,000 (2015: approximately HK\$617,000) in respect of the carrying amount of the goodwill; and approximately HK\$4,660,000 (2015: Nil) in respect of the carrying amount of intangible assets – mobile application which were arising from the acquisition of “Patalogue” during the year ended 31 December 2014. Also with reference to the valuation reports issued by an independent external valuer, the Directors have made an impairment loss of approximately HK\$9,649,000 in respect of the carrying amount of intangible assets – operating rights of “Ninja in Barrel” which was arising from the acquisition during the year ended 31 December 2014. As a result, total impairment loss of approximately HK\$25,306,000 was recorded (2015: HK\$617,000) and segment loss of approximately HK\$37,109,000 was recorded (2015: HK\$12,030,000).

Trading Business

The Group has started its trading business in commodities, mainly included but not limited to steaming coal and chrome, since the last quarter of 2015. We have established an experienced team to handle the transactions. During the Year, the revenue contributed from the trading segment was approximately HK\$115,185,000 (2015: approximately HK\$30,449,000). We believe the commodity prices are consolidating at current level and therefore the trading activities will become more robust in the coming future. The Group intends to obtain banking facilities for further development of the trading business.

Properties Development and Investment

During the Year, the Group acquired two properties in Wan Chai, Hong Kong. One of the properties has been used as the headoffice and one of the properties has been leased out to earn rental income while they also capture any possible future capital appreciation. During the Year, approximately HK\$833,000 rental income were received from tenants (2015: Nil) and a gain on fair value change of investment property of approximately HK\$6,981,000 was recognised (2015: Nil).

The Group is also tapping into building construction, properties development and trading of construction materials business through its associate company in the Republic of Turkey (“Turkey”).

During the Year, a gain on bargain purchase in relation to the acquisition of 30% of the share capital of the associate company amounted approximately HK\$2,416,000 was recognised upon the completion of acquisition (2015: Nil).

Details of the acquisition of the properties and the associate Company are discussed in the section of “Material Acquisition and Significant Investments” in this report.

參考獨立外部估值師發出之估值報告後，董事就商譽之賬面值及無形資產（因截至二零一四年十二月三十一日止年度收購手機應用程式「派得樂」而產生）之賬面值分別作出進一步減值虧損約10,997,000港元（二零一五年：約617,000港元）及4,660,000港元（二零一五年：無）。同時，參考獨立外部估值師發出之估值報告，董事就無形資產（因截至二零一四年十二月三十一日止年度收購「木桶忍者」經營權而產生）之賬面值作出減值虧損約9,649,000港元。因此，減值虧損總額錄得約25,306,000港元（二零一五年：617,000港元）及分部虧損錄得約37,109,000港元（二零一五年：12,030,000港元）。

貿易業務

本集團自二零一五年最後季度開展其商品貿易業務，主要包括但不限於蒸汽煤及鎳銻。我們已成立經驗豐富團隊以處理交易。年內，貿易分部貢獻之收益約為115,185,000港元（二零一五年：約30,449,000港元）。我們相信，商品價格正穩固在目前水平，因此貿易活動將在未來更為強勁。本集團尋求獲得銀行融資以支持貿易業務之未來發展。

物業開發及投資

年內，本集團收購了香港灣仔之兩項物業。其中一項物業用作總辦事處，另一項物業則已出租以賺取租賃收入，該等物業令本集團可把握日後可能出現資本增值之機會。年內，已向租戶收取約833,000港元之租賃收入（二零一五年：無），並確認投資物業公平值變動之收益約6,981,000港元（二零一五年：無）。

本集團亦透過其於土耳其共和國（「土耳其」）聯營公司參與樓宇建造、物業開發及建築材料買賣業務。

本年度，於收購完成後，就收購聯營公司30%股本之議價收購收益確認約為2,416,000港元（二零一五年：零）。

收購物業及聯營公司之詳情於本報告「重大收購及重大投資」一節中論述。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層論述及分析

Cemetery Business

The Group has entered in the cemetery business in the PRC through the acquisition of the entire issued share capital of Fortune Ford Limited which was completed on 30 November 2015. The cemetery services segment is experiencing reform in the PRC that favours officially approved operators. Due to the growing demand for legitimate burial and limited supply, the price of burial plot in the PRC has been soaring in recent years. It is a valuable opportunity for the Group to be able to participate in this business sector. During the last quarter of the Year, the Group commenced sales of niches and burial plots, approximately HK\$100,000 were received as deposits for those sold niches burial plots. We believe the contribution of the cemetery business would be significant in the coming years.

Money Lending Business

To diversify the business of the Group, the Board has been considering and exploring for appropriate opportunities. During the Year, Ottoman Evershine Finance Limited, a wholly-owned subsidiary of the Company, has been granted for a money lender licence in Hong Kong under the Money Lenders Ordinance and commenced the money lending business. Subsequent to the year end of 31 December 2016, we have made loans to customers and we will closely monitor the credit status of the loan portfolio and look for new customers in order to broaden the revenue basis of the Group.

Marketing and Advertising Business

The performance of the marketing and advertising business has been disappointing. This is due to a shift from media marketing to internet marketing. The financial information of this segment is disclosed under discontinuing operations of the Group in Note 11 to the consolidated financial statements. During the Year, revenue of approximately HK\$2,106,000 (2015: HK\$872,000) was recognised. On 30 March 2016, the Group ceased to carry on the business of advertising and marketing services. Details were disclosed to Company's announcement dated 30 March 2016.

公墓業務

本集團透過收購福永高有限公司全部已發行股本(於二零一五年十一月三十日完成)開展位於中國之公墓業務。公墓服務分部在中國正經歷改革，此舉對獲得官方批准之經營商有利。由於合法葬禮需求增長及其供應有限，中國墓地價格於近年飆升。能投身此業務分部對本集團而言實屬黃金機會。截至本年度最後季度，本集團開始銷售骨灰龕位及墓地，已收取約100,000港元作為該等骨灰龕位及墓地之按金。我們相信公墓業務將於未來帶來重大貢獻。

放債業務

為擴展本集團業務，董事會考慮及開拓合適機遇。年內，本公司全資附屬公司奧斯曼財務有限公司根據放債人條例獲授香港放債人牌照，且開展放債業務。截至二零一六年十二月三十一日止年度後，本集團已向客戶發放貸款，且將密切監察貸款組合之信用狀況，並為拓展本集團收益基礎尋找新客戶。

市場推廣及廣告業務

市場推廣及廣告業務表現較為遜色，此乃由於市場推廣模式由媒體載向互聯網。此分部之財務資料於綜合財務報表附註11中之本集團已終止業務內披露。年內，已確認收益約為2,106,000港元(二零一五年：872,000港元)。於二零一六年三月三十日，本集團停止進行廣告及市場推廣業務。有關詳情於本公司日期為二零一六年三月三十日之公佈披露。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層論述及分析

Other Corporate Income, Expenses and Finance Costs

During the Year, the Company and one of the promissory note holder agreed to extend the promissory note issued on 30 November 2015 with its principal amount of HK\$30,320,000 and matured on 30 November 2016 to 30 November 2017 with other terms remain the same. The fair value as at the date of extension was approximately HK\$27,509,000. Hence, a gain on fair value change in relation to the extension for the maturity of approximately HK\$2,811,000 was recognised (2015: Nil).

During the Year, the corporate expenses of approximately HK\$21,460,000 not allocated to business segments (2015: approximately HK\$16,448,000) was mainly attributable to operating expenses including legal and professional fee, staff costs including Directors' remuneration and also rental expenses.

Finance costs for the Year amounts to HK\$12,542,000 (2015: HK\$1,729,000), the increase of which was mainly due to the increased borrowings of the Group during the Year and effective interest expenses arising from promissory notes and convertible notes of the Group.

DIVIDEND

The Directors do not recommend the payment of any final dividend for the year ended 31 December 2016 (2015: HK\$Nil).

FINANCIAL POSITION

Charges on Group's Assets

As at 31 December 2016, there were term loans with total principal amount of approximately HK\$52,000,000 which carry interest at 4.75% per annum above the Hong Kong Dollar Best Lending Rate with repayment period of 24 months. The loans were secured by i) first legal charges of the two properties acquired by the Company which was completed on 27 June 2016; ii) the Company's corporate guarantee; iii) an unlimited personal guarantee given by Mr. Hung Tat Chi Alan, an executive Director of the Company; and iv) assignments of rental of the properties. Details of the properties are disclosed in the section of "Material Acquisition and Significant Investments" in this report.

Liquidity and Financial Resources

As at 31 December 2016, the total assets of the Group was approximately HK\$421,923,000 (2015: HK\$308,576,000), including cash and bank balances and restricted bank deposits of approximately HK\$14,812,000 (2015: HK\$42,738,000). The gearing ratio of the Group expressed in total debt as a percentage of net assets was approximately 96.16% (2015: 31.23%).

其他公司收入、開支及融資成本

年內，本公司及一名承兌票據之持有人同意將於二零一五年十一月三十日發行本金額為30,320,000港元及於二零一六年十一月三十日到期之承兌票據延長至二零一七年十一月三十日，而其他條款維持不變。公平值於延期日約為27,509,000港元。因此，就延長到期日已確認公平值變動收益約為2,811,000港元(二零一五年：無)。

本年度內，公司開支約21,460,000港元尚未分配於業務分部(二零一五年：約16,448,000港元)，乃主要因營運開支而產生，包括法律及專業費用、員工成本(包括董事酬金)以及租賃開支。

本年度融資成本為12,542,000港元(二零一五年：1,729,000港元)，該增幅主要由於年內本集團之借貸增加及本集團承兌票據及可換股票據所產生之實際利息開支所致。

股息

董事不建議派付截至二零一六年十二月三十一日止年度任何末期股息(二零一五年：零港元)。

財政狀況

本集團資產抵押

於二零一六年十二月三十一日，本金總額約為52,000,000港元之定期貸款以高於港元最優惠利率每年4.75%的利率計息，而還款期為二十四個月。該等貸款以i)本公司於二零一六年六月二十七日完成收購之兩項物業之第一法定押記；ii)本公司之公司擔保；iii)由本公司執行董事洪達智先生提供的無上限個人擔保；及iv)物業租金轉讓作抵押。有關物業之詳情於本報告「重大收購及重大投資」一節披露。

流動資金及財務資源

於二零一六年十二月三十一日，本集團之資產總值約為421,923,000港元(二零一五年：308,576,000港元)，包括現金及銀行結餘以及受限制銀行存款約14,812,000港元(二零一五年：42,738,000港元)。本集團之資產負債比率(以總債務佔資產淨值之百分比列示)約為96.16%(二零一五年：31.23%)。

MANAGEMENT DISCUSSION AND ANALYSIS

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Capital Structure

The number of issued shares of the Company as at 31 December 2015 and 2016 were 1,142,677,356 and 1,502,677,356 shares respectively.

Convertible notes issued on 30 November 2015

Pursuant to the sale and purchase agreement dated 15 September 2015, the Company issued convertible notes in the principal amount of HK\$49,680,000 to the vendor as part of the consideration to satisfy the acquisition of Fortune Ford Limited. The vendor exercised the conversion rights attaching to the convertible notes on 20 January 2016 and 15 March 2016, 181,159,420 and 178,840,580 of new shares have been allotted and issued at the conversion price of HK\$0.138 per conversion share respectively.

Details were disclosed in the Company's announcements dated 15 September 2015 and 30 November 2015 and circular dated 7 November 2015.

Convertible notes issued on 3 June 2016

Pursuant to the subscription agreement dated 3 June 2016, the Company has completed the issue of convertible notes of principal amount of HK\$30,000,000. On the assumption that the convertible notes would be converted into conversion shares in full at the initial conversion price of HK\$0.4 per conversion share, the 75,000,000 conversion shares represent approximately 4.99% of the existing issued share capital of the Company and approximately 4.75% of the issued share capital of the Company as to be enlarged by the allotment and issue of the conversion shares. The net proceeds of the subscription was approximately HK\$25,000,000 and (i) approximately HK\$11,000,000 has been used to partially repay outstanding promissory notes and short-term loan; (ii) approximately HK\$8,000,000 has been used for procurement of inventories of the commodities trading business; and (iii) approximately HK\$6,000,000 has been used as general working capital of the Group. No convertible notes were converted into shares of the company during the Year.

Details were disclosed in the Company's announcements dated 16 May 2016 and 3 June 2016.

COMMITMENTS

The details of the capital commitments incurred during the year ended 31 December 2016 are set out in Note 35 to the consolidated financial statements.

資本結構

於二零一五年及二零一六年十二月三十一日，本公司已發行股份數目分別為1,142,677,356股及1,502,677,356股。

於二零一五年十一月三十日發行之可換股票據根據日期為二零一五年九月十五日之買賣協議，本公司向賣方發行本金額為49,680,000港元之可換股票據，作為支付收購福永高有限公司之一部分代價。賣方行使可換股票據所附帶之換股權，於二零一六年一月二十日及二零一六年三月十五日，181,159,420股及178,840,580股新股份已分別按每股兌換股份0.138港元之兌換價配發及發行。

有關詳情於本公司日期為二零一五年九月十五日及二零一五年十一月三十日之公佈及二零一五年十一月七日之通函披露。

於二零一六年六月三日發行之可換股票據

根據日期為二零一六年六月三日之認購協議，本公司已完成發行本金額為30,000,000港元之可換股票據。假設可換股票據將按初步兌換價每股兌換股份0.4港元悉數兌換為兌換股份，75,000,000股兌換股份相當於本公司現有已發行股本約4.99%及經配發及發行兌換股份擴大後本公司之已發行股本約4.75%。認購事項之所得款項淨額約25,000,000港元，而(i)約11,000,000港元已用作部分償還未償還之承兌票據及短期貸款；(ii)約8,000,000港元已用作採購商品貿易業務之存貨；及(iii)約6,000,000港元已用作本集團一般營運資金。年內，概無可換股票據兌換為本公司股份。

有關詳情於本公司日期為二零一六年五月十六日及二零一六年六月三日之公佈披露。

承擔

於截至二零一六年十二月三十一日止年度所產生資本承擔之詳情載於綜合財務報表附註35。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層論述及分析

MATERIAL ACQUISITION AND SIGNIFICANT INVESTMENTS

Acquisition of Properties in Hong Kong

On 24 March 2016, the Company and an independent third party (the “Vendor”) entered into two acquisition agreements (the “Acquisition Agreements”), pursuant to which the Company has conditionally agreed to acquire and the Vendor has conditionally agreed to sell the entire share capital of Spring Hero Developments Limited (“Spring Hero”) and Sharp Pick Ventures Limited (“Sharp Pick”) (the “Acquisition”). Spring Hero and Sharp Pick individually is the owner of the whole of the 15th Floor and 16th Floor of Henan Building, Nos. 90 and 92 Jaffe Road and Nos. 15–19 Luard Road, Wanchai, Hong Kong, respectively (“Property A” and “Property B”, respectively) and the principal business activity is property investment. The saleable floor area of Property A and Property B was approximately 2,346 square feet and 2,324 square feet, respectively, while the fair value of Property A and Property B was approximately HK\$44,983,000 and HK\$44,830,000, respectively.

The Acquisition was approved by shareholders in the extraordinary general meeting held on 10 June 2016 and the Acquisition was completed on 27 June 2016.

The aggregate total consideration of the Acquisition was approximately HK\$53,332,000 which were satisfied by i) cash of approximately HK\$4,900,000 and ii) promissory notes issued to the Vendor with principal amount in aggregate of HK\$48,432,000 carrying a fixed interest rate at 6% per annum.

Upon the completion of the Acquisition, Property A was leased to independent tenants and was classified as investment property of the Group while Property B was occupied by the Group for office use and hence was classified as office premises of the Group.

Details of the Acquisition were disclosed in the Company’s announcements dated 24 March 2016, 19 April 2016, 6 May 2016, 20 May 2016, 27 June 2016 and 5 July 2016 and circular dated 24 May 2016.

重大收購及重大投資

收購香港物業

於二零一六年三月二十四日，本公司與獨立第三方（「賣方」）訂立兩份收購協議（「收購協議」），據此，本公司有條件同意收購而賣方有條件同意出售Spring Hero Developments Limited（「Spring Hero」）及Sharp Pick Ventures Limited（「Sharp Pick」）全部股本（「收購事項」）。Spring Hero及Sharp Pick分別為香港灣仔謝斐道90及92號與盧押道15-19號豫港大廈15樓及16樓整層（分別稱「物業A」及「物業B」）之業主，主要業務活動為物業投資。物業A及物業B之實用樓面面積分別約為2,346平方呎及2,324平方呎，而物業A及物業B之公平值分別約為44,983,000港元及44,830,000港元。

收購事項於二零一六年六月十日舉行之股東特別大會上獲股東批准並於二零一六年六月二十七日完成。

收購事項總代價合共約53,332,000港元乃透過i)現金約4,900,000港元及ii)向賣方發行固定年利率為6%、本金總額為48,432,000港元之承兌票據之方式償付。

於完成收購事項後，物業A租賃予獨立租戶並分類為本集團之投資物業，而物業B則由本集團用作辦公用途並因此分類為本集團之辦公物業。

收購事項之詳情於本公司日期為二零一六年三月二十四日、二零一六年四月十九日、二零一六年五月六日、二零一六年五月二十日、二零一六年六月二十七日及二零一六年七月五日之公佈以及日期為二零一六年五月二十四日之通函中披露。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層論述及分析

Investment in Boyracı Yapı İnşaat ve Taahhut Gayrimenkul Yatırım Anonim Şirketi in Turkey

Pursuant to the sales and purchase agreement entered into between Ottoman Evershine İnşaat Proje Ticaret Anonim Şirketi (“Ottoman Evershine Consturction”), a company incorporated in Turkey and an indirect wholly owned subsidiary of the Company, and Mr. Osman Boyracı on 7 December 2016, Ottoman Evershine Consturction acquired 30% of the share capital of Boyracı Yapı İnşaat ve Taahhut Gayrimenkul Yatırım Anonim Şirketi (“Boyracı Building Construction and Contracting” or “BBCC”) at a consideration of US\$5,780,000 (approximately equivalent to HK\$44,795,000) satisfied by a promissory note of principal amount of US\$5,780,000 issued by the Company on 30 December 2016. The promissory note carries interest rate of 5% per annum and mature on 30 December 2018.

The consideration was determined after arm’s length negotiations with reference to, among others, the net assets value of the BBCC and its business prospect. BBCC is a company incorporated in Turkey and is specialized in elite urban transformation projects and earthquake resistant buildings. As at 31 December 2016, BBCC has completed 3 projects, namely the Arzu Apartmanı, Doğa Apartmanı and the Evim Apartmanı with a total construction area of approximately 13,360m², and there are 3 projects to be completed in 2017 with a total construction area of approximately 3,700m². The Turkey Government is keen on promotion of investment in Turkey, which was the 18th largest economy in the world with approximately USD718 billion GDP (2015). Turkey is also one of the fastest growing economies in Europe with an average annual GDP growth rate of approximately 3.86% during the year of 2006 to 2015 (as quoted in the website of the World Bank). There are also a lot of young and well-trained labour in Turkey. The Company anticipates that the investment potential of BBCC can be expected. This investment was accounted as an interest in associates as at the end of the financial year. Other than building construction and properties development, BBCC is also seeking for business opportunities in trading of construction materials with overseas countries, including Hong Kong and China regions.

Details of the acquisition were disclosed in the announcement of the Company dated 7 December 2016 and 30 December 2016.

投資土耳其之Boyracı Yapı İnşaat ve Taahhut Gayrimenkul Yatırım Anonim Şirketi

根據Ottoman Evershine İnşaat Proje Ticaret Anonim Şirketi(「Ottoman Evershine Consturction」,一間於土耳其註冊成立之公司,為本公司之間接全資附屬公司)與Osman Boyracı先生於二零一六年十二月七日訂立之買賣協議, Ottoman Evershine Consturction收購 Boyracı Yapı İnşaat ve Taahhut Gayrimenkul Yatırım Anonim Şirketi (「Boyracı Building Construction and Contracting」或「BBCC」) 30% 股本,代價5,780,000美元(相等於約44,795,000港元)以本公司於二零一六年十二月三十日發行本金額為5,780,000美元之承兌票據償付。承兌票據按年利率5%計息,且於二零一八年十二月三十日到期。

代價乃參考(其中包括)BBCC之資產淨值及其業務前景後經公平磋商釐定。BBCC為一間於土耳其註冊成立之公司,其專門承接高級城市改造項目及防震樓宇建造。於二零一六年十二月三十一日, BBCC已完成三個項目,分別為Arzu Apartmanı、Doğa Apartmanı及Evim Apartmanı,合計建築面積約13,360平方米,另有三個項目將於二零一七年完成,合計建築面積約3,700平方米。土耳其政府致力促進於土耳其進行投資,而土耳其為全球第18大經濟體,國內生產總值(二零一五年)約為7,180億美元。土耳其亦為歐洲增長最快經濟體之一,於二零零六年至二零一五年之年均國內生產總值增長率約為3.86%(按世界銀行網站所報)。土耳其亦具備大量年輕且訓練有素之勞動力。本公司預計,可以預期BBCC之投資潛力。此項投資於財政年度末已計入於聯營公司之利益。除樓宇建造及物業開發外, BBCC亦於海外國家(包括香港及中國地區)探索買賣建築材料之業務商機。

有關收購詳情於本公司日期為二零一六年十二月七日及二零一六年十二月三十日之公佈披露。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層論述及分析

INFORMATION ON POSSIBLE ACQUISITIONS AND PROJECTS

(i) The memorandum of understanding in relation to a proposed acquisition

On 14 December 2015, the Company entered into a non-legally binding memorandum of understanding (the “MOU I”) with Li Yang Qin and Deng Xianggui (together the “Vendors”) in relation to the proposed acquisition of 100% issued shares in Color Bridge Industrial Company Limited (“CBI”) and 90% issued shares in Color-Bridge Printing & Packaging Company Limited (“CBPP”) (the “Proposed Acquisition”). CBI is a company incorporated in Hong Kong with limited liability and is principally engaged in property investment. CBPP is a company incorporated in Hong Kong with limited liability and is principally engaged in color printing works.

Upon the signing of the MOU I, the Company paid to the Vendors the sum of HK\$10,000,000 as deposit (the “Deposit I”) according to the terms of the MOU I, which will be fully refunded subject to the terms and conditions of the MOU I.

In the event that the Proposed Acquisition will not be proceeded with, the Vendors should within seven (7) days after the receipt of the written notice given by the Company to the Vendors refund the Deposit I in full without any deduction to the Company without interest. In any event, the Vendors shall immediately refund the Deposit I in full without interest to the Company upon the termination of the MOU I, save and except a formal agreement is executed on or before 6 months of the MOU I (the “Long Stop Date”).

It is the intention of the parties to the MOU I to apply the Deposit I towards the consideration of the Proposed Acquisition upon the entering into of the formal agreement subject to the terms and conditions therein.

As a security for the refund of the Deposit I, each of the Vendors shall upon the signing of the MOU I execute share charges in such form and substance to the satisfaction of the Company to charge all CBI Shares and CBPP Shares held by each of the Vendors in favour of the Company.

On 14 June 2016, the Vendors and the Company by way of extension letter, extended the Long Stop Date to 30 September 2016. Details were disclosed in the Company’s announcement dated 14 December 2015.

As at the date of this report, the MOU I has been lapsed and the Deposit I has been fully refunded to the Company.

可能收購事項及項目之資料

(i) 有關建議收購事項之諒解備忘錄

於二零一五年十二月十四日，本公司與李揚欽及鄧想桂（合稱為「該等賣方」）就建議收購彩橋實業有限公司（「彩橋實業」）全部已發行股份及彩橋印務有限公司（「彩橋印務」）及90%已發行股份（「建議收購事項」）訂立不具法律約束力之諒解備忘錄（「諒解備忘錄一」）。彩橋實業為一家於香港註冊成立之有限公司，主要從事物業投資。彩橋印務為一家於香港註冊成立之有限公司，主要從事彩色印刷工作。

於簽署諒解備忘錄一後，本公司已根據諒解備忘錄一之條款向該等賣方支付為數10,000,000港元作為訂金（「訂金一」），訂金一將按照諒解備忘錄一之條款及條件全數退還。

倘建議收購事項不會進行，該等賣方須自接獲本公司向該等賣方發出之書面通知後七(7)日內不計利息全數退還訂金一予本公司（不扣除任何金額）。於任何情況下，該等賣方須於諒解備忘錄一終止後即時不計利息全數退還訂金一予本公司，惟正式協議於諒解備忘錄一當日或六個月之前（「截止日期」）簽立除外。

正式協議訂立後且在條款及條件規限下，諒解備忘錄一訂約各方有意將訂金一用作建議收購事項之代價。

該等賣方各自須於簽署諒解備忘錄一後以本公司信納之形式及內容簽立股份抵押，以抵押由該等賣方各自持有並以本公司為受益人之全部彩橋實業股份及彩橋印務股份，作為退還訂金一之擔保。

於二零一六年六月十四日，該等賣方及本公司透過延期函件將截止日期延長至二零一六年九月三十日。有關詳情於本公司日期為二零一五年十二月十四日之公佈中披露。

於本報告日期，諒解備忘錄一已告失效且訂金一已全數退還予本公司。

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(ii) The memorandum of understanding in relation to a proposed acquisition

On 16 March 2016, the Company entered into the non-legally binding memorandum of understanding (the “MOU III”) with Lee Sze Yan (the “Vendor B”) in relation to the possible acquisition of issued shares in Topbridge Industrial Company Limited (“Topbridge”).

Under the MOU III, the Company intends to acquire and the Vendor B intend to sell the sale shares at a consideration to be agreed by the parties. The sale shares shall represent at least 5% and up to 30% of the issued share capital of the Topbridge. The consideration may be settled by the Company in cash and/or by allotment and issue of shares in the share capital of the Company or a combination of the above or any other forms as the parties thereto may agree in writing. Topbridge is a company incorporated in Hong Kong with limited liability and the Vendor B is the legal and beneficial owner of the entire issued share capital of Topbridge. Topbridge intends to build and operate a resort which locates in the wetland, Dong Ting Hu, Hunan Province, the PRC with an area of approximately 300 km² in the wetland. Details were disclosed in the Company’s announcement dated 16 March 2016.

As of the date of this report, the MOU III has been lapsed and ceased to have any effect due to conditions not being met by the long stop date of MOU III, i.e. 16 September 2016.

(iii) The proposed projects in Europe and Turkey

The Group is committed to continuously exploring new and different investment opportunities in order to broaden its source of income. This allows the Group to diversify risks from any single segment of business and maintain profitability and be sustainable. The Group intends to tap into the properties investment and development market worldwide including Europe and Turkey which has high potential to be one of the Group’s main profit streams.

On 5 February 2016, the Company and the 6th Engineering Bureau of China City Construction Holding Group Company (“The 6th Engineering Bureau”) entered into a non-legally binding memorandum of understanding (the “MOU II”).

Under the MOU II, The 6th Engineering Bureau has the intention to participate in the engineering and construction works in relation to the proposed land development and large scale project(s) of the Company in Turkey and will underwrite the engineering works of relevant projects in accordance with the intention and design of the Company while The 6th Engineering Bureau would also give suggestions on the design and feasibility of the projects.

(ii) 有關建議收購事項之諒解備忘錄

於二零一六年三月十六日，本公司與李詩恩（「賣方乙」）就可能收購橋峰實業有限公司（「橋峰」）已發行股份訂立不具法律約束力之諒解備忘錄（「諒解備忘錄三」）。

根據諒解備忘錄三，本公司有意收購而賣方乙有意出售待售股份，代價將由訂約方協定。待售股份將為橋峰已發行股本之最少5%及最多30%。代價可由本公司以現金及／或透過配發及發行本公司股本之股份或綜合上述兩種方式或按訂約方可能書面協定之任何其他方式支付。橋峰為於香港註冊成立之有限公司，而賣方乙為橋峰全部已發行股本之法定實益擁有人。橋峰有意興建及經營位於中國湖南省洞庭湖濕地之一個度假區，佔濕地面積約300平方公里。有關詳情於本公司日期為二零一六年三月十六日之公佈中披露。

於本報告日期，諒解備忘錄三已失效且不再具有任何效力，此乃由於在諒解備忘錄三截止日期（即二零一六年九月十六日）前，各條件均未能滿足。

(iii) 於歐洲及土耳其之建議項目

本集團致力繼續開拓不同新投資機遇，以擴闊其收入來源。此舉使本集團得以將任何單一業務分部之風險分散，維持盈利能力及持續發展。本集團有意於全球（包括極有可能成為本集團其中一個主要溢利來源之歐洲及土耳其）涉足物業投資及發展市場。

於二零一六年二月五日，本公司與中城建第六工程局集團有限公司（「第六工程局」）訂立不具法律約束力之諒解備忘錄（「諒解備忘錄二」）。

根據諒解備忘錄二，第六工程局有意參與有關本公司於土耳其之建議土地發展及大型項目之工程及建造，並將根據本公司之意向及設計承包相關項目工程，而第六工程局亦可就項目之設計及可行性提出建議。

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Upon the implementation of the projects, the parties to the MOU II shall obtain all necessary approvals to enter into binding formal cooperation agreement(s). The terms of the cooperation agreement(s) shall be subject to negotiations between the parties.

On 6 May 2016, the Company entered into a Strategic Cooperation Agreement (the "Cooperation Agreement") with The 6th Engineering Bureau.

Pursuant to the Cooperation Agreement, the Company has nominated The 6th Engineering Bureau as its technical engineering consultant for the projects, the Company and The 6th Engineering Bureau shall negotiate in good faith in respect of every project in Europe and enter into relevant project agreement(s) which would set out the scope of services, fees and the corresponding duties of the parties.

The 6th Engineering Bureau shall provide relevant technical engineering consultancy services to the Company in respect of every project, which may include but not limited to consultancy works, such as feasibility studies, project design, blueprints, engineering quotes and budgets, testing and checking, procurement of materials, engineering and construction works, engineering supervision and inspection.

The Company shall provide all necessary information and data to allow The 6th Engineering Bureau to conduct relevant works and shall pay relevant fee(s) in accordance with the terms of the project(s) agreement(s). Subject to the payment of all consultancy fees to The 6th Engineering Bureau if applicable, all copyrights of the technical documents provided by The 6th Engineering Bureau shall be transferred to the Company and the Company shall be entitled to utilise such documents for the relevant projects.

The proposed property development project located in Gaziosmanpasa, Turkey

The Company has identified a proposed property project in Gaziosmanpasa, Turkey ("Proposed Property Project A"). In order to conduct the feasibility study regarding the initial design of the Proposed Property Project A and also to provide the construction blueprint of the Proposed Property Project A, on 16 May 2016, Ottoman Evershine Development Limited, a wholly-owned subsidiary of the Company, entered into the consultancy agreement with The 6th Engineering Bureau regarding the provision of technical engineering consultancy services (the "Consultancy Agreement"). Based on the assumption that the Proposed Property Project A would have a construction area of approximately 110,000 sq. m., the consultancy fee according to the Consultancy Agreement will be RMB1,650,000 based on RMB15 per sq. m. subject to the stage of completion of the project.

於該等項目落實後，諒解備忘錄二之訂約方須取得所有必需批准以訂立具約束力之正式合作事項協議。合作事項協議之條款須待訂約方互相磋商後，方告作實。

於二零一六年五月六日，本公司與第六工程局訂立戰略合作夥伴協議書（「合作協議」）。

根據合作協議，本公司已就該等項目指定第六工程局作為技術工程諮詢顧問，本公司與第六工程局須就歐洲各該等項目進行友好磋商，並訂立有關該等項目之協議，當中將載列服務範疇、費用及訂約各方相應之責任。

第六工程局須就各該等項目向本公司提供相關技術工程諮詢服務，包括但不限於下列諮詢工作：可行性研究、方案設計、設計圖紙、工程造價及預算、檢測及試驗、材料採購、工程建設、工程監理及竣工驗收等。

本公司須提供一切所需資料及數據，以使第六工程局可進行相關工作，並須根據該等項目之協議條款支付相關費用。待支付予第六工程局所有顧問費用後，第六工程局所提供技術文件之全部著作權將轉讓予本公司（如適當），而本公司將有權就該等相應項目運用該等文件。

位於土耳其Gaziosmanpasa之建議物業開發項目

本公司已於土耳其Gaziosmanpasa確立建議物業項目（「建議物業項目A」）。為就建議物業項目A之初步設計進行可行性研究，並提供建議物業項目A之建築藍圖，於二零一六年五月十六日，本公司全資附屬公司Ottoman Evershine Development Limited與第六工程局就提供技術工程諮詢顧問服務訂立諮詢協議（「諮詢協議」）。根據假設建議物業項目A將有建築面積約110,000平方米計算，根據諮詢協議，按該項目完成階段，顧問費將為人民幣1,650,000元（每平方米人民幣15元）。

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The proposed project of Ankara Yenimahalle Station, Turkey

On 30 August 2016, the Company entered into a letter of intent (the “LoI”) with The 6th Engineering Bureau, ASTRA İNŞAAT ANONİM ŞİRKETİ (“ASTRA”), ÇİFTAY İNŞAAT TAAHHÜT VE TİCARET A.Ş. (“ÇİFTAY”) and PASİFİK GAYRİMENKUL YATIRIM İNŞ. A.Ş. (“PASİFİK”) whereas each of PASİFİK, ÇİFTAY and ASTRA is a company duly constituted and existing under the laws of Turkey.

PASİFİK and ÇİFTAY have been awarded in the tender by the local authority for the revenue sharing model project of Ankara Yenimahalle Station (the “Project Ankara”), which is situated at Ankara, Turkey. Pursuant to the LoI, the Company, The 6th Engineering Bureau and ASTRA proposed their intention to be partners with the joint venture formed by PASİFİK and ÇİFTAY in Project Ankara subject to the execution and completion of the actual agreements after arm’s length negotiations among the parties. The parties to the LoI have agreed to discuss the terms of partnership, business plan, business concept, direction, profit sharing, project analysis and all further issues that may be necessary for Project Ankara.

Pursuant to the LoI, the joint venture will provide all the necessary documents and information to the Company, The 6th Engineering Bureau and ASTRA regarding the entire project, including but not limited to business model of the project. The Company, The 6th Engineering Bureau and ASTRA will conduct necessary review and analysis on the related documents and make relevant feasibility study.

Details of the proposed projects were disclosed in the Company’s announcements dated 5 February 2016, 6 May 2016, 16 May 2016, 18 May 2016 and 30 August 2016.

土耳其安卡拉葉尼瑪哈爾車站之建議項目

於二零一六年八月三十日，本公司與第六工程局、ASTRA İNŞAAT ANONİM ŞİRKETİ(「ASTRA」)、ÇİFTAY İNŞAAT TAAHHÜT VE TİCARET A.Ş.(「ÇİFTAY」)及 PASİFİK GAYRİMENKUL YATIRIM İNŞ. A.Ş.(「PASİFİK」)訂立意向書(「意向書」)。PASİFİK、ÇİFTAY及ASTRA各自為根據土耳其法律正式組成及存續之公司。

PASİFİK及ÇİFTAY已就位於土耳其安卡拉之安卡拉葉尼瑪哈爾車站之收入共享模式項目(「安卡拉項目」)獲當地管理機關批出標書。根據意向書，本公司、第六工程局與ASTRA提出有意成為合作夥伴，連同由PASİFİK及ÇİFTAY組成之合營企業進行安卡拉項目，惟須待各方公平磋商後簽立及完成實際協議後，方可作實。意向書訂約方同意商討合夥協議之條款、業務計劃、業務理念、方向、利潤攤分、項目分析及有關安卡拉項目可能需要之一切進一步事宜。

根據意向書，合營企業將向本公司、第六工程局及ASTRA提供有關整個該項目之一切所需文件及資料，包括但不限於該項目之業務模式。本公司、第六工程局及ASTRA將就有關文件作出必需之審閱及分析，以及作出相關可行性研究。

建議項目之詳情於本公司日期為二零一六年二月五日、二零一六年五月六日、二零一六年五月十六日、二零一六年五月十八日及二零一六年八月三十日之公佈中披露。

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FOREIGN CURRENCY RISK

The Group's major business operations and investments are in PRC, Hong Kong and Turkey. All the outstanding balances of borrowings and obligations under finance leases are denominated in HKD. Other than described above, most of the assets, liabilities and transactions of the Group are primarily denominated in Hong Kong dollar, Renminbi, United States dollar and Turkish Lira. The Group has not entered into any instruments to hedge the foreign exchange exposure and considered the potential foreign exchange exposure of the Group is limited. The Group will closely monitor exchange rate movement and will take appropriate activities to reduce the exchange risk.

PRINCIPAL RISKS AND UNCERTAINTIES

The Group exposes to various risks and uncertainties in its daily operation and management. Save for the credit risk, liquidity risk, interest rate risk, currency risk and fair value risk as disclosed in Note 33 to the consolidated financial statements, the Group also exposes to operation risk and market risk. In addition, as the cemetery business is located in the PRC and the interest in associate is located in Turkey, the Group's business, financial condition, results of operations and prospects are greatly affected by political, economic and legal developments and changes to government policies in the PRC and Turkey.

CONTINGENT LIABILITIES

As at 31 December 2016, the Directors are not aware of any material contingent liabilities (2015: Nil).

EVENTS AFTER THE REPORTING PERIOD

The details of the non-adjusting events including (i) placing of shares under general mandated (issued on 19 January 2017); (ii) acquisition of 40% issued share capital of First Surplus Investments Limited; and (iii) placing of convertible notes under general mandate (issued on 23 March 2017) are set out in Note 37 to the consolidated financial statements.

外幣風險

本集團主要於中國、香港及土耳其進行業務營運及投資。所有未償還借貸及融資租約債務之結餘均以港元計值。除上述者外，本集團大部分資產、負債及交易主要以港元、人民幣、美元及土耳其里拉結算。本集團並無就對沖外匯風險訂立任何文據，且認為本集團所面對之潛在外匯風險有限。本集團將密切監察匯率動向及採取適當措施減低匯兌風險。

主要風險及不確定因素

本集團於日常營運及管理面臨多項風險及不確定因素。除綜合財務報表附註33所披露之信貸風險、流動性風險、利率風險、貨幣風險及公平值風險外，本集團亦面臨營運風險及市場風險。此外，由於公墓業務位於中國，而聯營公司之權益位於土耳其，因此中國及土耳其之政治、經濟及法律發展以及政府政策之改變均對本集團之業務、財務狀況、經營業績及前景有重大的影響。

或然負債

於二零一六年十二月三十一日，董事並不知悉任何重大或然負債(二零一五年：無)。

報告期後事項

非調整事項之詳情包括(i)根據一般授權配售股份(於二零一七年一月十九日發行)；(ii)收購First Surplus Investments Limited 40%已發行股本；及(iii)根據一般授權配售可換股票據(於二零一七年三月二十三日發行)已於綜合財務報表附註37載述。

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EMPLOYEES AND REMUNERATION POLICY

As at 31 December 2016, the Group had approximately 100 (2015: approximately 60) full-time employees. The Group remunerates its employees based on their performance, experience and the prevailing industry practice.

The Group provides competitive remuneration packages to employees with the share option scheme. The emolument policy of the employees of the Group is determined on the basis of their merit, qualifications and competence.

Details of the share option scheme of the Company are set out in the “Directors’ Report”.

PUBLICATION OF FINANCIAL STATEMENTS REQUIRED UNDER SECTION 436 OF THE COMPANIES ORDINANCE

The financial information relating to the Company for the years ended 31 December 2016 and 2015 included in the 2015/2016 annual results announcement dated 24 March 2017 is derived from, but does not constitute the Company’s statutory annual consolidated financial statements for these two years.

The Company has delivered the financial statements for the year ended 31 December 2015 to the Registrar of Companies of Hong Kong as required by section 662(3) of, and Part 3 of Schedule 6 to, the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the “Companies Ordinance”) and will deliver the financial statements for the year ended 31 December 2016 to the Registrar of Companies of Hong Kong within the prescribed time limit.

The Company’s auditor has reported on the financial statements of the Group for both the years ended 31 December 2016 and 2015. The auditor’s reports were unqualified; did not include a reference to any matters to which the auditor drew attention by way of emphasis without qualifying its reports; and did not contain a statement under sections 406(2), 407(2) or (3) of the Companies Ordinance.

僱員及薪酬政策

於二零一六年十二月三十一日，本集團僱用約100名(二零一五年：約60名)全職僱員。本集團按各員工之工作表現、經驗及現時行業慣例酬報其僱員。

本集團為僱員提供具競爭力的薪酬待遇，並設有購股權計劃。本集團僱員之薪酬政策乃按彼等之功績、資歷及才能制定。

本公司購股權計劃之詳情載於「董事報告」。

根據公司條例第436條之規定發佈財務報表

載於日期為二零一七年三月二十四日之二零一五／二零一六年度業績公佈有關本公司截至二零一六年及二零一五年十二月三十一日止年度之財務資料來自本公司於該兩年度之法定年度綜合財務報表，惟並不構成本公司於該兩年度之法定年度綜合財務報表。

本公司已按香港法例第622章公司條例(「公司條例」)第662(3)條及第3部附表6之規定，向香港公司註冊處處長遞交截至二零一五年十二月三十一日止年度之財務報表並將於規定之時限內向香港公司註冊處處長遞交截至二零一六年十二月三十一日止年度之財務報表。

本公司之核數師已就本集團截至二零一六年及二零一五年十二月三十一日止兩個年度之財務報表發表報告。核數師報告並無保留意見；並無載有核數師於出具無保留意見之情況下，提請注意任何引述之強調事項；亦無載有根據公司條例第406(2)、第407(2)或(3)條作出之陳述。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層履歷詳情

EXECUTIVE DIRECTORS

Mr. Bülent Yenil (“Mr. Yenil”), aged 41, was appointed as executive Director on 11 January 2016. Mr. Yenil graduated from Koc University in Turkey. Mr. Yenil holds a Master Degree in Business Administration and is specialized in financial management and business development with more than 10 years of experience in these fields. Mr. Yenil also has experience in businesses such as construction, energy, hotel and international trading and held key positions in various well-known organisation including Zorlu Holdings, Rixos Hotel as well as Istanbul Congress Centre.

Mr. Chan Ming Kei (“Mr. Chan”), aged 33, is currently an Executive Director, company secretary, compliance officer and authorized representative of the Company. Mr. Chan joined the Group in September 2016 and was appointed as executive Director with effect from 7 November 2016. Mr. Chan is a member of the Hong Kong Institute of Certified Public Accountants and has extensive experiences in accounting, financial management and company secretarial works. He holds Bachelor of Business Administration (Hons) majoring in Accounting from The Hong Kong University of Science and Technology.

Mr. Hung Tat Chi Alan (“Mr. Hung”), aged 38, was appointed as Alternate Director to Mr. Yenil on 11 January 2016. Mr. Hung was also appointed as executive Director of the Company on 22 March 2017. Mr. Hung holds Master Degree in Civil Engineering and Business Administration. He is specialized in commercializing recycled products in the construction industry and in waste tyres solutions. Mr. Hung has more than 10 years of experiences in China and established extensive network with government officials and executives, and investors, entrepreneurs, professionals and academics in Asia, America, Europe and the Middle East. Mr. Hung has been the Deputy Secretary General of the Preparatory Committee for the World Summit of Chinese Entrepreneurs since 2005, and has been taking up senior positions in organizations of different sectors for more than 8 years. Mr. Hung was an executive Director of Aurum Pacific (China) Group Limited (stock code: 8148) from 2 March 2016 to 20 March 2017.

執行董事

Bülent Yenil先生(「Yenil先生」)，41歲，於二零一六年一月十一日獲委任為執行董事。Yenil先生畢業於土耳其Koc University。Yenil先生持有工商管理碩士學位，專精財務管理及業務發展，並於該等領域擁有逾10年經驗。Yenil先生亦具備建築、能源、酒店及國際貿易等業務之經驗，並曾於多間知名機構擔任要職，包括Zorlu Holdings、Rixos Hotel及伊斯坦布爾會議中心。

陳銘基先生(「陳先生」)，33歲，現為執行董事、本公司之公司秘書、合規監管主任及授權代表。陳先生於二零一六年九月加入本集團，並獲委任為執行董事，自二零一六年十一月七日生效。陳先生為香港會計師公會會員，於會計、財務管理以及公司秘書工作擁有豐富經驗。彼持有香港科技大學工商管理榮譽學士(主修會計學)學位。

洪達智先生(「洪先生」)，38歲，於二零一六年一月十一日獲委任為Yenil先生之代理董事。洪先生亦於二零一七年三月二十二日獲委任為本公司執行董事。洪先生擁有土木工程及工商管理學碩士學位，彼專精建築業再造產品商業化及廢棄車胎解決方案。洪先生於中國擁有逾10年經驗，並與當地政府官員、企業高管以及遍佈亞洲、美洲、歐洲及中東之投資者、企業家、專業人員和學者建立起廣泛的人脈。洪先生自二零零五年起擔任世界華商高峰會籌備委員會之副秘書長，並已於各界機構擔任高級職位逾八年。洪先生由二零一六年三月二日至二零一七年三月二十日為奧栢中國集團有限公司(股份代號：8148)之執行董事。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層履歷詳情

Mr. Ling Ko Yin Jason (“Mr. Ling”), aged 35, was appointed as an executive Director with effect from 16 December 2016. Mr. Ling obtained a degree of Bachelor of Economics and Finance from The University of Hong Kong. Mr. Ling has extensive experience in merger and acquisitions, post-deal management and also has extensive knowledge in the industries of agriculture, clean-technology, real estate, fund investment and education sector. Mr. Ling has worked in the advisory department of an international accounting firm for number of years. Mr. Ling is a member of the Hong Kong Institute of Certified Public Accountants and Chartered Financial Analyst of CFA Institute.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Ms. Choy So Yuk, *BBS, JP* (“Ms. Choy”), aged 66, was appointed as an Independent Non-executive Director on 12 May 2015. Ms. Choy is also members of the Audit Committee and Nomination Committee and Chairlady of the Remuneration Committee. Ms. Choy obtained her Bachelor of Science and Master of Philosophy degrees from the University of Hong Kong in 1974 and 1980 respectively. Ms. Choy was the founding managing director of SHK International Services Limited (which was subsequently acquired by Ms. Choy and changed its name to Oriental-Western Promotions Limited). Ms. Choy holds a wide variety of political, social and academic positions, such as a deputy of the National People’s Congress and a director of Fujian Middle School. Ms. Choy was a member of the Fujian Provincial Committee of the Chinese People’s Political Consultative Conference and a member of the Legislative Council in Hong Kong from 1998 to 2008. Ms. Choy has been appointed as an Independent Non-executive Director of Ping Shan Tea Group Limited (formerly known as Huafeng Group Holdings Limited, (stock code: 364) since August 2002 and an Independent Non-executive Director of Loudong General Nice Resources (China) Holdings Limited (stock code: 988) since June 2009.

林高然先生(「林先生」)，35歲，獲委任為執行董事，自二零一六年十二月十六日起生效。林先生獲得由香港大學頒發之經濟金融學學士學位。林先生於合併及收購以及交易後管理擁有廣泛經驗，且彼亦於農業、潔淨科技、房地產、資金投資及教育行業擁有廣泛知識。林先生曾任職於一間國際會計師事務所之諮詢部門數年。林先生為香港會計師公會會員及特許金融分析師協會(CFA Institute)之特許金融分析師。

獨立非執行董事

蔡素玉女士，*銅紫荊星章，太平紳士*(「蔡女士」)，66歲，於二零一五年五月十二日獲委任為獨立非執行董事。蔡女士亦為審核委員會、提名委員會成員及薪酬委員會主席。蔡女士分別於一九七四年及一九八零年獲得由香港大學頒授之理學士學位及哲學碩士學位。蔡女士乃SHK International Services Limited(此公司其後由蔡女士收購，並易名為東偉業務促進有限公司)之創辦董事總經理。蔡女士出任多項政治、社會及學術公職，例如全國人民代表大會代表及香港福建中學校董等。蔡女士於一九九八年至二零零八年間曾出任中國人民政治協商會議福建省委員會委員及曾任香港立法會議員。蔡女士自二零零二年八月起一直擔任坪山茶業集團有限公司(前稱華豐集團控股有限公司)(股份代號：364)之獨立非執行董事，並自二零零九年六月起一直擔任樓東俊安資源(中國)控股有限公司(股份代號：988)之獨立非執行董事。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層履歷詳情

Ms. Lam Yuk Ying Elsa (“Ms. Lam”), aged 57, was appointed as an Independent Non-executive Director on 2 September 2013. She is also members of the Audit Committee and Remuneration Committee, and Chairlady of the Nomination Committee. Ms. Lam holds, Type 1 (Dealing in Securities), Type 2 (Dealing in futures contracts), Type 6 (advising on corporate finance) and Type 9 (Asset Management) regulated activities license issued by the Securities and Futures Commission. Ms. Lam has over 10 years of experience in the securities industry and more than 15 years of experience in the treasury function in several major banks. Ms. Lam was an executive Director of Value Convergence Holdings Limited (Stock Code: 821) from 23 February 2011 to 28 December 2012. Ms. Lam currently is a director of VC Asset Management Limited, a wholly-owned subsidiary of Value Convergence Holdings Limited. Ms. Lam was also an associate director of Excalibur Hong Kong and held senior positions at Glory Sky Global Markets Limited and Kingston Securities Limited. She was also the head of the treasury department of KBC Bank N.V.

Mr. Leung Man Chun (“Mr. Leung”), aged 29, was appointed as an Independent Non-executive Director on 1 March 2016. Mr. Leung is also members of the Nomination Committee and the Remuneration Committee, and the Chairman of the Audit Committee. Mr. Leung has been engaging in financial services sector for over 6 years, along with ample experience in an international accounting firm and an international bank. He currently serves as a corporate finance principal for a professional firm. He obtained a bachelor's degree in social sciences from Hong Kong Baptist University in 2009. Mr. Leung is a member of the Hong Kong Institute of Certified Public Accountants. Mr. Leung has been appointed as an Independent Non-executive Director of Aurum Pacific (China) Group Limited (Stock code: 08148), a company listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited, since 23 February 2016.

林玉英女士(「林女士」)，57歲，於二零一三年九月二日獲委任為獨立非執行董事。彼亦為審核委員會、薪酬委員會成員以及提名委員會主席。林女士持有證券及期貨事務監察委員會發出之第一類(證券交易)、第二類(期貨合約交易)及、第六類(就機構融資提供意見)及第九類(資產管理)受規管活動之牌照。林女士在證券業積逾十年經驗，在多間主要銀行之庫務職能方面亦擁有超過十五年經驗。於二零一一年二月二十三日至二零一二年十二月二十八日期間，林女士為滙盈控股有限公司(股份代號：821，其已發行股份在聯交所主板上市)之執行董事。林女士為滙盈控股有限公司之全資附屬公司滙盈資產管理有限公司之董事。林女士亦為駿溢香港之聯席董事，並曾於灝天環球投資有限公司及金利豐證券有限公司出任要職。彼亦曾出掌KBC Bank N.V.庫務部門主管。

梁文俊先生(「梁先生」)，29歲，於二零一六年三月一日獲委任為獨立非執行董事。梁先生亦為提名委員會、薪酬委員會成員及審核委員會主席。梁先生於國際會計師行及國際銀行等金融服務機構工作逾六年，擁有豐富相關經驗。彼現時於一間專業機構擔任企業融資部總監。彼於二零零九年在香港浸會大學取得社會科學學士學位。梁先生為香港會計師公會成員。梁先生自二零一六年二月二十三日起獲委任為奧栢中國集團有限公司(香港聯合交易所有限公司創業板上市公司，股份代號：08148)之獨立非執行董事。

REPORT OF THE DIRECTORS

董事報告

The Directors submit herewith their report together with the audited financial statements of the Company and the Group for the year ended 31 December 2016 ("Year").

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activity of the Company is investment holding. The activities of its subsidiaries are set out in Note 39 to the consolidated financial statements. Further discussion and analysis of these activities as required by Schedule 5 to the Hong Kong Companies Ordinance, including a discussion of the principal risks and uncertainties facing the Group and an indication of likely future developments in the Group's business, can be found in the Management Discussion and Analysis set out on pages 6 to 18 of this Annual Report. This discussion forms part of this Directors' Report. Details of the segment information of the Group for the year ended 31 December 2016 are set out in Note 13 to the consolidated financial statements.

FINANCIAL STATEMENTS

The results of the Group for the year ended 31 December 2016 are set out in the consolidated statement of profit or loss and consolidated statement of profit or loss and other comprehensive income on pages 67 to 68.

The states of affairs of the Group and of the Company as at 31 December 2016 are set out in the consolidated statement of financial position and the statement of financial position on pages 69 to 70 and in Note 38 to the consolidated financial statements respectively.

The cash flows of the Group are set out in the consolidated statement of cash flows on pages 72 to 73.

DIVIDENDS

The directors do not recommend any payment of dividend nor transfer of any amount to reserves for the Year (2015: Nil).

SHARE CAPITAL

Details of movements in the share capital of the Company during the Year are set out in Note 29 to the consolidated financial statements and the section headed "Capital Structure" of this Annual Report.

EQUITY-LINKED AGREEMENTS

Details of placing of new shares under general mandate and issue of convertible bonds are set out in Notes 27 and 29 to the consolidated financial statements, respectively, and in the sections headed "Capital Structure" and of this Annual Report. This discussion forms part of this Directors' Report.

董事謹此提呈彼等之報告連同本公司及本集團截至二零一六年十二月三十一日止年度(「本年度」)之經審核財務報表。

主要業務及業務回顧

本公司之主要業務為投資控股。本公司附屬公司之業務載於綜合財務報表附註39。香港公司法附錄五要求對該等活動作出進一步討論及分析(包括討論本集團面對之主要風險及不確定因素以及本集團業務可能未來發展)可於本年報第6至18頁所載之管理層論述及分析查閱。該討論構成此董事報告之一部分。本集團截至二零一六年十二月三十一日止年度之分部資料詳情載於綜合財務報表附註13。

財務報表

本集團截至二零一六年十二月三十一日止年度之業績載於第67至68頁之綜合損益表以及綜合損益及其他全面收益表內。

本集團及本公司於二零一六年十二月三十一日之業務狀況分別載於第69至70頁之綜合財務狀況表及綜合財務報表附註38財務狀況表內。

本集團之現金流量載於第72至73頁之綜合現金流量表內。

股息

董事不建議就本年度派付任何股息，亦不轉撥任何款項至儲備(二零一五年：無)。

股本

年內，有關本公司股本變動之詳情載於綜合財務報表附註29及本年報「資本結構」一節。

股票掛鈎協議

根據一般授權配售新股份及發行可換股債券之詳情分別載於綜合財務報表中附註27及29，以及載於本年報「資本結構」各節。該討論構成此董事報告之一部分。

REPORT OF THE DIRECTORS

董事報告

RESERVES

Details of the movements in reserves during the Year are set out in Note 29 to the consolidated financial statements.

FIVE YEARS FINANCIAL SUMMARY

A summary of the published results and assets, liabilities and non-controlling interests of the Group for the last five financial years as extracted from the published audited financial statements is set out on page 164 of this Annual Report.

PROPERTY, PLANT AND EQUIPMENT, INVESTMENT PROPERTIES AND INTANGIBLE ASSETS

Details of the movements in property, plant and equipment investment properties and intangible assets of the Group during the Year are set out in Notes 14, 15 and 16 respectively to the consolidated financial statements.

DISTRIBUTABLE RESERVES

As at 31 December 2016, the Company has no distributable reserve calculated in accordance with the provisions of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

CHARITABLE DONATIONS

During the Year, the Group has no charitable donations (2015: the Group made charitable donations amounting to approximately HK\$20,000).

DIRECTORS

The Directors who held office during the year ended 31 December 2016 and up to the date of this annual report were:

Executive Directors

Ms. Ang Lai Kuen	(Resigned on 18 April 2016)
Mr. Bülent Yenel	(Appointed on 11 January 2016)
Mr. Chan Ming Kei	(Appointed on 7 November 2016)
Mr. Hung Tat Chi Alan	(Appointed on 11 January 2016 as alternate Director to Mr. Bülent Yenel and appointed as Executive Director on 22 March 2017)
Mr. Lau Yu (Chairman)	(Resigned on 9 December 2016)
Mr. Ling Ko Yin Jason	(Appointed on 16 December 2016)

儲備

本年度儲備變動之詳情載於綜合財務報表附註29。

五年財務概要

摘自己刊發經審核財務報表之本集團過往五個財政年度之已刊發業績以及資產、負債及非控股權益之概要載於本年報第164頁。

物業、廠房及設備、投資物業及無形資產

本集團之物業、廠房及設備、投資物業及無形資產於本年度之變動詳情分別載於綜合財務報表附註14、15及16。

可供分派儲備

於二零一六年十二月三十一日，本公司並無根據香港法例第622章公司條例之條文計算之可供分派儲備。

慈善捐款

本年度，本集團並無慈善捐款(二零一五年：本集團之慈善捐款約為20,000港元)。

董事

於截至二零一六年十二月三十一日止年度及直至本年報日期止之董事如下：

執行董事

洪麗娟女士	(於二零一六年四月十八日辭任)
Bülent Yenel先生	(於二零一六年一月十一日獲委任)
陳銘基先生	(於二零一六年十一月七日獲委任)
洪達智先生	(於二零一六年一月十一日獲委任為Bülent Yenel先生之代理董事，且於二零一七年三月二十二日獲委任為執行董事)
柳宇先生(主席)	(於二零一六年十二月九日辭任)
林高然先生	(於二零一六年十二月十六日獲委任)

REPORT OF THE DIRECTORS

董事報告

Independent Non-executive Directors

Mr. Chan Kwun Chung (Appointed on 1 January 2017 and resigned on 28 February 2017)

Ms. Choy So Yuk, BBS, JP

Ms. Lam Yuk Ying, Elsa
Mr. Leung Man Chun (Appointed on 1 March 2016)

Mr. Liu Kwong Sang (Resigned with effect from the close of business on 31 December 2016)

Directors of Subsidiaries

The names of directors who have served on the boards of the subsidiaries of the Company (other than those listed above) during the year ended 31 December 2016 and up to the date of this report included:

Mr. Mui Yuk Wah, Ms. Chan Shuk Man Lora, Mr. Chu To Jonathan, Mr. San Tung, Mr. Kemal Tekin, Mr. Yasar inel, Mr. Au Yeung Yiu Chung, Mr. Stephen Woo Sai Man, Mr. Hung Yu Pang, Mr. Shen Hung Yee Eddie, Mr. Wu Wenbei, Mr. Wong Man Chiu Ronnie, Mr. Yeung Wai Hung, Mr. Lai Chun Hung, Mr. Chan Ernest Kar Kit, Mr. Pineda Al Luong, Mr. Li Zhengqing and Mr. Wong Yiu Wing, Mr. Wei Liang, Mr. Cheng Kwok Wo, Mr. Frank Yu, Mr. Chu Wai Hung Stephen, Mr. Cheung Man Yau Timothy and Mr. Zhang Daolin.

DIRECTORS' SERVICE CONTRACTS

In accordance with the Articles of Association, Mr. Chan Ming Kei, Mr. Hung Tat Chi Alan and Mr. Ling Ko Yin Jason are subject to retirement by rotation and re-election at the Company's forthcoming annual general meeting. Each of the Executive Directors may receive a discretionary bonus, the amount of which will be determined by the Board of Directors as its absolute discretion having regard to the operation results of the Company.

The Independent Non-executive Directors have not entered into any service agreement with the Company and are not appointed for a specific term, but all are subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association.

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

獨立非執行董事

陳冠忠先生 (於二零一七年一月一日獲委任及於二零一七年二月二十八日辭任)

蔡素玉女士，
銅紫荊星章，
太平紳士

林玉英女士
梁文俊先生 (於二零一六年三月一日獲委任)

廖廣生先生 (於二零一六年十二月三十一日辭任，並於該日營業時間結束起生效)

附屬公司董事

截至二零一六年十二月三十一日止年度及直至本報告日期止，本公司附屬公司董事會在任董事(除上述者外)姓名載列如下：

梅育華先生、陳淑雯女士、朱濤先生、申東先生、Kemal Tekin先生、Yasar inel先生、歐陽耀忠先生、胡世民先生、洪宇鵬先生、沈鴻宜先生、吳文杯先生、王敏超先生、楊偉雄先生、黎俊鴻先生、陳嘉杰先生、梁子龍先生、李政清先生、黃耀榮先生、韋亮先生、鄭國和先生、於培忠先生、朱偉鴻先生、張晚有先生及張道林先生。

董事服務合約

根據組織章程細則，陳銘基先生、洪達智先生及林高然先生須於本公司應屆股東週年大會輪值告退並重選連任。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而釐定。

獨立非執行董事並無與本公司簽訂任何服務協議，亦無指定任期，惟彼等全體均須根據本公司組織章程細則於本公司之股東週年大會上輪值告退並膺選連任。

本公司並無與擬於應屆股東週年大會(「股東週年大會」)上重選連任之董事訂立任何不可由本公司於一年內無償終止(法定補償除外)之服務合約。

REPORT OF THE DIRECTORS

董事報告

DIRECTORS' INTERESTS IN CONTRACTS

No contracts of significance in relation to the Group's business to which the Company, any of its holding companies or subsidiaries was a party and in which a Director had a material interest, whether directly or indirectly, subsisted at the end of the Year or at any time during the Year.

CONNECTED AND RELATED PARTY TRANSACTIONS

Save as disclosed in this report, there were no other transactions which need to be disclosed as connected in accordance with the requirements of the GEM Listing Rules during the year ended 31 December 2016.

The material related party transactions of the Group are disclosed in Note 36 to the consolidated financial statements.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

As at 31 December 2016, same as disclosed elsewhere in this report, as far as the Directors are aware of, none of the Directors or the management shareholders of the Company or any of its respective associates (as defined in the GEM Listing Rules) has any interest in a business which competes or may compete with the business of the Group or has any other conflict of interest with the Group.

PERMITTED INDEMNITY AND DIRECTORS' AND OFFICERS' LIABILITY INSURANCE

Pursuant to the Articles and subject to the provisions of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), every Director or other officer of the Company shall be indemnified out of the assets of the Company against all loss and liabilities which he/she may sustain or incur in or about the execution of the duties of his/her office or otherwise in relation thereto, provided that such Article shall only have effect in so far as its provisions are not avoided by the Companies Ordinance. The Company has arranged appropriate Directors' and officers' liability insurance coverage for the Directors and officers of the Company during the Year.

董事之合約權益

於本年度完結時或於本年度任何時間，概無任何由本公司、其任何控股公司或附屬公司訂立且董事在其中直接或間接擁有重大權益而對本集團業務有重大影響。

關連及有關連人士交易

除本報告所披露外，截至二零一六年十二月三十一日止年度，概無任何其他交易須遵照創業板上市規則之規定披露為關連交易。

本集團重大有關連人士交易於綜合財務報表附註36披露。

董事於競爭業務之權益

於二零一六年十二月三十一日，誠如本報告其他章節所披露者一致，就董事所知，並無董事或本公司管理層股東或各自之聯繫人士（定義見創業板上市規則）於與本集團業務構成或可能構成競爭之業務中擁有任何權益或與本集團有任何其他利益衝突。

獲准許之彌償保證及董事與高級職員之責任保險

根據章程細則及受公司條例（香港法例第622章）之條文規限，對於本公司各董事或其他高級職員在任職期間執行職務時承受或發生與本公司有關的所有損失及責任，均可從本公司資產中獲得彌償，惟有關條文僅在未因公司條例而致無效的情況下方為有效。年內，本公司已安排適當的董事及高級職員責任保險，涵蓋範圍包括本公司董事及高級職員。

REPORT OF THE DIRECTORS

董事報告

DIRECTORS' RIGHTS TO ACQUIRE SHARES

Apart from the share option scheme referred as below, at no time during the year ended 31 December 2016 was any of the Company or any associated corporation a party to any arrangement to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate, and none of the Directors, or their spouses or children under the age 18, had any right to subscribe for the shares in, or debentures of, the Company, or had exercised any such rights.

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

As at 31 December 2016, none of the Directors or chief executives of the Company had any interests and short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) ("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 were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company under Section 352 of the SFO, or otherwise notified to the Company and the Stock Exchange pursuant to the required standards of dealings by directors as referred to in Rule 5.46 of the GEM Listing Rules.

SHARE OPTION SCHEMES

The share option scheme adopted on 9 May 2011 (the "2011 Share Option Scheme") by the Shareholders was terminated and a new share option scheme was adopted on 1 February 2016 (the "2016 Share Option Scheme") by the Shareholders. The purpose of the 2016 Share Option Scheme is to enable the Company to grant Share Options to the Eligible Participants (as defined below) as incentives or rewards for their contribution to the long term development of the Group and to provide the Group with a more flexible means to reward, remunerate, compensate, attract, retain and/or provide benefits to the Eligible Participants. The 2016 Share Option Scheme was adopted for a period of 10 years commencing from 1 February 2016 and will remain in force until 31 January 2026.

Eligible Participant under the 2016 Share Option Scheme includes any full-time or part-time employees, consultants or potential employees, executives or officers (including Executive, Non-executive and Independent Non-executive Directors) of the Company or any of its subsidiaries and any suppliers, customers, consultants, agents and advisers who, in the sole opinion of the Board, will contribute or has contributed to the Company and/or any of its subsidiaries.

董事購入股份之權利

除下文所述購股權計劃外，於截至二零一六年十二月三十一日止年度內任何時間，本公司或任何相聯法團均無參與訂立任何安排，致使董事可藉購入本公司或任何其他法人團體之股份或票據而獲益；亦無董事或彼等之配偶或十八歲以下子女擁有可認購本公司股份或票據之任何權利或曾行使任何該等權利。

董事及最高行政人員於股份、相關股份及票據之權益及淡倉

於二零一六年十二月三十一日，概無董事或本公司最高行政人員於本公司或其任何相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及票據中，擁有任何須根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所之權益及淡倉（包括根據證券及期貨條例該等條文彼等被當作或視為擁有之權益或淡倉），或已登記於本公司根據證券及期貨條例第352條須存置之登記冊之任何權益或淡倉或已根據創業板上市規則第5.46條所述董事進行買賣之規定標準另行知會本公司及聯交所之任何權益或淡倉。

購股權計劃

股東於二零一一年五月九日採納之購股權計劃（「二零一一年購股權計劃」）已告終止，而股東已於二零一六年二月一日採納新購股權計劃（「二零一六年購股權計劃」）。二零一六年購股權計劃旨在使本公司能向合資格參與者（定義見下文）授出購股權，作為彼等對本集團長期發展作出貢獻之獎勵或回報，並為本集團提供更靈活之方式獎勵、酬報、補償、招攬、留聘合資格參與者及／或向其提供福利。二零一六年購股權計劃自二零一六年二月一日採納之日起為期10年，並將維持有效直至二零二六年一月三十一日。

根據二零一六年購股權計劃，合資格參與者包括本公司或其任何附屬公司之任何全職或兼職僱員、諮詢顧問或潛在僱員、行政人員或高級人員（包括執行、非執行及獨立非執行董事），以及董事會全權認為將向或已向本公司及／或其任何附屬公司作出貢獻之任何供應商、客戶、諮詢顧問、代理及顧問。

REPORT OF THE DIRECTORS

董事報告

The subscription price shall be determined by the Board in its absolute discretion but in any event shall be at least the higher of:

- (i) the closing price of the shares as stated in the daily quotations sheets issued by the Stock Exchange on the date of grant which must be a business day; and
- (ii) the average closing price of the shares as stated in the daily quotations sheets issued by the Stock Exchange for the five business days immediately preceding the date of grant.

Upon acceptance of the options, the grantee shall pay HK\$1.00 to the Company as consideration for the grant. The acceptance of an offer of the grant of the option must be made within 14 days from the date of grant. Unless otherwise determined by the Board in the relevant offer letter to a grantee, there is no minimum period for which any option must be held before it can be exercised and no performance target which needs to be achieved by a grantee before the options can be exercised. An option may be exercised in accordance with the terms of the 2016 Share Option Scheme at any time during a period as the Board may determine which shall not exceed ten years from the date of grant subject to the provisions of early termination thereof.

Based on 1,323,836,776 shares in issue as at the date of adoption of the 2016 Share Option Scheme, the maximum number of shares to be issued upon the exercise of options that may be granted under the 2016 Share Option Scheme are 132,383,677 shares, being 10% of the shares in issue as at the date of adoption. The total number of shares available for issue under the 2016 Share Option Scheme is 132,383,677 Shares, representing 8.3% of the total number of Shares in issue as at the date of this report.

Pursuant to the GEM Listing Rules, the total number of shares which may be issued upon the exercise of all options to be granted under the 2016 Share Option Scheme must not, in aggregate, exceed 10% of the shares in issue as at the date of adoption of the 2016 Share Option Scheme. The Board shall not grant any options which would result in the maximum aggregate number of shares which may be issued upon exercise of all outstanding options granted but yet to be exercised under the 2016 Share Option Scheme and any other share option schemes adopted by the Company exceeding, in aggregate, 30% of the shares in issue from time to time.

認購價須由董事會全權酌情釐定，惟在任何情況下須最少為下列各項之較高者：

- (i) 股份於授出日期(該日須為營業日)在聯交所發出之每日報價表所述之收市價；及
- (ii) 股份於緊接授出日期前五個營業日在聯交所發出之每日報價表所述之平均收市價。

承授人接納購股權後，須向本公司支付1.00港元，作為獲授購股權之代價。承授人須於授出日期起14日內，接納授出購股權之要約。除董事會在寄發予承授人之有關要約函中另有釐定外，概無規定購股權可予行使前須持有任何購股權之最短期限，亦無設定承授人於行使購股權前須達致之表現目標。購股權可於董事會可能釐定之期間內根據二零一六年購股權計劃之條款隨時行使，惟有關期間不得超過由授出日期起計十年，並受提前終止條文規限。

按於二零一六年購股權計劃採納日期已發行股份1,323,836,776股計算，根據二零一六年購股權計劃授出之購股權獲行使而將予發行之股份最高數目為132,383,677股，佔於採納日期已發行股份之10%。根據二零一六年購股權計劃可供發行之股份總數為132,383,677股，相當於本報告日期已發行股份總數之8.3%。

根據創業板上市規則，根據二零一六年購股權計劃將予授出之全部購股權獲行使而可能發行之股份總數合共不得超過二零一六年購股權計劃採納日期已發行股份之10%。董事會不得授出會導致因行使根據二零一六年購股權計劃及本公司所採納之任何其他購股權計劃授出但尚未行使之所有購股權而可能發行之股份最高總數超過不時已發行股份之30%之任何購股權。

REPORT OF THE DIRECTORS

董事報告

The total number of shares issued and to be issued upon exercise of the options granted under the 2016 Share Option Scheme and any other share option schemes of the Company to each Eligible Participant (including both exercised and outstanding options) in any 12-month period shall not exceed 1% of the total number of shares in issue (the "Individual Limit"). Any further grant of options to an Eligible Participant which would result in the shares issued and to be issued upon exercise of all options granted and to be granted to such Eligible Participant (including exercised, cancelled and outstanding options) in the 12-month period up to and including the date of such further grant exceeding the Individual Limit shall be subject to approval of the Shareholders in general meeting with such Eligible Participant and his close associates (or his associates if such Eligible Participant is a connected person) abstaining from voting.

Any grant of options to a connected person (as defined in the GEM Listing Rules) must be approved by all Independent Non-executive Directors (excluding any Independent Non-executive Director who is the proposed grantee). Where options are proposed to be granted to a connected person who is also a substantial shareholder (as defined in the GEM Listing Rules) of the Company or an Independent Non-executive Director or any of their respective associates, and the proposed grant of options, when aggregated the options already granted to such connected person in the past 12 months period, would entitle that person to receive more than 0.1% of the total issued shares of the Company for the time being and the value of which is in excess of HK\$5,000,000, then the proposed grant must be subject to the approval of the shareholders at the general meeting. Apart from the connected person involved, all other connected persons of the Company must abstain from voting in such general meeting (except where any connected person intends to vote against the proposed grant).

There is no outstanding share option under the 2011 Share Option Scheme as at 1 January 2016 and 31 December 2016. As at the date of this report, no options have been granted under the 2016 Share Option Scheme since its adoption.

根據二零一六年購股權計劃及本公司任何其他購股權計劃向每名合資格參與者授出之購股權(包括已行使及尚未行使之購股權)獲行使後已發行及將予發行之股份總數於任何12個月期間不得超過已發行股份總數之1%(「個人上限」)。倘向一名合資格參與者進一步授出之任何購股權將會導致向該名合資格參與者授出及將予授出之所有購股權(包括已行使、已註銷及尚未行使之購股權)獲行使後已發行及將予發行股份於直至該進一步授出之日止(包括當日)12個月期間超過個人上限,則該進一步授出須獲股東於股東大會上批准,而該合資格參與者及其緊密聯繫人士(或倘該合資格參與者為關連人士,則其聯繫人士)須放棄投票。

向關連人士(定義見創業板上市規則)授出之任何購股權,須獲全體獨立非執行董事(不包括身為建議承授人之任何獨立非執行董事)批准。當建議向關連人士(其亦身為本公司主要股東(定義見創業板上市規則)或獨立非執行董事或彼等各自之任何聯繫人士)授出購股權,而所建議授出之購股權連同於過去12個月期間已向該名關連人士授出之購股權合計時,將賦予該人士權利收取超過當時本公司已發行股份總數之0.1%且其價值超過5,000,000港元,則該項授出購股權之建議須獲股東在股東大會上批准。除涉及之關連人士外,本公司所有其他關連人士須在該股東大會上放棄投票,惟倘任何關連人士擬投票反對該項建議授出購股權則除外。

於二零一六年一月一日及二零一六年十二月三十一日,二零一一年購股權計劃項下概無尚未行使購股權。於本報告日期,自採納二零一六年購股權計劃以來,概無據此授出任何購股權。

REPORT OF THE DIRECTORS

董事報告

SUBSTANTIAL SHAREHOLDERS OF INTEREST IN SHARES

As 31 December 2016, other than the interests and short positions of the Directors or chief executives of the Company disclosed above, person or corporation who had interests in the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or, who was, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other members of the Group, or any other substantial shareholders whose interests or short positions were recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

主要股東於股份之權益

於二零一六年十二月三十一日，除上文所披露董事或本公司最高行政人員之權益及淡倉外，擁有本公司股份、相關股份及票據之權益，而須根據證券及期貨條例第XV部第2及3分部之條文向本公司披露，或直接或間接擁有附帶權利可在所有情況下於本集團任何其他成員公司股東大會表決之任何類別股本面值5%或以上權益之任何人士或公司，或彼等之權益或淡倉登記於本公司根據證券及期貨條例第336條存置之登記冊的任何其他主要股東如下：

Name of substantial shareholders 主要股東姓名	Number of Shares held 所持股份數目		Total 總計	Approximate percentage of total issued ordinary Shares 佔已發行普通股總額概約百分比
	Personal Interest 個人權益	Corporate Interest 公司權益		
Mr. Tütüncü Oğuz Tütüncü Oğuz先生	347,796,000	—	347,796,000	23.15%
Mr. Lau Yu 柳宇先生	1,266,000	173,653,000 (Note)(附註)	174,919,000	11.64%
Mr. Chiu Ngai Hung 趙毅雄先生	169,716,000	—	169,716,000	11.29%
Mr. Boyracı Osman Boyracı Osman先生	106,865,000	—	106,865,000	7.11%

Note:

173,653,000 shares are owned by Noble Ace Investments Limited ("Noble Ace") which is 100% owned by Mr. Lau Yu. By virtue of the SFO, Mr. Lau Yu is deemed to have interest of the Shares held by Noble Ace.

附註：

173,653,000股股份由柳宇先生全資擁有之Noble Ace Investments Limited(「Noble Ace」)擁有。根據證券及期貨條例，柳宇先生被視為於Noble Ace持有之股份中擁有權益。

Save as disclosed above, at 31 December 2016, the Directors or chief executives of the Company were not aware of any party who had an interest or short position in the shares, underlying shares or debentures of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or, who is, directly or indirectly interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company, or substantial shareholders as recorded in the register required to be kept by the Company under Section 336 of the SFO.

除上文披露者外，於二零一六年十二月三十一日，各董事或本公司最高行政人員概不知悉有任何人士於本公司股份、相關股份或票據中擁有須根據證券及期貨條例第XV部第2及3分部之條文向本公司披露之權益或淡倉，或直接或間接擁有附帶權利可在所有情況下於本公司股東大會表決之任何類別股本面值5%或以上，或有任何主要股東於本公司根據證券及期貨條例第336條須存置之登記冊登記擁有權益或淡倉。

REPORT OF THE DIRECTORS

董事報告

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors as at the date of this annual report, the Company had maintained the public float as required under the GEM Listing Rules.

REMUNERATION POLICY

Details of the emoluments of the Directors and the five highest paid individuals of the Group are set out in notes 8 and 9 to the financial statements respectively.

The Remuneration Committee was set up on 8 October 2007 for reviewing the remuneration policies and other remuneration related matters of the Directors and senior management of the Company and making recommendations to the Board as deemed necessary.

The Company has adopted the Share Option Schemes as incentive to Directors and eligible employees, details of the Share Option Schemes are set out in the section "Share Option Scheme" in this report.

MAJOR CUSTOMERS AND SUPPLIERS

The information in respect of the group's sales and purchases attributable to the major customers and suppliers respectively during the Year is as follows:

充足公眾持股量

根據本公司於本年報日期所獲公開資料及據董事所知，本公司已維持創業板上市規則所規定之公眾持股量。

薪酬政策

董事及本集團五名最高薪人士之酬金詳情分別載於財務報表附註8及9。

薪酬委員會已於二零零七年十月八日成立，以檢討董事及本公司高級管理層之薪酬政策及其他薪酬相關事宜，並於認為有需要時向董事會提出推薦意見。

本公司已採納購股權計劃，作為董事及合資格僱員之獎勵，購股權計劃之詳情載於本報告「購股權計劃」一節。

主要客戶及供應商

本年度有關主要客戶及供應商應佔本集團之銷售額及採購額資料載列如下：

	Percentage of the Group's total 佔本集團之百分比	
	Sales 總銷售額	Purchases 總採購額
The largest customer 最大客戶	31%	
Five largest customers in aggregate 五大客戶之總和	85%	
The largest supplier 最大供應商		61%
Five largest supplier in aggregate 五大供應商之總和		86%



REPORT OF THE DIRECTORS 董事報告

At no time during the Year have the Directors, their associates or any shareholder of the company (which to the knowledge of the Directors owns more than 5% of the number of issued shares of the Company) had any interest in these major customers and suppliers.

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

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

CORPORATE GOVERNANCE

The details of the Company's corporate governance practices are set out in the section headed "Corporate Governance Report" on pages 33 to 47 of this annual report.

COMPLIANCE WITH THE RELEVANT LAWS AND REGULATIONS

As far as the Board is aware, the Group has complied in material respects with the relevant laws and regulations that have a significant impact on the business and operation of the Group. During the Year, there was no material breach of or non-compliance with the applicable laws and regulations by the Group.

EVENTS AFTER THE REPORTING PERIOD

The details of the non-adjusting post balance sheet events are set out in Note 37 to the consolidated financial statements.

本公司之董事、彼等之聯繫人士或任何股東（據董事所知擁有本公司5%已發行股份以上之股東）概無於本年度任何時間擁有該等主要客戶及供應商之任何權益。

購買、贖回或出售本公司上市證券

截至二零一六年十二月三十一日止年度，本公司及其任何附屬公司並無購買、贖回或出售任何本公司上市證券。

企業管治

本公司企業管治常規之詳情載於本年報第33頁至第47頁所載「企業管治報告」一節。

遵守相關法律及法規

據董事會所知，本集團在重大方面均已遵守對本集團業務及經營而言有重大影響之相關法律及法規。本年度，本集團並無出現嚴重違反或未有遵守適用法律及法規之情況。

報告期後事項

非調整結算日後事項之詳情載於綜合財務報表附註37。



REPORT OF THE DIRECTORS

董事報告

AUDIT COMMITTEE

As at 31 December 2016, the Audit Committee comprised four Independent Non-executive Directors, namely, Ms. Choy So Yuk, *BBS, JP.*, Ms. Lam Yuk Ying, *Elsa*, Mr. Leung Man Chun and Mr. Liu Kwong Sang. During the year, Mr. Liu Kwong Sang was the chairman of the Audit Committee and applies his professional qualifications in accounting and financial expertise in directing the Audit Committee. After the resignation of Mr. Liu Kwong Sang as the Audit Committee Chairman with effect from the close of business on 31 December 2016, Mr. Leung Man Chun was appointed as the Audit Committee Chairman with effect from 1 January 2017. The unaudited quarterly and interim results together with the audited annual results of the Company in respect of the year ended 31 December 2016 have been reviewed by the Audit Committee.

AUDITOR

A resolution for the re-appointment of Elite Partners CPA Limited as auditor of the Company will be proposed at the forthcoming annual general meeting of the Company.

On Behalf of the Board

Chan Ming Kei
Executive Director and Company Secretary
Hong Kong, 24 March 2017

審核委員會

於二零一六年十二月三十一日，審核委員會由四名獨立非執行董事組成，分別為蔡素玉女士，*銅紫荊星章*，*太平紳士*、林玉英女士、梁文俊先生及廖廣生先生。年內，廖廣生先生為審核委員會主席，憑藉彼在會計及財務專業方面之專業資格，領導審核委員會之運作。廖廣生先生於二零一六年十二月三十一日營業時間結束起辭任審核委員會主席，梁文俊先生獲委任為審核委員會主席，自二零一七年一月一日起生效。本公司截至二零一六年十二月三十一日止年度之未經審核季度及中期業績連同經審核年度業績已由審核委員會審閱。

核數師

於本公司應屆股東週年大會上將提呈一項決議案以續聘開元信德會計師事務所有限公司為本公司核數師。

代表董事會

陳銘基
執行董事及公司秘書
香港，二零一七年三月二十四日

CORPORATE GOVERNANCE REPORT

企業管治報告

CORPORATE GOVERNANCE

The Group is committed to achieving high standard of corporate governance to safeguard the interests of all shareholders and to enhance corporate value and accountability.

The Company's corporate governance practices are based on the principles and code provisions set out in the Corporate Governance Code (the "CG Code") contained in Appendix 15 of the GEM Listing Rules.

Throughout the year ended 31 December 2016, the Company has complied with most of the code provisions of the CG Code, save for deviations from code provisions A.2.1, A.4.1 and E.1.2 which are explained below.

Chairman and Chief Executive Officer

Under the code provision A.2.1 of the CG Code, the roles of chairman and chief executive officer of the Company should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive officer should be clearly established and set out in writing.

During the year ended 31 December 2016, Mr. Lau Yu was the chairman of the Company (the "Chairman") until 9 December 2016 and there was no chief executive officer of the Company (the "CEO"). There has no Chairman since from the resignation of Mr. Lau Yu on 9 December 2016. The Board will keep reviewing the current structure of the Board from time to time and should a candidate with suitable knowledge, skill and experience be identified, the Company will make appointment to fill the post of the Chairman and the CEO as appropriate and will make further announcement in due course. There is no financial, business, family or other material/relevant relationship between the Chairman and the CEO and among the members of the Board.

Appointment, Re-election and Removal of Directors

According to the Articles of Association, one-third of the Directors are required to retire from office at each annual general meeting, provided that every Director shall be subject to retirement by rotation at least once in every three years.

Under the code provision A.4.1 of the CG Code, non-executive Directors should be appointed for a specific term of service. None of the Independent Non-executive Director have entered into a service contract or an appointment letter with the Company for a specific term of service but their appointments are subject to retirement by rotation and offer themselves for re-election at the annual general meeting at least once for every three years in accordance with the Articles of Association. The Company believes such practice meets the same objective and no less exacting than those prescribed under code provision A.4.1.

企業管治

本集團致力達致高水平企業管治，以保障所有股東之利益及加強企業價值及責任承擔。

本公司企業管治常規乃根據創業板上市規則附錄十五所載企業管治守則(「企管守則」)所載之常規及守則條文制訂。

截至二零一六年十二月三十一日止年度，本公司已遵守大部分企管守則之守則條文，惟以下所述守則條文第A.2.1、A.4.1及E.1.2條偏離者除外。

主席及行政總裁

根據企管守則守則條文第A.2.1條，本公司主席及行政總裁之角色應獨立區分，不應由一人兼任。主席及行政總裁之職責區分必須清楚列明，並以書面形式載列。

截至二零一六年十二月三十一日止年度，柳宇先直至二零一六年十二月九日止為本公司主席(「主席」)，而本公司並無行政總裁(「行政總裁」)。自柳宇先生於二零一六年十二月九日辭任起，本公司概無主席。董事會將繼續不時檢討董事會目前架構，倘能物色具備適當知識、技能及經驗之人選，本公司將於適當情況下加以委任，以填補主席及行政總裁之空缺，並於適當時候作進一步公佈。主席與行政總裁之間及董事會成員之間概無任何財務、業務、家族或其他重大／相關關係。

委任、重選及罷免董事

按照組織章程細則，三分之一董事須於每屆股東週年大會輪值告退，惟每名董事須最少每三年輪值告退一次。

根據企管守則守則條文第A.4.1條，非執行董事須按特定任期委任。概無獨立非執行董事與本公司訂有附帶特定任期之服務合約或委聘書，惟彼等之委任須按照組織章程細則於股東週年大會至少每三年輪值告退及重選連任一次。本公司相信該等常規符合守則條文第A.4.1條之目的，並不比該條文所規定寬鬆。

CORPORATE GOVERNANCE REPORT

企業管治報告

Attendance of General Meetings

Under the code provision E.1.2 of the CG Code, the chairman of the board should attend the annual general meeting and he should also invite the chairmen of the audit, remuneration, nomination and any other committees (as appropriate) to attend. During the year ended 31 December 2016, the AGM was held on 17 May 2016 and the EGMs of the Company were held on 1 February 2016 and 10 June 2016 respectively, the chairmen/chairladies of the Board committees of the Company were absent for other business engagement. But the absented Directors have appointed the Chairman, other executive Directors or another member of the committee as their representative at the respective general meetings to answer questions of the shareholders of the Company. In the future, the Company will put its most effort in encouraging and ensuring the Independent Non-executive Directors to attend the general meetings.

The Company will continue to enhance its corporate governance practices which is appropriate to the conduct and growth of its business and to review its corporate governance practices from time to time to ensure they comply with the statutory requirements and the CG Code and align with the latest developments of the Company.

Board Composition and Board Practices

As at 31 December 2016, the Board comprised seven Directors including three executive Directors (the “Executive Directors”), namely Mr. Bülent Yenil, Mr. Chan Ming Kei and Mr. Ling Ko Yin Jason; an alternate Director (the “Alternate Director”), Mr. Hung Tat Chi Alan (Alternate Director to Mr. Bülent Yenil); and four Independent Non-executive Directors (the “Independent Non-executive Directors”), namely, Ms. Choy So Yuk, *BBS, JP*, Ms. Lam Yuk Ying Elsa, Mr. Leung Man Chun and Mr. Liu Kwong Sang (resigned with effect from the close of business on 31 December 2016). There is no financial, business, family or other material/ relevant relationship amongst the Directors.

The Board schedules four meetings a year at approximately quarterly intervals and will meet as necessary. During the year ended 31 December 2016, the Board held 4 regular meetings. The Directors can attend meetings in persons or through other means of electronic communication in accordance with the Company’s articles of association (the “Articles of Association”).

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

出席股東大會

根據企管守則之守則條文第E.1.2條，董事會主席須出席股東週年大會並邀請審核、薪酬、提名及任何其他委員會(如適用)主席出席股東週年大會。截至二零一六年十二月三十一日止年度，股東週年大會於二零一六年五月十七日舉行，而本公司股東特別大會分別於二零一六年二月一日及二零一六年六月十日舉行，由於其他業務需要，本公司董事委員會主席缺席上述大會，但缺席董事已委任主席、其他執行董事或其他委員會成員作為彼等於相關股東大會之代表，以回答本公司股東提問。本公司日後將致力鼓勵及確保獨立非執行董事出席股東大會。

本公司將繼續加強適合於其業務進行及發展之企業管治常規，並不時檢討其企業管治常規，以確保該等常規已遵守法定要求及企管守則，符合本公司最新發展。

董事會組成及董事會常規

於二零一六年十二月三十一日，董事會由七名董事組成，包括三名執行董事(「執行董事」) Bülent Yenil先生、陳銘基先生及林高然先生；一名代理董事(「代理董事」)洪達智先生(Bülent Yenil先生之代理董事)；及四名獨立非執行董事(「獨立非執行董事」)蔡素玉女士，*銅紫荊星章，太平紳士*、林玉英女士、梁文俊先生及廖廣生先生(於二零一六年十二月三十一日營業時間結束起辭任)。董事之間概無任何財務、業務、家族或其他重大／相關關係。

董事會計劃每年舉行四次會議，約於每季度及於有需要時會面。截至二零一六年十二月三十一日止年度，董事會曾舉行四次常規會議。按照本公司之組織章程細則(「組織章程細則」)，董事可親身或透過其他電子通訊途徑出席會議。

此外，本公司已制定程序，以便董事在向本公司履行職責時，於適當情況下徵求獨立專業意見，而費用均由本公司承擔。另外，本公司之公司秘書(「公司秘書」)會編製會議記錄，及存置有關於所有董事會會議所討論事項及所議決決策之記錄。本公司會議之秘書亦會存置會議記錄，備供任何董事於任何合理時間發出合理通知後查閱。

CORPORATE GOVERNANCE REPORT

企業管治報告

Independent Non-executive Directors

The Company has received from each of its Independent Non-executive Directors the written confirmation of his/her independence pursuant to Rule 5.09 of the GEM Listing Rules. The Company, based on such confirmation, considers Ms. Choy So Yuk, BBS, JP, Ms. Lam Yuk Ying Elsa, Mr. Leung Man Chun and Mr. Liu Kwong Sang are independent.

Role and Functions of the Board

The Board and the management teams are committed to high standards of corporate governance. The Board is responsible for approving and monitoring business plans, evaluating the performance of the Group and overseeing the management. The Board also focuses on overall strategies and policies with particular attention paid to the growth and financial performance of the Group.

The Board delegates the authority and responsibility for implementing day-to-day operations and management of the Group to Executive Directors and senior management, and certain specific responsibilities to the committees of the Company (the "Board Committees"). The Board reserves certain key matters for its approval including the Group's long-term strategy, internal control, annual, interim and quarterly financial results and shareholder communications, etc. Decisions of the Board are communicated to the management through Executive Directors who have attended all Board meetings.

When the Board delegates certain aspects of its management functions to the management, it has given clear directions as to the powers of management, in particular, with respect to the circumstances. The final decision still rests with the Board unless otherwise provided for in the terms of reference of relevant committees.

Board of Directors

The primary role of the Board is to protect and enhance interest of the Company and shareholders as a whole. The Board is responsible for setting overall strategy for the Group and monitoring the performance of the management.

The Board members during the year ended 31 December 2016 and up to the date of this annual report are:

Executive Directors

Ms. Ang Lai Kuen	(Resigned on 18 April 2016)
Mr. Bülent Yenil	(Appointed on 11 January 2016)
Mr. Chan Ming Kei	(Appointed on 7 November 2016)
Mr. Hung Tat Chi Alan	(Appointed on 11 January 2016 as Alternate Director to Mr. Bülent Yenil and appointed as Executive Director on 22 March 2017)

獨立非執行董事

本公司已接獲獨立非執行董事各自根據創業板上市規則第5.09條就彼等之獨立身份發出之確認書。基於該等確認書，本公司認為，蔡素玉女士，銅紫荊星章，太平紳士、林玉英女士、梁文俊先生及廖廣生先生為獨立人士。

董事會角色及功能

董事會及管理層團隊致力維持高水平之企業管治。董事會負責審批及監控業務計劃、評估本集團之表現以及監察管理層。董事會亦專注於制定整體策略及政策，尤其關注本集團之增長及財務表現。

董事會將執行本集團之日常運作及管理之權力及責任，委派予執行董事及高級管理層，並把若干特定責任委派予董事會轄下之本公司委員會（「董事委員會」）。董事會保留對若干重要事項之審批權，包括本集團長遠策略、內部監控、年度、中期及季度財務業績及與股東溝通等。董事會透過出席所有董事會會議之執行董事，向管理層傳達董事會之決策。

在董事會將若干範疇之管理職能委派予管理層時，已就管理層權力給予清晰方向，尤其是行使權力之情況。除非在相關委員會之職權範圍另有所指，否則董事會仍掌握最終決定權。

董事會

董事會之主要角色為保障及提高本公司及股東之整體利益。董事會負責制定本集團整體策略，並監督管理層表現。

截至二零一六年十二月三十一日止年度及直至本年報日期之董事會成員如下：

執行董事

洪麗娟女士	(於二零一六年四月十八日辭任)
Bülent Yenil先生	(於二零一六年一月十一日獲委任)
陳銘基先生	(於二零一六年十一月七日獲委任)
洪達智先生	(於二零一六年一月十一日獲委任為Bülent Yenil先生之代理董事，且於二零一七年三月二十二日獲委任為執行董事)

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Mr. Lau Yu (<i>Chairman</i>)	(Resigned on 9 December 2016)	柳宇先生(主席)	(於二零一六年十二月九日辭任)
Mr. Ling Ko Yin Jason	(Appointed on 16 December 2016)	林高然先生	(於二零一六年十二月十六日獲委任)
<i>Independent non-executive Directors</i>		<i>獨立非執行董事</i>	
Mr. Chan Kwun Chung	(Appointed on 1 January 2017 and resigned on 28 February 2017)	陳冠忠先生	(於二零一七年一月一日獲委任及於二零一七年二月二十八日辭任)
Ms. Choy So Yuk, <i>BBS, JP</i>		蔡素玉女士， 銅紫荊星章， 太平紳士	
Ms. Lam Yuk Ying Elsa		林玉英女士	
Mr. Leung Man Chun	(Appointed on 1 March 2016)	梁文俊先生	(於二零一六年三月一日獲委任)
Mr. Liu Kwong Sang	(Resigned with effect from the close of business on 31 December 2016)	廖廣生先生	(於二零一六年十二月三十一日營業時間結束起辭任)

32 Board meetings were held during the year 2016 and the attendance of Directors at the Board meetings for the year ended 31 December 2016 is set out as follows:

於二零一六年內共舉行32次董事會會議，而截至二零一六年十二月三十一日止年度，董事之董事會會議出席記錄載列如下：

Name of Directors	Attendance of meeting held
董事姓名	所舉行會議之出席率
Executive Directors	
執行董事	
Ms. Ang Lai Kuen (Resigned on 18 April 2016)	洪麗娟女士 (於二零一六年四月十八日辭任)
Mr. Bülent Yenel (Mr. Hung Tat Chi Alan as Alternate Director) (Appointed on 11 January 2016)	Bülent Yenel先生(洪達智先生為代理董事) (於二零一六年一月十一日獲委任)
Mr. Chan Ming Kei (Appointed on 7 November 2016)	陳銘基先生 (於二零一六年十一月七日獲委任)
Mr. Lau Yu (<i>Chairman</i>) (Resigned on 9 December 2016)	柳宇先生(主席) (於二零一六年十二月九日辭任)
Mr. Ling Ko Yin Jason (Appointed on 16 December 2016)	林高然先生 (於二零一六年十二月十六日獲委任)
Independent non-executive Directors	
獨立非執行董事	
Ms. Choy So Yuk, <i>BBS, JP</i>	蔡素玉女士，銅紫荊星章，太平紳士
Ms. Lam Yuk Ying Elsa	林玉英女士
Mr. Leung Man Chun (Appointed on 1 March 2016)	梁文俊先生 (於二零一六年三月一日獲委任)
Mr. Liu Kwong Sang (Resigned with effect from closing business on 31 December 2016)	廖廣生先生 (於二零一六年十二月三十一日辭任， 並自該日營業時間結束起生效)

Due to business commitments overseas, Mr. Bülent Yenel arranged for his alternate, Mr. Hung Tat Chi Alan to attend the Board meetings.

由於到海外公幹，Bülent Yenel先生安排彼之代理洪達智先生出席董事會會議。

CORPORATE GOVERNANCE REPORT

企業管治報告

General Meeting

During the Year under review, an annual general meeting of the Company (the “AGM”) was held on 17 May 2016 and two extraordinary general meetings of the Company (the “EGM”) was held with details of the Directors’ attendance set out below:

股東大會

於回顧年內，本公司股東週年大會（「股東週年大會」）於二零一六年五月十七日舉行，並舉行了兩次本公司股東特別大會（「股東特別大會」），股東週年大會及股東特別大會之董事出席詳情載列如下：

Directors		Attendance of the AGM on 17 May 2016 於二零一六年五月十七日 股東週年大會 出席率	Attendance of the EGM on 1 February 2016 於二零一六年二月一日 股東特別大會 出席率	Attendance of the EGM on 10 June 2016 於二零一六年六月十日 股東特別大會 出席率
董事				
Ms. Ang Lai Kuen (Resigned on 18 April 2016)	洪麗娟女士 (於二零一六年四月十八日辭任)	—	✓	—
Mr. Bülent Yenal (Mr. Hung Tat Chi Alan as Alternate Director) (Appointed on 11 January 2016)	Bülent Yenal先生(洪達智先生為代理董事) (於二零一六年一月十一日獲委任)	✓	✓	✓
Mr. Chan Ming Kei (Appointed on 7 November 2016)	陳銘基先生 (於二零一六年十一月七日獲委任)	—	—	—
Mr. Lau Yu (Chairman) (Resigned on 9 December 2016)	柳宇先生(主席) (於二零一六年十二月九日辭任)	✓	✓	✓
Mr. Ling Ko Yin Jason (Appointed on 16 December 2016)	林高然先生 (於二零一六年十二月十六日獲委任)	—	—	—
Ms. Choy So Yuk, BBS, JP	蔡素玉女士，銅紫荊星章，太平紳士	X	✓	X
Ms. Lam Yuk Ying, Elsa	林玉英女士	X	X	✓
Mr. Leung Man Chun (Appointed on 1 March 2016)	梁文俊先生 (於二零一六年三月一日獲委任)	✓	—	✓
Mr. Liu Kwong Sang (Resigned with effect from the close of business on 31 December 2016)	廖廣生先生 (於二零一六年十二月三十一日辭任， 並自該日營業時間結束起生效)	X	✓	✓

CORPORATE GOVERNANCE REPORT

企業管治報告

Directors' Induction and Continuous Professional Development

All Directors, including Independent Non-executive Directors, should keep abreast of their collective responsibilities as Directors and of the business and activities of the Group. Each newly appointed Director would receive a comprehensive induction package covering business operations, policy and procedures of the Company as well as the general, statutory and regulatory obligations of being a Director to ensure that he/she is sufficiently aware of his/her responsibilities under the GEM Listing Rules and other relevant regulatory requirements. The Group also provides briefings and other training to develop and refresh the Directors' knowledge and skills, and update all Directors on the latest developments regarding the GEM Listing Rules and other applicable regulatory requirement to ensure compliance and to enhance their awareness of good corporate governance practices.

All Directors provided the Company their training records for the year ended 31 December 2016. During the year ended 31 December 2016, the Directors participated in the continuous professional developments in relation to regulatory update, the duties and/or responsibility of the Directors and the business of the Group.

Audit Committee

The Company has established an audit committee of the Company (the "Audit Committee") with written terms of reference based upon the guidelines recommended by the Hong Kong Institute of Certified Public Accountants. The primary duties of the Audit Committee are to review and supervise the Group's financial and accounting policies and practices, financial controls, internal controls and risk management systems. On 9 November 2015, the Board adopted a set of the revised terms of reference of the Audit Committee, which has brought in line with the changes on the CG Code in relating to the internal controls by introducing the concept of the risk management with effective for accounting periods beginning on or after 1 January 2016. The revised terms of reference setting out the Audit Committee's authority, duties and responsibilities are available on both the GEM website and the Company's website. During the year ended 31 December 2016, the Audit Committee has performed its duties, reviewed the effectiveness of the internal control system of the Company and reviewed the re-appointment of the external auditors. The unaudited quarterly and interim together with the audited annual results of the Company in respect of the year ended 31 December 2016 have also been reviewed by the Audit Committee.

During the year ended 31 December 2016, the Audit Committee comprised four Independent Non-executive Directors, namely, Ms. Choy So Yuk, BBS, JP, Ms. Lam Yuk Ying Elsa, Mr. Leung Man Chun, and Mr. Liu Kwong Sang. Mr. Liu Kwong Sang was the chairman of the Audit Committee and applies his professional qualifications in accounting and financial expertise in directing the Audit Committee.

董事就任須知及持續專業發展

所有董事(包括獨立非執行董事)應清楚瞭解彼等作為董事之共同責任及本集團業務及活動。每名新委任董事將獲全面就任須知,涵蓋本公司業務經營、政策及程序,以及作為董事之一般、法定及規定責任,以確保彼等充分瞭解其於創業板上市規則下之責任及其他相關監管要求。本集團亦提供簡介會及其他培訓,以發展及更新董事知識及技能,並更新所有董事有關創業板上市規則及其他適用監管要求之最新發展,以確保彼等瞭解良好企業管治常規。

所有董事已向本公司提供截至二零一六年十二月三十一日止年度之培訓記錄。截至二零一六年十二月三十一日止年度,董事參與有關監管更新、董事職務及/或職責以及本集團業務之持續專業發展。

審核委員會

本公司已成立本公司審核委員會(「審核委員會」),並根據香港會計師公會建議之指引制定書面職權範圍。審核委員會之主要職責為審閱及監督本集團之財務會計政策及慣例、財務監控、內部監控及風險管理制度。於二零一五年十一月九日,董事會採納一系列審核委員會經修訂職權範圍,其符合於二零一六年一月一日或之後開始之會計期間生效之企管守則變動,該項變動有關引入風險管理概念以進行內部監控。載列審核委員會權力、職責及責任之經修訂職權範圍於創業板網站及本公司網站可供瀏覽。於截至二零一六年十二月三十一日止年度,審核委員會履行其職責,檢討本公司內部監控制度之有效性及檢討外部核數師之重新委任。本公司未經審核季度及中期業績以及截至二零一六年十二月三十一日止年度之經審核年度業績亦已經由審核委員會審閱。

截至二零一六年十二月三十一日止年度,審核委員會由四名獨立非執行董事組成,分別為蔡素玉女士,銅紫荆星章,太平紳士、林玉英女士、梁文俊先生及廖廣生先生。廖廣生先生為審核委員會主席,憑藉彼在會計及財務專業方面之專業資格,領導審核委員會之運作。

CORPORATE GOVERNANCE REPORT

企業管治報告

Mr. Liu Kwong Sang has resigned as the Chairman of the Audit Committee with effect from the close of business on 31 December 2016 and Mr. Leung Man Chun has been appointed as the chairman of the Audit Committee with effect from 1 January 2017.

廖廣生先生辭任審核委員會主席，於二零一六年十二月三十一日營業時間結束起生效，而梁文俊先生已獲委任為審核委員會主席，自二零一七年一月一日生效。

4 meetings were held by the Audit Committee and the attendance of the members of the Audit Committee at Audit Committee meetings for the year ended 31 December 2016 is set out as follows:

截至二零一六年十二月三十一日止年度，審核委員會共舉行四次會議，而審核委員會成員於審核委員會會議之出席記錄載列如下：

Name of Audit Committee Members 審核委員會成員姓名	Attendance of meeting held 所舉行會議之出席率	
Mr. Liu Kwong Sang (<i>Chairman</i>) (<i>Resigned with effect from the close of business on 31 December 2016</i>)	廖廣生先生(主席) (於二零一六年十二月三十一日辭任， 並自該日營業時間結束起生效)	4/4
Ms. Choy So Yuk, <i>BBS, JP</i>	蔡素玉女士，銅紫荊星章，太平紳士	2/4
Ms. Lam Yuk Ying Elsa	林玉英女士	4/4
Mr. Leung Man Chun (<i>Appointed on 1 March 2016</i>)	梁文俊先生 (於二零一六年三月一日獲委任)	4/4

Remuneration Committee

The Company has established a remuneration committee of the Company (the "Remuneration Committee") on 8 October 2007 with terms of reference no less exacting terms than the CG Code. The principle of the Remuneration Committee is to formulate and review the remuneration policies and other remuneration related matters of the Directors and senior management of the Company and to make recommendations to the Board as deemed necessary. The terms of reference setting out the Remuneration Committee's authority, duties and responsibilities are available on both the GEM website and the Company's website. During the year ended 31 December 2016, the Remuneration Committee has discussed and reviewed the remuneration policies of the Company, reviewed and made recommendations with respect to the remuneration of Board members for approval by the Board and made recommendations with respect to the remuneration of the newly appointed Directors during the year for approval by the Board. The Remuneration Committee has adopted the operation model where it performs an advisory role to the Board, with the Board retaining the final authority to approve the remuneration packages of individual Executive Directors and senior management.

薪酬委員會

本公司已於二零零七年十月八日成立本公司薪酬委員會(「薪酬委員會」)，其職權範圍不較企管守則之條款寬鬆。薪酬委員會成立目的為制定與檢討董事及本公司高級管理人員之薪酬政策及其他薪酬相關事宜，並在認為必要時向董事會提出推薦意見。載列薪酬委員會權力、職責及責任之職權範圍於創業板網站及本公司網站可供瀏覽。於截至二零一六年十二月三十一日止年度，薪酬委員會已討論及檢討本公司之薪酬政策，檢討就董事會成員之薪酬提出建議，以獲董事會批准，並就年內新委任董事之薪酬提出建議，以獲董事會批准。薪酬委員會已採納向董事會履行顧問職責之經營模式，董事會保留批准個別執行董事及高級管理層人員之薪酬政策之最終權力。

CORPORATE GOVERNANCE REPORT

企業管治報告

As at 31 December 2016, the Remuneration Committee comprised four Independent Non-executive Directors, namely Ms. Choy So Yuk, BBS, JP, Ms. Lam Yuk Ying Elsa, Mr. Leung Man Chun and Mr. Liu Kwong Sang. Ms. Choy So Yuk, BBS, JP is the chairlady of the Remuneration Committee.

Mr. Liu Kwong Sang has resigned as member of Remuneration Committee with effect from the close of business on 31 December 2016.

7 meetings were held by the Remuneration Committee and the attendance of the members of the Remuneration Committee at the Remuneration Committee meetings for the year ended 31 December 2016 is set out as follows:

於二零一六年十二月三十一日，薪酬委員會包括四名獨立非執行董事蔡素玉女士，銅紫荊星章，太平紳士、林玉英女士、梁文俊先生及廖廣生先生。蔡素玉女士，銅紫荊星章，太平紳士為薪酬委員會主席。

廖廣生先生已辭任薪酬委員會成員，自二零一六年十二月三十一日營業時間結束起生效。

截至二零一六年十二月三十一日止年度，薪酬委員會共舉行七次會議，而薪酬委員會成員於薪酬委員會會議之出席記錄載列如下：

Name of Remuneration Committee Members		Attendance of meeting held
薪酬委員會成員姓名		所舉行會議之出席率
Ms. Choy So Yuk, BBS, JP (Chairlady)	蔡素玉女士，銅紫荊星章，太平紳士(主席)	7/7
Ms. Lam Yuk Ying Elsa	林玉英女士	7/7
Mr. Leung Man Chun (Appointed on 1 March 2016)	梁文俊先生 (於二零一六年三月一日獲委任)	5/5
Mr. Liu Kwong Sang (Resigned with effect from the close of business on 31 December 2016)	廖廣生先生 (於二零一六年十二月三十一日辭任，並自該日營業時間結束起生效)	6/7

Remuneration Policy for Directors and Senior Management

The emolument policy of the employees of the Group is determined on the basis of their merit, qualifications and competence.

The emoluments of the Directors are recommended by the Remuneration Committee, having regard to the Company's operating results, individual performance, experience, responsibility, workload and time devoted to the Company and comparable market statistics, for Board approval. Each of the Executive Directors is entitled to a basic salary which is reviewed annually. In addition, each of the Executive Directors may receive a discretionary bonus as the Remuneration Committee may recommend. Such amount has to be approved by the Board.

The Company has adopted the 2016 Share Option Scheme on 1 February 2016. The purpose of the 2016 Share Option Scheme is to enable the Board, at its discretion, to grant options to selected eligible participants to motivate them and to optimise their performance and efficiency for the benefit of the Group.

董事及高級管理層之薪酬政策

本集團僱員之薪酬政策乃按彼等之功績、資歷及才能制定。

薪酬委員會考慮本公司經營業績、個人表現、經驗、責任、工作量及對本公司投放之時間及市場可比較數字後，就董事薪酬提出建議，以供董事會批准。各執行董事有權獲取基本薪金，而基本薪金每年檢討一次。此外，獲薪酬委員會建議後，各執行董事可收取酌情花紅。花紅金額須由董事會批准。

本公司已於二零一六年二月一日採納二零一六年購股權計劃。二零一六年購股權計劃之目的為讓董事會酌情向獲挑選之合資格參與者授予認股權，以激勵參與者及提升彼等表現及效率，藉以令本集團獲益。



CORPORATE GOVERNANCE REPORT

企業管治報告

Nomination Committee

The Company has established a nomination committee of the Company (the “Nomination Committee”) on 29 March 2012 with terms of reference no less exacting terms than the CG Code. The principle of the Nomination Committee is responsible for reviewing the structure, size and composition of the Board, determining the re-election of the Directors, and identifying individuals suitably qualified to become Board members and assessing the independence of Independent Non-executive Directors. On 2 September 2013, the Board adopted a set of the revised terms of reference of the Nomination Committee, which has brought in line with the new GEM Listing Rules relating to Board Diversity with effective from 1 September 2013. The revised terms of reference setting out the Nomination Committee’s authority, duties and responsibilities are available on both the GEM website and the Company’s website.

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 Board Diversity Policy, the Company’s needs and other relevant statutory requirements and regulations.

During the year ended 31 December 2016, the Nomination Committee have reviewed the structure, size and composition of the Board, the retirement and re-election of the Directors at the forthcoming annual general meeting and considered the appointments of new Directors. All of the newly appointed Directors were appointed by going through the selection process stated as above.

提名委員會

本公司已於二零一二年三月二十九日根據不比企管守則寬鬆之職權範圍成立本公司提名委員會(「提名委員會」)。提名委員會主要負責檢討董事會之架構、規模及組成、釐定重選董事、物色具有適當資格可出任董事會成員之人選及評估獨立非執行董事之獨立性。於二零一三年九月二日，董事會採納一系列的提名委員會經修訂職權範圍，其符合於二零一三年九月一日起生效有關多元化董事會之新創業板上市規則。載列提名委員會權力、職責及責任之經修訂職權範圍於創業板網站及本公司網站可供瀏覽。

倘董事會出現空缺，提名委員會將根據建議候選人之技能、經驗、專業知識、個人品德、服務時間(倘為獨立非執行董事則須考慮其獨立地位)、董事會多元化政策、本公司需要以及其他相關法定要求及規例進行篩選。

截至二零一六年十二月三十一日止年度，提名委員會已檢討董事會之架構、規模及組成以及於應屆股東週年大會退任及重選董事之事宜，以及考慮委任新任董事。所有新任董事乃透過上述篩選過程委任之董事。

CORPORATE GOVERNANCE REPORT

企業管治報告

As at 31 December 2016, the Nomination Committee comprised of four Independent Non-executive Directors, namely, Ms. Choy So Yuk, *BBS, JP*, Ms. Lam Yuk Ying Elsa, Mr. Leung Man Chun and Mr. Liu Kwong Sang. Ms. Lam Yuk Ying, Elsa is the chairlady of the Nomination Committee.

Mr. Liu Kwong Sang has resigned as member of Nomination Committee with effect from the close of business on 31 December 2016.

7 meetings were held by the Nomination Committee and the attendance of the members of the Nomination Committee at the Nomination Committee meetings for the year ended 31 December 2016 is set out as follows:

於二零一六年十二月三十一日，提名委員會由四名獨立非執行董事組成，分別為蔡素玉女士，*銅紫荊星章*，*太平紳士*、林玉英女士、梁文俊先生及廖廣生先生。林玉英女士為提名委員會主席。

廖廣生先生已辭任提名委員會成員，自二零一六年十二月三十一日之營業時間結束起生效。

截至二零一六年十二月三十一日止年度，提名委員會共舉行七次會議，而提名委員會成員於提名委員會會議之出席記錄載列如下：

Name of Nomination Committee Members		Attendance of meeting held
提名委員會成員姓名		所舉行會議之出席率
Ms. Lam Yuk Ying, Elsa (<i>Chairlady</i>)	林玉英女士(主席)	7/7
Ms. Choy So Yuk, <i>BBS, JP</i>	蔡素玉女士， <i>銅紫荊星章</i> ， <i>太平紳士</i>	7/7
Mr. Leung Man Chun (<i>Appointed on 1 March 2016</i>)	梁文俊先生 (於二零一六年三月一日獲委任)	5/5
Mr. Liu Kwong Sang (<i>Resigned with effect from the close of business on 31 December 2016</i>)	廖廣生先生 (於二零一六年十二月三十一日辭任， 並自該日營業時間結束起生效)	6/7

Board Diversity Policy

The Company has adopted a board diversity policy (the "Policy") setting out the approach to achieve and maintain diversity on the Board in order to enhance the effectiveness of the Board.

Pursuant to the Policy, the Company seeks to achieve Board diversity through the consideration of a number of factors, including but not limited to gender, age, cultural and education background, ethnicity, professional experience, skills, knowledge and length of service.

All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

董事會成員多元化政策

本公司已採納董事會成員多元化政策(「該政策」)，制定達致及維持董事會成員多元化之方法，以加強董事會之效能。

根據該政策，本公司透過考慮若干因素(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、知識及服務時間)致力達致董事會多元化。

董事會所有委任均以用人唯才為原則，並在考慮人選時以客觀條件充分顧及董事會成員多元化之裨益。

CORPORATE GOVERNANCE REPORT

企業管治報告

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

The Nomination Committee will review the Policy from time to time to ensure its continued effectiveness.

Corporate Governance Function

All members of the Board are responsible for performing the corporate governance functions. The terms of reference of corporate governance functions was adopted by the Board at the Board meeting held on 29 March 2012 and is in compliance with paragraph D3.1 of the CG Code as set out in Appendix 15 to the GEM Listing Rules. During the year ended 31 December 2016, the Board has reviewed the policy of the corporate governance and the corporate governance report of the Company.

Code of Conduct Regarding Securities Transactions by Directors

The Company has adopted a code of conduct regarding Directors' securities transactions on terms no less exacting than the required standard as set out in the Rules 5.48 to 5.67 of the GEM Listing Rules. The Directors have confirmed, following specific inquiry by the Company, that they have complied with the required standard and code of conduct during the year under review.

Auditors' Remuneration

The Audit Committee is responsible for considering the appointment of the external auditors and reviewing any non-audit functions performed by the external auditors, including whether such non-audit functions could lead to any potential material adverse effect on the Company. During the year under review, the remuneration paid or payable to Elite Partners CPA Limited, the auditor of the Company, is set out below:

候選人將按一系列多元化範疇為基準，包括但不限於性別、年齡、文化及教育背景、專業經驗、技能及知識。最終將按候選人之長處及可為董事會提供之貢獻而作決定。

提名委員會將不時檢討該政策，以確保其持續有效。

企業管治職能

所有董事會成員負責履行企業管治職能。企業管治職能職權範圍獲董事會於二零一二年三月二十九日舉行之董事會會議上採納，並符合創業板上市規則附錄十五所載企管守則第D3.1段。截至二零一六年十二月三十一日止年度，董事會已審閱本公司企業管治政策及企業管治報告。

董事進行證券交易之操守守則

本公司已採納董事進行證券交易之操守守則，其條款不較創業板上市規則第5.48至5.67條所載之規定準則寬鬆。經本公司作出具體查詢後，董事確認，彼等於回顧年度內一直遵守規定標準及操守守則。

核數師酬金

審核委員會負責考慮外聘核數師之委任，以及審閱由外聘核數師進行之任何非審核工作（不論該等非審核工作會否對本公司構成任何潛在重大不利影響）。於回顧年度內，已付或應付本公司核數師開元信德會計師事務所有限公司之酬金載列如下：

Services rendered	提供之服務	Fee paid/payable 已付／應付費用 HK\$'000 千港元
Audit	審核	693
Non-audit services	非審核服務	598
		1,291

CORPORATE GOVERNANCE REPORT

企業管治報告

Directors' Responsibility for the Financial Statements

The following statement sets out the responsibilities for the Directors in relation to the quarterly, interim and annual financial statements.

Annual Report and Financial Statements

The Directors acknowledge their responsibility to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Group and in presenting the quarterly, interim and annual financial statements and announcements to shareholders, the Directors aim to present a balanced and understandable assessment of the Group's position and prospects.

Accounting Records

The Directors are responsible for ensuring that the Group keeps accounting records which disclose with reasonable accuracy the financial position of the Group and which enable the preparation of financial statements in accordance with the Hong Kong Financial Reporting Standards as promulgated by the Hong Kong Institute of Certified Public Accountants.

Risk Management and Internal Control

The Board is responsible for evaluating and determining the nature and extent of the risks, it is willing to take in achieving the Company's strategic objectives, and ensuring that the Company establishes and maintains appropriate and effective risk management and internal control systems. The internal control system includes safeguard of the interest of shareholders and the Group's assets. It has been an important duty of the Board to conduct a review of internal control to ensure the effectiveness and adequacy of the system of the Group annually or at any time necessary. The review covers all material controls, including financial, operational and compliance controls, as well as risk management functions.

The Group has engaged Elite Partners CPA Limited as an independent internal control review advisor to conduct the annual review on the effectiveness of the internal control system. Review of the Group's internal controls covering major operational, financial and compliance controls, as well as risk management functions of different systems has been performed on a systematic rotational basis on the risk assessments of the operations and controls. No major issues on the internal control system have been identified during the year ended 31 December 2016.

Going Concern

The Directors, having made appropriate enquiries, consider that the Group has adequate resources to continue in operational existence for the foreseeable future and that, for this reason, it is appropriate to adopt the going concern basis in preparing the financial statements.

董事對財務報表之責任

下列聲明載列董事對季度、中期及年度財務報表之責任。

年報及財務報表

董事瞭解彼等須負責就各財政年度編製能真實公平反映本集團業務狀況之財務報表，而於向股東呈列季度、中期及年度財務報表以及公佈方面，董事的宗旨為就本集團之狀況及前景提供平衡且易於理解之評估。

會計記錄

董事負責確保本集團存置合理準確披露本集團財務狀況之會計記錄，藉以遵照香港會計師公會頒佈之香港財務報告準則編製財務報表。

風險管制及內部監控

董事會負責評估及釐定本公司達到策略目標時所願意接納之風險性質及程度，確保集團建立及維護合適及有效之風險管理及內部監控系統；並監督管理層對風險管理及內部監控系統的設計、實施及監察。內部監控包括保障股東權益及本集團資產。董事會之重要職責為每年或必要時進行內部監控檢討，以確保本集團系統為有效且足夠。該檢討涵蓋所有重大監控（包括財務、營運及合規監控）以及風險管理職能。

本集團已委聘開元信德會計師事務所有限公司作獨立內部監控檢討顧問，以就內部監控系統之有效性進行年度檢討。本集團之內部監控檢討涵蓋主要營運、財務及合規監控，且已根據營運及監控之風險評估有系統並合理地實行不同系統之風險管理職能。截至二零一六年十二月三十一日止年度，概無內部監控系統之重大事件獲確認。

持續經營

董事經作出適當查詢後認為，本集團具備充足資源，以於可見未來繼續營運，且基於此理由，按持續經營基準編製財務報表屬適當做法。

CORPORATE GOVERNANCE REPORT

企業管治報告

Auditors' Responsibility for the Financial Statements

The statement of external auditors of the Company, Elite Partners CPA Limited, about their reporting responsibilities on the financial statements of the Group is set out in the Independent Auditor's Report.

Investor Relations and Communication with Shareholders

The Company uses a number of formal communications channels to account to shareholders and investors for the performance of the Company. These include (i) the publication of quarterly, interim and annual reports; (ii) the annual general meeting or extraordinary general meeting providing a forum for shareholders of the Company to raise comments and exchanging views with the Board; (iii) key information of the Group available on the website of the Company; (iv) the Company's share registrars in Hong Kong serving the shareholders in respect of all share registration matters; and (v) corporate information and the articles of association of the Company are made available on the Company's website.

A shareholder's communication policy was adopted by the Board on 29 March 2012 aiming at providing the Shareholders and potential investors with ready and timely access to balanced and understandable information of the Company.

The Company aims to provide its shareholders and investors with high standards of disclosure and financial transparency. The Board is committed to providing clear, detailed, timely manner and on a regular basis information of the Group to shareholders through the publication of quarterly, interim and annual reports and/or dispatching circular, notices, and other announcements.

The Company keeps on promoting investor relations and enhancing communication with the existing shareholders and potential investors. It welcomes suggestions from investors, stakeholders and the public. Enquiries to the Board or the Company may be sent by post to the Company's registered office at 16th Floor, Henan Building, Nos. 90 & 92 Jaffe Road, Wan Chai, Hong Kong.

核數師就財務報表之責任

本公司外部核數師開元信德會計師事務所有限公司就本集團財務報表之呈報責任之聲明載於獨立核數師報告。

投資者關係及與股東溝通

本公司採用多個正式通訊渠道，以向股東及投資者說明本公司之表現。此等渠道包括(i)刊發季度、中期及年度報告；(ii)舉行股東週年大會或股東特別大會，為本公司股東提供提出評論及與董事會交流意見之平台；(iii)於本公司網站發佈本集團之主要資料；(iv)本公司於香港之股份過戶登記處，就所有股份登記事宜服務股東；以及(v)公司資料及本公司的公司細則載於本公司網站可供瀏覽。

董事會於二零一二年三月二十九日採納股東溝通政策，旨在向股東及潛在投資者迅速及時取得本公司全面簡明之資料。

本公司旨在向其股東及投資者提供高水平資料披露及財政透明度。董事會承諾，透過刊發季度、中期及年度報告及／或寄發通函、通知及其他公佈，適時及定期向股東提供有關本集團之清晰詳盡資料。

本公司不斷推動與投資者關係及加強與現有股東及潛在投資者之溝通。本公司歡迎投資者、持份者及公眾提出建議。有關人士可以郵寄方式送達本公司註冊辦事處(地址為香港灣仔謝斐道90及92號豫港大廈16樓)向董事會或本公司查詢。

CORPORATE GOVERNANCE REPORT

企業管治報告

Shareholders' Rights

Procedures for Shareholders to Convene an Extraordinary General Meeting

Pursuant to the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and the Articles of Association, an EGM can be convened by a written request signed by Shareholders, stating the objects of the meeting, and deposited at the Company's registered office at 16th Floor, Henan Building, Nos. 90 & 92 Jaffe Road, Wan Chai, Hong Kong.

Procedures for putting forward Proposals at a General Meeting

The procedures for shareholders to put forward proposals at an AGM or EGM include a written notice of those proposals being submitted by shareholders, addressed to the Company Secretary at the Company's registered office at 16th Floor, Henan Building, Nos. 90 & 92 Jaffe Road, Wan Chai, Hong Kong. The detailed procedures vary according to whether the proposal constitutes an ordinary resolution or a special resolution, or whether the proposal relates to the election of a person other than a Director of the Company as a director. The procedures for shareholders to convene and put forward proposals at an AGM or EGM (including election of a person other than a Director of the Company as a director) are available on the Company's website or on request to the Company Secretary.

Procedures for Directing Shareholders' Enquiries to the Board

Shareholders may at any time send their enquires and concerns to the Board in writing through the Company Secretary at the Company's registered office at 16th Floor, Henan Building, Nos. 90 & 92 Jaffe Road, Wan Chai, Hong Kong or send email to info@8022hk.com.

Shareholders may also make enquiries with the Board at the AGM or EGM.

股東權利

股東召開股東特別大會之程序

根據香港法例第622章公司條例及組織章程細則，股東可遞交已簽署並訂明會議目的之書面呈請予本公司於香港之註冊辦事處（地址為香港灣仔謝斐道90及92號豫港大廈16樓），以召開股東特別大會。

於股東大會提呈建議之程序

股東於股東週年大會或股東特別大會提呈建議之程序為將就有關建議之書面通知送達本公司註冊辦事處（地址為香港灣仔謝斐道90及92號豫港大廈16樓），以遞交予公司秘書。詳細程序須視乎該建議是否構成普通決議案或特別決議案，或股東提出董事候選人之建議是否與本公司董事以外候選人有關而有所不同。股東召開股東週年大會或股東特別大會並於會上提呈決議案之程序（包括選任本公司董事以外之人士為董事）資料於本公司網站可供瀏覽，或可向公司秘書提出要求以獲取資料。

建議股東向董事會查詢之程序

股東可於任何時候以書面形式送達本公司註冊辦事處（地址為香港灣仔謝斐道90及92號豫港大廈16樓）以遞交予公司秘書或電郵 info@8022hk.com 向董事會提出彼等查詢及關注。

股東亦可於股東週年大會或股東特別大會向董事會查詢。

CORPORATE GOVERNANCE REPORT

企業管治報告

Company Secretary

During the year ended 31 December 2016, Ms. Leung Pui Ki (“Ms. Leung”) was one of the joint Company Secretary who is not an employee of the Company’ and Ms. Lo Wing Wah Irene, the financial controller of the Company, is the person whom Ms. Leung can contact for the purpose of code provision F.1.1 of the CG Code. On 8 September 2016, Mr. Chan Ming Kei (“Mr. Chan”) was appointed as the other joint Company Secretary. Ms. Leung and Mr. Chan have confirmed that for the year under review, she/he has taken no less than 15 hours of relevant professional training. The joint Company Secretaries supported the Chairman, the Board and the Board Committees by ensuring good information flow and that Board policy and procedures were followed. The joint Company Secretaries advised the Board on governance matters and facilitates the induction and professional development of Directors. All Directors may call upon his/her for advice and assistance at any time in respect to their duties and the effective operation of the Board and the Board Committees.

Subsequently on 18 February 2017, Ms. Leung resigned as the joint Company Secretary and Mr. Chan’s position of joint company secretary became the company secretary of the Company.

Directors’ and Officers’ Liabilities

The Company has arranged for appropriate insurance covering the liabilities of the Directors that may arise out the corporate activities, which has been complied with the CG Code. The insurance coverage is reviewed on an annual basis.

Looking forward

The Group will keep on reviewing its corporate governance standards on a timely basis and the Board endeavors to take the necessary actions to ensure the compliance with the code provisions of the CG Code introduced by the Stock Exchange.

公司秘書

截至二零一六年十二月三十一日止年度，其中一名聯席公司秘書為梁珮琪女士（「梁女士」，彼並非本公司僱員），而本公司財務總監老永華女士為梁女士根據企管守則守則條文第F.1.1條可聯絡之人士。於二零一六年九月八日，陳銘基先生（「陳先生」）獲委任為另一名聯席公司秘書。梁女士及陳先生確認，於回顧年內，彼已接受不少於15小時之相關專業培訓。聯席公司秘書負責確保公司資料完備，以協助主席、董事會及董事委員會工作。聯席公司秘書就管治事宜向董事會提出意見，並配合董事就任及專業發展事宜。所有董事均可要求公司秘書提出意見，並於任何時候就彼等職責及董事會及董事委員會之有效經營結予協助。

二零一七年二月十八日後，梁女士辭任聯席公司秘書，而聯席公司秘書陳先生將成為本公司之公司秘書。

董事及高級職員之負債

本公司已安排適當保險，保障已遵守企管守則之企業活動可能產生之董事責任。保險保障範圍會每年檢討。

展望

本集團將繼續適時檢討其企業管治水平，而董事會將盡力採取必需行動，確保遵守聯交所頒佈之企管守則之守則條文。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

I. PREAMBLE

The Group actively adheres to environmental and social responsibilities. The Board is ultimately responsible for leading the environmental, social and governance (“ESG”) works, including establishing dedicated management teams under the headquarters to manage ESG issues within each business division. Designated staff are assigned to enforce and supervise the implementation of relevant policies.

The Group is committed to making continuous improvements in corporate environmental and social responsibility in order to meet the changing needs of an advancing society. The Group is pleased to present its ESG report this year to demonstrate its efforts on sustainable development.

II. REPORTING PERIOD AND SCOPE OF THE REPORT

This ESG report covers the operational boundary of the Group which including the core businesses of travel agent services, commodities trading business and cemetery business. For corporate governance section, please refer to the Group’s 2016 Annual Report pages 33 to 47. The reporting period of this ESG report is for the financial year 2016, from 1 January 2016 to 31 December 2016 (“FY2016”), unless specifically stated otherwise.

III. STAKEHOLDER ENGAGEMENT

To conduct of the Group’s materiality assessment in identifying and understanding the main concerns and material interests of stakeholders, the Group have engaged its stakeholders, including employees, suppliers and customers. Stakeholders are selected based on stakeholder influence and stakeholder dependence on the Group. Stakeholders with high influence and high dependence on the Group are selected by the management of the Group. The selected stakeholders have been invited to express their views and concerns on major social and environment issues. The stakeholder engagement has been conducted through online survey. For this report, the Group has identified legal compliance on environmental, employment and operating practices as material concerns to stakeholders.

After assessing the feedback from internal and external stakeholders through an online survey, the Group has reviewed its sustainability strategies, practices and measures undertaken in FY2016 and highlighted material and relevant aspects throughout this report so as to align with the stakeholders’ expectations.

I. 序言

本集團積極遵守環境及社會責任。董事會對領導環境、社會及管治工作承擔最終責任，包括建立總部轄下專責管理團隊以管理各業務分部之環境、社會及管治事項。委任指定員工加強及監督有關政策之執行。

為了迎合發達社會不斷轉變之需求，本集團致力於持續改善企業環境及社會責任。本年度，本集團欣然呈列其環境、社會及管治報告以展示其對可持續發展作出之努力。

II. 報告期間及報告範圍

環境、社會及管治報告涵蓋本集團營運範圍，包括旅遊代理服務、商品貿易業務及公墓業務等核心業務。有關企業管治一節，請參考本集團二零一六年年報第33至47頁。除非另有指明，否則本環境、社會及管治報告之報告期間指由二零一六年一月一日至二零一六年十二月三十一日之二零一六財政年度（「二零一六年財年」）。

III. 持份者之參與

為確定及瞭解持份者主要關注事項及重大利益進行本集團重要性評估，本集團已委託其持份者，包括僱員、供應商及客戶。按持份者對本集團之影響力及倚賴性挑選持份者。本集團管理層將會挑選出對本集團有高度影響力及倚賴之持份者。獲選之持份者已獲邀對社會及環境重大事項表達意見及關注。持份者可透過線上調查參與。就本報告而言，本集團已確定遵守有關環境、就業及營運實踐之法律法規要求，此乃持份者視之為重大關注事項。

透過線上調查評估內部及外部持份者之意見回饋後，本集團已審閱其於二零一六財年之可持續策略、實踐及措施，並從本報告挑選出重大及相關部分，以符合持份者之預期。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

IV. ENVIRONMENTAL SUSTAINABILITY

In recent decades, environmental protection issues are becoming more and more important as a result of global climate change, air and water pollution caused by human activities. The Group has been paying great attention on protecting the environment and taking the responsibility to curb global warming. The Group strives to protect the environment by integrating a range of environmental initiatives across the business. The commitment to protect the environment is well reflected by continuous efforts in promoting green measures and awareness in daily business operations. The Group encourages environmental protection and promotes awareness towards environmental protection to the employees. The Group adheres to the principle of Recycling and Reducing. The Group will review its environmental practices from time to time and will consider implementing further eco-friendly measures and practices in the operation of the Group's businesses to move towards adhering the 3Rs – Reduce, Recycle and Reuse and enhance environmental sustainability.

A.1. Emissions

The Group does not generate significant emissions in terms of wastewater, waste pollutants, air pollutants and hazardous waste due to its business nature which is operating mainly in the office buildings. The Group endeavours to operate in an environmental sustainable manner to make contributions to curb global climate change.

The main emissions include domestic wastewater and daily trash generated in different offices by the Group's staff, and the Green House Gas ("GHG") emission generated from the purchased electricity consumed by the Group's daily operation. The Group has strictly followed the emission standards of wastewater and domestic waste in each operating office.

Although emissions from offices are insignificant in daily operation, the Group continuously encourages the staff to make contribution on carbon reduction and energy saving. The Group is committed to ensure the best use of water resource therefore to avoid unnecessary amount of wastewater generated. The Group also encourages its staff to bring lunch boxes instead of ordering take-away food to avoid the generation of food waste and food packaging waste. The Group is dedicated to protect the environment by taking every simple action if feasible.

IV. 環境可持續性

近數十年來，由於人類活動造成全球氣候變化、空氣及水污染，環保議題變得日益重要。本集團已非常關注環保及負起控制全球暖化的責任。本集團將一系列環保措施融入業務當中以致力保護環境。在日常業務營運中一直推動環保措施及提高環保意識，此等舉措充分體現我們保護環境的努力。本集團提倡環保及提高僱員的環保意識。本集團堅持回收及減廢的原則。本集團將不時檢察其環保工作，且考慮在本集團業務營運中進一步推行多項環保措施以堅守3Rs原則，即減廢(Reduce)、回收(Recycle)及再用(Reuse)及提升環境可持續性。

A.1. 排放物

由於本集團業務性質以辦公室大廈營運為主，故並無產生廢水、固體廢物、空氣污染物及危險廢物等重大排放物。本集團致力以奉行環境可持續性之模式營運，為遏制全球暖化作出貢獻。

主要排放物包括本集團員工在不同辦公室產生之生活廢水及日常垃圾，而本集團日常營運消耗所購電力排放之溫室氣體(「溫室氣體」)。本集團已嚴格遵守各自營業辦公室之廢水及生活廢物排放物標準。

儘管在日常營運中來自辦公室的排放物並不重大，本集團繼續鼓勵員工對減碳及節能作出貢獻。本集團致力保證善用水資源，從而避免產生不必要之廢水量。本集團亦鼓勵員工自備午餐盒，避免訂購外賣，避免造成廚餘及食品包裝廢物。本集團盡量從每項細節中致力保護環境。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

To reduce the amount of carbon emission, the Group implements several practical measures on saving energy as further described in the next section "Use of Resources". With sound awareness on saving energy, along with the effective implementation of the corresponding policies and measures by employees, the Group targets to reach a positive reduction of carbon emission progressively.

A.2. Use of Resources

The Group strives to save energy and resources through persistent implementation of internal policies in order to ensure resources are consumed in responsible manner. The Group has been using office equipment carrying Energy Label which is issued by the Electrical and Mechanical Services Department in HK offices. To ensure green policies are followed in daily operations, the Group has encouraged the staff in areas such as saving electricity and saving water resource.

The total electricity consumption of the Group was approximately 115,835kWh in FY2016. All of its electricity consumption is directly coming from the lighting, air-conditioners, computers and other office equipment in different offices. The Group is committed to saving electricity saving in the office daily operation by implementing the following measures:

- Post notices on electricity saving measures in every working day;
- Switch off all idle copy machine, fax machine, computers and lights before the end of a working day;
- Clean the office equipment regularly (such as refrigerator, air-conditioner, paper shredder, etc.) to ensure that they run efficiently; and
- Unplug equipment like printers and photocopiers before long holidays to save energy consumption.

Water consumption by the Group is entirely coming from the domestic use by its staff during the working hours in office. Measures that the Group have taken on water conservation are described as below:

- Remind staff to turn off water tap after use in order to save water through email and notice; and
- Present "Saving Water Resource" poster in prominent places to encourage water conservation.

為減少碳排放量，本集團實行了若干實際節能措施，有關措施於下節「資源用途」進一步載述。憑藉良好的節能意識，加上僱員有效地實行相應政策及措施，本集團旨在逐步達成正面減碳。

A.2. 資源用途

為確保以負責任方式消耗資源，本集團致力透過繼續實施內部政策以節省能源及資源。本集團已在香港辦事處使用之辦公室設備已張貼由機電工程署發行的能源標籤。為保證員工在日常營運遵循環保政策，本集團已鼓勵節省電水。

本集團在二零一六財年的總耗電量約為115,835千瓦時。照明、冷氣機、電腦及其他辦公室設備直接產生所有耗電量。本集團在日常營運致力實行以下措施節省電力：

- 在每個工作日張貼有關省電措施的通告；
- 工作日完結前關掉所有影印機、傳真機、電腦及電燈；
- 定期清潔辦公室設備（如雪櫃、冷氣機、碎紙機等）以確保其運行暢順；及
- 長假前關掉列印機及影印機的電源以節省能源消耗。

本集團所有耗水量來自員工在工作時間內於辦公室的生活用水。本集團已採取的節水措施詳述如下：

- 透過電郵及通告提醒員工用水後關掉水龍頭；及
- 在當眼位置張貼「節約用水」海報以鼓勵省水。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

A.3. The Environment and Natural Resources

The main natural resources consumed by the Group include paper from its office printing machine and the daily use of tissue by staff. The Group has made great efforts on other simple actions to minimise the use of natural resources described as below:

- Recycle used stationery whenever possible;
- Record the consumption of each staff by the use of access card for printing or copying to maintain good management of paper consumption;
- Preview documents to adjust page layout or margins before printing with aim to save papers;
- Print out the exact amount of copies to avoid wastage;
- Use office automation system, e-mails or notice board for internal documentation;
- Save and avoid waste of tissue; and
- Use the back of old documents for printing or as draft paper.

V. SOCIAL SUSTAINABILITY

Employment and Labour Practices

B.1. Employment

The Group treasures talent as it is the most valuable asset and key for driving success and maintaining sustainable development. The Group strives to provide the staff with a safe and suitable platform for career development and advancement. As at 31 December 2016, the Group employed a total of 98 staff.

A.3. 環境及自然資源

本集團所消耗的主要自然資源包括辦公室列印機所用紙張及員工的日常用紙。本集團為減少使用天然資源而積極作出其他簡單步驟，詳述如下：

- 盡量回收用過文具；
- 使用晶片卡記錄每位員工列印或影印的耗紙量，以維持對其良好管理；
- 印列前預覽文件調整頁面或頁邊，以節省紙張；
- 列印實際數量的文件，以免造成浪費；
- 就內部文件使用辦公室自動系統、電郵或通告板；
- 節省及避免浪費紙張；及
- 列印舊文件背面或用作草稿紙。

V. 社會責任

僱傭及勞工常規

B.1. 僱傭

本集團重視人才，並視之為最寶貴資產以及邁向成功及維持可持續發展的關鍵。本集團就事業發展及就業前景致力向員工提供安全合適的平台。於二零一六年十二月三十一日，本集團僱用合共98名員工。



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The Group's human resources policies strictly adhere to the applicable employment laws and regulations in Hong Kong and China including, the Employment Ordinance, Mandatory Provident Fund Schemes Ordinance, Minimum Wage Ordinance, Company Law of the PRC (中國公司法), Labour Law of the PRC (中國勞動法), Labour Contract Law of the PRC (中國勞動合同法), and the social security schemes that are enforced by the State Regulations of the PRC to provide employee benefits. The Group complies with the Social Insurance Law (中國社會保險法) to support employees' social security benefits, including the provision of pension, medical insurance, unemployment insurance, work-related injury insurance, maternity insurance and housing provident fund. The Group has formulated the "Employees' Handbook" for standardised human resources policy according to the above laws and regulations and Human Resources Department reviews and updates the relevant company policies regularly in accordance with the latest laws and regulations.

The Group offers competitive and fair remuneration and benefits based on individuals' education, technical qualifications and experience. In order to motivate and reward the existing management and employees, the Group conducts regular compensation review with the external market and job performance to ensure adequate understanding and feedback on employee's performance. Meanwhile, any termination of employment contract should be based on reasonable and lawful grounds.

As an equal opportunity employer, the Group is committed to create a fair, respectful and diverse working environment by promoting anti-discrimination and equal opportunity in all human resources and employment decisions irrespective of their gender, race, age, disability, family status, marital status, sexual orientation, religion beliefs, nationality or any other non-job related factors in all business units. Equal opportunities policy enforces zero tolerance to any workplace discrimination or sexual harassment in accordance to relevant government legislation, ordinances and regulations such as Disability Discrimination Ordinance and Sex Discrimination Ordinance. If there is any violation of anti-discrimination incidents, employees can report to Human Resources Department. Human Resources Department investigates thoroughly and confidentially in accordance with the guidelines on assessing, dealing with, recording and taking disciplinary actions on such events.

本集團人策嚴格遵守力資源政適用在香港及中國的僱傭法例及規例，包括僱傭條例、強制性公積金計劃條例、最低工資條例、中國公司法、中國勞動法、中國勞動合同法及中國國家規定強制實行的社會保障計劃，以向僱員提供福利。本集團遵守中國社會保險法，為僱員提供社會保障福利，包括提供退休金、醫療保險、失業保險、工傷保險、生育保險及房屋公積金。本集團已根據上述法例及規例制定「員工手冊」以規範人力資源政策，且人力資源部門根據最新法例及規例定期審閱及更新有關公司政策。

本集團按照個人教育、技術資格及經驗提供具競爭力及公平之薪酬及福利。為激勵及獎勵現時管理層及僱員，本集團定期以外圍市場表現及工作表現進行賠償檢討，以確保對僱員的表現充分了解及作出回饋。同時，任何僱員合約終止應具備合理合法的理由。

作為提供平等機會的僱主，本集團通過不論僱員性別、種族、年齡、殘障、家庭狀況、婚姻狀況、性取向、宗教信仰、國籍或任何其他非工作因素的所有人力資源及僱傭決策上在所有業務單位推動反歧視及平等機會，以致力營造一個公平、尊重、及多元化的工作環境。根據相關政府立法、條例及規例，如殘疾歧視條例及性別歧視條例，平等機會政策強調絕不容忍任何工作環境上的歧視或性騷擾。倘有任何違反反歧視事件，僱員可向人力資源部門報告。人力資源部門會根據評估、處理、記錄及對有關事件採取紀律處分的指引以保密方式徹查。



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The Group determines reasonable working hours and rest periods for the employees in line with local employment laws and employment contract with employees. In addition to statutory holidays stipulated by the employment law of local government such as the paid annual leave, employees may also be entitled to special leave such as maternity leave and compassionate leave. To cultivate employees' sense of belonging, additional employee benefits include but not limited to hosting annual dinner which help employees to relieve stress and served to exemplify the Group's corporate culture of the spirit of solidarity and cohesion among its employees.

Furthermore, the effective two-way communication between general staff and managerial staff is highly encouraged. Employees maintain timely and smooth communication with the management and colleagues within the Group through emails and meetings. Those interactive communication systems benefit the Group's decision-making process and results in a barrier-free employer-employee relationship.

B.2. Health and Safety

The Group undertakes to safeguard the health and safety of its employees and expects employees to strictly observe the Group's health & safety policies set out in "Employees' Handbook". The Group's safety and health policies are in line with various laws and regulations stipulated by the Government of Hong Kong and PRC, including Occupation Disease Prevention Law of PRC (中華人民共和國職業病防治法) and Hong Kong's Occupational Safety and Health Ordinance.

本集團根據本地僱傭條例及員工的僱傭合約為僱員釐定合理工時及假期。除本地政府僱傭法例(如有薪年假)規定的法定假期外，僱員亦可有享特別假期如產假及喪假。為培養僱員的歸屬感，額外員工福利包括但不限於舉辦有助僱員紓緩壓力的週年晚宴，而以舉為例可表現僱員之間的團結及凝聚精神乃本集團企業文化。

此外，本集團非常鼓勵一般員工及管理層員工進行有效的雙向溝通。僱員透過電郵及會議與本集團內管理層及同事維持及時暢順的溝通。該等互動溝通系統惠及本集團的決策過程，並達致無障礙的僱員與僱主關係。

B.2. 健康及安全

本集團承諾保障僱員的健康及安全，且預期僱員嚴格遵守本集團「僱員手冊」所載的健康及安全政策。本集團的安全及健康政策符合多項香港及中國政府規定的法例及規則，包括中華人民共和國職業病防治法及香港職業安全及健康條例。

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The Group has established a comprehensive mechanism in committing the workplace safety by incorporating a range of occupational health and safety measures such as prohibition on smoking, drinking liquor, drug or other substance abuse by employees which will impair their health, working efficiency and productivity. To ensure adequate protection for employees against accidents, instructions are issued to departments on safety policies and procedures. Employees who suffer from injury arising out of and in the course of employment are entitled to compensation in accordance with the local laws and regulations such as Hong Kong's Employee Compensation Ordinance, Labour Contract Law of the PRC (中國勞動合同法) and the social security schemes. Employees follow the safety and health measures set out in the operating manuals such as Fire Safety Management Policy (消防安全管理制度). Those measures remind employees to minimise the risk of accidents and enhance the employees' health and safety awareness. In addition, cleaning air-conditioning systems and disinfection treatment of carpets are performed regularly with an aim to maintain a clean, tidy, smoke-free, non-toxic, non-hazardous, healthy and safe working environment. Emergency exits are unobstructed and unlocked from the inside at all times in working place during working hours. The Group targets to achieve accident-free workplace environment.

B.3. Development and Training

The Group offers different training and development opportunities to its staff in order to strengthen work-related skills and knowledge and improve operational efficiency and productivity. The Group has implemented training programme to executives and employees by considering individual capacity and qualification. For newly recruited staff, the Group provides staffs with relevant trainings with regard to its corporate culture, enterprise's values, code of conduct and business prospects. Ordinary staff have on-job trainings which focus on the specific knowledge and technical updates on different business units to improve the overall working quality and meet a higher level standard of work. Middle and senior management personnel trainings mainly focus on professional knowledge and skills, management skills and financial management.

本集團通過採取一系列職業健康及安全措施(如禁止吸煙、飲酒、吸毒或將影響僱員健康、工作效率及生產力的其他藥物濫用)為全面保障工作地點安全而設立機制。為確保充分保障僱員免遭意外，部門獲發有關安全政策及程序的指引。根據本地法例及規例(如香港僱員補償條例、中國勞動合同法及社會保障計劃)，在受僱期間受傷的僱員有權獲得賠償。僱員遵循營運指引(如消防安全管理制度)所載的安全及健康措施。該等措施提醒僱員減低意外風險及提升僱員的健康及安全意識。此外，為維持清潔、整潔、無煙、無毒、無害、健康及安全的工作環境，本集團定期清潔空調系統及進行地毯消毒處理。工作時間內，工作地點的緊急出口內部在任何時候皆暢通無阻且無上鎖。本集團目標為達致無意外工作環境。

B.3. 發展及培訓

本集團向其員工提供不同的培訓及發展機會，旨在提升工作技巧及知識，並改善營運的有效性及生產力。本集團以個人能力及資格作為考量向行政人員及僱員實行培訓計劃。就新入職員工而言，本集團為員工提供企業文化、企業價值、行為守則及業務前景之相關培訓。普通員工獲提供專門知識及不同業務單位技術更新之在職培訓，以改善整體工作質素及達致較高水平之工作標準。中級及高級管理層人員培訓主要集中於專業知識及技巧、管理技巧及財務管理。

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環境、社會及管治報告

B.4. Labour Standards

The Group strictly abides by the Employment Ordinance of Hong Kong, Labour Law of the PRC, Labour Contract Law of the PRC, Prohibition of Child Labour of the PRC (中國禁止使用童工規定) and other related labour laws and regulations in Hong Kong and PRC to prohibit any child and forced labour employment. To combat against illegal employment on child labour and forced labour, prior to confirmation of employment, human resources staff responsible for recruitment requires job applicants to provide valid identity documents to ensure that the applicants are lawfully employable. Human Resources Department is responsible to monitor and ensure compliance of latest and relevant laws and regulations that prohibits child labour and forced labour.

Operating Practices

B.5. Supply Chain Management

As a socially responsible enterprise, it is critical and vital to maintain and manage a sustainable and reliable supply chain. The supply chain management is consistent to the Group's sustainability in establishing a mutual trust and understanding with its business partners. The Group expects the suppliers to operate in compliance with local environmental laws, ordinances and regulations, to reduce ecological impacts. In selecting suppliers, comprehensive assessment is performed over different criteria including reputation in the industry, supplier's business compliance with local laws and regulations, relevant business licenses, services and products quality, after-sales services, technical capacity and price.

The Group sets up a supplier selection panel and establish the scoring system to select the appropriate suppliers. The Group will also conduct on-site investigation for assess potential suppliers if necessary. The potential supplier can be qualified as an approved supplier by obtaining the approval from the panel. The Group maintains a list of approved suppliers and monitors the quality of suppliers on a strict and continuous basis through conducting regular evaluation by considering a number of factors such as the number of complaints collected from the customers and the responsiveness with suppliers in handling complaints to assessing the service quality of the suppliers, quality testing on the supply of goods and irregular on-site inspection. The Group maintains at least two suppliers for each supply goods in order to avoid the disruption of services and prevent monopoly of suppliers. The above measures effectively facilitate better cooperation and communication with suppliers and maintain a long-term strategic cooperation relation with the Group.

B.4. 勞工標準

本集團嚴格遵守香港僱傭條例、中國勞動法、中國勞動合同法、中國禁止使用童工規定及在香港及中國之其他有關勞動法例及規例，以禁止僱用任何童工及強制勞工。為打擊非法僱用童工及強制勞工，在確認僱用前，負責招聘之人力資源員工須要求應徵者出示有效身份證明文件，確保應徵者可合法受僱。人力資源部門負責監察及保證遵守禁止童工及強制勞工之最新有關法例及規例。

營運慣例

B.5. 供應鏈管理

作為社會責任企業，維持及管理可持續及可靠之供應鏈是十分重要。供應鏈管理層與本集團與其業務伙伴建立互相信任及理解之可持續性是一致的。本集團預期，供應商遵守本地環境法例、條例及規例營運，以減低對生態之影響。選擇供應商時，按不同標準進行全面評估，包括業界聲譽、供應商業務遵守本地法例及規例之情況、相關業務牌照、服務及產品質素、售後服務、技術能力及價格。

本集團成立供應商遴選小組及建立評分系統以揀選合適供應商。如有需要，本集團亦將就評估準供應商而進行實地視察。準供應商取得小組批准後可合資格成為獲批供應商。本集團保存一系列獲批供應商名單，且通過考慮若干因素(如向客戶收集之若干投訴次數及對供應商處理投訴之回應)定期評估並嚴格持續監察供應商資格，以評估供應商之服務質素、供應貨品之品質測試及突擊現場巡視。本集團保留認可供應商之列表，並透過考慮多項因素(包括自客戶收取之投訴數目及處理投訴之應對以評估供應商之服務質素、供應貨品之品質測試及非經常實地考測)進行定期評估嚴謹地持續監察供應商質素。為免服務中斷及防止供應商壟斷，本集團就每件供應貨品維持至少兩名供應商。上述措施可與供應商有效地促進更好合作及溝通，並與本集團保持長期戰略合作關係。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

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B.6. Product Responsibility

The Group precisely grasps the trend for customers' need on product and service quality from different channels. With regard to the Group's product health and safety, advertising and labelling, the Group is strictly in compliance with the related rules and regulations as stipulated in China including but not limited to Tourism Law of the PRC (中華人民共和國旅遊法), National Funeral Management Regulations (國家殯葬管理條例), Cemetery Management Approach (公墓管理辦法) and Advertising Law of the PRC (中華人民共和國廣告法). The Group conducts regular evaluation to review the compliance on relevant laws and regulations.

The Group pays great importance on product quality and commit to offer high-quality services to the market. For travel agency business, the Group ensures to provide clear and accurate information before customer purchasing travel products and protect consumers by prohibiting false, misleading or incomplete trade descriptions, information and misstatements in respect of goods and services. The Group prohibits any imply forced consumption matters in tour packages. If there is any problem, tour escort will communicate with the service providers to resolve the issue. For commodities trading business, provides seamless connectivity from time to time to ensure that the trading process is dealt with in the utmost ethical manner. For cemetery business, the Group commits to meet the local rules and regulations in business operation in order to provide a clean and tidy environment. The burial plots are in good condition for grasp the demand for legitimate burial with limited supply in the local market.

The Group's business manager visits the customers regularly to collect customers' opinions. Customer services department records the details of the complaint, if any; monitors the handling and progress of the complaint and records the results in travel agency business. Through the internal and external communication channels, the Group obtains first hand and intimate knowledge from customers which enhances and strengthens the product offerings and service quality, and consequently enable the Group to stay competitive in the market.

The Group closely monitors released marketing materials and product labelling to prevent inappropriate or exaggerated advertisement. If there is any noncompliance with internal guideline, the Group would consult external legal adviser and carry out corrective action immediately if necessary. In addition, the internal guidelines have been regularly updated with the latest regulations released by the government.

B.6. 產品責任

本集團準確掌握客戶就不同渠道之產品及服務質素需要。就本集團產品健康及安全、廣告及標籤而言，本集團一直嚴格遵守中國訂明之相關法例及法規，包括但不限於中華人民共和國旅遊法、國家殯葬管理條例、公墓管理辦法及中華人民共和國廣告法。本集團會進行定期評估，以監察相關法例及法規之合規情況。

本集團注重產品品質之重要性，並致力為市場提供高質服務。就旅遊代理業務而言，本集團會於確認客戶訂購旅遊產品前確保提供清晰且準確之資訊，並透過禁止錯誤、有誤導成份或不完整之商品說明、資料及失實之貨品及服務保障客戶。本集團禁止任何旅遊套票之迫使消費行為。倘發生任何問題，導遊將與服務供應商聯絡解決問題。就商品交易業務而言，不時提供無縫連接可確保交易過程以合乎道德方式處理。就公墓業務而言，本集團致力於營運業務上符合當地法例及法規，以提供清潔及整齊之環境。基地均處於良好狀況，以應付當時有限市場供應之合法殯儀服務需求。

本集團之業務經理定期探訪客戶，收集客戶意見。客戶服務部記錄投訴(如有)詳情，監察處理投訴之過程，並記錄旅遊代理業務之業績。透過內部及外部之溝通渠道，本集團可從客戶身上取得第一手及即時資訊，加強及鞏固產品供應及服務質素，最後並有助本集團在市場上保持競爭力。

本集團緊密監察已發佈之市場營銷資料及產品標籤，以避免不當或誇張之宣傳手法。倘出現內部指引不合規事件，本集團將會諮詢法律人士，並即時作出補救行動(如有需要)。此外，內部指引已按政府發佈之最新法規定時作出更新。

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The Group commits in abiding by the Personal Data (Privacy) Ordinance, Law on Protection of Consumer Rights and Interests of the PRC (中國消費者權益保護法) and related laws and regulations on consumer data policy to ensure that customers' rights are strictly protected. Information collected would only be used for the purpose for which it has been collected and customers would be told about how the data collected would be used. The Group prohibits the provision of consumer information to a third party without authorisation from the customers. All collected personal data is treated confidentially and is kept securely, accessible by designated personnel only. Through the internal training and confidential agreements with employees, the Group emphasises on confidentiality obligations and the legal consequences for the breaches of obligations.

B.7. Anti-corruption

To maintain a fair, ethical and efficient business and working environment, the Group strictly adheres to the laws and regulations relating to anti-corruption and bribery as set out by the government of the PRC and Hong Kong including Law of the PRC on Anti-money Laundering (中國反洗錢法) and Prevention of Bribery Ordinance (防止賄賂條例). Besides, the Group has formulated and strictly enforced anti-corruption policy as stipulated in operation manual namely Confidential Whistleblowing Policy (密函舉報政策) and Employees Handbook to manage any fraudulent practices such as accepting bribes or rebates, misappropriating or engaging in illegal economic activities that the Group will not be tolerated any form of corruption.

The Group has developed and formulated internal whistleblowing policy to enable employees to report and complaint in writing any suspicious activities including but not limit to criminal offense, contravening the law, unlawful or inappropriate or fraudulent behaviours involving internal control, account and financial matters, acts which endanger the health and safety of persons, violation of the Group's code of conduct or rules and regulations; improper conduct or unethical conduct which may prejudice the Group's reputation and deliberately concealing the above matters to Human Resources Department, Company Secretary or Audit Committee. They would conduct investigations against any suspicious or illegal behaviour upon receipt the report and ensure all the relevant information is kept intact and completely recorded.

本集團致力遵守個人資料(私隱)條例、中國消費者權益保護法以及有關消費者數據政策的法例及法規，以確保客戶權益獲嚴格保障。所收集的資料僅會用作收集之用途，而客戶獲告知所收集之數據使用用途。本集團禁止未經客戶授權下向第三方提供客戶資料。所有收集之個人數據均會加密處理，安全保存以及僅可由指定人士接觸。透過內部培訓及與僱員訂立保密協議，本集團一直強調保密責任及違反責任之法律後果。

B.7. 反貪污

為維持公平、種族共融、有效之業務及工作環境，本集團嚴格奉行中國及香港政府現行有關反貪污及賄賂之法例及法規，包括中國反洗錢法及防止賄賂條例。此外，本集團已制定及嚴格推行營運手冊指引(即密函舉報政策)及僱員手冊所訂明之反貪污政策，以管制任何舞弊行為，如接受賄賂或饋贈、從事不當或不法之經濟活動，本集團將不能容忍任何形式之貪污行為。

本集團已設立及制定內部舉報政策，以讓僱員就任何可疑活動(包括但不限於刑事罪行、違法行為、涉及內部監控、會計及財政事務之不法或不當或舞弊行為、危害人身健康及安全、損害本集團操守或規則及規定的舉動；可能損害本集團聲譽的不當行為或不道德行為以及向人力資源部、貴公司秘書或審核委員會蓄意隱瞞上述事項)作出舉報及書面投訴。於接獲報告後，有關人士將就任何可疑或不法行為進行調查，確保所有相關資料完整無缺及完全記錄。



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

The Group advocates a confidentiality mechanism and take reasonable steps to protect the whistle-blowers without fear of threatens or harassments and any disadvantage to the whistle-blowers' employment relationship. Breaching of the rules will be disciplined, including termination of employment and may be prosecuted under local laws and regulations relating to anti-corruption and bribery where criminality is suspected after investigation.

COMMUNITY

B.8. Community Investment

The Group places great emphasis on cultivating social responsibility awareness among the staff and encourages them to participate in charitable activities. The Group believes that undertaking socially responsible initiatives is truly a win-win situation. Not only will the Group be attractive to socially conscious consumers and employees, but it will also make a real difference in the world by contributing love and care.

The Group has been continuously fulfilling their social responsibility through sponsoring local community and its employees. From the year 2015 to 2016, the Group was awarded as the Caring Company in Hong Kong. The Group has established sound medical care scheme for employees to guarantee the best benefit for their health issues. The Group has been accumulating appropriate amount of money for sponsoring the charity dinner activities among employees.

本集團倡議制定保密機制，並採取合理程序保障舉報人免受威脅或騷擾之恐懼以及對舉報人造成任何僱傭關係之不利條件。違反規則將遭受紀律處分，包括終止僱傭關係以及根據有關反貪污及賄賂之當地法例及法規，經調查後涉嫌犯罪可能被正式起訴。

社區

B.8. 社區投資

本集團非常強調培養員工對社會責任之意識，並鼓勵其參與慈善活動。本集團相信，參與社會責任活動確實為雙贏局面。本集團不僅可吸引具有社會責任意識之客戶及僱員，以愛心與關懷為世界帶來真正改變。

本集團已透過贊助本地社區及其僱員持續履行社會責任。由二零一五年至二零一六年，本集團在香港獲頒為商界展關懷獎項。本集團已為僱員建立穩健的醫保計劃，以保證其向有關僱員之健康事項提供最佳福利。本集團已向僱員累積適當金額以贊助慈善晚宴活動。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

TO THE MEMBERS OF EVERSHINE GROUP HOLDINGS LIMITED
(Incorporated in Hong Kong with limited liability)

REPORT ON THE AUDIT OF CONSOLIDATED FINANCIAL STATEMENTS

OPINION

We have audited the consolidated financial statements of Evershine Group Holdings Limited and its subsidiaries ("the Group") set out on pages 67 to 163, which comprise the consolidated statement of financial position as at 31 December 2016, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and note to the consolidated financial statements, including a summary of significant accounting policies.

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

BASIS FOR OPINION

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

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended 31 December 2016. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

致永耀集團控股有限公司股東

(於香港註冊成立之有限公司)

審核綜合財務報表之報告

意見

我們已審核永耀集團控股有限公司及其附屬公司(「貴集團」)載列於第67至163頁之綜合財務報表，包括於二零一六年十二月三十一日之綜合財務狀況表、截至該日止年度之綜合損益及其他全面收益表、綜合權益變動表和綜合現金流量表以及綜合財務報表附註，包括主要會計政策概述。

我們認為，該等綜合財務報表根據香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則(「香港財務報告準則」)真實公平地反映 貴集團於二零一六年十二月三十一日之綜合財務狀況及其於截至該日止年度之綜合財務表現及綜合現金流量並已遵照香港公司條例妥為編製。

意見之基礎

我們已根據香港會計師公會頒佈之香港審計準則(「香港審計準則」)進行審核工作。我們於該等準則項下之責任於本報告核數師就審核綜合財務報表之責任一節進一步詳述。根據香港會計師公會的職業會計師道德守則(「守則」)連同與我們於香港審計綜合財務報表有關之道德規定，我們獨立於 貴集團，並已履行守則項下其他道德責任。我們認為我們已獲得充足和適當之審核憑證，以作為我們意見之基礎。

關鍵審核事項

關鍵審核事項是根據我們的職業判斷，對於我們對截至二零一六年十二月三十一日止年度之綜合財務報表的審計最為重要的事項。該等事項乃於我們審計整體財務報表及出具相關意見時進行處理，且我們不會對該等事項提供單獨的意見。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Key audit matter 關鍵審計事項	How the matter was addressed in our audit 在審核中之處理方法
<p>Impairment of trade receivables</p> <p>As at 31 December 2016, the Group had trade receivables of approximately HK\$72.2 million which were mainly arising from its trading segment. The Group generally offer a credit period of 30 days to 180 days to its customers.</p> <p>The key associated risk was the recoverability of trade receivables. The management regularly review the recoverability of trade debtors on individual basis and make judgement for impairment based on historical repayment records and any significant change in credit quality for each of the debtors.</p> <p>We have identified impairment of trade receivables as a key audit matter because management's judgement was significantly involved in the determination of the recoverability of the trade receivable.</p>	<p>Our major audit procedures relating to the impairment of trade receivables included the following:</p> <ul style="list-style-type: none">• We reviewed the management's receivables provision policy and tested the accuracy of the ageing of the receivables balances on sample basis.• We analysed the receivables provision focusing on any unusual payment terms and review of customer payment history.• We examined material individual aged receivable balances and obtained the rationale for management's provisioning decisions by reference to payment patterns during the year.• We assessed the level of recoverability after the year end on receivable balances to consider any additional provisioning required.
<p>貿易應收款項減值</p> <p>於二零一六年十二月三十一日，貴集團之貿易應收款項約為72,200,000港元，乃主要來自其貿易分部。貴集團向其客戶之信貸期一般介乎30日至180日。</p> <p>主要相關風險為貿易應收款項之可收回性。管理層定期個別審閱應收賬款之可收回性，並按過往償還記錄及各債權人之信貸程度出現任何重大變動而作出減值判斷。</p> <p>吾等已確認貿易應收款項減值作為關鍵審計事項，乃由於釐定貿易應收款項之可收回性明顯涉及管理層之判斷。</p>	<p>吾等有關貿易應收款項減值之主要審計程序包括如下：</p> <ul style="list-style-type: none">• 吾等已審閱管理層之應收款項撥備政策，並以抽樣方式測試應收款項結餘賬齡之準確性。• 吾等已分析應收款項撥備，集中是否存在任何非尋常支付條款及查閱客戶支付記錄。• 吾等已監察重大個別之應收款項結餘，並取得管理層按參考年內付款模式作出撥備決定之理由。• 吾等已評估應收款項結餘於年末後之可收回性程度，以考慮是否作出所需之任何額外撥備。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Key audit matter

關鍵審計事項

How the matter was addressed in our audit

在審核中之處理方法

Fair value of investment properties

During the year ended 31 December 2016, the Group acquired investment properties in Hong Kong which were recorded in the consolidated statement of financial position by using fair value model. As at 31 December 2016, the fair value of the investment properties was approximately HK\$51.9 million.

The Group appointed an independent professional valuer to determine the fair value of investment properties as at 31 December 2016. The valuation model adopted for the valuation was market comparison approach.

We have identified the assessment of fair value of investment properties as a key audit matter because significant judgement was involved in the determination of the fair value of the investment properties.

投資物業之公平值

截至二零一六年十二月三十一日止年度，貴集團收購位於香港之投資物業，並利用公平值模式於綜合財務狀況報表作出記錄。於二零一六年十二月三十一日，投資物業之公平值約為51,900,000港元。

貴集團已委聘一名獨立專業估值師釐定投資物業於二零一六年十二月三十一日之公平值。就估值所採用之估值模式為市場比較法。

吾等已確認評估投資物業之公平值作為關鍵審計事項，乃由於釐定投資物業之公平值明顯涉及管理層之判斷。

Our major audit procedures relating to the fair value of investment properties included the following:

- We discussed with management and independent valuer engaged by the Company in relation to the methodology applied and assumptions being used in arriving the fair value of investment properties.
- We checked the accuracy and reliance of the source data used in the valuation.
- We assessed the competency of the independent external valuer taking into account its experience and qualifications.

吾等有關投資物業之公平值之主要審計程序包括如下：

- 吾等已與管理層及由貴公司委聘之獨立估值師就達致投資物業公平值所採用之方法及假設進行討論。
- 吾等已查證估值所使用資料數據之準確性及可依賴性。
- 吾等已計及獨立外部估值師之經驗及資格，以評估其勝任能力。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Key audit matter 關鍵審計事項	How the matter was addressed in our audit 在審核中之處理方法
Impairment assessment of goodwill and intangible assets in relation to mobile application segment	
<p>As at 31 December 2016, before the impairment assessment, the Group has goodwill of approximately HK\$11.0 million and intangible assets of approximately HK\$14.7 million which were allocated to the Group's mobile application segment ("Mobile Application CGU").</p>	<p>Our major audit procedures relating to the management's impairment assessment of goodwill and intangible assets relating to the mobile application segment included the following:</p>
<p>For the purpose of assessing impairment, the Group appointed an independent valuer to assess the recoverable amount of the Mobile Application CGU, which were determined by management based on the higher value-in-use and fair value less costs of disposal. The valuation requires significant judgement by management in valuing the Mobile Application CGU.</p>	<ul style="list-style-type: none">• We obtained and reviewed cash flow forecasts of the related cash-generating units prepared by management and approved by the directors of the Company.• We discussed with management and independent valuer engaged by the Company in relation to the methodology applied, bases and assumptions being used in arriving at the forecasts (e.g. sales growth rate, operating profit margin and discount rate).• We checked, on a sample basis, the accuracy and reliability of the input data used.• We assessed the competency of the independent external valuer taking into account its experience and qualifications.• We performed sensitivity analysis on key assumptions being used in the forecasts (e.g. using a range of higher discount rates and lower revenue growth rate).
<p>As a result of the impairment assessment, due to the unsatisfactory performance of mobile application segment, the Group recognised an impairment loss of approximately HK\$11.0 million and approximately HK\$14.3 million for goodwill and intangible assets, respectively.</p>	
<p>We have identified the impairment assessment of goodwill and intangible assets as a key audit matter because the estimates of the recoverable amount of the Mobile Application CGU are complex, subjective and highly judgmental, in particular, assumptions and judgements made by management in arriving at the cash flow forecasts of the Mobile Application CGU.</p>	
<p>有關手機應用程式分部之商譽及無形資產減值評估</p>	
<p>於二零一六年十二月三十一日，減值評估前，貴集團之商譽約為11,000,000港元及無形資產約為14,700,000港元，其已分配至貴集團之手機應用程式分部（「手機應用程式現金產生單位」）。</p>	<p>吾等有關管理層就手機應用程式分部之商譽及無形資產減值評估之主要審計程序包括如下：</p>
<p>就評估減值而言，貴集團已委聘一名獨立估值師以評估手機應用程式現金產生單位之可收回金額，金額乃由管理層按較高已使用價值及公平值減出售成本而釐定。估值須由管理層就估值手機應用程式現金產生單位作出重大判斷。</p>	<ul style="list-style-type: none">• 吾等已取得及審閱由管理層編製及由貴公司董事批准之相關現金產生單位之現金流量預測。• 吾等已與管理層及由貴公司委聘之獨立估值師就達致預測（如銷售增長率、營運溢利率及貼現利率）所應用方法、基準及假設進行討論。• 吾等已抽樣查閱所使用輸入數據之準確性及可依賴性。• 吾等計及獨立外部估值師經驗及資格，以評估其勝任能力。• 吾等已就預測所使用之主要假設進行敏感度分析（如使用一系列較高之貼現率及較低之收益增長率）。
<p>鑒於減值評估，由於手機應用程式分部業績表現未如理想，貴集團分別就商譽及無形資產確認減值虧損約11,000,000港元及約14,300,000港元。</p>	
<p>吾等已確認商譽及無形資產之減值評估作為關鍵審計事項，乃由於手機應用程式現金產生單位之可收回金額估算複雜、屬主觀性及須作出重大判斷，尤其是管理層就達致手機應用程式現金產生單位之現金流量作出之假設及判斷。</p>	

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Key audit matter 關鍵審計事項	How the matter was addressed in our audit 在審核中之處理方法
<p><i>Impairment assessment of intangible assets in relation to cemetery segment</i></p> <p>As at 31 December 2016, included in tangible assets was an operating rights of cemetery of approximately HK\$118 million which were allocated to the Group's cemetery segment ("Cemetery CGU").</p> <p>For the purpose of assessing impairment, the Group appointed an independent valuer to assess the recoverable amount of the Cemetery CGU, which were determined by management based on the higher value-in-use and fair value less costs of disposal. The valuation requires significant judgement by management in valuing the Cemetery CGU.</p> <p>For the year ended 31 December 2016, no impairment loss had been recognised on the Group's intangible assets in related to cemetery segment.</p> <p>We have identified the impairment assessment of intangible assets related to cemetery segment as a key audit matter because the estimates of the recoverable amount of the Cemetery CGU are complex, subjective and highly judgmental, in particular, assumptions and judgements made by management in arriving at the cash flow forecasts of the Cemetery CGU.</p>	<p>Our major audit procedures relating to the management's impairment assessment of goodwill and intangible assets relating to the cemetery segment included the following:</p> <ul style="list-style-type: none"> • We obtained and reviewed cash flow forecasts of the related cash-generating units prepared by management and approved by the directors of the Company. • We discussed with management and independent valuer engaged by the Company in relation to the methodology applied, basis and assumptions being used in arriving at the forecasts (e.g. time of completion, operating profit margin and discount rate). • We checked, on a sample basis, the accuracy and reliability of the input data used. • We assessed the competency of the independent external valuer taking into account its experience and qualifications. • We performed sensitivity analysis on key assumptions being used in the forecasts (e.g. using a range of higher discount rates and lower revenue growth rate).
<p><i>有關公墓分部之無形資產減值測試</i></p> <p>於二零一六年十二月三十一日，計入有形資產之公墓經營權約118,000,000港元已分配至 貴集團之公墓分部（「公墓現金產生單位」）。</p> <p>為達到評估減值之目的， 貴集團已委任獨立估值師評估公墓現金產生單位之可收回金額，乃由管理層根據使用價值與公平值之較高者減出售成本釐定。有關估值需由管理層對公墓現金產生單位進行估值時作出重大判斷。</p> <p>截至二零一六年十二月三十一日止年度， 貴集團有關公墓分部之無形資產並無確認減值虧損。</p> <p>吾等已識別有關公墓分部之無形資產減值評估為主要審計事項，因為公墓現金產生單位可收回金額之估計複雜且主觀及具高度判斷，特別是管理層在達致公墓現金產生單位之現金流量測預時作出之假設及判斷。</p>	<p>吾等對管理層有關公墓分部之商譽及無形資產之減值評估作出之主要審計程序包括下列各項：</p> <ul style="list-style-type: none"> • 吾等已取得並審閱由管理層所編製及由 貴公司董事批准相關現金產生單位之現金流量預測。 • 吾等曾與管理層及 貴公司所委聘獨立估值師討論達致該等預測所採用之方法以及所使用之基準及假設（例如完工時間、經營溢利率及貼現率）。 • 吾等已抽樣檢查所使用輸入數據之準確性及可靠度。 • 經考慮獨立外部估值師經驗及資格，吾等已評估其勝任能力。 • 吾等已對有關預測所使用主要假設進行敏感度分析（例如使用較高之貼現率及較低之收益增長率範圍）。



INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

OTHER INFORMATION

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

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

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

RESPONSIBILITIES OF DIRECTORS AND AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

The audit committee are responsible for overseeing the Group's financial reporting process.

其他資料

董事負責編製其他資料。其他資料包括列入年報之資料，惟不包括綜合財務報表及我們就此的核數師報告。

我們就綜合財務報表之意見不涵蓋其他資料且我們不就此作出任何形式之鑒證結論。

就我們審核綜合財務報表而言，我們的責任為閱讀其他資料並在此過程中考慮其他資料是否存在與綜合財務報表或我們在審核中所了解的存在重大不一致，或似乎存在重大錯誤陳述。倘基於我們已經進行的工作，我們認為此其他資料存在重大錯誤陳述，我們須報告該事實。而就此我們並無任何報告。

董事及審核委員會就綜合財務報表之責任

董事負責根據香港會計師公會頒佈之香港財務報告準則及香港公司條例編製真實公平之綜合財務報表，並對其認為能夠使綜合財務報表之編製不存在由於欺詐或錯誤而導致的重大錯誤陳述所必需的內部監控負責。

於編製綜合財務報表時，董事負責評估貴集團持續經營之能力、披露(如適用)有關持續經營之事宜及使用持續經營之會計基礎，惟董事擬將貴集團清盤或停止營業或除此之外別無其他可行替代方案則除外。

審核委員會負責監督貴集團之財務報告程序。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. The report is made solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

核數師就審核綜合財務報表之責任

我們的目標，是對整體綜合財務報表是否不存在由於欺詐或錯誤而導致的任何重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。根據我們所協定的委聘條款僅向閣下（作為整體）報告，除此之外別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。合理保證是高水平的保證，但不能保證按香港審計準則進行的審計在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們個別或匯總起來可能影響該等綜合財務報表使用者所作出的經濟決定，則有關的錯誤陳述可被視作重大。

在根據香港審計準則進行審計的過程中，我們運用了職業判斷並在整個審計過程中保持了職業懷疑態度。我們亦：

- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對該等風險，以及取得充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險比較因錯誤而導致的重大錯誤陳述的風險為高。
- 了解與審計相關的內部監控，以設計於相關環境下屬適當的審計程序，但目的並非對貴集團內部監控的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所得的審計憑證，決定是否存在與事件或情況有關的重大不確定性，而可能對貴集團持續經營的能力構成重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請對綜合財務報表中的相關披露資料的關注，倘有關的披露資料不足，則須修訂我們的意見。我們的結論是基於截至核數師報告日止所取得的審計憑證。然而，未來事件或情況可能導致貴集團不能繼續持續經營。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露資料，以及綜合財務報表是否公允呈列相關交易及事項。
- 就 貴集團中實體或業務活動的財務資料獲取充分、適當的審計憑證，以對綜合財務報表發表意見。我們負責指導、監督和執行集團審計。我們對我們的審計意見承擔全部負責。

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Chan Wai Nam William with practising certificate number: P05957.

我們與審核委員會就(其中包括)審計的計劃範圍及時間以及重大審計發現(包括我們於審計中識別的內部監控的任何重大缺陷)進行溝通。

我們亦向治理層提交聲明，說明我們已符合有關獨立性的相關職業道德要求，並與他們溝通所有合理地被認為會影響我們獨立性的關係和其他事項，以及在適用的情況下，相關的防範措施。

從與審核委員會溝通的事項中，我們釐定對本期間綜合財務報表的審計最為重要的事項，進而釐定關鍵審計事項。我們會在核數師報告中描述該等事項，除非法律法規不允許對某件事項作出公開披露，或在極端罕見的情況下，若有合理預期在我們報告中溝通某事項而造成的負面後果將會超過其產生的公眾利益，我們將不會在此等情況下在報告中溝通該事項。

本獨立核數師報告的審計項目合夥人是陳偉楠(執業證書編號：P05957)。

Elite Partners CPA Limited
Certified Public Accountants

Hong Kong, 24 March 2017

10th Floor,
8 Observatory Road,
Tsim Sha Tsui,
Kowloon, Hong Kong.

開元信德會計師事務所有限公司
執業會計師

香港，二零一七年三月二十四日

香港九龍
尖沙咀
天文臺道8號
10樓

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

綜合損益表

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

			2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元 (Re-presented) (經重列)
	<i>Notes</i> <i>附註</i>			
Continuing operations	持續經營業務			
Revenue	收益	4&13	135,462	72,900
Cost of services	服務成本		(130,576)	(69,263)
Gross profit	毛利		4,886	3,637
Other income, gains and losses, net	其他收入、收益及虧損淨額	5	6,403	495
Impairment loss on intangible assets	無形資產之減值虧損	16	(14,309)	—
Impairment loss on goodwill	商譽之減值虧損	17	(10,997)	(617)
Operating and administrative expenses	經營及行政開支		(41,987)	(31,652)
Loss from operations	經營虧損		(56,004)	(28,137)
Finance costs	融資成本	6(a)	(12,542)	(1,729)
Loss before taxation	除稅前虧損	6	(68,546)	(29,866)
Taxation	稅項	7(a)	916	228
Loss after taxation from continuing operations	持續經營業務之除稅後虧損		(67,630)	(29,638)
Discontinued operations	已終止業務			
Profit/(Loss) from discontinued operations	已終止業務溢利/(虧損)	11	2,706	16,108
Loss for the year	本年度虧損		(64,924)	(13,530)
Attributable to:	歸屬於：			
Shareholders of the Company	本公司股東			
— From continuing operations	— 來自持續經營業務		(68,436)	(28,948)
— From discontinued operations	— 來自已終止業務	11	3,037	16,952
			(65,399)	(11,996)
Non-controlling interests	非控股權益			
— From continuing operations	— 來自持續經營業務		806	(690)
— From discontinued operations	— 來自已終止業務	11	(331)	(844)
			475	(1,534)
Loss for the year	本年度虧損		(64,924)	(13,530)
(Loss)/Earnings per share	每股(虧損)/盈利	12		
From continuing and discontinued operations	來自持續經營業務及已終止業務			
Basic and Diluted	基本及攤薄		(4.49) cents港仙	(1.42) cents港仙
From continuing operations	來自持續經營業務	12		
Basic and Diluted	基本及攤薄		(4.70) cents港仙	(3.43) cents港仙
From discontinued operations	來自已終止業務	12		
Basic and Diluted	基本及攤薄		0.21 cents港仙	2.01 cents港仙

The accompanying notes form part of these consolidated financial statements.

隨附附註構成該等綜合財務報表其中部分。

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

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

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元 (Re-presented) (經重列)
Loss for the year	本年度虧損	(64,924)	(13,530)
Other comprehensive expense for the year	本年度其他全面開支		
Items that may be reclassified subsequently to profit or loss:	可能於其後獲重新分類至損益之項目：		
Exchange differences on translation of financial statements of overseas subsidiaries	換算海外附屬公司財務報表之匯兌差額	(4,252)	(737)
Share of exchange differences of associates	分佔聯營公司之匯兌差額	(65)	—
Other comprehensive expense for the year	本年度其他全面開支	(4,317)	(737)
Total comprehensive expense for the year	本年度全面開支總額	(69,241)	(14,267)
Attributable to:	歸屬於：		
Equity shareholders of the Company	本公司股東	(69,553)	(12,761)
Non-controlling interests	非控股權益	312	(1,506)
Total comprehensive expense for the year	本年度全面開支總額	(69,241)	(14,267)

The accompanying notes form part of these consolidated financial statements.

隨附附註構成該等綜合財務報表其中部分。

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

At 31 December 2016 於二零一六年十二月三十一日

			2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
		Notes 附註		
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	14	53,812	1,165
Investment properties	投資物業	15	51,900	—
Intangible assets	無形資產	16	118,351	144,260
Goodwill	商譽	17	—	10,997
Interests in associates	於聯營公司之權益	18	60,418	19,272
			284,481	175,694
Current assets	流動資產			
Inventories	存貨	20	3,518	14,984
Trade and other receivables	貿易及其他應收款項	21	119,112	65,160
Deposit for acquisition of subsidiaries	收購附屬公司按金	19	—	10,000
Restricted bank deposits	受限制銀行存款	22	2,406	2,550
Cash and cash equivalents	現金及現金等價物	23	12,406	40,188
			137,442	132,882
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款項	24	40,433	23,200
Short-term loans	短期貸款	25	52,000	2,000
Promissory notes	承兌票據	26	27,508	27,170
			119,941	52,370
Net current assets	流動資產淨值		17,501	80,512
Total assets less current liabilities	資產總值減流動負債		301,982	256,206
Non-current liabilities	非流動負債			
Promissory notes	承兌票據	26	83,152	—
Convertible notes	可換股票據	27	24,348	38,523
Deferred tax liabilities	遞延稅項負債	28	—	916
			107,500	39,439
NET ASSETS	資產淨值		194,482	216,767

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

At 31 December 2016 於二零一六年十二月三十一日

			2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
		<i>Notes</i> <i>附註</i>		
CAPITAL AND RESERVES	資本及儲備			
Share capital	股本	29	959,333	908,401
Reserves	儲備	29	(777,518)	(700,335)
Total equity attributable to shareholders of the Company	本公司股東應佔權益總額		181,815	208,066
Non-controlling interests	非控股權益		12,667	8,701
TOTAL EQUITY	權益總額		194,482	216,767

Approved and authorised for issue by the Board of Directors on 24 March 2017.

經由董事會於二零一七年三月二十四日批准及授權刊發。

Chan Ming Kei
陳銘基
Director
董事

Ling Ko Yin Jason
林高然
Director
董事

The accompanying notes form part of these consolidated financial statements.

隨附附註構成該等綜合財務報表其中部分。

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

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

		Notes 附註	Attributable to shareholders of the Company 本公司股東應佔							Non- controlling interests 非控股 權益	Total equity 權益總額
			Share capital	Exchange reserve	Statutory reserve	Convertible notes reserve	Other reserve	Accum- lated losses	Sub-total		
			股本 HK\$'000 千港元	匯兌儲備 HK\$'000 千港元	法定儲備 HK\$'000 千港元	可換股 票儲備 HK\$'000 千港元	其他儲備 HK\$'000 千港元	累計虧損 HK\$'000 千港元	小計 HK\$'000 千港元		
At 1 January 2015	二零一五年一月一日		755,030	752	53	—	44	(699,486)	56,393	(19,657)	36,736
Loss for the year	年內虧損		—	—	—	—	—	(11,996)	(11,996)	(1,534)	(13,530)
Exchange difference on translation of financial statements of overseas subsidiaries	換算海外附屬公司財務報表之匯兌差額		—	(765)	—	—	—	—	(765)	28	(737)
Loss and total comprehensive expenses for the year	年內虧損及全面開支總額		—	(765)	—	—	—	(11,996)	(12,761)	(1,506)	(14,267)
Issue of convertible notes	發行可換股票據	27	—	—	—	11,063	—	—	11,063	—	11,063
Issue of right shares	發行供股股份	29	81,927	—	—	—	—	—	81,927	—	81,927
Issue of placing shares	發行配售股份	29	71,444	—	—	—	—	—	71,444	—	71,444
Acquisition of subsidiaries	收購附屬公司	31	—	—	—	—	—	—	—	12,740	12,740
Disposal of subsidiaries	出售附屬公司	32	—	—	—	—	—	—	—	17,124	17,124
At 31 December 2015	於二零一五年十二月三十一日		908,401	(13)	53	11,063	44	(711,482)	208,066	8,701	216,767
(Loss)/Profit for the year	年內(虧損)/溢利		—	—	—	—	—	(65,399)	(65,399)	475	(64,924)
— share of exchange difference on associate	一分佔聯營公司之匯兌差額		—	(65)	—	—	—	—	(65)	—	(65)
Exchange difference on translation of financial statements of overseas subsidiaries	換算海外附屬公司財務報表之匯兌差額		—	(4,089)	—	—	—	—	(4,089)	(163)	(4,252)
Loss and total comprehensive expenses for the year	年內虧損及全面開支總額		—	(4,154)	—	—	—	(65,399)	(69,553)	312	(69,241)
Capital injection from non-controlling interest	非控股權益之注資		—	—	—	—	—	—	—	45	45
Issue of convertible notes	發行可換股票據	27	—	—	—	3,433	—	—	3,433	—	3,433
Issue of shares upon conversion of convertible notes	兌換可換股票據後發行股份	27	50,932	—	—	(11,063)	—	—	39,869	—	39,869
Disposal of subsidiaries	出售附屬公司	32	—	—	—	—	—	—	—	3,609	3,609
At 31 December 2016	於二零一六年十二月三十一日		959,333	(4,167)	53	3,433	44	(776,881)	181,815	12,667	194,482

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

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

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元 (Re-presented) (經重列)
Operating activities	經營業務		
(Loss)/Profit before taxation	除稅前(虧損)/溢利		
from continuing operation	來自持續經營業務	(68,546)	(29,866)
from discontinued operation	來自已終止業務	2,706	16,108
Adjustments for	調整：		
Depreciation of property, plant and equipment	物業、廠房及設備折舊	1,782	195
Bad debt written off	壞賬撇銷	—	1,200
Gain on bargain purchase on acquisition of an associate	就收購一間聯營公司進行議價收購之收益	(2,416)	—
Fair value gain on investment properties	投資物業之公平值收益	(6,981)	—
Amortisation of intangible assets	無形資產攤銷	11,600	11,600
Impairment loss on intangible asset	無形資產之減值虧損	14,309	—
Gain on extinguishment of financial liabilities	抵銷金融負債之收益	(2,811)	—
Loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損	—	14
Gain of disposal of subsidiaries	出售附屬公司之收益	(3,534)	(19,483)
Interest income	利息收入	(57)	(51)
Finance costs	融資成本	12,542	1,729
Impairment loss on amount due from an associate	應收一間聯營公司款項之減值虧損	6,000	—
Impairment loss on goodwill	商譽減值虧損	10,997	617
Operating loss before changed in working capital	營運資金變動前之經營虧損	(24,409)	(17,937)
Decrease/(increase) in inventories	存貨減少/(增加)	11,466	(14,984)
Increase in trade and other receivables	貿易及其他應收款項增加	(54,747)	(58,671)
(Decrease)/increase in trade and other payable	貿易及其他應付款項(減少)/增加	(19,351)	8,769
Decrease in asset held for sales	持作出售資產減少	—	1,723
Cash used in operating activities	經營業務所用之現金	(87,041)	(81,100)
Tax paid – PRC tax	已付稅項 – 中國稅項	—	(133)
Net cash used in operating activities	經營業務所用之現金淨額	(87,041)	(81,233)

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

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

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元 (Re-presented) (經重列)
Investing activities	投資活動		
Cash effect on disposal of subsidiaries	出售附屬公司之現金影響	(15)	58,894
Deposit paid for acquisition of subsidiaries	收購附屬公司已付按金	—	(10,000)
Refund of deposit paid for acquisition of subsidiaries	償還收到附屬公司已付按金	10,000	—
Cash effect for acquisition of subsidiaries	收購附屬公司之現金影響	(4,900)	(29,991)
Payment for purchase of property, plant and equipment	就購買物業、廠房及設備付款	(9,863)	(394)
Advance to an associate	向一間聯營公司墊款	—	(13,272)
Interest received	已收利息	57	51
Net cash (used) in/generated from investing activities	投資活動(所用)/所得之現金淨額	(4,721)	5,288
Financing activities	融資活動		
Proceeds from issue of convertible notes	發行可換股票據所得款項	25,800	—
Capital injection from non-controlling interests	非控股權益之注資	45	—
Change in restricted bank deposits	受限制銀行存款變動	—	(772)
Interest paid	已付利息	(3,633)	(856)
Proceeds from short-term loans	短期貸款所得款項	52,000	—
Repayment of a short-term loan	償還短期貸款	(2,000)	—
Repayment of promissory notes	償還承兌票據	(4,815)	(43,000)
Issue of share through right issue	透過供股發行股份	—	81,927
Issue of shares through placing	透過配售發行股份	—	71,444
Net cash generated from financing activities	融資活動所得之現金淨額	67,397	108,743
Net (decrease)/increase in cash and cash equivalents	現金及現金等價物之淨額(減少)/增加	(24,365)	32,798
Cash and cash equivalents at 1 January	於一月一日之現金及現金等價物	40,188	7,163
Effect of foreign rate changes	匯兌變動之影響	(3,417)	227
Cash and cash equivalents at 31 December	於十二月三十一日之現金及現金等價物	12,406	40,188

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

1. GENERAL INFORMATION

Evershine Group Holdings Limited (the “Company”) is a public limited company incorporated in Hong Kong with its shares listed on the Growth Enterprise Market (the “GEM”) Board of The Stock Exchange of Hong Kong Limited.

The address of the registered office and principal place of business of the Company are at 16th Floor, Henan Building, 90 & 92 Jaffe Road, Wan Chai Hong Kong.

The principal activity of the Company is investment holding. The subsidiaries and associates of the Company are engaged in the provision of travel agency services, mobile application business, trading business, property development and investment business, cemetery business.

The consolidated financial statements are presented in Hong Kong dollars (HK\$), which is the same as the functional currency of the Company.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Statement of compliance

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

1. 一般資料

永耀集團控股有限公司(「本公司」)為一間於香港註冊成立之公眾有限公司，其股份於香港聯合交易所有限公司創業板(「創業板」)上市。

本公司註冊辦事處及主要營業地址為香港灣仔謝斐道90及92號豫港大廈16樓。

本公司之主要業務為投資控股。本公司附屬公司及聯營公司從事提供旅遊代理服務、手機應用程式業務、貿易業務、物業開發及投資業務及公墓業務。

綜合財務報表以港元呈列，與本公司之功能貨幣相同。

2. 重大會計政策概要

(a) 合規聲明

此等綜合財務報表乃按照香港會計師公會(「香港會計師公會」)頒佈之所有適用香港財務報告準則(「香港財務報告準則」(為所有適用個別香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋之統稱)及香港公認會計原則以及香港公司條例之規定編製。此等綜合財務報表亦遵守香港聯合交易所有限公司創業板證券上市規則(「創業板上市規則」)之適用披露規定。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(b) Basis of preparation of the financial statements

The measurement basis used in the preparation of the financial statements is the historical cost basis, except for investment properties which are measured at fair value.

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

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

(c) Application of new and revised Hong Kong Financial Reporting Standards (HKFRSs)

Amendments to HKFRSs that are mandatorily effective for the current year

In the current year, the Group has applied a number of amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (HKICPA) that are mandatorily effective for an accounting period that begins on or after 1 January 2016. These amendments have been applied by the Group for the first time in the current year unless otherwise specified. The impact of these amendments are described below.

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

The amendments mainly clarify that the exemption from preparing consolidated financial statements is available to a parent entity that is a subsidiary of an investment entity, even if the investment entity measures all its subsidiaries at fair value in accordance with HKFRS 10. The Company is not an investment entity. Also, given that the Company is a listed entity, the consolidation exception set out in the amendments will not be applicable to the Company and hence the application of these amendments has had no material impact on the Group's consolidated financial statements.

2. 重大會計政策概要(續)

(b) 財務報表之編製基準

編製財務報表所採納之計量基準為歷史成本基準，惟以公平值計量之投資物業除外。

根據香港財務報告準則編製財務報表需要管理層作出判斷、估計及假設，該等判斷、估計及假設影響政策之應用以及資產、負債、收入及開支之呈報金額。估計及相關假設乃根據以往經驗及在相關情況下認為合理之多項其他因素作出，其結果構成管理層未能明顯地從其他來源取得資產及負債之賬面值時所作出判斷之基礎。實際結果有可能會與估計出現差異。

估計及相關假設乃按持續基礎不斷檢討。倘會計估計之修訂只是影響某一期間，其影響便會在該期間內確認；倘修訂對當前及未來期間均有影響，則在作出修訂之期間和未來期間確認。

(c) 應用新訂及經修訂香港財務報告準則(香港財務報告準則)

本年度強制生效之香港財務報告準則修訂本

本年度，本集團應用香港會計師公會(香港會計師公會)頒佈且於二零一六年一月一日或之後開始會計期間強制生效之若干香港財務報告準則修訂本。除另有所指外，本集團於本年度首次應用該等修訂。該等修訂之影響載述如下。

a) 香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第28號修訂本投資實體：應用綜合入賬之例外情況

該等修訂本主要澄清，豁免編製綜合財務報表乃適用於屬投資實體之附屬公司之母公司實體，即使投資實體根據香港財務報告準則第10號按公平值計量其所有附屬公司。本公司並非投資實體。此外，由於本公司為上市實體，修訂本所列之綜合入賬例外情況將不適用於本公司，因此，應用該等修訂本對本集團之綜合財務報表並無重大影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(c) Application of new and revised Hong Kong Financial Reporting Standards (HKFRSs) (Continued)

Amendments to HKFRSs that are mandatorily effective for the current year (Continued)

b) Amendments to HKFRS 11 Accounting for Acquisitions of Interests in Joint Operations

The amendments provide guidance on how to account for the acquisition of a joint operation that constitutes a business as defined in HKFRS 3 Business Combinations. Specifically, the amendments state that the relevant principles on accounting for business combinations in HKFRS 3 and other standards should be applied. The amendments also require that a joint operator to disclose the relevant information required by HKFRS 3 and other standards for business combinations. The amendments require prospective application; prospectively in annual periods beginning on or after 1 January 2016. The Group did not have any such transactions in the current year and hence the application of these amendments has had no impact on the Group's consolidated financial statements.

c) Amendments to HKAS 1 Disclosure Initiative

The amendments clarify that an entity need not provide a specific disclosure required by a HKFRS if the information resulting from that disclosure is not material (even if the HKFRS contains a list of specific requirements or describes them as minimum requirements). The amendments also give guidance on the bases of aggregating and disaggregating information for disclosure purposes. The amendments emphasize that an entity should consider whether to provide additional disclosures when compliance with the specific requirements in HKFRSs is insufficient to enable users of financial statements to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance. Furthermore, the amendments require that an entity's share of the other comprehensive income of associates and joint ventures accounted for using the equity method should be presented separately from those arising from the Group, and should be separated into the share of items that, in accordance with other HKFRSs: (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.

The application of these amendments has had no material impact on the Group's consolidated financial statements.

2. 重大會計政策概要(續)

(c) 應用新訂及經修訂香港財務報告準則(香港財務報告準則)(續)

本年度強制生效之香港財務報告準則修訂本(續)

b) 香港財務報告準則第11號修訂本收購共同經營權益之會計法

該等修訂本就如何為收購構成香港財務報告準則第3號業務合併所界定業務之共同經營作會計處理提供指引。具體而言，該等修訂本規定，有關香港財務報告準則第3號所述業務合併會計處理方法之有關原則及其他準則應予採用。該等修訂亦要求共同經營者就業務合併披露香港財務報告準則第3號及其他準則所規定之有關資料。該等修訂本須按未來適用基準應用，於二零一六年一月一日或之後開始之年度期間提前應用。本集團於本年度並無任何該等交易，因此，應用該等修訂本對本集團之綜合財務報表並無影響。

c) 香港會計準則第1號修訂本披露計劃

該修訂本澄清，倘有關披露所產生之資料不重大(即使香港財務報告準則載有特定規定之清單或將其列為最低規定)，則實體毋須提供香港財務報告準則規定之特定披露。該等修訂本亦就為披露目的匯總及分類信息之基礎提供指引。該等修訂本強調，實體應考慮在符合香港財務報告準則之指定規定不足以使財務報表使用者能夠了解特定交易、其他事件及條件對該實體之財務狀況及財務表現之影響時是否提供額外披露。此外，該等修訂本規定，實體對於使用權益法入賬之聯營公司及合營企業之其他全面收益中之應佔份額，應與本集團所產生的分別呈列，並應按照其他香港財務報告準則分為以下項目份額：(i)其後將不會重新分類至損益；及(ii)當符合特定條件時，其後將重新分類至損益。

應用該等修訂本並無對本集團之綜合財務報表造成重大影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(c) Application of new and revised Hong Kong Financial Reporting Standards (HKFRSs) (Continued) Amendments to HKFRSs that are mandatorily effective for the current year (Continued)

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

The amendments to HKAS 16 prohibit entities from using a revenue-based depreciation method for items of property, plant and equipment. The amendments to HKAS 38 introduce a rebuttable presumption that revenue-based amortisation is not an appropriate basis for amortisation of an intangible asset. The amendments states that such a presumption can only be rebutted in the following two limited circumstances:

- when the intangible asset is expressed as a measure of revenue; or
- when it can be demonstrated that revenue and consumption of the economic benefits of the intangible asset are highly correlated.

With regard to the Group's property, plant and equipment and intangible assets, the Group did not use revenue-based depreciation method and hence the amendments have not have any impact on the Group's financial position and financial performance. Rather, the Group has been using the straight-line method for depreciation and amortisation for its property, plant and equipment, and intangible assets respectively.

e) Amendments to HKAS 16 and HKAS 41 Agriculture: Bearer Plants

The amendments define a bearer plant that is a living plant that:

- a) is used in the production or supply of agricultural produce;
- b) is expected to bear produce for more than one period; and
- c) has a remote likelihood of being sold as agricultural produce except for incidental scrap sales.

The amendments require that biological assets that meet the definition of a bearer plant should be accounted for as property, plant and equipment in accordance with HKAS 16, instead of HKAS 41. The product growing on bearer plants continues to be accounted for in accordance with HKAS 41.

2. 重大會計政策概要(續)

(c) 應用新訂及經修訂香港財務報告準則 (香港財務報告準則)(續)

本年度強制生效之香港財務報告準則修訂本(續)

d) 香港會計準則第16號及香港會計準則第38號修訂本澄清折舊及攤銷之可接受方法

香港會計準則第16號修訂本禁止實體就物業、廠房及設備項目使用以收益為基礎之折舊法。香港會計準則第38號修訂本引入可推翻之推定，即以收益為基礎之折舊法並非無形資產攤銷之合適基準。該等修訂本列明該推定僅可於以下兩種有限情況下被推翻：

- 當無形資產以收益來計量；或
- 當可證明收益與無形資產經濟利益之消耗存在密切關聯時。

就本集團之物業、廠房及設備以及無形資產而言，本集團並無使用以收益為基礎之折舊法，因此該等修訂本對本集團之財務狀況及財務表現並無任何影響。反而，本集團對物業、廠房及設備以及無形資產分別使用直線法作折舊及攤銷。

e) 香港會計準則第16號及香港會計準則第41號修訂本農業：生產性植物

該等修訂本對生產性植物之定義為存活之植物而：

- a) 用於農作物之生產或供應；
- b) 預期可帶來多於一造之產物；及
- c) 不大可能會被當作農作物銷售，惟偶然之廢料銷售除外。

該等修訂本規定，符合生產性植物定義之生物資產，應按照香港會計準則第16號(而非香港會計準則第41號)入賬列作物業、廠房及設備。於生產性植物生長之農作物繼續根據香港會計準則第41號入賬。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(c) Application of new and revised Hong Kong Financial Reporting Standards (HKFRSs) (Continued) Amendments to HKFRSs that are mandatorily effective for the current year (Continued)

e) Amendments to HKAS 16 and HKAS 41 Agriculture: Bearer Plants (Continued)

The application of these amendments has had no impact on the Group's consolidated financial statements as the Group is not engaged in agricultural activities.

f) Annual Improvements to HKFRSs 2012-2014 Cycle

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

Firstly, the amendments to HKFRS 5 introduce specific guidance for when an entity reclassifies an asset (or disposal group) from held for sale to held for distribution to owners (or vice versa). The amendments clarify that such a change should be considered as a continuation of the original plan of disposal and hence requirements set out in HKFRS 5 regarding the change of sale plan do not apply.

Secondly, the amendments to HKFRS 7 provide additional guidance to clarify whether a servicing contract is continuing involvement in a transferred asset for the purpose of the disclosures required in relation to transferred assets.

Thirdly, the amendments to HKAS 19 clarify that the rate used to discount post-employment benefit obligations should be determined by reference to market yields at the end of the reporting period on high quality corporate notes. The assessment of the depth of a market for high quality corporate notes should be at the currency level (i.e. the same currency as the benefits are to be paid). For currencies for which there is no deep market in such high quality corporate notes, the market yields at the end of the reporting period on government notes denominated in that currency should be used instead. The Group did not have any defined benefit scheme.

The application of these amendments has had no material effect on the Group's consolidated financial statements.

2. 重大會計政策概要(續)

(c) 應用新訂及經修訂香港財務報告準則(續)

本年度強制生效之香港財務報告準則修訂本(續)

e) 香港會計準則第16號及香港會計準則第41號修訂本農業：生產性植物(續)

由於本集團並非從事農業活動，因此應用該等修訂本並不影響本集團之綜合財務報表。

f) 香港財務報告準則二零一二年至二零一四年週期年度改進

香港財務報告準則二零一二年至二零一四年週期年度改進包括對不同香港財務報告準則之多項修訂，概述如下。

首先，香港財務報告準則第5號修訂本引入特定指引，實體將資產(或出售組別)由持作出售重新分類至持作分派予擁有人(或反之亦然)之時間。該等修訂本澄清，該項更改應被視為原始處置計劃之延續，因此香港財務報告準則第5號所載有關更改銷售計劃之規定並不適用。

第二，香港財務報告準則第7號修訂本提供額外指引，以澄清就已轉讓資產所須作出之披露而言，一項有效合約是否持續參與一項已轉讓資產。

第三，香港會計準則第19號修訂本澄清用於離職後福利責任貼現之比率應參考優質公司票據於報告期末之市場收益而釐定。優質公司票據之市場深度評估應按貨幣層面(即用於支付福利之同一貨幣)進行。倘相關貨幣並無有關優質公司票據之深度市場，則應轉而使用以該貨幣計值之政府票據於報告期末之市場收益。本集團並無任何定額福利計劃。

應用該等修訂本並無重大影響本集團之綜合財務報表。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(d) Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

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

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the profit or loss 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 are attributed to the shareholders of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the shareholders of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

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

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

2. 重大會計政策概要(續)

(d) 綜合基準

綜合財務報表包含本公司及由本公司及其附屬公司控制之實體之財務報表。倘屬以下情況，則本公司取得控制權：

- 可對投資對象行使權力；
- 因參與投資對象之業務而可獲得或有權獲得可變回報；及
- 有能力藉行使其權力而影響該等回報。

倘有事實或情況顯示上述三項控制因素中，有一項或以上出現變數，本集團會重新評估其是否控制投資對象。

本集團於獲得附屬公司控制權時將附屬公司綜合入賬，並於失去附屬公司控制權時終止綜合入賬。具體而言，於本年度內購入或出售之附屬公司之收入及開支，按自本集團獲得控制權當日起至本集團失去附屬公司控制權當日止，計入損益內。

損益及其他全面收益歸屬於本公司股東及非控股權益。附屬公司之全面收益總額歸屬於本公司股東及非控股權益，即使此舉會導致非控股權益產生虧絀結餘。

若有必要，將對附屬公司之財務報表作出調整，以令彼等之會計政策與本集團所採用者一致。

所有本集團成員間有關交易之資產及負債、權益、收入、支出及現金流量於綜合時全數對銷。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(e) Business combinations

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

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

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

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

2. 重大會計政策概要(續)

(e) 業務合併

收購業務採用收購法入賬。業務合併之轉撥代價按公平值計量，而計算方法為本集團所轉讓之資產於收購日期之公平值、本集團向被收購方原擁有人產生之負債及本集團於交換被收購方之控制權發行之股權之總額。有關收購之費用於產生時一般於損益中確認。

於收購日，所收購之可識別資產及所承擔之負債乃按公平值確認，惟下文所述者除外：

- 遞延稅項資產或負債及與僱員福利安排有關之負債或資產，分別根據香港會計準則第12號「所得稅」及香港會計準則第19號「僱員福利」確認並計量；
- 與被收購方以股份為基礎之付款安排或以本集團以股份為基礎之付款安排取代被收購方以股份為基礎之付款安排相關之負債或股本工具乃於收購日期根據香港財務報告準則第2號「以股份為基礎之付款」計量；及
- 根據香港財務報告準則第5號持作出售之非流動資產及已終止經營業務分類為持作出售之資產(或出售組別)則根據該準則計量。

商譽是以所轉撥之代價、非控股權益於被收購方中所佔金額、及收購方以往持有之被收購方股權之公平值之總和(如有)，減所收購之可識別資產及所承擔之負債於收購日期之淨值後，所超出之差額計值。倘經過重新評估後，所收購之可識別資產與所承擔負債於收購日期之淨額高於轉撥之代價、非控股權益於被收購方中所佔金額與收購方先前持有被收購方之權益之公平值之總和(如有)，則差額即時於損益內確認為議價收購收益。

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綜合財務報表附註

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(e) Business combinations (Continued)

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets.

The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at their fair value or, when applicable, on the basis specified in another HKFRSs.

(f) Acquisition of assets

For the acquisition of assets effected through a non-operating corporate structure that does not represent a business, it is considered that the transactions does not meet the definition of a business combination. Accordingly the transaction is accounted for as the acquisition of asset and such transaction does not give rise to goodwill.

(g) Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less any accumulated impairment losses, if any, and is presented separately in the consolidated statement of financial position.

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

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

2. 重大會計政策概要(續)

(e) 業務合併(續)

屬現時擁有權益且於清盤時賦予其持有人按比例分佔實體資產淨值之非控股權益可初步按公平值或非控股權益應佔被收購方可識別資產淨值之已確認金額比例計量。

計量基準之選擇乃按每次交易為基礎。其他類型之非控股權益乃按其公平值或(倘適用)按另一項香港財務報告準則規定之基準計量。

(f) 收購資產

就透過不代表業務之非經營企業架構影響收購資產，考慮為交易不符合業務合併之定義。因此交易被計量為收購資產而該等交易並不產生商譽。

(g) 商譽

因收購業務產生之商譽乃按成本(於收購業務當日確定)減累計減值虧損(如有)入賬，並於綜合財務狀況表內分開呈列。

就減值測試而言，商譽將分配至預計自合併之協同效應中受惠之各相關現金產生單位(或現金產生單位組別)。

已獲分配商譽之現金產生單位每年或倘有跡象顯示有關單位可能出現減值時更頻密地進行減值測試。就於報告期間因收購而產生之商譽而言，商譽所產生之現金產生單位於該報告期末前進行減值測試。當現金產生單位之可收回金額低於其賬面值時，則首先削減分配予單位之任何商譽之賬面值以分配減值虧損，其後再根據單位內各資產之賬面值按比例分配予單位之其他資產。商譽之任何減值虧損會直接於損益中確認。商譽之已確認減值虧損不可於其後期間內撥回。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(h) Interests in associates

Associates are entities over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 49% of the voting rights. Investments in associate are accounted for using the equity method of accounting. Under the equity method, the investment is initially recognised at cost and the carrying amount is increased or decreased to recognised the investor's share of profit or loss of the investee after date of acquisition. The Group's investments in associates include goodwill identified on acquisition. Under the acquisition of the ownership interest in an associate, any difference between the cost of the associate and the Group's share of net fair value of the associates identifiable assets and liabilities is accounted for as goodwill.

If the ownership interest in an associate is reduced but significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income is reclassified to income statement where appropriate.

The Group's share of post-acquisition profit or loss is recognised in the income statement, and its share of cost-acquisition movements in other comprehensive income is recognised in other comprehensive income with a corresponding adjustment to the carrying amount of the investment. When the Group's share of losses in an associate equal or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred legal or constructive obligations or made payments on behalf of the associate.

The Group determines at each reporting date whether there is any objective evidence that the investment in the associate is impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value and recognises the amount adjacent to share of profit of investments accounted for using equity method' in the income statement.

2. 重大會計政策概要(續)

(h) 於聯營公司之權益

聯營公司是指本集團對其有重大影響，但並無實際控制權，一般為擁有20%–49%的表決權股本。投資聯營公司採用權益法入賬。根據權益法，投資初步以成本確認，而收購日期後增加或減少賬面值以確認投資者在受資者損益中應佔之份額。本集團投資聯營公司包含收購時確認之商譽。根據收購聯營公司之擁有權權益，聯營公司之成本及本集團佔聯營公司可識別資產及負債之淨公平值之間任何差異入賬列作商譽。

倘於聯營公司之擁有權權益被削減但對其仍造成重大影響，則只有按比例將之前於其他綜合收益中確認之數額重新分類至損益(如適當)。

本集團之收購後損益份額在收益表中確認，而其他綜合收益中之收購後變動於其他綜合收益中之投資賬面值作出相應調整後確認。當本集團於聯營公司中虧損之份額等於或超過於聯營公司之權益，包括任何其他無抵押應收賬款，除非其已承擔法律或推定義務，或代表聯營公司支付，否則本集團不會確認進一步虧損。

本集團於各報告日決定是否有任何客觀證據證明於聯營公司之投資被減值。倘發生這種情況，本集團將以聯營企業之可收回金額與賬面值之間之差異作為減值金額計算減值金額，並於收益表中確認權益法下投資溢利之份額之金額。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(h) Interests in associates (Continued)

Profits and losses resulting from upstream and downstream transactions between the Group and its associate are recognised in the Group's financial statements only to the extent of unrelated investor's interests in the associates. Unrealised losses are eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associates have been changed where necessary to ensure consistency with the policies adopted by the Group.

Gain or losses on dilution of equity interest in associates are recognised in the income statement.

(i) Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation (including property under construction for such purposes). Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are measured at fair value. All of the Group's property interests held under operating leases to earn rentals or for capital appreciation purposes are accounted for as investment properties and are measured using the fair value model. Gains and losses arising from changes in the fair value of investment properties are included in profit or loss in the period in which they arise.

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

(j) Property, plant and equipment

Property, plant and equipment are stated in the consolidated statement of financial position at cost less accumulated depreciation and impairment.

2. 重大會計政策概要(續)

(h) 於聯營公司之權益(續)

本集團及其聯營公司之間之上游和下游交易所產生損益於本集團財務報表中確認，並只限於聯營公司無關聯投資者權益之份額。未變現虧損將被抵除，除非交易可證明資產減值。有需要時，聯營公司之會計政策已作出更改，以確保與本集團所採納之政策一致。

聯營公司之攤薄股權損益於收益表中獲確認。

(i) 投資物業

投資物業指為賺取租金及／或為資本增值而持有之物業(包括就該等目的而興建之在建物業)。投資物業初步按成本(包括交易成本)計量。於初步確認後，投資物業按公平值計量。本集團根據經營租約持作賺取租金或資本增值用途之全部物業權益入賬列為投資物業並使用公平值模式計量。投資物業公平值變動產生之收益及虧損於產生期間計入損益內。

投資物業於出售或於其被永久終止使用或預期不會因出售而獲得未來經濟利益時終止確認。終止確認物業所產生之任何收益或虧損(按出售所得款項淨額與資產賬面值之間之差額計算)於該項目終止確認期間計入損益。

(j) 物業、廠房及設備

物業、廠房及設備於綜合財務狀況表中按成本減去累計折舊及減值列賬。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(j) Property, plant and equipment (Continued)

Depreciation is recognised so as to write off the cost of items of property, plant and equipment, less their estimated residual value, if any, using the straight-line method, over their useful life as follows:

Land and Building	Shorter of remaining lease term or useful life
Furniture, fixtures and equipment	5 years
Motor vehicles	10 years
Leasehold improvement	20 years

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

(k) Non-current assets held for sale and discontinued operations

Non-current assets or disposal groups are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the asset or disposal group is available for immediate sale in its present condition. The Group 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 assets or disposal groups classified as held for sale are measured at the lower of the asset's or disposal group's previous carrying amount and fair value less costs to sell.

A discontinued operation is a component of the Group (i.e. the operations and cash flows of which can be clearly distinguished from the rest of the Group) that either has been disposed of, or is classified as held for sale, and which represents a separate major line of business or geographical area of operations, or is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations, or is a subsidiary acquired exclusively with a view to resale.

2. 重大會計政策概要(續)

(j) 物業、廠房及設備(續)

物業、廠房及設備項目會以直線法在其估計使用期內對其成本減去剩餘價值(如有)後進行折舊如下:

土地及樓宇	餘下租賃期或可使用年期(兩者中以較短者為準)
傢俬、裝置及設備	五年
汽車	十年
租賃物業改善	二十年

物業、廠房及設備項目於出售時或當繼續使用該資產預期不會產生任何日後經濟利益時終止確認。出售或報廢物業、廠房及設備項目所產生之任何收益或虧損(按該資產出售所得款項及賬面值之差額計算)於損益內確認。

(k) 持作銷售之非流動資產及已終止經營業務

非流動資產或出售組別倘其賬面值將可透過銷售交易(而非透過持續使用)而收回,則其將分類為持作銷售。此條件僅會於該項銷售非常有可能落實以及該資產或出售組別可按其現時狀況即時出售時方會被視為已達成。本集團必須承諾進行該項出售,並預期符合資格被確認為於分類日期起計一年內已完成銷售。

分類為可供銷售之非流動資產或出售組別乃按該資產或該出售組別之先前賬面值及公平值之較低者減銷售成本計量。

已終止經營業務為本集團之組成部分(即其營運及現金流量可從本集團其餘部分明顯分辨出來),不論其已予出售或被分類為持作出售,而其代表一項獨立主要業務或一個營運地區或其屬出售一項獨立主要業務或一個營運地區之單一經協調計劃之一部分,或屬僅基於轉售而收購之附屬公司。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(k) Non-current assets held for sale and discontinued operations (Continued)

Classification as a discontinued operation occurs upon disposal or when the component meets the criteria to be classified as held for sale in accordance with HKFRS 5, if earlier. It also occurs when the component is abandoned.

When an operation is classified as discontinued, a single amount is presented in the statement of profit or loss, which comprises:

- The post-tax profit or loss of the discontinued operation; and
- The post-tax gain or loss recognised on the measurement to fair value less costs to sell, or on the disposal, of the assets or disposal group constituting the discontinued operation.

(l) Intangible assets

(i) Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at costs less accumulated amortisation and any accumulated impairment losses. The estimated useful lives and amortisation method are reviewed at the end of each reporting period, with the effective of any changes in estimate being accounted for on a prospective basis.

(ii) Intangible assets acquired in a business combination

The cost of intangible assets acquired in business combination is the fair value at the date of acquisition. Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

Intangible assets are derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset are measured at the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in profit or loss in the period when the assets are derecognised.

2. 重大會計政策概要(續)

(k) 持作銷售之非流動資產及已終止經營業務(續)

分類作為一項已終止業務於出售時或當某部分根據香港財務報告準則第5條符合被分類為持作銷售之條件時(倘屬較早發生者)發生。其亦當該組成部分遭棄置時發生。

當一項業務分類為已終止經營時，損益賬上將呈列一項單一金額，其包括：

- 已終止經營業務之除稅後損益；及
- 於計量組成已終止經營業務之資產或出售組別之公平值銷售成本或其於出售時確認之除稅後盈虧。

(l) 無形資產

(i) 獨立收購之無形資產

獨立購入及擁有有限可使用年期之無形資產乃按成本減累計攤銷及累計減值虧損列賬。估計可使用年期及攤銷方法於各報告期末進行審閱，而任何估計變動之影響則提前追溯入賬。

(ii) 於業務合併中收購之無形資產

於業務合併中收購之無形資產之成本為於收購日期之公平值。年期有限之無形資產其後於可使用經濟年期內攤銷，並於有跡象顯示無形資產可能出現減值時進行減值評估。可使用年期有限之無形資產之攤銷年期及攤銷方法至少於各財政年度末檢討一次。

無形資產於出售時或當預期使用或出售資產不會產生任何日後經濟利益時終止確認。取消確認無形資產所產生之損益按出售所得款項淨額與資產賬面值之差額計量，並於取消確認資產期間於損益內確認。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(m) Impairment of non-financial assets

At the end of the reporting period, the Group reviews the carrying amounts of its assets 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 estimate the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocate to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs to 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 cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) 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 a cash-generating unit) in prior years. A reversal of an impairment loss is recognised in profit or loss.

2. 重大會計政策概要(續)

(m) 非金融資產之減值

於報告期末，本集團審閱其資產之賬面值，以釐定是否有任何跡象顯示該等資產出現減值虧損。如有任何該等跡象出現，則會估計資產之可收回金額，以釐定減值虧損(如有)之程度。倘不能估計單一該資產之可收回金額，則本集團會估計該資產所屬現金產生單位之可收回金額。倘可以識別一個合理和一致之分配基礎，企業資產亦會被分配到個別之現金產生單位，否則或會被分配到可識別一個合理和一致之分配基準之最小現金產生單位組別中。

可收回金額為公平值減出售成本及使用價值之較高者。評估使用價值時，估計未來現金流量乃使用稅前貼現率折現至其現值，該貼現率反映目前市場對資金時間值之評估以及估計未來現金流量未經調整之資產之獨有風險。

倘資產(或現金產生單位)之可收回金額估計低於其賬面值，則該資產(或現金產生單位)之賬面值將減至其可收回金額。減值虧損即時於損益中確認。

倘減值虧損於其後撥回，資產(或現金產生單位)賬面值將增至經修訂之估計可收回金額，惟因此而增加之賬面值不可超過假設以往年度並無就該資產(或現金產生單位)確認減值虧損而原應釐定之賬面值。減值虧損撥回於損益中確認。

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(n) 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 are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

(i) Financial assets

The Group's financial assets are mainly classified as loans and receivables.

— 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 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 instrument.

2. 重大會計政策概要(續)

(n) 金融工具

當集團實體成為金融工具合約條文之訂約方，會在綜合財務狀況表內確認金融資產及金融負債。

金融資產及金融負債初始按公平值確認。收購或發行金融資產及金融負債直接應佔之交易成本乃於初步確認時加入金融資產或金融負債之公平值或自金融資產或金融負債之公平值內扣除(如適用)。

(i) 金融資產

本集團之金融資產主要歸入為貸款及應收款項。

— 實際利率法

實際利率法是一種計算相關期間內債務工具攤銷成本以及分配利息收入之方法。實際利率為初步確認時將債務工具於估計年期或(如適用)較短期間內之估計未來現金收入(包括所有構成實際利率部分之已付或已收費用、交易成本及其他溢價或折扣)準確折現至賬面淨值之利率。

債務工具之利息收入按實際利率法確認。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(n) Financial instruments (Continued)

(i) Financial assets (Continued)

— Loan 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 receivable including trade and other receivables, restricted bank deposits and cash and cash equivalents are carried at amortised cost using the effective interest method, less any identified impairment losses.

— Impairment of loans and receivables

Loans and receivables are assessed for indicators of impairment at the end of the reporting period. Loans and receivables 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, the estimated future cash flows have been affected. 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 bankruptcy or financial re-organisation.

For certain categories of loans and receivables, such as trade receivables 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 and observable changes in national or local economic conditions that correlate with default on receivables.

2. 重大會計政策概要(續)

(n) 財務工具(續)

(i) 金融資產(續)

— 貸款及應收款項

貸款及應收款項乃於活躍市場並無報價之固定或可釐定付款之非衍生金融資產。於初步確認後，貸款及應收款項(包括貿易及其他應收款項、受限制銀行存款以及現金及現金等價物)均按攤銷成本採用實際利率法減任何已識別減值虧損入賬。

— 貸款及應收款項之減值

貸款及應收款項乃於各報告期間末評估是否出現減值跡象。若有客觀證據證明貸款及應收款項之估計未來現金流量因初步確認後發生之一項或多項事件而受到影響，則視為出現減值。減值之客觀證據包括：

- 發行人或交易方遇到嚴重財務困難；或
- 違約，例如逾期或拖欠利息或本金付款；或
- 借款人有可能破產或進行財務重組。

若干類別之貸款及其他應收款項(如貿易應收款項)，資產經評估後不作出個別減值，會另外進行整體的減值評估。應收款項組合出現減值之客觀證據可能包括本集團過往收款經驗以及國家或地區經濟狀況出現明顯變動導致應收款項未能償還。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(n) Financial instruments (Continued)

(i) Financial assets (Continued)

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

The carrying amount of the loans and receivables is reduced by the impairment loss directly for all financial assets with the exception of trade receivable, 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 receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to profit or loss.

(ii) Financial liabilities

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.

— Equity instrument

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

2. 重大會計政策概要(續)

(n) 金融工具(續)

(i) 金融資產(續)

所確認之減值虧損為資產賬面值與按金融資產原實際利率貼現之估計未來現金流量之現值之差額。如在往後期間減值虧損金額減少，而有關減少在客觀上與確認減值虧損後發生之事件有關，則先前已確認之減值虧損將透過損益賬撥回，惟該資產於減值被撥回當日之賬面值不得超過未確認減值時之已攤銷成本。

貸款及應收款項之賬面值會直接就所有金融資產的減值虧損扣減，惟貿易應收款項之賬面值則透過使用撥備賬扣減。撥備賬之賬面值變動會於損益中確認。當應收款項被視為不可收回時，會於撥備賬內撇銷。之前已撇銷之款項如其後收回，則計入損益。

(ii) 金融負債

集團實體發行之債務及權益工具乃根據合約安排之性質與金融負債及權益工具之定義分類為金融負債或權益。

— 權益工具

權益工具乃證明本集團於扣減所有負債後之資產中擁有剩餘權益之任何合約。本公司發行之權益工具按扣除直接發行成本後之已收所得款項入賬。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(n) Financial instruments (Continued)

(ii) Financial liabilities (Continued)

— Equity instrument (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.

— Other financial liabilities

Financial liabilities including trade and other payables, promissory notes and short-term loans are subsequently measured at amortised cost, using the effective interest method.

— Convertible notes

Convertible notes issued by the Group 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.

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 notes and the fair value assigned to the liability component, representing the conversion option for the holder to convert the notes into equity, is included in equity (convertible notes equity reserve).

2. 重大會計政策概要(續)

(n) 金融工具(續)

(ii) 金融負債(續)

— 股權工具(續)

實際利率法

實際利息法是一種計算相關期間內金融負債攤銷成本以及分配利息收入之方法。實際利率為將金融負債於估計年期或(如適用)較短期間內之估計未來現金付款(包括支付或收取之構成實際利率組成部分之所有費用及貼息、交易費用以及其他溢價或折價)準確折現之利率折現至初步確認時賬面淨值。

利息開支按實際利率法確認。

— 其他金融負債

金融負債(包括貿易及其他應付款項、承兌票據及短期貸款)於其後使用實際利息法按攤銷成本計量。

— 可換股票據

本集團所發行包含負債及換股期權部分的可換股票據，乃於初步確認時根據所訂立合約安排內容以及金融負債及權益工具的定義，獨立分類為相關項目。將以固定金額現金或另一項金融資產交換本公司本身固定數目的權益工具方式結清的換股期權乃分類為權益工具。

於初步確認時，負債部分之公平值按類似非可換股債務之現行市場利率釐定。發行可換股票據所得款項總額與負債部分(指換股期權持有人將票據兌換為權益)之公平值之差額計入權益(可換股票據股權儲備)。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(n) Financial instruments (Continued)

(ii) Financial liabilities (Continued)

— Convertible notes (Continued)

In subsequent periods, the liability component of the convertible notes is carried at amortised cost using the effective interest method. The equity component, representing the option to convert the liability component into ordinary shares of the Company, will remain in convertible notes equity reserve until the embedded option is exercised (in which case the balance stated in convertible notes equity reserve will be transferred to share premium). Where the option remains unexercised at the expiry date, the balance stated in convertible notes equity reserve will be released to the retained profits. Neither gain nor loss is recognised in profit or loss upon conversion or expiration of the option.

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

(iii) Derecognition

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire.

On derecognition of a financial asset, 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.

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

2. 重大會計政策概要(續)

(n) 金融工具(續)

(ii) 金融負債(續)

— 可換股票據(續)

於往後期間，可換股票據之負債部分按實際利率法以攤銷成本計量。權益部分(指期權轉換負債部分為本公司之普通股)將維持於可換股票據股權儲備，直至所涉及期權獲行使(於此情況下，可換股票據股權儲備所示之結餘將轉換為股份溢價)。倘期權於到期日尚未行使，則於可換股票據股權儲備所示之結餘將釋放至保留溢利。期權獲兌換或到期時將不會於損益內確認任何收益或虧損。

與發行可換股票據有關之交易成本乃按所得款項總額之分配比例分配至負債及權益部分。與權益部分有關之交易成本會直接計入權益內。與負債部分有關之交易成本則計入負債部分之賬面值，並於可換股票據期間內採用實際利率法攤銷。

(iii) 終止確認

本集團僅於資產收取現金流量之合約權利屆滿時終止確認金融資產。

於終止確認金融資產時，資產賬面值與已收及應收代價以及於其他全面收益確認及於權益累計之累計盈虧之總和間之差額會於損益賬確認。

本集團僅在責任獲免除、取消或終止時，方會終止確認金融負債。獲終止確認之金融負債之賬面值與已付及應付代價間差額會於損益賬確認。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(o) 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 lease.

(i) *The Group as lessor*

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

(ii) *The Group as lessee*

Assets held under finance leases are initially recognised as assets of the Group at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the consolidated statement of financial position as a finance lease obligation.

Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognised immediately in profit or loss, unless they are directly attributable to qualifying assets, in which case they are capitalised in accordance with the Group's general policy on borrowings costs.

Operating lease payments are recognised as an expenses on a straight line basis over the term of the relevant lease. Benefits received and receivable as in incentive to enter into an operating lease are recognised as a reduction of rental expenses over the lease term on a straight line basis.

(p) Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are determined on weighted average method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

2. 重大會計政策概要(續)

(o) 租賃

當租賃條款所涉及擁有權之絕大部分風險及回報轉讓予承租人之租賃，均列作融資租賃。所有其他租賃均列作營業租賃。

(i) 本集團作為出租人

營業租賃之租金收入乃按相關租約年期以直線法於損益賬確認。

(ii) 本集團作為承租人

根據融資租約持有之資產初步以其公平值於租約期初或(如較低)以最低租約付款之現值確認為本集團資產。結欠出租人之相應負債在綜合財務狀況表內列為融資租約責任。

租約付款按比例分配至融資費用及減少租約承擔，以就負債之餘額達致固定利率。融資費用即時於損益賬確認，除非融資費用直接歸屬於合資格資產，在此情況下，融資費用根據本集團有關借貸成本之一般政策資本化。

經營租約付款乃按租期以直線法確認為開支。所得及應收利益(即進行經營性租賃之激勵)根據租賃條件以直線法確認為租賃開支減少。

(p) 存貨

存貨按成本值及可變現淨值兩者之較低者列賬。存貨之成本值按加權平均法釐定。可變現淨值指存貨估計售價減所有完成估計成本及出售時所需成本。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(q) Cash and cash equivalents

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

For the purpose of the consolidated statement of financial position, cash and bank balances comprise cash on hand and at banks which are not restricted as to use.

(r) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Provided it is probable that the economic benefits will flow to the Group and the revenue and cost, if applicable, can be measured reliably, revenue is recognised in profit or loss as follows:

- i) Service income — service income is recognised when the related services are provided.
- ii) Interest income — interest income is recognised as it accrues using the effective interest method.
- iii) Rental income — rental income is recognised on a straight-line basis over the terms of the relevant leases.
- iv) Sales of goods — revenue from sales of goods is recognised when the significant risks and rewards of ownership have been transferred to the buyer.

2. 重大會計政策概要(續)

(q) 現金及現金等價物

就綜合現金流量表而言，現金及現金等價物包括手頭現金及活期存款、於購入後三個月內到期可隨時轉換為已知數額現金且其價值變動風險不大之短期高流通性投資減須應要求償還且構成本集團管理其中部分之銀行透支。

就綜合財務狀況報表而言，現金及銀行結餘包括手頭現金及於銀行不受限制使用之現金。

(r) 收入確認

收入乃按已收或應收代價之公平值計量。倘經濟利益將有可能流入本集團，且收入及成本(倘適用)能可靠計算，則收入將按以下方式在損益賬內確認：

- i) 服務收入 — 服務收入於提供相關服務時確認。
- ii) 利息收入 — 利息收入使用實際利率法於累計時確認。
- iii) 租賃收入 — 租賃收入使用直線法於相關租賃年期確認。
- iv) 銷售貨品 — 銷售貨品的收益於擁有權的重大風險及回報已轉嫁至買方時予以確認。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(r) Revenue recognition (Continued)

- v) Online game and mobile game revenue — The Group operates its online games that allow players to play for free. Players can purchase virtual currency to obtain in-game items and premium features, commonly known as virtual items, to enhance their game-playing experience. Players can pay for virtual currency using different payment platforms. The third-party payment platforms are entitled to the relevant service fees which are withheld and deducted from the gross proceeds of virtual currency collected from the players, with the net amounts remitted to the Group. The consideration received for the purchase of the virtual currency or virtual items is non-refundable and the related contracts are non-cancellable. Such consideration received is initially included in deferred revenue on the consolidated statement of financial position. The Group recognizes revenue on a gross basis and treats the relevant service fees as cost of sales in the consolidated statement of profit or loss.

The virtual items are considered value-added services and rendered over a pre-specified period. The revenue from these virtual items is recognised either upon consumption or ratably over the practical usage period predetermined in the game or throughout the estimated user life of paying players as appropriate.

(s) Employee benefit

(i) Retirement benefits costs

The Group contributes to a defined contribution Mandatory Provident Fund retirement benefits scheme (the “MPF Scheme”) under the Mandatory Provident Fund Scheme Ordinance for all employees in Hong Kong. Contributions are made based on a percentage of the employees’ relevant income and are charged to profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group’s employer contributions vest fully with the employees when contributed in the MPF Scheme.

2. 重大會計政策概要(續)

(r) 收入確認(續)

- v) 在線遊戲及手機遊戲收益 — 本集團經營在線遊戲以供玩家免費玩樂。玩家可購買虛擬貨幣以獲取遊戲物品及升級功能(一般稱為虛擬物品)，從而提升遊戲體驗。玩家可透過不同支付平台購買虛擬貨幣。第三方支付平台有權收取相關服務費用，該等費用將從玩家收取之虛擬貨幣所得款項總額中預扣及扣除，而淨額將匯入本集團。購買虛擬貨幣或虛擬物品所獲代價為不可退還及有關合約為不可撤銷。所獲有關代價初步計入綜合財務狀況表之遞延收益。本集團按總額確認收益，並將相關服務費用在綜合損益表中列為銷售成本。

虛擬物品乃視為增值服務並於規定期間提供。該等虛擬物品之收益於消耗時或遊戲預定之實際使用期限或付費玩家之估計使用期限(以適用者為準)確認。

(s) 僱員福利

(i) 退休福利成本

本集團根據強制性公積金計劃條例為所有香港僱員向定額供款強制性公積金退休福利計劃(「強積金計劃」)作出供款。供款金額按僱員有關收入之百分比計算，並根據強積金計劃規定於應付時計入損益。強積金計劃之資產與本集團所持有之資產分開保存，由獨立管理基金持有。本集團之僱主供款於向強積金計劃作出供款時悉數歸屬予僱員。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(s) Employee benefit (Continued)

(i) Retirement benefits costs (Continued)

The employees of the Company's subsidiaries which operate in the People's Republic of China ("PRC") are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute a certain percentage of its payroll costs to the central pension scheme. The contributions are charged to profit or loss as they become payable in accordance with the rules of the central pension scheme.

(ii) Share-based payment transactions

The fair value of share options granted to employees is recognised as an employee cost with a corresponding increase in a capital reserve within equity. The fair value is measured at grant date using a Black-Scholes Option Model, taking into account the terms and conditions upon which the options were granted. Where the employees have to meet vesting conditions before becoming unconditionally entitled to the options, the total estimated fair value of the options is spread over the vesting period, taking into account the probability that the options will vest.

During the vesting period, the number of share options that is expected to vest is reviewed. Any adjustment to the cumulative fair value recognised in prior years is charged/credited to profit or loss for the year of the review, unless the original employee expenses qualify for recognition as asset, with a corresponding adjustment to the capital reserve. On vesting date, the amount recognised as an expenses is adjusted to reflect the actual number of options that vest (with a corresponding adjustment to the capital reserve) except where forfeiture is only due to not achieving vesting conditions that relate to the market price of the Company's shares. The equity amount is recognised in the capital reserve until either the option is exercised or the options expires.

(t) Borrowing cost

Borrowing costs which are not directly attributable to expenditures on qualifying assets are recognised as expenses in profit or loss in the period which they are incurred.

2. 重大會計政策概要(續)

(s) 僱員福利(續)

(i) 退休福利成本(續)

本集團在中華人民共和國(「中國」)營運之附屬公司員工需參與由地方政府機關運作之中央退休金計劃。該等附屬公司需按其薪金成本之若干百分比向中央退休金計劃作出供款。供款金額根據中央退休金計劃規定於應付時計入損益。

(ii) 以股份為基礎之支付交易

授予僱員之股份期權按公平值確認為僱員成本，而權益中之資本儲備亦會相應增加。公平值是在授予日期以柏力克－舒爾斯期權模式計量，並會計及期權授予條款和條件。如果僱員須符合歸屬條件才能無條件地享有股份期權之權利，在考慮到期權歸屬之可能性後，估計授予期權之公平值便會在整個歸屬期內分攤。

本公司會在歸屬期內審閱預期歸屬之股份期權數目。已於以往年度確認之累計公平值之任何調整會在審閱當年在損益中列支／計入；但如果原來之僱員支出符合確認為資產之資格，便會對資本儲備作出相應之調整。已確認為支出之數額會在歸屬日作出調整，以反映所歸屬股份期權之實際數目(同時對資本儲備作出相應之調整)；但只會在無法符合與本公司股份市價相關之歸屬條件時才會放棄股份期權。權益數額在資本儲備中確認，直至期權獲行使或期權到期時為止。

(t) 借貸成本

並非直接應佔合資格資產支出之借貸成本於其產生期內確認為損益之開支。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(u) Income tax

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 the amount as reported in the consolidated statement of profit or loss and other comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable 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 base 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 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.

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

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

2. 重大會計政策概要(續)

(u) 所得稅

所得稅開支指本期應付稅項及遞延稅項之總和。

本期應付稅項乃按本年度之應課稅溢利計算。應課稅損益與綜合全面收入報表中所報溢利不同，是因為前者不包括在其他年度應課稅或可扣稅之收入或開支項目，並且不包括從未課稅或扣稅之項目。本集團之本期稅項負債乃按報告期末已實行或大致上已實行之稅率計算。

於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確認為遞延稅項。所有應課稅暫時差額一般確認為遞延稅項負債，而可能出現可用作抵扣可扣稅暫時差額之應課稅溢利時則確認為遞延稅項資產。若於一項交易中，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既不影響應課稅溢利亦不影響會計溢利之暫時差額，則不會確認該等資產及負債。

遞延稅項負債乃就投資於附屬公司、聯營公司及於合營公司之權益所產生之應課稅暫時差額予以確認，惟若本集團可控制暫時差額之撥回，且此暫時差額有可能在可預見之未來不會撥回除外。與該等投資及利息有關之可扣稅暫時差異所產生之遞延稅項資產僅於可能有足夠以暫時差異利益抵銷之應課稅溢利且預計於可預見未來可以撥回時確認。

遞延稅項資產之賬面值會於各報告期末作檢討，並在不再可能有足夠應課稅溢利讓全部或部分資產得以收回時作調減。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(u) Income tax (Continued)

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.

Current and deferred tax are recognised in profit or loss, except when it relates to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

(v) 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 recognised at the rates of exchanges prevailing on 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 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 translation 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 the profit or loss for the period.

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. Hong Kong dollars) 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, unless exchange rates fluctuate significantly during the year, in which case, the exchange rates prevailing at the dates of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of currency translation reserve (attributed to non-controlling interest as appropriate).

2. 重大會計政策概要(續)

(u) 所得稅(續)

遞延稅項資產及負債乃根據預期於負債償還或資產變現期間之適用稅率(按報告期末已生效或實質上已生效之稅率(及稅法))計量。

遞延稅項負債及資產之計算反映本集團於報告期末所預期收回或償還其資產及負債賬面值之方式所產生之稅務結果。

即期及遞延稅項確認為損益，惟倘遞延稅項與其他全面收入或直接於權益內確認之項目相關之情況下，則目前及遞延稅項亦會分別於其他全面收入或直接於權益內確認。

(v) 外幣

於編製各個別集團實體之財務報告時，以該實體功能貨幣以外之貨幣(外幣)進行之交易均按交易日期之適用匯率換算記賬。於報告期末，以外幣計值之貨幣項目均按該日之適用匯率重新換算。以外幣歷史成本計量之非貨幣項目則不予重新換算。

於結算及換算貨幣項目時產生之匯兌差額均於其產生期間內確認為損益。以公平值計值之非貨幣項目經重新換算後產生之匯兌差額於有關期間計入損益。

就呈列綜合財務報表而言，本集團海外業務之資產及負債乃按於報告期末適用匯率換算為本公司之列賬貨幣(即港元)，而其收入及開支乃按該年度之平均匯率換算，除非匯率於該期間內出現大幅波動則作別論，於此情況下，則採用於交易當日之適用匯率。產生之匯率差額(如有)於其他收入內確認及於權益累計(匯兌儲備)。該等匯率差額於貨幣折算儲備之前提下乃於海外業務所出售之期間由權益重新分類為損益(為應佔非控股權益(如適用))。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(w) Related parties

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

- (a) the party is a person or a close member of that person's family and that person,
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of a parent of the Group; or
- (b) the party is an entity where any of the following conditions applies:
 - (i) the entity and the Group are members of the same group;
 - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
 - (iii) the entity and the group are joint ventures of the same third party;
 - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
 - (vi) the entity is controlled or jointly controlled by a person identified in (a);
 - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
 - (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

2. 重大會計政策概要(續)

(w) 有關連人士

倘屬以下人士，即該人士與本集團有關連：

- (a) 倘該人士或該人士之近親，
 - (i) 控制或共同控制本集團；
 - (ii) 對本集團有重大影響；或
 - (iii) 為本集團或本集團母公司之主要管理層成員；或
- (b) 倘符合下列任何條件，即實體與本集團有關連：
 - (i) 該實體與本集團屬同一集團之成員公司；
 - (ii) 該實體為其他實體之聯營公司或合營公司(或其他實體之母公司、附屬公司或同系附屬公司)；
 - (iii) 該實體及集團為同一第三方之合營公司；
 - (iv) 一間實體為第三實體之合營公司及其他實體為第三實體之聯營公司；
 - (v) 實體為本集團或與本集團有關連之實體就僱員利益而設立之離職福利計劃；
 - (vi) 實體受(a)所識別之人士控制或共同控制；
 - (vii) 於(a)(i)所識別之人士對實體有重大影響力或屬該實體(或該實體之母公司)之主要管理層成員；及
 - (viii) 實體、或一間集團之任何成員公司(為集團之一部分)向本集團或本集團之母公司提供主要管理人員服務。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(x) Segment reporting

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

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

3. ACCOUNTING ESTIMATES AND JUDGEMENTS

The Group's management makes assumptions, estimates and judgements in the process of applying the Group's accounting policies that affect the assets, liabilities, income and expenses in the consolidated financial statements prepared in accordance with HKFRSs. The assumptions, estimates and judgements are based on historical experience and other factors that are believed to be reasonable under the circumstances. While the management reviews their judgements, estimates and assumptions continuously, the actual results will seldom equal to the estimates.

(a) Critical accounting judgements in applying the Group's accounting policies

In the process of applying the Group's accounting policies, management has made the following accounting judgements:

(i) Useful Lives of Property, Plant and Equipment and Intangible Assets

Management determines the estimated useful lives of and related depreciation/amortisation charges for its property, plant and equipment and intangible assets. This estimate is based on the actual useful lives of assets of similar nature and functions. It could change significantly as a result of significant technical innovations and competitor actions in response to industry cycles. Management will increase the depreciation/amortisation charges where useful lives are less than previously estimated lives, or will write-off or write-down technically obsolete or non-strategic assets that have been abandoned or sold.

2. 重大會計政策概要(續)

(x) 分部報告

經營分部及於綜合財務報表中匯報之各分類項目金額，由定期向本集團最高行政管理層提供以對本集團多個業務線及地區進行資源分配及表現評估之財務資料中識別。

除非分部有類似經濟特徵及就產品及服務性質、生產過程性質、顧客類型或組別、分發產品或提供服務所用之方法以及監管環境之性質而言屬類似，否則個別重大經營分類不會在財務匯報中合併。倘並非個別重大之經營分類存在大多數該等條件，則可被合併。

3. 會計估算及判斷

本集團管理層於應用本集團會計政策時作出會影響根據香港財務報告準則所編製之綜合財務報表之資產、負債、收入及開支之假設、估計及判斷。該等假設、估計及判斷乃根據過往經驗及於多個情況下相信為合理之其他因素作出。雖然管理層持續審閱彼等之判斷、估計及假設，惟實際結果很少會與估計相同。

(a) 應用本集團會計政策時所作出之重要會計判斷

在應用本集團之會計政策時，管理層作出以下會計判斷：

(i) 物業、廠房及設備以及無形資產之可使用年期

管理層釐定其物業、廠房及設備以及無形資產之估計可使用年期以及有關折舊／攤銷費用。該估計乃以相似性質及功能之資產之實際可使用年期為基準。這可能因重大科技創新及競爭對手應對行業周期之行動而大幅改變。倘可使用年期較先前所估計之年限為短，則管理層將增加折舊／攤銷費用，或將撇銷或撇減已棄置或出售之技術過時或非策略性資產。

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

3. ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

(a) Critical accounting judgements in applying the Group's accounting policies (Continued)

(II) Income Taxes and Deferred Taxation

The Group is subject to income taxes in several jurisdictions. Significant judgement is required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for anticipated tax issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

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

(III) Investment properties measured using the fair value model

At 31 December 2016, investment properties are stated at fair value based on the valuation performed by the independent professional valuers. The valuers have determined the fair value based on a method of valuation which involves certain estimates. In relying on the valuation report prepared by the valuers, management has reviewed the valuation including the assumptions and estimates adopted.

The fair values of investment properties are determined by independent valuers on an open market for existing use basis. In making the judgment, the Group considers information from a variety of sources including:

- (i) current prices in an active market for properties of different nature, condition or location (or subject to different lease or other contracts), adjusted to reflect those differences; and
- (ii) recent prices of similar properties in less active markets, with adjustments to reflect any changes in economic conditions since the date of the transactions that occurred at those prices.

3. 會計估算及判斷(續)

(a) 應用本集團會計政策時所作出之重要會計判斷(續)

(II) 所得稅及遞延稅項

本集團須於若干司法權區繳納所得稅。在釐定所得稅撥備時，需要作出重大判斷。在一般業務過程中，有多項交易及計算所涉及之最終稅務釐定均並不確定。本集團根據估計附加稅是否將到期而確認預期稅項事項之負債。倘該等事項之最終稅務結果與最初記錄之金額不同，有關差額將會影響作出此等釐定期間之所得稅及遞延稅項撥備。

凡管理層認為日後可能有應課稅溢利可用作抵銷暫時差額或稅項虧損，則與若干暫時差額及若干稅項虧損有關之遞延稅項資產將予確認。倘預期金額與原定估計不同，則該等差額將會影響該估計出現變動期間之遞延稅項及稅項之確認。

(III) 採用公平值模式計量

於二零一六年十二月三十一日，投資物業根據獨立專業估值師作出估值之公平值列賬。估值師根據涉及若干估計之估值法釐定公平值。管理層倚賴估值師編製之估值報告對採納假設及估計之估值進行審閱。

投資物業之公平值由獨立估值師按公開市場現有使用基準釐定。作出判斷時，本集團考慮多種來源之資料，包括：

- (i) 不同性質、狀況或地點(或受不同租約或其他合約規限)之物業於活躍物業市場上之現行價格，須就各項差異作出調整；及
- (ii) 較不活躍市場所提供類似物業之近期價格，該價格會作出調整，以反映自按該等價格進行交易之日期起經濟狀況之任何轉變。

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3. ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

(b) Sources of estimation uncertainty

Key sources of estimation uncertainty are as follows:

(I) Impairment of Assets

The Group reviews the carrying amounts of the assets at the end of each reporting period to determine whether there is objective evidence of impairment. When indication of impairment is identified, management prepares discounted future cashflow to assess the differences between the carrying amount and value in use and provided for impairment loss. In determining the value in use of certain assets and liabilities, the Group makes assumptions of the effects of uncertain future events on those assets and liabilities at the consolidated statement of financial position date. These estimates involve assumptions about such items as risk adjustment to cash flows or discount rate used, future changes in salaries and future changes in prices affecting other costs. The Group's estimates and assumptions are based on the expectations of future events and are reviewed periodically. Any change in the assumptions adopted in the cash flow forecasts would increase or decrease in the provision of the impairment loss and affect the Group's net asset value.

An increase or decrease in the above impairment loss would affect the net profit in future years.

(II) Estimated Impairment of Goodwill

Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating units to which goodwill has been allocated. The value used in the calculation requires the Group to estimate the future cash flows expected to arise from 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.

(III) Allowance for Impairment of Bad and Doubtful Debts

The Group makes allowance for impairment of bad and doubtful debts based on an assessment of the recoverability of trade and other receivables and deposits. Allowances are applied to trade and other receivables and deposits where events or changes in circumstances indicate that the balances may not be collectible. The identification of allowance for impairment of bad and doubtful debts requires the use of judgement and estimates. Where the expectation is different from the original estimate, such difference will impact carrying value of receivables and allowance for impairment in the period in which such estimate has been changed.

3. 會計估算及判斷(續)

(b) 估計不確定因素之來源

估計不確定因素之主要來源如下：

(I) 資產減值

本集團於各報告期末審閱資產之賬面值，以釐定是否存在客觀減值跡象。倘發現減值跡象，則管理層準備經貼現未來現金流量，以評估賬面值與使用價值之間的差額及作出減值虧損撥備。在釐定若干資產及負債之使用價值時，本集團會假設不明確之未來事件對綜合財務狀況表日期之資產及負債產生之影響。此等估計涉及現金流量或所用貼現率之風險調整、未來薪金變化及影響其他成本之未來價格變動等項目之假設。本集團之估計及假設乃根據對未來事件之預期而作出，並會定期予以檢討。現金流量預測採取之假設之任何變動，將增加或減少減值虧損撥備並影響本集團之資產淨值。

上述減值虧損之增加或減少將影響未來年度之純利。

(II) 商譽之估計減值

釐定商譽是否減值須估計商譽獲分配之現金產生單位之使用價值。計算所使用之數值需要本集團估計預期現金產生單位所產生之未來現金流量及適當之貼現率，以計算現值。

當實際未來現金流量低於預期值時，可能會產生重大減值虧損。

(III) 呆壞賬減值撥備

本集團按照貿易及其他應收款項以及訂金之可收回程度評估就呆壞賬減值計提撥備。一旦事件或環境之轉變顯示不大可能收回餘款時，則會將撥備應用於貿易及其他應收款項以及訂金。識別呆壞賬減值撥備需要使用判斷及估計。倘預期金額與原定估計有差異時，則該差額將會影響該估計出現變動期間內之應收賬款及減值撥備之賬面值。

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

4. REVENUE

The Group's revenue comprises the provision of travel agency services, mobile application business, trading business and rental income. The cemetery business and the money lending business have commenced operation during the year ended 31 December 2016. However, no revenue has been generated for the year ended 31 December 2016. Advertising and marketing services income was included in discontinuing operations for the year ended 31 December 2016.

The amount of each significant category of revenue recognised in turnover during the year is analysed as follows:

4. 收益

本集團之收益來自提供旅遊代理服務、手機應用程式業務、貿易業務及租賃收入。公墓業務及放債業務已於截至二零一六年十二月三十一日止年度開始營運。然而於截至二零一六年十二月三十一日止年度並無產生任何收益。廣告及市場推廣服務收入已於截至二零一六年十二月三十一日止年度計入已終止業務。

於年內，於營業額中確認之各項主要收益類別金額分析如下：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元 (Re-presented) (經重列)
	<i>Note</i> <i>附註</i>		
Continuing operations	持續經營業務		
— Revenue from travel agency services	— 旅遊代理服務收益	19,358	40,348
— Service income from mobile application	— 手機應用程式服務收入	86	2,103
— Trading business	— 貿易業務	115,185	30,449
— Rental income	— 租賃收入	833	—
		135,462	72,900
Discontinued operations	已終止業務		
— Advertising and marketing services	— 廣告及市場推廣服務	2,106	872
— Rental income	— 租賃收入	—	1,573
		2,106	2,445
		137,568	75,345

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綜合財務報表附註

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

5. OTHER INCOME, GAINS AND LOSSES, NET

5. 其他收入、收益及虧損淨額

	Note 附註	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元 (Re-presented) (經重列)
Interest income from banks	銀行利息收入	57	51
Sundry income	雜項收入	138	444
Gain on fair value change of investment properties	15	6,981	—
Gain on extinguishment of financial liabilities	26	2,811	—
Impairment loss on amount due from an associate		(6,000)	—
Bargain purchase on acquisition of an associate	18	2,416	—
Gains, net	收益淨額	6,403	495

6. LOSS BEFORE TAXATION

6. 除稅前虧損

Loss before taxation is arrived at after charging:

除稅前虧損已扣除下列各項：

		Continuing operations 持續經營業務		Discontinued operations 已終止業務		Total 總計	
		2016 二零一六年 HK\$'000 千港元 (Re-presented) (經重列)	2015 二零一五年 HK\$'000 千港元 (Re-presented) (經重列)	2016 二零一六年 HK\$'000 千港元 (Re-presented) (經重列)	2015 二零一五年 HK\$'000 千港元 (Re-presented) (經重列)	2016 二零一六年 HK\$'000 千港元 (Re-presented) (經重列)	2015 二零一五年 HK\$'000 千港元 (Re-presented) (經重列)
(a) Finance costs	融資成本						
Interest on promissory notes	承兌票據之利息	6,820	1,197	—	—	6,820	1,197
Interest on convertible notes	可換股票據之利息	2,702	532	—	—	2,702	532
Interest on short-term loans	短期貸款之利息	3,020	—	—	—	3,020	—
		12,542	1,729	—	—	12,542	1,729
(b) Staff costs (including Directors' remuneration)	員工成本 (包括董事酬金)						
Contributions to defined contribution retirement plans	定額供款退休計劃之供款	209	53	14	98	223	151
Social security costs	社會保障成本	79	23	—	—	79	23
Salaries, wages and other benefits	薪金、工資及其他福利	8,917	3,536	298	1,972	9,215	5,508
		9,205	3,612	312	2,070	9,517	5,682

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6. LOSS BEFORE TAXATION (CONTINUED)

6. 除稅前虧損(續)

		Continuing operations		Discontinued operations		Total	
		持續經營業務		已終止業務		總計	
		2016	2015	2016	2015	2016	2015
		二零一六年	二零一五年	二零一六年	二零一五年	二零一六年	二零一五年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
			(Re-presented)		(Re-presented)		(Re-presented)
			(經重列)		(經重列)		(經重列)
(c) Other items	其他項目						
Depreciation	折舊	1,782	195	—	497	1,782	692
Auditors' remuneration	核數師酬金			—			
— current year	— 本年度	965	646	—	14	965	660
— under provision in prior year	— 過往年度撥備不足	—	24	—	—	—	24
Operating lease charges in respect of property rental	物業租金之經營租賃開支	2,774	1,055	—	1,858	2,774	2,913
Bad debts written off	壞賬撇銷	—	1,200	—	—	—	1,200
Loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損	—	14	—	—	—	14
Amortisation of intangible assets	無形資產攤銷	11,600	11,600	—	—	11,600	11,600
Impairment losses	減值虧損						
— Goodwill	— 商譽	10,997	617	—	—	10,997	617
— Intangible assets	— 無形資產	14,309	—	—	—	14,309	—
Costs of inventories	存貨成本	13,022	8	—	—	13,022	8
Rental received less outgoing from investment properties	已收租金減投資物業開支	(833)	—	—	—	(833)	—

7. TAXATION

7. 稅項

(a) Taxation in the consolidated statement of profit or loss represents:

(a) 綜合損益表內之稅項指：

		Continuing operations		Discontinued operation		Total	
		持續經營業務		已終止業務		總計	
		2016	2015	2016	2015	2016	2015
		二零一六年	二零一五年	二零一六年	二零一五年	二零一六年	二零一五年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Current tax	即期稅項						
— PRC Enterprise Income Tax	— 中國企業所得稅	—	—	—	—	—	—
— Hong Kong Profit Tax	— 香港利得稅	—	133	—	—	—	133
Deferred tax	遞延稅項	(916)	(361)	—	—	(916)	(361)
		(916)	(228)	—	—	(916)	(228)

Hong Kong Profits Tax has been calculated at 16.5% (2015: 16.5%) of the estimated assessable profits arising in Hong Kong for both years. PRC subsidiaries are subject to PRC Enterprise Income Tax at 25% for the year (2015: 25%).

香港利得稅按該兩個年度於香港產生估計應課稅溢利之16.5% (二零一五年：16.5%)計算。年內，中國附屬公司須繳中國企業所得稅率為25% (二零一五年：25%)。

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7. TAXATION (CONTINUED)

7. 稅項(續)

(b) The tax expenses for the year can be reconciled to the loss before taxation per consolidated statement of comprehensive income as follows:

(b) 年內稅項開支與綜合全面收益表所示除稅前虧損之對賬如下：

		Continuing operations		Discontinued operations		Total	
		2016	2015	2016	2015	2016	2015
		二零一六年	二零一五年	二零一六年	二零一五年	二零一六年	二零一五年
		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
			(Re-presented)		(Re-presented)		(Re-presented)
			(經重列)		(經重列)		(經重列)
Profit before taxation	除稅前溢利	(68,546)	(29,866)	2,706	16,108	(65,840)	(13,758)
Taxation charge at the Hong Kong Profits Tax rate of 16.5%	按香港利得稅稅率16.5%計算稅項開支	(11,310)	(4,927)	446	2,658	(10,864)	(2,269)
Tax effect on non-deductible expenses	不可扣稅開支之稅務影響	9,731	4,948	—	145	9,731	5,093
Tax effect of non-taxable income	毋須課稅收入之稅務影響	(2,702)	(8)	(540)	(2,942)	(3,242)	(2,950)
Tax effect of unused tax losses not recognised	未確認未動用稅項虧損之稅務影響	3,816	(227)	94	139	3,910	(88)
Effect of different tax rates of subsidiaries operating in other jurisdictions	附屬公司於其他司法權區經營之稅率差異影響	(451)	(14)	—	—	(451)	(14)
Actual tax credits	實際稅項抵免	(916)	(228)	—	—	(916)	(228)

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8. DIRECTORS' REMUNERATION

Directors' emoluments disclosed pursuant to section 383(1) of the Hong Kong Companies Ordinance, Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation and the GEM Listing Rules are as follows:

8. 董事酬金

根據香港公司條例第383(1)條、公司(披露董事利益資料)規例第2部及創業板上市規則所披露之董事酬金如下：

		Salaries, allowances and benefits in kind 薪金、津貼 及實物利益	Retirement scheme contributions 退休計劃供款	Total 總計
	Directors' fees 董事袍金	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
2016:	二零一六年：			
For the year ended 31 December 2016:	截至二零一六年 十二月三十一日止年度：			
Executive Directors	執行董事			
Bülent Yenal (note i)	Bülent Yenal先生(附註i)	—	—	—
Chan Ming Kei (note ii)	陳銘基(附註ii)	141	2	143
Ling Ko Yin Jason (note iii)	林高然(附註iii)	5	—	5
Lau Yu (note iv)	柳宇(附註iv)	—	—	—
Ang Lai Kuen (note v)	洪麗娟(附註v)	170	6	176
Alternative Director	代理董事			
Hung Tat Chi Alan (note vi)	洪達智(附註vi)	300	15	315
Independent Non-executive Directors	獨立非執行 董事			
Choy So Yuk (note vii)	蔡素玉(附註vii)	120	—	120
Lam Yuk Ying Elsa (note viii)	林玉英(附註viii)	120	—	120
Liu Kwong Sang (note ix)	廖廣生(附註ix)	120	—	120
Leung Man Chun (note x)	梁文俊(附註x)	100	—	100
		1,076	23	1,099

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8. DIRECTORS' REMUNERATION (CONTINUED)

8. 董事酬金(續)

		Directors' fees	Salaries, allowances and benefits in kind	Retirement scheme contributions	Total
		董事袍金	薪金、津貼及實物利益	退休計劃供款	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
2015:	二零一五年:				
For the year ended 31 December 2015:	截至二零一五年十二月三十一日止年度:				
Executive Directors	執行董事				
Ang Lai Kuen (note v)	洪麗娟(附註v)	327	—	8	335
Lin Yan Jenny (note x)	林焱(附註x)	—	190	8	198
Wu Wenbei (note xi)	吳文杯(附註xi)	—	265	—	265
Independent Non-executive Directors	獨立非執行董事				
Choy So Yuk (note vii)	蔡素玉(附註vii)	87	—	—	87
Lam Yuk Ying Elsa	林玉英	140	—	—	140
Liu Kwong Sang (note viii)	廖廣生(附註viii)	140	—	—	140
He Qinglong (note xii)	何慶龍(附註xii)	57	—	—	57
		751	455	16	1,222

Notes:

- (i) Bülent Yenil, appointed as executive director on 11 January 2016.
- (ii) Chan Ming Kei, appointed as executive director on 7 November 2016.
- (iii) Ling Ko Yin Jason, appointed as executive director on 16 December 2016.
- (iv) Lau Yu, appointed as executive director on 12 May 2015 and a chairman of the Company on 19 June 2015 and resigned as executive director and a chairman of the Company on 9 December 2016.

附註:

- (i) Bülent Yenil於二零一六年一月十一日獲委任為執行董事。
- (ii) 陳銘基於二零一六年十一月七日獲委任為執行董事。
- (iii) 林高然於二零一六年十二月十六日獲委任為執行董事。
- (iv) 柳宇於二零一五年五月十二日獲委任為執行董事及於二零一五年六月十九日獲委任為本公司主席，且於二零一六年十二月九日辭任執行董事兼本公司主席。

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8. DIRECTORS' REMUNERATION (CONTINUED)

Notes: (Continued)

- (v) Ang Lai Kuen, appointed as executive director on 26 June 2015 and resigned as executive director on 18 April 2016.
- (vi) Hung Tat Chi Alan, appointed as alternative director to Bülent Yenil on 11 January 2016 and appointed as executive director on 22 March 2017.
- (vii) Choy So Yuk, appointed as independent non-executive director on 12 May 2015.
- (viii) Liu Kwong Sang, resigned as independent non-executive director on 31 December 2016.
- (ix) Leung Man Chun, appointed as independent non-executive director on 1 March 2016.
- (x) Lin Yan Jenny, resigned as executive director on 10 June 2015
- (xi) Wu Wenbei, retired as executive director and the chairman of the Company on 19 June 2015.
- (xii) He Qinglong, retired as independent non-executive director on 19 June 2015.

There was no amount paid to any directors as an inducement to join or upon joining the Group or as compensation for loss of office. Mr. Lau Yu has agreed to waive his remuneration for the years ended 31 December 2016 and 31 December 2015. Save for the above, there was no arrangement under which a director waived or agreed to waive any remuneration for the year ended 31 December 2016 and 2015.

Salaries, allowance and benefits in kind paid to or for the executive directors are generally emoluments paid or receivable in respect of those persons' other services in connection with the management of the affairs of the Company and its subsidiaries.

8. 董事酬金(續)

附註：(續)

- (v) 洪麗娟於二零一五年六月二十六日獲委任為執行董事，且於二零一六年四月十八日辭任執行董事。
- (vi) 洪達智於二零一六年一月十一日獲委任為Bülent Yenil先生之代理董事，且於二零一七年三月二十二日獲委任為執行董事。
- (vii) 蔡素玉於二零一五年五月十二日獲委任為獨立非執行董事。
- (viii) 廖廣生於二零一六年十二月三十一日辭任獨立非執行董事。
- (ix) 梁文俊於二零一六年三月一日獲委任為獨立非執行董事。
- (x) 林焮於二零一五年六月十日辭任執行董事。
- (xi) 吳文杯於二零一五年六月十九日退任執行董事兼本公司主席。
- (xii) 何慶龍於二零一五年六月十九日退任獨立非執行董事。

概無向任何董事支付任何款項，作為招攬加盟本集團或於加盟本集團時之獎勵或作為離職補償。柳宇先生已同意放棄彼於截至二零一六年十二月三十一日及二零一五年十二月三十一日止年度之酬金。除上文所述者外，截至二零一六年及二零一五年十二月三十一日止年度，概無董事放棄或同意放棄任何酬金之安排。

向執行董事支付或與彼等有關之薪金、津貼及實物利益乃就彼等為本公司及其附屬公司事務管理所提供之其他服務而支付或應收之一般薪金。

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9. INDIVIDUALS WITH HIGHEST EMOLUMENTS

The emoluments of the five individuals with the highest emoluments, None (2015: two) are directors, whose emoluments are disclosed in note 8. The aggregate of the emoluments for the five individuals are as follows:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Salaries and other emoluments	薪金及其他酬金	2,781	1,975
Retirement scheme contributions	退休計劃供款	86	55
		2,867	2,030

The emoluments of five (2015: three) individuals with the highest emoluments are within the following band:

		2016 二零一六年 Numbers of individuals 人數	2015 二零一五年 Numbers of individuals 人數
Nil to HK\$1,000,000	零至1,000,000港元	5	3

五名最高薪酬人士之中概無(二零一五年：兩名)為董事，彼等之酬金於附註8披露。五名人士之酬金總額如下：

五名(二零一五年：三名)最高薪酬人士之酬金介乎以下範圍：

10. LOSS ATTRIBUTABLE TO THE SHAREHOLDERS OF THE COMPANY

The consolidated loss for the year attributable to shareholders of the Company includes a loss of HK\$97,219,000 (2015: loss of HK\$98,200,000) which has been dealt with in the financial statements of the Company.

11. DISCONTINUED OPERATIONS

Creative Star Group

On 30 March 2016, the Company disposed of its entire equity interest in Creative Star Limited and its subsidiaries ("Creative Star Group"). With effect from completion of the Disposal, the Group will cease to carry on the business of advertising and marketing services.

10. 本公司股東應佔虧損

本公司股東應佔本年度綜合虧損包括虧損97,219,000港元(二零一五年：虧損98,200,000港元)，該虧損已在本公司財務報表內處理。

11. 已終止業務

建星集團

於二零一六年三月三十日，本公司出售其於建星有限公司及其附屬公司(「建星集團」)之全部股權。自出售事項完成生效起，本集團將不再從事廣告及市場推廣服務業務。

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11. DISCONTINUED OPERATIONS (CONTINUED)

For the year ended 31 December 2016

Profit/(loss) from Discontinued Operations

The analysis of the Profit/(loss) from the Creative Star Group presented as discontinued operations in accordance with HKFRS 5 “Non-current Assets Held for Sale and Discontinued Operations” is as follows:

11. 已終止業務(續)

截至二零一六年十二月三十一日止年度

已終止業務之溢利/(虧損)

建星集團之溢利/(虧損)分析乃根據香港財務報告準則第5號「持作出售之非流動資產及已終止業務」呈列為已終止業務如下：

		Creative Star Group 建星集團		
		Note 附註	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Profit for the year from Discontinued operation	年內已終止業務溢利			
Revenue	收益	4	2,106	872
Cost of sales	銷售成本		(2,513)	(546)
Gross (Loss)/profit	(毛損)/毛利		(407)	326
Operating and administrative expenses	經營及行政開支		(421)	(1,978)
Loss before taxation from discontinued operations	來自已終止業務之除稅前虧損		(828)	(1,652)
Taxation	稅項		—	—
Loss from discontinued operations recognised in the consolidated statement of profit or loss	於綜合損益表確認來自已終止業務之虧損		(828)	(1,652)
Gain on disposal of subsidiary	出售附屬公司之收益	32	3,534	—
			2,706	(1,652)
Profit/(loss) attributable to:	以下人士應佔溢利/(虧損)：			
Shareholders of the Company	本公司股東		3,037	(1,005)
Non-controlling interests	非控股權益		(331)	(647)
			2,706	(1,652)
Net cash used in operating	經營活動所用現金淨額		373	376

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11. DISCONTINUED OPERATIONS (CONTINUED)

For the year ended 31 December 2015

Fountain City Group

During the year ended 31 December 2014, pursuant to the agreement entered between the Company and Diwang Limited (the "Vendor") in connection to the acquisition of the 51% equity interest of Fountain City Holdings Limited and its subsidiaries ("Fountain City Group") dated on 7 October 2010, the Vendor irrevocably granted to the Company the put option exercisable at any time and from time to time during the option period by notice in writing to the Vendor to require the Vendor to purchase all the option shares from the Company at the option exercise price.

The Company may only exercise the put option on the conditions that:

- (i) the gross profits of the Fountain City Group for the first period shall be less than HK\$15,000,000; or
- (ii) the gross profits of the Fountain City Group for the second period shall be less than HK\$30,000,000.

The Vendor has acknowledged to the Company that the actual gross profits of rental business for the second period was less than HK\$30,000,000. The put option was exercised by the Company on 28 December 2012 at the pre-agreed option exercise price of HK\$58,650,000.

11. 已終止業務(續)

截至二零一五年十二月三十一日止年度

泉城集團

截至二零一四年十二月三十一日止年度，根據本公司與帝旺有限公司(「賣方」)就有關收購泉城控股有限公司及其附屬公司(「泉城集團」)51%股權所訂立日期為二零一零年十月七日之協議，賣方於期權期間任何時間及不時不可撤回地授予本公司可予行使認沽期權，本公司可以書面通知形式向通知賣方，要求賣方按期權行使價格購買本公司所有期權股份。

本公司僅於達成以下條件後，方可行使認沽期權：

- (i) 泉城集團首個期間之毛利應少於15,000,000港元；或
- (ii) 泉城集團第二個期間之毛利應少於30,000,000港元。

賣方已向本公司確認第二個期間之租賃業務之實際毛利少於30,000,000港元。本公司於二零一二年十二月二十八日按事先協定期權行使價58,650,000港元行使有關認沽期權。

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11. DISCONTINUED OPERATIONS (CONTINUED)

For the year ended 31 December 2015 (Continued)

Fountain City Group (Continued)

Disposal of Fountain City Group has been completed during the year ended 31 December 2015.

Profit from Discontinued Operations and Assets Held for Sales

The analysis of the loss from the Fountain City Group presented as discontinued operations in accordance with HKFRS 5 “Non-current Assets Held for Sale and Discontinued Operations” is as follows:

11. 已終止業務(續)

截至二零一五年十二月三十一日止年度(續)

泉城集團(續)

出售泉城集團的事宜已於截至二零一五年十二月三十一日止年度完成。

已終止業務之溢利及持作出售資產

泉城集團之虧損分析乃根據香港財務報告準則第5號「持作出售之非流動資產及已終止業務」呈列為已終止業務如下：

		Note 附註	Fountain City Group 泉城集團 2015 二零一五年 HK\$'000 千港元
Loss for the year from Discontinued operation	年內已終止業務虧損		
Revenue	收益	4	1,573
Gross Profit	毛利		1,573
Operating and administrative expenses	經營及行政開支		(3,296)
Loss from operation	經營虧損		(1,723)
Loss before taxation from discontinued operations	來自已終止業務之除稅前虧損		(1,723)
Taxation	稅項		—
Loss from discontinued operations recognised in the consolidated Statement of profit or loss	於綜合損益表確認來自已終止業務之虧損		(1,723)
Gain on disposal of subsidiary	出售附屬公司之收益		19,483
			17,760
Profit/(loss) attributable to:	以下人士應佔溢利/(虧損)：		
Shareholders of the Company	本公司股東		18,604
Non-controlling interests	非控股權益		(844)
			17,760
Net cash generated from operating activities	經營活動所得現金淨額		53

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12. LOSS PER SHARE

The calculation of the basic and diluted loss per share attributable to the shareholders of the Company is based on the following data:

Continuing and discontinued operations

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元 (Re-presented) (經重列)
(Loss)/earnings	(虧損)/盈利		
(Loss)/earnings for the purposes of basic and diluted loss per share	就每股基本及攤薄虧損而言		
(Loss)/earnings for the year attributable to the shareholders of the Company)	之虧損/盈利(本公司股東應佔本年度虧損/盈利)		
– from continuing operations	– 來自持續經營業務	(68,436)	(28,948)
– from discontinued operations	– 來自已終止業務	3,037	16,952
Loss for the purposes of basic and diluted loss per share	就每股基本及攤薄虧損而言之虧損	(65,399)	(11,996)

12. 每股虧損

本公司股東應佔每股基本及攤薄虧損乃按以下數據計算：

持續經營及已終止業務

		2016 二零一六年 '000 shares 千股	2015 二零一五年
Number of shares	股份數目		
Weighted average number of share for the purposes of basic and diluted loss per share	就每股基本及攤薄虧損而言之股份加權平均數	1,457,114	843,519

The diluted loss per share for the years ended 31 December 2016 and 2015 is the same as the basic earnings per share as there were no dilutive potential shares outstanding during both years.

截至二零一六年及二零一五年十二月三十一日止年度之每股攤薄虧損與每股基本盈利相同，乃由於兩個年度內概無潛在可攤薄股份。

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12. LOSS PER SHARE (CONTINUED)

From continuing operations

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元 (Re-presented) (經重列)
Loss	虧損		
Loss for the purposes of basic and diluted loss per share	就每股基本及攤薄虧損而言之虧損		
From continuing operations	來自持續經營業務	(68,436)	(28,948)

The denominators used are the same as those detailed above for both basic and diluted loss per share.

From discontinued operations

Basic and diluted earnings per share from discontinued operation is HK0.21 cent per share (2015: basic and diluted earnings per share of HK2.01 cent per share), based on the profit for the year ended 31 December 2016 from discontinued operation attributable to the shareholders of the Company of HK\$3,037,000 (2015: HK\$18,604,000) and the denominators detailed above for both basic and diluted earnings per share.

13. SEGMENT REPORTING

The Group manages its business by divisions. The reportable segments are in a manner consistent with the way in which information is reported internally to the Group's most senior executive management for the purposes of resources allocation and performance assessment.

In 2016, the Group had five (2015: five) continuing business segments, namely (i) travel agency services; (ii) mobile application; (iii) trading; (iv) property development and investment (newly commenced during the year ended 31 December 2016); (v) cemetery and (vi) advertising and marketing services (discontinued for the year ended 31 December 2016):

- Travel agency services: this segment engaged in the provision of tourist routes and tour related services. Currently the Group's activities in this regard are carried out in the People's Republic of China (the "PRC").

12. 每股虧損(續)

來自持續經營業務

用作計算每股基本及攤薄虧損之分母與上文詳述者相同。

來自已終止業務

根據截至二零一六年十二月三十一日止年度本公司股東應佔來自已終止業務之溢利為3,037,000港元(二零一五年: 18,604,000港元)及上文詳述用作計算每股基本及攤薄盈利之分母, 來自已終止業務之每股基本及攤薄盈利為每股0.21港仙(二零一五年: 每股基本及攤薄盈利為每股2.01港仙)。

13. 分部報告

本集團以部門管理其業務。可報告分部之呈列方式與就分配資源及評估表現向本集團最高級行政管理人員內部報告資料之方式一致。

於二零一六年, 本集團設有五個持續經營業務分部(二零一五年: 五個), 即(i)旅遊代理服務; (ii)手機應用程式; (iii)貿易業務; (iv)物業開發及投資(截至二零一六年十二月三十一日止年度新開展); (v)公墓業務及(vi)廣告及市場推廣服務(已於二零一六年十二月三十一日止年度終止):

- 旅遊代理服務: 此分部從事提供旅遊路線及旅遊相關服務。現時本集團有關此分部之活動於中華人民共和國(「中國」)進行。

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13. SEGMENT REPORTING (CONTINUED)

- Mobile application: This segment is engaged in the operating rights of "Ninja in Barrel" and mobile application business of "Patalogue". Currently the Group's activities in this regard are carried out in the PRC and Hong Kong.
- Trading: This segment is engaged in trading of goods including, but not limited to steaming coal and chrome ore. Currently the Group's activities in this regard are carried out in the PRC.
- Cemetery: This segment is engaged in the construction and operation of cemetery. Currently the Group's activities in this regard are carried out in the PRC.
- Property development and investment: This segment is engaged in building construction, properties development, trading of construction materials through its interest in an associate and leasing of property. Currently the Group's activities in this regard are carried out in Turkey and Hong Kong.
- Advertising and marketing services: This segment is engaged in the provision of product advertising and promotion, marketing agency and planning, function organization and media project services. Currently the Group's activities in this regard are carried out in Hong Kong for the year ended 31 December 2015. Advertising and marketing services income was included in discontinuing operations for the year ended 31 December 2016.

13. 分部報告(續)

- 手機應用程式：此分部從事「木桶忍者」經營權及「派得樂」手機應用程式業務。目前，本集團有關此方面之活動於中國及香港進行。
- 貿易：此分部從事買賣貨品，包括(但不限於)蒸汽煤及鉻礦。目前，本集團有關此方面之活動於中國進行。
- 公墓：此分部從事建造及營運公墓。目前，本集團有關此方面之活動於中國進行。
- 物業開發及投資：此分部透過其於一間聯營公司之權益從事樓宇建造、物業開發及建築材料買賣業務，以及從事租賃物業。目前，本集團有關此方面之活動於土耳其及香港進行。
- 廣告及市場推廣服務：此分部從事提供產品廣告及推廣、市場推廣代理及策劃、功能組織及媒體項目服務。目前，本集團截至二零一五年十二月三十一日止年度有關此方面之活動於香港進行。廣告及市場推廣服務收入已於截至二零一六年十二月三十一日止年度計入已終止業務。

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13. SEGMENT REPORTING (CONTINUED)

13. 分部報告(續)

Segment revenue and results

The following is an analysis of the Group's revenue and results by reportable and operating segment:

分部收益及業績

以下為本集團按可報告經營分部劃分之收益及業績分析：

		2016 二零一六年					Discontinued operation 已終止業務		Total 總計 HK\$'000 千港元
		Continuing Operations 持續經營業務					Advertising and marketing services 廣告及市場推廣服務		
		Travel agency services 旅遊代理服務 HK\$'000 千港元	Mobile application 手機應用程式 HK\$'000 千港元	Trading 貿易 HK\$'000 千港元	Property development and investment 物業開發及投資 HK\$'000 千港元	Cemetery 公墓 HK\$'000 千港元	Sub-total 小計 HK\$'000 千港元	Advertising and marketing services 廣告及市場推廣服務 HK\$'000 千港元	
Segment revenue from external customers	外部客戶之分部收益	19,358	86	115,185	833	—	135,462	2,106	137,568
Segment (loss)/ profit	分部(虧損)/溢利	(1,780)	(37,109)	(5,561)	9,679	(2,650)	(37,421)	2,706	(34,715)
Unallocated corporate income	未分配公司收入						2,877	—	2,877
Unallocated corporate expenses	未分配公司開支						(21,460)	—	(21,460)
Finance costs	融資成本						(12,542)	—	(12,542)
Loss before tax	除稅前虧損						(68,546)	2,706	(65,840)

		2015 二零一五年					Discontinuing operations 已終止業務		Total 總計 HK\$'000 千港元
		Continuing operations 持續經營業務					Advertising and Marketing services 廣告及市場推廣服務		
		Travel agency services 旅遊代理服務 HK\$'000 千港元	Mobile application 手機應用程式 HK\$'000 千港元	Trading 貿易 HK\$'000 千港元	Cemetery 公墓 HK\$'000 千港元	Subtotal 小計 HK\$'000 千港元	Advertising and Marketing services 廣告及市場推廣服務 HK\$'000 千港元	Entertainment 娛樂業務 HK\$'000 千港元	
Segment revenue from external customers	外部客戶之分部收益	40,348	2,103	30,449	—	72,900	872	1,573	75,345
Segment (loss)/ profit	分部(虧損)/溢利	(82)	(12,030)	188	(260)	(12,184)	17,831	(1,723)	3,924
Unallocated corporate income	未分配公司收入					495	—	—	495
Unallocated corporate expenses	未分配公司開支					(16,448)	—	—	(16,448)
Finance costs	融資成本					(1,729)	—	—	(1,729)
Loss before tax	除稅前虧損					(29,866)	17,831	(1,723)	(13,758)

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13. SEGMENT REPORTING (CONTINUED)

Segment revenue and results (Continued)

The accounting policies of the operating segments are the same as the Group's accounting policies described in note 2. Segment (loss)/profit represents the profit (loss from)/earned by each segment without allocation of central corporate income and expense and finance costs. This is the measure reported to the most senior executive management for the purposes of resource allocation and performance assessment.

Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by reportable and operating segments:

13. 分部報告(續)

分部收益及業績(續)

經營分部之會計政策與附註2所述之本集團會計政策相同。分部(虧損)/溢利指各分部所產生(虧損)/所得溢利，並無分配中央公司收入以及開支及融資成本。此乃向最高行政管理人員報告資源以作分配及表現評估之用之計量方式。

分部資產及負債

以下為本集團按可報告經營分部劃分之資產及負債分析：

		Segment assets		Segment liability	
		分部資產		分部負債	
		2016	2015	2016	2015
		二零一六年	二零一五年	二零一六年	二零一五年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Continuing operations	持續經營業務				
Travel agency services	旅遊代理服務	21,115	13,159	(19,521)	(9,633)
Mobile application	手機應用程式	592	39,666	(3,233)	(3,132)
Trading	貿易	88,205	49,831	(11,490)	(799)
Cemetery	公墓	128,945	120,154	(2,991)	(724)
Property development and investment	物業開發及投資	99,096	—	(26,454)	—
Sub-total	小計	337,953	222,810	(63,689)	(14,288)
Discontinuing operations	已終止業務				
Advertising and marketing services	廣告及市場推廣服務	819	1,629	(7,962)	(7,943)
Total segment assets/liabilities	總分部資產/負債	338,772	224,439	(71,651)	(22,231)
Unallocated corporate assets/liabilities	未分配公司資產/負債	83,151	84,137	(155,790)	(69,578)
Consolidated assets/ liabilities	綜合資產/負債	421,923	308,576	(227,441)	(91,809)

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13. SEGMENT REPORTING (CONTINUED)

13. 分部報告(續)

Other segment information

其他分部資料

Other segment information	Travel agency services 旅遊 代理服務	Mobile application 手機 應用程式	Continuing operations 持續經營業務				Unallocated 未分配	Sub-total 小計	Discontinued operation 已終止業務	Total 總計
			Trading 貿易	Property development and investment 物業開發及投資	Cemetery 公墓	Advertising and marketing services 廣告及市場推廣服務				
Year ended 31 December 2016 截至二零一六年十二月三十一日止年度	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	
Amounts included in the measure of segment result or segment assets:	計入分部業績或分部資產計量之金額：									
Addition to plant and equipment	添置廠房及設備	93	—	—	—	3,814	5,956	9,863	—	9,863
Addition to land and building through acquisition of a subsidiary	透過收購一間附屬公司添置土地及樓宇	—	—	—	—	—	44,763	44,763	—	44,763
Addition to investment properties through acquisition of a subsidiary	透過收購一間附屬公司添置投資物業	—	—	—	44,919	—	—	44,919	—	44,919
Depreciation	折舊	(58)	(76)	—	(723)	(126)	(799)	(1,782)	—	(1,782)
Amortisation	攤銷	—	(11,600)	—	—	—	—	(11,600)	—	(11,600)
Impairment of intangible asset	無形資產減值	—	(14,309)	—	—	—	—	(14,309)	—	(14,309)
Gain on changes in fair value of investment properties	投資物業公平值變動收益	—	—	—	6,981	—	—	6,981	—	6,981
Impairment loss recognised in respect of goodwill	商譽之確認減值虧損	—	(10,997)	—	—	—	—	(10,997)	—	(10,997)
Interest in associates	於聯營公司之權益	—	—	13,272	47,146	—	—	60,418	—	60,418
Share of profit of associates	分佔聯營公司溢利	—	—	—	(65)	—	—	(65)	—	(65)
Bargain purchase of acquisition of an associate	收購一間聯營公司進行議價收購	—	—	—	2,416	—	—	2,416	—	2,416

Other segment information	Travel agency services 旅遊 代理服務	Mobile application 手機 應用程式	Continuing operations 持續經營業務				Unallocated 未分配	Subtotal 小計	Discontinued operation 已終止業務		Total 總計
			Trading 貿易	Cemetery 公墓	Advertising and marketing services 廣告及市場推廣服務	Entertainment 娛樂業務					
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	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	
Amounts included in the measure of segment result or segment assets:	計入分部業績或分部資產計量之金額：										
Addition to plant and equipment	添置廠房及設備	336	—	49	9	—	394	—	—	394	
Depreciation	折舊	(54)	—	—	(5)	(136)	(195)	—	(1,205)	(1,400)	
Amortisation	攤銷	—	(11,600)	—	—	—	(11,600)	—	—	(11,600)	
Bad debt written off	壞賬撇銷	—	—	—	—	(1,200)	(1,200)	—	—	(1,200)	
Loss on disposal of plant and equipment	出售廠房及設備之虧損	—	—	(14)	—	—	(14)	—	—	(14)	
Impairment loss recognised in respect of goodwill	商譽之確認減值虧損	—	(617)	—	—	—	(617)	—	—	(617)	
Interest in associates	於聯營公司之權益	—	—	13,272	—	6,000	19,272	—	—	19,272	

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13. SEGMENT REPORTING (CONTINUED)

Geographical Segments

The Group operates in three principal geographical areas — the PRC, Hong Kong and the Republic of Turkey (“Turkey”). The following table provides an analysis of the Group’s revenue and asset from external customers by geographical location:

		Revenue from external customers 來自外部客戶之收入		Non-current assets 非流動資產	
		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Continuing operations	持續經營業務				
— PRC	— 中國	134,543	72,900	122,408	138,535
— Hong Kong	— 香港	919	—	109,759	37,159
— Turkey	— 土耳其	—	—	52,314	—
		135,462	72,900	284,481	175,694

Major customers

The information in respect of the Group’s sales attributable to the major customers during the financial year is as follows:

	Percentage of the group’s total Sales 佔本集團之百分比 總銷售額	
	2016 二零一六年	2015 二零一五年
The largest customer 最大客戶	31%	40%
Five largest customers in aggregate 五大客戶之總和	85%	43%

At no time during the year have the directors, their associates or any shareholder of the Company (which to the knowledge of the directors owns more than 5% of the number of issued shares of the Company) had any interest in these major customers.

地部分部

本集團於中國、香港及土耳其共和國(「土耳其」)三個主要地區經營。下表為按地區載列之本集團來自外部客戶之收入及資產分析：

主要客戶

於本財政年度內有關主要客戶應佔本集團之銷售額資料載列如下：

本公司之董事、彼等之聯繫人士或任何股東(據董事所知擁有本公司5%已發行股份以上之股東)概無於年內任何時間擁有該等主要客戶之任何權益。

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14. PROPERTY, PLANT AND EQUIPMENT

14. 物業、廠房及設備

		Land and Building 土地及樓宇 HK\$'000 千港元	Leasehold improvements 租賃物業 裝修 HK\$'000 千港元	Furniture, fixtures and equipment 傢俬、 裝置及設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Construction in progress 在建工程 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Cost:	成本：						
At 1 January 2015	於二零一五年一月一日	—	588	1,121	398	—	2,107
Exchange adjustments	匯兌調整	—	(9)	(25)	(35)	—	(69)
Additions	添置	—	196	110	88	—	394
Acquisition of subsidiaries	收購附屬公司	—	—	—	258	—	258
Disposals	出售	—	—	(16)	—	—	(16)
At 31 December 2015 and at 1 January 2016	於二零一五年十二月三十一日 及二零一六年一月一日	—	775	1,190	709	—	2,674
Exchange adjustments	匯兌調整	—	(13)	(36)	(60)	(154)	(263)
Additions	添置	—	1,299	690	4,430	3,444	9,863
Addition through acquisition of a subsidiary	收購一間附屬公司 之添置	31	44,763	—	—	—	44,763
Disposals	出售	—	—	(194)	—	—	(194)
At 31 December 2016	於二零一六年十二月三十一日	44,763	2,061	1,650	5,079	3,290	56,843
Accumulated depreciation and impairment:	累計折舊及 減值：						
At 1 January 2015	於二零一五年一月一日	—	122	924	313	—	1,359
Exchange adjustments	匯兌調整	—	(4)	(22)	(17)	—	(43)
Charge for the year	年內支出	—	36	123	36	—	195
Written back on disposals	出售時撥回	—	—	(2)	—	—	(2)
At 31 December 2015 and at 1 January 2016	於二零一五年十二月三十一日 及二零一六年一月一日	—	154	1,023	332	—	1,509
Exchange adjustment	匯兌調整	—	(6)	(32)	(28)	—	(66)
Charge for the year	年內支出	6(c)	723	118	817	—	1,782
Written back on disposals	出售時撥回	—	—	(194)	—	—	(194)
At 31 December 2016	於二零一六年十二月三十一日	723	266	921	1,121	—	3,031
Carrying amount:	賬面值：						
At 31 December 2016	於二零一六年十二月三十一日	44,040	1,795	729	3,958	3,290	53,812
At 31 December 2015	於二零一五年十二月三十一日	—	621	167	377	—	1,165

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14. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

The land and building are situated in Hong Kong and are held under medium term leases. The land and building has been pledged as security for a short-term loans granted to the Group amounts to approximately HK\$26,000,000 as at 31 December 2016 (31 December 2015: Nil) (note 25).

15. INVESTMENT PROPERTIES

14. 物業、廠房及設備(續)

土地及樓宇位於香港，且以中期租賃持有。於二零一六年十二月三十一日，本集團已抵押土地及樓宇以獲授短期貸款約26,000,000港元(二零一五年十二月三十一日：無)(附註25)。

15. 投資物業

		Notes 附註	Investment properties 投資物業 HK\$'000 千港元
As at 1 January 2015, 31 December 2015 and 1 January 2016	於二零一五年一月一日、二零一五年 十二月三十一日及二零一六年 一月一日		—
Addition through acquisition of a subsidiary	收購一間附屬公司之添置	31	44,919
Fair value change on investment properties	投資物業之公平值變動	5	6,981
As at 31 December 2016	於二零一六年十二月三十一日		51,900

Investment properties represent a commercial unit located in Hong Kong.

The fair values of the Group's investment properties at 31 December 2016 have been arrived at on the basis of a valuation carried out on that day by International Valuation Limited, an independent qualified professional valuer that is not connected with the Group.

The fair value was determined based on the "Direct Comparison Method", where the value is assessed by reference to the comparable properties of similar size, character and location, factoring in all the respective advantages and disadvantages of each property in order to arrive at the comparison of capital value.

All of the Group's property interests held under operating leases to earn rentals or for capital appreciation purposes were measured using the fair value model and were classified and accounted for as investment properties.

投資物業指一個位於香港之商業單位。

本集團於二零一六年十二月三十一日之投資物業公平值乃由與本集團並無關連之獨立合資格專業估值師國際評估有限公司按當日之估值釐定。

公平值乃按「直接比較法」釐定，而其估值乃參照類似面積、特點及地區之可資比較物業評定，並經考量各物業之一切相關利弊因素以達致資本價值之比較。

本集團所有以營運租賃形式收取租金或待資本升值之物業乃以公平值模式計量，且獲確認為及入賬列作投資物業。

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15. INVESTMENT PROPERTIES (CONTINUED)

At 31 December 2016, the investment properties in the Group has been pledged to secure a short-term loans granted to the Group amounts to approximately HK\$26,000,000 (31 December 2015: Nil) (note 25).

The carrying amounts of investment properties shown above comprise:

15. 投資物業(續)

於二零一六年十二月三十一日，本集團抵押投資物業以獲授短期貸款約26,000,000港元(二零一五年十二月三十一日：無)(附註25)。

以上所示之投資物業賬面值包括：

		31.12.2016 二零一六年 十二月三十一日 HK\$'000 千港元	31.12.2015 二零一五年 十二月三十一日 HK\$'000 千港元
Land in Hong Kong:	香港土地：		
Medium-term lease	中期租賃	51,900	—

The fair value measurements for all of the Group's investment properties are categorised as level 2. The following table gives information about how the fair values of the investment properties as at 31 December 2016 are determined (in particular, the valuation techniques and inputs used), as well as the fair value hierarchy into which the fair value measurements are categorised level 2 based on the degree to which the inputs to the fair value measurements is observable.

本集團所有投資物業之公平值計量獲分類為第二級。下表提供如何釐定投資物業於二零一六年十二月三十一日之公平值之資料(特別是估計技術及所用之輸入數據)，以及根據公平值計量輸入數據之可觀察程度分類公平值計量所屬公平值等級為第二級。

Properties 物業	Fair value hierarchy 公平值層級	Valuation technique & key input 估值技術及 主要輸入數據	Significant unobservable inputs 重大不可觀察 輸入數據	Relationship of unobservable inputs to fair value 不可觀察輸入數據 與公平值之關係
Property – located in Hong Kong Island, Hong Kong	Level 2	Direct comparison method The key input is price per square foot	Price per square foot, using market direct comparable and taking into account location and other individual factors such as age and location of the property, approximately HK\$20,521 per square foot as at 31 December 2016	A slight increase in the price per square foot will increase significantly the fair value
物業－位於香港港島	第二級	直接比較法 主要輸入數據為每平方呎價格	利用市場直接可資比較物業並計及地點及其他個別因素(例如物業的樓齡及地點)得出之每平方呎價格，即於二零一六年十二月三十一日每平方呎約20,521港元	每平方呎價格輕微上升將大幅增加公平值

During the period ended 31 December 2016 and year ended 31 December 2015, there were no transfers between level 1 and level 2, or transfers into or out of level 3.

截至二零一六年十二月三十一日止期間及截至二零一五年十二月三十一日止年度，概無於第一級及第二級之間轉換，或轉入或轉出第三級。

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16. INTANGIBLE ASSETS

16. 無形資產

		Travel agency licenses 旅遊代理執照 HK\$'000 千港元 (Note a) (附註a)	Operating rights 經營權 HK\$'000 千港元 (Note b) (附註b)	Mobile application 手機應用程式 HK\$'000 千港元 (Note c) (附註c)	Operating rights of Cemetery 公墓之經營權 HK\$'000 千港元 (Note d) (附註d)	Total 總計 HK\$'000 千港元
Cost:	成本：					
At 1 January 2015	於二零一五年一月一日	965	30,000	8,000	—	38,965
Additions through acquisition of a subsidiary	收購一間附屬公司之添置	—	—	—	118,000	118,000
At 31 December 2015, at 1 January 2016 and 31 December 2016	於二零一五年十二月三十一日、二零一六年一月一日及二零一六年十二月三十一日	965	30,000	8,000	118,000	156,965
Accumulated amortisation and impairment loss:	累計攤銷及減值虧損：					
At 1 January 2015	於二零一五年一月一日	965	—	140	—	1,105
Charge for the year	年內支出	—	10,000	1,600	—	11,600
At 31 December 2015 and at 1 January 2016	於二零一五年十二月三十一日及二零一六年一月一日	965	10,000	1,740	—	12,705
Impairment loss	減值虧損	6(c)	9,649	4,660	—	14,309
Charge for the year	年內支出	6(c)	10,000	1,600	—	11,600
At 31 December 2016	於二零一六年十二月三十一日	965	29,649	8,000	—	38,614
Carrying amount:	賬面值：					
At 31 December 2016	於二零一六年十二月三十一日	—	351	—	118,000	118,351
At 31 December 2015	於二零一五年十二月三十一日	—	20,000	6,260	118,000	144,260

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16. INTANGIBLE ASSETS (CONTINUED)

Notes:

- (a) Travel agency licenses represent the rights to operate travel agency business within and outside the PRC. The useful life of travel agency licenses is 10 years.
- (b) Operating rights of a mobile game apps, which was acquired through acquisition of a subsidiary, represent the PRC operating rights of a mobile game app of the name "Ninja in Barrel". The useful life of operating rights is 3 years.

During the year ended 31 December 2016, due to the unsatisfactory performance of operating rights of a mobile game apps, the Group recognised an impairment loss of approximately HK\$9,649,000 (2015: Nil).

- (c) Mobile application, which was acquired through business combination, represented an application specifically built for mobile device user named "Patalogue". The useful life of mobile application is 5 years.

During the year ended 31 December 2016, due to the unsatisfactory performance of mobile application, the Group recognised an impairment loss of approximately HK\$4,660,000 (2015: Nil).

- (d) The operating rights of cemetery were issued by the relevant authorities in Henan for the legal right to operate a cemetery in Zhecheng county ("Cemetery"). The corresponding operating permit is renewable every year at minimal costs that the Group would renew the permit continuously and has the ability to do so. The useful life of the Cemetery will end on 1 July 2050.

The operating rights will not be amortised until it becomes available for use. Instead, it will be tested for impairment annually, or more frequently if events or changes in circumstances indicate that they might be impaired. During the years ended 31 December 2016 and 2015, Group's management determined that there was no impairment of operating rights.

The recoverable amounts of the operating rights are determined from value in use calculations. The key assumptions for the value in use calculations are those regarding the discount rates, growth rates and expected changes to selling prices and direct costs during the period. Management estimates discount rates using pre-tax rates that reflect current market assessments of the time value of money and the risks specific to the operating rights. The growth rates are by reference to industry growth forecasts. Changes in selling prices and direct costs are based on past practices and expectations of future changes in the market.

During the year ended 31 December 2016, the Group performed impairment review for the operating rights based on cash flow forecasts derived from the most recent financial budgets for the period of the useful life of the Cemetery approved by management using discount rate of 23% which reflects current market assessments of the time value of money and the risks specific to the operating rights.

16. 無形資產(續)

附註：

- (a) 旅遊代理執照指於中國境內外經營旅遊代理業務之權利。旅遊代理執照之使用年期為十年。
- (b) 透過收購一間附屬公司獲得之手機遊戲應用程式經營權指名為「木桶忍者」之手機遊戲應用程式之中國經營權。經營權之使用年期為三年。

截至二零一六年十二月三十一日止年度，由於手機遊戲程式經營權之表現未令人滿意，本集團確認減值虧損約為9,649,000港元(二零一五年：無)。

- (c) 透過業務合併獲得之手機應用程式指特定為手機設備用戶構建名為「派得樂」之應用程式。該手機應用程式之使用年期為五年。

截至二零一六年十二月三十一日止年度，由於手機應用程式之表現未令人滿意，本集團確認減值虧損約為4,660,000港元(二零一五年：無)。

- (d) 公墓經營權由河南相關機構頒發，以經營於柘城縣之公墓(「公墓」)。相應營運許可證每年按最低成本續期。本集團將會並有能力續期許可證。公墓之使用年期將至二零五零年七月一日為止。

經營權在其可供使用前將不予攤銷。其會每年或(如有事件或情況變動顯示其可能減值)更為頻繁地進行減值測試。於截至二零一六年及二零一五年十二月三十一日止年度本集團管理層確定經營權並無減值。

上述經營權的可收回金額按使用價值計算法釐定。使用價值計算法的主要假設為對期內售價及直接成本的貼現率、增長率及預期變化的主要假設。管理層利用稅前比率估計貼現率以反映現時市場對金錢的時間值的評估以及有關經營權的特定風險。增長率乃參考業內增長預測作出。售價及直接成本變化乃基於過往做法及對市場未來變化的預期作出。

於截至二零一六年十二月三十一日止年度，本集團曾根據來自最近期經管理層批准的公墓使用年期期間財務預算的現金流量預測貼現率為23%，反映現時市場對金錢的時間值的評估以及有關經營權的特定風險對經營權進行減值檢討。

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17. GOODWILL

17. 商譽

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Cost:	成本：		
At 1 January and 31 December	於一月一日及十二月三十一日	32,016	32,016
Accumulated impairment losses:	累計減值虧損：		
At 1 January	於一月一日	(21,019)	(20,402)
Impairment loss for the year	本年度減值虧損	(10,997)	(617)
At 31 December	於十二月三十一日	(32,016)	(21,019)
Carrying amount:	賬面值：		
At 31 December	於十二月三十一日	—	10,997

As at 31 December 2016 and 2015, the entire amount of goodwill were allocated to mobile application cash-generating unit ("CGU")

The Group conducted impairment review on goodwill attributable to CGU operating in the mobile application business at the end of the reporting period by reference to its estimated recoverable amount. The recoverable amount of the CGU has been determined based on a value-in-use calculation. Impairment loss amounting to approximately HK\$10,997,000 was recognised in respect of the CGU operating in mobile application business for the year ended 31 December 2016 due to the continuous deterioration of performance (year ended 31 December 2015: HK\$617,000). The recoverable amount of the CGU, determined by using value-in-use, was zero as the CGU will cease the current operation. As such, no financial projection in relation to its future performance is prepared. For the year ended 31 December 2015, the impairment calculation used cash flow projections based on financial budgets approved by the directors of the Group covering a five-year period, with pre-tax discount rate of 15.69%. The cash flows beyond the five-year period were extrapolated using a steady growth rate of 2.396% per annum. The growth rate was based on the relevant industry growth rate forecast and does not exceed the average long-term growth rate for the relevant industry.

於二零一六年及二零一五年十二月三十一日，商譽之全部金額獲分配至手機應用程式之現金產生單位（「現金產生單位」）。

於報告期末，本集團就經營手機應用程式業務之現金產生單位應佔之商譽參考估計可收回金額並進行減值檢討。該現金產生單位之可收回金額乃按使用價值計算方法釐定。由於表現持續轉差，截至二零一六年十二月三十一日止年度就經營手機應用程式業務之現金產生單位確認減值虧損約10,997,000港元（截至二零一五年十二月三十一日止年度：617,000港元）。由於該現金產生單位將停止現有營運，因此該現金產生單位之可收回金額（乃採用使用價值釐定）為零。故此，概無就其未來表現編製財務預測。截至二零一五年十二月三十一日止年度，減值計算方法使用按本集團董事所批准涵蓋五年期間之財務預算所作之現金流量預測，稅前貼現率為15.69%。五年期間過後之現金流量乃使用穩定年增長率2.396%推算。增長率乃根據相關行業之增長率預測釐定，並不超過相關行業之平均長期增長率。

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18. INTERESTS IN ASSOCIATES

18. 於聯營公司之權益

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
	Note 附註		
Unlisted shares, at cost	未上市股份，按成本	44,795	30,709
Bargain purchase on acquisition of an associate	就收購一間聯營公司進行議價收購	2,416	—
Share of post-acquisition loss and other comprehensive expense, net of dividend	分佔收購後虧損及扣除股息後其他全面開支	(65)	(2,115)
Amount due from associates	應收聯營公司款項	47,146 13,272	28,594 21,326
Impairment loss recognised	已確認減值虧損	60,418 —	49,920 (30,648)
		60,418	19,272

Pursuant to the sales and purchase agreement entered into between Ottoman Evershine İnşaat Proje Ticaret Anonim Şirketi ("Ottoman Evershine Construction"), a company incorporated in Turkey and an indirect wholly owned subsidiary of the Company, and Mr. Osman Boyracı on 7 December 2016, Ottoman Evershine Construction acquired 30% of the share capital of Boyracı Yapı İnşaat ve Taahhut Gayrimenkul Yatırım Anonim Şirketi ("BBCC"), a company incorporated in Turkey and is specialised in elite urban transformation projects and earthquake resistant buildings, at a consideration of US\$5,780,000 (equivalent to HK\$ 44,795,000) satisfied by a promissory note of principal amount of US\$5,780,000 (equivalent to HK\$ 44,795,000) issued by the Company on 30 December 2016 as set out in note 26. The promissory note carries interest rate of 5% per annum and matures on 30 December 2018. The acquisition was completed on 30 December 2016. Upon acquisition, a bargain purchase of HK\$2,416,000 was recognised as set out in note 5.

During the year ended 31 December 2016, Star Most Limited, an amount due from associate of the Group with carry amount of HK\$6,000,000 was impaired.

根據 Ottoman Evershine İnşaat Proje Ticaret Anonim Şirketi (「Ottoman Evershine Construction」，為於土耳其註冊成立之公司及本公司之間接全資附屬公司)與Osman Boyracı先生於二零一六年十二月七日訂立之買賣協議，Ottoman Evershine Construction收購BoyracıYapı İnşaat ve Taahhut Gayrimenkul Yatırım Anonim Şirketi(「BBCC」，一間於土耳其註冊成立之公司，其專門承接高級城市改造項目及防震樓宇建造)30%股本，代價5,780,000美元(相等於44,795,000港元)以本公司於二零一六年十二月三十日發行本金額為5,780,000美元(相等於44,795,000港元)之承兌票據償付(載列於附註26)。承兌票據按年利率5%計息，且於二零一八年十二月三十日到期。收購於二零一六年十二月三十日完成。收購後，確認議價收購2,416,000港元載於附註5。

截至二零一六年十二月三十一日止年度，應收本集團一間賬面值為6,000,000港元之聯營公司星萃有限公司之款項已被減值。

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18. INTERESTS IN ASSOCIATES (CONTINUED)

Amounts due from associates are unsecured, interest-free and have no fixed terms of repayment.

The movements in accumulated impairment loss is summarised as follow:

18. 於聯營公司之權益(續)

應收聯營公司款項為無抵押、免息及無固定還款期。

累計減值虧損變動概述如下：

Hong Kong and PRC 香港及中國		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
At 1 January	於一月一日	30,648	30,648
Written back on disposals	出售時撥回	(30,648)	—
At 31 December	於十二月三十一日	—	30,648

(c) Details of the associates are as follows:

(c) 聯營公司之詳情如下：

Name of company 公司名稱	Place of incorporation/ establishment and operation 註冊成立/成立及 經營地點	Particulars of issued/ registered and paid up capital 已發行/註冊及 實繳股本詳情	Proportion of ownership interest 所有權權益比例 Group's effective holding 本集團實際持有		Principal activity 主要業務
			2016 二零一六年	2015 二零一五年	
Star Most Limited 星萃有限公司	Hong Kong 香港	10,000 shares of HK\$1 each 10,000股每股面值 1港元之普通股	—	30% (Indirect) (間接)	Investment holdings 投資控股
Leading Global INC Limited 嶺球有限公司	Hong Kong 香港	10,000 shares of HK\$1 each 10,000股每股面值1港元之普通股	30% (Direct) (直接)	30% (Direct) (直接)	Investment holdings 投資控股
Yongyao Technology (Jiang Xi) Co. Ltd 永耀科技(江西)股份有限公司	PRC 中國	Registered capital of HK\$7,000,000 註冊資本7,000,000港元	30% (Indirect) (間接)	30% (Indirect) (間接)	Trade of Clothing 服裝貿易
Boyracı Yapı İnşaat ve Taahhut Gayrimenkul Yatırım Anonim Şirketi	Turkey 土耳其	Registered capital of TRY21,000,000 註冊資本21,000,000土耳其里拉	30% (Indirect) (間接)	—	Building construction properties development and trading of construction materials 樓宇建造、物業開發及 建築材料買賣業務

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18. INTERESTS IN ASSOCIATES (CONTINUED)

(d) The following table illustrates the summarised financial information of the Group's associates:

Hong Kong and PRC 香港及中國		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Assets	資產	14,831	13,085
Liabilities	負債	14,137	31,213
Revenues	收益	10,641	—
Losses	虧損	43	31

Turkey 土耳其		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Assets	資產	231,355	—
Liabilities	負債	73,645	—

18. 於聯營公司之權益(續)

(d) 下表闡述本集團聯營公司之概要財務資料：

19. DEPOSIT FOR ACQUISITION OF SUBSIDIARIES

On 14 December 2015, the Company entered into memorandum of understanding (“MOU”) with two independent third parties, to acquire the entire equity interests in Color Bridge Industrial Company Limited (“CBI”) and 90% equity interests in Color-Bridge Printing & Packaging Company Limited (“CBPP”). CBI is a company incorporated in Hong Kong with limited liability and is principally engaged in property investment. CBPP is a company incorporated in Hong Kong with limited liability and is principally engaged in color printing works.

Upon signing of the MOU, the Company paid to the two independent third parties the sum of HK\$10,000,000 as deposit, which will be fully refunded subject to the terms and conditions of the MOU. During the year, the MOU has been lapsed and the deposits has been fully refunded to the Company.

19. 收購附屬公司按金

於二零一五年十二月十四日，本公司與兩名獨立第三方訂立諒解備忘錄（「諒解備忘錄」）以收購彩橋實業有限公司（「彩橋實業」）全部股權及彩橋印務有限公司（「彩橋印務」）90%股權。彩橋實業為一家於香港註冊成立之有限公司，主要從物業投資。彩橋印務為一家於香港註冊成立之有限公司，主要從事彩色印刷工作。

簽署諒解備忘錄後，本公司已向該兩名獨立第三方支付為數10,000,000港元作為訂金，訂金將按照諒解備忘錄之條款及條件全數退還。年內，諒解備忘錄已告失效，而訂金已悉數退還予本公司。

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20. INVENTORIES

20. 存貨

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Merchandise	商品	3,518	14,984

21. TRADE AND OTHER RECEIVABLES

21. 貿易及其他應收款項

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Trade debtors (note a&b)	應收賬款(附註a及b)	72,215	38,479
Other receivables	其他應收款項	15,547	4,605
Rental and other deposits	租金及其他按金	20,806	20,742
Prepayments	預付款項	10,544	1,334
		119,112	65,160

(a) Ageing analysis

An ageing analysis of trade debtors at the end of respective reporting period is as follows:

(a) 賬齡分析

應收賬款於各報告期末之賬齡分析如下：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Within 1 month	一個月內	22,359	8,112
More than 1 month but within 3 months	超過一個月但於三個月內	7,695	30,101
More than 3 months but within 6 months	超過三個月但於六個月內	5	16
More than 6 months	超過六個月	42,156	250
		72,215	38,479

Trade debtors are generally granted with credit terms ranging from 30 days to 180 days. The Group may, on a case by case basis and after evaluation of the business relationship and creditworthiness, extend the credit period upon customers' requests.

應收賬款一般獲授予介乎30日至180日之信貸期。本集團可按個別情況及於評估業務關係及信譽後應客戶要求延長信貸期。

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21. TRADE AND OTHER RECEIVABLES (CONTINUED)

(b) Trade debtors that are not impaired

The ageing analysis of trade debtors that are neither individually nor collectively considered to be impaired are as follows:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Neither past due nor impaired	既無逾期亦無減值	30,059	38,229
Past due but not impaired and past due within 6 months	已逾期但並無減值及逾期少於六個月	42,156	250
		72,215	38,479

Receivables that were neither past due nor impaired relate to a wide range of customers for whom there was no recent history of default.

Receivables that were past due but not impaired relate to a number of independent customers that have a good track record with the Group. Management closely monitors the credit quality, based on past experience, management believes that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable. The Group does not hold any collateral over these balances.

21. 貿易及其他應收款項(續)

(b) 並無減值之應收賬款

並無個別或共同視作已減值之應收賬款賬齡分析如下：

既無逾期亦無減值之應收款項涉及眾多近期並無拖欠紀錄之客戶。

已逾期但無減值之應收款項涉及多名與本集團有良好還款紀錄之獨立客戶。管理層密切監察信貸質素，基於過往經驗，由於信貸質素並無出現重大變動及有關結餘仍被視為可全數收回，故管理層認為毋須就該等結餘作出減值撥備。本集團並無就該等結餘持有任何抵押品。

22. RESTRICTED BANK DEPOSITS

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Restricted bank deposits solely represent a statutory deposit for travel agency quality guarantee	僅為旅遊代理質素擔保法定按金之受限制銀行存款	2,406	2,550

22. 受限制銀行存款

23. CASH AND CASH EQUIVALENTS

Bank balances carry interest at market rates which range from 0.01% to 0.35% per annum (31 December 2015: 0.01% to 2.86%).

23. 現金及現金等價物

銀行結餘按市場年利率介乎0.01厘至0.35厘計息(二零一五年十二月三十一日：0.01厘至2.86厘)。

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24. TRADE AND OTHER PAYABLES

24. 貿易及其他應付款項

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
	Note 附註		
Trade creditors (note a)	應付賬款(附註a)	13,971	7,976
Other payables	其他應付款項	3,963	4,449
Amounts due to a related person (note b)	應付一名關連人士款項(附註b)	2,987	3,659
Financial liabilities measured at amortised cost	按攤銷成本計量之金融負債	20,921	16,084
Accrued charges	應付費用	3,115	2,086
Other taxes and government surcharges payables	其他應付稅項及政府附加費	192	3
Receipts in advance (note c)	預收款項(附註c)	16,205	5,027
		40,433	23,200

All of the trade and other payables are expected to be settled within one year or are repayable on demand.

所有貿易及其他應付款項預期於一年內清償或按要求償還。

(a) Ageing analysis

The ageing analysis of trade creditors at the end of the reporting period is as follows:

(a) 賬齡分析

應付賬款於報告期末之賬齡分析如下：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Within 1 month	一個月內	9,141	1,900
More than 1 month but within 3 months	超過一個月但於三個月內	647	4,283
More than 3 months	超過三個月	4,183	1,793
		13,971	7,976

(b) As at 31 December 2016, the balances represent amounts due to Lau Yu, a director of the Company who resigned as director of the Company on 9 December 2016. The amounts are unsecured and non-interest bearing.

(b) 於二零一六年十二月三十一日，結餘指應付本公司董事柳宇(於二零一六年十二月九日辭任為本公司董事)之款項。該款項為無抵押及免息。

(c) The amounts represent prepaid service income from customers, for which the related services are expected to be rendered within one year from the end of the reporting period.

(c) 該等款項指來自客戶之預付服務收入，預期有關服務將自報告期末起計一年內提供。

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25. SHORT-TERM LOANS

25. 短期貸款

		2016 二零一六年		2015 二零一五年	
		Effective interest rate (%) 實際利率 (%)	HK\$'000 千港元	Effective interest rate (%) 實際利率 (%)	HK\$'000 千港元
Current: Loans from non-financial institutions — secured	即期： 非財務機構 貸款 — 有抵押	HKD Best Lending Rate plus 4.75% per annum 年利率為 港元最優惠 利率加 4.75%	52,000	6%	2,000

On 1 September 2016, two secured and guaranteed loan facilities amounting to HK\$26,000,000 each have been granted to the Group (the "Loans"). The Loans were secured by (i) a corporate guarantees for HK\$26,000,000 each to be given by the Company; (ii) an unlimited personal guarantee to be given by Mr. Hung Tat Chi Alan, an executive director of the Company; (iii) mortgages by the way of first legal charge for all monies over the properties; and (iv) assignments of rental on the properties as disclosed in Notes 14 and 15. The interest rates are 4.75% over HKD Best Lending Rate per annum.

於二零一六年九月一日，本集團已獲授兩項有抵押及有擔保貸款融資，而各項為26,000,000港元（「貸款」），貸款以下列方式作抵押(i)本公司就各項為26,000,000港元之貸款作公司擔保；(ii)本公司執行董事洪達智先生作無上限個人擔保；(iii)以物業之所有款項作為第一法定押記之方式作按揭及(iv)據附註14及15披露之物業租金轉讓。年利率為4.75%加港元最優惠利率。

26. PROMISSORY NOTES

26. 承兌票據

		Note 附註	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
At 1 January	於一月一日	(a)	27,170	43,000
Promissory notes issued	已發行承兌票據			
– PN4	– 承兌票據四	(a)	—	26,829
– PN5	– 承兌票據五	(b)	19,684	—
– PN6	– 承兌票據六	(b)	20,430	—
– PN7	– 承兌票據七	(c)	44,795	—
Repayment of promissory notes	償還承兌票據		(4,815)	(43,000)
Interest paid	已付利息		(613)	(856)
Interest charge	利息費用		6,820	1,197
Fair value changes	公平值變動	(a)	(2,811)	—
At 31 December	於十二月三十一日		110,660	27,170

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26. PROMISSORY NOTES (CONTINUED)

Notes:

- (a) On 16 June 2014, the Company issued a promissory note in the principal amount of HK\$20,000,000 (the "PN 1"). The PN 1 is unsecured and it bears an interest of 30% per annum and fall due on 15 September 2014.

Together with the interests for the period from 16 September 2014 to 31 January 2015 of approximately HK\$2,300,000. The principal amount of PN 1 was fully settled on 10 February 2015.

On 17 November 2014, the Company issued a promissory note in the principal amount of HK\$18,000,000 (the "PN 2") upon the completion of the acquisition of Patalogue Limited. The PN 2 is unsecured and it bears interest at 2% per annum and fall due on 17 November 2015. The Company repaid the principal amount of HK\$18,000,000 on 13 February 2015 and the noteholder agreed to waive any accrual interest payable.

On 17 December 2014, the Company issued a promissory note in the principal amount of HK\$5,000,000 (the "PN 3") for general working capital. The PN 3 is unsecured and it bears an interest of 24% per annum and fall due on 16 February 2015. The principal amount of the PN 3 was fully settled on 23 February 2015.

On 30 November 2015, the Company issued promissory notes in the principal amount of HK\$30,320,000 (the "PN 4") for acquisition of entire issue share capital of Fortune Ford Limited. PN 4 are unsecured and bear an interest of 2% per annum and fall due on 30 November 2016. The fair value of PN 4 approximately HK\$26,829,000 at the date of initial recognition.

On 1 December 2016, the Company and the promissory note holder agreed to extend the maturity to 30 November 2017 with other terms remain the same. The fair value as at the date of extension was approximately HK\$27,509,000. Hence, a gain on fair value change in relation to the extension for the maturity of approximately HK\$2,811,000 was recognised.

- (b) On 27 June 2016, the Company issued 2 promissory notes in the principal amount of approximately HK\$23,765,000 (the "PN 5") and HK\$24,667,000 ("PN 6") for acquisition of entire issued share capital of Spring Hero Developments Limited and Sharp Pick Ventures Limited from independent third party, respectively. Both PN 5 and PN 6 are unsecured and bear an interest of 6% per annum and falls due on 27 June 2018. As at the date of issue, the fair value of PN 5 and PN 6 was approximately HK\$19,684,000 and HK\$20,430,000 respectively. On 11 October 2016, the Company partially redeemed for principal of approximately HK\$4,815,000 and renewed the principal amount of the promissory note to approximately HK\$19,101,000 which bears the same an interest of 6% per annum and falls due 27 June 2018. The effective interest rates for both promissory notes are 16.287% per annum.
- (c) On 30 December 2016, the Company issued a promissory note in the principal amount of US\$5,780,000 (equivalent to approximately HK\$44,795,000 (the "PN 7")) for acquisition of 30% issue share capitals of Boyraci Yapi Insacet VeTaahhut Gayrimenkul Yatirim Anonim pre-prevanson. PN 7 is unsecured and it bears interest of 5% per annum, and fall due on 30 December 2018. The fair value of PN 7 was approximately to its carrying value at the date of initial recognition.

26. 承兌票據(續)

附註：

- (a) 於二零一四年六月十六日，本公司發行本金額為20,000,000港元之承兌票據(「承兌票據一」)。承兌票據一為無抵押，乃按利率每年30%計息，並於二零一四年九月十五日期到。

由二零一四年九月十六日至二零一五年一月三十一日期間，連同利息約為2,300,000港元。承兌票據一本金額於二零一五年二月十日獲悉數償付。

於二零一四年十一月十七日，本公司發行本金額為18,000,000港元之承兌票據(「承兌票據二」)以完成收購派得樂有限公司。承兌票據二為無抵押，乃按利率每年2%計息，並於二零一五年十一月十七日期到。本公司已於二零一五年二月十三日償還本金額為18,000,000港元而票據持有人同意豁免任何應付予彼之利息。

於二零一四年十二月十七日，本公司發行本金為5,000,000港元之承兌票據(「承兌票據三」)作為一般營運資金。承兌票據三為無抵押，乃按利率每年24%計息，並於二零一五年二月十六日期到。承兌票據三之本金已於二零一五年二月二十三日全數償付。

於二零一五年十一月三十日，本公司發行本金額為30,320,000港元之承兌票據(「承兌票據四」)以收購福永高有限公司全部已發行股本。承兌票據四為無抵押，乃按利率每年2%計息，並於二零一六年十一月三十日期到。於初步確認日期，承兌票據四之公平值約為26,829,000港元。

於二零一六年十二月一日，本公司及承兌票據持有人同意延長到期日至二零一七年十一月三十日，而其他條款維持不變。公平值於延期日約為27,509,000港元。因此，就延長到期日確認公平值變動收益約為2,811,000港元。

- (b) 於二零一六年六月二十七日，本公司以本金額約23,765,000港元(「承兌票據五」)及24,667,000港元(「承兌票據六」)發行兩項承兌票據，以分別自獨立第三方收購Spring Hero Developments Limited及Sharp Pick Ventures Limited全部已發行股本。承兌票據五及承兌票據六均為無抵押，按年利率6%計息，且於二零一八年六月二十七日期到。於發行日期，承兌票據五及承兌票據六之公平值分別約為19,684,000港元及20,430,000港元。於二零一六年十月十一日，本公司贖回本金額約4,815,000港元之部分承兌票據及續訂本金額約19,101,000港元之承兌票據，同樣按年利率6%計息，且於二零一八年六月二十七日期到。兩項承兌票據之實際年利率均為16.287%。
- (c) 於二零一六年十二月三十日，本公司以本金額5,780,000美元(相等於約44,795,000港元)發行承兌票據(「承兌票據七」)，以收購Boyraci Yapi Insacet VeTaahhut Gayrimenkul Yatirim Anonim pre-prevanson已發行股本30%。承兌票據七為無抵押，乃按5%年率計息，且於二零一八年十二月三十日期到。承兌票據七之公平值與其於初步確認日期之賬面值相若。

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27. CONVERTIBLE NOTES

27. 可換股票據

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Carrying amount at the beginning of the year	年初之賬面值	38,523	—
Issuance of convertible notes	發行可換股票據	22,367	37,991
Interest charge	利息費用	2,702	532
Conversion of convertible notes	兌換可換股票據	(39,244)	—
Carrying amount at the end of the year	年末之賬面值	24,348	38,523

- (a) On 30 November 2015, the Company issued 2% unsecured convertible notes in the principal amount of HK\$49,680,000 as a part of consideration for the acquisition of Fortune Ford Limited (note 31). The convertible notes are denominated in Hong Kong dollars. The notes entitle the holders to convert them into shares of the Company at any time between the date of issue of the notes and their settlement date on 30 November 2017 at a conversion price of HK\$0.138 per convertible note. If the notes have not been converted, they will be redeemed on 30 November 2017 at par. Interest of 2% will be paid annually up until the settlement date.

The Company may at any time before the convertible notes maturity date to redeem the convertible notes (in whole or in part). The fair value of the redemption right was insignificant as at the issue date.

The convertible notes contain two components, liability and equity elements. The equity element is presented in equity heading convertible notes equity reserve. The effective interest rate of the liability component is 16.789% per annum. The equity element is presented in equity heading "Convertible notes reserve" amounting to HK\$11,063,000.

On 20 January 2016 and 15 March 2016, the note holders exercised of conversion rights attaching to the convertible notes at the conversion price of HK\$0.138. The Company issued and allotted 181,159,420 and 178,840,580 of new shares.

- (a) 於二零一五年十一月三十日，本公司發行本金額為49,680,000港元之2%無抵押可換股票據，作為收購福永高有限公司之部分代價(附註31)。可換股票據以港元計值。票據賦予其持有人權利於票據發行日期至交收日期(二零一七年十一月三十日)止期間隨時按每股可換股票據0.138港元之兌換價將票據兌換為本公司股份。倘票據並未獲兌換，則將於二零一七年十一月三十日按面值獲贖回。每年將支付2%之利息直至交收日期。

本公司可於可換股票據到期日前隨時贖回全部或部分可換股票據。於發行日期贖回權之公平值並不重大。

可換股票據含有兩個部分：負債及權益部分。權益部分於權益內可換股票據權益儲備中呈列。負債部分之實際利率為每年16.789%。權益部分於權益內「可換股票據儲備」中呈列，金額為11,063,000港元。

於二零一六年一月二十日及二零一六年三月十五日，票據持有人按兌換價0.138港元行使可換股票據所附帶換股權。本公司發行及配發181,159,420股及178,840,580股新股份。

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27. CONVERTIBLE NOTES (CONTINUED)

- (b) On 16 May 2016, the Company issued an unsecured zero coupon convertible notes in the principal amount of HK\$30,000,000 at HK\$25,800,000 by cash, applied towards appropriate acquisition and investment opportunities and general working capital of the Group. The convertible notes are denominated in Hong Kong dollars. The notes entitle the holders to convert them into Conversion Shares (the "Conversion Shares") of the Company at any time between the date of issue of the notes and their settlement date on 16 May 2018 at a conversion price of HK\$0.4 per Convertible Share.

The convertible notes contain two components, liability and equity elements. The effective interest rate of the liability element is 15.62% per annum. The equity element is presented in equity heading "Convertible notes reserve" amounting to HK\$3,433,000.

28. DEFERRED TAX LIABILITIES

- (a) The following is deferred tax liabilities recognised and movements thereon during the year:

27. 可換股票據(續)

- (b) 於二零一六年五月十六日，本公司以現金 25,800,000 港元發行本金額為 30,000,000 港元之無抵押零息可換股票據，以應用於本集團之合適收購及投資機遇以及一般營運資金。可換股票據以港元計值。票據賦予其持有人權利於票據發行日期至交收日期（二零一八年五月十六日）止期間隨時按每股可換股股份 0.4 港元之兌換價將票據兌換為本公司之兌換股份（「兌換股份」）。

可換股票據含有兩個部分：負債部分及權益部分。負債部分之實際年利率為 15.62%。權益部分於權益內「可換股票據儲備」中呈列，金額為 3,433,000 港元。

28. 遞延稅項負債

- (a) 年內，已確認遞延稅項負債及其變動如下：

		Intangible assets – Mobile application 無形資產 – 手機應用程式 HK\$'000 千港元
As at 31 December 2014 and 1 January 2015	於二零一四年十二月三十一日 及二零一五年一月一日	1,277
Credited to the consolidated statement of profit or loss during the year	於年內計入綜合 損益表	(361)
As at 31 December 2015 and 1 January 2016	於二零一五年十二月三十一日 及二零一六年一月一日	916
Credited to the consolidated statement of profit or loss during the year	於年內計入綜合 損益表	(916)
At 31 December 2016	於二零一六年十二月三十一日	—

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28. DEFERRED TAX LIABILITIES (CONTINUED)

(b) The Group has not recognised deferred tax assets in respect of estimated tax losses of approximately HK\$47,180,000 (2015: HK\$36,059,000) as it is not probable that future taxable profits against which the losses can be utilised will be available in the relevant tax jurisdiction and entity.

28. 遞延稅項負債(續)

(b) 由於有關稅項司法權區及實體並無虧損可供動用以抵銷未來應課稅溢利，故本集團仍未確認有關估計稅項虧損之遞延稅項資產約47,180,000港元(二零一五年：36,059,000港元)。

29. SHARE CAPITAL AND RESERVE

29. 股本及儲備

		Number of shares 股份數目 '000 千股	Amount 金額 HK\$'000 千港元
Issued and fully paid	已發行及繳足		
At 1 January 2015	於二零一五年一月一日	560,137	755,030
Issue of new shares in connection with the rights issue (note (i))	發行與供股有關之新股份 (附註(i))	280,068	81,927
Issue of placing share (note (ii))	發行配售股份(附註(ii))	112,026	34,207
Issue of placing share (note (iii))	發行配售股份(附註(iii))	190,446	37,237
At 31 December 2015 and at 1 January 2016	於二零一五年十二月三十一日及 二零一六年一月一日	1,142,677	908,401
Issue of shares upon conversion of convertible notes (note (iv))	兌換可換股票據後發行股份 (附註(iv))	360,000	50,932
At 31 December 2016	於二零一六年十二月三十一日	1,502,677	959,333

Notes:

- (i) On 9 February 2015, the Company issued and allotted 280,068,452 shares at a price of HK\$0.3 per share by way of rights issue. The details were disclosed in the prospectus of the Company dated 14 January 2015.
- (ii) On 22 April 2015, the Company issued and allotted 112,026,000 shares at a price of HK\$0.31 per share by way of placing pursuant to the placing agreement dated 14 April 2015.
- (iii) On 27 November 2015, the Company issued and allotted 190,446,020 shares at a price of HK\$0.198 per share by way of placing pursuant to the placing agreement dated 12 November 2015.
- (iv) On 20 January 2016 and 15 March 2016, the Company issued and allotted 181,159,420 and 178,840,580 of new shares respectively at a price of HK\$0.138 per share by way of exercise of conversion rights.

附註：

- (i) 於二零一五年二月九日，本公司透過供股以每股股份0.3港元之價格發行及配發280,068,452股股份。有關詳情於本公司日期為二零一五年一月十四日之售股章程披露。
- (ii) 於二零一五年四月二十二日，根據日期為二零一五年四月十四日之配售協議，本公司透過配售以每股股份0.31港元之價格發行及配發112,026,000股股份。
- (iii) 於二零一五年十一月二十七日，根據日期為二零一五年十一月十二日之配售協議，本公司透過配售以每股股份0.198港元之價格發行及配發190,446,020股股份。
- (iv) 於二零一六年一月二十日及二零一六年三月十五日，本公司透過行使可換股票據所附帶換股權以每股0.138港元分別發行及配發181,159,420及178,840,580股新股份。

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29. SHARE CAPITAL AND RESERVE (CONTINUED)

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity of the annual report.

(I) EXCHANGE RESERVE

The exchange reserve comprises all foreign exchange differences arising from the translation of the consolidated financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policies set out in note 2.

(II) STATUTORY RESERVE

Transfers from 10% of net profits to statutory reserve fund were made in accordance with the relevant PRC rules and regulations and the articles of association of the Company's subsidiaries established in the PRC and were approved by the respective boards of directors.

Statutory reserve fund can be used to make good previous years' losses, if any, and may be converted into paid-up capital provided that the balance of the statutory reserve fund after such conversion is not less than 25% of their registered capital.

The Company's subsidiaries in the PRC are required to transfer a minimum of 10% of their net profits, as determined in accordance with the PRC accounting rules and regulations, to the statutory reserve fund until the reserve balance reaches 50% of the registered capital. The transfer to this fund must be made before distribution of dividends to shareholders.

(III) CONVERTIBLE NOTES RESERVE

The convertible notes reserve represents the value of the unexercised equity component of convertible notes issued by the Company recognised in accordance with the accounting policy adopted for convertible notes in note 2.

Distributable reserves

As at 31 December 2016, there was no reserves available for distribution to equity shareholders of the Company (2015: Nil).

29. 股本及儲備(續)

本集團儲備金額及其於本年度及過往年度之變動呈列於本年報綜合權益變動表。

(I) 匯兌儲備

匯兌儲備包括換算海外業務之綜合財務報表所產生之所有匯兌差額。該項儲備乃根據附註2所載之會計政策處理。

(II) 法定儲備

轉撥純利之10%至法定儲備金乃根據中國相關規則及規例以及本公司於中國成立之附屬公司之組織章程細則進行，並獲相關董事會批准。

法定儲備金可用作補償過往年度虧損(如有)，亦可轉撥至實繳股本，惟於有關轉撥後之法定儲備金結餘不得少於註冊資本之25%。

本公司之中國附屬公司須根據中國會計規則及規例，將純利之最少10%轉撥至法定儲備金，直至儲備結餘達至註冊資本之50%為止。轉撥該資金須於向股東分派股息前進行。

(III) 可換股票據儲備

可換股票據儲備指根據附註2所述就可換股票據採納之會計政策，確認本公司所發行之可換股票據之未行使權益部分之價值。

可供分派儲備

於二零一六年十二月三十一日，概無任何可供分派予本公司股權持有人之儲備(二零一五年：零)。

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30. SHARE-BASED PAYMENT TRANSACTION

Share Option Schemes

On 1 February 2016, the 2011 Share Option Scheme was terminated and a new share option scheme was adopted (the “2016 Share Option Scheme”). The purpose of the 2016 Share Option Scheme is to enable the Company to grant share options to a certain eligible participants as defined below (“Eligible Participants”) as incentives or rewards for their contribution to the long term development of the Group and to provide the Group with a more flexible means to reward, remunerate, compensate, attract, retain and/or provide benefits to the Eligible Participants. The 2016 Share Option Scheme was adopted for a period of 10 years commencing from 1 February 2016 and will remain in force until 31 January 2026.

Eligible Participant under the 2016 Share Option Scheme includes any full-time or part-time employees, consultants or potential employees, executives or officers (including executive, non-executive and independent non-executive directors) of the Company or any of its subsidiaries and any suppliers, customers, consultants, agents and advisers who, in the opinion of the directors, will contribute or has contributed to the Company and/or any of its subsidiaries.

The subscription price shall be determined by the directors in its absolute discretion but in any event shall be at least the higher of:

- (i) the closing price of the shares as stated in the daily quotations sheets issued by the Stock Exchange of Hong Kong on the date of grant which must be a business day; and
- (ii) the average closing price of the shares as stated in the daily quotations sheets issued by the Stock Exchange of Hong Kong for the five business days immediately preceding the date of grant.

Upon acceptance of the options, the grantee shall pay HK\$1.00 to the Company as consideration for the grant. The acceptance of an offer of the grant of the option must be made within 14 days from the date of grant. Unless otherwise determined by the directors in the relevant offer letter to a grantee, there is no minimum period for which any option must be held before it can be exercised and no performance target which needs to be achieved by a grantee before the options can be exercised. An option may be exercised in accordance with the terms of the 2016 Share Option Scheme at any time during a period as the directors may determine which shall not exceed ten years from the date of grant subject to the provisions of early termination thereof.

There is no outstanding option and there is no options have been granted under the option scheme since its adoption.

30. 以股份為基礎之付款交易

購股權計劃

於二零一六年二月一日，二零一一年購股權計劃已告終止而新購股權計劃已獲採納（「二零一六年購股權計劃」）。二零一六年購股權計劃旨在使本公司能向若干合資格參與者（定義如下）（「合資格參與者」）授出購股權，作為彼等對本集團長期發展作出貢獻之獎勵或回報，並為本集團提供更靈活之方式獎勵、酬報、補償、招攬、留聘合資格參與者及／或向其提供福利。二零一六年購股權計劃自二零一六年二月一日採納之日起為期十年，並將維持有效直至二零二六年一月三十一日。

根據二零一六年購股權計劃，合資格參與者包括本公司或其任何附屬公司之任何全職或兼職僱員、諮詢顧問或潛在僱員、行政人員或高級人員（包括執行、非執行及獨立非執行董事），以及董事認為將向或已向本公司及／或其任何附屬公司作出貢獻之任何供應商、客戶、諮詢顧問、代理及顧問。

認購價為須由董事全權酌情釐定，惟在任何情況下須最少為下列各項之較高者：

- (i) 股份於授出日期（該日須為營業日）在香港聯交所發出之每日報價表所述之收市價；及
- (ii) 股份於緊接授出日期前五個營業日在香港聯交所發出之每日報價表所述之平均收市價。

承授人接納購股權後，須向本公司支付1.00港元，作為獲授購股權之代價。承授人須於授出日期起14天內，接納授出購股權之要約。除董事會在寄發予承授人之有關要約函中另有釐定外，概無規定購股權可予行使前須持有任何購股權之最短期限，亦無設定承授人於行使購股權前須達致之表現目標。購股權可於董事可能釐定之期間內根據二零一六年購股權計劃之條款隨時行使，惟有關期間不得超過由授出日期起計十年，並受提前終止條文規限。

自採納購股權計劃以來，概無未行使購股權及據此授出任何購股權。

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31. ACQUISITION OF ASSETS THROUGH ACQUISITION OF SUBSIDIARIES

- (a) In June 2016, the Company acquired 100% property interests in 15th and 16th Floor of Henan Building, Nos. 90 and 92 Jaffe Road and Nos. 15-19 Luard Road, Wanchai, Hong Kong through the acquisition of 100% equity interest in Spring Hero Developments Limited and Sharp Pick Ventures Limited. The consideration of HK\$53,332,000 has been satisfied by the issue of promissory notes with principal amount of approximately HK\$48,432,000 (fair value of HK\$40,114,000 as at the initial recognition) and cash of HK\$4,900,000. At the date of acquisition, the Group recognised investment properties of HK\$44,919,000 and land and buildings included in property, plant and equipment of HK\$44,763,000 based on the floor areas leased out to other lessees and occupied by the Group respectively.

The total net assets of Spring Hero Developments Limited and Sharp Pick Ventures Limited at the date of acquisition are as follows:

31. 透過收購附屬公司收購物業

- (a) 於二零一六年六月，本公司透過收購 Spring Hero Developments Limited 及 Sharp Pick Ventures Limited 全部股權收購香港灣仔謝斐道90及92號與盧押道15-19號豫港大廈15樓及16樓之全部物業權益。代價53,332,000港元已透過發行本金額約為48,432,000港元(於初步確認公平值為40,114,000港元)之承兌票據及現金4,900,000港元之方式償付。於收購日期，根據向其他承租人及本集團佔用之樓面面積，本集團分別確認投資物業44,919,000港元以及計入物業、廠房及設備之土地及樓宇為44,763,000港元。

Spring Hero Developments Limited 及 Sharp Pick Ventures Limited 於收購日期之總資產淨值如下：

		Spring Hero Developments Limited	Sharp Pick Ventures Limited	Total
		Fair value	Fair value	Total
		公平值	公平值	總計
		HK\$000	HK\$000	HK\$000
		千港元	千港元	千港元
Asset acquired and liabilities recognised/consideration	已收購資產及已確認負債／代價	22,134	22,880	45,014
Consideration satisfied by the fair value of	以下列各項公平值償付之代價			
– Cash	– 現金	2,450	2,450	4,900
– Promissory notes	– 承兌票據	19,684	20,430	40,114
		22,134	22,880	45,014
Analysis of the net outflow of cash and cash equivalents	現金及現金等價物流出淨額分析			
Cash consideration paid	已付現金代價	2,450	2,450	4,900
Net cash outflow	現金流出淨額	2,450	2,450	4,900

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31. ACQUISITION OF ASSETS THROUGH ACQUISITION OF SUBSIDIARIES (CONTINUED)

Fortune Ford Group

(b) On 30 November 2015, the Group completed the acquisition of 100% equity interest in Fortune Ford Limited and its subsidiaries ("Fortune Ford Group") from an independent third party. The consideration of HK\$110,000,000 was satisfied by the issue of the promissory note in the principle amount of HK\$30,320,000 (note 26), convertible notes of HK\$49,680,000 (note 27) and cash of HK\$30,000,000.

Fortune Ford Group has not carried out any significant business transactions on acquisition date. In the opinion of the directors, the acquisition did not constitute an acquisition of business in substance. The acquisition of the intangible assets was then considered as acquisition of assets through acquisition of subsidiaries.

The net assets of Fortune Ford Group at the date of acquisition are as follows:

31. 透過收購附屬公司收購物業(續)

福永高集團

(b) 於二零一五年十一月三十日，本集團自一名獨立第三方完成收購福永高有限公司及其附屬公司(「福永高集團」)全部股本權益。代價110,000,000港元已透過發行本金額為30,320,000港元之承兌票據(附註26)、49,680,000港元之可換股票據(附註27)及現金代價30,000,000港元償付。

福永高集團於收購日期並無進行任何重大業務交易。董事認為，收購事項並不構成重大之業務收購。無形資產之收購事項當時被視為透過收購附屬公司而收購資產。

於收購日期福永高集團之資產淨值如下：

		Total 總計 HK\$000 千港元
Asset acquired and liabilities recognised	已收購資產及已確認負債	118,623
Non-controlling interest	非控股權益	(12,740)
Consideration	代價	105,883
Consideration satisfied by the fair value of:	以下列各項公平值償付之代價：	
– Cash	– 現金	30,000
– Convertible bonds	– 可換股債券	49,054
– Promissory notes	– 承兌票據	26,829
		105,883
Analysis of the net outflow of cash and cash equivalents:	現金及現金等價物 流出淨額分析：	
Cash consideration paid	已付現金代價	(30,000)
Cash and cash equivalent acquired	獲得現金及現金等價物	9
Net cash outflow	現金流出淨額	(29,991)

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32. DISPOSAL OF SUBSIDIARIES

- (a) On 30 March 2016, the Group completed the disposal of the entire issued share capital of Creative Star Limited for a cash consideration of HK\$8.

32. 出售附屬公司

- (a) 於二零一六年三月三十日，本集團完成出售建星有限公司全部已發行股本，現金代價為8港元。

		<i>Note</i> <i>附註</i>	HK\$'000 千港元
Account and other receivables	應收賬款及其他應收款項		804
Cash and cash equivalents	現金及現金等價物		15
Accounts and other payables	應付賬款及其他應付款項		(7,962)
Net liabilities disposed	已出售之負債淨額		(7,143)
Non-controlling interest	非控股權益		(3,609)
			(3,534)
Consideration satisfied by cash	以現金支付之代價		—
Gain on disposal	出售收益	11	(3,534)
Analysis of the net outflow of cash and cash equivalents:	現金及現金等價物流出淨額分析：		
Total Cash Consideration	總現金代價		—
Cash and cash equivalents disposed	已出售之現金及現金等價物		(15)
Net cash outflow	現金流出淨額		(15)

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32. DISPOSAL OF SUBSIDIARIES (CONTINUED)

- (b) On 31 December 2015, the Group completed the disposal of 51% equity interest of Fountain City Group.

The cash flow and the carrying amount of net assets of the subsidiaries sold at the date of disposal were as follows:

32. 出售附屬公司(續)

- (b) 於二零一五年十二月三十一日，本集團已完成出售於泉城集團之51%股本權益。

於出售日期附屬公司已出售之資產淨值之現金流量及賬面值如下：

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	655
Account and other receivables	應收賬款及其他應收款項	6,738
Cash and cash equivalents	現金及現金等價物	125
Assets classified as held for sales	分類為持作出售之資產	7,518
Other payables	其他應付款項	(37,883)
Liabilities classified as held for sales	分類為持作出售之負債	(37,883)
Net liabilities disposed	已出售負債淨值	(30,365)
Non-controlling interest	非控股權益	17,126
		(13,239)
Consideration satisfied by cash	以現金支付之代價	(58,894)
Less: Financial asset – put options	減：金融資產 – 認沽期權	52,650
Gain on disposal	出售收益	(19,483)
Analysis of the net outflow of cash and cash equivalents:	現金及現金等價物流出淨額分析：	
Total cash consideration	總現金代價	64,894
Less: cash received in prior year	減：過往年度已收取現金	(6,000)
Cash consideration received during the year	年內已收取現金代價	58,894
Cash and cash equivalents disposed (note)	已出售之現金及現金等價物(附註)	—
Net cash inflow	現金流入淨額	58,894

Note:

The cash and bank balances is grouped into “Assets classified as held for sales”, therefore, it was excluded in the calculation of cash and cash equivalents being disposed.

附註：

現金及銀行結餘歸入「分類為持作出售之資產」，因此，計算已出售之現金及現金等價物時將其剔除在外。

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33. FINANCIAL INSTRUMENTS

(a) Financial instruments by category

The carrying amounts of each of the categories of financial instruments as at the end of each reporting period are as follows:

Financial assets	金融資產	2016	2015
		二零一六年 Loans and receivables 貸款及應收款項 HK\$'000 千港元	二零一五年 Loans and receivables 貸款及應收款項 HK\$'000 千港元
Trade and other receivables	貿易及其他應收款項	108,568	63,826
Restricted bank deposits	受限制銀行存款	2,406	2,550
Cash and cash equivalents	現金及現金等價物	12,406	40,188
		123,380	106,564

33. 金融工具

(a) 按類別分類之金融工具

於各報告期末各類別之金融工具賬面值如下：

Financial liabilities	金融負債	2016	2015
		二零一六年 Financial liabilities at amortised cost 按攤銷成本計算之金融負債 HK\$'000 千港元	二零一五年 Financial liabilities at amortised cost 按攤銷成本計算之金融負債 HK\$'000 千港元
Trade and other payables	貿易及其他應付款項	20,921	16,084
Promissory notes	承兌票據	110,660	27,170
Short-term loans	短期貸款	52,000	2,000
Convertible notes	可換股票據	24,348	38,523
		207,929	83,777

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33. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management

Exposure to credit risk, liquidity risk and market risks arises in the normal course of the Group's business. These risks are mitigated by the Group's financial management policies and practices described below.

(A) Credit Risk

As at 31 December 2016, 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 as stated in the consolidated statement of financial position.

In respect of trade and other receivables, individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. Trade receivables are due within 30 to 180 days from the date of billing. Normally, the Group does not obtain collateral from customers. The impairment losses on bad and doubtful debts account are within management's expectation.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The default risk of the industry and country in which customers operate also has an influence on credit risk but to a lesser extent. At the end of reporting period, the Group does not have significant concentration of credit risk.

Further quantitative disclosure in respect of the Group's exposure to credit risk arising from trade and other receivables are set out in note 21.

In respect of deposits with banks, the Group mitigates its exposure to credit risk by placing deposits with financial institutions with established credit ratings.

33. 金融工具(續)

(b) 財務風險管理

本集團於一般業務過程中承受信貸風險、流動資金風險及市場風險。該等風險因下文所述之本集團財務管理政策及慣例而有所減低。

(A) 信貸風險

於二零一六年十二月三十一日，本集團面對之最大信貸風險將由於交易對方未能履行責任而導致本集團出現財務虧損，這風險乃源自綜合財務狀況表所示各已確認金融資產之賬面值。

就貿易及其他應收款項而言，會對需要就若干數額給予信貸之所有客戶個別進行信貸評估。該等評估工作集中於客戶過往償還到期款項之記錄及目前之還款能力，亦考慮該名客戶之特定賬目資料及關於該客戶經營所在經濟環境之賬目資料。貿易應收款項自發出賬單之日起計30至180日內到期應付。一般情況下，本集團並無向客戶取得抵押品。就呆壞賬作出之減值虧損乃於管理層之預期內。

本集團之信貸風險主要受各客戶之個別特性影響。客戶經營所在行業及國家之違約風險亦對信貸風險造成影響，惟影響程度較低。於各報告期末，本集團並無重大集中信貸風險。

有關本集團承受貿易及其他應收款項所產生信貸風險之進一步量化披露載於附註21。

就銀行存款而言，本集團透過於具有良好信貸評級之財務機構存放存款，減少其承受之信貸風險。

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33. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management (Continued)

(B) Liquidity Risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, without incurring unacceptable losses or risking damage to the Group's reputation.

Individual operating entities within the Group are responsible for their own cash management, including the short term investment of cash surpluses and the raising of loans to cover expected cash demands, subject to approval by the parent company's board when the borrowings exceed certain predetermined levels of authority. The Group's policy is to regularly monitor its liquidity requirements and its compliance with lending covenants, to ensure that it maintains sufficient reserves of cash and readily realisable marketable securities and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

The following table details the remaining contractual maturities at the end of each reporting period of the Group's non-derivative financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the statement of financial position date) and the earliest date the Group can be required to pay:

33. 金融工具(續)

(b) 財務風險管理(續)

(B) 流動資金風險

流動資金風險指本集團不能於到期時履行其財務責任之風險。本集團管理流動資金之方針為盡可能確保一直具備充裕流動資金，以應付其到期負債，而不會產生不能承受虧損或損害本集團聲譽之風險。

本集團旗下個別營運實體負責本身之現金管理，包括現金盈餘短期投資，及籌措貸款以應付預期現金需求，惟倘借貸超出若干預定授權水平，則須獲母公司董事會批准。本集團之政策為定期監控其流動資金需要及其有否遵守貸款契據，確保維持充裕現金儲備及可即時變現之有價證券以及自主要財務機構獲取足夠已承諾貸款額，藉以應付其短期及較長期之流動資金需要。

下表詳列本集團非衍生金融負債於各報告期末之剩餘合約到期日，而其乃按已訂約未貼現現金流量(包括採用合約利率或倘屬浮動利率，按於財務狀況表日期當前利率計算之利息付款)以及本集團可能須付款之最早日期為基準得出：

	2016 二零一六年				2015 二零一五年			
	Carrying amount	Total contractual undiscounted cash flow	Within 1 year or on demand	More than 1 year but less than 2 years	Carrying amount	Total contractual undiscounted cash flow	Within 1 year or on demand	More than 1 year but less than 2 years
	賬面值 HK\$'000 千港元	合約未貼現金流量總額 HK\$'000 千港元	於一年內或按要求 HK\$'000 千港元	超過一年但少於兩年 HK\$'000 千港元	賬面值 HK\$'000 千港元	合約未貼現金流量總額 HK\$'000 千港元	於一年內或按要求 HK\$'000 千港元	超過一年但少於兩年 HK\$'000 千港元
Trade and other payables 貿易及其他應付款項	38,241	38,241	38,241	—	18,170	18,170	18,170	—
Promissory notes 承兌票據	110,660	131,946	31,347	100,599	27,170	26,829	26,829	—
Short-term loans 短期貸款	52,000	52,000	52,000	—	2,000	2,000	2,000	—
Convertible notes 可換股票據	24,348	30,000	—	30,000	38,523	38,523	—	38,523
	225,249	252,187	121,588	130,599	85,863	85,522	46,999	38,523

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33. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management (Continued)

(C) Market Risk

(i) Currency risk

The Group has transactional currency exposures. Such exposures arise from sales, purchases or expenditure by operating units in currencies other than the units' functional currencies. The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in the exchange rates of the HK dollar ("HK\$") and Renminbi ("RMB"), with all other variables held constant, of the Group's loss before tax (due to changes in the fair value of monetary assets and liabilities).

		Increase/ (Decrease) in exchange rate 匯率 增加/(減少)	Increase/ (decrease) in loss before tax and accumulated loss 除稅前虧損 及累計虧損 增加/(減少) HK\$'000 千港元
2016	二零一六年		
If HK\$ weakens against RMB	如港元兌人民幣貶值	5%	106
If HK\$ strengthens against RMB	如港元兌人民幣升值	(5%)	(106)
2015	二零一五年		
If HK\$ weakens against RMB	如港元兌人民幣貶值	5%	1,102
If HK\$ strengthens against RMB	如港元兌人民幣升值	(5%)	(1,102)

(ii) Interest rate risk

The Group is primarily exposed to cash flow interest rate risk in relation to variable-rate interest bearing receivables and payables, including bank balances and borrowings. The Group's fair value interest rate risk relates primarily to promissory notes and convertible bonds. The Group currently does not have an interest rate hedging policy in relation to fair value interest rate risk and cash flow interest rate risk. However, management of the Group monitors interest rate exposure on an ongoing basis and will consider hedging significant interest rate exposure should the need arise. The Group's exposures to interest rates on financial liabilities are detailed in the liquidity risk section of this note. The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of HKD best lending rate.

33. 金融工具(續)

(b) 財務風險管理(續)

(C) 市場風險

(i) 貨幣風險

本集團承受交易性貨幣風險。此等風險來自營運單位除該單位功能貨幣以外貨幣進行之買賣及開支。下表載列在所有其他變量維持不變之情況下，本集團於報告期末之除稅前虧損(受貨幣資產及負債公平值變動影響)對港元(「港元」)及人民幣(「人民幣」)匯率可能合理出現之變動之敏感程度。

(ii) 利率風險

本集團主要承擔與以浮動利率計息之應收款項及應付款項(包括銀行結餘借貸)有關之現金流量利率風險。本集團之公平值利率風險主要與承兌票據及可換股債券有關。本集團目前並無有關公平值利率風險及現金流量利率風險之利率對沖政策。然而，本集團管理層持續監察利率風險，並將於需要時考慮對沖重大利率風險。本集團面對之金融負債利率風險於本附註流動資金風險一節中詳述。本集團現金流量利率風險主要集中於港元最優惠利率之波動。

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33. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management (Continued)

(C) Market Risk (Continued)

(ii) Interest rate risk (Continued)

Sensitivity analysis

The management determines that the Group's exposure of interest rate risk was not significant and hence no sensitivity analysis is prepared.

(D) Fair Values

Fair value estimates are made at a specific point in time and are based on relevant market information and information about the financial instruments. These estimates are subjective in nature and involve uncertainties and matters of significant judgment and therefore cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

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

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

33. 金融工具(續)

(b) 財務風險管理(續)

(C) 市場風險(續)

(ii) 利率風險(續)

敏感度分析

管理層決定本集團之利率風險屬微不足道，故並無備製敏感度分析。

(D) 公平值

公平值估計乃於某一特定時間根據有關市場資料及財務工具之資料作出。該等估計性質主觀及涉及不確定因素及須作出重大判斷，因此無法準確釐定。假設之任何變動均會對估計構成重大影響。

此外，就財務報告而言，公平值計量按公平值計量所用輸入數據之可觀察程度及公平值計量之輸入數據對其整體之重要性分為第一、二或三級，詳情如下：

- 第一級輸入數據為實體於計量日期可取得之相同資產或負債於活躍市場之報價(未經調整)；
- 第二級輸入數據為就資產或負債可直接或間接觀察之輸入數據(不包括第一級報價)；及

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33. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management (Continued)

(D) Fair Values (Continued)

- Level 3 inputs are unobservable inputs for the asset or liability.

None of the Group's financial assets and financial liabilities are calculated in level 1,2 and 3 during the reporting period.

The carrying amounts of the Group's financial assets and financial liabilities as reflected in the consolidated statement of financial position approximate their respective fair values.

34. CAPITAL RISK MANAGEMENT

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, by pricing products and services commensurately with the level of risk and by securing access to finance at a reasonable cost.

The Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher shareholder returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debt.

The Group manages capital by regularly monitoring its current and expected liquidity requirement rather than using debt/equity ratio analysis.

33. 金融工具(續)

(b) 財務風險管理(續)

(D) 公平值(續)

- 第三級輸入數據為資產或負債不可觀察之輸入數據。

於報告期間概無本集團之金融資產及金融負債計入第一、二及三級。

於綜合財務狀況表內反映之本集團金融資產及金融負債之賬面值與其各自之公平值相若。

34. 資本風險管理

本集團管理資本之主要目標，乃保障本集團能繼續按持續經營基準經營，從而能透過與風險水平相對應之產品及服務定價以及獲得合理成本之融資，繼續為股東創造回報以及使其他權益持有人受惠。

本集團積極定期檢討及管理其資本結構，以在較高股東回報情況下可能伴隨之較高借貸水平與良好資本狀況帶來之好處及保障之間維持平衡，並因應經濟環境變動對資本結構作出調整。

為維持或調整資本結構，本集團或會調整向股東派付之股息金額、向股東退回資本、發行新股份或出售資產，以減少債務。

本集團透過定期監察其目前及預期流動資金需求管理資本，而非採用債務／權益比例分析。

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35. COMMITMENTS

(a) Operating lease commitments and arrangements

As lessee

The Group had total future minimum lease payments under non-cancellable operating lease falling as follows:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Within one year	一年內	1,249	1,099
In the second to fifth years	第二年至第五年	8,468	352
		9,717	1,451

As lessor

The Group had total future minimum lease receivable under non-cancellable operating leases with its tenants falling due as follows:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Within one year	一年內	853	—
In the second to fifth years	第二年至第五年	114	—
		967	—

35. 承擔

(a) 經營租賃承諾及安排

作為承租人

本集團根據將到期的不可撤銷經營租賃總未來最低租賃應付款項如下：

作為出租人

本集團與其租戶根據將到期的不可撤銷經營租賃總未來最低租賃應收款項如下：

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35. COMMITMENTS (CONTINUED)

(b) Capital commitment

The Group had the following capital commitment:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Contracted but not provided for — Capital injection of a subsidiary	已訂約但未撥備 — 一間附屬公司注資	1,164	3,583

35. 承擔(續)

(b) 資本承擔

本集團有以下資本承擔：

36. MATERIAL TRANSACTIONS AND BALANCES WITH RELATED PARTIES

(a) Key management personnel compensation

Remuneration for key management personnel of the Group, including amounts paid to the Company's directors as disclosed in note 8 and certain of the highest paid employees as disclosed in note 9, is as follows:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Short-term employees benefits	短期僱員福利	2,131	1,332
Post-employment benefits	退休福利	18	8
Amount due to a related person	應付一名關連人士款項	2,987	3,659
		5,136	4,999

(b) Transactions with other related parties

Other than those transactions disclosed elsewhere in the consolidated financial statements, the Group has no transactions or balances with other related parties during the year ended 31 December 2016 and 2015.

36. 重大關連人士交易及結餘

(a) 主要管理人員之補償

本集團主要管理人員酬金(包括附註8所披露已付本公司董事之金額及附註9所披露已付若干最高薪僱員之金額)如下：

(b) 與其他關連人士交易

除綜合財務報表其他部分披露之交易外，本集團截至二零一六年及二零一五年十二月三十一日止年度概無其他關連人士交易或結餘。

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37. EVENTS AFTER REPORTING PERIOD

(a) Placing of shares under general mandate (issued on 19 January 2017)

Subsequently to the reporting period, pursuant to the placing agreement dated 19 January 2017, the Company appointed the placing agent to procure, on a best effort basis, places to subscribe for up to 100,000,000 shares of the Company at a price of HK\$0.420 per share. On 19 January 2017, the Company issued and allotted 100,000,000 shares at the net placing price of HK\$0.42 each to not less than six allottees. The closing market price was HK\$0.51 per share of the Company on the date on which the terms of the issue were fixed. Up to the date of this Report, the net proceeds was approximately HK\$41,160,000 (approximately HK\$0.412 per share) and i) approximately HK\$30,000,000 was used to partially repay outstanding promissory notes; (ii) approximately HK\$8,000,000 was lent out for the money lending business; and (iii) remaining proceeds were used as general working capital as at the date of this announcement.

Details were disclosed in the Company's announcements dated 9 January 2017 and 19 January 2017.

37. 報告期後事項

(a) 根據一般授權配售股份(於二零一七年一月十九日發行)

報告期後，根據日期為二零一七年一月十九日之配售協議，本公司委任配售代理按竭誠盡力基準促使承配人按每股股份0.420港元的價格認購最多100,000,000股股份。於二零一七年一月十九日，本公司按淨配售價每股股份0.42港元向不少於六名承配人發行及配發100,000,000股股份。本公司股份於釐定發行條款日期之收市價為每股0.51港元。直至本報告日期，所得款項淨值約為41,160,000港元(約每股股份0.412港元)，而於本公佈日期，(i)約30,000,000港元用作償還部分未償還承兌票據；(ii)約8,000,000港元用作放債業務借款；及(iii)餘下所得款項用作一般營運資金。

有關詳情於本公司日期為二零一七年一月九日及二零一七年一月十九日之公佈披露。

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37. EVENTS AFTER REPORTING PERIOD (CONTINUED)

(b) Placing convertible notes under general mandate (issued on 23 March 2017)

Subsequently to the reporting period, pursuant to the placing agreement dated 3 March 2017, the Company appointed the placing agent to procure, on a best effort basis, placees to subscribe for up to convertible notes of the Company up to principal amount of HK\$86,000,000 at the initial conversion price of HK\$0.43 per conversion share. The maximum number of Conversion Shares issuable upon conversion of the convertible notes shall be subject to the threshold of 200,535,471 Shares (subject to consolidation or subdivision) or such number of shares which may be permissible to be issued under the general mandate. The Company intended that i) approximately HK\$30,000,000 be used to settle the consideration in relation to the acquisition of 40% issued share capital of First Surplus Investments Limited; ii) approximately HK\$30,000,000 will be lent as loans to customers under the Group's money lending business; iii) approximately HK\$10,000,000 will be used for procurement of inventories of the commodities trading business; and iv) the remaining net proceeds will be used as general working capital including, among others, staff costs, legal and professional fees and other operating costs. On 23 March 2017, the Company issued convertible notes of principal in aggregate of HK\$86,000,000 and the net proceeds of approximately HK\$83,420,000 (equivalent to approximately HK\$0.417 per conversion shares) was received by the Company.

(c) Acquisition of 40% issued share capital of First Surplus Investments Limited

On 9 January 2017, Ottoman Evershine Holdings Limited ("EGH"), a direct wholly owned subsidiary of the Company and an independent third party of the Company ("FSI Vendor") entered into a sales and purchase agreement ("SPA"), pursuant to which EGH would conditionally acquire 40% of the issued share capital ("Sale Shares") of First Surplus Investments Limited ("FSI") at consideration of HK\$80,000,000 ("FSI Consideration") and satisfied by (i) HK\$30,000,000 by cash upon completion and (ii) HK\$50,000,000 by way of issue of the promissory note to the FSI Vendor or his nominee(s) upon completion.

37. 報告期後事項(續)

(b) 根據一般授權配售可換股票據(於二零一七年三月二十三日發行)

報告期後，根據日期為二零一七年三月三日之配售協議，本公司委任配售代理按竭誠盡力基準促使承配人按初步兌換價每股兌換股份0.43港元認購本金額最高為86,000,000港元之本公司可換股票據。於兌換可換股票據後，兌換股份最高可發行數目以200,535,471股股份為限(視乎合併或分拆)或獲允許按一般授權發行之股份數目。本公司擬將i)約30,000,000港元用作償付有關收購First Surplus Investments Limited 40%已發行股本之代價；ii)約30,000,000港元將用作本集團放債業務借予客戶之貸款；iii)約10,000,000港元將用作採購商品貿易業務之存貨；及iv)餘下所得款項淨額將用作一般營運資金，包括(其中包括)員工成本、法律及專業費用以及其他經營成本。於二零一七年三月二十三日，本公司發行本金總額為86,000,000港元之可換股票據，而本公司收到約83,420,000港元(相等於每股兌換股份約0.417港元)所得款項淨額。

(c) 收購First Surplus Investments Limited之40%已發行股本

於二零一七年一月九日，本公司之直接全資附屬公司Ottoman Evershine Holdings Limited(「EGH」)與本公司獨立第三方(「FSI賣方」)訂立買賣協議(「買賣協議」)，據此，EGH以代價80,000,000港元(「FSI代價」)有條件收購First Surplus Investments Limited(「FSI」)40%已發行股本(「待售股份」)，並按以下方式償付：(i)於完成後以現金償付30,000,000港元；及(ii)向FSI賣方或其代名人發行承兌票據的方式償付50,000,000港元。

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37. EVENTS AFTER REPORTING PERIOD (CONTINUED)

(c) Acquisition of 40% issued share capital of First Surplus Investments Limited (CONTINUED)

Pursuant to the SPA, the FSI Vendor irrevocably and unconditionally guarantee to EGH that the audited consolidated net profit after taxation (excluding unusual or extraordinary items) of the Target Group for the year ended 31 December 2017 (the “Actual Profit”), which is (i) based on the financial statements prepared in accordance with the HKFRS (the “Audited Financial Statements”); and (ii) to be audited by auditor(s) assigned or agreed by EGH, shall not be less than HK\$14,000,000 (the “Guaranteed Profit”). Pursuant to the SPA, in the event that the Actual Profit is less than the Guaranteed Profit, EGH shall be entitled to require the FSI Vendor to compensate in one of the following manner:

- (i) compensation of amount in respect of the shortfall (the “Compensation Sum”) calculated in accordance with the following formula:

$$\text{Compensation Sum} = (\text{Guaranteed Profit} - \text{Actual Profit}) \times \text{Guaranteed Profit}$$

For the avoidance of doubt, the maximum amount of Compensation Sum payable by the FSI Vendor shall be HK\$50,000,000; or

- (ii) EGH shall have the right during the period from the issue of the Audited Financial Statements to 30 June 2018 (both days inclusive) and at its full discretion to sell the Sale Shares to the FSI Vendor at the price equivalent to the FSI Consideration, whereupon the FSI Vendor shall have the obligation to purchase the Sale Shares at such price (the “Put Option”). For the avoidance of doubt, no additional premium or other money is payable for exercise of the Put Option by EGH.

On 17 March 2017, all the conditions precedent of the acquisition of the Sale Shares have been fulfilled and FSI became an associate of the Company.

Details were disclosed in the Company’s announcements dated 20 January 2017, 20 February 2017 and 17 March 2017.

37. 報告期後事項(續)

(c) 收購First Surplus Investments Limited之40%已發行股本(續)

根據買賣協議，FSI賣方不可撤回及無條件地向EGH作出保證，保證目標集團截至二零一七年十二月三十一日止年度之經審核綜合除稅後純利(不包括不尋常或非經常項目)(「實際溢利」)，按(i)香港財務報告準則編製之財務報表(「經審核財務報表」)；及(ii)將經EGH委任或同意之核數師審核，不會低於14,000,000港元(「保證溢利」)。根據買賣協議，倘實際溢利少於保證溢利，則EGH有權要求FSI賣方以下列其中一項方式賠償：

- (i) 按下列公式計算所得之差額(「賠償總額」)作出賠償：

$$\text{賠償總額} = (\text{保證溢利} - \text{實際溢利}) \times \text{保證溢利}$$

為免生疑問，FSI賣方應付賠償總額之最高金額應為50,000,000港元；或

- (ii) EGH將有權全權酌情自刊發經審核財務報表起至二零一八年六月三十日止期間(包括首尾兩日)內按相當於FSI代價之價格向FSI賣方出售待售股份，而FSI賣方將有責任按有關價格購買待售股份(「認沽期權」)。為免生疑問，EGH毋須就行使認沽期權支付額外溢價或其他金額。

於二零一七年三月十七日，收購待售股份之所有先決條件已獲達成，而FSI已成為本公司之聯營公司。

有關詳情已於本公司日期為二零一七年一月二十日、二零一七年二月二十日及二零一七年三月十七日之公佈披露。

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38. STATEMENT OF FINANCIAL POSITION

38. 財務狀況表

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Non-current assets	非流動資產		
Property, plant and equipment	物業、廠房及設備	48	60
Interests in subsidiaries	於附屬公司之權益	200,172	152,149
		200,220	152,209
Current assets	流動資產		
Other receivables and deposit paid	其他應收款項及已付按金	336	10,038
Amount due from associates	應收聯營公司款項	13,249	19,250
Cash and cash equivalents	現金及現金等價物	3,502	19,167
		17,087	48,455
Current liabilities	流動負債		
Other payables	其他應付款項	3,636	3,868
Convertible notes	可換股票據	—	38,523
Promissory notes	承兌票據	27,509	27,170
		31,145	69,561
Net current liabilities	流動負債淨值	(14,058)	(21,106)
Total assets less current liabilities	資產總值減流動負債	186,162	131,103
Non-Current Liabilities	非流動負債		
Promissory Notes	承兌票據	83,176	—
Convertible Notes	可換股票據	25,800	—
		108,976	—
NET ASSETS	資產淨值	77,186	131,103
EQUITY AND RESERVES	權益及儲備		
Share capital	股本	959,333	908,401
Reserves	儲備	(882,147)	(777,298)
TOTAL EQUITY	權益總額	77,186	131,103

Approved and authorised for issue by the Board of Directors on 24 March 2017.

經由董事會於二零一七年三月二十四日批准及授權刊發。

Chan Ming Kei
陳銘基
Director
董事

Ling Ko Yin Jason
林高然
Director
董事

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38. STATEMENT OF FINANCIAL POSITION (CONTINUED) 38. 財務狀況表(續)

The reserve of the Company is as follow:

本公司儲備如下：

		Convertible notes reserve 可換股 票據儲備 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 31 December 2014 and at 1 January 2015	於二零一四年十二月三十一日 及二零一五年一月一日	—	(690,161)	(690,161)
Issue of convertible notes	發行可換股票據	11,063	—	11,063
Loss for the year	年內虧損	—	(98,200)	(98,200)
At 31 December 2015 and at 1 January 2016	於二零一五年十二月三十一日 及二零一六年一月一日	11,063	(788,361)	(777,298)
Issuance of New Share due to conversion of Convertible Notes	因兌換可換股票據 而發行新股份	(11,063)	—	(11,063)
Issuance of new convertible bonds	發行新可換股債券	3,433	—	3,433
Loss for the year	年內虧損	—	(97,219)	(97,219)
At 31 December 2016	於二零一六年十二月三十一日	3,433	(885,580)	(882,147)

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39. PARTICULARS OF PRINCIPAL SUBSIDIARIES

The details of principal subsidiaries are set as follows:

39. 於主要附屬公司之權益

主要附屬公司之詳情載列如下：

Name of company 公司名稱	Place of incorporation/ establishment and operation 註冊成立/成立及 經營地點	Particulars of issued/registered and paid up capital 已發行/註冊及 實繳股本詳情	Proportion of ownership interest 所有權權益比例		Principal activity 主要業務
			Group's effective holding 本集團實際持有		
			2016 二零一六年	2015 二零一五年	
Mega Field International Limited 偉大國際有限公司	Hong Kong 香港	1 share of HK\$1 each 1股面值1港元之股份	100% (Direct) (直接)	100% (Direct) (直接)	Fashion Garment 時尚服裝
Argos Enterprise Management Consultant (Nanjing) Limited (note i) 雅高企業管理顧問(南京)有限公司 (附註 i)	PRC 中國	Registered capital of RMB4,000,000 註冊資本人民幣 4,000,000元	100% (Indirect) (間接)	100% (Indirect) (間接)	Investment holdings 投資控股
Xuzhou China International Travel Service Limited (note ii) 徐州中國國際旅行社有限公司 (附註 ii)	PRC 中國	Registered capital of RMB1,500,000 註冊資本人民幣 1,500,000元	90% (Indirect) (間接)	90% (Indirect) (間接)	Provision of tour services and transportation 提供導遊服務及運輸
Ottoman Evershine Insaat Proje Ticaret Anonim Sirketi	Turkey 土耳其	Paid up capital of US\$50,000 繳足股本50,000美元	100% (Indirect) (間接)	100% (Indirect) (間接)	Investment holdings 投資控股
Ottoman Evershine Finance Limited 奧斯曼財務有限公司	Hong Kong 香港	1 share of HK\$1 each 1股面值1港元之股份	100% (Indirect) (間接)	100% (Indirect) (間接)	Money Lending 放債
Solution Gold Limited	British Virgin Island 英屬處女群島	1 share of US\$1 each 1股面值1美元 之股份	100% (Direct) (直接)	100% (Direct) (直接)	Investment holdings 投資控股
Pro-King Corporation Limited 博御有限公司	Hong Kong 香港	10,000 shares of HK\$1 each 10,000股每股面值 1港元之股份	100% (Direct) (直接)	100% (Direct) (直接)	Investment holdings 投資控股

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39. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONTINUED)

39. 於主要附屬公司之權益(續)

Name of company 公司名稱	Place of incorporation/ establishment and operation 註冊成立/成立及 經營地點	Particulars of issued/registered and paid up capital 已發行/註冊及 實繳股本詳情	Proportion of ownership interest 所有權權益比例		Principal activity 主要業務
			Group's effective holding 本集團實際持有		
			2016 二零一六年	2015 二零一五年	
鑫盛國際貿易(深圳)有限公司	PRC 中國	Registered capital of RMB8,000,000 註冊資本人民幣8,000,000元	100% (Indirect) (間接)	100% (Indirect) (間接)	Trading 貿易
Prosperous Link Investments Limited	British Virgin Island 英屬處女群島	50,000 ordinary shares of US\$1 each 50,000股每股面值 1美元之普通股	100% (Direct) (直接)	100% (Direct) (直接)	Investment holdings 投資控股
Worthy Victory Limited	British Virgin Island 英屬處女群島	1 ordinary share of US\$1 each 1股面值 1美元之普通股	100% (Direct) (直接)	100% (Direct) (直接)	PRC operating rights of mobile application 手機應用程式之中國經營權
Patalogue Limited 派得樂有限公司	Hong Kong 香港	10,000 shares of HK\$1 each 10,000股每股面值 1港元之股份	100% (Direct) (直接)	100% (Direct) (直接)	Mobile application business 手機應用程式業務
Vital Fortune International Investment Limited 福生國際投資有限公司	British Virgin Island 英屬處女群島	50,000 ordinary shares of US\$1 each 50,000股每股面值1美元之普通股	100% (Direct) (直接)	100% (Direct) (直接)	Investment holdings 投資控股
Fortune Ford Limited 福永高有限公司	Hong Kong 香港	10,001 shares of total HK\$10,492,837 10,001股股份 (合共10,492,837港元)	100% (Indirect) (間接)	100% (Indirect) (間接)	Investment holdings 投資控股
鄭州鼎望瀚鑫貿易有限公司	PRC 中國	Registered capital US\$1,000,000 註冊資本1,000,000美元	100% (Indirect) (間接)	100% (Indirect) (間接)	Investment holdings 投資控股
柘城縣襄安陵有限公司	PRC 中國	Registered capital RMB1,000,000 註冊資本人民幣1,000,000元	90% (Indirect) (間接)	90% (Indirect) (間接)	Construction and development of Cemetery 公墓建設及開發

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39. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONTINUED)

39. 於主要附屬公司之權益(續)

Name of company 公司名稱	Place of incorporation/ establishment and operation 註冊成立/成立及 經營地點	Particulars of issued/registered and paid up capital 已發行/註冊及 實繳股本詳情	Proportion of ownership interest 所有權權益比例		Principal activity 主要業務
			Group's effective holding 本集團實際持有		
			2016 二零一六年	2015 二零一五年	
Ottoman Evershine Holdings Limited 奧斯曼控股有限公司	British Virgin Island 英屬處女群島	50,000 ordinary shares of US\$1 each 50,000股每股面值1美元之普通股	100% (Direct) (直接)	—	Investment holdings 投資控股
Maxwise Limited 名慧有限公司	Hong Kong 香港	10,000 shares of HK\$1 each 10,000股每股面值1港元之股份	55% (Indirect) (間接)	—	Trading of chrome ore 鎢礦交易
Sharp Pick Ventures Limited	British Virgin Island 英屬處女群島	50,000 ordinary shares of US\$1 each 50,000股每股面值1美元之普通股	100% (Direct) (直接)	—	Rental service 租賃服務
Spring Hero Development Limited	British Virgin Island 英屬處女群島	50,000 ordinary shares of US\$1 each 50,000股每股面值1美元之普通股	100% (Direct) (直接)	—	Rental service 租賃服務
Victory Team Group Limited	British Virgin Island 英屬處女群島	1 ordinary share of US\$1 each 1股面值1美元之普通股	51% (Indirect) (間接)	51% (Indirect) (間接)	Investment holdings 投資控股

Notes:

- (i) Registered under the laws of the PRC as wholly foreign-owned enterprise.
- (ii) Registered under the laws of the PRC as limited liability enterprise.

附註：

- (i) 根據中國法律註冊為外商獨資企業。
- (ii) 根據中國法律註冊為有限責任企業。

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39. PARTICULARS OF SUBSIDIARIES (CONTINUED)

Details of non-wholly owned subsidiaries that have material non-controlling interests

The summarised financial information below represents amounts before intragroup eliminations:

柘城縣襄安陵有限公司

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Current assets	流動資產	7,098	876
Non-current assets	非流動資產	112,317	118,024
Current liabilities	流動負債	(12,691)	(633)
Non-current liabilities	非流動負債	—	—
Equity attributable to shareholders of the Company	本公司股東應佔權益	96,051	105,553
Non-controlling interests	非控股權益	10,673	12,714

柘城縣襄安陵有限公司

39. 於主要附屬公司之權益(續)

擁有重大非控股權益之非全資附屬公司詳情

下列財務資料概要乃經扣除集團內公司間撇銷前之金額：

柘城縣襄安陵有限公司

		Year ended 31 December 2016 截至 二零一六年 十二月三十一日 止年度 HK\$'000 千港元	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
Revenue	收益	9	—
Expenses	開支	(2,416)	(261)
Loss for the period	期內虧損	(2,407)	(261)
Loss attributable to non-controlling interests	非控股權益應佔虧損	(241)	(26)
Net cash inflow/(outflow) from:	現金流入/(流出)淨額：		
Operating activities	經營活動	5,911	(261)
Investing activities	投資活動	(3,412)	—
Financing activities	融資活動	9	—
Net cash outflow	現金流出淨額	(2,508)	(261)

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40. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2016

Up to the date of issue of these financial statements, the HKICPA has issued a few amendments and new standards which are not yet effective for the year ended 31 December 2016 and which have not been adopted in these financial statements. These include the following which may be relevant to the Group:

New and revised HKFRSs that are not mandatorily effective for the current year

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

HKFRS 9	Financial Instruments ¹
HKFRS 15 and amendments to HKFRS 15	Revenue from Contracts with Customers ¹
HKFRS 16	Leases ²
Amendments to HKFRS 2	Classification and Measurement of Share-based Payment Transactions 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 HKAS 7	Disclosure Initiative ⁴
Amendments to HKAS 12	Recognition of Deferred Tax Assets for Unrealised Losses ⁴

¹ Effective for annual periods beginning on or after 1 January 2018

² Effective for annual periods beginning on or after 1 January 2019

³ Effective for annual periods beginning on or after a date to be determined

⁴ Effective for annual periods beginning on or after 1 January 2017

40. 已發佈但尚未於截至二零一六年十二月三十一日止年度生效的修訂、新準則及詮釋可能帶來的影響

截至本財務報表刊發日期，香港會計師公會頒佈了並未於截至二零一六年十二月三十一日止年度生效的多項修訂及新準則，而本集團並未在本財務報表中採用此等修訂及新準則。其中可能與本集團相關的準則變化如下：

本年度並無強制生效之新訂及經修訂香港財務報告準則

本集團並無應用下列任何已頒佈但尚未強制生效之新訂及經修訂香港財務報告準則：

香港財務報告準則第9號	金融工具 ¹
香港財務報告準則第15號及香港財務報告準則第15號修訂本	來自客戶之合約收益 ¹
香港財務報告準則第16號	租賃 ²
香港財務報告準則第2號修訂本	以股份為基礎之付款交易之分類及計量 ¹
香港財務報告準則第10號及香港會計準則第28號修訂本	投資者與其聯營公司或合營企業之間之資產銷售 ³
香港會計準則第7號修訂本	披露計劃 ⁴
香港會計準則第12號修訂本	就未實現虧損確認遞延稅項資產 ⁴

¹ 於二零一八年一月一日或以後開始之年度期間生效。

² 於二零一九年一月一日或以後開始之年度期間生效。

³ 於將予釐定之日期或以後開始之年度期間生效。

⁴ 於二零一七年一月一日或以後開始之年度期間生效。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

40. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2016 (CONTINUED)

New and revised HKFRSs that are not mandatorily effective for the current year (Continued)

HKFRS 9 Financial Instruments

HKFRS 9 has introduced new requirements for a) classification and measurement of financial assets, b) impairment of financial assets and c) general hedge accounting.

Specifically, with regard to the classification and measurement of financial assets, HKFRS 9 requires all recognised financial assets that are within the scope of HKFRS 9 to be subsequently measured at amortised cost or fair value. 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 each of the subsequent accounting periods. Debt investments that are held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets, and that have contractual terms that are solely payments of principal and interest on the principal amount outstanding, are generally measured at fair value through other comprehensive income (FVTOCI). All other debt investments and equity investments are measured at their fair value at the end of subsequent accounting periods. Further, under HKFRS 9, entities may make an irrevocable election to present subsequent changes in the fair value of an equity investment (that is not held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 applies) in other comprehensive income, with only dividend income generally recognised in profit or loss and that cumulative fair value changes will not be reclassified to profit or loss upon derecognition of the investment.

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

40. 已發佈但尚未於截至二零一六年十二月三十一日止年度生效的修訂、新準則及詮釋可能帶來的影響(續)

本年度並無強制生效之新訂及經修訂香港財務報告準則(續)

香港財務報告準則第9號金融工具

香港財務報告準則第9號引入a)金融資產之分類及計量, b)金融負債之減值及c)一般對沖會計之新規定。

具體而言, 就金融資產之分類及計量方面, 香港財務報告準則第9號要求屬香港財務報告準則第9號範圍內之所有已確認金融資產其後按攤銷成本或公平值計量。於旨在收回合約現金流量之業務模式內所持有, 及其合約現金流量僅為支付本金及未償還本金利息之債務投資, 一般於其後各會計期間結束時按攤銷成本計量。於透過同時收回訂約現金流量及銷售金融資產實現目標之業務模式內持有, 且金融資產訂約條款純粹為支付本金及未償還本金額利息之債務投資, 一般按公平值計入其他全面收入(「按公平值計入其他全面收入」)計量。所有其他債務投資及股本投資按其後會計期間結束時之公平值計量。此外, 根據香港財務報告準則第9號, 實體可以不可撤回地選擇於其他全面收入呈列股本投資(並非持作買賣及香港財務報告準則第3號所應用之認購方與業務合併中確認之或然代價)其後之公平值變動, 而通常僅於損益內確認股息收入及於終止確認該投資後, 累計公平值變動將不會重新分類至損益。

對於指定為按公平值計入損益之金融負債計量, 香港財務報告準則第9號規定, 除非於其他全面收入確認負債信貸風險變動之影響會導致或擴大損益之會計錯配, 否則該等變動引起之金融負債公平值變動金額於其他全面收入呈列。金融負債信貸風險引起之公平值變動其後不會重新分類至損益。根據香港會計準則第39號, 指定為按公平值計入損益之金融負債公平值變動全部金額均於損益內呈列。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

40. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2016 (CONTINUED)

New and revised HKFRSs that are not mandatorily effective for the current year (Continued)

HKFRS 9 Financial Instruments (Continued)

With regard to impairment of financial assets, HKFRS 9 has adopted an expected credit loss model, as opposed to an incurred credit loss model required under HKAS 39. In general, the expected credit loss model requires an entity to assess the change in credit risk of the financial asset since initial recognition at each reporting date and to recognise the expected credit loss depending on the degree of the change in credit risk.

With regard to the general hedge accounting requirements, HKFRS 9 retains the three types of hedge accounting mechanisms currently available in HKAS 39. Under HKFRS 9, greater flexibility has been introduced to the types of transactions eligible for hedge accounting, specifically broadening the types of instruments that qualify for hedging instruments and the types of risk components of non-financial items that are eligible for hedge accounting. In addition, the effectiveness test has been overhauled and replaced with the principle of an 'economic relationship'. Retrospective assessment of hedge effectiveness is also no longer required. Enhanced disclosure requirements about an entity's risk management activities have also been introduced.

HKFRS 16 Leases

HKFRS 16 will supersede the current lease guidance including HKAS 17 Leases and the related interpretations when it becomes effective.

With regard to lessee accounting, the distinction of operating leases and finance leases, as required by HKAS 17, has been replaced by a model which requires a right-of-use asset and a corresponding liability to be recognised for all leases by lessees except for short-term leases and leases of low value assets. Specifically, the right-of-use asset is initially measured at cost and subsequently measured at cost (subject to certain exceptions) less accumulated depreciation and impairment losses, adjusted for any re-measurement of the lease liability. The lease liability is initially measured at the present value of the lease payments that are not paid at that date. Subsequently, the lease liability is adjusted for interest and lease payments. Furthermore, the classification of cash flows will also be affected as operating lease payments under HKAS 17 are presented as operating cash flows; whereas, under the HKFRS 16 model, the lease payments will be split into a principal and an interest portion which will be presented as financing and operating cash flows respectively.

40. 已發佈但尚未於截至二零一六年十二月三十一日止年度生效的修訂、新準則及詮釋可能帶來的影響(續)

本年度並無強制生效之新訂及經修訂香港財務報告準則(續)

香港財務報告準則第9號金融工具(續)

就金融資產減值而言，香港財務報告準則第9號採用預期信貸虧損模式計算，與香港會計準則第39號項下按已產生信貸虧損模式計算相反。一般而言，預期信貸虧損模式規定實體評估金融資產之信貸風險自報告日期初步確認以來之變動並根據信貸風險變動程度來確認預期信貸虧損。

就一般對沖會計規定而言，香港財務報告準則第9號保留香港會計準則第39號現時提供之三種類型對沖會計機制。根據香港財務報告準則第9號，已就合資格使用對沖會計之交易類型引入更大靈活性，具體而言是擴大合資格作對沖工具之工具類型及合資格使用對沖會計之非金融項目風險成分之類型。此外，已大幅修改有效性測試並替換為「經濟關係」原則。不再要求對對沖有效性作出追溯評估。實體風險管理活動亦已引入經加強之披露規定。

香港財務報告準則第16號租賃

香港財務報告準則第16號將於生效後取代目前租賃指引，包括香港會計準則第17號租賃及相關解釋。

就承租人會計處理而言，除短期租賃及低值資產租賃情況外，經營租賃及融資租賃之差異按香港會計準則第17號自承租人會計處理中移除，並由承租人須就所有租賃確認使用權資產及相應負債之模式替代。具體而言，使用權資產初步按成本計量，其後按成本(除若干豁免外)減累計折舊及減值虧損計量，經就任何重新計量之租賃負債作出調整。租賃負債初步按於當日尚未支付租賃付款之現值計量。其後，租賃負債經就(其中包括)利息及租賃付款以及租賃修改之影響作出調整。此外，由於經營租賃付款根據香港會計準則第17號於經營現金流量呈列，而租賃付款根據香港財務報告準則第16號模式將劃分為本金及利息部分並分別於融資及經營現金流量呈列，故現金流量之分類亦將受到影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

40. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2016 (CONTINUED)

New and revised HKFRSs that are not mandatorily effective for the current year (Continued) *HKFRS 16 Leases (Continued)*

With regard to lessor accounting, HKFRS 16 substantially carries forward the lessor accounting requirements in HKAS 17, and continues to require a lessor to classify a lease either as an operating lease or a finance lease.

Furthermore, HKFRS 16 requires extensive disclosures in the 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 to 10 and HKAS 28 deal with situations where there is a sale or contribution of assets between an investor and its associate or joint venture. Specifically, the amendments state that gains or losses resulting from the loss of control of a subsidiary that does not contain a business in a transaction with an associate or a joint venture that is accounted for using the equity method, are recognised in the parent's profit or loss only to the extent of the unrelated investors' interests in that associate or joint venture. Similarly, gains and losses resulting from the re-measurement of investments retained in any former subsidiary (that has become an associate or a joint venture that is accounted for using the equity method) to fair value are recognised in the former parent's profit or loss only to the extent of the unrelated investors' interests in the new associate or joint venture.

The Group is in the process of making an assessment of what the impact of these development is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements.

41. APPROVAL OF THE FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the board of directors on 24 March 2017.

40. 已發佈但尚未於截至二零一六年十二月三十一日止年度生效的修訂、新準則及詮釋可能帶來的影響(續)

本年度並無強制生效之新訂及經修訂香港財務報告準則(續)

香港財務報告準則第16號租賃(續)

就出租人會計處理而言，香港財務報告準則第16號大致上沿用香港會計準則第17號之出租人會計處理規定，及繼續要求出租人將租賃分類為經營租賃或融資租賃。

此外，香港財務報告準則第16號要求於財務報表中詳盡披露。

香港財務報告準則第10號及香港會計準則第28號修訂本投資者與其聯營公司或合營企業之間之資產出售或注資

香港財務報告準則第10號及香港會計準則第28號修訂本解決當投資者與其聯營公司或合營企業之間之資產出售或注資之情況。具體而言，修訂本闡述失去附屬公司之控制權導致並使用權益法入賬之損益(不包括與聯營公司或合營企業進行交易之業務)於母公司之損益確認，惟僅以不相關投資者於該聯營公司或合營企業之權益為限。同樣地，按於成為聯營公司或合營企業(以權益法列賬)之任何前附屬公司所保留之投資公平值重新計量所產生之盈虧於前母公司損益賬確認且僅以非相關投資者於新聯營公司或合營企業之權益為限。

本集團現正評估上述準則變化於首次應用期間的預期影響。至目前為止，結論是採納上述修訂及新準則不大可能會對綜合財務報表產生重大影響。

41. 批准財務報表

綜合財務報表已於二零一七年三月二十四日經董事會批准及授權刊發。

FIVE YEARS FINANCIAL SUMMARY

五年財務概要

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

FIVE YEARS FINANCIAL SUMMARY

五年財務概要

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out below:

本集團過往五個財政年度之業績以及資產及負債概要載列如下：

		For the year ended 31 December 截至十二月三十一日止年度				
		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元 (Re-presented) (經重列)	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 (Re-presented) (經重列)
Revenue from continuing operations	來自持續經營業務之收益	135,462	72,900	45,792	32,703	23,194
Loss before taxation	除稅前虧損	(68,546)	(29,866)	(19,648)	(49,059)	(27,430)
Profit from discontinued operations	來自已終止業務之溢利	2,706	16,108	(3,520)	(5,511)	(28,823)
Taxation	稅項	916	228	20	(12)	—
Loss for the year	本年度虧損	(64,924)	(13,530)	(23,148)	(54,582)	(56,253)
Net loss from ordinary activities	下列各項之日常業務虧損淨額					
attributable to shareholders	股東應佔	(65,399)	(11,996)	(19,926)	(50,582)	(46,192)
attributable to non-controlling interests	非控股權益應佔	475	(1,534)	(3,222)	(4,000)	(10,061)

		As at 31 December 於十二月三十一日				
		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	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
Total assets	總資產	421,923	308,576	131,701	112,775	158,733
Total liabilities	總負債	(227,441)	(91,809)	(94,965)	(52,842)	(187,800)
Non-controlling interests	非控股權益	(12,667)	(8,701)	19,657	16,435	12,435
		181,815	208,066	56,393	76,368	(16,632)

Evershine Group Holdings Limited
永耀集團控股有限公司